Special GCVB Board of Director’s Minutes  
May 21, 2018  
Conference Call 

Attendance:  
Members in attendance were Richard Tucker, Commissioner Lynette Howard, Beth Hilscher, Laura Grams, Dr. Mark Newton, Marcy Adams, Tommy Hughes, Tom Martin and Norberto Sanchez. Also present were Preston Williams, Lisa Anders, Stan Hall, Joey Dennis, Lee Tucker, and Sondra Thomas-Moore. 

Board Members Bert Nasuti, Jace Brooks, and Dr. Dan Kaufman were absent. 

Call to Order:  
Chairman Richard Tucker welcomed the group, the Conference Call meeting came to order at 11:00 am. 

Update:  
Lee Tucker explained the purpose of the Special Conference Call Board Meeting and our goal is the approval of the following: 

- Amended and Restated Operations and Management Agreement  
- New Destination Marketing Organization Agreement  
- Revised GCVB Budget 

The board had a general discussion of the effects of the 1% increase in Hotel/Motel tax on the current O&M Agreement. They discussed how it necessitates the revisions to the O&M Agreement, the new DMO Agreement and the revised budget. 

The following Resolution of the Board of Directors of the Gwinnett Convention & Visitors Board, Inc. presented to the board: 

Special Called Meeting 

WHEREAS, the Gwinnett Convention and Visitors Bureau, Inc. (“GCVB”) is responsible for the operation and management of the Gwinnett Center, a/k/a Infinite Energy Center, campus (the “Gwinnett Center”) pursuant to that certain Operation and Management Agreement, dated April 1, 2001 and most recently amended in 2012, with Gwinnett County (the “Original Agreement”);
WHEREAS, GCVB and Gwinnett County desire to amend and restate the terms and conditions of operating and managing the Center for the benefit of the citizens of Gwinnett County pursuant to the terms of an Amended and Restated Operation and Management Agreement (the “A&R Operating Agreement”) which will replace and supersede the Original Agreement in its entirety;

WHEREAS, during the 2018 Session of the Georgia General Assembly, local legislation authorized the Gwinnett County Board of Commissioners to levy a Hotel/Motel tax at the rate of 8% pursuant to Official Code of Georgia Annotated Section 48-13-51(b)(4) et. seq.

WHEREAS, GCVB may be designated by Gwinnett County as the “Destination Marketing Organization” (the “DMO”) for purposes of the Hotel/Motel tax and, in such event, GCVB shall perform and furnish all activities necessary to promote tourism, conventions, and trade shows within Gwinnett County.

WHEREAS, GCVB and Gwinnett County desire to set forth the terms and conditions relating to GCVB’s service as Gwinnett County’s DMO pursuant to the terms of a Destination Marketing Services Agreement between the GCVB and Gwinnett County (the “DMO Agreement”).

WHEREAS, Gwinnett County may levy of a Hotel/Motel tax at the rate of 8%;

WHEREAS, GCVB in its capacity as the DMO will receive and expend additional Hotel/Motel tax funds during 2018 and, as such, desires to amend its previously adopted 2018 budget to reflect these monies (the “Amended Budget”);

WHEREAS, the foregoing matters will enable GCVB to promote tourism, cultural amenities and economic development within Gwinnett County and generally benefit the citizens of Gwinnett County as well as enhance the financial strength of the Gwinnett Center.
NOW, THEREFORE, BE IT RESOLVED THAT:

(1) the Board hereby authorizes the Chairman and Secretary, as applicable, on behalf of the GCVB, to execute the A&R Operating Agreement attached as an exhibit to this Resolution;

(2) the Board hereby authorizes the Chairman and Secretary, as applicable, on behalf of the GCVB, to execute the DMO Agreement attached as an exhibit to this Resolution;

(3) the Board hereby approves the Amended Budget attached as an exhibit to this Resolution;

(4) all agreements, documents and/or actions taken relating to the matters set forth in this Resolution entered into by and/or on behalf of the GCVB up through the date hereof in connection with the A&R Operating Agreement, the DMO Agreement and/or the Amended Budget are hereby ratified and approved by the Board;

(5) the Board hereby delegates to the Chairman, the Secretary and the Board’s Executive Committee the right and authority, on behalf of the GCVB, to negotiate all aspects of the transactions relating to the A&R Operating Agreement, the DMO Agreement and/or the Amended Budget and enter into any and all agreements and contracts related thereto subsequent to the date hereof, and hereby authorizes the Chairman and Secretary, as applicable, to execute any such agreements, documents and/or contracts on behalf of the GCVB; and

(6) the Board authorizes the GCVB’s employees to take all such further actions as may be necessary to consummate the matters subject to this Resolution and perform the GCVB’s obligations in relation thereto (including, specifically, but without limitation, any action required, related to and/or permitted pursuant to Official Code of Georgia Annotated Section 48-13-51(b) et. seq.).
Tom Martin made a motion for approval of the Resolution of the Board of Directors of the Gwinnett Convention & Visitors Board, Inc.

Tommy Hughes seconded the motion.

Upon motion duly made and properly seconded, the Resolution of the Board of Directors of the Gwinnett Convention & Visitors Board, Inc. were unanimously approved.

Adjournment:

There being no further business, Chairman Tucker adjourned the meeting at 11:12 m.

Preston Williams, Chief Executive Officer
Gwinnett Convention and Visitors Bureau/Infinite Energy Center