

**VISIT BATON ROUGE
PERSONNEL COMMITTEE MINUTES
December 1, 2020**

A scheduled meeting of the Personnel Committee was held via teleconference on Tuesday, December 1, 2020 at 359 Third Street.

Present were:

Claude Reynaud
Donna Collins Lewis
Ben Blackwell
Scott Michelet

Present but not participating in formal actions:

Paul Arrigo, Staff
Lauralyn Maranto, Staff
Karron Alford, Staff
Chuck Elkins, Legal Counsel

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

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 Donna Collins Lewis, seconded by Ben Blackwell to adopt the following:

**WRITTEN CERTIFICATION OF VISIT BATON ROUGE
CONCERNING DECISION TO HOLD MEETINGS OF THE BOARD OF DIRECTORS VIA
TELECONFERENCE**

December 1, 2020

WHEREAS, as a result of the Covid-19 emergency declared by the Governor of Louisiana (the "Emergency"), Governor Edwards has promulgated Proclamation JBE 2020-30 (the "Proclamation") setting forth various options affecting the operations of local political subdivisions of the State of Louisiana like Visit Baton Rouge ("VBR").

WHEREAS, pursuant to Section 4 of the Proclamation, during the pendency of the Emergency, VBR may hold its monthly Board of Directors Meeting and Committee Meetings by teleconference provided that VBR shall certified in writing that it will otherwise be unable to operate due to quorum requirements.

THEREFORE, pursuant to and relying on the direction and judgment of the Paul J. Arrigo, President & CEO of VBR, VBR hereby certifies that unless its Board of Directors meetings and/or Committee Meetings are held via teleconference, VBR will otherwise be unable to operate due to quorum requirements of such meetings.

DONE AND SIGNED at Baton Rouge, Louisiana this 1st day of December 2020.

Motion carried.

Chuck Elkins reviewed Paul Arrigo's Amended and Restated Employment Agreement and Performance Objectives and Incentive Payment Addendum for January 1, 2021 – December 31, 2021.

A motion was made by Ben Blackwell, seconded by Donna Collins Lewis to recommend to the Board of Directors at its December 10, 2020 board meeting the following Resolution:

**RESOLUTION OF PERSONNEL COMMITTEE OF THE BOARD OF DIRECTORS
OF VISIT BATON ROUGE**

December 1, 2020

BE IT RESOLVED by the Personnel Committee (the "Committee") of the Board of Directors (the "Board") of Visit Baton Rouge ("VBR") that it is the recommendation of the Committee to the Board, for purposes of the calendar year 2021 incentive compensation addendum (the "Incentive Addendum") to be offered to the President & CEO of VBR (the "CEO") pursuant to Paragraph 6.2 of that certain Amended and Restated Employment Agreement dated effective January 1, 2021 (the "Employment Agreement"), that if an unqualified audit of VBR's books and records is received for calendar year 2021, and all other requirements of the Incentive Addendum are complied with, a gross amount before withholdings equal to three and one-third percent (3-1/3%) of the CEO's Base Salary, as such term is defined in Paragraph 6.1 of the Employment Agreement, shall be paid to the CEO as an incentive payment.

BE IT FURTHER RESOLVED by the Committee that it is the recommendation of the Committee to the Board that the Base Salary of the CEO be set at the sum of One Hundred Seventy-Nine Thousand, Five Hundred and NO/100 Dollars (\$179,500.00) for calendar year 2021.

BE IT FURTHER RESOLVED by the Committee that it is the recommendation of the Committee to the Board that the Chair of the Board be authorized and directed to execute and deliver to the CEO the Employment Agreement and the related Incentive Addendum reflecting the changes set forth in the prior resolutions and any other changes or modifications to such agreements that the Chair deems appropriate and in the best interest of VBR.

Motion carried.

There being no further business, the meeting adjourned.