



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

Tuesday June 15 2021

A meeting of the Board of Directors (the "Board") of Fair Park First, a Texas non-profit corporation (the "Corporation"), was held remotely via electronic means and livestreamed to the public at [Facebook.com/Fairparkfirst](https://www.facebook.com/Fairparkfirst) on Tuesday June 15, 2021, at 6:10 p.m.

Directors Present: Darren L. James, President of the Corporation  
Ann Barbier Mueller  
Chris Bowers  
Daniel Wood, Ex Officio  
Donald Parish Sr.  
Emily Ledet  
Jason Brown  
Kimberly Shaw  
Ovidia E. Amaya  
Robb P. Stewart, Ex Officio  
Sonja McGill  
Veletta Forsythe Lill

Arriving after 6:08:  
Sonya Woods Rose  
Mercedes Fulbright

Not Attending:  
Margo R. Keyes  
Christina B Lynch  
Cris Zertuche Wong

Staff and Guests:  
Brian Luallen, Executive Director of the Corporation  
Peter Sullivan, Spectra  
Dee Ann Hirsch, Spectra  
Eric Clein, Spectra  
Julian Bowman, Spectra  
Scott Norton, Spectra  
Alyssa Arnold, BRV  
Ashley Langworthy, BRV  
Dan Biederman, BRV

Heather Stephens, Rise360  
Ben Casey, Rise360  
Terry Kittleson, ITCFG  
Bria Bell, Intern

Legal Counsel: Robert McCormick, Shackelford

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. 10 of the Board members were in attendance at the beginning of the meeting, and with a quorum present the meeting proceeded.

2. Approval of Minutes.

The second order of business before the meeting was the approval of the minutes from the meeting originally scheduled on May 18, 2021. There being no discussion or questions, a motion was made and duly seconded, and the minutes were approved as presented.

3. Board Development

The next order of business was to discuss a recommendation from Veletta Forsythe Lill to adopt a Public Art Process policy and a Commitment to Accessibility and the ADA policy in order to conform to application guidelines for a designation as a Texas Cultural District.

Brief discussion ensued among the Board Members. When there were no further discussions or questions, Mr. James entertained a motion to adopt the policies, a motion was made and duly seconded, and the motion passed.

4. Development Report

As Mrs. Margo Keys was unable to attend, Mrs. Heather Stevens provided the Development and fundraising report. A summary of her report is attached hereto as Exhibit A.

5. Finance Report.

Mr. Jason Brown provided a written update on the finances of the Corporation. A summary of his report is attached hereto as Exhibit B.

6. Report from Executive Director.

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

7. Operational Update Report

Mr. Peter Sullivan provided a general update on past and future events at Fair Park, as well

as the ongoing impacts of covid-19. A summary of Mr. Sullivan's report is attached hereto as Exhibit D.

8. Report from BRV.

Ms. Alyssa Arnold and Ms. Ashley Langworthy provided an update as to the design process being led by Studio-MLA, as well progress on associated efforts including a cultural district designation by the State of Texas.

9. Items for Action

Mr. James pulled items 9a and 9b from consideration.

10. Adjournment

There being no other business to consider, upon a motion duly made and seconded, the meeting was adjourned at 7:24 p.m.

Respectfully submitted,



By: \_\_\_\_\_

Darren L. James, President

**Robert Luxen**

Shareholder, Hallett & Perrin, P.C.

Direct: 214-922-4137

[rluxen@hallettperrin.com](mailto:rluxen@hallettperrin.com)

I was admitted to practice law in Texas in 1976. I initially worked as a Trial Attorney at the U.S. Dept. of Labor's Regional Solicitors Office in Dallas. I have been in private practice since 1979. My practice has involved a broad range of employment law topics on behalf of both employers and employees and I have tried employment cases throughout the United States. My primary areas of practice have involved employment discrimination claims, sexual harassment issues, employment and separation contracts, noncompetition and nondisclosure agreements, employment-related personal injury claims such as defamation, intentional infliction of emotional distress and negligent hiring/retention, workers' compensation retaliation claims, and wage and hour issues. I also have litigated all types of wrongful discharge claims, employee health and safety issues, employee benefit issues, and issues involving the obligations of federal contractors. Mr. Luxen also provides consulting and opinions to lawyers, law firms, and employers regarding the Texas Disciplinary Rules of Professional Conduct, ethics questions, and conflict-of-interest issues.

I have been Board Certified in Labor and Employment Law by the Texas Board of Legal Specialization since 1989. I have spoken at employment law seminars and presented training to executives and managers on topics such as employer equal employment opportunity obligations, sexual harassment, personal injury claims related to employment law matters, wage and hour issues, employee safety and health issues, and the employment obligations of federal contractors.

Mr. Luxen uses his experience as a litigator, arbitrator, and mediator in working with clients to find workable solutions to the problems and challenges they face. He also is a long-time cyclist and runner and uses the lessons learned from these interests to help clients resolve legal matters.

**Practice Areas**

- Employment and Labor
- Litigation

**Education**

- Southern Methodist University Law School, J.D., *cum laude* 1976 (Law Review, Editor)
- Drake University, B.A. 1973

**Admissions**

- All Districts of Texas
- Fifth Circuit Court of Appeals
- Third Circuit Court of Appeals
- U.S. Supreme Court

**Representative Experience**

- Throughout the United States, tried employment-related cases before federal and state administrative agencies, state courts, federal courts, and in arbitration hearings.
- Appointed by the U.S. District Court for the Northern District of Texas to serve as a Special Master in a Fair Labor Standards case.

### **Distinctions & Certifications**

- Board Certified in Labor and Employment by the Texas Board of Legal Specialization, 1989 to current
- Arbitrator in employment cases on behalf of the American Arbitration Association
- Arbitrator and Mediator in employment cases on behalf of the National Arbitration & Mediation, Inc.
- Testified as an expert witness in cases regarding attorney's fees, wage and hour issues, and employee safety matters.
- Martindale-Hubbell, AV Preeminent, Peer Review Rated
- Selected to *Texas Super Lawyers* by Thomson Reuters, 2003-2021
- Selected to *The 20XX Best Lawyers in America* in X by Woodward White.
  - Selected for inclusion in *Best Lawyers® in America* by Woodward White, Inc. since 2006; Employment Law / Management; Litigation / Labor and Employment
- Received a Presidential Citation from the Dallas Bar Association for his exceptional pro bono services to the Association

### **Professional Activities**

- Former Chairman of the Dallas Bar Association's Legal Ethics Committee
- Former Co-Chair of Dallas Bar Association's continuing Legal Education Committee
- American Bar Association – Labor & Employment Law and Litigation Section
- State Bar of Texas – Labor & Employment Law Section
- Dallas Bar Association - Labor & Employment and Trial Skills Sections
- Dallas Bar Foundation
- Mac Taylor Inn of Court
- Texas Center for Legal Ethics

### **Publications & Speeches**

- Frequent speaker and author on a variety of employment law topics, including employer equal employment obligations, employment contracts and separation agreements, wrongful discharge, sexual harassment, noncompetition, non-solicitation and non-hire agreements, and the employment obligations of federal contractors

**EXHIBIT A**

## Board Notes | 6-15-2021

Our entire Fair Park Your Park Capital Campaign Team has made tremendous progress since we last visited.

1. We have announced in just this month our generous 7 figure commitments from Caruth and Hoblitzelle. Our campaign is on a successful track, meeting milestones, and growing.
2. We have three additional proposals, by invitation, going out in the next few weeks.
3. We have conducted a number of site visits over the last month to share our Fair Park vision.
4. Just this week and next week alone we have 10 additional visits scheduled to share what the future holds for Fair Park and the opportunities to support making that vision a reality – given that it is summer, many typically unavailable, we are continually encouraged by the support gathering around Fair Park.
5. In addition to traditional philanthropy to reach the goal we are looking at impact investing, historical tax credits, and other advantageous ways for support for Fair Park's master plan.

It is always important to thank our helpers, those who truly work hard each and every day to make Fair Park better for everyone. Along with the outstanding leadership of the Executive, Legacy, Historic, and Community Councils that have come together over the last several months to lend their support, guidance, and knowledge – we also want to recognize the Board of Directors and Brian Luallen. Fair Park is tremendously fortunate to have his leadership at the helm.

We want to welcome the following individuals to our Campaign Councils:

- Executive Council is Adair Margo and Sonya Woods Rose. We recently welcomed them at our May Executive Council Meeting.
- Legacy Council is Arcilia Acosta, Stacy and Jeff Blakeley, Jose Bowen, Chris Heinbaugh, Bob Kaminski, Ben Leal, Dev Rastogi, and Jane Schoen.
- Community Council is Willie Mae Coleman, Lakesha Grice, Hank Lawson, Keith Manoy, Lincoln Stephens, and Camilla Woods.
- George Dahl Historic Council is Laurel Deware.

We are building a modest, but impactful Visualization Center that will be used to show - visually for donors and supporters the transformation through video,

collateral, ariel maps, and 3-D map models. This will be a place to visit, cultivate, and help others grasp the monumental concepts underway for Fair Park. This will serve the campaign in an important role over the next 3-4 years.

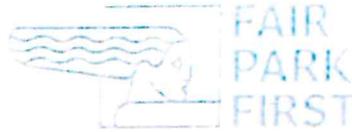
This space will be used for individual, corporate, event, and other opportunities to share the vision for the capital campaign.

- Show Layout of the Space
- Show Furniture / Tile Support Images
- Show Shuttle Bus from Sam Pack

A big thank you to Ann Mueller, Cristina Lynch, Margo Keyes, Norman Alston, Adrienne Faulkner/Faulkner Design Group, Starpower, Sam Pack, and many others who are working to make this center a reality. We have received an abundance of in-kind support to make this space happen.

We will be looking towards recommendations from the Board and Councils for those who we should be inviting out to this special place in addition to our own recommendations. We've already started to schedule groups excited to learn the Fair Park vision.

With each visit we learn about why people have a love of Fair Park, as they learn the vision and plan for the Campaign – one thing remains true our community loves Fair Park – they want to see this vision be a reality.



June 15, 2021

**Fair Park Your Park  
Campaign Leadership**

Honorary Chairs  
The Honorable and  
Mrs. George W. Bush

Unity Co-Chairs  
Mitrice Ellis-Kirk Ambassador  
Ron Kirk  
Margo Ramirez Keyes  
Jim Keyes

Executive Council  
Ovidio Evelyn Arroyo  
Ann Barbier-Mueller  
Adrienne Alan F. Aufkner  
Vicki Forsythe-Hill  
Darren L. James  
Adair Mayo  
Cappy McGarr  
Ashley Alen Peñal  
Sonya Woods Rose

Legacy Council  
Arclia Acosta  
Alice Arnold  
Alexa B. Adler-Mueller  
Oliver Bullock-Mueller  
Don Bleyerman  
Lindsay Billingsley  
Margaret Black  
Stacy & Jeff Blakely  
Joan Bowen  
Diane & Hal Brerby  
David H. Cain  
Ben Casey, Jr.  
Chuck & Cindy Gummer  
Chris Hofnbaugh  
Amy Johnson  
Bob Kaminski  
Ben Lead  
Roy Lopez  
Christina B. Lynch  
Peter Lynch  
Peter F. Lynch  
Ken Maxwell  
B.J. Murchison-Coffman  
Scott Murray  
Lydia Novokov  
Dev Rastogi, PE  
Keith Rhodes  
Julia Sands  
Kirby Schlegel  
Jane Schoep  
Heather Stevens  
Trevor Tollett  
Raul Varela  
Vicki & Jim White

Executive Director  
Brian Luallen

**Fair Park New Public Art Review Policy**  
**SUBJECT: Accession of New Artwork**

**1. PURPOSE**

To establish a process for the selection, placement, and maintenance of new public art at Fair Park that complements the mission of Fair Park and enhances the visual experience of park visitors.

**2. APPLICATION PROCESS**

Any group or individual that wishes to donate or create public art for placement at Fair Park must provide certain information to the Fair Park Art Review Committee (which includes representatives from the Office of Arts and Culture, the Park and Recreation Department, Dallas Historical Society and Fair Park First.)

The Director of the Office of Arts and Culture (together with his or her designee, must approve the proposed artwork and upon installation such artwork will be vested in title to the City of Dallas.

Information to be provided for review of a proposed donation or creation of artwork to include but is not limited to the following:

- a) Description or photo of the artwork
- b) Proposed Installation location
- c) Proposed Installation methods
- d) Appropriateness of content for general audiences
- e) Durability for defined life span (five years if temporary, 20 years if permanent)
- f) The maintenance plan during the defined lifespan of the art project (to be provided by Fair Park First)
- g) The artist's plan for removal upon end of life span or upon deterioration (if temporary)
- h) Ability to obtain the required insurance as defined by the Office of Risk Management
- i) Children (under 18) may not participate in artwork creation or installation.

**3. CRITERIA FOR ACCEPTANCE**

Artwork must meet the following criteria:

- a) Artwork must support the mission of Fair Park: Restoring, revitalizing and renewing Fair Park, a 277-acre National Historic Landmark, to attract people from across the region and entire country.



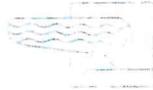
- b) Review of artwork must be approved by the Director of the Office of Arts and Culture, before work commences. Location approval of permanent artwork is subject to Park Board approval.
- c) If the work of art is to be permanent, therefore becoming part of the City of Dallas Public Art Collection it is subject to the donation procedures for public art: Review and an approval by the Public Art Committee, the Arts and Culture Advisory Commission and the Park Board (location approval.)
- d) Acceptable artwork locations exclude walls of historic buildings, or fixtures, walking surfaces, living materials such as plant life, trees.
- e) Themes and content should be consistent with the surrounding area that enhance the park.
- f) Artwork designs that display nudity, profanity, political affiliation, or violence will not be considered.
- g) If vandalism/graffiti occurs:
  - a. Temporary art: it is the responsibility of the artist or supporting organization to remove graffiti within 48 hours after notification. If the graffiti is not removed and the mural is not repaired by the artist, Fair Park will remove the graffiti using the department's standard removal materials.
  - b. Permanent artwork: it is the responsibility of the Foundation using methods and conservators approved in consultation with the Office of Arts and Culture.
- h) Repairs to the artwork (temporary) are the responsibility of the artist or organization within 72 hours after notification.
- i) Repairs to permanent artwork: it is the responsibility of the Foundation using methods and conservators approved in consultation with the Office of Arts and Culture.
- j) Temporary artwork: It is the responsibility of the artist or supporting organization to develop an artwork removal plan after the mural has reached its life expectancy. The site is expected to return back to its original state.
- k) It is the responsibility of the artist or supporting organization to develop COVID-19 Safety Guidelines to observe during installation/deinstallation of the mural.
- l) Volunteers must be 18 years or older to participate in the mural installation/deinstallation unless prior approval from the Foundation Department is granted through a Volunteer Waiver signed by a parent or guardian.
- m) Permanent artwork must have proper preparation of the site and installation is required and must meet the same criteria for all permanent public art in the City of Dallas.

If the artwork application is approved, the installation must begin within 1 year after the permission is issued. If installation does not occur within the required timeframe, the applicant will be required to resubmit an application. Also, the applicant will enter into an agreement with the City of Dallas through the Office of Arts and Culture and the Park and Recreation Department that outlines the terms and conditions of the work to be performed at a Dallas park.



By approving the artwork project, the City of Dallas, the Office of Arts and Culture and the Park and Recreation Department do not assume any financial obligation of its creation, upkeep or repair. It is the responsibility of the artist/organization to maintain temporary artwork and the responsibility of the Foundation to maintain permanent artwork in consultation with advisement of the Director of the Office of Arts and Culture or his/her designee.

If the Fair Park Art Review Committee does not recommend the project, it does not move forward to other review and approval committees, departments or entities.



# FAIR PARK FIRST

Fair Park, A National Historic Landmark

---

## Fair Park Commitment to Accessibility and the ADA

As outlined in the adopted Management Agreement between the City of Dallas and Fair Park First, both Fair Park (and by extension the proposed Fair Park Cultural District) must adhere to all relevant policies and procedures to ensure equitable accessibility as covered under local, State, and Federal law.

It is the policy of the City of Dallas to provide equal access to all City sponsored services, programs, and activities for citizens and employees with disabilities, as provided by the "Americans with Disabilities Act" of 1990, 42 U.S.C. § 12101, et seq., as the same may be amended from time to time (the ADA).

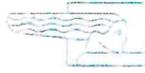
The City will not discriminate against a "qualified individual with a disability," as this term is defined by the ADA, with regard to job applications, hiring, advancement, discharge, compensation, training and other terms, conditions and privileges of employment.

The City will make reasonable modifications and accommodations in policies, practices, and procedures to ensure equal access; will provide auxiliary aids and services when necessary to provide effective communication, and will operate its programs so that, when viewed as a whole, those programs are readily accessible to, and useable by, individuals with disabilities.

On September 25, 2019 the City of Dallas embarked on an effort to revise city policies to reflect the 2010 (ADA) revisions and the technical corrections (published March 11, 2011) which became effective on March 15, 2011.

[For further information, please click here for 28 CFR Part 35 -- Nondiscrimination on the Basis of Disability in State and Local Government Services](#)

EXHIBIT B



# FAIR PARK FIRST

## CONSOLIDATED FINANCIAL STATEMENTS

	<u>April</u>	<u>Budget</u>	<u>Variance</u>	<u>YTD</u>		
				<u>YTD</u>	<u>Budget</u>	<u>Variance</u>
Number of Events	3	7	-4	23	35	-12
Number of Event Days	10	11	-1	111	135	-24
Attendance	571	119,200	-118,629	42,513	269,600	-227,087
<b><u>Operating Revenue</u></b>						
Special Events	387,500	387,500	0	1,162,500	1,162,500	0
Building Use Fee	102,543	137,400	-34,857	317,368	421,580	-104,212
Parking Commissions	0	40,200	-40,200	26,114	134,950	-108,836
State Fair Utility Reimbursement	122,046	0	122,046	122,046	0	122,046
Concessions	2,339	72,000	-69,661	101,016	261,400	-160,384
Corporate Sponsorships/Branding	14,250	60,000	-45,750	28,500	420,000	-391,500
Park Programming-Events	0	46,429	-46,429	0	92,858	-92,858
Park Programming-Sponsorships	0	0	0	0	0	0
<b><u>Sub-Total Operating Revenue</u></b>	<b>628,679</b>	<b>743,529</b>	<b>-114,850</b>	<b>1,757,544</b>	<b>2,493,288</b>	<b>-735,744</b>
<b><u>Non-Operating Revenue</u></b>						
Fundraising Income	700	250,000	-249,300	42,147	1,750,000	-1,707,853
In-Kind Donations	31,830	0	31,830	31,830	0	31,830
Interest Income	67	857	-790	684	1,714	-1,030
State Fair Marketing Allowance	0	0	0	0	0	0
Transition Reserve-Funding From City	500,000	0	500,000	1,000,000	0	1,000,000
Allocated Appropriation from the City of Dallas	273,194	287,572	-14,378	1,912,358	2,013,004	-100,646
COVID Cares Dollars Received from the City	0	0	0	1,900,737	0	1,900,737
<b><u>Sub-Total Non-Operating Revenue</u></b>	<b>805,791</b>	<b>538,429</b>	<b>267,362</b>	<b>4,887,756</b>	<b>3,764,718</b>	<b>1,123,038</b>
<b>Total Revenues</b>	<b>1,434,470</b>	<b>1,281,958</b>	<b>152,512</b>	<b>6,645,300</b>	<b>6,258,006</b>	<b>387,294</b>
<b><u>Operating Expenses</u></b>						
Salaries, Taxes, Wages & Benefits	258,643	326,929	68,287	1,691,184	2,079,312	388,128
General & Administrative	4,912	6,645	1,732	9,692	33,897	24,205
Supplies & Materials	49,056	25,064	-23,992	197,407	174,181	-23,226
Sales & Marketing	33,280	2,300	-30,980	39,693	16,100	-23,593
Fees for Services	314,121	250,949	-63,172	2,268,756	1,949,420	-319,336
Utilities	85,012	139,600	54,588	687,416	977,200	289,784
Maintenance	95,218	88,991	-6,227	285,769	433,083	147,314
Management Fee	70,833	70,833	0	525,833	495,833	-30,000
Qualitative Incentive Fee	0	0	0	0	0	0
Insurance	20,479	20,680	201	137,650	144,760	7,110
<b><u>Sub-Total Operating Expenses</u></b>	<b>931,555</b>	<b>931,991</b>	<b>436</b>	<b>5,843,400</b>	<b>6,303,786</b>	<b>460,386</b>
<b><u>Net Operating Income/(Loss)</u></b>	<b>502,915</b>	<b>349,967</b>	<b>152,948</b>	<b>801,900</b>	<b>-45,780</b>	<b>847,680</b>
Depreciation	-33,041	-33,041	0	-174,309	-174,309	0
<b><u>Net Operating Income/(Loss) after Depreciation</u></b>	<b>469,873</b>	<b>316,925</b>	<b>152,948</b>	<b>627,591</b>	<b>-220,089</b>	<b>847,680</b>

## Board Notes-April 2021

### **Operating Revenue**

#### Month

- Operating revenue was down compared to budget due the timing of actual events vs budgeted events with the impact of COVID-19.
  - Building Use Fee revenue was down compared to budget due to budgeted events that did not occur due to the impact of COVID-19.
  - 3 major events were budgeted that did not occur that had an impact on budgeted revenue were EarthX, Dallas Cup, and JMBYLA
- Park Programming was also budgeted for April with no realized revenue for the month.
- FPF did receive an unbudgeted utility reimbursement payment from the State Fair for their drive-event in 2020.

#### Year

- Operating revenue is down for the year compared to budget mainly due to the timing of budgeted corporate sponsorship/branding revenue.
- Building use fee revenue is also down compared to budget due to the impact of COVID-19 on budgeted events from November-April and also having the same impact on concessions and parking revenue.

### **Non-Operating Revenue**

#### Month

- Non-operating revenue is better than budget due to the recognition of some of the transition reserve funding we received from the City of Dallas. This reserve account was established to help offset any deficits in fundraising for the first 3 fiscal years.
- Fundraising income was also down compared to budget for the period.
- The impact of COVID-19 also reduced our budgeted appropriation from the City of Dallas and our payment has been reduced by 5%.

#### Year

- Non-operating revenue is better than budget due to the COVID Cares Dollars received by the City of Dallas. These funds had to be spent by 12/30/2020. The funds were used to purchase various fixed assets through the park.
- Fundraising income is down compared to budget due to timing of budgeted dollars and actual received so far this year.

## **Operating Expenses**

### **Month**

- FPF was better compared to budget by \$436 for the month in operating expenses. This was due some savings realized in utility costs for the period that were offset by supply and maintenance expenses due to the February winter storm.

### **Year**

- FPF is better than budget by \$460,386 in operating expenses for the year. This is due to the savings in a couple of operational areas including utilities, and maintenance.

**EXHIBIT C**



**EXECUTIVE DIRECTOR REPORT**

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

**FAIR PARK FIRST**

Tuesday, June 15 2021 (6:00 P.M.)

*Meeting Held Electronically*

1. Strategic Focus
  - A. SB 2181
  - B. Contract Amendments
  - C. FPYP Campaign
    - (i) Campaign Progress to Date
    - (ii) Public Announcements
    - (iii) Currently forecasting meeting budget for FY 2020-21
  - D. Donor Visualization Center
    - (i) Design Update: Adrienne Faulkner Designs and Norman Alston Architects
    - (ii) Progress to date:
      1. Underwritten Climate Controlled, Tour Vehicle Identified
      2. Over \$150k In Kind Contributions and Services already secured
      3. Target opening on or before July 15<sup>th</sup> (updated from last month)
      4. Demo, Elec, Tile, AV, Flooring, Millwork all underway
  - E. Texas Cultural District Designation

- (i) Application submitted today, with outstanding support from Julian Bowman and Alyssa Arnold.

2. RFI For Unoccupied Buildings

A. Progress Update

- (i) ZoOceanarium Group
  - 1. Process Update
- (ii) Friends of Fair Park
- (iii) DSC/Visitor's Center
- (iv) Women's Building
- (v) Best Texas/RRMF

3. Opportunities

A. New Markets and Historic Rehabilitation Tax Credits

- (i) Consultant needed
- (ii) Management of process

B. Resident Institutions

- (i) Texas Discovery Gardens
  - 1. Fundraising Progress
  - 2. Jubilee Park Gateway Landscape
  - 3. Potential Funding Request to COD

**EXHIBIT D**



## **OPERATIONAL REPORT**

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

#### **FAIR PARK FIRST**

Tuesday, June 15 2021 (6:00 P.M.)

*Meeting Held Electronically*

- **Events:**
  - Fair Park hosted a number of Resident Institution events, as well as a few commercial ones. Most of the RI's were receptions. On the commercial side we hosted a Film shoot, a Lexus car event, Dekafit, Oddities and Curiosities, an international soccer game, as well as continued our run with Athletes Unlimited with their Women's Pro Volleyball league.
- **Finance:**
  - Our application for PPP loan forgiveness has been reviewed and recommended for full forgiveness; have rec'd our first reimbursement from the county for our expenses associated with management of FP as a mega Vaxx site; and payments have been made to Prairie View and Grambling, to fulfill the City's financial obligation to them.
- **Operations:**
  - Discussed numerous operational matters including on going storm damage repairs, bond related project updates, state fair net revenue project updates, and CARES ACT funding update.
- **Sales:**
  - Discussed various sales initiatives including holds for future concerts for the coliseum and the stadium, NERF event to have a 2+ run in Centennial, the potential for 2 new soccer events in July for the Cotton Bowl, as well as the potential for a Golf event in the Cotton Bowl in May.
- **Marketing:**
  - Discussed various marketing issues/initiatives including; Dallas Morning News touring the campus and interviewing FPF's Executive Dir about the Master Plan and other changes coming to Fair Park; Community Park workshops; developing a video to be used for an application to become a Cultural District; our efforts in helping promoters market their upcoming events including Burlesque Festival, Dallas Pride, NERF Challenge, and the World Food Championships.



## AGENDA

### REGULAR MEETING OF THE BOARD OF DIRECTORS

Tuesday June 15 2021 (6:00 P.M.)

*The Heritage Hall of Honor*  
Briscoe Carpenter Livestock Center  
Fair Park National Historic Landmark  
1403 Washington St. Dallas, TX 75210

*Meeting to be live streamed, and available via the following weblink:*

[Facebook.com/Fairparkfirst](https://www.facebook.com/Fairparkfirst)

*(Please note, no account or password is required)*

*Members of the public wishing to address the Fair Park First Board should sign up in advance,  
By emailing [info@fairparkfirst.org](mailto:info@fairparkfirst.org) **NO LATER than 12pm June 15, 2021 (Central)***

*Pre-registered public speakers will be emailed a link and instructions for admittance.*

1. Call to Order
2. Welcome and Introductions
3. Approval of the minutes from the Board meeting scheduled on May 18, 2021
4. Board Development
  - A. Board Policy: Public Art Process
  - B. Board Policy: Commitment to Accessibility and the ADA
  - C. **BOARD ACTION**
5. Fair Park First Officer and Executive Reports:
  - A. President

- B. Executive Director
- 6. Committee Reports:
  - A. Finance
    - (i) April Finance Update – Jason Brown/Eric Clein
  - B. Development Update – Margo R. Keyes/Heather Stevens
- 7. Operational Update
  - A. Spectra - Peter Sullivan, General Manager
  - B. Capital Projects – Dee Ann Hirsch, AGM Operations
    - (i) Parking and Traffic Study RFQ Update
    - (ii) Parking Structure Design RFQ Update
    - (iii) Parking Structure CMAR RFQ Update
- 8. Partner Updates
  - (i) Community Park Update
    - I. BRV – Alyssa Arnold and Ashley Langworthy
      - (a) Community Park Design
      - (b) Cultural District Designation Application
- 9. Items for Action
  - A. **BOARD ACTION: Parking and Traffic Study Recommendation**
  - B. **BOARD ACTION: Parking Structure RFQ Recommendation**
- 10. Public Comments: Attendees are welcome to address the Board of Directors. *Speakers must sign in and will have 3 minutes each to speak.*
  - A. Presentation of Rules: Shackleford
  - B. Speakers

11. Adjourn

**Important Reminder**

The August Fair Park First Board Meeting will be held at:

***To Be Held Remotely, Via Electronic Means***

*Meeting to be live streamed, and available via the following weblink: [Facebook.com/Fairparkfirst](https://www.facebook.com/Fairparkfirst)  
(Please note, no account or password is required)*

August 17, 2021 at 6:00pm

## **EXECUTIVE SESSION NOTICE**

A closed executive session may be held if the discussion of any of the above agenda items concerns one of the following:

Seeking the advice of its attorney about pending or contemplated litigation, settlement offers, or any matter in which the duty of the attorney to the City Council under the Texas Disciplinary Rules of Professional Conduct of the State Bar of Texas clearly conflicts with the Texas Open Meetings Act. flex. Govt. Code s551.0711

Deliberating the purchase, exchange, lease, or value of real property if deliberation in an open meeting would have a detrimental effect on the position of the city in negotiations with a third person. flex. Govt. Code 5551 .0721

Deliberating a negotiated contract for a prospective gift or donation to the city if deliberation in an open meeting would have a detrimental effect on the position of the city in negotiations with a third person. [ex. Govt. Code 5551.073]

Deliberating the appointment, employment, evaluation, reassignment, duties, discipline, or dismissal of a public officer or employee; or to hear a complaint or charge against an officer or employee unless the officer or employee who is the subject of the deliberation or hearing requests a public hearing. [ex. Govt. Code s551.0741

Deliberating the deployment, or specific occasions for implementation, of security personnel or devices. [ex. Govt. Code s551.0761

Discussing or deliberating commercial or financial information that the city has received from a business prospect that the city seeks to have locate, stay or expand in or near the city and with which the city is conducting economic development negotiations; or deliberating the offer of a financial or other incentive to a business prospect. [ex Govt. Code s551.0871

Deliberating security assessments or deployments relating to information resources technology, network security information, or the deployment or specific occasions for implementations of security personnel, critical infrastructure, or security devices. [Tex. Govt. Code 5551 .089]

### **Handgun Prohibition Notice for Meetings of Government Entities**

"Pursuant to Section 3Q1QQ, Penal Code (trespass by license holder with a concealed handgun), a person licensed under Subchapter H, Chapter 411, Government Code (handgun licensing law), may not enter this property with a concealed handgun."

"De acuerdo con la sección 30.06 del código penal (ingreso sin autorización de un titular de una licencia con una pistola oculta), una persona con licencia según el subcapítulo h, capítulo 411, código del gobierno (ley sobre licencias para portar pistolas), no puede ingresar a esta propiedad con una pistola oculta."

"Pursuant to Section @.9.2, Penal Code (trespass by license holder with an openly carried handgun), a person licensed under Subchapter H, Chapter 411, Government Code (handgun licensing law), may not enter this property with a handgun that is carried openly."

"De acuerdo con la sección 30.07 del código penal (ingreso sin autorización de un titular de una licencia con una pistola a la vista), una persona con licencia según el subcapítulo h, capítulo 411, código del gobierno (ley sobre licencias para portar pistolas), no puede ingresar a esta propiedad con una pistola a la vista."

**SIXTH 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 amendment (this "Amendment") to the Corporation's Bylaws dated June 14, 2018, as amended from time to time (the "Bylaws").

1. Section 4.1 of the Bylaws is hereby deleted and replaced in its entirety with the following:

4.1 Officers. The officers of the Corporation shall be a President and a Secretary, and if the Board of Directors determines appropriate, a Chief Executive Officer, one or more Vice Presidents (and, in the case of each Vice President, with such descriptive title, if any, as the Board of Directors shall determine), and a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. Any two or more offices may be held by the same person, except the offices of President and Secretary. All officers shall have the authority and perform the duties prescribed by law, by these Bylaws, and by the Board of Directors.

2. Section 4.5 of the Bylaws is hereby deleted and replaced in its entirety with the following:

4.5 President. The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. If an Executive Committee is appointed, the President shall be the Chairman of the Executive Committee and shall preside at all meetings of the Board of Directors. The President may sign, with the Chief Executive Officer or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, these Bylaws, or statute to some other officer, committee or agent of the Corporation; and in general the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

3. Section 4.6 of the Bylaws is hereby deleted and replaced in its entirety with the following:

4.6 Chief Executive Officer. In the absence of the President or in the event of the President's inability or refusal to act, the Chief Executive Officer shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Chief

Executive Officer shall perform such other duties as from time to time may be assigned to the Chief Executive Officer by the President or Board of Directors.

4. A new Section 4.9 is hereby added to the Bylaws to read in its entirety as follows:

4.9 Vice President. In the absence of the President or the Chief Executive Officer or in the event of the President's and the Chief Executive Officer's inability or refusal to act, the Vice President (or if there is more than one Vice President, the Vice Presidents in order of their election) shall perform the duties of the President and/or the Chief Executive Officer, as applicable, and when so acting shall have all the powers of and be subject to all the restrictions upon the President and/or the Chief Executive Officer, as applicable. Any Vice President shall perform such other duties as from time to time may be assigned to that Vice President by the President, the Chief Executive Officer, or Board of Directors.

\* \* \* \* \*

The undersigned Chairman of the Corporation hereby certifies that this Amendment was duly adopted by the Board of Directors of the Corporation as of August 17, 2021.

---

Darren James, Chairman

## Board Notes-May 2021

### **Operating Revenue**

#### Month

- Operating revenue was down compared to budget due the cancellation of events due to COVID-19.
  - Building Use Fee revenue was down compared to budget due to budgeted events that did not occur.
  - 4 major events were budgeted that did not occur that had an impact on budgeted revenue. They were El Centro graduation, Texas Bridal, Festival De Mayo Concert, and an additional concert.

#### Year

- Operating revenue is down for the year compared to budget mainly due to lost events which affected use fee's, parking and concessions; the timing of corporate sponsorships were down as well.
- Building use fee revenue is down compared to budget due to the impact of COVID-19 on budgeted events from November-May and having the same impact on concessions and parking revenue.

### **Non-Operating Revenue**

#### Month

- Fundraising up with the receipt of the Carruth Grant.
- No events at DSM for parking revenue.
- Appropriation down due to 5% reduced payment from city. Will be recognized each month.

#### Year

- Non-operating revenue is better than budget due to the COVID Cares Dollars received by the City of Dallas, along with the use of transitional reserve dollars. The COVID Cares Dollars funds had to be spent by 12/30/2020, and were used to purchase various fixed assets through the park.
- Fundraising income is up because of the grant that was received.

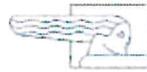
## **Operating Expenses**

### **Month**

- Operating expenses for the month were better than budget by \$191K, primarily due to savings in payroll/benefits, fee's for services and maintenance.

### **Year**

- FPF is better than budget by \$774,145 in operating expenses for the year. This is due to the savings in a couple of operational areas including utilities and maintenance.



# FAIR PARK FIRST

## CONSOLIDATED FINANCIAL STATEMENTS

	<u>May</u>	<u>Budget</u>	<u>Variance</u>	<u>YTD</u>		
				<u>YTD</u>	<u>Budget</u>	<u>Variance</u>
<b>Number of Events</b>	11	13	-2	34	48	-14
<b>Number of Event Days</b>	11	13	-2	122	148	-26
<b>Attendance</b>	1,715	79,900	-78,185	44,228	349,500	-305,272
<b><u>Operating Revenue</u></b>						
Special Events	0	0	0	1,162,500	1,162,500	0
Building Use Fee	22,533	143,950	-121,417	339,901	565,530	-225,629
Parking Commissions	0	38,074	-38,074	26,114	173,024	-146,910
State Fair Utility Reimbursement	0	0	0	0	0	0
Concessions	2,970	163,500	-160,530	103,986	424,900	-320,914
Corporate Sponsorships/Branding	14,250	60,000	-45,750	42,750	480,000	-437,250
Park Programming-Events	0	46,429	-46,429	0	139,287	-139,287
Park Programming-Sponsorships	0	0	0	0	0	0
<b><u>Sub-Total Operating Revenue</u></b>	<b>39,753</b>	<b>451,953</b>	<b>-412,200</b>	<b>1,675,251</b>	<b>2,945,241</b>	<b>-1,269,990</b>
<b><u>Non-Operating Revenue</u></b>						
Fundraising Income	500,772	250,000	250,772	542,920	2,000,000	-1,457,080
In-Kind Donations	6,740	0	6,740	38,570	0	38,570
Interest Income	71	857	-786	756	2,571	-1,815
State Fair Marketing Allowance	0	0	0	0	0	0
Transition Reserve-Funding From City	0	0	0	1,000,000	0	1,000,000
Allocated Appropriation from the City of Dallas	273,194	287,572	-14,378	2,185,552	2,300,576	-115,024
COVID Cares Dollars Received from the City	0	0	0	1,900,737	0	1,900,737
<b><u>Sub-Total Non-Operating Revenue</u></b>	<b>780,778</b>	<b>538,429</b>	<b>242,349</b>	<b>5,668,534</b>	<b>4,303,147</b>	<b>1,365,387</b>
<b>Total Revenues</b>	<b>820,531</b>	<b>990,382</b>	<b>-169,851</b>	<b>7,343,785</b>	<b>7,248,388</b>	<b>95,397</b>
<b><u>Operating Expenses</u></b>						
Salaries, Taxes, Wages & Benefits	280,838	328,252	47,414	1,972,022	2,407,564	435,542
General & Administrative	3,358	28,445	25,086	13,050	62,342	49,291
Supplies & Materials	15,995	25,272	9,277	213,402	199,453	-13,949
Sales & Marketing	12,830	2,300	-10,530	52,523	18,400	-34,123
Fees for Services	148,333	250,891	102,558	2,417,089	2,200,311	-216,778
Utilities	147,928	133,000	-14,928	713,297	1,110,200	396,903
Maintenance	58,850	88,728	29,878	344,619	521,811	177,192
Management Fee	70,833	70,833	0	596,667	566,667	-30,000
Qualitative Incentive Fee	0	0	0	0	0	0
Insurance	17,724	20,680	2,956	155,374	165,440	10,066
<b><u>Sub-Total Operating Expenses</u></b>	<b>756,689</b>	<b>948,401</b>	<b>191,712</b>	<b>6,478,043</b>	<b>7,252,187</b>	<b>774,145</b>
<b><u>Net Operating Income/(Loss)</u></b>	<b>63,842</b>	<b>41,981</b>	<b>21,861</b>	<b>865,742</b>	<b>-3,799</b>	<b>869,542</b>
<b>Depreciation</b>	<b>-33,041</b>	<b>-33,041</b>	<b>0</b>	<b>-207,350</b>	<b>-207,351</b>	<b>0</b>
<b>Net Operating Income/(Loss) after Depreciation</b>	<b>30,801</b>	<b>8,939</b>	<b>21,861</b>	<b>658,392</b>	<b>-211,150</b>	<b>869,542</b>

## Board Notes-June 2021

### **Operating Revenue**

#### Month

- Operating revenue was up for the month primarily due to timing of a Live Nation payment; as well as a few more events which were presented and not budgeted. We had 11 events and only budgeted for 3.

#### Year

- Operating revenue is down for the year compared to budget mainly due to less events as compared to budgeted events, which in turn affected parking and concessions revenue; along with timing of Corporate sponsorship revenue.

### **Non-Operating Revenue**

#### Month

- Non-operating revenue is better than budget due to the recognition of some of the transition reserve funding for the month.
- Fundraising for the month was better than budget due to the receipt of a Hoblitzell grant for \$400,000.

#### Year

- Non-operating revenue is better than budget due to the COVID Cares Dollars received by the City of Dallas. These funds had to be spent by 12/30/2020. The funds were used to purchase various fixed assets through the park.
- Fundraising income continues to improve

### **Operating Expenses**

#### Month

- Operating expenses were only slightly better than budget due to additional monies being spent in the areas of supplies and materials, as well as maintenance due to storm damage.

**Year**

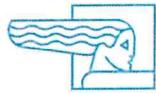
- Similarly for the year FPF is better than budget by approximately \$780K, these savings are the result of being better than budget in wages/benefits; utilities; with some of these savings offset by fee's for services, as well as supplies & materials associated with storm damage repairs.



# FAIR PARK FIRST

## CONSOLIDATED FINANCIAL STATEMENTS

	June	Budget	Variance	YTD		
				YTD	Budget	Variance
Number of Events	11	3	8	45	51	-6
Number of Event Days	13	4	9	135	152	-17
Attendance	11,084	48,500	-37,416	55,312	398,000	-342,688
<b>Operating Revenue</b>						
Special Events	250,010	0	250,010	1,412,510	1,162,500	250,010
Building Use Fee	60,518	49,450	11,068	400,419	614,980	-214,561
Parking Commissions	3,917	50,000	-46,083	30,032	223,024	-192,992
State Fair Utility Reimbursement	0	0	0	0	0	0
Concessions	3,309	49,000	-45,691	107,295	473,900	-366,605
Corporate Sponsorships/Branding	14,250	80,000	-65,750	57,000	560,000	-503,000
Park Programming-Events	0	46,429	-46,429	0	185,716	-185,716
Park Programming-Sponsorships	0	0	0	0	0	0
<b>Sub-Total Operating Revenue</b>	<b>332,004</b>	<b>274,879</b>	<b>57,125</b>	<b>2,007,255</b>	<b>3,220,120</b>	<b>-1,212,865</b>
<b>Non-Operating Revenue</b>						
Fundraising Income	420,205	250,000	170,205	963,125	2,250,000	-1,286,875
In-Kind Donations	9,693	0	9,693	48,263	0	48,263
Interest Income	671	857	-186	1,426	3,428	-2,002
State Fair Marketing Allowance	0	0	0	0	0	0
Transition Reserve-Funding From City	250,000	0	250,000	1,250,000	0	1,250,000
Allocated Appropriation from the City of Dallas	273,194	287,572	-14,378	2,458,746	2,588,148	-129,402
COVID Cares Dollars Received from the City	0	0	0	1,900,737	0	1,900,737
<b>Sub-Total Non-Operating Revenue</b>	<b>953,762</b>	<b>538,429</b>	<b>415,333</b>	<b>6,622,296</b>	<b>4,841,576</b>	<b>1,780,720</b>
<b>Total Revenues</b>	<b>1,285,766</b>	<b>813,308</b>	<b>472,458</b>	<b>8,629,551</b>	<b>8,061,696</b>	<b>567,855</b>
<b>Operating Expenses</b>						
Salaries, Taxes, Wages & Benefits	297,104	333,204	36,101	2,269,126	2,740,769	471,643
General & Administrative	1,284	33,745	32,461	14,334	96,086	81,753
Supplies & Materials	38,973	25,272	-13,701	252,375	224,725	-27,650
Sales & Marketing	11,255	2,300	-8,955	63,778	20,700	-43,078
Fees for Services	223,893	251,000	27,107	2,640,982	2,451,311	-189,671
Utilities	95,115	133,000	37,885	808,412	1,243,200	434,788
Maintenance	192,705	88,728	-103,978	537,324	610,539	73,214
Management Fee	70,833	70,833	0	667,500	637,500	-30,000
Qualitative Incentive Fee	0	0	0	0	0	0
Insurance	22,424	20,680	-1,744	177,797	186,120	8,323
<b>Sub-Total Operating Expenses</b>	<b>953,586</b>	<b>958,762</b>	<b>5,176</b>	<b>7,431,629</b>	<b>8,210,950</b>	<b>779,321</b>
<b>Net Operating Income/(Loss)</b>	<b>332,180</b>	<b>-145,454</b>	<b>477,634</b>	<b>1,197,922</b>	<b>-149,254</b>	<b>1,347,176</b>
Depreciation	-33,041	-33,041	0	-240,392	-240,392	0
<b>Net Operating Income/(Loss) after Depreciation</b>	<b>299,138</b>	<b>-178,496</b>	<b>477,634</b>	<b>957,530</b>	<b>-389,646</b>	<b>1,347,176</b>



# FAIR PARK FIRST

Fair Park, A National Historic Landmark

---

## Fair Park First Dallas Fair Park - Dallas, TX Fiscal Year 2021-2022 Budget

### Annual Budget Notes

#### Operating Revenues

- Special Event revenue includes Live Nation and State Fair Rent
- Building Use fee is Rent
- Parking commissions include parking revenues from park wide events
- State Fair Utility reimbursement
- Concessions includes F&B commissions from events
- Corporate Sponsorships/Branding includes revenue received from companies who partner with/or become sponsors at Fair Park
- COVID Cares dollars was received from the City of Dallas in 2020. We do not anticipate this being a revenue line item in FY21-22

#### Operating Expenses

- Salaries, Wages, Benefits, & Taxes
  - Includes all department salaries, benefits and payroll taxes.
- General & Administrative
  - Includes departmental dues & subscriptions, professional development (training/classes), licenses & permits, employee relations, membership dues
- Supplies & Materials
  - Includes departmental printing costs, office supplies, operations supplies, uniforms, postage
- Sales & Marketing
  - Includes promotions, client/customer relations, advertising, website costs
- Fees for Services
  - Costs include software and email, bank fees, contracted services (Football game), pest control, equipment rental, security monitoring, telephone/IT, consulting services
- Utilities
- Maintenance
  - Auto repair, operations maintenance costs, landscaping
- Insurance
  - Includes various insurance costs

**Fair Park First  
Dallas Fair Park - Dallas, TX  
Fiscal Year 2021-2022 Budget**

	<b><u>FY21-22</u></b>
<b>Number of Events</b>	120
<b>Number of Event Days</b>	322
<b>Attendance</b>	828,740
<b><u>Operating Revenue</u></b>	
Special Events	\$ 2,720,636
Building Use Fee	\$ 1,153,819
Parking Commissions	\$ 1,071,087
State Fair Utilities	\$ 375,000
Concessions	\$ 1,328,559
Corporate Sponsorships/Branding	\$ 350,000
Park Programming-Events	\$ -
Park Programming-Sponsorships	\$ -
<b><u>Sub-Total Operating Revenue</u></b>	<b><u>\$ 6,999,101</u></b>
<b><u>Non-Operating Revenue</u></b>	
Fundraising Income	\$ 7,982,000
Lease Revenue	\$ 416,667
COVID Cares Dollars Received	
Recognized Transition Reserve Funding	
Interest Income	\$ 6,000
Allocated Appropriation from City of Dallas	\$ 3,427,078
<b><u>Sub-Total Non-Operating Revenue</u></b>	<b><u>\$ 11,831,745</u></b>
<b>Total Revenues</b>	<b><u><u>\$ 18,830,846</u></u></b>
<b><u>Operating Expenses</u></b>	
Salaries, Taxes, Wages, & Benefits	\$ 5,587,354
General & Administrative	\$ 66,969
Supplies & Materials	\$ 658,800
Sales & Marketing	\$ 131,224
Fees for Services	\$ 7,684,576
Utilities	\$ 1,743,000
Maintenance	\$ 1,650,958
Management Fee	\$ 950,000
Qualitative Incentive Fee	\$ 80,000
Insurance	\$ 277,965
<b><u>Sub-Total Operating Expenses</u></b>	<b><u>\$ 18,830,846</u></b>
<b><u>Operating Income/(Loss)</u></b>	<b><u><u>\$ -</u></u></b>