

# VISIT BATON ROUGE

## SPECIAL BOARD MINUTES

### July 2024

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

Present were:

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

Absent:

Kim Ginn

Present but not participating in formal actions:

Jill Kidder, Staff  
Lauralyn Maranto, Staff  
Geraldine Bordelon, Staff  
Stacy Simon, Staff  
Jason Suitt, Staff  
Chuck Elkins, Legal Counsel  
Mack Gregorie, Kean Miller  
Angela Adolph, Kean Miller  
Shaun Toups, Governmental Consultants  
Sid Jackson, Retired Controller  
Lisa Nice, GRP Architecture Interior Design

Mary Stein called the meeting to order and opened the meeting for public comment.

Jill Kidder introduced the guests in attendance.

On a motion by Scott Michelet, seconded by Gary Jupiter to approve the June 27, 2024, minutes as presented.

Motion carried.

Brief discussion was held in regard to beautification services. A motion was made by Claude Reynaud, seconded by Gary Patureau to adopt the following Resolution:

**RESOLUTIONS OF THE BOARD OF DIRECTORS OF  
VISIT BATON ROUGE CONCERNING AN INDEPENDENT CONTRACTOR  
AGREEMENT WITH KEEP TIGER TOWN BEAUTIFUL, INC.  
July 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.

**WHEREAS**, in furtherance of its governmental mission and in compliance with its strategic plan, VBR desires to enter into an independent contractor agreement with Keep Tiger Town Beautiful, Inc., a Louisiana not-for-profit corporation ("KTTB") for certain trash eradication services in high traffic tourist locations.

**NOW THEREFORE**, the following resolutions are offered:

**BE IT RESOLVED** by the Board of Directors of VBR that Jill C. Kidder, President & CEO is hereby authorized and directed on behalf of VBR to negotiate, execute, deliver and cause to be performed an independent contractor agreement with KTTB, regarding the provision of certain litter eradication services to VBR, with such agreement having a term of twelve (12) months beginning August 1, 2024, a total amount payable to KTTB of not more than Twelve Thousand and No/100 Dollars (\$12,000.00), and further containing such other terms and conditions that Ms. Kidder, in her sole discretion, deems reasonable, appropriate, and in the best interest of VBR.

**BE IT FURTHER RESOLVED** that Jill C. Kidder, President/CEO, is directed and empowered in the name of and on behalf of VBR to take all actions determined by her to be in the best interest of VBR and necessary or convenient for the accomplishment of the previous resolution, including without limitation to execute and deliver any certificate, instrument, or other document related to such agreement.

**BE IT FURTHER RESOLVED** that the Board authorizes and directs that the VBR funding necessary pursuant to the above referenced agreement with KTTB, to the extent permitted under the statutes and rules governing the Louisiana Tourism Recovery Fund, 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 a Resolution regarding an Underground Film Festival. Discussion was held regarding Visit Baton Rouge's commitment over a period of three years. A motion was made by Scott Michelet, seconded by Claude Reynaud to amend the Resolution in its entirety as follows:

**RESOLUTIONS OF THE BOARD OF DIRECTORS OF  
VISIT BATON ROUGE CONCERNING APPROVAL OF A COOPERATIVE  
ENDEAVOR AGREEMENT WITH UNDERGROUND FILM FESTIVAL, L.L.C.  
July 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.

**WHEREAS**, in furtherance of its governmental mission and in compliance with its strategic plan, VBR desires to enter into a cooperative endeavor agreement with Underground Film Festival, L.L.C., a Louisiana limited liability company ("Festival").

**NOW THEREFORE**, the following resolutions are offered:

**BE IT RESOLVED** by the Board of Directors of VBR that Jill C. Kidder, President & CEO and Mary L. Stein, Chairwoman of the Board, acting jointly, are hereby authorized and directed on behalf of VBR to negotiate, execute, deliver and cause to be performed a cooperative endeavor agreement with Festival concerning VBR's participation in a series of film festivals to be organized and produced by Festival during the months of August, 2025, 2026, and 2027, provided, however, that such film festival events shall be held in East Baton Rouge Parish and that the total cost to VBR pursuant to such agreement shall not exceed Two Hundred Twenty-five Thousand and No/100 Dollars (\$225,000.00).

**BE IT FURTHER RESOLVED** that Jill C. Kidder, President/CEO, and Mary L. Stein, acting jointly, are directed and empowered in the name of and on behalf of VBR to take all actions determined by them to be in the best interest of VBR and necessary or convenient for the accomplishment of the previous resolution, including without limitation to execute and deliver any certificate, instrument, or other document related to such agreement.

**BE IT FURTHER RESOLVED** that the Board authorizes and directs that the VBR funding necessary pursuant to the above referenced agreement with Festival, to the extent permitted under the statutes and rules governing the Louisiana Tourism Recovery Fund, 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 to amend the Resolution carried.

Discussion was held regarding a contract with Travel Trade Media for a UK Tailgate Fam Tour. A motion was made by Claude Reynaud, seconded by Stephen Hightower to adopt the following Resolution:

**RESOLUTIONS OF THE BOARD OF DIRECTORS OF VISIT BATON ROUGE  
CONCERNING APPROVAL OF INDEPENDENT CONTRACTOR AGREEMENT WITH  
TRAVEL TOURISM MARKETING, LIMITED**

**July 25, 2024**

**WHEREAS**, VBR desires to contract with Travel Tourism Marketing, Limited, UK Company Number 03738844 (“TTM”), to assist it in arranging and coordinating a four-day familiarization tour to Baton Rouge for select UK travel industry professionals centered around an LSU tailgating event and football game in the Fall of 2024 (referred to hereinafter as the “UK Tailgate Fam Tour” or the “Fam Tour”).

**WHEREAS**, the UK Tailgate Fam Tour will increase visibility of the Visit Baton Rouge brand in the UK travel market and promote the city as a premier destination for UK travelers looking to book an American collegiate sports experience.

**WHEREAS**, The purpose of the UK Tailgate Fam Tour is to acquaint select UK industry professionals with the culture of US collegiate athletics and the tradition of tailgating in the Baton Rouge community. Through their experience on the Fam Tour, the industry professionals will be able to sell this, and other Baton Rouge tourism products, to their travel buying clientele through specialized packages and promotions, and other marketing sources

**WHEREAS**, VBR finds that entering into this Agreement is in furtherance of its mission set forth above.

**NOW, THEREFORE**, in consideration of the mutual agreements hereinafter contained, the parties agree as follows:

**NOW THEREFORE**, the following resolutions are offered:

**BE IT RESOLVED** by the Board of Directors of VBR that Jill C. Kidder, President & CEO is hereby authorized and directed on behalf of VBR to negotiate, execute, deliver and cause to be performed an independent contractor agreement with TTM, regarding the provision of certain services to VBR relating to the organization and administration of the UK Tailgate Fam Tour, with such agreement providing for a total fee to TTM of Seven Thousand Five Hundred and No/100 Dollars (\$7,500.00), and further containing such other terms and conditions that Ms. Kidder, in her sole discretion, deems reasonable, appropriate, and in the best interest of VBR.

**BE IT FURTHER RESOLVED** that Jill C. Kidder, President/CEO, is directed and empowered in the name of and on behalf of VBR to take all actions determined by her to be in the best interest of VBR and necessary or convenient for the accomplishment of the

previous resolution, including without limitation to execute and deliver any certificate, instrument, or other document related to such agreement.

**BE IT FURTHER RESOLVED** that Jill C. Kidder, President/CEO, is directed and empowered to amend the VBR annual budget to add the sum of Forty Thousand and No/100 (\$40,000.00) Dollars to the Tour & Travel Fam budget line item to provide budgeted funds for the total cost of the UK Tailgate Fam Tour, provided that such budget amendment shall be made in full compliance with all state laws concerning VBR's annual budget.

Motion carried.

Scott Michelet presented the Infrastructure Committee update. Angela Adolph gave an overview of a Resolution giving preliminary approval to the issuance of revenue bonds; making application to the State Bond Commission for approval of bonds and the retention of certain professionals. A motion was made by Claude Reynaud, seconded by Gary Jupiter to adopt the following Resolution:

## **RESOLUTION**

A resolution giving preliminary approval to the issuance of not exceeding Seven Million Dollars (\$7,000,000.00) of Revenue Bonds, Series 2024, of Visit Baton Rouge, Parish of East Baton Rouge, State of Louisiana; providing certain terms of said Bonds; making application to the State Bond Commission for approval of said Bonds; retaining certain professionals; and providing for other matters in connection therewith.

**WHEREAS**, Visit Baton Rouge is a body politic and corporate and a political subdivision of the State of Louisiana (the "Issuer") created pursuant to Article VI, Sections 19 and 30 of the Louisiana Constitution of 1974, as amended, and Sections 4574 and 4574.16 of Title 33 of the Louisiana Revised Statutes of 1950, as amended; and

**WHEREAS**, the purpose and mission of the Issuer shall be to increase visitation to and awareness of the Baton Rouge area, thereby enhancing economic impact of conventions and tourism in and to the City of Baton Rouge (the "City") and the Parish of East Baton Rouge (the "Parish" and, together with the City, the "City-Parish"); and

**WHEREAS**, under the authority conferred by Section 1430 of Title 39 of the Louisiana Revised Statutes of 1950, as amended (the "Act"), the Issuer may issue revenue bonds, notes, or other obligations for any authorized purpose payable from any source whatsoever, including taxes and income, revenues and receipts derived or to be derived from the properties and facilities owned, maintained or operated by a public entity or received by a public entity from these properties and facilities, or from contracts or agreements relating to these properties and facilities; and

**WHEREAS**, the Issuer's revenues are primarily generated by hotel occupancy taxes levied on the occupancy of hotel, motel, and overnight camping facilities in the City-Parish; and

**WHEREAS**, the Issuer desires to finance the purchase and renovation of an historical unoccupied building located in downtown Baton Rouge, and pay costs of issuance of the Bonds (the “Project”); and

**WHEREAS**, the Issuer desires to issue not exceeding Seven Million Dollars (\$7,000,000.00) of Revenue Bonds, Series 2024 (the “Bonds”), in the manner authorized and provided for by the Act, for the purpose of financing the Project and paying the costs of issuance of the Bonds, to be payable from all available revenues of the Issuer in each of the fiscal years during which the Bonds are outstanding; and

**WHEREAS**, the Issuer desires to make formal application to the State Bond Commission for approval of the Bonds and to employ professionals in connection therewith; and

**NOW, THEREFORE, BE IT RESOLVED** by the Board of Directors of the Issuer, acting as the governing authority of the Issuer, that:

**SECTION 1. Preliminary Approval of Certificate.** Preliminary approval is given to the issuance of not exceeding Seven Million Dollars (\$7,000,000.00) of Revenue Bonds, Series 2024, of Visit Baton Rouge, Parish of East Baton Rouge, State of Louisiana, to be issued for the purpose of financing the purchase and renovation of a historical building located in downtown Baton Rouge and paying the costs incurred in connection with the issuance of the Bonds. All costs of the Project, including reimbursement or repayment to the Issuer of monies expended by the Issuer for planning, architectural work, engineering, interest paid during construction, underwriting expenses, legal fees, acquisition, construction and equipping of the Project, may be included as part of the Project costs to finance the Project, as set forth in any application for approval to issue Bonds to be filed with the State Bond Commission and payable from Bond proceeds. The Bonds shall be issued under the authority of the Act and other constitutional and statutory authority supplemental thereto.

**SECTION 2. Security for the Bonds.** The Bonds shall be payable from all available revenues of the Issuer in each of the fiscal years during which the Bonds are outstanding after payment of statutory, necessary, and usual charges related to the collection of the hotel occupancy tax. The Bonds shall bear interest at a rate not exceeding 6.00% per annum, and shall mature no later than twenty (20) years following the date of issuance, with annual installments payable each year during such years, with such terms, including prepayment of the Bonds, to be determined by subsequent proceedings of the Issuer at the time of the sale of the Bonds. The Bonds shall be issued in fully registered form and shall have such additional terms and provisions as may be determined by the Issuer.

**SECTION 3. Selection of Purchaser and Sale of Bonds.** The Bonds are hereby authorized to be sold to a purchaser, and the Chair and/or Secretary of the Governing Authority of the Issuer are hereby authorized to execute a Commitment Letter and such other documents, in a form and substance satisfactory to Bond Counsel and the State Bond Commission, to effectuate such purchase and sale of the Bonds. The authority granted in this Section shall be complete authority for the sale of the Bonds by the Issuer, and execution and delivery of the Bonds is hereby approved and ratified in all respects. The Issuer shall execute and deliver or cause to be executed and delivered all documents, certificates, receipts, letters and opinions required to be executed on

behalf of the Issuer or deemed necessary or advisable facilitate the sale of the Bonds. Further details of the Bonds may be determined by the Issuer and shall be established by a resolution adopted subsequent hereto.

**SECTION 4. Employment of Bond Counsel, Municipal Advisor, and Other Professionals.** The Issuer finds and determines that a real necessity exists for the employment of special bond counsel in connection with the issuance of the Bonds, and accordingly the law firm of Kean Miller LLP is hereby employed as special bond counsel to the Issuer to do and perform comprehensive legal and coordinate professional work with respect to the issuance, sale and delivery of the Bonds. Special bond counsel shall prepare and submit to the Issuer for adoption all of the proceedings incidental to the authorization, issuance, sale and delivery of the Bonds; counsel and advise the Issuer with respect to the issuance and sale of the Bonds; and furnish its legal opinion with respect to the legality of the issuance thereof. The fee of special bond counsel shall not exceed the Attorney General's Guidelines for Fees and Services of Bond Attorneys for comprehensive legal and coordinate professional work in the issuance of bonds, plus "out-of-pocket" expenses. The fee to be paid special bond counsel is payable contingent on the sale and delivery of the Bonds.

Government Consultants, Inc., of Baton Rouge, Louisiana is hereby employed as Municipal Advisor ("MA") pursuant to the provisions of the Dodd-Frank Wall Street Reform and Consumer Protection Act and the rules promulgated thereunder by the Securities and Exchange Commission. The Issuer acknowledges that it is represented by the MA and will rely upon the advice of the MA with respect to the Bonds. The fee to be paid the MA shall be payable from the proceeds of the Bonds when and if issued, and the amount thereof shall be subject to the approval of the State Bond Commission. The Chair and/or Secretary of the Governing Authority of the Issuer are hereby authorized to execute any agreement with respect to this engagement with the MA.

The law firm of Longwell Riess, L.L.C. is hereby employed as special tax counsel to the Issuer to do and perform comprehensive legal and coordinate professional work with respect to the purchase of the building site for the Project, including the utilization of New Markets Tax Credits and other federal and state tax incentives for the Project. The fee to be paid to special tax counsel shall not be paid from bond proceeds.

The law firm of Kean Miller LLP is hereby employed to as special legal counsel to the Issuer to do and perform comprehensive legal and coordinate professional work with respect to the purchase of the building site for the Project, including title examination and preparation of letters of intent, closing documents, purchase agreement, and such other documents as deemed necessary to purchase the building site for the Project. The fee of special legal counsel shall not be paid from bond proceeds.

Chuck Elkins is hereby employed as special legal counsel to the Issuer to do and perform comprehensive legal and coordinate professional work with respect to the issuance of Bonds and purchase of the building site for the Project, including preparation of certificates, closing documents, and such other documents as deemed necessary to purchase the building site for the Project. The fee of special legal counsel shall not be paid from bond proceeds.

A certified copy of this Resolution shall be forwarded to the Attorney General of the State of Louisiana for her approval of the employment and fees set forth herein.

**SECTION 5. State Bond Commission.** Application is hereby formally made to the State Bond Commission, Baton Rouge, Louisiana, for approval of the issuance and sale of the Bonds and for consent and authority to proceed with the issuance and sale of the Bonds as provided herein. Special bond counsel is directed to make application to the State Bond Commission in accordance with the foregoing on behalf of the Issuer.

**SECTION 6. Proposed Use of Swaps.** By virtue of Issuer’s application for, acceptance and utilization of the benefits of the Louisiana State Bond Commission’s approval resolved and set forth herein, it resolves that it understands and agrees that such approval is expressly conditioned upon, and it further resolves that it understands, agrees and binds itself, its successors and assigns to, full and continuing compliance with the “State Bond Commission Policy on Approval of Proposed Use of Swaps, or other forms of Derivative Products Hedges, Etc.,” adopted by the Commission on July 29, 2006, as to the borrowing and other matters subject to the approval, including subsequent application and approval under said Policy of the implementation or use of any swap or other product or enhancement covered thereby.

**SECTION 7. Publication.** This Resolution shall be published immediately after its adoption in one (1) issue of the official journal of the Issuer and, for a period of thirty (30) days from the date of publication of this Resolution, any person interested may test the legality of this Resolution and the validity of the Bonds, after which time no one shall have any cause to contest the regularity, formality or legality of this Resolution and the validity of the Bonds, or to draw in question the legality of the Bonds for any cause whatsoever. If no suit, action or proceeding is begun contesting the validity of the issuance of the Bonds within the prescribed thirty (30) days, the authority to issue the Bonds and to provide for the payment thereof, and all of the provisions of this Resolution authorizing the issuance of the Bonds shall be conclusively presumed, and no court shall have the authority to inquire into such matters.

**SECTION 8. Authorizations.** The Chair and/or Secretary of the Governing Authority of the Issuer are hereby authorized to do all things necessary on the advice of special bond counsel and municipal advisor to the Issuer, and to effectuate and implement this Resolution, including the publication hereof.

**SECTION 9. Effective date.** This Resolution shall become effective immediately upon adoption hereof.

This Resolution having been submitted for a vote, the result thereof:

| <b>Member</b>     | <b>Yes</b> | <b>No</b> | <b>Abstain</b> | <b>Absent</b> |
|-------------------|------------|-----------|----------------|---------------|
| Scott Michelet    |            |           |                |               |
| Gary Jupiter      |            |           |                |               |
| Mary Stein, Chair |            |           |                |               |



|                     |  |  |  |  |
|---------------------|--|--|--|--|
| Claude Reynaud, Jr. |  |  |  |  |
| Kim Ginn            |  |  |  |  |
| Rowdy Gaudet        |  |  |  |  |
| Marty Engquist      |  |  |  |  |
| Gary Patureau       |  |  |  |  |
| Stephen Hightower   |  |  |  |  |
| Robyn Merrick       |  |  |  |  |

Resolution was declared adopted on July 25, 2024.

For: Scott Michelet, Gary Jupiter, Mary Stein, Claude Reynaud, Rowdy Gaudet, Marty Engquist, Gary Patureau, and Robyn Merrick.

Absent: Kim Ginn and Stephen Hightower

Motion carried.

Mack Gregorie with Kean Miller presented an update on the building and property located at 232 Lafayette Street relating to the status of the appraisal and Letter of Intent. A motion was made by Claude Reynaud, seconded by Gary Patureau to go into executive session to discuss negotiations surrounding the property.

Motion carried.

A motion was made by Scott Michelet, seconded by Gary Jupiter to end executive session.

Motion carried.

Based on discussion held in executive session, 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 CONCERNING THE PURCHASE OF 232 LAFAYETTE  
STREET, BATON ROUGE, LOUISIANA**

**July 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.

**WHEREAS**, in furtherance of its governmental mission and in compliance with its strategic plan, VBR has determined that its present office is insufficient for its needs.

**WHEREAS**, after study and consideration, VBR has determined that the immovable property bearing municipal address 232 Lafayette Street, Baton Rouge, Louisiana (the “Property”) would be suitable for its present and foreseeable future needs.

**NOW THEREFORE**, the following resolutions are offered:

**BE IT RESOLVED** by the Board of Directors of VBR that Jill C. Kidder, President & CEO and Mary L. Stein, Chairwoman of the Board, acting jointly, are hereby authorized and directed on behalf of VBR to negotiate, execute, deliver, and cause to be performed an immovable property purchase agreement concerning the Property (the “Purchase Agreement”) on terms and conditions in the best interest of VBR and jointly acceptable to Ms. Kidder and Ms. Stein, provided, however, such Purchase Agreement:

- (i) Shall provide for a purchase price for the Property (the “Price”), not including reasonable purchaser closing costs, of not more than Eight Hundred Fifty Thousand and No/100 Dollars (\$850,000.00); and
- (ii) May provide for a non-refundable deposit of up to Five (5%) of the Property purchase price in return for an extended time to close to allow VBR to investigate the Property and secure bond financing for its purchase.

**BE IT FURTHER RESOLVED** that Jill C. Kidder, President/CEO, and Mary L. Stein, acting jointly, are directed and empowered in the name of and on behalf of VBR to take all actions determined by them to be in the best interest of VBR and necessary or convenient for the accomplishment of the previous resolution, including without limitation to execute and deliver any certificate, instrument, or other document related to such agreement.

Motion carried.

Chuck Elkins presented a brief overview regarding architectural services. Lisa Nice, with GRP Architecture/Interior Design gave an update on the production schedule. 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  
CONCERNING PRELIMINARY DESIGN SERVICES FOR 232 LAFAYETTE STREET,  
BATON ROUGE, LOUISIANA**

**July 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.

**WHEREAS**, in furtherance of its governmental mission and in compliance with its strategic plan, VBR has determined that its present office is insufficient for its needs.

**WHEREAS**, after study and consideration, VBR has determined that the certain preliminary design services with respect to VBR's purchase of 232 Lafayette Street, Baton Rouge, Louisiana are needed.

**WHEREAS**, VBR and its President & CEO have determined that GRP Architecture / Interior Design are fully competent and qualified to perform the services required by VBR and the fees requested for such services are fair and reasonable.

**NOW THEREFORE**, the following resolutions are offered:

**BE IT RESOLVED** by the Board of Directors of VBR that Jill C. Kidder, President & CEO and Mary L. Stein, Chairwoman of the Board, acting jointly, are hereby authorized and directed on behalf of VBR to execute, deliver, and cause to be performed an agreement with GRP Architecture / Interior Design for preliminary design services substantially in the form and substance of the agreement attached hereto as Exhibit "A."

**BE IT FURTHER RESOLVED** that Jill C. Kidder, President/CEO, and Mary L. Stein, Chairwoman of the Board, acting jointly, are directed and empowered in the name of and on behalf of VBR to take all actions determined by them to be in the best interest of VBR and necessary or convenient for the accomplishment of the previous resolution, including without limitation to execute and deliver any certificate, instrument, or other document related to such agreement.

There being no further business, the meeting adjourned.