



Annual Meeting

MALC

October 15, 2020

Wintzell's Oyster House

4:00pm

Meeting Minutes

Attendance: Kent B, Margo G, Duncan M, Shannon H, Nikhi P, Ken P, Raj D, Teresa F, Judi Gullledge, David C.

Absent : Hunter O, Levon M

- I. **Call to Order Annual meeting of MALC – Kent Blackinton, Chairman of the Board**-Meeting called to order at 4:06
- II. **Confirmation of Notice of Meeting – Duncan Millar, Secretary**-Notices were emailed to all MALA members and any other known contacts on October 2nd. Meeting notice was also posted on the MALA and MALC websites on October 2nd.
- III. **Introduction of Initial Members of the Board, Kent Blackinton, Chair**-Kent introduced the initial board that was in place for incorporation. Kent Blackinton-Chair, Margo Gilbert-Vice Chair, Shannon Harris-Treasurer, Duncan Millar-Secretary.
- IV. **Election of Directors**
 - i. We will be electing 6 Board of Directors as follows:
 1. **2 Representatives from Geographical Area Tillman's Corner**-Theresa Floyd, Raj Desai
 2. **1 Representatives from West Mobile**- Nik Patel
 3. **1 Representative from Downtown**-Ken Patel
 4. **1 Representative of Restaurants**-Hunter Omainsky
 5. **1 Representative of Attractions** -Judi Gullledge

6. **Non-voting ex officio Directors are**-David Clark from Visit Mobile and the City of Mobile representative Levon Manzie.
- V. **Results and Certification of the Votes - Bobby Hall – CPA**-Methodology of voting count was explained by Mr. Hall. Results were certified by MALC Secretary Duncan Millar and the board is in place.
- VI. **Presentation of MALC Activities – Kent Blackinton Chair, Margo Gilbert Vice Chair**-Activities that have been going since the initial inception of the corporation.
- a. Engaged CPA Firm, Hall & Associates-Will handle things like P&L, taxes and other administrative duties.
 - b. Secured Financial Institution, 22nd State Bank-Local operation
 - c. Secured BOD/MALC Insurance Coverage...This is in process. A company that specializes in policies for board is helping conduct a search.
 - d. MTID collections began July 1, 2020-Reminder that hotels less than 40 rooms do not participate. There are currently 63 hotels that fund the TID.
 - e. Current inflows of TID Collections There is an estimated \$300,000 FY 2020 revenue that will flow to the 2021 FY once the city collects in full.-
 - f. All outflows of TID expenses -Minor expenses incurred so far. \$500 for printing of maps that show the boundaries and participating hotels.
- VII. **Initial BOD (Duncan Millar and Margo Gilbert) to draw lots to determine individual length of terms – One, two or three years**-Margo drew a 3 year term and Duncan drew a 2 year term.
- VIII. **Determination of a Quorum – Kent Blackinton, Chairman and Duncan Millar, Secretary**-There will need to be 5 voting members present at a meeting to make a quorum. We had 7 voting members at this meeting.
- IX. **Election of Officers – Chairman, Vice Chair, Treasurer, Secretary: will take nominations from the floor.**-Kent was motioned by Margo and seconded by Nick Patel to remain as Chairman. Vote was taken and unanimous. After that Judi Gullede recommended the existing board stay on for continuity. There will need to be a change in Treasurer as Shannon Harris will be falling off the board as of this meeting. Motion was made by Kent and seconded by Nick. Vote was taken and unanimous approval. Theresa Floyd was nominated for the position of Treasurer by Nick and seconded by Kent. A vote was taken and unanimous approval.
- X. **Distribute Preliminary FY 2021 Budget**-Margo shared the draft budget. She discussed the methodology in coming up with the revenue. Some of the expenses are set through the District Management Plan and can only be changed by amendments. Marketing takes up the majority of the expenses and a draft plan has been provided by Emily Gonzales from Visit Mobile. One item of particular interest to all hotels is a photo shoot in December that will get new stock photos for all hotels and will be shared with each hotel to use as desired. This will also give Visit Mobile good consistent stock photos to use for their purposes. Capital reserves will have a process to go through to spend the funds. There will be a committee just for this.

- XI. **Determine Committees** (anyone can participate on a committee and not just board members. Individuals would need to have some kind of tie in to the lodging community) **needed in FY 10/1/20 through 9/30/21; Proposed committees are**
- a. **Nominating Committee**-Will help identify any new board members for future vacancies.
 - b. **Marketing Committee**-Will work with Visit Mobile on the spending of the marketing portion of the funds.
 - c. **Finance Committee**-Theresa will chair this and will work with Bobby closely.
 - d. **Capital Committee**-Will plan on spending of the Capital Funds.
- It was discussed and determined that each committee will have a cap of 5 members to keep things from being too cumbersome. People can serve on more than one committee if they feel they have the time and attention to do so.
- XII. **Determine first BOD Meeting, tentative November 5, 2020 distribute preliminary Agenda-**
A discussion was made to have the next meeting on November 5th at 4:00 to avoid the presidential election. Time of the meetings were discussed as well and determined late afternoon works best for now. Locations were discussed and Visit Mobile offered to host the next few meetings until we get a good grasp on how the future will look.
- XIII. **Questions from the Audience, Kent Blackinton**-Kent brought up a plan for the forthcoming meetings. He would like to meet in November as discussed with the main focus of approving the budget. We will look to have one meeting in December to present the budget and to discuss detailed marketing plan. This will also be a general meeting where all are encouraged to attend and the bylaws say there must be one per year. From here he would like to meet every other month for the first half of the year and then move to the planned quarterly meetings.
- Margo also asked for all to fill out the board info sheet that will be used to secure the insurance on each individual.

Adjournment-Meeting was adjourned at 4:47.



MALC AGENDA

FIRST BOARD OF DIRECTORS MEETING

November 5, 2020

4:00PM

Mobile Convention Center

Room 107 A&B

- I. Call to Order
- II. Introductions
- III. Approval of 10.15.20 Minutes
- IV. Presentation of BOD Binder
- V. Review High Level responsibilities of BOD
- VI. Establish Meeting Dates, Times & Frequency
- VII. Review Insurance Coverage & Approve – The Roux Company LLC
- VIII. Approval of Attorney on Retainer – Preston Bolt, Hand Arendall
- IX. Review CPA Roles and responsibilities
- X. Review Hotels past due discussion on delinquent payments penalty/interest/liens/city audit
- XI. Recommend to amend the following to MALC By-Laws – possible hold over
- XII. Conflict of Interest Policy & Disclosure of Business Relationship BOD to sign
- XIII. Marketing Plan Overview
- XIV. Approve FY 2021 Budget
- XV. Discussion 1st Capital commitment
- XVI. Committee Nominations –Chair + 4 members review expectations
 - a. Finance Committee
 - b. Marketing Committee
 - c. Capital Committee
 - d. Nominating Committee
- XVII. Adjourn



Proposed Capital Projects FY 2021 - \$172,440 + \$46,440 (Carry Over 2020) = \$218,880

1. Tillman's Corner Gateway Entrance
2. Soccer Complex – Pavilion, Lighting, Signage
3. Wayfinding Signage
4. Attractions uniform Ticket Sales

Nonprofit organizations of all shapes and sizes are at risk of litigation from donors, vendors, competitors, employees and regulators. Nonprofit D&O insurance helps cover the defense costs, settlements and judgments arising out of such lawsuits and wrongful act allegations brought against the organization and its directors, officers, trustees and employees.

The quoted policy includes, subject to any express endorsements listed above, coverage for the following:

- First Dollar Defense – Costs of Defense do not apply to the retention
- Defense Costs are in addition to the Limit of Liability
- Employed Lawyer coverage
- No Individual Insured vs. Insured Exclusion
- Notice of Claim – as soon as practicable
- Prior acts coverage
- Personal Injury Coverage Backstop
- Third Party coverage for harassment, discrimination and civil rights violation claims.
- Sublimit for defense of Fair Labor Standards Acts Claims (if coverage is purchased)
- Access to a toll-free hotline service which provides complimentary telephone consultation for Employment Practices matters.

Coverage is provided on a duty-to-defend basis.

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ABAIS is pleased to offer you this Non-Profit D&O quotation from Great American Insurance Group. Great American Insurance Group is rated "A+" by A.M. Best. The company has maintained an "A" rating or higher from A.M. Best for over 100 years and is one of only five property and casualty carriers to do so.

The information contained in the application may be subject to verification by the Insurer. The Insurer reserves the right to modify or withdraw the terms of this quotation if the application does not meet the acceptability requirements of this program and the Insurer, in its sole discretion, determines that the terms of this quotation are no longer appropriate. In addition, failure to accurately and completely report all application information may result in modification or withdrawal of the quote by the Insurer.

If subsequent to the date of this quotation and before any request to bind there is a material change in the condition of the Proposed Insured or an event which could materially change the underwriting evaluation of the Proposed Insured, then at Insurer's option, this quote will be withdrawn.

In the event of any conflict or ambiguity between the proposed policy and any statements made concerning this coverage, the proposed policy shall control.

This is not a contract of insurance.

Terms of coverage, including exclusions, are contained in the insuring agreement.

A policy specimen is available upon request.

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FULL SERVICE | Employment Practices Helpline

The EPL Helpline offers unlimited telephone access to an experienced employment law partner from Littler Mendelson. Topics of discussion typically involve employee discipline and terminations, sick leave, attendance, harassment claims, and best practices related to employee investigations. Attorneys from Littler are available to:

- ✦ Guide a small business through the proper steps with respect to personnel actions;
- ✦ Answer employment-related legal questions; and
- ✦ Identify the best approach to investigate, document, and resolve workplace issues/disputes.

SELF-DIRECTED | HRRiskManager.com

The on-demand, self-service resources of this password-protected web portal include over 2,500 pages of HR forms, policies, reference manuals, handbooks, and other supplements created by Littler attorneys.

- ✦ Action-oriented content carefully designed to help manage workflow and reduce exposure.
- ✦ Easily accessible resource for executive leadership, HR professionals, or anyone with personnel management responsibilities.

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MOBILE AREA LODGING CORPORATION FY 2021 PROPOSED BUDGET

	OCT	NOV	DEC	JAN	FEB	MARCH	APRIL	MAY	JUNE	JULY	AUG	SEPT	TOTAL
REVENUE													
6321	50%	42%	43%	51%	60%	47%	47%	48%	51%	55%	51%	52%	
Monthly Collections	\$ 97,976	\$ 79,645	\$ 84,259	\$ 99,935	\$ 106,193	\$ 92,097	\$ 89,126	\$ 94,056	\$ 96,711	\$ 107,773	\$ 99,935	\$ 101,895	\$ 1,149,600
FIXED EXPENSES													
City 1%	\$ 980	\$ 796	\$ 843	\$ 999	\$ 1,062	\$ 921	\$ 891	\$ 941	\$ 967	\$ 1,078	\$ 999	\$ 1,019	\$ 11,496
Contingency 7%	\$ 6,858	\$ 5,575	\$ 5,898	\$ 6,995	\$ 7,433	\$ 6,447	\$ 6,239	\$ 6,584	\$ 6,770	\$ 7,544	\$ 6,995	\$ 7,133	\$ 80,472
Capital Reserve 15%	\$ 14,696	\$ 11,947	\$ 12,639	\$ 14,990	\$ 15,929	\$ 13,815	\$ 13,369	\$ 14,108	\$ 14,507	\$ 16,166	\$ 14,990	\$ 15,284	\$ 172,440
ADMINISTRATIVE EXPENSES 7%													\$ 80,472
Accounting Hall & Assoc	\$ 995	\$ 995	\$ 995	\$ 995	\$ 995	\$ 995	\$ 995	\$ 995	\$ 995	\$ 995	\$ 995	\$ 995	\$ 11,940
Insurance	\$ 2,500	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 2,500
Annual Audit	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 3,000	\$ 3,000
Paper Supplies	\$ 800	\$ 500	\$ -	\$ -	\$ -	\$ 250	\$ -	\$ -	\$ -	\$ -	\$ 500	\$ -	\$ 2,050
Annual Meeting	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Website	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Annual Board eVote	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 3,000	\$ 3,000
Bank Fees	\$ 50	\$ 50	\$ 50	\$ 50	\$ 50	\$ 50	\$ 50	\$ 50	\$ 50	\$ 50	\$ 50	\$ 50	\$ 600
Legal Fees	\$ 5,000	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 5,000
TOTAL	\$ 9,345	\$ 1,545	\$ 1,045	\$ 1,045	\$ 1,045	\$ 1,295	\$ 1,045	\$ 1,045	\$ 1,045	\$ 1,045	\$ 1,545	\$ 7,045	\$ 28,090

Marketing Expenses 70% \$ 804,720 \$ 17,320

Data Research	Arrivalist	\$ -	\$ -	\$ 60,000	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 32,400	\$ -	\$ 60,000
	Kiosk (3 locations)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 32,400
Digital Ads	Convertant - Banner Ads+NEI Reporting	\$ -	\$ -	\$ 15,000	\$ 15,000	\$ 15,000	\$ 15,000	\$ 15,000	\$ 15,000	\$ 15,000	\$ 15,000	\$ 15,000	\$ 150,000
	Compass Media - SEM / SEARCH	\$ -	\$ -	\$ 3,000	\$ 3,000	\$ 3,000	\$ 3,000	\$ 3,000	\$ 3,000	\$ 3,000	\$ 3,000	\$ 3,000	\$ 30,000
	Opportunities Unknown	\$ -	\$ -	\$ 12,500	\$ -	\$ 12,500	\$ -	\$ 12,500	\$ -	\$ 12,500	\$ -	\$ 12,500	\$ 50,000
Social Media Ads	Facebook / Instagram	\$ -	\$ -	\$ 500	\$ 500	\$ 500	\$ 500	\$ 500	\$ 500	\$ 500	\$ 500	\$ 500	\$ 5,000
	LinkedIn	\$ -	\$ -	\$ 250	\$ 250	\$ 250	\$ 250	\$ 250	\$ 250	\$ 250	\$ 250	\$ 250	\$ 2,500
OTA Ads	Expedia	\$ -	\$ -	\$ 25,000	\$ 16,667	\$ 16,667	\$ 16,667	\$ 16,667	\$ 16,667	\$ 16,667	\$ 16,667	\$ 16,667	\$ 175,000
Magazine Print Ads / Advertisals	Group Tour Media	\$ -	\$ -	\$ 4,000	\$ 4,000	\$ 4,000	\$ 4,000	\$ 4,000	\$ 4,000	\$ 4,000	\$ 4,000	\$ 4,000	\$ 20,000
	Black Meetings & Tourism	\$ -	\$ -	\$ 5,000	\$ 5,000	\$ 5,000	\$ 5,000	\$ 5,000	\$ 5,000	\$ 5,000	\$ 5,000	\$ 5,000	\$ 25,000
	Alabama Magazine	\$ -	\$ -	\$ 3,000	\$ 3,000	\$ 3,000	\$ 3,000	\$ 3,000	\$ 3,000	\$ 3,000	\$ 3,000	\$ 3,000	\$ 15,000
	Opportunities Unknown	\$ -	\$ -	\$ 12,500	\$ -	\$ 12,500	\$ -	\$ 12,500	\$ -	\$ 12,500	\$ -	\$ 12,500	\$ 50,000
Newspaper Print Ads	n/a	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Press Trips	General Travel	\$ -	\$ -	\$ 2,500	\$ -	\$ 2,500	\$ -	\$ 2,500	\$ -	\$ 2,500	\$ -	\$ 2,500	\$ 10,000
	Cultural Travel (focus on Clotilda)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 5,000
FAM Trips	n/a	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Photography	Threshold 360	\$ -	\$ -	\$ 20,000	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 20,000
Video	Destination Branding (in room video)	\$ -	\$ -	\$ -	\$ 30,000	\$ 30,000	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 30,000
	Commercial re: Staying in Mobile	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 30,000
Radio Ads	NPR - Focus on Storycations	\$ -	\$ -	\$ 1,000	\$ 1,000	\$ 1,000	\$ 1,000	\$ 1,000	\$ 1,000	\$ 1,000	\$ 1,000	\$ 1,000	\$ 10,000
TV Ads	n/a	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Billboards	3 boards (Atmore / MS Line / FL Line)	\$ -	\$ -	\$ 60,000	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 60,000
Trade Shows	n/a	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Website	Map Publisher	\$ -	\$ -	\$ 7,500	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 7,500
TOTAL		\$ -	\$ -	\$ 124,750	\$ 148,416	\$ 78,917	\$ 63,417	\$ 51,417	\$ 60,917	\$ 63,416	\$ 81,317	\$ 63,417	\$ 787,400

Profit/Loss \$ 66,096 \$ 59,781 \$ (60,916) \$ (72,511) \$ 1,806 \$ 6,203 \$ 16,166 \$ 10,461 \$ 22,006 \$ 18,524 \$ (5,912) \$ 7,997 \$ 69,702