



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

Tuesday November 16 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*** on Tuesday November 16, 2021 at 6:04 p.m.

Directors Present: Darren L. James, President of the Corporation
Robert Luxen, Secretary
Chris Bowers
Daniel Wood, Ex Officio
Donald Parish Sr.
Emily Ledet
Jason Brown
Kimberly Shaw
Margo R. Keyes
Mercedes Fulbright
Robb P. Stewart, Ex Officio
Sonja McGill
Sonya Woods Rose
Violetta Forsythe Lill

Arriving after 6:04:
Cris Zertuche Wong

Not Attending:
Ann Barbier Mueller
Christina B Lynch

Staff and Guests:
Brian Luallen, CEO of the Corporation
Peter Sullivan, General Manager
Alyssa Arnold, Director of Strategic Initiatives
Dee Ann Hirsch, Asst. General Manager
Julian Bowman, Senior Director of Marketing
Lisa Manda, Director of Finance
Scott Norton, Asst. General Manager
Ashley Langworthy, BRV
Heather Stephens, Rise360
Terry Kittleson, ITCFG

Legal Counsel: Robert McCormick, Shackleford

Mr. Darren L. James, President of the Corporation, served as the chair of the meeting. Mr. Robert Luxen served as Secretary for the meeting.

1. Call to Order.

Mr. James officially called the meeting to order. 13 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 October 19, 2021. There being no discussion or questions, a motion was made and duly seconded, and the minutes were approved as presented.

3. Board Development

Mrs. Veletta Forsythe Lill provided an update to recent changes to Texas Open Meeting requirements, and asked Mr. Brian Luallen to elaborate as CEO. Mrs. Lill stated that Fair Park First would adopt the changes in December. The next order of business was to discuss status on the Compensation Committee. Mrs. Lill made a recommendation for a motion to allow the compensation committee to negotiate and secure executive compensation, considering increased competition in the labor market.

Robust discussion ensued among the Board Members, after which Ms. Sonja McGill offered an amendment to the Motion which would require final approval of executive compensation by the full Board of Directors. A motion for a vote on the amendment was made and duly seconded, and the amendment was adopted unanimously. The final motion was made, duly seconded, and approved unanimously.

4. Finance Report.

Due to a server error final financial reports were not available, and the review of Year End was withdrawn from the agenda.

Mr. Jason Brown and Mr. Brian Luallen provided an updated of debt service options for the implementation of projects under the Fair Park Your Park Campaign. Both made a recommendation that LOI terms as offered by Regions Bank were the Best Apparent Value from competing offers, and asked the board to consider accepting the agreement.

The Board then considered the adoption of the LOI and authorization for Mr. Darren L. James to negotiate a final agreement and secure financing in keeping with the Regions LOI as discussed. The Chair accepted a motion to approve and adopt Regions offer, which was duly seconded. When no questions or discussion arose, the motion to accept debt service from Regions was adopted unanimously.

5. Fundraising and Development Report

Mrs. Margo Keys and Mrs. Heather Stevens provided the Development and fundraising

report. A summary of her report is attached hereto as Exhibit A.

6. Report from the CEO

Mr. Luallen, CEO 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 make-ready efforts for Enchant. Mrs. Dee Ann Hirsch provided an update on capital projects across the Park. A summary of their reports are attached hereto as Exhibit D.

8. Report from BRV.

Ms. Ashley Langworthy provided an update as to the design process being led by Studio-MLA. The Community Park Concept was universally praised by the Board Members.

9. Adjournment

There being no other business to consider, upon a motion duly made and seconded, the meeting was adjourned at 8:16 p.m.

Respectfully submitted,

By: 

Darren L. James