



November 8, 2020 Emergency meeting

Topic - Discuss results of November 6, 2020 conversation with Weston

Location: Virtual via zoom.

Attending:

Howard Wilson II

Matthew Alfred

Kimber Chessmore

Ken Chalker

Aislinn Burrows

Chelsea Haldane

Caleb Haldane

Amber Hanneken

Carmen Bryan

Perrin Smith joined 2:51pm - dropped 4:15

Quorum: Yes. 4 board members present.

Vice President opened at 2:21PM.

Primary liability is the hotel contract. Amount currently in question. We are looking to not incur fees due to cancellation because of on-going COVID crisis.

Current revenue:

\$9220 from memberships attending SoonerCon 29.

\$16,255.00 from exhibitors/vendors attending SoonerCon 29.

\$1465 from artists attending SoonerCon 29.

Total \$26940.

ACTION ITEM 3a and b: Ken/Matthew: FIRM DEADLINE Wednesday 11/11/2020 - Determine month to month costs, asset vs liability rundown, ALL assets and value. (Item 3A)

Assets after refunds of above amounts: Total current in bank minus the \$26940. Exact number not available at this time.



# Future Society of Central Oklahoma

## ACTION ITEM 3d:

11/13/2020 (Expected to have letter) Aislinn/Matthew/Amber to reach out to Shai and work with her to see if Mayor Clark and Rep Bell will sign our letter and if available, attend meeting with hotel.

ACTION ITEM 3f: Kimber/Amber to reach out to the community/establish outlet to react. (Tentative timeframe, weekend after we talk to hotel).

ACTION ITEM 4a: Investigate bankruptcy attorney. DEADLINE: Have one by hotel meeting.

Hotel meeting attendee list: Aislinn Burrows, Matthew Alfred, Perrin Smith, Mayor Clark (if available)

Motion to accept the report from Aislinn re: Weston conversation (attached)  
All board present accept motion, vote aye.

Motion to adjourn all board present vote aye, adjourned 4:21pm

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Report from 11/6/20 Zoom call with Weston Watts, JD (Overman Legal Group)

Aislinn met via Zoom with FSCOK's contracts attorney, Weston Watts on 11/6/20 from 10:00 a.m. to 11:05 a.m.

### 1. General summary

- a. Weston concurs that cancellation re: force majeure as applicable legal argument
  - i. Recommends letter to acknowledge our intent to cancel
  - ii. Will be sent to the hotel by 11/16 and request an in-person meeting (with their legal counsel present) to resolve go-forward.
    - 1. Response from hotel requested by 11/24; meeting to be scheduled early Dec. following Thanksgiving holiday.
    - 2. That meeting discussion could include pushing to 2023; main goal is to not incur cancellation fees now.
  - iii. Main thrust is our liquidity crisis + COVID-19 position
- b. PR: Org's community impact
  - i. FSCOK is a community-building org and placemaking org
  - ii. Defining our publics

### 2. Budgeting

- a. If hotel sues for cancellation fees, advised a litigation budget of ~\$7500
  - i. Weston will initially request summary judgement to avoid trial, citing liquidity crisis and COVID-19 force majeure; would attempt to negotiate a lower bank value on cancellation fee prior to this time.
  - ii. Will also note that lack of such a judgement will bankrupt org.



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PO Box 950406; Oklahoma City OK 73195-0406

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- b. If hotel agrees
  - to cancellation plan in letter, plus meeting time, etc. estimated budget of ~\$2000
  - c. Recommend stop AR (as we have done with no membership sales, vendor sales, etc.) and use current talk track from 11/4 reply to customers until otherwise advised.
    - i. This is to avoid appearance of preferential transfer in bankruptcy, as well as potential claw-back in case of summary judgement in either bankruptcy or 2021 contract cases.
  - d. In lieu of accepting donations for a legal fund, we can advise donors to pay directly to Overman legal on our behalf (to our account in trust at their firm).
    - i. This action can similarly be done for any of our AP (CPA, software subscriptions, etc.)
  - e. Estimated min. \$1800 for bankruptcy attorney, max. ~\$2500
  
- 3. Required FSCOK Actions (immediate beginning Monday, 11/9)
  - a. ASAP: provide current asset inventory list and grand total \$ evaluation
  - b. ASAP: determine our assets-liability ratio
    - i. Some of this info can also be used for our tax prep
  - c. Review letter of intent once received next week from Weston; approve for send to Embassy (expected by Friday 11/13/20)
    - i. Response from hotel will be requested due by Tues. 11/24
  - d. Reach out to Mayor Clark for a request to sign to our letter; same for Rep. Bell
    - i. If amendable, invite both to participate in meeting with hotel
    - ii. This outreach must occur beginning 11/9 and prior to hotel letter send if possible.
      - 1. Aislinn advises reaching out to Shai for this assistance.
  - e. Transfer all memberships, artist, and vendor sales monies to its own GL on accounting; this is considered us holding these funds in trust.
    - i. Enables to refund once bankruptcy attorney advises OK to do; this will not happen until completion of a bankruptcy filing assets-to-liability matrix most likely
    - ii. Means we are working from 2019 convention carryover for operating capital.
  
- 4. Other recommendations
  - a. Bankruptcy attorney: Mark Mitchell, JD (Mitchell & Hammond firm in OKC, 405-217-0526)
  - b. Designating hotel meeting participants