

VISIT BATON ROUGE

BOARD MINUTES

January 2019

A scheduled board meeting of Visit Baton Rouge was held on Thursday, January 24, 2019 at its office located at 359 Third Street.

Present were:

Norman Chenevert
Scott Michelet
Claude Reynaud
Mark Drennen
Pastor Wesley
Donna Collins Lewis
Ben Blackwell
Mary Stein

Absent:

Flynn Foster
Mickey Freiberg

Present but not participating in formal actions:

Paul Arrigo, Staff
Lauralyn Maranto, Staff
Sid Jackson, former VBR Controller
Jessica Coffing, Staff
Karron Alford, Staff
Stacy Simon, Staff
Courtney Taylor, Staff
Chuck Elkins, Legal Counsel
Mike Edwards, Director of Aviation, Baton Rouge Metropolitan Airport

Paul Arrigo called the meeting to order and opened the meeting for public comment.

Mr. Arrigo introduced Mike Edwards, the new Director of Aviation for the Baton Rouge Metropolitan Airport. Mr. Arrigo welcomed new board members Ben Blackwell and Mary Stein.

Paul Arrigo presented the slate of officers submitted by the Nominating Committee.

Paul Arrigo reported that Norman Chenevert was the Nominating Committee's choice for Chairman. Mr. Arrigo opened the floor for additional nominations. There were no other nominations from the floor. Nominations were closed.

A motion was made by Scott Michelet, seconded by Pastor Wesley for Norman Chenevert to serve as Chairman.

Motion carried.

Paul Arrigo reported that Scott Michelet was the Nominating Committee's choice for Vice Chairman. Mr. Arrigo opened the floor for additional nominations. There were no other nominations from the floor. Nominations were closed.

A motion was made by Mark Drennen, seconded by Claude Reynaud for Scott Michelet to serve as Vice Chairman.

Motion carried.

Paul Arrigo reported that Claude Reynaud was the Nominating Committee's choice for Secretary/Treasurer. Mr. Arrigo opened the floor for additional nominations. There were no other nominations from the floor. Nominations were closed.

A motion was made by Scott Michelet, seconded by Ben Blackwell for Claude Reynaud to serve as Secretary/Treasurer.

Motion carried.

On a motion by Scott Michelet, seconded by Claude Reynaud to approve the December 13, 2018 minutes as presented.

Motion carried.

Norman Chenevert appointed board members to the following Committees:

Finance Committee:

Claude Reynaud, Chairman
Ben Blackwell
Pastor Lee Wesley

Personnel Committee:

Scott Michelet, Chairman
Donna Collins Lewis
Mary Stein

Building Committee:

Norman Chenevert, Chairman

Claude Reynaud

Ben Blackwell

Sid Jackson presented the Treasurer's Report and reviewed December's financial statements.

Paul Arrigo and Department Heads presented the President's Report.

Discussion was held regarding the President & CEO's Standing Authority as it relates to contracts. A motion was made by Scott Michelet, seconded by Mary Stein to adopt the following Resolution:

**RESOLUTIONS OF THE BOARD OF DIRECTORS OF VISIT BATON ROUGE ("VBR")
CONCERNING
EXPRESS AUTHORITY OF THE PRESIDENT AND CEO WITH REGARD TO THE SIGNING AND
EXECUTION OF CONTRACTS OF VBR
JANUARY 24, 2019**

WHEREAS, from time to time in the normal course of VBR's business, the President/CEO of VBR (the "CEO") is called upon to sign contractual agreements obligating VBR to perform certain tasks and/or to pay money;

WHEREAS, the CEO has the authority implied by the powers and duties of his office to sign many, if not all, of these agreements;

WHEREAS, from time to time parties who wish to contract with VBR will enquire about the CEO's express authority to sign Contracts; and

WHEREAS, in order to clarify and make express the authority of the CEO to sign certain contractual agreements the following resolution is hereby offered and approved.

BE IT RESOLVED that, the Board of Directors (the "Board") of Visit Baton Rouge ("VBR") hereby authorizes and directs that the President & CEO of VBR (the "CEO"), acting on behalf of and in the name of VBR, to approve all terms and conditions, sign, and ensure the proper execution of certain Contracts of VBR, as such term is more fully defined below. As used in this resolution, "Contracts" shall mean contractual agreements which:

- (i) are in the normal course of the business of VBR;
- (ii) individually do not and will not obligate VBR to incur, expend, or pay more than the sum of One Hundred Thousand and No/100 Dollars (\$100,000.00) over the entire term of the Agreement;

- (iii) only obligates VBR to pay or expend funds which are included in an annual budget of VBR which has been approved by the Board, provided, however, that if the term of any Contract should extend beyond the period covered by the last annual budget of VBR approved by the Board, the CEO may sign such Contract if in the CEO's commercially reasonable discretion it is in the best interest of VBR to so sign; and
- (iv) have been bid, selected, negotiated, formed or otherwise made in conformance with all federal, state, and local laws, rules and regulations, including without limitation the Louisiana Public Bid Law, and all rules, regulations, bylaws, accounting procedures, of VBR, as all such are existing at the time of the Contract formation.

BE IT FURTHER RESOLVED that, the Board of Directors (the "Board") of Visit Baton Rouge ("VBR") hereby authorizes and directs that with regard to the express authority granted to the President & CEO ("CEO") by the immediately preceding resolution concerning the approval, signing, and execution of Contracts (as such term is defined in the preceding resolution) of VBR (the "Express Authority"), the CEO, in his sole unfettered discretion, shall have the authority to delegate such Express Authority, in whole or in part, for a single instance, a stated period of time, or indefinitely, and attaching any additional term or condition to such delegation as he may see fit, to any employee or agent of VBR reporting or responsible to him, provided, however, that: (i) all such delegations shall be made in writing; (ii) should the person occupying the office of President/CEO change, all prior delegations of Express Authority made pursuant to this Resolution shall be automatically revoked, be null and void, and of no further legal force and effect without any further action by the Board or the CEO; and (iii) should the Board revoke or modify the Express Authority, any delegations of such Express Authority made pursuant to this Resolution shall be thereafter automatically revoked or modified in conformance with the Board's action with regard to the Express Authority without any further action by the Board or the CEO.

Motion carried.

Discussion was held regarding the President & CEO's authority relative to Cooperative Endeavor Agreements with the Louisiana Office of Tourism. A motion was made by Mark Drennen, seconded by Donna Collins Lewis to adopt the following Resolution:

**RESOLUTIONS OF THE BOARD OF DIRECTORS OF
VISIT BATON ROUGE
CONCERNING COOPERATIVE ENDEAVOR AGREEMENTS
WITH THE LOUISIANA OFFICE OF TOURISM
JANUARY 24, 2019**

WHEREAS, the Board of Directors (the "Board") of Visit Baton Rouge ("VBR") is charged with assisting in the economic development of East Baton Rouge Parish through the promotion of travel and tourism in the Parish of East Baton Rouge.

WHEREAS, VBR from time to time enters into Cooperative Endeavor Agreements by and between the Louisiana Office of Tourism and/or other economic development agencies.

WHEREAS, the purpose of these cooperative endeavor agreements are to assist VBR marketing and advertising efforts in order to increase awareness of the tourism industry in East Baton Rouge Parish.

NOW THEREFORE, BE IT HEREBY RESOLVED by the Board of Directors of Visit Baton Rouge (“VBR”) that Paul Arrigo, President & CEO of VBR, is hereby authorized to enter into and execute on behalf of VBR one or more Cooperative Endeavor Agreement(s) between Visit Baton Rouge and the Louisiana State Office of Tourism and/or other economic development entities, with such agreements in a form and substance determined by him in his sole discretion to be in the best interest of VBR.

Motion carried.

Brief discussion was held regarding signature card update. A motion was made by Pastor Wesley, seconded by Mary Stein to adopt the following Resolution:

**RESOLUTION OF THE BOARD OF DIRECTORS OF VISIT BATON ROUGE
CONCERNING EXECUTION OF BANK SIGNATURE CARD
JANUARY 24, 2019**

BE IT HEREBY RESOLVED by the Board of Directors of Visit Baton Rouge (“VBR”) that, effective immediately and continuing until revoked or modified by the Board, the Chairman, Vice-Chairman, Secretary/Treasurer, and President & CEO of VBR are hereby authorized and requested, on behalf of VBR, to sign and deliver appropriate bank signature authorization card(s) to enable them to sign drafts, checks, and other bank documents and instruments on behalf of VBR.

Motion carried.

Discussion was held regarding the Immediate Past Chairman position due to Ms. McKnight’s resignation. A motion was made by Pastor Wesley, seconded by Scott Michelet to adopt the following Resolution:

**RESOLUTION OF THE BOARD OF DIRECTORS OF VISIT BATON ROUGE
CONCERNING APPOINTMENT OF FOURTH MEMBER OF EXECUTIVE COMMITTEE
JANUARY 24, 2019**

WHEREAS, the Board of Directors (the "Board") of Visit Baton Rouge (“VBR”) is charged with assisting in the economic development of East Baton Rouge Parish through the promotion of travel and tourism in the Parish of East Baton Rouge.

WHEREAS, as a result of the resignation of the 2018 Chairman from the Board, the 2019 Executive Committee of the Board has only three members, rather than the customary four members.

WHEREAS, to bring the Executive Committee up to its customary membership, the following resolution is offered.

NOW THEREFORE, BE IT HEREBY RESOLVED by the Board of Directors of Visit Baton Rouge (“VBR”) that the appointment of Flynn Foster, the 2017 Chairman of the Board, to serve on the 2019 Executive Committee of the Board is hereby made, ratified, and/or confirmed.

Motion carried.

There being no further business, the meeting adjourned.