

VISIT BATON ROUGE

BOARD MINUTES

July 2022

A scheduled Board of Director's meeting of Visit Baton Rouge was held on Thursday, July 28, 2022 at Visit Baton Rouge, located at 359 Third Street.

Present were:

Claude Reynaud
Scott Michelet
Mary Stein
Gary Jupiter
Robyn Merrick
Gary Patureau
Mickey Freiberg
Norman Chenevert

Absent:

Rowdy Gaudet
Kim Ginn

Present but not participating in formal actions:

Paul Arrigo, Staff
Lauralyn Maranto, Staff
Geraldine Bordelon, Staff
Danielle Bonfiglio, Staff
Stacy Simon, Staff
Jill Kidder, Candidate selected for President & CEO
Amanda Bourgeois – Legal Counsel
Scott Landry – Legal Counsel

Claude Reynaud called the meeting to order and opened the meeting for public comment.

Lauralyn Maranto introduced Brett Robinson, Attorney with Attorney General's Office. Mr. Robinson presented the annual mandatory Code of Governmental Ethics training in accordance with La. R.S. 42:1170.

A motion was made by Claude Reynaud, seconded by Scott Michelet to enter into executive session to discuss the character and professional competency of Jill Kidder and Paul Arrigo. All applicable legal pre-requisites necessary for entering into executive session have been complied with and the Board of Directors will take no binding action as a result of the discussions held in executive session.

Motion was unanimous.

On a motion by Claude, seconded by Scott, the Board of Directors exited executive session.

Motion carried.

Based on the discussions held in executive session, a motion was made by Claude Reynaud, seconded by Mary Stein to empower Claude Reynaud to enter into an Employment Agreement with Jill C. Kidder as President & CEO and therefore, the following Resolution was adopted:

**RESOLUTIONS OF THE BOARD OF DIRECTORS OF VISIT BATON ROUGE
CONCERNING THE EMPLOYMENT AGREEMENT WITH JILL C. KIDDER
JULY 28, 2022**

BE IT HEREBY RESOLVED by the Board of Directors (the “Board”) of Visit Baton Rouge (“VBR”) that, it is advisable and in the best interest of VBR to enter into an Employment Agreement with Jill C. Kidder for the office of President & CEO of VBR, to be effective as of August 15, 2022, upon substantially the same terms and conditions as those presented to the Board at its meeting on July 28, 2022 (the “Employment Agreement”).

BE IT FURTHER RESOLVED by the Board of VBR that the Employment Agreement is hereby authorized and approved for all purposes.

BE IT FURTHER RESOLVED by the Board of VBR that Claude Reynaud, Chairman of the Board, is hereby authorized, empowered and directed to execute and deliver the Employment Agreement on behalf of VBR and to do or cause to be done all such acts or things and to make, execute and deliver, or cause to be made, executed delivered and performed, all such documents, instruments and certificates, as he may deem necessary, proper, advisable or convenient, to effectuate or carry out the purpose and intent of the foregoing resolutions, including making any changes or modifications to the Employment Agreement that he may deem to be in the best interest of VBR.

Motion carried.

A motion was made by Claude Reynaud, seconded by Gary Jupiter to adopt the following Resolution regarding Paul Arrigo’s Employment Agreement ending September 30, 2022.

**RESOLUTIONS OF THE BOARD OF DIRECTORS OF VISIT BATON ROUGE
CONCERNING THE AMENDMENT TO THE EMPLOYMENT AGREEMENT WITH PAUL J. ARRIGO
JULY 28, 2022**

BE IT HEREBY RESOLVED by the Board of Directors (the “Board”) of Visit Baton Rouge (“VBR”) that, it is advisable and in the best interest of VBR to enter into an Amendment to the Amended and Restated Employment Agreement with Paul J. Arrigo (“Employee”) to, effective as of August 15, 2022, (i) amend and restate Employee’s job title to be President and Chief Executive Officer Emeritus and (ii) amend and restate Employee’s job responsibilities to include assisting VBR’s new President and Chief Executive Officer with her transition to the job and providing her with an overview of VBR’s operations, departments, employees, finances, cooperative endeavor agreements, etc. (the “Employment Agreement Amendment”).

BE IT FURTHER RESOLVED by the Board of VBR that the Employment Agreement Amendment is hereby authorized and approved for all purposes.

BE IT FURTHER RESOLVED by the Board of VBR that Claude Reynaud, Chairman of the Board, is hereby authorized, empowered and directed to execute and deliver the Employment Agreement Amendment on behalf of VBR and to do or cause to be done all such acts or things and to make, execute and deliver, or cause to be made, executed delivered and performed, all such documents, instruments and certificates, as he may deem necessary, proper, advisable or convenient, to effectuate or carry out the purpose and intent of the foregoing resolutions, including making any changes or modifications to the Employment Agreement Amendment that he may deem to be in the best interest of VBR.

Motion carried.

After a brief discussion regarding the transfer of power and signing authority on August 15, 2022, 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 OFFICE OF PRESIDENT & CEO OF VISIT BATON ROUGE
JULY 28, 2022**

WHEREAS, effective as of August 15, 2022 (the “Effective Date”), Paul J. Arrigo wishes to relinquish his title and authority as President & CEO (“CEO”) of Visit Baton Rouge (“VBR”), and

WHEREAS, the Board of Directors (the “Board”) of VBR has selected Jill C. Kidder to serve as the CEO of VBR, effective as of the Effective Date.

NOW THEREFORE, BE IT RESOLVED that, effective as of the Effective Date, (i) Paul J. Arrigo is removed from the office of CEO of VBR and (ii) any authority of Paul J. Arrigo to act on behalf of VBR as the CEO is revoked without any further action required by the Board.

BE IT FURTHER RESOLVED that, effective as of the Effective Date, Jill C. Kidder is selected and appointed by the Board to the office of CEO of VBR.

Motion carried.

A motion was made by Robyn Merrick, seconded by Scott Michelet to adopt the following Resolution regarding express authority and signing and execution of contracts on behalf of Visit Baton Rouge.

**RESOLUTIONS OF THE BOARD OF DIRECTORS OF VISIT BATON ROUGE
CONCERNING EXPRESS AUTHORITY OF THE PRESIDENT & CEO WITH REGARD TO
THE SIGNING AND EXECUTION OF CONTRACTS OF VISIT BATON ROUGE
July 28, 2022**

WHEREAS, from time to time in the normal course of the business of Visit Baton Rouge (“VBR”), 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 such 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 on behalf of VBR;

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;

WHEREAS, effective as of August 15, 2022 (the "Effective Date"), Paul J. Arrigo is relinquishing his title and authority as CEO of VBR; and

WHEREAS, the Board of Directors (the "Board") of VBR has selected and appointed Jill C. Kidder to serve as the CEO of VBR, effective as of the Effective Date.

NOW THEREFORE, BE IT RESOLVED that, as of the Effective Date, the Board of VBR hereby authorizes and directs Jill C. Kidder, as the CEO of VBR, 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 Fifty Thousand and No/100 Dollars (\$50,000.00) 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 VBR hereby authorizes and directs that with regard to the express authority granted to the 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 she may see fit, to any employee or agent of VBR reporting or responsible to her; provided, however, that: (i) all such delegations shall be made in writing; (ii) should the person occupying the office of 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.

On a motion by Mary Stein, seconded by Gary Jupiter to adopt the following Resolution regarding Louisiana Office of Tourism:

**RESOLUTIONS OF THE BOARD OF DIRECTORS OF VISIT BATON ROUGE
CONCERNING COOPERATIVE ENDEAVOR AGREEMENTS WITH THE LOUISIANA OFFICE OF TOURISM
JULY 28, 2022**

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 marketing and advertising efforts in order to increase awareness of the tourism industry in East Baton Rouge Parish;

WHEREAS, effective as of August 15, 2022 (the "Effective Date"), Paul J. Arrigo is relinquishing his title and authority as President & CEO ("CEO") of VBR;

WHEREAS, the Board of VBR has selected and appointed Jill C. Kidder to serve as the CEO of VBR, effective as of the Effective Date; and

WHEREAS, the Board wishes to reflect the change in the CEO position as it relates to the authority of the CEO to enter into, execute, and deliver on behalf of VBR one or more CEA(s).

NOW THEREFORE, BE IT HEREBY RESOLVED by the Board of VBR that, effective as of the Effective Date, Jill C. Kidder, as the 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.

A motion was made by Scott Michelet, seconded by Robyn Merrick to adopt the following Resolution regarding Visit Baton Rouge's relationship with Investar Bank:

**RESOLUTIONS OF THE BOARD OF DIRECTORS OF VISIT BATON ROUGE
CONCERNING EXPRESS AUTHORITY OF THE PRESIDENT & CEO WITH REGARD TO THE
BANKING RELATIONSHIP WITH INVESTAR BANK, N.A.**

JULY 28, 2022

WHEREAS, Visit Baton Rouge ("VBR") has established a commercial banking relationship with Investar Bank, N.A. ("Investar") to provide for VBR's banking and financial needs and requirements (the "Relationship");

WHEREAS, effective as of August 15, 2022 (the "Effective Date"), Paul J. Arrigo is relinquishing his title and authority as President & CEO ("CEO") of VBR;

WHEREAS, the Board of Directors (the "Board") of VBR has selected and appointed Jill C. Kidder to serve as the CEO of VBR, effective as of the Effective Date; and

WHEREAS, the Board wishes to reflect the change in the CEO position as it relates to the authority of the CEO in connection with the Relationship.

NOW THEREFORE, BE IT HEREBY RESOLVED by the Board of VBR that any authority of Paul J. Arrigo to do any of the following is revoked, effective as of the Effective Date: (i) execute and deliver on behalf of VBR to Investar any application, agreement, contract, instrument or document in connection with the Relationship; (ii) with respect to the Relationship, to make any choice, decision, or determination, give any notice to Investar; and/or (iii) to take any action, including without limitation (a) to open or close one or more demand deposit, savings, or other accounts; (b) to authorize fund transfers between such account, (c) to authorize fund transfers from VBR accounts to third parties, including for VBR employee payroll and (d) to authorize online access and online administrative authority over such accounts for himself and any other VBR employee.

BE IT HEREBY FURTHER RESOLVED by the Board of VBR that Jill C. Kidder, as CEO of VBR, effective as of the Effective Date, be authorized and directed, on behalf of VBR: (i) to execute and deliver on behalf of VBR to Investar any application, agreement, contract, instrument or document in connection with the Relationship; (ii) with respect to the Relationship, to make any choice, decision, or determination, give any notice to Investar; and/or (iii) to take any action, including without limitation (a) to open or close one or more demand deposit, savings, or other accounts; (b) to authorize fund transfers between such account, (c) to authorize fund transfers from VBR accounts to third parties, including for VBR employee payroll and (d) to authorize online access and online administrative authority over such accounts for herself and any other VBR employee, which, in Ms. Kidder's sole discretion, is in the best interest of VBR.

BE IT HEREBY FURTHER RESOLVED by the Board of VBR that Lauralyn Maranto, Senior Vice-President of VBR, be authorized and directed, on behalf of VBR: (i) to execute and deliver on behalf of VBR to Investar any application, agreement, contract, instrument or document in

connection with the Relationship; (ii) with respect to the Relationship, to make any choice, decision, or determination, give any notice to Investar; and/or (iii) to take any action, including without limitation (a) to open or close one or more demand deposit, savings, or other accounts; (b) to authorize fund transfers between such account, (c) to authorize fund transfers from VBR accounts to third parties, including for VBR employee payroll and (d) to authorize online access and online administrative authority over such accounts for herself and any other VBR employee, which, in Ms. Maranto's sole discretion, is in the best interest of VBR.

BE IT HEREBY FURTHER RESOLVED by the Board of VBR that Ms. Maranto is directed to act pursuant to the authority granted in the immediately preceding resolution if and only if she believes that Ms. Kidder is unable or unavailable to act in a timely manner; and that she shall inform the Chairman of the Board of any actions she might take pursuant to such authority at her earliest convenience.

BE IT HEREBY FURTHER RESOLVED by the Board of VBR that Lauralyn Maranto, Senior Vice-President, is hereby authorized and directed to modify and conform VBR's Accounting & Financial Policies and Procedures Manual to the immediately previous resolutions.

Motion carried.

**RESOLUTIONS OF THE BOARD OF DIRECTORS OF VISIT BATON ROUGE
CONCERNING EXECUTION OF BANK SIGNATURE CARD(S)
JULY 28, 2022**

WHEREAS, effective as of August 15, 2022 (the "Effective Date"), Paul J. Arrigo is relinquishing his title and authority as President & CEO ("CEO") of Visit Baton Rouge ("VBR");

WHEREAS, the Board of Directors (the "Board") of VBR has selected and appointed Jill C. Kidder to serve as the CEO of VBR, effective as of the Effective Date;

WHEREAS, the Board wishes to reflect the change in the CEO position as it relates to the authority of the CEO in connection with bank signature authorization card(s).

NOW THEREFORE, BE IT HEREBY RESOLVED by the Board of VBR that, effective as of the Effective Date, Jill C. Kidder is authorized and requested, on behalf of VBR, to sign and deliver to Investar Bank appropriate bank signature authorization card(s) to enable her to sign drafts, checks, and other bank documents and instruments on behalf of VBR.

BE IT FURTHER RESOLVED by the Board of VBR that, effective as of the Effective Date, any authority of Paul J. Arrigo to sign and deliver to Investar Bank appropriate bank signature authorization card(s) to enable him to sign drafts, checks, and other bank documents and instruments on behalf of VBR is revoked.

BE IT FURTHER RESOLVED by the Board of VBR that, effective immediately and continuing until revoked or modified by the Board, the Chairman, Vice-Chairman, and Secretary/Treasurer, 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.

On a motion by Mickey Freiberg, seconded by Gary Patureau to adopt the following Resolution regarding credit cards for Visit Baton Rouge staff:

**RESOLUTION OF THE BOARD OF DIRECTORS OF VISIT BATON ROUGE
CONCERNING STAFF CREDIT CARDS
JULY 28, 2022**

WHEREAS, on January 28, 2021, the Board of Directors (the "Board") of Visit Baton Rouge ("VBR") authorized Paul J. Arrigo, as President & CEO ("CEO") of VBR, to 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");

WHEREAS, pursuant to the Board's authorization of the Arrangement on January 28, 2021, the Board further resolved that the requested maximum credit available to VBR under the Arrangement would be set at the sum of One Hundred Thousand and No/100 Dollars (\$100,000) (the "Maximum Credit Limitation");

WHEREAS, effective as of August 15, 2022 (the "Effective Date"), Paul J. Arrigo is relinquishing his title and authority as CEO of VBR;

WHEREAS, the Board of VBR has selected and appointed Jill C. Kidder to serve as the CEO of VBR, effective as of the Effective Date;

NOW THEREFORE, BE IT HEREBY RESOLVED by the Board of VBR that, effective as of the Effective Date, the Board authorizes and directs Jill C. Kidder, as CEO of VBR, subject to and limited by the Maximum Credit Limitation, (i) to make any choice, decision, or determination, and/or to take any action in connection with the Arrangement, including without limitation, from time to time authorizing a decrease or increase in the credit limit of any particular credit card issued under the Arrangement; and/or (iii) to execute and deliver to Investar any application, agreement, contract, instrument or document in connection with the Arrangement which, in Ms. Kidder'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, Senior Vice-President of VBR, is authorized and directed, subject to and limited by the Maximum Credit Limitation, (i) to make any choice, decision, or determination, and/or to take any action in connection with the Arrangement, including without limitation, from time to time authorizing a decrease or increase in the credit limit of any particular credit card issued under the Arrangement; and/or (iii) to execute and deliver to Investar any application, agreement, contract, instrument or document in connection with the Arrangement which, in 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 any authority of Paul J. Arrigo to do any of the following is revoked, effective as of the Effective Date: (i) to make

any choice, decision, or determination, and/or to take any action in connection with the Arrangement, including without limitation, from time to time authorizing a decrease or increase in the credit limit of any particular credit card issued under the Arrangement; and/or (iii) to execute and deliver to Investar any application, agreement, contract, instrument or document in connection with the Arrangement.

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

Motion carried.

A motion was made by Gary Jupiter, seconded by Gary Patureau to adopt the following motion regarding Visit Baton Rouge's LAMP accounts:

**RESOLUTIONS OF THE BOARD OF DIRECTORS OF
VISIT BATON ROUGE CONCERNING AUTHORITY OF THE PRESIDENT & CEO WITH REGARD TO FUNDS
HELD IN THE LOUISIANA ASSET MANAGEMENT POOL**

JULY 28, 2022

WHEREAS, in accordance with the policies of Visit Baton Rouge ("VBR"), from time-to-time, VBR funds may be transferred to or from the Reserve and Operations Contingency Fund, the Building Repair, Renovation, Acquisition, and Relocation Fund, and the Special Projects Fund (the "Funds") with the Louisiana Asset Management Pool ("LAMP") and other VBR account(s), as such transfer(s) may be authorized, approved and directed by the Board of Directors (the "Board") of VBR;

WHEREAS, effective as of August 15, 2022 (the "Effective Date"), Paul J. Arrigo is relinquishing his title and authority as President & CEO ("CEO") of VBR; and

WHEREAS, the Board of VBR has selected and appointed Jill C. Kidder to serve as the CEO of VBR, effective as of the Effective Date.

WHEREAS, the Board wishes to reflect the change in the CEO position as it relates to the authority to transfer VBR funds to or from the Funds with LAMP.

NOW THEREFORE, BE IT HEREBY RESOLVED by the Board of VBR that any authority of Paul J. Arrigo to make any transfers to or from the Funds with LAMP on behalf of VBR is revoked, effective as of the Effective Date.

BE IT FURTHER RESOLVED by the Board of VBR that Jill C. Kidder, as CEO of VBR, effective as of the Effective Date, be authorized and directed, on behalf of VBR to make any transfer(s) that may be approved by the Board from time-to-time to or from the Funds with LAMP.

BE IT FURTHER RESOLVED by the Board of VBR that Jill C. Kidder, as CEO of VBR, effective as of the Effective Date, be authorized and directed to execute any agreement, document, or instrument required by LAMP which is necessary or convenient, in Ms. Kidder's sole discretion, to effect the prior resolutions.

Motion carried.

A motion was made by Mary Stein, seconded by Gary Jupiter to adopt the following Resolution:

**RESOLUTIONS OF THE BOARD OF DIRECTORS OF VISIT BATON ROUGE
CONCERNING THE AUTHORITY OF THE PRESIDENT & CEO TO ENTER INTO AGREEMENTS WITH THE
STATE OF LOUISIANA, FACILITY PLANNING AND CONTROL DEPARTMENT (TOURISM REVIVAL FUND)
JULY 28, 2022**

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, in connection with the foregoing, VBR enters into agreements with the State of Louisiana, Facility Planning and Control Department, including in connection with a grant to VBR in the amount of \$3,683,253.07 from the Tourism Revival Fund;

WHEREAS, effective as of August 15, 2022 (the “Effective Date”), Paul J. Arrigo is relinquishing his title and authority as President & CEO (“CEO”) of VBR;

WHEREAS, the Board of VBR has selected and appointed Jill C. Kidder to serve as the CEO of VBR, effective as of the Effective Date; and

WHEREAS, the Board wishes to reflect the change in the CEO position as it relates to the authority to enter into and execute contracts on behalf of VBR with the State of Louisiana, Facility Planning and Control Department.

NOW THEREFORE, BE IT HEREBY RESOLVED by the Board of VBR that, effective as of the Effective Date, Jill C. Kidder, as the CEO of VBR, is hereby authorized to enter into, execute, and deliver on behalf of VBR one or more contracts between VBR and the State of Louisiana, Facility Planning and Control Department, 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.

On a motion by Mickey Freiberg, seconded by Norman Chenevert to adopt the following Resolution regarding Visit Baton Rouge Deferred Compensation Plan.

**RESOLUTIONS OF THE BOARD OF DIRECTORS OF VISIT BATON ROUGE
CONCERNING THE AUTHORITY OF THE PRESIDENT & CEO
AS TRUSTEE OF THE VISIT BATON ROUGE DEFERRED COMPENSATION PLAN
JULY 28, 2022**

WHEREAS, effective as of August 15, 2022 (the “Effective Date”), Paul J. Arrigo is relinquishing his title and authority as President & CEO (“CEO”) of Visit Baton Rouge;

WHEREAS, the Board of Directors (the “Board”) of VBR has selected and appointed Jill C. Kidder to serve as the CEO of VBR, effective as of the Effective Date; and

WHEREAS, the Board wishes to reflect the change in the CEO position as it relates to the authority of the CEO as the trustee of the Visit Baton Rouge Deferred Compensation Plan (the "Plan").

NOW THEREFORE, BE IT HEREBY RESOLVED by the Board of VBR that, effective as of the Effective Date, Paul J. Arrigo is removed as the trustee of VBR under the Plan.

BE IT FURTHER RESOLVED by the Board of VBR that, effective as of the Effective Date, Jill C. Kidder, is named as the trustee of VBR under the Plan.

BE IT FURTHER RESOLVED by the Board of VBR that the officers of VBR be, and they hereby are, authorized and directed to take any and all actions and execute and deliver such documents as they may deem necessary, appropriate or convenient to effect the foregoing resolutions including, without limitation, causing to be prepared and filed such reports, documents or other information as may be required under applicable law.

Motion carried.

There being no further business, the meeting adjourned.