

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

December 17, 2019

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 December 17, 2019, at 6:12 p.m.

Directors Present: Norman Alston
Darren L. James (entered at 6:38 pm)
Margo R. Keyes
Ovidia E. Amaya
John Proctor
Emily Ledet
Reverend Donald Parrish
Sonja McGill
Veletta Forsythe Lill
Mercedes Fulbright
Jason Brown

Directors Absent: John Procter
Arcilia Acosta

Guests: Peter Sullivan, Spectra
Eric Clein, 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 and chair of the meeting.

1. Call to Order.

Mr. Alston officially called the meeting to order. Ten 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 meeting held on November 19, 2019. 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 Perkins & Will

Mr. John Slack, a representative of Perkins + Will, updated the Board about Perkins + Will's efforts to engage the local community about the location of park.

6. Report from Biederman Redevelopment Ventures

Ms. Alyssa Arnold, a representative of Biederman Redevelopment Ventures, provided a general update on its community engagement the Community Park, the preparation of the Fair Park Master Plan, and programming in Fair Park. A summary of Ms. Arnold's report is attached hereto as Exhibit C.

7. Report from Donor Relations/Fundraising Committee.

Ms. Keyes, Chairperson of the Donor Relations/Fundraising Committee, provided an update on the Corporation's possible involvement in an event that the Harvard and Yale clubs of Dallas are organizing in connection with the Dallas Historical Society at the Hall of State.

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 D.

There being no other business to consider, upon a motion duly made and seconded, the meeting was adjourned at 6:45 p.m.

Respectfully submitted,

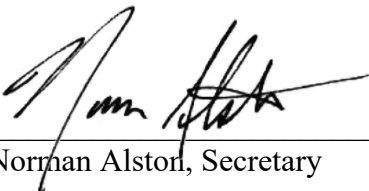
By: 
Norman Alston, Secretary

EXHIBIT A
EXECUTIVE DIRECTOR'S REPORT

[Attached]

EXECUTIVE DIRECTOR REPORT

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

FAIR PARK FIRST

Tuesday, December 17, 2019 (6:00 P.M.)

Briscoe Carpenter Livestock Center
1403 Washington Street
Dallas, TX 75210

1. Strategic Planning -In order to further our fundraising goals, I have been working with Doug Overman and other fundraising peers to develop the following strategy:
 - A. Set broad vision and ambition, phase the work, and begin with an achievable goal.
 - B. Score a visible “Win” for Fair Park and South Dallas.
 - C. Be bold and ambitious in recruiting the highest caliber volunteers (community, corporate, philanthropic)
 - (i) Build structure and muscle
 - D. Capitalize on the interest from real estate development community and seize the community development opportunity.
 - (i) Community Redevelopment
 - (ii) Building Trust, and the Real Estate Community
 - (iii) The Civic Commons - Value Capture and other approaches
 - E. Be persistent in reaching donors.
 - (i) Presentations
 - (ii) Meetings
 - (iii) Proposal submittals
 - (iv) Site tours
 - F. Develop a strong communications platform with access to design, PR, social media and community outlets.
 - (i) Materials, Renderings

- (ii) On-line presence
- G. Utilize Fair Park's current program, employment, and event initiatives as fundraising tools.
- H. Ensure the best use of staff and consultant resources.
 - (i) BRV – Dan, DPO, Alyssa, Ashley
 - (ii) Consultants
 - 1. Feasibility
 - 2. Strategy
 - 3. Donor Community knowledge
 - 4. Knowledge of concurrent campaigns
- 2. RFI For Unoccupied Buildings
 - A. The Initial response period for the RFI closed at 5pm 10/15/2019.
 - (i) Due diligence continues on multiple applicants for Science Place One and the former Natural History Museum.
 - (ii) Due to incomplete applications, staff is recommending we republish a new RFI for the Women's Building in fairness to all existing and potentially new applicants.
- 3. Opportunities
 - A. Real Estate RFQ has resulted in three qualified respondents. We expect recommendations for mobilization by the January meeting.
 - B. RFQ For Independent Auditing firm resulted in one qualified respondent based on a recommendation by Rob Stuart. Eric Cline is working with the firm to deliver a scope of work and agreement sufficient to meet our contractual deadline with COD.
- 4. Donor Development
 - A. We are exploring opportunities for proven, highly qualified fundraising firms to supplement our internal efforts, and hope to make recommendations to the board soon in order to scale our efforts.
 - B. We are negotiating potential compensation with a fundraising candidate.

C. Program has been locked for the January 14th presentation to the Dallas Harvard Club, Dallas Yale Club, and Colombia Club of Dallas

(i) Luncheon at Hall Of State.

(ii) Tram Tours to be narrated by Norm Alston before and after Luncheon.

(iii) Karl Chiao to co-present, DHS.

5. Meetings

A. Partners

(i) BRV

1. Case Document completed and in use. To be submitted to design for collateral in January.

2. Extensive Community Meetings continue for the Master Plan revision process.

(ii) In The City For Good

1. Community Meetings continue, most recently with Frazier, St Phillips, RBCA and with Cedars upcoming, presentations focused on listening to community members and updating them on master plan progress while engaging them with activities from master planning charettes on park programming and placement of the public park.

B. City Stakeholders

(i) Park Board – Strategic meetings slated for next week, and early January.

(ii) Councilman Bazaldua

(iii) Mayor Eric Johnson – meeting slated for January 6

C. The Texas Trees Foundation

D. To the Board:

(i) Recommendation to continue 3rd Tuesday meetings for 2020, with vacation break set in July 2020.

EXHIBIT B

SPECTRA'S REPORT

Events:

For the month of November, Fair Park hosted approximately 61 events, activities, equating to 89 event days, across all facilities on our campus.

Event highlights included: Cats, and KEM at the Music Hall, numerous seminars, receptions and conferences in the African American Museum, including the Kinsey Collection; multiple receptions and birthday parties in Texas Discovery Gardens; the return of Murder Mystery Theater at the Old Mill Inn; as well as family overnight stays at the Children's Aquarium; along with multiple seminars, receptions and exhibits at the Hall of State.

On the commercial side, Fair Park hosted the 30th Anniversary of the Ride to the Texas Vietnam Veterans Memorial; Diwali Mela; Feast of Sharing; Chi Omega Christmas Market; and Cody Johnson at the Coliseum.

Dos Equis hosted Snoop Dog and Master P. On the community side, we hosted 2 Fair Park Pop Up days.

For the month of December Fair Park hosted approximately 35 events, activities equating to 53 event days, across all facilities on our campus.

Event highlights included: Jurassic Quest; Tower Antiques; Dear Evan Hansen at the Music Hall; Holiday High Tea at the Hall of State; KwanzaaFest; and Christmas in the Park.

On the commercial side, Fair Park was in the final planning stages with the NHL and Sports Commission for the upcoming Winter Classic event scheduled for Jan 1, 2020, with an estimated sell out crowd of over 80K; which will feature musical performances, animal on the field, pig races, the mid way open for rides and games of chance, along with a Fan Fest, all presented by Bridgestone.

Finance:

Fair Park First is in the process of selecting an audit firm for the FYE 2019 audit, we received the exemption verification from the State of Texas for Sales and Use Taxes; our ten year budget was sent to the city on 12/1/2019, and a schedule of Transition reserve funding was also sent to the City by 12/1/2019.

Operations:

Discussed various operational matters including ongoing make ready endeavors including Winter Classic planning; bond related projects including Hall of State, Coliseum, and Science Place 1; State Fair Net Revenue Projects including the Automobile and Embarcadero facilities; as well as a number of open positions which remain to be filled.

Marketing/Sales:

Discussed various marketing/sales matters including working with the Dallas Sports Commission on various potential events to attract to Fair Park, announcements on upcoming events including Marti Gras and the Big Texas Beer Fest; conducted two promotional giveaways for the Winter Classic which included tickets, merchandise, parking, food vouchers and field passes—thru social media channels; attended community meeting with Fair Park First, BRV and In the City For Good, in a number of neighborhoods; as well shared that we will be hosting our first Fair Park Campus Marketing meeting on Jan 23,2020.

EXHIBIT C

BIEDERMAN REDEVELOPMENT VENTURES REPORT

Since the end of September, we have engaged with 522 community members regarding the neighborhood park and master plan efforts. We've received input from 460 individuals on where the neighborhood park should go. We have held two public meetings, one community workshop, two open houses for the tenants and user groups on campus, and attended 12 neighborhood meetings and two community events.

We have more meetings confirmed so by mid-January we will have attended 25 neighborhood meetings and community events and met with 18 out of the 21 neighborhoods identified in South Dallas. I am continuing to seek out avenues to reach the remaining three neighborhoods and to continue to reach as many of our neighbors through various avenues.

We will also continue to push out a park location survey through social media and partners in the community these next few weeks.

Lastly, we will continue attending meetings and events in the first quarter of 2020 to get feedback on the amenities and programming the neighborhoods want to see in the park as well as sharing the master plan as it develops. John Slack with Perkins + Will will be diving deeper into the master plan and neighborhood park in the executive session following this meeting.

EXHIBIT D
FINANCE REPORT

[Attached]



FAIR PARK FIRST

Consolidated October Financials

	<u>ACTUAL</u>	<u>BUDGET</u>	FAV(UNFAV) <u>VARIANCE</u>
TOTAL EVENT INCOME	197,950	0	197,950
OTHER INCOME	721,202	970,366	(249,164)
INDIRECT EXPENSES	(1,736,115)	(1,991,872)	255,757
NET INCOME (LOSS) BEFORE DEPRECIATION	<u>(816,963)</u>	<u>(1,021,506)</u>	<u>204,543</u>
DEPRECIATION	(4,551)	(4,551)	0
NET INCOME (LOSS) AFTER DEPRECIATION	<u>(821,513)</u>	<u>(1,026,057)</u>	<u>204,543</u>