

**FAIR PARK FIRST
MINUTES OF MEETING OF
THE BOARD OF DIRECTORS**

January 15, 2019

A meeting of the Board of Directors (the "Board") of Fair Park First, a Texas non-profit corporation (the "Corporation"), was held at Tower Building Board Room, Dallas Fair Park, 3809 Grand Avenue, Dallas, TX 75210 on January 15, 2019, at 4:03 p.m.

Directors Present: Terry Kittleson
Norman Alston
Darren L. James
John L. Proctor (joined at 4:21 pm)
Veletta Forsythe Lill
Margo Keys
Mercedes Fulbright
Emily H. Ledet
Reverend Donald Parish
Ovidia Amaya

Directors Absent: Arcilia Acosta

Guests: Robert Stewart, Fair Park Board Liaison
Sonya Woods, Fair Park Board Liaison

Legal Counsel: Robert McCormick, Winstead PC
Sean Brown, Winstead PC

Mr. Norman Alston acted as the secretary of the meeting. Mr. Darren James served as the chair of the meeting.

1. Call to Order.

Mr. Darren L. James officially called the meeting to order. Nine of the Board members were in attendance at the meeting, and with there being a quorum present, the meeting proceeded.

2. Approval of Minutes.

The next order of business on the agenda was the approval of the minutes from the meeting held on December 18, 2018. There being no discussion or questions, a motion was made and duly seconded, and the minutes were approved as presented.

3. Report from the President.

Darren L. James, as President of the Corporation, provided a general update on the operations of Fair Park.

4. Report from the Secretary.

Norman Alston, as Secretary of the Corporation, discussed the procedures for adding items to the agenda for the immediately succeeding meeting of the Board, which will be to send the Secretary an email at least one week prior the applicable meeting with a short description of the item that needs to be discussed. Additionally, he reminded that Board to watch the training videos on the Texas Open Meetings Act and Texas Public Information Act.

5. Report from Spectra

Mr. James read an update on the operations of Fair Park provided by Spectra, which is attached as Exhibit A.

6. Establishing Board Development Committee.

The Board discussed whether the Corporation should form a committee to seek and engage individuals to serve on the Board.

When there were no further discussions or questions, Mr. James entertained a motion to authorize the Corporation to form the Board Development Committee. Upon a motion duly made and seconded, the following resolutions were adopted by all of the Board members present at the meeting voted and approved the following resolutions:

RESOLVED, that the Board Development Committee be, and it hereby is, established by the Board of Directors, effective as of December 18, 2019, to have the duties and responsibilities set forth in the Bylaws of the Corporation and as may be further delegated to the Board Development Committee by the Board from time to time; and

RESOLVED FURTHER, that the Board Development Committee shall meet on the call of the Chairperson of the Board Development Committee (as such individual is designated by the Board) or, in his or her absence, on the call of the majority of the members of the Board Development Committee;

RESOLVED FURTHER, that the Chairperson of the Board Development Committee may add and remove persons from the Board Development Committee in his or her discretion without resolution;

RESOLVED FURTHER, that Veletta Forsythe Lill shall be the Chairperson of the Board Development Committee until her successor is appointed and qualified, or until her earlier death, resignation or removal as a member of the Board Development Committee or as a member of the Board of Directors.

7. Establishing Executive Director Development Committee.

The Board discussed whether the Corporation should form a committee to seek and engage an individual to serve as Executive Director of the Corporation.

When there were no further discussions or questions, Mr. James entertained a motion to authorize the Corporation to form the Executive Director Development Committee (the “ED Development Committee”). Upon a motion duly made and seconded, the following resolutions were adopted by all of the Board members present at the meeting voted and approved the following resolutions:

RESOLVED, that the ED Development Committee be, and it hereby is, established by the Board of Directors, effective as of the date hereof, to have the duties and responsibilities set forth in the Bylaws of the Corporation and as may be further delegated to the ED Development Committee by the Board from time to time; and

RESOLVED FURTHER, that the ED Development Committee shall meet on the call of the Chairperson of the ED Development Committee (as such individual is designated by the Board) or, in his or her absence, on the call of the majority of the members of the ED Development Committee;

RESOLVED FURTHER, that the Chairperson of the ED Development Committee may add and remove persons from the ED Development Committee in his or her discretion without resolution;

RESOLVED FURTHER, that Emily H. Ledet shall be the Chairperson of the Nominating Committee until her successor is appointed and qualified, or until her earlier death, resignation or removal as a member of the ED Development Committee or as a member of the Board of Directors.

8. Establishing Facilities/Historic Preservation Committee

The Board discussed whether the Corporation should form a committee to advise the Board and the Corporation's consultants on the assessment, repair, renovation, maintenance, planning, and restoration of the physical aspects of Fair Park's facilities, including buildings, landscaping, utilities and infrastructure.

When there were no further discussions or questions, Mr. James entertained a motion to authorize the Corporation to form the Facilities/Historic Preservation Committee (the "Facilities Committee"). Upon a motion duly made and seconded, the following resolutions were adopted by all of the Board members present at the meeting voted and approved the following resolutions:

RESOLVED, that the Facilities Committee be, and it hereby is, established by the Board of Directors, effective as of the date hereof, to have the duties and responsibilities set forth in the Bylaws of the Corporation and as may be further delegated to the Facilities Committee by the Board from time to time; and

RESOLVED FURTHER, that the Facilities Committee shall meet on the call of the Chairperson of the Facilities Committee (as such individual is designated by the Board) or, in his or her absence, on the call of the majority of the members of the Facilities Committee;

RESOLVED FURTHER, that the Chairperson of the Facilities Committee may add and remove persons from the Facilities Committee in his or her discretion without resolution;

RESOLVED FURTHER, that Norman Alston shall be the Chairperson of the Facilities Committee until his successor is appointed and qualified, or until his earlier death, resignation or removal as a member of the Facilities Committee or as a member of the Board of Directors.

9. Report of Board Development Committee.

Ms. Forsythe Lill, Chairperson of the Board Development Committee, shared with the Board that there are four available seats. The Board Development Committee is looking to fill such positions with individuals with expertise in at least one of the following areas: (i) marketing, (ii) real estate development, (iii) legal, (iv) finance, (v) accounting, (vi) fundraising, or (vii) nonprofits.

10. Report of Executive Director Development Committee.

Ms. Ledet, Chairperson of the ED Development Committee, shared with the Board the ED Development's Committee philosophy for filling the position of Executive Director of the Corporation. The ED Development Committee is in the process of examining candidates.

11. Report of Facilities/Historic Preservation Committee.

Mr. Alston, Chairperson of the Facilities Committee, provided a written update demonstrating the role of the committee and its current members, which is attached hereto as Exhibit B. It also explains the backgrounds of the individuals that the Facilities Committee wants to attract. Lastly, Mr. Alston explained the current and recent activities of the Facilities Committee.

12. Winstead PC Legal Representation of Corporation.

The next order of business was to review and discuss the engagement of Winstead PC as legal counsel to the Corporation. Discussions ensued among the Board members.

When there were no further discussions or questions, Mr. James entertained a motion to authorize the Corporation to engage Winstead PC as legal counsel to the Corporation. Upon a motion duly made and seconded, the following resolutions were adopted by all of the Board members present at the meeting voted and approved the following resolutions:

RESOLVED, that Mr. Darren L. James, President of the Corporation, be, and hereby is, authorized, empowered and directed to engage Winstead PC as legal counsel to the Corporation on such terms as may be approved by the President of the Corporation.

13. Schedule of Regular Monthly Board Meetings.

The next order of business was to review and discuss holding one of the monthly Board meetings each quarter at 6:00 p.m., instead of 4:00 p.m. Discussions ensued among the Board members.

When there were no further discussions or questions, Mr. James entertained a motion to approve the discussed schedule of meetings of the Board, and upon motion duly made and seconded, all of the Board members present at the meeting voted but the motion failed.

Next, the Board discussed holding all succeeding Board meetings on the third Tuesday of each month at 6:00 p.m.

When there were no further discussions or questions, Mr. James entertained a motion to approve the discussed schedule of meetings of the Board, and upon motion duly made and seconded, all of the Board members present at the meeting voted and approved the following resolutions:

RESOLVED, that the Board hereby approves and adopts the schedule of the Board's regular meetings for the years of 2019 and 2020 as set forth on Exhibit C attached hereto, at such time and place as provided therein, as may be amended from time to time upon notice to the members of the Board.

14. Public Comment

The next order of business was to establish policies and procedures to allow for the public to comment at future meetings of the Board. Discussions ensued among the Board members.

When there were no further discussions or questions, Mr. James entertained a motion to authorize the Corporation to approve the discussed policies and procedures for public comment at all future meetings of the Board. Upon a motion duly made and seconded, the following resolutions were adopted by all of the Board members present at the meeting voted and approved the following resolutions:

RESOLVED, that the Board hereby approves and adopts the schedule of the policies and procedures to allow for public comment at all future meetings of the Board as set forth on Exhibit D attached hereto, at such time and place as provided therein, as may be amended from time to time upon notice to the members of the Board.

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Respectfully submitted,

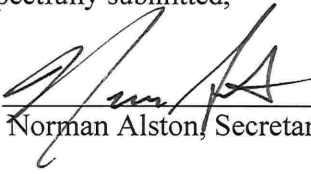
By:  _____
Norman Alston, Secretary

EXHIBIT A
SPECTRA UPDATE

[Attached]

EXHIBIT B
FACILITIES/HISTORIC PRESERVATION REPORT

[Attached]



Fair Park National Historic Landmark
Tower Building
3809 Grand Avenue
Dallas, Texas 75238

Facilities and Historic Preservation Advisory Committee Report to the Board of Directors

January 15, 2019

Role of the Advisory Committee

This Advisory Committee will be composed of individuals with specific skills relevant to the assessment, repair, renovation, maintenance, planning, and restoration of the physical aspects of the park's facilities, including buildings, landscaping, utilities and infrastructure. This committee will advise the board of directors of Fair Park First on these issues as needed. This committee is expected to serve as a sounding board for new ideas for both the FPF Board and for consultants. The committee will also be encouraged to make suggestions on their own and to generate ideas that might further the goals of Fair Park First and augment the preservation of the National Historic Landmark.

Membership

We are currently in the process of adding to the Advisory Committee individuals with the demonstrated skills and interests to advise the Board. The following list identifies those that have accepted as well as those organizations from whom nominations have been solicited. I expect to have the committee substantially complete by the beginning of February. The initial request for nominations was made during the holidays, but most organizations noted that they would not be able to respond before discussing it at their January meeting.

- Norman Alston, AIA, Chair/Fair Park First BOD
- Arcilia Acosta, Fair Park First BOD
- John Proctor, Fair Park First BOD
- Marcel Quimby, FAIA, At-Large Historic Preservation Architect
- AIA Dallas – Pending
- Preservation Dallas – Pending
- Greater Dallas Planning Council – Pending
- TEXO (Construction Professional Organization) – Pending
- ASLA (Landscape Architect Professional Organization)– Pending
- National Organization of Minority Architects – Pending
- AIA Latinos in Architecture – Pending
- Engineering organizations/individuals – Pending
- Planning organizations/individuals – Pending
- State Fair of Texas Liason - Pending
- Dallas Parks Department Liason – Trent Williams

- Dallas Dept of Sustainable Design/Historic Preservation Section: Mark Doty, Sr. Preservation Planner
- At large – As needed and at the discretion of the chair.

Meeting Schedule

We anticipate meeting monthly, a few days prior to the regularly scheduled board meetings. A firm schedule will be determined once most of the committee positions have been filled.

Current and Recent Activities

Advisory Committee membership development is ongoing.

Actively seeking a digitized campus plan (in CAD or GIS formats) to be used as a background for documenting conditions and for record keeping and for planning purposes.

On Thursday, January 10, 2019, there was a meeting with Mark Doty, Sr. Preservation Planner of the City of Dallas, to establish communications and to generally review the role of the Dallas Landmark Commission and how it impacts use of Fair Park. Present were Peter Sullivan, Dee Hirsch and Norman Alston. Immediately following that meeting, Mark Doty also met with Dan Biederman and Rodrigo Rodarte of Biederman Redevelopment Ventures. They walked the site for the purpose of making BRV aware of the local historic landmark requirements and the underlying history of Fair Park as it might impact BRV efforts.

We have reached out to a newly formed committee that has named itself “Working Group for the Recontextualization of Fair Park History and the Memorial to Victims of Lynching in Dallas County”. The Group’s first meeting was December 18, 2018. It is the result of action by the Cultural Affairs Commission, who authorized the Group on June 21, 2018 in response to a City Council resolution on April 25, 2018. The Group’s charge is “...adding a full historical context to Confederate art and symbols at Fair Park and commemorating the Hall of Negro Life, including appropriate signage, markers, digital tour guides, public art, educational programming and/or exhibitions.” I understand that the Group’s membership was selected by Jennifer Scripps of the Office of Cultural Affairs. Their timeline at this point is to have their recommendations together for City Council by June 2019. During their initial meeting, it was recommended by one of the members that Fair Park First should be represented on the Group in some way but I am so far unaware of any invitations to us to serve. Because it has the potential to recommend additions and/or changes to the buildings and grounds at Fair Park, we will continue to monitor and report on their activities and recommendations.

Anticipated Activities and Issues:

Immediate: Establish a practice and communicate it to Board management and public relations consultants that Fair Park be commonly referred to as **Fair Park National Historic Landmark** in all promotional materials, logos, press releases and communications. The goal of this practice is to assert the prestige of the National Historic Landmark designation and to assist in the establishment of Fair Park as an important entity in and of itself, separate from the many activities that will take place there.

Immediate: Identify and prioritize historic preservation/art restoration projects that can be quickly undertaken, provide results clearly visible to the community and which can be initiated with limited funds.

Immediate: Develop written guides and presentations targeted at Fair Park First board members, Spectra staff, In the City for Good, and Biederman Redevelopment Ventures to explain the important elements of the historic park, outline appropriate ways to address them and establish procedures for internal initiation, review and approval of improvements that impact the historic integrity of the National Historic Landmark. These are intended to establish a base line of understanding of what it means to operate in a National Historic Landmark and the boundaries that exist.

Immediate: Identify and catalog all sources of important information on Fair Park facilities.

Near Term: Coordinate with Spectra in regards to assessing building conditions and the development of the capital improvement plans.

Near term: Specifically identify site issues and features that are anticipated to have the greatest impact on the proposed new community park and the upcoming master plan update. Make sure Biederman Redevelopment Ventures is familiar with these issue and look to the thorough coordination of his efforts with the needs of the National Historic Landmark facility.

Near term: Review City of Dallas Landmark Preservation Criteria and endeavor to anticipate any revisions to the Criteria that may be identified as desirable.

Additional activities will be added to this list as they are identified.

End of Report

A handwritten signature in black ink, appearing to read "Norman Alston". The signature is fluid and cursive, with a long horizontal stroke extending to the right.

Norman Alston, AIA

EXHIBIT C
SCHEDULE OF REGULAR MONTHLY BOARD MEETINGS

[Attached]

FAIR PARK FIRST - SCHEDULE OF BOARD MEETINGS

Date	Time	Place
January 15, 2019	4:00 PM CST	Heritage Hall Center, Briscoe Carpenter Livestock Center 1403 Washington Street, Dallas, Texas 75210
February 19, 2019	6:00 PM CST	Heritage Hall Center, Briscoe Carpenter Livestock Center 1403 Washington Street, Dallas, Texas 75210
March 19, 2019	6:00 PM CST	Heritage Hall Center, Briscoe Carpenter Livestock Center 1403 Washington Street, Dallas, Texas 75210
April 16, 2019	6:00 PM CST	Heritage Hall Center, Briscoe Carpenter Livestock Center 1403 Washington Street, Dallas, Texas 75210
May 21, 2019	6:00 PM CST	Heritage Hall Center, Briscoe Carpenter Livestock Center 1403 Washington Street, Dallas, Texas 75210
June 18, 2019	6:00 PM CST	Heritage Hall Center, Briscoe Carpenter Livestock Center 1403 Washington Street, Dallas, Texas 75210
July 16, 2019	6:00 PM CST	Heritage Hall Center, Briscoe Carpenter Livestock Center 1403 Washington Street, Dallas, Texas 75210
August 20, 2018	6:00 PM CST	Heritage Hall Center, Briscoe Carpenter Livestock Center 1403 Washington Street, Dallas, Texas 75210
September 17, 2019	6:00 PM CST	Heritage Hall Center, Briscoe Carpenter Livestock Center 1403 Washington Street, Dallas, Texas 75210
October 15, 2019	6:00 PM CST	Heritage Hall Center, Briscoe Carpenter Livestock Center 1403 Washington Street, Dallas, Texas 75210
November 19, 2019	6:00 PM CST	Heritage Hall Center, Briscoe Carpenter Livestock Center 1403 Washington Street, Dallas, Texas 75210
December 17, 2019	6:00 PM CST	Heritage Hall Center, Briscoe Carpenter Livestock Center 1403 Washington Street, Dallas, Texas 75210
January 21, 2020	6:00 PM CST	Heritage Hall Center, Briscoe Carpenter Livestock Center 1403 Washington Street, Dallas, Texas 75210
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November 17, 2020	6:00 PM CST	Heritage Hall Center, Briscoe Carpenter Livestock Center 1403 Washington Street, Dallas, Texas 75210
December 15, 2020	6:00 PM CST	Heritage Hall Center, Briscoe Carpenter Livestock Center 1403 Washington Street, Dallas, Texas 75210

EXHIBIT D

POLICIES AND PROCEDURES FOR COMMENTS MADE BY PUBLIC

[Attached]

FAIR PARK FIRST

POLICY AND PROCEDURES FOR PUBLIC COMMENT

- The Board will attempt to provide 15 minutes for public comment at the end of each meeting. The time period may be extended at the discretion of the President if time permits.
- A sign-in sheet will be available prior to each Board meeting. Each person who desires to address the Board must register to speak prior to the public comment period for such meeting.
- The Board will call public speakers in the order listed on the sign-in sheet for such meeting. There is no assurance that all speakers will be heard by the Board due to time restraints and other factors.
- When first addressing the Board, each speaker must state their name, address, and zip code.
- All comments must be made to the Board in its entirety, rather than to individual Board members.
- Making personal, impertinent, profane, or slanderous remarks or becoming boisterous while addressing the Board will result in removal from such Board meeting.
- Only one person may speak at a time.
- Each comment by the public will be limited to three minutes.
- The Board may ask factual questions or make a brief acknowledgment of speakers. However, speakers should not expect rebuttal or answers from members of the Board.