

# VISIT BATON ROUGE

## BOARD MINUTES

March 2020

A scheduled board meeting of Visit Baton Rouge was held on Thursday, March 26, 2020 via teleconference.

Present were:

Scott Michelet  
Claude Reynaud  
Norman Chenevert  
Donna Collins Lewis  
Mary Stein  
Ben Blackwell  
Mickey Freiberg

Absent:

Kim Ginn  
Adrienne Moore  
Pastor Lee Wesley

Present but not participating in formal actions:

Paul Arrigo, Staff  
Lauralyn Maranto, Staff  
Jessica Coffing, Staff  
Karron Alford, Staff  
Chuck Elkins, Legal Counsel  
Tim Boone, The Advocate

Scott Michelet called the meeting to order and opened the meeting for public comment.

Mr. Michelet reported that an item regarding the authority of Paul Arrigo, President & CEO to make a request to the Attorney General for his opinion on behalf of Visit Baton Rouge needed to be added to the agenda and needed 2/3 votes to add. On a motion by Mary Stein, seconded by Mickey Freiberg to add this item to the agenda.

Motion carried.

Mr. Michelet stated that an additional item regarding a healthcare emergency needed to be added to the agenda and needed 2/3 votes to add. A motion was made by Norman Chenevert, seconded by Mary Stein to add this item to the agenda.

Motion carried.

Chuck Elkins reported that due to Covid19, this meeting was held via teleconference and needed ratification of this decision by the board. A motion was made by Mickey Freiberg, seconded by Norman Chenevert to adopt the following:

**RESOLUTION OF THE BOARD OF DIRECTORS  
OF  
VISIT BATON ROUGE  
RATIFYING DECISION TO HOLD MEETING OF  
THE BOARD OF DIRECTORS VIA TELECONFERENCE**

**WHEREAS**, as a result of the Covid-19 Emergency (the "Emergency") the Governor of Louisiana issued Proclamation JBE 2020-30 (the "Proclamation") permitting Visit Baton Rouge ("VBR") to hold meetings of the VBR Board of Directors (the "Board") via teleconference.

**WHEREAS**, pursuant to the Proclamation, prior to holding meetings by Teleconference, VBR was required to certify in writing that unless its Board of Directors meetings are held via teleconference, VBR will otherwise be unable to operate due to quorum requirements of such Board of Directors Meetings.

**WHEREAS**, attached hereto is such required written certification, signed on behalf of VBR by Paul J. Arrigo, VBR's President and CEO (the "Certificate").

**NOW THEREFORE, BE IT HEREBY RESOLVED** by the Board of Directors of Visit Baton Rouge ("VBR") that, as permitted by the Proclamation and for the reasons set forth in the attached Certificate, the Board fully agrees with and ratifies the decision made by the President & CEO of VBR that during the pendency of the Emergency the meetings of the Board shall be held via teleconference.

On a motion by Ben Blackwell, seconded by Mary Stein to approve the February 27, 2020 minutes as presented.

Motion carried.

Jessica Coffing presented the Treasurer's Report and reviewed February's financial statements.

Paul Arrigo reported that he would like to postpone the 2020 Budget Amendment item on the agenda to the April board meeting.

Mr. Arrigo presented an overview regarding the LAMP accounts. On a motion by Claude Reynaud, seconded by Mary Stein to adopt the following Resolution as presented:

**RESOLUTION OF THE BOARD OF DIRECTORS  
OF  
VISIT BATON ROUGE  
CONCERNING TRANSFERS OF VBR'S MONEY BALANCES HELD BY THE  
LOUISIANA ASSET MANAGEMENT POOL**

**WHEREAS**, it is the policy of VBR and the Board that the funds of VBR held in 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") may only be transferred to a VBR account with another financial institution and thereby made available for use by VBR upon the recommendation of VBR's President & CEO and the concurrence of the Board.

**WHEREAS**, as a result of the Covid-19 Emergency declared by the Governor of Louisiana (the "Emergency") and upon the recommendation of the President & CEO that it is necessary and convenient that VBR be prepared to move moneys from the Funds to VBR operating accounts so as to be available to support the operations of VBR.

**NOW THEREFORE, BE IT HEREBY RESOLVED** by the Board of Directors of Visit Baton Rouge ("VBR") that the Board hereby authorizes and directs that Paul Arrigo, President & CEO, during the pendency of the Emergency and for a reasonable time thereafter, be authorized, directed, and empowered to make one or more transfers of VBR's money balances from the Funds held at LAMP to any of VBR's other accounts at any financial institution, in such amounts and at such times as Mr. Arrigo, in his sole discretion, deems in the best interest of VBR.

**BE IT FURTHER RESOLVED** that the Board authorizes and directs that Mr. Arrigo, and/or any other relevant Member of the Board, officer, or employee of VBR be empowered to execute any agreement, document, or instrument required by either LAMP or any financial institution receiving any cash transfer of VBR's money balances from LAMP and/or which is necessary or convenient in Mr. Arrigo's sole discretion to effect the transfer or transfers of VBR's money balances contemplated and authorized by the prior resolution.

Motion carried.

Discussion was held regarding the Director of Finance having remote access to Visit Baton Rouge's accounting system. A motion was made by Donna Collins Lewis, seconded by Mickey Freiberg to adopt the following Resolution:

**RESOLUTION OF THE BOARD OF DIRECTORS  
OF  
VISIT BATON ROUGE  
CONCERNING PERMITTING REMOTE ACCESS TO VBR FINANCIAL ACCOUNTING COMPUTER  
SYSTEMS**

**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**, it is the policy of VBR and the Board that the accounting systems and records of VBR may not be accessed remotely, but only from computer terminals located with the offices of VBR (the "Policy").

**WHEREAS**, as a result of the Covid-19 Emergency declared by the Governor of Louisiana (the "Emergency"), it is necessary and convenient for a temporary exception to this Policy to be made as follows below.

**NOW THEREFORE, BE IT HEREBY RESOLVED** by the Board of Directors of Visit Baton Rouge ("VBR") that the Board hereby authorizes and directs that Jessica Coffing, Director of Finance, during the pendency of the Emergency and for a reasonable time thereafter, be authorized and permitted to access the accounting and financial books and records of VBR, including without limitation VBR's Sage Accounting System software, from a location off-site of VBR's main office located at 359 Third Street, Baton Rouge, Louisiana.

**BE IT FURTHER RESOLVED** the Board authorizes Lauralyn Maranto, Vice President of Administration, and/or Jessica Coffing, Director of Finance, to take all actions necessary or convenient for the accomplishment of the prior resolution, including without limitation the modification of any of VBR's computer hardware or software, further including without limitation VBR's Sage Accounting System, to permit or terminate such off-site access.

Motion carried.

Chuck Elkins reported that due to the declared Covid-19 Emergency, it may be necessary for Mr. Arrigo to seek a legal opinion from the Attorney General on behalf of the board. A motion was made by Mickey Freiberg, seconded by Norman Chenevert to adopt the following motion:

**RESOLUTION OF THE BOARD OF DIRECTORS  
OF  
VISIT BATON ROUGE  
CONCERNING AUTHORITY OF PRESIDENT & CEO TO REQUEST  
OPINION OF LOUISIANA ATTORNEY GENERAL**

**WHEREAS**, as a result of the Covid-19 Emergency declared by the Governor of Louisiana (the "Emergency"), it is necessary and convenient for a authority be granted to the President & CEO to make one or more requests for legal opinions from the Louisiana Attorney General on behalf of the Board.

**NOW THEREFORE, BE IT HEREBY RESOLVED** by the Board of Directors of Visit Baton Rouge ("VBR") that, Paul J. Arrigo, CDME, President & CEO of VBR is hereby authorized and directed, in his sole and full discretion, to make a request for a legal opinion of the Louisiana Attorney General on behalf of the Board. The subject of such opinion request shall be related to the Emergency and its effects on VBR and/or the travel and tourism industry in Louisiana, including without limitation the Emergency's effects on the VBR staff, the staffs of VBR's hotel, hospitality, and tourism industry partners ("VBR Partners"), and VBR and VBR Partners' operations and financing.

As a result of the Covid-19 Emergency, Mr. Elkins reported that changes in policy and procedures for Visit Baton Rouge may be necessary. Ms. Maranto cited a new federal mandated policy, Families First Coronavirus Response Act would become effective April 1, 2020 and ending December 31, 2020. A motion was made by Mickey Freiberg, seconded by Mary Stein to adopt the following Resolution:

**RESOLUTION OF THE BOARD OF DIRECTORS  
OF  
VISIT BATON ROUGE  
CONCERNING THE GRANT OF CERTAIN AUTHORITY TO CHAIR OF THE  
BOARD AND PRESIDENT & CEO  
DURING PENDENCY OF EMERGENCY**

**WHEREAS**, as a result of the Covid-19 Emergency declared by the Governor of Louisiana (the "Emergency"), the Board has determined that to provide for the efficient and effective management of VBR during the Emergency, it is necessary and convenient for certain authority be granted to the Chair of the Board and President & CEO, acting jointly, to make certain decisions and take certain actions during the pendency of the Emergency and for a reasonable time thereafter.

**NOW THEREFORE, BE IT HEREBY RESOLVED** by the Board of Directors of Visit Baton Rouge ("VBR") that, Scott Michelet, Chair of the Board, and Paul J. Arrigo, CDME, President & CEO (Mr. Michelet and Mr. Arrigo are sometimes referred to hereinafter as the "Officers") are hereby empowered, authorized, and directed, acting in their joint and full discretion, to:

- 1) Make any lawful decision or take any lawful action, relating to the management or operation of VBR which in their joint opinion is in the best interest of VBR and necessary or convenient under the circumstances of the Emergency.
- 2) Create, adopt, change, modify, or adjust any practice, policy, procedure, program, or plan of VBR (each a "Policy"), whether such Policy is formal or informal, written or oral, which in their joint opinion is in the best interest of VBR and necessary or convenient under the circumstances of the Emergency, including without limitation to create and adopt a policy relating to VBR's compliance with the newly enacted Families First Coronavirus Response Act and its accompanying regulations.

Any authority or power granted to the Officers pursuant to this resolution shall be effective the date of this resolution and shall terminate upon the commencement of the first Board meeting after the termination of the Emergency by the Governor. Further, the Board recognizes and acknowledges that (i) the Officers both enjoy powers and authorities with respect to VBR as inherent qualities of the office each holds, and (ii) the Board has previously expressly granted certain powers and authorities, both jointly and singularly, to the Officers, and (iii) that any authority or power granted in this resolution is in addition to any such inherent or previously granted express power or authority. Finally, during the pendency of the Emergency, should the Officers take any action or make any decision on behalf of VBR which they believe, in their sole and absolute discretion, required the exercise of any of the additional authority or power granted them in this resolution, they shall use their best efforts to notify the Board as soon as practical, but in no event later than the first meeting of the Board after such decision or action.

Motion carried.

There being no further business, the meeting adjourned.