

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

February 18, 2020

A meeting of the Board of Directors (the “Board”) of Fair Park First, a Texas non-profit corporation (the “Corporation”), was held at Briscoe Carpenter Livestock Center, Dallas Fair Park, 1403 Washington Street, Dallas, TX 75210 on February 18, 2020, at 6:16 p.m.

Directors Present: Darren L. James
Margo R. Keyes
Veletta Forsythe Lill
Norman Alston
Arcilia Acosta
Reverend Donald Parrish
Mercedes Fulbright
Ovidia E. Amaya
Jason Brown (entered at 6:18 p.m.)
Sonja McGill (entered at 6:20 p.m.)

Directors Absent: John Procter
Emily Ledet

Guests: Peter Sullivan, Spectra
Eric Klein, Spectra
Robb P. Stewart, Fair Park Board Liaison
Daniel Wood, Fair Park Board Liaison
Brian Luallen, Executive Director of the Corporation

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

Mr. Norman Alston, Secretary of the Corporation, acted as the secretary of the meeting. Mr. Darren L. James, President of the Corporation, served as the chair of the meeting.

1. Call to Order.

Mr. James officially called the meeting to order. Eight 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 December 17, 2019 and January 21, 2020. There being no discussion or questions, a motion was made and duly seconded, and the minutes were approved as presented.

3. Report from Executive Director.

Mr. Luallen, Executive Director of the Corporation, provided a general update on his activities. A summary of Mr. Luallen's report is attached hereto as Exhibit A.

4. Report from Spectra

Mr. Peter Sullivan provided a general update on past and future events at Fair Park. A summary of Mr. Sullivan's report is attached hereto as Exhibit B.

5. Report from Biederman Redevelopment Ventures

Mr. Dan Biederman and Ms. Alyssa Arnold, representatives of Biederman Redevelopment Ventures, provided a general update on its community engagement efforts with respect to the Community Park, the preparation of the Fair Park Master Plan, programming in Fair Park, and fundraising efforts with respect to Fair Park.

6. Report from Perkins&Will

John Slack, a representative of Perkins&Will, provided a general update on the preparation of the Fair Park Master Plan, the timeline with respect the future public meetings and necessary approvals from the Park Board and City of Dallas. Further, he provided a summary of recent ongoing public engagement meetings.

7. Report from Donor Relations/Fundraising Committee.

Ms. Forsythe Lill, member of the Donor Relations/Fundraising Committee, provided a general update with respect to the ongoing conversations with foundations and prospective donors.

8. Finance Report.

Mr. Eric Clein provided a written update on the finances of the Corporation. A summary of his report is attached hereto as Exhibit C.

9. Master Plan Recommendation.

The next order of business was to discuss which parcel the Board would formally suggest for construction of the Community Park. Discussions ensued among the Board members.

When there were no further discussions or questions, Mr. James entertained a motion to approve "Parcel B" as the formal suggestion of the Board as the site to construct the Community

Park. Upon a motion duly made and seconded, the following resolutions were adopted by all of the Board members present at the meeting:

RESOLVED, that the suggestion to construct the Community Park on that certain real property known as "Parcel B" is hereby approved, confirmed, ratified, and adopted in all respects.

There being no other business to consider, upon a motion duly made and seconded, the meeting was adjourned at 7:22 p.m.

Respectfully submitted,

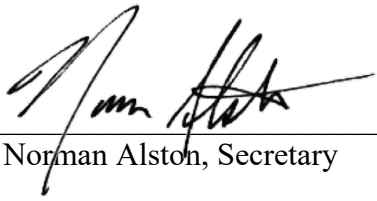
By: 
Norman Alston, Secretary

EXHIBIT A
EXECUTIVE DIRECTOR'S REPORT

[Attached]

EXECUTIVE DIRECTOR REPORT

**REGULAR MEETING OF
THE BOARD OF DIRECTORS OF**

FAIR PARK FIRST

Tuesday February 18, 2020 (6:00 P.M.)

Ballroom A

*Briscoe Carpenter Livestock Center
Fair Park National Historic Landmark
1403 Washington St. Dallas, TX 75210*

1. Strategic Focus
 - A. Focus on Development and sustainable Funding
 - B. Earned Income Opportunities
 - (i) Holiday Activation
 1. Christmas
 - (a) 52 Day Run, six figure net income
 - (b) RWS
 - (c) Proceeding to LOI, multi-year term Team in for design Friday 2.21.20
2. RFI For Unoccupied Buildings
 - A. Due diligence continues, and we will convene additional meetings in the coming weeks to address gaps in some of the presentations
 - (i) Due diligence continues, we have asked participants to clarify gaps in their application, and encouraged feasibility studies
 - (ii) RFI for Women's was extended Jan 7th, with a due date of June, matching the original period
 1. Two new large parties have come forward
 2. Smaller parcel interest remains strong among nonprofit entities and agencies

3. Opportunities

- A. Real Estate RFQ, Recommendation from staff
 - (i) CBRE as prime on Science Place One
 - 1. Allan Bailey Group, as sub
 - (ii) Conreal, as prime on Women's Building
 - (iii) Allan Bailey Group as prime, Magnolia Lounge
 - 1. We need to reenter renewal discussions in advance of a June deadline
- B. RFQ For Independent Auditing firm complete
 - (i) Eric is engaged with sole qualified respondent and they have begun to deliver materials in advance of the February deadlines per COD agreement

4. Donor Strategy

- A. The Case for Fair Park completed, but will continue to evolve as we engage the public and potential funders
- B. Developing collateral material, as requests for meetings have accelerated, creating a need for formalized packets.
 - (i) We will put these packets out for design in January.
- C. Vetting two additional firms for competitive bids.
 - (i) Conversations based on quick scalability and demonstrable returns.
- D. Donor Group Meetings have been solidified, Margo to address in depth, but interest has been encouraging, dates and details continue to be refined. This are quiet asks, focused on capacity building resources, prior to the formal campaign launch concurrent with the close of the Master Plan Revision.
- E. Promising Discussions with the Texas Trees Foundation

5. Meetings

- A. (5) High Net Worth Individual Meetings slated in March:
- B. Convening FPF Fundraising Advisory Committee
- C. Presentations:

- (i) East Dallas Chamber of Commerce
- (ii) Downtown Rotary Club
- (iii) Meadows
- (iv) Quarterly Update set for 2/20
- (v) Greenway
- (vi) Dallas Friday Club March

D. Resident Institutions

- (i) remain a focus, as we try to create synergy between our efforts
- (ii) Friends of Fair Park, East Dallas Chamber panel
- (iii) African American Museum, Multimedia Project
- (iv) Dallas Summer Musicals, Potential office space
- (v) Texas Discovery Gardens
 - 1. Texas Trees Foundation
 - 2. Erma Rangel School
 - 3. DISD

E. Partners

- (i) BRV
 - 1. Community Meetings and Master Plan Input are the top priority with the close of feedback for the master plan slated in March
- (ii) In The City For Good
 - 1. Community Meetings and Master Plan Input are the top priority with the close of feedback for the master plan slated in March

F. City Stakeholders

G. Other Stakeholders have expressed continued interest, with more meetings solidified including:

- (i) Coalition for a New Dallas

1. Miguel Solis, Opportunities regarding the community park and promoting our DISD internship with Lincoln and James Madison

EXHIBIT B
SPECTRA'S REPORT

Events:

For the month of January, Fair Park hosted approximately 23 events, activities, equating to 25 event days, across all facilities on our campus.

Event Highlights included numerous meetings and seminars at the African American Museum, Aquatic adventures at the Children's Aquarium, a Step Competition at the Hall of State, as well as a wedding reception, and an event called Community Engagement—the 2020 Census at Briscoe Carpenter.

On the commercial side Fair Park hosted the Winter Classic, which attracted over 85K patrons to the Cotton Bowl, the International Gem & Jewelry Show, and the Kinsey Collection of African American Achievement. It was also noted that Dos Equis Amphetheater announced a few shows for their upcoming season, including Jimmie Buffet, the Lumineers, Maroon 5 and Chicago.

Finance:

The 2019 Fiscal year audit has started and auditors are currently reviewing a number of source documents; our 1st quarter financial statements for Oct-Dec will be delivered to the City later this month; and utility reimbursement for the State Fair should go out next week for the past years State Fair.

Staffing/HR:

Nothing new to report at this time

Operations:

Discussed various operational matters including, Bond related projects, Winter Classic settlement continues, State Fair Net Revenue projects, as well as some open position needs.

Marketing/Sales/Ticketing:

Announced that the Internationally acclaimed K-Pop Band BTS would be coming to the Cotton Bowl in May 2020, the first concert in the venue since 2004, for two shows; additionally that the World Food Championships would be moving to Fair Park, starting in Nov 2020, and be an annual event; that free Fair Park Pop Up Days will resume in March and continue through July.

Discussed various marketing/sales matters including that we held two Winter Classic promotional giveaways in Dec; one for the Cotton Bowl Instagram account, and one via email entry on the Fair Park accounts; we received over 900 entries between both platforms; that the Winter Classic garnered both national and international PR coverage estimated to be over \$2 million in PR coverage, with over 1200 media mentions, and almost one billion readers/viewers between online articles, blogs, and television mentions. Fair Park First, Spectra, and In the City for Good also put a program together inviting a number of members from the South Dallas community to the Cotton Bowl to watch Texas vs Texas A&M battle it out in a club hockey match, providing each community member a hot dog and beverage, and transportation to the event. Held the first Fair Park Campus Marketing meeting at Music Hall, to enhance collaborations amongst the various institutions.

EXHIBIT C
FINANCE REPORT

[Attached]



FAIR PARK FIRST

	Consolidated November Financials				Consolidated December Financials		
	<u>ACTUAL</u>	<u>BUDGET</u>	<u>FAV(UNFAV) VARIANCE</u>		<u>ACTUAL</u>	<u>BUDGET</u>	<u>FAV(UNFAV) VARIANCE</u>
TOTAL EVENT INCOME	165,092	180,481	(15,389)		106,041	113,430	(7,389)
OTHER INCOME	416,488	662,866	(246,378)		358,377	713,991	(355,614)
INDIRECT EXPENSES	1,015,281	1,091,151	75,869		1,045,977	1,067,210	21,232
NET INCOME (LOSS) BEFORE DEPRECIATION	<u>(433,701)</u>	<u>(247,804)</u>	<u>(185,897)</u>		<u>(581,560)</u>	<u>(239,789)</u>	<u>(341,771)</u>
DEPRECIATION	(4,551)	(4,551)	0		(4,551)	(4,551)	0
NET INCOME (LOSS) AFTER DEPRECIATION	<u>(438,252)</u>	<u>(252,355)</u>	<u>(185,897)</u>		<u>(586,110)</u>	<u>(244,339)</u>	<u>(341,771)</u>



FAIR PARK FIRST

	Consolidated Year to Date				December 2019 Comments
	<u>ACTUAL</u>	<u>BUDGET</u>	<u>FAV(UNFAV) VARIANCE</u>		
TOTAL EVENT INCOME	469,083	293,911	175,172		-Event income was down compared to budget by \$7389
OTHER INCOME	1,496,068	2,347,223	(851,155)		-Other income was down compared to budget by \$355,614
INDIRECT EXPENSES	3,797,374	4,150,232	352,858		-We continue to save in spending, Indirect expenses came in better than budget by \$21,232 for the month
NET INCOME (LOSS) BEFORE DEPRECIATION	<u>(1,832,223)</u>	<u>(1,509,098)</u>	<u>(323,124)</u>		Fiscal Year 2020 YTD Comments
DEPRECIATION	(13,653)	(13,653)	0		-YTD, event income is better than budget by \$175,172
NET INCOME (LOSS) AFTER DEPRECIATION	<u>(1,845,876)</u>	<u>(1,522,751)</u>	<u>(323,124)</u>		-YTD, other income is down compared to budget by \$851,155
					-YTD, indirect expenses are better than budget by \$352,858