

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

April 8, 2019

A special meeting of the Board of Directors (the "Board") of Fair Park First, a Texas non-profit corporation (the "Corporation"), was held at Heritage Hall of Honor, Briscoe Carpenter, Livestock Center, Fair Park National Historic Landmark, 1403 Washington St. Dallas, TX 75210 on April 8, 2019, at 6:12 p.m.

Directors Present: Margo R. Keyes  
Norman Alston  
Darren L. James  
John L. Proctor  
Veletta Forsythe Lill  
Mercedes Fulbright  
Ovidia E. Amaya

Directors Absent: Reverend Donald Parish  
Arcilia Acosta  
Emily H. Ledet

Guests: Peter Sullivan, Spectra

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

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

1. Call to Order.

Mr. Darren L. James officially called the meeting to order. Seven 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 first order of business before the meeting was the approval of the minutes from the meetings held on January 15, 2019, February 19, 2019, and March 19, 2019. There being no discussion or questions, a motion was made and duly seconded, and the minutes were approved as presented.

3. Appointment of Board Members.

The next order of business was to review and discuss appointing Jason Brown and Sonja McGill to the Board. Discussion ensued among the Board Members.

When there were no further discussions or questions, Mr. James entertained a motion to appoint Jason Brown and Sonja McGill to the Board, and upon such motion duly made by Ms. Lill and seconded by Mr. Alston, all seven of the Board members present at the meeting voted and approved the following resolutions:

RESOLVED, that as of the date hereof, the following persons be and hereby are elected to the Board, to fill vacancies on the Board:

Jason Brown  
Sonja McGill

4. Potential Conflicts of Interest

The next order of business was to review the potential conflicts of interest previously disclosed by Ms. Lill and Ms. Ledet in accordance with the Corporation's Amended Conflict of Interest Policy. Background information concerning such possible conflicts of interest was circulated and reviewed by the Board members in advance of the meeting. A copy of such background information is attached as Exhibit A. Mr. James, after asking the Board members present whether they had any questions or wanted to have a discussion concerning such background information or the nature of the disclosed potential conflicts, entertained a motion to conclude that no conflict of interest exists with respect to either Ms. Lill or to Ms. Ledet, and upon such motion duly made by Mr. Alston and seconded by Ms. Keyes, all Board members present at the meeting who were eligible to vote unanimously determined that no actual conflict of interest existed with respect to Ms. Lill and her service with respect to the Dallas Historical Society or with respect to Ms. Ledet and her employment by Bank of America.

5. Amendments to Bylaws.

The next order of business was to review and discuss the proposed amendment to the Bylaws of the Corporation to clarify the requirements for a quorum of the Board. Discussions ensued among the Board members.

When there were no further discussions or questions, Mr. James entertained a motion by to amend the Bylaws, and upon such motion duly made by Mr. Alston and seconded by Ms. Lill, all seven of the Board members present at the meeting voted and approved the following resolutions:

RESOLVED, that the Board hereby consents to and adopts the amendments to the Corporation's Bylaws as set forth in the Third Amendment to Bylaws of Fair Park First attached hereto as Exhibit B (the "Amendment"), reflecting the requirements of a quorum of the Board.

RESOLVED FURTHER, that the Secretary of the Corporation is directed to place the Amendment in the corporate record book of the Corporation.

Respectfully submitted,

By:   
Norman Alston, Secretary

**EXHIBIT A**

**BACKGROUND INFORMATION – POTENTIAL CONFLICTS OF INTEREST**

[Attached]

**Brown, Sean**

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**From:** Emily Ledet <emily.ledet@fairparkfirst.org>  
**Sent:** Wednesday, February 06, 2019 4:44 PM  
**To:** McCormick, Robert  
**Subject:** Re: BAC

Confirmed as outlined below. I do not receive any benefit.

Thanks,  
Emily

Sent from my iPhone

On Feb 6, 2019, at 11:28 AM, McCormick, Robert <[rmccormick@winstead.com](mailto:rmccormick@winstead.com)> wrote:

Would you confirm that you do not receive a direct or indirect benefit (including any increased compensation or other payment, commission, bonus or remuneration) from any arrangement that is currently in effect, or that is currently being contemplated, between (i) Bank of America or its affiliates and (ii) Fair Park First or Spectra?

Thank you,

**Robert G. McCormick**

Winstead PC | 500 Winstead Building | 2728 N. Harwood Street | Dallas, Texas 75201  
214.745.5312 *direct* | 214.745.5390 *fax* | [rmccormick@winstead.com](mailto:rmccormick@winstead.com) | [www.winstead.com](http://www.winstead.com)

-----Original Message-----

From: Emily Ledet [<mailto:emily.ledet@fairparkfirst.org>]  
Sent: Wednesday, February 06, 2019 11:03 AM  
To: McCormick, Robert  
Subject: BAC

Robert, what language is needed for clearance?

My compensation is not tied in any way to the banking relationship that exists between our Philadelphia based commercial naming team and Spectra.

Please let me know what else you may need. Thanks! Emily

Sent from my iPhone

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Information contained in this transmission is attorney privileged and confidential. It is intended for the use of the individual or entity named above. If the reader of this message is not the intended recipient, you are hereby notified that any dissemination, distribution or copy of this communication is strictly prohibited. If you have received this communication in error, please immediately notify us by telephone.

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## Brown, Sean

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**From:** Veletta <velettalil@aol.com>  
**Sent:** Wednesday, January 16, 2019 6:49 PM  
**To:** McCormick, Robert; darren.james@fairparkfirst.org  
**Subject:** Conflict of Interest

All -

As a board member of Fair Park First I have signed a Conflict of Interest Policy form and indicated that I also serve on the Board of Trustees for the Dallas Historical Society. To further augment that information I am a Trustee and serve on the executive committee. For fiscal year 2019 I am the President of the Board. As the board has a chair this is the equivalent of being the Chair- Elect. I receive NO compensation from the non-profit 501(c)(3) organization. I am in the 2nd year of my 2nd term and will be term limited in 2023.

The DHS is the primary tenant of the Hall of State and as such will negotiate a lease renewal with Spectra at some point in the near future. The DHS has been the main tenant of the building since 1938.

The COD included \$14.4 million in the November 2017 bond program for repairs and maintenance on the building. The design and construction contracts for these repairs will be administered by the city, not Spectra. The DHS also receives a small amount of programming funding from the city's Office of Cultural Affairs, also a contract not administered by Spectra.

Please let me know if I can provide any additional information.

Regards,

Veletta Forsythe Lill  
p: 214.564.7820

**EXHIBIT B**

**THIRD AMENDMENT TO BYLAWS OF FAIR PARK FIRST**

[Attached]



**THIRD AMENDMENT TO BYLAWS  
OF  
FAIR PARK FIRST**  
a Texas Nonprofit Corporation

The Board of Directors of Fair Park First, a Texas nonprofit corporation (the "Corporation"), have adopted the following amendments (this "Amendment") to the Corporation's Bylaws dated June 14, 2018, as amended from time to time (the "Bylaws").

1. Section 3.9 of the Bylaws is hereby deleted and replaced in its entirety with the following:

3.9 Quorum. A majority of the voting members of the Board of Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are represented, by presence or by proxy, at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

\* \* \* \* \*

The undersigned Secretary of the Corporation hereby certifies that this Amendment was duly adopted by the Board of Directors of the Corporation as of April 8, 2019.

A handwritten signature in black ink, appearing to read "Norman Alston", written over a horizontal line.

Norman Alston, Secretary