

VISIT BATON ROUGE

BOARD MINUTES

January 2020

A scheduled board meeting of Visit Baton Rouge was held on Thursday, January 23, 2020 at its office located at 359 Third Street.

Present were:

Scott Michelet
Norman Chenevert
Claude Reynaud
Donna Collins Lewis
Mary Stein
Kim Ginn
Adrienne Moore

Absent:

Pastor Lee Wesley
Ben Blackwell
Mickey Freiberg

Present but not participating in formal actions:

Paul Arrigo, Staff
Lauralyn Maranto, Staff
Jessica Coffing, Staff
Geraldine Bordelon, Staff
Stacy Simon, Staff
Courtney Taylor, Staff
Chuck Elkins, Legal Counsel
Peter Claffey, Knock Knock Museum
Jimmy Frederick, Knock Knock Museum

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

Mr. Arrigo introduced Peter Claffey, the new Executive Director of Knock Knock Museum. Mr. Claffey presented a brief overview regarding upcoming events.

Mr. Arrigo welcomed new board members Kim Ginn and Adrienne Moore.

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

Paul Arrigo reported that Scott Michelet 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 Claude Reynaud, seconded by Norman Chenevert for Scott Michelet to serve as Chairman.

Motion carried.

Paul Arrigo reported that Claude Reynaud 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 Adrienne Moore, seconded by Norman Chenevert for Claude Reynaud to serve as Vice Chairman.

Motion carried.

Paul Arrigo reported that Mary Stein 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 Claude Reynaud for Mary Stein to serve as Secretary/Treasurer.

Motion carried.

On a motion by Claude Reynaud, seconded by Norman Chenevert to approve the December 12, 2019 minutes as presented.

Motion carried.

Scott Michelet appointed board members to the following Committees:

Finance Committee:

Mary Stein, Chairman
Mickey Freiberg
Pastor Lee Wesley

Personnel Committee:

Claude Reynaud, Chairman
Donna Collins Lewis
Ben Blackwell

Jessica Coffing presented the Treasurer's Report and reviewed November and 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 Mary Stein, seconded by Claude Reynaud to adopt the following Resolution:

**RESOLUTION OF THE BOARD OF DIRECTORS
JANUARY 23, 2020**

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 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 Norman Chenevert, seconded by Donna Collins Lewis to adopt the following Resolution:

**RESOLUTION OF THE BOARD OF DIRECTORS
JANUARY 23, 2020**

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 is 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 Claude Reynaud, seconded by Adrienne Moore to adopt the following Resolution:

**RESOLUTION OF THE BOARD OF DIRECTORS
JANUARY 23, 2020**

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 a feasibility study for the Raising Cane’s River Center. On a motion by Norman Chenevert, seconded by Kim Ginn to adopt the following Resolution:

**RESOLUTIONS OF THE BOARD OF DIRECTORS
JANUARY 23, 2020**

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, from time to time VBR in connection with its above stated mission enters into Cooperative Endeavor Agreements (each a “CEA”) with private entities, other governmental bodies, or other economic development agencies.

WHEREAS, VBR desires to enter into a CEA for the purpose of assisting the City/Parish of Baton Rouge to obtain a feasibility and planning study for certain capital improvements to the Raising Cane’s River Center.

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 a Cooperative Endeavor Agreement (“CEA”) between Visit Baton Rouge and the appropriate entity, either public or private, for the purpose of obtaining a feasibility and planning study for certain capital improvements to the Raising Cane’s River Center, provided, that, such CEA shall be on terms and conditions acceptable to Mr. Arrigo and in his discretion to be in the best interest of VBR, and further shall not require VBR to expend more than the sum of One Hundred Twenty-five Thousand and No/100 Dollars (\$125,000.00).

BE IT HEREBY FURTHER RESOLVED by the Board of Directors of Visit Baton Rouge (“VBR”) that Paul Arrigo, President & CEO of VBR, is hereby authorized and directed to amend the current annual budget of Visit Baton Rouge to provide the budgetary authority to expend the funds authorized in the previous resolution, with such funds to be obtained from the unrestricted cash reserves of VBR.

Motion carried.

There being no further business, the meeting adjourned.