

**VISIT BATON ROUGE**  
**BOARD MINUTES**  
**January 2024**

A scheduled Board of Director's meeting of Visit Baton Rouge was held on Thursday, January 25, 2024 at the Visit Baton Rouge Office located at 359 Third Street.

Present were:

Mary Stein  
Claude Reynaud  
Scott Michelet  
Gary Jupiter  
Gary Patureau  
Robyn Merrick  
Stephen Hightower  
Rowdy Gaudet  
Marty Engquist

Absent:

Kim Ginn

Present but not participating in formal actions:

Jill Kidder, Staff  
Lauralyn Maranto, Staff  
Danielle Prejean, Staff  
Geraldine Bordelon, Staff  
Laura Cating, Staff  
Jason Suitt, Staff  
Sid Jackson, Retired Controller  
Chuck Elkins, Legal Counsel  
Whitney Hoffman Sayal, Downtown Development District  
Iboro Udoh, Downtown Development District

Jill Kidder called the meeting to order and opened the meeting for public comment.

Jill Kidder presented the slate of officers submitted by the Nominating Committee.

Jill Kidder reported that Mary Stein was the Nominating Committee's choice for Chairman. Ms. Stein opened the floor for additional nominations. There were no other nominations from the floor. Nominations were closed.

A motion was made by Robyn Merrick, seconded by Claude Reynaud for Mary Stein to serve as Chairman.

Motion carried.

Jill Kidder reported that Gary Jupiter was the Nominating Committee's choice for Vice Chairman. Ms. Kidder 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 Gary Jupiter to serve as Vice Chairman.

Motion carried.

Jill Kidder reported that Kim Ginn was the Nominating Committee's choice for Secretary/Treasurer. Ms. Kidder opened the floor for additional nominations. There were no other nominations from the floor. Nominations were closed.

A motion was made by Mary Stein, seconded by Gary Jupiter for Kim Ginn to serve as Secretary/Treasurer.

Motion carried.

On a motion by Gary Jupiter, seconded by Gary Patureau to approve the December 14, 2023 minutes as presented.

Motion carried.

Mary Stein appointed board members to the following Committees:

Personnel Committee:

Gary Jupiter, Chair  
Gary Patureau  
Robyn Merrick

Finance Committee:

Kim Ginn, Chair  
Rowdy Gaudet  
Stephen Hightower

Infrastructure Committee:

Scott Michelet, Chair  
Mary Stein  
Marty Engquist

Danielle Prejean presented the Treasurer's Report and reviewed November and December's financial statements.

Jill Kidder reported that the President's Report was emailed to the board prior to the board meeting.

Whitney Hoffman Sayal, Executive Director of the Downtown Development District (DDD), presented an overview regarding artistic lighting under the interstate in downtown Baton Rouge. A motion was made by Gary Patureau, seconded by Claude Reynaud to adopt the following Resolution as presented:

**RESOLUTIONS OF THE BOARD OF DIRECTORS OF  
VISIT BATON ROUGE("VBR") CONCERNING AUTHORITY  
TO NEGOTIATE AND DELIVER A CEA WITH THE CITY OF BATON ROUGE /  
PARISH OF EAST BATON ROUGE THROUGH THE EBR DOWNTOWN  
DEVELOPMENT DISTRICT RELATING TO THE INSTALLATION OF ARTISTIC  
LIGHTING IN DOWNTOWN BATON ROUGE**

**January 25, 2024**

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

**WHEREAS**, in furtherance of its governmental mission and in compliance with its strategic plan, VBR desires to enter into a cooperative endeavor agreement with the City of Baton Rouge and the Parish of East Baton on behalf of the Downtown Development District (the "City-Parish/DDD") for the installation of artistic lighting at certain intersections in downtown Baton Rouge;

**WHEREAS**, to authorize the President & CEO and the Chairman of the Board to negotiate and deliver the CEA described above and to attend to any other matters necessary and convenient to same, the following resolutions are offered:

**NOW THEREFORE, BE IT RESOLVED** that the Board hereby authorizes and directs Jill C. Kidder, President & CEO, and Mary H. Stein, the Chairman of the Board (the "Chairman"), acting in their joint discretion, to negotiate, execute, and deliver a Cooperative Endeavor Agreement by and between VBR and City-Parish/DDD, relating to the funding by VBR of a project by City-Parish/DDD to plan and install artistic street lighting at certain one or more street intersections in downtown Baton Rouge, and containing such terms and conditions as the President & CEO and the Chairman, in their joint discretion, believe to be in VBR's best interest (the "CEA").

**BE IT FURTHER RESOLVED** that the President & CEO and the Chairman, acting jointly, are further directed and empowered in the name of and on behalf of VBR to take any action, including without limitation to approve any document, certificate, instrument, amendment or modification, relating to the CEA referred to in the prior resolution, that, they, in their joint

discretion, deem necessary or convenient to the accomplishment of the previous resolution set forth above.

**BE IT FURTHER RESOLVED** that in no case shall the CEA authorized by the above two (2) resolutions provide for the expenditure of funds by VBR with respect to the CEA and any related items, in excess of the sum of One Hundred Thousand and No/100 Dollars (\$100,000.00).

Motion carried.

Chuck Elkins presented a brief update regarding the safety camera initiative. A motion was made by Gary Patureau, seconded by Marty Engquist to adopt the following Resolution:

**RESOLUTIONS OF THE BOARD OF DIRECTORS OF  
VISIT BATON ROUGE (“VBR”) CONCERNING AMENDMENT TO CEA FOR THE  
VBR HOTEL SURVEILLANCE  
AND SAFETY CAMERA PROGRAM (“PROGRAM”)**

**January 25, 2024**

**WHEREAS**, VBR has entered into that certain cooperative endeavor agreement dated effective June 21, 2023, by and between VBR and the Baton Rouge Law Enforcement & Criminal Justice Foundation, a Louisiana not-for-profit corporation ("Foundation") concerning the creation and administration of the VBR Hotel Surveillance And Safety Camera Program, such agreement referred to hereinafter as the “CEA.”

**WHEREAS**, VBR and Foundation amended the CEA in October, 2023 and now desire to further amend the CEA to extend the term of the CEA to June 30, 2024.

**WHEREAS**, to authorize the President & CEO and Chairman of the Board to jointly negotiate, execute, and deliver the above-described amendment, the following resolutions are offered:

**NOW THEREFORE, BE IT RESOLVED** that the Board hereby authorizes, empowers, and directs Jill C. Kidder, President & CEO, and Mary H. Stein, the Chairman of the Board (the “Chairman”), acting in their joint discretion, to negotiate, execute, and deliver an amendment (the “Amendment”) to extend the term of the CEA to June 30, 2024.

**BE IT FURTHER RESOLVED** that the President & CEO and the Chairman, acting jointly, are further directed and empowered in the name of and on behalf of VBR to take any action, including without limitation to approve any document, certificate, instrument, amendment or modification, relating to the Program, CEA, or the Amendment referred to in the prior resolution, that, they, in their joint discretion, deem necessary or convenient to the accomplishment of the previous resolution set forth above.

**BE IT FURTHER RESOLVED** that in no case shall the CEA, as amended by the Amendment, authorize the expenditure by VBR, with respect to the Program and any related costs and expenses, of more than One Hundred Fifty Thousand and No/100 Dollars (\$150,000.00). Additionally, to the extent possible, such funds shall be allocated from the funds received by

VBR pursuant to that certain CEA by and between VBR and the State of Louisiana, Division of Administration dated 12/6/2021, as amended 4/8/2022, pertaining to the Louisiana Tourism Recovery Fund.

Motion carried.

In regard to the President & CEO's approval authority, a motion was made by Scott Michelet, seconded by Robyn Merrick to adopt the following Resolution:

**RESOLUTIONS OF THE BOARD OF DIRECTORS OF VISIT BATON ROUGE  
("VBR") CONCERNING EXPRESS AUTHORITY OF THE PRESIDENT & CEO WITH  
REGARD TO THE SIGNING AND EXECUTION OF CONTRACTS OF VBR  
January 25, 2024**

**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 her 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, deliver and thereafter 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, La. R. S. 38:2211 *et seq.*, and all rules, regulations, bylaws, and accounting policies and 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 her 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 this 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 relevant to the Cooperative Endeavor Agreements with the Louisiana Office of Tourism. A motion was made by Gary Jupiter, seconded by Scott Michelet to adopt the following Resolution:

**RESOLUTION OF THE BOARD OF DIRECTORS OF  
VISIT BATON ROUGE CONCERNING COOPERATIVE ENDEAVOR AGREEMENTS  
WITH THE LOUISIANA OFFICE OF TOURISM  
January 25, 2024**

**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 ("CEA(s)") with the Louisiana Office of Tourism and / or other economic development agencies.

**WHEREAS**, the purpose of such CEA(s) is to assist VBR's 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 VBR that Jill C. Kidder, President & CEO of VBR, is hereby authorized to enter into, execute, and deliver on behalf of

VBR one or more CEA(s) between VBR and the Louisiana State Office of Tourism and/or other economic development entities, with such agreements in a form and substance determined by her in her sole discretion to be in the best interest of VBR.

Motion carried.

In regard to the new officers for 2024, a motion was made by Stephen Hightower, seconded by Gary Patureau to adopt the following Resolution:

**RESOLUTION OF THE BOARD OF DIRECTORS OF  
VISIT BATON ROUGE CONCERNING EXECUTION OF BANK SIGNATURE CARD  
January 25, 2024**

**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-Chair, Secretary/Treasurer, and President & CEO of VBR are hereby authorized and requested, on behalf of VBR, to sign and deliver to Investar Bank 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 relative to Visit Baton Rouge staff credit card limits. A motion was made by Robyn Merrick, seconded by Gary Jupiter to adopt the following Resolution and attached limits as presented:

**RESOLUTIONS OF THE BOARD OF DIRECTORS OF  
VISIT BATON ROUGE  
CONCERNING STAFF CREDIT CARDS  
January 25, 2024**

**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, that, notwithstanding anything to the contrary contained in any prior resolution of this Board of Directors, the Board hereby authorizes Jill C. Kidder, President & CEO, to continue and/or enter into and establish a credit card master account and revolving credit arrangement with Investar Bank, N.A. (“Investar”) for the use by certain VBR staff in connection with their official duties (the "Arrangement").

**BE IT HEREBY FURTHER RESOLVED** by the Board of Directors of VBR that that the requested maximum credit available to VBR under the Arrangement be set at the sum of One Hundred Twenty-Five Thousand and No/100 Dollars (\$125,000.00), with the initial credit limits on certain credit cards issued to certain VBR staff under such Arrangement be set as shown on Exhibit A attached hereto.

**BE IT HEREBY FURTHER RESOLVED** by the Board of Directors of VBR that Ms. Kidder or Lauralyn Maranto, Sr. Executive Vice President of VBR, each acting individually, are hereby authorized and directed on behalf of VBR, subject to and limited by the immediately preceding two (2) resolutions: (i) to make any choice, decision, or determination, and/or to take any action, including without limitation; (ii) from time to time to authorize a decrease or increase in the credit limit of any particular credit card issued under the Arrangement; and (iii) to execute and deliver to Investar any application, agreement, contract, instrument or document in connection with the Arrangement which, in Ms. Kidder's or Ms. Maranto's individual sole discretion, is in the best interest of VBR.

**BE IT HEREBY FURTHER RESOLVED** by the Board of Directors of VBR that Lauralyn Maranto, Sr. Executive Vice President, is hereby authorized and directed to modify and conform VBR's Accounting & Financial Policies and Procedures Manual to the immediately previous three (3) resolutions.

Motion carried.

In regard to the Louisiana Compliance Questionnaire, a motion was made by Mary Stein, seconded by Gary Patureau to adopt the following Resolution:

**RESOLUTION OF THE BOARD OF DIRECTORS OF VISIT BATON ROUGE (“VBR”)  
CONCERNING APPROVAL OF VBR’S 2023  
LOUISIANA COMPLIANCE QUESTIONNAIRE  
January 25, 2024**

**WHEREAS**, as part of its 2023 financial audit, the Louisiana Legislative Auditor has requested VBR to prepare the Louisiana Compliance Questionnaire (the “Questionnaire”) attached to this resolution as Exhibit “A”.

**WHEREAS**, the Questionnaire requests that certain VBR officers certify to VBR's auditors and the Louisiana Legislative Auditors certain facts about VBR, its legal status, and its compliance with various legal and contractual requirements.

**WHEREAS**, the Questionnaire has been prepared and reviewed by VBR professional staff and will be signed by the VBR President & CEO and the VBR Secretary/Treasurer certifying such Questionnaire as true and correct to the best of such officers' knowledge and belief.

**THEREFORE, BE IT RESOLVED** that based in large part upon its high opinion of the professionalism, reputation for truthfulness, and the unquestioned integrity of the staff and officers of VBR, the Board of Directors of Visit Baton Rouge unanimously and without reservation states, that to the best of its knowledge and belief, that the Louisiana Compliance Questionnaire and the data and information disclosed therein are true and correct in all material respects as of the date of this resolution.

Motion carried.



Chuck Elkins presented an update regarding the agreement between Visit Baton Rouge and LSU as it relates to the Louisiana Lights at Burden Gardens. A motion was made by Scott Michelet, seconded by Gary Jupiter to adopt the following Resolution:

**RESOLUTIONS OF THE BOARD OF DIRECTORS OF  
VISIT BATON ROUGE (“VBR”) CONCERNING AN AMENDMENT TO THE CEA  
FOR THE HOLIDAY LIGHTS SHOW AT THE BURDEN MUSEUM & GARDENS  
January 25, 2024**

**WHEREAS**, VBR has entered into that certain cooperative endeavor agreement dated effective December 15, 2022 by and between VBR and the Board of Supervisors, Louisiana State University and Agricultural and Mechanical College, through its member campus Louisiana State University Agricultural Center (hereinafter referred to as "University") concerning the sponsorship by VBR of the Holiday Light Show at University’s Burden Museum & Gardens (the “CEA”)

**WHEREAS**, VBR and Foundation desire to amend the CEA to document the consent of VBR, on the terms set forth in such amendment, to certain decisions of University with respect to the production and management of the Holiday Lights Show.

**WHEREAS**, to authorize the President & CEO and Chairman of the Board to jointly negotiate, execute, and deliver the above-described amendment, the following resolutions are offered:

**NOW THEREFORE, BE IT RESOLVED** that the Board hereby authorizes, empowers, and directs Jill C. Kidder, President & CEO, and Mary H. Stein, the Chairman of the Board (the “Chairman”), acting in their joint discretion, to negotiate, execute, and deliver an amendment (the “Amendment”) to the CEA in substantially the form and substance of Exhibit “A” attached hereto and containing such other terms and conditions as the President & CEO and the Chairman, in their joint discretion, believe to be in VBR’s best interest.

**BE IT FURTHER RESOLVED** that the President & CEO and the Chairman, acting jointly, are further directed and empowered in the name of and on behalf of VBR to take any action, including without limitation to approve any document, certificate, instrument, amendment or modification, relating to the CEA, or the Amendment referred to in the prior resolution, that, they, in their joint discretion, deem necessary or convenient to the accomplishment of the previous resolution set forth above.

**BE IT FURTHER RESOLVED** that in no case shall the CEA, as amended by the Amendment, authorize the expenditure by VBR of more than Five Hundred Thousand and No/100 Dollars (\$500,000.00). Additionally, to the extent possible, such funds shall be allocated from the funds received by VBR pursuant to that certain CEA by and between VBR and the State of Louisiana, Division of Administration dated 12/6/2021, as amended 4/8/2022, pertaining to the Louisiana Tourism Recovery Fund.

Motion carried.

Chuck Elkins presented an update regarding an amendment to the 2022 agency agreement between MESH, LLC and Visit Baton Rouge. A motion was made by Gary Jupiter, seconded by Scott Michelet to adopt the following Resolution:

**RESOLUTIONS OF THE BOARD OF DIRECTORS OF VISIT BATON ROUGE  
("VBR") CONCERNING AN AMENDMENT TO 2022 AGENCY AGREEMENT WITH  
MESH, L.L.C. FOR ADVERTISING SERVICES  
January 25, 2024**

**WHEREAS**, VBR has entered into that certain Agency Agreement dated effective January 1, 2022 by and between VBR and Mesh, L.L.C., a Louisiana limited liability company ("Mesh"), relating to advertising services provided to VBR by Mesh (the "Agency Agreement");

**WHEREAS**, VBR and Mesh desire to amend the Agency Agreement to simplify and clarify certain provisions of the agreement between the parties; and

**WHEREAS**, to authorize the President & CEO and Chairman of the Board to jointly negotiate, execute, and deliver the above-described amendment, the following resolutions are offered:

**NOW THEREFORE, BE IT RESOLVED** that the Board hereby authorizes, empowers, and directs Jill C. Kidder, President & CEO, and Mary H. Stein, the Chairman of the Board (the "Chairman"), acting in their joint discretion, to negotiate, execute, and deliver an amendment (the "Amendment") to the Agency Agreement for the purpose of simplifying and clarifying certain provisions of said agreement and containing such other terms and conditions as the President & CEO and the Chairman, in their joint discretion, believe to be in VBR's best interest.

**BE IT FURTHER RESOLVED** that the President & CEO and the Chairman, acting jointly, are further directed and empowered in the name of and on behalf of VBR to take any action, including without limitation to approve any document, certificate, instrument, amendment or modification, relating to the Agency Agreement, or the Amendment referred to in the prior resolution, that, they, in their joint discretion, deem necessary or convenient to the accomplishment of the previous resolution set forth above.

Motion carried.

There being no further business, the meeting adjourned.