VISIT BATON ROUGE
BOARD MINUTES
August 2026

A scheduled Board of Director's meeting of Visit Baton Rouge was held on Thursday, August 27, 2026, at the Visit Baton Rouge Office located at 359 Third Street.

Present:

Rowdy Gaudet
Janice DeLerno
Karen Soniat
Robyn Merrick
Jeremy Fontenot
Gary Patureau
Claude Reynaud
Marty Engquist
Stephen Hightower
Gary Jupiter

Absent:

None

Present but not participating in formal actions:

Jill Kidder, Staff
Lisa Clary, Staff
Danielle Prejean, Staff
Stacy Simon, Staff
Laura Cating, Staff
Geraldine Bordelon, Staff
Lauralyn Maranto, Staff
Chuck Elkins, Legal Counsel
Henry Olinde, Legal Counsel

Rowdy Gaudet called the meeting to order and opened the meeting for public comment. There was no public comment.

On a motion by Gary Jupiter, seconded by Stephen Hightower June 25, 2026, Board Meeting Minutes, August 11, 2026, Special Meeting Minutes and August 25, 2026, Finance Committee Meeting, minutes were approved as presented.

Motion carried.

Danielle Prejean presented the June and July 2026 Financials.

Robyn Merrick presented the Finance Committee Report.

Discussion/action was held in connection with the recommendation to the VBR Board of Directors from the Finance Committee dated August 27, 2026, regarding certain amendments, changes and modifications to the VBR Fiscal Year 2026 Budget.

On a motion by Gary Patureau, seconded by Jeremy Fontenot, the following resolution was approved.

RESOLUTION OF THE BOARD OF DIRECTORS OF VISIT BATON ROUGE
CONCERNING APPROVAL OF AMENDMENTS TO THE FISCAL YEAR 2026 BUDGET
AUGUST 27, 2026

BE IT RESOLVED that, acting upon the recommendation of the Finance Committee of the Board of Directors of Visit Baton Rouge ("VBR"), the Board of Directors of VBR hereby adopts the amendments, changes, and modifications to the Fiscal Year 2026 Budget reflected in the Exhibit "A" attached to this Resolution, effective August 27, 2026.

Motion carried.

Discussion/action was held in connection with the recommendation to the VBR Board of Directors from the Finance Committee dated August 27, 2026, regarding amending the VBR Accounting and Finance Policies and Procedures Manual to add an Investment Policy.

On a motion by Gary Patureau, seconded by Karen Soniat, the following resolution was approved.

RESOLUTION OF THE BOARD OF DIRECTORS OF VISIT BATON ROUGE
CONCERNING APPROVAL OF THE ADDITION OF AN INVESTMENT POLICY TO THE
ACCOUNTING AND FINANCIAL POLICIES AND PROCEDURES MANUAL
AUGUST 27, 2026

BE IT RESOLVED that, acting on the recommendation of the Finance Committee of the Board of Directors of Visit Baton Rouge ("VBR"), the Board of Directors of VBR hereby adopts the addition of the following Investment Policy to the VBR Accounting and Finance Policy and Procedures Manual effective August 27, 2026.

Visit Baton Rouge Investment Policy

Visit Baton Rouge may invest public funds in any investment authorized under Louisiana Revised Statute 33:2955, as amended. All investments shall be made in accordance with the requirements and limitations of applicable law.

Motion carried.

Jill Kidder presented the President's Report.

At this time, Karen Soniat left the meeting.

Discussion/Action was held in connection with the ratification of the Gros Flores Positerry, LLC Architectural Services Agreement and its amendments.

On a motion by Gary Patureau, seconded by Stephen Hightower, the following resolution was approved.

RESOLUTIONS OF THE BOARD OF DIRECTORS OF VISIT BATON ROUGE CONCERNING RATIFICATION OF CONTRACT FOR ARCHITECTUAL SERVICES AND OTHER MATTERS AUGUST 27, 2026

WHEREAS, on December 12, 2024, the Board of Directors of Visit Baton Rouge (the "Board") authorized and directed Visit Baton Rouge ("VBR"), acting through its authorized representatives, to enter into an agreement with Gros Flores Positerry, LLC Architecture + Interior Design ("GFP") regarding architectural services for the renovation of VBR's proposed new offices located at 232 Lafayette Street in Baton Rouge (the "Contract");

WHEREAS, the Contract was signed by VBR on April 1, 2025, has been successfully performed by both parties to the Contract to date;

WHEREAS, at the original execution of the Contract, the Contract was signed solely by the President & CEO of VBR, while the resolution approving the Contract required that both the President & CEO and the Chairman of VBR to execute the Contract;

WHEREAS, to resolve this difference in the execution of the Contract and the Board's resolution authorizing this Contract, and to deal with other matters in connection with the Contract, the following resolutions are offered:

RESOLVED, effective the date of this resolution, the Board does hereby approve, ratify, and affirm that certain Contract by and between VBR and GFP dated April 1, 2025 as executed by the President & CEO and relating to the provision by GFP of architectural services for the renovation of VBR's 232 Lafayette Street property, as such Contract has been previously amended through the date of this resolution.

FURTHER RESOLVED, that the Board, effective immediately and continuing until revoked or modified by the Board and notwithstanding anything to the contrary contained in any prior resolution of this Board, hereby determines and provides the following with reference to any convenient or required amendments, additions, modifications, or changes to the Contract (an "Amendment") :

(i) With respect to any Amendment such that any additional cost or expense to VBR resulting from such Amendment will be fully covered by any remaining contingency amount in the Board-approved budget for VBR's 232 Lafayette Street renovation project, the Board authorizes and directs the President & CEO and the Chairman of the Board, acting jointly and in the best interest of VBR, to negotiate, sign, and deliver such Amendment;

(ii) With respect to any Amendment which does not meet the condition set forth in (i) above, the Board shall specifically approve the negotiation, execution, and delivery of any such Amendment in a regular or special public meeting of the Board.

FURTHER RESOLVED, should any Amendment be negotiated, executed, and delivered by the President & CEO and the Chairman of the Board in conformance with item (i) of the previous resolution above, the President & CEO shall notify the Board of the terms of such Amendment not later than the next public meeting of the Board.

Motion carried.

Discussion/Action was held in connection with the law firm change for D. Henry Olinde, Legal Counsel.

On a motion by Jeremy Fontenot, seconded by Gary Patureau, the following resolution was approved.

VISIT BATON ROUGE BOARD OF DIRECTORS
RESOLUTION NO. 20260827-B

WHEREAS, a quorum of the Board of Directors ("Board") of Visit Baton Rouge ("VBR") was present on this date for a properly advertised, special meeting;

WHEREAS, pursuant to Louisiana Law, La. R. S. 33:4572, 4573, and 4574.16, the Board is the governing authority of the VBR;

WHEREAS, by means of a Resolution adopted on February 26, 2026 ("the Prior Resolution") and a written contract of that same date ("the Contract"), the Board engaged Henry

D.H. Olinde, Jr. (“Olinde”) and the firm of Olinde & Mercer, LLC (“O & M”) as counsel to the Board and VBR;

WHEREAS, the terms of the Prior Resolution and the Contract have been approved by the Louisiana Attorney General;

WHEREAS, Attorney Henry D.H. Olinde, Jr. has moved his law practice from O & M to the firm of Degan, Blanchard & Nash, APLC (“DBN”);

WHEREAS, the Board finds that providing that a real necessity exists to continue the engagement of Olinde as attorney for the Board and VBR;

WHEREAS, the Board desires to amend the Prior Resolution and the Contract only to reflect Olinde’s recent move to DBN, and that all substantive terms of the Prior Resolution and Contract, which have been approved by the Louisiana Attorney General, shall remain in full force and effect;

WHEREAS, the Board finds that this Resolution and the amendment to the Contract are in the best interest of the Board, VBR and the public they serve;

NOW THEREFORE, BE IT RESOLVED that:

1. The foregoing Recitations are incorporated into, and made part of, this Resolution.
2. Effective July 1, 2026, the Prior Resolution and the Contract are amended only as follows:
    - 2.1 Whenever the words “Olinde & Mercer, LLC” appear in the Prior Resolution and/or the Contract, the words “Degan, Blanchard & Nash, APLC” shall be substituted for “Olinde & Mercer, LLC”.
    - 2.2 Whenever the characters “O & M” appear in the Prior Resolution and/or the Contract, the characters “DBN” shall be substituted for “O & M”.
3. All other substantive terms of the Prior Resolution the Contract shall remain in full force and effect.
4. VBR’s Executive Director is hereby empowered and authorized to execute an amendment to the Contract to reflect the changes set forth in this Resolution.
5. To the extent that any prior resolutions and/or ordinances are inconsistent with this Resolution, the inconsistent portion(s) of those resolutions and/or ordinances are hereby repealed and rescinded.

THUS, ADOPTED on motion of Jeremy Fontenot, seconded by Gary Patureau, upon which a vote was taken as follows:

YEAS:	Claude Reynaud, Gary Jupiter, Gary Patureau, Janice DeLerno, Jeremy Fontenot, Marty Engquist, Robyn Merrick, Rowdy Gaudet, and Stephen Hightower
NAYS:	None
ABSENT:	Karen Soniat

CERTIFICATE

I HEREBY CERTIFY that: I am Secretary to the Board of Directors ("the Board") of Visit Baton Rouge ("VBR"); the above and foregoing Resolution was properly adopted by the Board, which is VBR's governing authority, at a special meeting called and held in accordance with law at VBR's offices at Baton Rouge, Louisiana, on the 27th day of August, 2026; and, the foregoing resolution is in full force and effect and has not been repealed or superseded.

THUS, DONE AND SIGNED at Baton Rouge, Louisiana, this 27th day of August 2026.

/s/ Robyn Merrick

Robyn Merrick, Secretary/Treasurer, Board of Directors Visit Baton Rouge

Motion carried.

Discussion/Action was held in connection with the resolution to execute the Pelican Project Agreement.

On a motion by Gary Patureau, seconded by Janice Delerno, the following resolution was approved.

VISIT BATON ROUGE BOARD OF DIRECTORS
RESOLUTION NO. 20260827-C

WHEREAS, a quorum of the Board of Directors ("Board") of Visit Baton Rouge ("VBR") was present on this date for a properly advertised, special meeting;

WHEREAS, pursuant to Louisiana Law, La. R. S. 33:4572, 4573, and 4574.16, the Board is the governing authority of the VBR;

WHEREAS, the VBR management, with approval of the Board, has issued a Request for Proposals ("RFP") to procure the services of an artist in connection with design, fabrication and delivery of six cast silicon bronze Brown Pelican sculptures for permanent installation across Baton Rouge's walkable downtown core, forming the foundation of a visitor scavenger hunt experience tied to the opening of VBR's new Visitor Center ("the Pelican Project");

WHEREAS, through the RFP and proposals submitted in response to it, VBR management has identified Gillie Schattner and Marc Schattner d/b/a Gillie and Marc Pty Ltd ("Schattner") as the artist whose practice, international conservation mission, and proven city-wide bronze trail format best align with the requirements of The Pelican Project;

WHEREAS, VBR management has proposed a written agreement to procure Schattner's services for the Pelican Project, and recommends that the Board approve and authorize that written agreement;

WHEREAS, the Board and VBR are specifically authorized under Louisiana Law including, but not limited to La. R. S. 33:4574.16, to enter into contracts or cooperative endeavors with any persons, corporations, associations, or other entities, including public corporations, political subdivisions, the United States government and the agencies thereof, the state and the agencies thereof, or any combination thereof for the operation or use of its properties and for carrying out its objectives, including but not limited to contracts and agreements under which it is paid for providing goods and services related to its objectives and under which it has expenses for projects related to its objectives;

WHEREAS, the Board finds that entering into the proposed written agreement with Schattner would further VBR's mission and would be in the best interest of the Board, VBR and the public they serve;

NOW THEREFORE, BE IT RESOLVED that:

1. The foregoing Recitations are incorporated into, and made part of, this Resolution.
2. The Board approves the substance of the proposed written agreement with Schattner, subject to final review and revision by the Board's counsel;
3. VBR's Executive Director is hereby empowered and authorized to enter into and execute the proposed agreement with Schattner in substantially the same form as the proposal that has been submitted, subject to final approval by the Board's counsel.
4. To the extent that any prior resolutions and/or ordinances are inconsistent with this Resolution, the inconsistent provisions of those resolutions and/or ordinances are hereby repealed and rescinded.

THUS, ADOPTED on motion of Gary Patureau, seconded by Janice DeLerno, upon which a vote was taken as follows:

YEAS:	Claude Reynaud, Gary Jupiter, Gary Patureau, Janice DeLerno, Jeremy Fontenot, Marty Engquist, Robyn Merrick, Rowdy Gaudet, and Stephen Hightower
NAYS:	None
ABSENT:	Karen Soniat

CERTIFICATE

I HEREBY CERTIFY that: I am Secretary to the Board of Directors ("the Board") of Visit Baton Rouge ("VBR"); the above and foregoing Resolution was properly adopted by the Board, which is VBR's governing authority, at a special meeting called and held in accordance with law at VBR's offices at Baton Rouge, Louisiana, on the 27th day of August, 2026; and, the foregoing resolution is in full force and effect and has not been repealed or superseded.

THUS, DONE AND SIGNED at Baton Rouge, Louisiana, this 27th day of August 2026.

/s/ Robyn Merrick

Robyn Merrick, Secretary/Treasurer, Board of Directors Visit Baton Rouge

Motion carried.

There being no further business the meeting was adjourned by Rowdy Gaudet, Chairman on a motion by Marty Engquist, seconded by Jeremy Fontenot.

Motion carried.