

VISIT BATON ROUGE

BOARD MINUTES

September 2026

A scheduled Board of Director's meeting of Visit Baton Rouge was held on Thursday, September 24, 2026, at the Visit Baton Rouge Office located at 359 Third Street.

Present:

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

Absent:

Robyn Merrick

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
Emily Mastrantonio, Staff
Lauralyn Maranto, Staff
Chuck Elkins, Legal Counsel
Trippe Hawthorne, Legal Counsel
Matthew Clark, Legal Counsel
Mary Stein, PBC Board Member
Scott Michelet, PBC Board Member
Butch Spyridon, Guest
Lisa Nice, via teams
Angie Adolph, via teams

Rowdy Gaudet called the meeting to order and opened the meeting for public comment. Butch Spyridon introduced himself at this time.

On a motion by Gary Jupiter, seconded by Jeremy Fontenot August 27, 2026, Board Meeting Minutes and September 8, 2026, Special Board Meeting, minutes were approved as presented.

Motion carried.

Danielle Prejean presented the August 2026 Financials.

Jill Kidder presented the August Board Report.

Discussion/action was held in connection with results of the economic impact research and study conducted by VBR for two large events proposed for Spring, 2027 and advice to Metro Council concerning same.

On a motion by Stephen Hightower, seconded by Jeremy Fontenot, the following resolution was approved.

RESOLUTIONS OF THE BOARD OF DIRECTORS OF VISIT BATON ROUGE (“VBR”)

CONCERNING RECOMMENDATIONS OF THE VBR BOARD OF DIRECTORS (THE “VBR BOARD”) TO THE EAST BATON ROUGE METRO COUNCIL (THE “METRO COUNCIL”) REGARDING THE REBATE OF CERTAIN SALES AND USE TAXES

SEPTEMBER 24, 2026

WHEREAS, pursuant to La. R.S. § 33:2740.70.5 (the “Relevant Statute”), the Metro Council may rebate revenue from city or parish sales and use taxes the Metro Council levies that were collected on (i) the sale of admission tickets to, and (ii) concessions and parking at events that meet one of the following criteria:

(1) The event was held in a publicly owned facility that has a seating capacity of at least seven thousand five hundred.

(2) The event was held for two or more days, and average daily attendance was at least seven thousand five hundred.

Such revenue to be rebated referred to hereinafter as the “Relevant Sales and Use Tax Revenue.”

WHEREAS, The Relevant Statute further provides that the Metro Council shall not rebate sales and use taxes unless (i) the VBR Board recommends the rebate and (ii) the city-parish governing authority approves the rebate prior to the commencement of ticket sales for the event.

WHEREAS, The VBR Board has been asked for its advice and recommendations concerning the rebate by the Metro Council of Relevant Sales and Use Tax Revenue to be collected by the

Metro Council in connection with two (2) events proposed for East Baton Rouge Parish: (i) an event to be held in Baton Rouge at LSU's Alex Box Stadium in March 4, 2027 ("Event One"); and (ii) an event to be held in Baton Rouge at Tiger Stadium in March 6, 2027 ("Event Two").

WHEREAS, after careful review and analysis of the economic impact on the Parish of East Baton Rouge and upon the governmental mission of VBR, the professional staff of VBR has determined that both Event One and Event Two will have a positive economic impact on East Baton Rouge Parish and a positive impact on the governmental mission of VBR.

WHEREAS, as a result of the above findings by the professional staff of VBR, the VBR professional staff recommends the following resolutions:

NOW THEREFORE, BE IT RESOLVED that the Board, relying on the analysis and findings of the professional staff of VBR, hereby authorizes, empowers, and directs Jill C. Kidder, President & CEO, acting on behalf of and in the name of VBR and the Board, to convey to the Metro Council, in the methods or manner she determines most appropriate, the Board's unqualified positive recommendation that the Metro Council rebate the Metro Council's revenues from city or parish sales and use taxes that the Metro Council levies and that are collected on the sale of (i) admission tickets to and (ii) concessions and parking at, Events One and Two.

BE IT FURTHER RESOLVED that Jill C. Kidder, President & CEO of VBR, acting in her sole discretion, is further directed and empowered in the name of and on behalf of VBR and the Board to take any action, including without limitation to prepare or approve and deliver any statement, study, analysis, document, certificate, instrument, relating to the Board recommendation described in the prior resolution, that she deems necessary or convenient to the accomplishment of the previous resolution set forth above.

Motion carried.

Discussion/action in connection with update to Cooperative Endeavor Agreement with the City of Baton Rouge and the Parish of East Baton Rouge on behalf of the EBR Downtown Development District for the installation of artistic lighting at certain intersections in downtown Baton Rouge and potential amendments.

On a motion by Jeremy Fontenot, seconded by Karen Soniat, the following resolution was approved.

RESOLUTIONS OF THE BOARD OF DIRECTORS OF VISIT BATON ROUGE ("VBR")

CONCERNING SECOND AMENDMENT TO CEA WITH THE CITY/PARISH OF EAST BATON ROUGE ACTING ON BEHALF OF THE DDD

SEPTEMBER 24, 2026

WHEREAS, VBR has entered into that certain cooperative endeavor agreement dated effective November 5, 2024 by and between VBR and the City of Baton Rouge and the Parish of

East Baton on behalf of the Downtown Development District ("City-Parish/DDD") concerning the planning, construction, and installation of specialty colored lighting under Interstate I-110 at mutually agreed upon intersections in the downtown Baton Rouge area, such agreement referred to hereinafter as the "CEA."

WHEREAS, VBR and the City-Parish/DDD have previously entered into a First Amendment to the CEA dated effective November 1, 2025, to extend the term of the CEA to December 31, 2026.

WHEREAS, VBR and City-Parish/DDD now desire to amend the CEA a second time to extend the term of the CEA to December 31, 2027.

WHEREAS, to authorize and direct the President & CEO to negotiate, execute, and deliver the above-described second amendment, the following resolutions are offered:

NOW THEREFORE, BE IT RESOLVED that the Board hereby authorizes, empowers, and directs Jill C. Kidder, President & CEO, acting in her sole discretion, to negotiate, execute, and deliver a second amendment (the "Second Amendment") to extend the term of the CEA to December 31, 2027.

BE IT FURTHER RESOLVED that the Jill C. Kidder, President & CEO of VBR, acting in her sole discretion, is further directed and empowered in the name of and on behalf of VBR to take any action, including without limitation to approve any document, certificate, instrument, amendment or modification, relating to the CEA or the Second Amendment referred to in the prior resolution, that she deems necessary or convenient to the accomplishment of the previous resolution set forth above.

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CERTIFICATE

STATE OF LOUISIANA

PARISH OF EAST BATON ROUGE

I, Robyn Merrick, certify that I am the duly qualified and acting Secretary / Treasurer of the Board of Directors of Visit Baton Rouge (the "Board"), the governing authority of Visit Baton Rouge ("VBR").

I further certify that the above and foregoing transcript to which this certificate is attached is a true and correct excerpt from the minutes of a properly constituted meeting of the Board held at Visit Baton Rouge's office on September 24, 2026, and at which said meeting a quorum of the Board was present and acting throughout.

IN WITNESS WHEREOF, witness my official signature on this 24th day of September, 2026 at Baton Rouge, Louisiana.

/s/ Robyn Merrick
Robyn Merrick, Secretary / Treasurer

Attest:

/s/ Jill C. Kidder

Jill C. Kidder, President & CEO

Date: Sept. 28, 2026

Motion carried.

Discussion/action in connection with Approval of Resolution the Sole Member of VBR-232 Lafayette, Inc. Authorizing the 232 Lafayette Street Project.

On a motion by Jeremy Fontenot, seconded by Claude Reynaud, the following resolution was approved.

The following Resolution was offered by Jeremy Fontenot and seconded by Karen Soniat.

RESOLUTION

A resolution by the sole member of VBR-232 Lafayette, Inc., a Louisiana nonprofit public benefit corporation (the “Company”), authorizing and directing the Company to take such actions and enter such agreements, including cooperative endeavor agreements, sales, transfers, conveyances, contributions, financing arrangements, assignment and assumption agreements, leases, and other agreements as may be necessary or desirable to complete the historic rehabilitation and renovation of 232 Lafayette Street (the “Project”), and further authorizing the Company to apply for, obtain, and sell State Historic Tax Credits (“Tax Credits”) in connection therewith.

WHEREAS, Visit Baton Rouge, a political subdivision of the State of Louisiana (“VBR”), 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, formed the Company, with VBR as its sole member, under the laws of the State of Louisiana and particularly Title 12, Sections 201 *et seq.* of the Louisiana Revised Statutes of 1950, and acts amendatory thereof and supplementary thereto, including Title 39, Section 1051 of the Louisiana Revised Statutes of 1950, as amended;

WHEREAS, VBR plans to provide financing to the Company for the purpose of, among other things, facilitating, constructing, and completing the historic rehabilitation, restoration, renovation, and operation of the immovable property with a municipal address of 232 Lafayette Street, Baton Rouge, Louisiana 70801, as more particularly described on Exhibit A attached hereto (the “Property”), for said Property to ultimately serve as VBR’s headquarters in East Baton Rouge Parish (the “Parish”) to allow VBR to more effectively promote travel and tourism in the Parish, which will benefit the Parish’s citizens;

WHEREAS, VBR designated the Company as its public benefit corporation, and the Company, through its Board of Directors (the “Board”), is charged with, among other things, assisting, promoting, facilitating and carrying out the Project;

WHEREAS, to carry out the Project, VBR is authorized to, among other things: (a) enter into a cooperative endeavor agreement with Company, (b) convey ownership of the Property to Company, (c) assign certain contracts to Company, and (d) enter into certain financing arrangements with Company, including the loan of certain bond proceeds and other ancillary agreements thereto, all in accordance with certain terms and conditions specified by VBR;

WHEREAS, the Company desires to do all things necessary to move forward with the Project, including the authorization of the Company's application for, obtention of, and sale of Tax Credits upon completion of the Project, in accordance with the following resolutions.

NOW THEREFORE, BE IT RESOLVED by VBR, acting as the sole member of the Company, that, in connection with the above, the Company is hereby authorized, empowered and directed to take the following actions (the "Authorized Actions"):

(1) Enter into a Cooperative Endeavor Agreement with VBR providing for the transfer and conveyance of the Property to the Company and such other terms, conditions, covenants and agreements as are necessary or desirable in order for the Company to facilitate and carry out the Project in accordance with the terms set forth therein (the "CEA");

(2) Purchase or otherwise accept the conveyance of the Property from VBR pursuant to the CEA (the "Conveyance"), and enter into any agreement of any nature, kind, or description in connection with the Conveyance as set forth in the CEA;

(3) Accept VBR's assignment, transfer, and conveyance to the Company of those certain contracts, and assume VBR's rights thereunder, relating to the design, development, and/or construction of the historic rehabilitation and renovation of the Property for the Company to carry out the Project in accordance with the CEA (the "Assignment");

(4) Enter into a loan transaction between the Company, as borrower, and VBR, as lender, utilizing the proceeds of the Bonds, or a portion thereof (the "Loan"), and to mortgage, pledge, transfer, assign, hypothecate, and/or create a security interest in favor of VBR, as lender, in and to the Property and any and all other assets of the Company, whether movable or immovable, to secure the Loan and in order to facilitate the Project in accordance with the CEA;

(5) Apply for, obtain, and sell Tax Credits in connection with the Project, and to utilize the proceeds thereof for the sole purpose of satisfying all or a portion of the outstanding balance on the Loan in accordance with the CEA. The Company is further authorized to advertise the sale of Tax Credits, effectuate such sale, and execute and deliver or cause to be executed and delivered all documents, certificates, receipts, letters and opinions required to be executed on behalf of the Company or deemed necessary or advisable to facilitate the sale of the Tax Credits in accordance with the CEA;

(6) Enter into a lease, as lessor, for VBR's possession and use of the Property upon the Company's completion of the Project until such time as said lease terminates in accordance with the CEA;

(7) Convey the renovated Property and the proceeds of the Company's sale of Tax Credits in connection with the Project to VBR upon completion of the Project and in accordance with the CEA.

RESOLVED, that Scott Michelet, as Chairman of the Board of the Company (the "Authorized Representative"), is hereby authorized, acting alone but on the advice of bond counsel, tax credit counsel, and municipal advisor to the Company, to execute and deliver all documents in

connection with the Authorized Actions in the name of, and for and on behalf of, the Company as may be necessary, desirable or proper in order to fully carry out the transactions contemplated herein.

RESOLVED, that this Resolution shall become effective immediately upon adoption hereof.

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

Member	Yes	No	Abstain	Absent
Janice Delerno	X			
Gary Jupiter Jr.	X			
Karen Soniat Ph.D.	X			
Claude Reynaud Jr.	X			
Rowdy Gaudet (Chairman)	X			
Marty Engquist	X			
Gary Patureau	X			
Stephen Hightower (Vice Chairman)	X			
Robyn Merrick (Secretary/Treasurer)				X
Jeremy Fontenot	X			

And the Resolution was declared adopted on Sept. 24, 2026.

THUS DONE, ADOPTED AND SIGNED this 24th day of September, 2026.

/s/ Rowdy Gaudet

By: Rowdy Gaudet, Chairman

Board of Directors, Visit Baton Rouge

STATE OF LOUISIANA
PARISH OF EAST BATON ROUGE

I, the undersigned Secretary/Treasurer of the Board of Directors of Visit Baton Rouge, a political subdivision of the state of Louisiana ("VBR"), do hereby certify that the above and foregoing is a true and correct copy of a Resolution adopted at a meeting of the Board of Directors of Visit Baton Rouge held on the 24th day of September, 2026, at which a quorum was present and voting, and that said Resolution has not been amended, modified, or rescinded and is in full force and effect as of the date of this certification.

IN FAITH WHEREOF, witness my official signature on this, the 24th day of September, 2026.

/s/ Robyn Merrick

Robyn Merrick, Secretary

EXHIBIT A
Property Description

ITEM I:

A certain lot or parcel of ground, situated in that part of the City of Baton Rouge, State of Louisiana, known as **HICKEY, DUNCAN AND MATHER TOWN**, and designated on the official map of the City of Baton Rouge, made by F.F. Pillet, C.E., adopted by the Commission Council of said city on October 30, 1930, which is on file and of record in the office of the Clerk and Recorder of this Parish as **LOT THREE (3) of SQUARE TWO (2) or NINETY FOUR (94)**, which said lot measures Sixty Four (64) feet front on the east side of Lafayette Street by a depth at right angles and between parallel lines of One Hundred Twenty Eight (128) feet.

ITEM II:

All buildings, improvements, easements, servitudes, appurtenances, rights, privileges belonging or appertaining to the property, including, but not limited to, any land lying in the bed of any street, road or avenue, opened or proposed, adjoining the property and any and all rights and claims, whether personal or real, against third parties arising out damages of any type to said property or in any other manner including, but not limited to, the right to enforce obligations regarding the past, present, or future environmental condition of said property.

Motion carried.

Discussion was held concerning the approval of RFP Selection Committee for Raising Cane's River Center Interim Subcontract Management.

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