

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

May 21, 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 May 21, 2019, at 6:10 p.m.

Directors Present: Norman Alston
Darren L. James
Veletta Forsythe Lill
Margo R. Keyes
Emily Ledet
Ovidia E. Amaya
Jason Brown
Sonja McGill
Arcilia Acosta

Directors Absent: John Proctor
Mercedes Fulbright
Reverend Donald Parrish

Guests: Robb Stewart, Fair Park Board Liaison
Sonya Woods, Fair Park Board Liaison
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 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 April 16, 2019. 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.

Mr. James, as President of the Corporation, provided a general update on the operations of Fair Park. A summary of Mr. James's report is attached hereto as Exhibit A.

4. Report from Spectra

Peter Sullivan provided a general update on past and future events to be held at Fair Park. Additionally, he provided an update on the planning for the Community Park and the preparation of Fair Park Master Plan. A summary of Mr. Sullivan's report is attached hereto as Exhibit B.

5. Report of Executive Director Development Committee.

Ms. Ledet, Chairperson of the Executive Director Development Committee, provided a written update on the hiring of the Executive Director, which is attached hereto as Exhibit C.

6. Report of Facilities/Historic Preservation Committee.

Mr. Alston, Chairperson of the Facilities Committee, provided a written update on its meeting schedule, current activities, and current issues, which is attached hereto as Exhibit D.

7. Establishing Finance Committee.

The Board discussed whether the Corporation should form a committee to review financial statements, forecasts, and budget of the Corporation.

When there were no further discussions or questions, Mr. James entertained a motion to authorize the Corporation to form the Finance 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 Finance Committee be, and it hereby is, established by the Board of Directors, effective as of April 16, 2019, to have the duties and responsibilities set forth in the Bylaws of the Corporation and as may be further delegated to the Finance Committee by the Board from time to time; and

RESOLVED FURTHER, that the Finance Committee shall meet on the call of the Chairperson of the Finance 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 Finance Committee;

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

8. Establishing Donor Relations/Fundraising Committee.

The Board discussed whether the Corporation should form a committee to assist the Corporation, the Executive Director, and donor consultants in the Corporation's fundraising efforts.

When there were no further discussions or questions, Mr. James entertained a motion to authorize the Corporation to form the Donor Relations/Fundraising Committee (the "Fundraising 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 Fundraising 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 Fundraising Committee by the Board from time to time;

RESOLVED FURTHER, that the Fundraising Committee shall meet on the call of the Chairperson of the Fundraising 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 Fundraising Committee; and

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

9. Establishing Arts & Culture Committee

The Board discussed whether the Corporation should form a committee to assist the Corporation in maintaining and preserving the art in Fair Park and attracting cultural events to be held at Fair Park.

When there were no further discussions or questions, Mr. James entertained a motion to authorize the Corporation to form the Arts & Culture Committee (the "A&C 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 A&C 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 A&C Committee by the Board from time to time;

RESOLVED FURTHER, that the A&C Committee shall meet on the call of the Chairperson of the A&C 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 A&C Committee; and

RESOLVED FURTHER, that the Chairperson of the A&C Committee may add and remove persons from the A&C Committee in his or her discretion without resolution.

10. Establishing Master Plan/Neighborhood Park Committee

The Board discussed whether the Corporation should form a committee to assist the Corporation in working with Spectra and its subcontractors develop the Master Plan and Neighborhood Park.

When there were no further discussions or questions, Mr. James entertained a motion to authorize the Corporation to form the Master Plan/Neighborhood Committee (the “Master Plan 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 Master Plan 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 Master Plan Committee by the Board from time to time;

RESOLVED FURTHER, that the Master Plan Committee shall meet on the call of the Chairperson of the Master Plan 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 Master Plan Committee; and

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

11. Increase Size of Board.

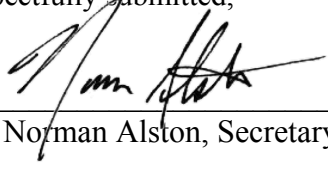
The Board discussed whether the Corporation should increase the size of the Board of Directors to 15 members.

When there were no further discussions or questions, Mr. James entrained a motion to increase the size of the Board to 15 members. 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 size of the Board is hereby increased to a total of 15 members.

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Respectfully submitted,

By: 

Norman Alston, Secretary

EXHIBIT A
PRESIDENT'S REPORT

[Attached]



Fair Park First Board President Comments for May 21, 2019 Board Meeting:

- **Park Board Briefing Update**
 - We held our 1st Quarterly Update this past week
 - It was well received and we explained the level of activity from the City Council Vote in October 2018 until the end of March 2019 with some additional data points into April
 - Our next Quarterly update is tentatively scheduled for September.
 - We are required to provide quarterly updates only for the 1st 2 years of the agreement after they are only on an annual basis
- **Fair Park First Website**
 - The website is a micro-site used as a preview of what's to come
 - Eventually the website will hold photos and bios of each board member and explain our four Pillars
 - Activation
 - Community
 - History
 - Culture
 - The revised and updated website will be launched in September 2019
 - Spectra is simultaneously working on a website that's is strictly geared to events, tickets sales and calendar management
- **By-law Modification for Board Expansion**
 - The Board currently has 12 of the 13 members as requested by the Park Board and City Council. After speaking with Veletta Forsythe Lill and getting her input and feedback we thought it prudent to increase the Board to 15 and add two additional members that have fundraising backgrounds and capacity.
 - With the one open slot and the two additional that will allow the Board to have 4 individuals with significant donor relations expertise to our board
 - Please don't forget it is incumbent that we all bring a measure of fund raising ability to our positions.
- **Establish New Committees**
 - We are at the stage to add new committees to the existing list with the most critical being the Finance Committee which Arcilia Acosta has agreed to Chair.
- **FPF Board Retreat**
 - I would like to hold a FPF/Spectra/BRV only retreat in the near future once the ED is on board to have a level set for all new and existing board members on Fair Park Operations and relationships
- **Deliverables**
 - We have met the deliverables spelled out in our management agreement
 - We have requested an extension on filling ED position based on number of respondents
 - There have been 150+ responses with resumes
- **Ongoing Meetings with the Parks & Rec Department**
 - We continue to have our monthly meetings with our contracting representatives, John Lawrence and Brian Boykin both with the City of Dallas Parks & Recreation Department
 - Peter and also meet regularly with Mr. Willis Winters on various other items.



- **New Tenant Evaluation Process**

- Norman Alston is the single point of contact from Fair Park First with regard to organizations expressing interest in moving to Fair Park.
- The objectives are to find unique destination activities that will draw local, regional, national and international visitors to the park on a daily basis.
 - The intent is to have a one of a kind destination unlike any other DFW local venue
- He will meet with the various entities and help establish a line of communication
- The process will involve 3 parties:
 - BRV – Master Plan Compliance
 - Spectra – Operational alignment
 - Fair Park First – Dallas Fit and alignment Board objectives

EXHIBIT B
SPECTRA REPORT

Events:

For the month of May, Fair Park hosted approximately 58 events/activities, equating to 126 event days, across all facilities on the campus.

Event highlights included: Hamilton and Miss Saigon at Music Hall, numerous seminars at the African American Museum, multiple weddings and seminars at the Texas Discovery Gardens, Murder Mystery Theater at the Old Mill Inn, and multiple seminars, receptions, prom's and exhibits at the Hall of State.

On the commercial side, Fair Park hosted Jambalaya, Martini Blue Jazz festival, an International Fitness training session, and Festival De Mayo. Additionally the Dos Equis Pavilion opened with two shows, ZZ Top and Dave Mathews Band.

On the community Side, we partnered with the Dallas Stars, to host St. Phillips School for their annual Field Day at the Cotton Bowl, which was part of the Dallas Stars legacy program with the NHL, as part of hosting the Winter Classic on Jan 1, 2020.

Finance:

We submitted quarterly financials to the Park and Recreation Dept. Additionally, we continue to work on our utility project and have revised our reserve and transition policies based on some recommendations from the City.

Staffing/HR:

Two new hires have been effected since the last Board meeting, so we are currently at 37 full-time employees, and we continue to look to fill a number of technical positions.

Operations:

We are still working through facility audits, the capital plan, bond projects, scoreboard renovations and the POS system.

Marketing/Sales:

We are working, or have worked, on various marketing/sales matters including, a collaboration with BRV for a booth at EarthX, Texas Vietnam Veterans Memorial Press Conference, as well as updates on our website development and the internship program.

Community Programming/Master Plan:

A number of the BRV Master Plan Update team visited Fair Park and held a number of meetings with key groups and individuals to continue to determine priorities/scope prior to sending out an RFP for an update to the Master Plan and Neighborhood Park. We hope to decide on a consultant

team will be made by mid-July, with a team in place in early August. Additionally, other members of the BRV team continue their work with the Spectra team to begin a series of Field Days community events each Saturday in June and July.

EXHIBIT C

EXECUTIVE DIRECTOR DEVELOPMENT COMMITTEE REPORT

The search for an Executive Director is underway. We have had over one hundred and fifty (150) candidates apply. Based on our qualifications criteria we selected fifteen (15) for review by the Executive Director Development Committee (the "ED Committee"). Of the fifteen (15), seven (7) have had or will have in person interviews with at least three (3) members of the ED Committee. Upon completion of such interviews, two (2) or three (3) candidates will be selected for a final round of interviews with the President, additional board members and possibly Peter Sullivan. The goal is to make an offer in the beginning of June.

EXHIBIT D

FACILITIES/HISTORIC PRESERVATION COMMITTEE REPORT

[Attached]



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

May 21, 2019

Current and Recent Activities

1. Primary concern at this point is the preparation by the end of the month of the Capital Plan. With the BRV master plan update still in the early stages, it is important to consider this initial plan subject to important revisions once the master plan update recommendations become available.
 - a. Met with Lynn Rushton of the Office of Cultural Affairs regarding the public art at Fair Park and it's condition, for inclusion in the Capital Plan
 - b. Reviewing individual building audits prepared by Spectra.
 - c. Reviewing multiple existing building condition surveys
2. Met with Ashley Langworthy, Charles McKinney and Rodrigo Rodarte of BRV to discuss historic preservation components of the master plan update.
3. I continue to monitor the progress of active projects in the park:
 - a. Fair Park Music Hall – Nearing completion of construction
 - b. Hall of State– 50% Construction Documents
 - c. Fair Park Coliseum – In early design
 - d. The Children's Aquarium – Pre-construction meeting held 5/8/2019.
 - e. Vietnam Memorial.
4. Still actively seeking a digitized campus plan (in CAD or GIS formats) to be used as a background for documenting conditions, for record keeping and for planning purposes. I have not yet found these.

End of Report

Norman Alston, FAIA