

# VISIT BATON ROUGE

## BOARD MINUTES

May 2024

A scheduled Board of Director's meeting of Visit Baton Rouge was held on Thursday, May 23, 2024 at the Visit Baton Rouge Office located at 359 Third Street.

Present were:

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

Absent:

Kim Ginn  
Marty Engquist

Present but not participating in formal actions:

Jill Kidder, Staff  
Lauralyn Maranto, Staff  
Danielle Prejean, Staff  
Geraldine Bordelon, Staff  
Stacy Simon, Staff  
Laura Cating, Staff  
Jason Suitt, Staff  
Amanda Bourgeois, Kean Miller

Mary Stein called the meeting to order and opened the meeting for public comment and commended staff and Robyn Merrick on the Tourism Awareness Day luncheon held on Wednesday, May 22, 2024.

On a motion by Claude Reynaud, seconded by Gary Patureau to approve the April 25, 2024 minutes as presented.

Motion carried.

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

In regard to the President’s Report, Jill Kidder referred to her report that was emailed to the board prior to the board meeting.

A motion was made by Scott Michelet, seconded by Claude Reynaud for the Board of Directors to enter into executive session to discuss the character and professional competency of President & CEO, Jill Kidder. 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 carried.

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

Motion carried.

Based on discussions held in executive session, a motion was made by Claude Reynaud, seconded by Gary Jupiter to adopt the following Resolution:

**RESOLUTION OF THE BOARD OF DIRECTORS OF VISIT BATON ROUGE (“VBR”)  
REGARDING RECOGNITION OF THE EXEMPLARY LEADERSHIP AND  
FINANCIAL MANAGEMENT OF THE PRESIDENT & CEO**

**MAY 23, 2024**

**WHEREAS**, the Board of Directors of Visit Baton Rouge (the “Board”) hereby finds that Jill C. Kidder, President & CEO of Visit Baton Rouge (the “CEO”), has rendered exemplary leadership and financial management during her tenure with VBR resulting in perfect Financial Statement and Statewide Agreed Upon Procedures Audits from VBR’s certified public accountants for VBR’s fiscal year 2023.

**WHEREAS**, in recognition of the above-mentioned accomplishments of the CEO and to support and encourage such in the future, the Board has determined that it desires to increase the CEO’s Base Salary, as such term is defined in that certain Employment Agreement by and between Ms. Kidder and VBR dated effective January 1, 2024 (the “CEO Employment Agreement”), by an amount sufficient to provide an additional Five Thousand and No/100 Dollars of Base Salary over the remaining Seven (7) months of 2024.

**WHEREAS**, to accomplish the objective set forth in the previous paragraph, an increase in the CEO’s semi-monthly Base Salary of Three Hundred Fifty-Seven and 50/100 Dollars (\$357.50) effective for the pay period beginning June 1, 2024, is required. Such semi-monthly increase when annualized provides for an increase in the CEO’s current annual Base Salary of Eight Thousand Five Hundred Eighty and No/100 (\$8,580.00).

**WHEREAS**, to provide for the above-described increase in the CEO’s 2024 Base Salary, the Board offers the following resolutions.

**THEREFORE, BE IT RESOLVED** that the Board of Directors of Visit Baton Rouge (“VBR”) hereby approves, effective June 1, 2024, an increase in the VBR President & CEO’s Base Salary, as such term is defined in that certain Employment Agreement by and between the President & CEO and VBR dated effective January 1, 2024 (the “CEO Employment Agreement”), of Three Hundred Fifty-Seven and 50/100 Dollars (\$357.50) paid semi-monthly or Eight Thousand Five Hundred Eighty and NO/100 Dollars (\$8,580.00) annually.

**BE IT FURTHER RESOLVED** that the Board authorizes and directs that the CEO Employment Agreement be amended and restated to reflect the Base Salary increase provided in the prior resolution.

Motion carried.

In regard to an Inducement Resolution for the future issuance of bonds, a motion was made by Scott Michelet, seconded by Gary Patureau to adopt the following Resolution:

The following resolution was offered by Scott Michelet and seconded by Gary Patureau.

### **INDUCEMENT RESOLUTION**

A Resolution providing for the inducement of debt in connection with the issuance, execution, negotiation, sale and delivery of bonds, in an amount to be determined, of Visit Baton Rouge for purposes of renovating and equipping its current operations facility; 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 Issuer’s revenues are primarily generated by hotel occupancy taxes levied on the occupancy of hotel, motel, and overnight camping facilities in the City of Baton Rouge, State of Louisiana (the “*City*”) and the Parish of East Baton Rouge, State of Louisiana (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 (“*Bonds*”) for any authorized purpose payable from any source whatsoever, including 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**, in the Issuer intends to plan and design the renovation and equipping of its current operations facility, located in Baton Rouge, Louisiana (the “*Project*”), which Project may

be funded by the issuance of Bonds, loans by commercial lenders, or any other funding permitted by law; and

**WHEREAS**, the Board of Directors of Visit Baton Rouge (the “*Governing Authority*”), under the authority conferred by the Act, desires to give notice that it intends to include any costs and expenses incurred by it with respect to the Project in the total Project Costs Amount in any application for approval to issue Bonds to be filed with the State Bond Commission and payable from Bond proceeds;

**NOW, THEREFORE, BE IT ORDERED** by the Board of Directors of Visit Baton Rouge, acting as the governing authority of the Issuer, meeting in legal and regular session, that 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, attorney and bond counsel 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.

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

Scott Michelet – Yes

Gary Jupiter – Yes

Mary Stein, Chair – Yes

Claude Reynaud, Jr. – Yes

Kim Ginn – Absent

Rowdy Gaudet – Yes

Marty Engquist – Absent

Gary Patureau – Yes

Stephen Hightower – Yes

Robyn Merrick – Yes

And the Resolution was declared adopted on May 23, 2024. **THUS DONE, ADOPTED AND SIGNED** this 23<sup>rd</sup> day of May, 2024.

Motion carried.

There being no further business, the meeting adjourned.