

**COASTAL MISSISSIPPI SPECIAL-CALL MEETING**  
**March 4, 2020**  
**OFFICIAL MINUTES**

The Coastal Mississippi Board met Wednesday, March 4, 2020 at 1:00 p.m. at their office located at 2350 Beach Blvd Suite A, Biloxi, MS 39531.

Commissioners Present: Nikki Moon, President; Mary Cracchiolo Spain, Vice-President; Mark Henderson, Secretary; Richard Chenoweth, Prior President; Bill Holmes; Clay Wagner; Danny Hansen; Kim Fritz; Rich Westfall; Richard Marsh; Rob Stinson; Rusty David

Commissioners absent: Carla Todd, Treasurer; Shirley Dane

Staff Members Present: Milton Segarra, CEO; Cindy Jo Calvit, Executive Administrative Assistant

Others Present: Je'Nell Blum, Legal Counsel

President Moon called the meeting to Order.

1. Commissioner Hansen made the motion to accept the agenda as presented. Seconded by Commissioner Chenoweth, the president called the question, with the following results:

Commissioner Chenoweth	Voted --- Yes	Commissioner Holmes	Voted --- Yes
Commissioner Cracchiolo	Voted --- Yes	Commissioner Marsh	Voted --- Yes
Commissioner Dane	Voted --- A&E	Commissioner Stinson	Voted --- Yes
Commissioner David	Voted --- Yes	Commissioner Todd	Voted --- A&E
Commissioner Fritz	Voted --- Yes	Commissioner Wagner	Voted --- Yes
Commissioner Hansen	Voted --- Yes	Commissioner Westfall	Voted --- Yes
Commissioner Henderson	Voted --- Yes		

The motion having been duly made, seconded, and a favorable vote received from the Board, the president declared the motion adopted March 4, 2020.

2. Commissioner Marsh made the motion to attach the Special-Call Meeting notice to the Special-Call Meeting minutes (attached). Seconded by Commissioner Wagner, the president called the question, with the following results:

Commissioner Chenoweth	Voted --- Yes	Commissioner Holmes	Voted --- Yes
Commissioner Cracchiolo	Voted --- Yes	Commissioner Marsh	Voted --- Yes
Commissioner Dane	Voted --- A&E	Commissioner Stinson	Voted --- Yes
Commissioner David	Voted --- Yes	Commissioner Todd	Voted --- A&E
Commissioner Fritz	Voted --- Yes	Commissioner Wagner	Voted --- Yes
Commissioner Hansen	Voted --- Yes	Commissioner Westfall	Voted --- Yes
Commissioner Henderson	Voted --- Yes		

The motion having been duly made, seconded, and a favorable vote received from the Board, the president declared the motion adopted March 4, 2020.

3. Commissioner Wagner made the motion to enter into Closed Session to discuss the need to enter into Executive Session. Seconded by Commissioner Marsh, the president called the question, with the following results:

Commissioner Chenoweth	Voted --- Yes	Commissioner Holmes	Voted --- Yes
Commissioner Cracchiolo	Voted --- Yes	Commissioner Marsh	Voted --- Yes
Commissioner Dane	Voted --- A&E	Commissioner Stinson	Voted --- Yes
Commissioner David	Voted --- Yes	Commissioner Todd	Voted --- A&E
Commissioner Fritz	Voted --- Yes	Commissioner Wagner	Voted --- Yes
Commissioner Hansen	Voted --- Yes	Commissioner Westfall	Voted --- Yes
Commissioner Henderson	Voted --- Yes		

The motion having been duly made, seconded, and a favorable vote received from the Board, the president declared the motion adopted March 4, 2020.

4. Commissioner Hansen made the motion to reconvene from Closed Session. Seconded by Commissioner Wagner, the president called the question, with the following results:

Commissioner Chenoweth	Voted --- Yes	Commissioner Holmes	Voted --- Yes
Commissioner Cracchiolo	Voted --- Yes	Commissioner Marsh	Voted --- Yes
Commissioner Dane	Voted --- A&E	Commissioner Stinson	Voted --- Yes
Commissioner David	Voted --- Yes	Commissioner Todd	Voted --- A&E
Commissioner Fritz	Voted --- Yes	Commissioner Wagner	Voted --- Yes
Commissioner Hansen	Voted --- Yes	Commissioner Westfall	Voted --- Yes
Commissioner Henderson	Voted --- Yes		

The motion having been duly made, seconded, and a favorable vote received from the Board, the president declared the motion adopted March 4, 2020.

5. Commissioner Wagner made the motion to enter into Executive Session for discussion and actions concerning (1) the proposed Business Plan for 2020-2025 as such contains proprietary information and will impact the strategy for marketing and advertising Coastal Mississippi and will impact negotiations and discussions concerning the expansion of the tourism industry and (2) the proposed First Amended and Restated Employment Agreement for the CEO. Seconded by Commissioner Marsh, the president called the question, with the following results:

Commissioner Chenoweth	Voted --- Yes	Commissioner Holmes	Voted --- Yes
Commissioner Cracchiolo	Voted --- Yes	Commissioner Marsh	Voted --- Yes
Commissioner Dane	Voted --- A&E	Commissioner Stinson	Voted --- Yes
Commissioner David	Voted --- Yes	Commissioner Todd	Voted --- A&E
Commissioner Fritz	Voted --- Yes	Commissioner Wagner	Voted --- Yes
Commissioner Hansen	Voted --- Yes	Commissioner Westfall	Voted --- Yes
Commissioner Henderson	Voted --- Yes		

The motion having been duly made, seconded, and a favorable vote received from the Board, the president declared the motion adopted March 4, 2020.

6. Commissioner Wagner made the motion to exit Executive Session and reconvene in open meeting. Seconded by Commissioner Marsh, the president called the question, with the following results:

Commissioner Chenoweth	Voted --- Yes	Commissioner Holmes	Voted --- Yes
Commissioner Cracchiolo	Voted --- Yes	Commissioner Marsh	Voted --- Yes
Commissioner Dane	Voted --- A&E	Commissioner Stinson	Voted --- Yes
Commissioner David	Voted --- Yes	Commissioner Todd	Voted --- A&E
Commissioner Fritz	Voted --- Yes	Commissioner Wagner	Voted --- Yes
Commissioner Hansen	Voted --- Yes	Commissioner Westfall	Voted --- Yes
Commissioner Henderson	Voted --- Yes		

The motion having been duly made, seconded, and a favorable vote received from the Board, the president declared the motion adopted March 4, 2020.

7. Legal Counsel stated there was no official action taken in Executive Session.

8. Commissioner Wagner made the motion to accept the proposed First Amended and Restated Employment Agreement for the CEO as presented with the following three provisions:

- Annual Clean Audit
- Minimum amount of funds in financial reserves moved into the job responsibilities section of the agreement, not performance-based pay
- First Amended and Restated Employment Agreement to be made effective date is April 1, 2020

Seconded by Commissioner Westfall, the president called the question, with the following results:

Commissioner Chenoweth	Voted --- Yes	Commissioner Holmes	Voted --- Opposed
Commissioner Cracchiolo	Voted --- Opposed	Commissioner Marsh	Voted --- Yes
Commissioner Dane	Voted --- A&E	Commissioner Stinson	Voted --- Yes
Commissioner David	Voted --- Yes	Commissioner Todd	Voted --- A&E
Commissioner Fritz	Voted --- Opposed	Commissioner Wagner	Voted --- Yes
Commissioner Hansen	Voted --- Yes	Commissioner Westfall	Voted --- Yes
Commissioner Henderson	Voted --- Yes		

The motion having been duly made, seconded, and a favorable vote received from the Board, the president declared the motion adopted March 4, 2020.

9. Commissioner Marsh made the motion to adjourn the meeting. Seconded by Commissioner David, the president called the question, with the following results:

Commissioner Chenoweth	Voted ---- Yes	Commissioner Holmes	Voted ---- Yes
Commissioner Cracchiolo	Voted ---- Yes	Commissioner Marsh	Voted ---- Yes
Commissioner Dane	Voted ---- A&E	Commissioner Stinson	Voted ---- Yes
Commissioner David	Voted ---- Yes	Commissioner Todd	Voted ---- A&E
Commissioner Fritz	Voted ---- Yes	Commissioner Wagner	Voted ---- Yes
Commissioner Hansen	Voted ---- Yes	Commissioner Westfall	Voted ---- Yes
Commissioner Henderson	Voted ---- Yes		

The motion having been duly made, seconded, and a favorable vote received from the Board, the president declared the motion adopted March 4, 2020.

## Cindy Calvit

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**From:** Cindy Calvit  
**Sent:** Monday, March 02, 2020 4:45 PM  
**Subject:** Coastal Mississippi- Special Call Meeting

A Special Call Meeting for the Mississippi Gulf Coast Convention and Visitors Bureau d/b/a Coastal Mississippi has been set for:

**Wednesday, March 4, 2020**

**1:00pm**

**Coastal Mississippi Board Room**  
**2350 Beach Blvd, Suite A**  
**Biloxi, MS 39531**

The purposes of the special call meeting relate to discussions and actions concerning the following: (1) the proposed Business Plan for 2020-2025 and (2) the proposed First Amended and Restated Employment Agreement for the CEO.

Thank you and have a nice day!



Cindy Jo Calvit  
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