

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

June 16, 2020

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 June 16, 2020, at 6:07 p.m.

Directors Present: Darren L. James
 Norman Alston
 Margo R. Keyes
 Veletta Forsythe Lill
 Reverend Donald Parrish
 Emily Ledet
 Ovidia E. Amaya
 Jason Brown
 Sonja McGill
 Ann Barbier Mueller (Entered at 6:14pm)
 Mercedes Fulbright (Entered at 6:21pm)

Directors Absent: John Proctor

Guests: Peter Sullivan, Spectra
 Eric Clein, Spectra
 Dee Ann Hirsch, Spectra
 Alyssa Arnold, BRV
 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

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. Eleven 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 originally scheduled and cancelled due to the impacts of covid-19 on March 17, 2020 April 21 2020 and May 19, 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, as well as the ongoing impacts of covid-19.

5. Report from Biederman Redevelopment Ventures

Ms. Alyssa Arnold, representatives of Biederman Redevelopment Ventures, provided a general update the preparation of the Fair Park Master Plan, and delayed programming due to the impacts of covid-19.

6. Report from Donor Relations/Fundraising Advisory Recruitment 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. Ms. Margo R. Keyes provided an update as to the development of a fundraising advisory committee.

7. Report from In The City For Good

Mr. Terry Kittleson, representative of In The City For Good, provided a general update on its community engagement efforts with respect to community outreach, and the support of community nonprofits.

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 B.

9. Board Bylaw Amendment 3.4.

The next order of business was to discuss an amendment to formalize procedures for remote meetings, made necessary by the impacts of covid-19. Discussions ensued among the Board members.

When there were no further discussions or questions, Mr. James entertained a motion to

approve Board Bylaw 3.4, a motion was made and duly seconded, and the amendment was approved as presented.

10. New Board Member Nomination, Sonya Woods.

The next order of business was to discuss the nomination of Sonya Woods to join the Board of Directors.

There were no questions or objections, Mr. James entertained a motion to approve the nomination, a motion was made and duly seconded, and the nomination was approved.

11. Authorization to Proceed with Good Faith Lease Negotiations.

The next order of business was to discuss a staff recommendation to authorize two respondents to the RFI issued on Aug 18, 2019 for long term occupancy of Science Place One and the Museum of Nature and Science. Discussions ensued among the Board Members.

When there were no further discussions or questions, Mr. James entertained a motion to approve good faith lease negotiations for Spark and Best Texas LLS/RRMF, a motion was made and duly seconded, and the amendment was approved as presented.

12. Authorization for the Chair to Release Reserve Funds If Necessary, to Deal with Continuing Economic Factors.

The next order of business was to discuss a staff recommendation to authorize the Chair to release reserve funds when necessary to offset the impacts of the ongoing economic factors. The Covid 19 Pandemic and the Board of Directors' scheduled break in July was highlighted. Further discussions ensued among the Board Members.

When there were no further discussions or questions, Mr. James entertained a motion to approve the Chair's authority to release reserve funds, a motion was made and duly seconded, and the motion was approved.

There being no other business to consider, upon a motion duly made and seconded, the meeting was adjourned at 7:31 p.m.

Respectfully submitted,

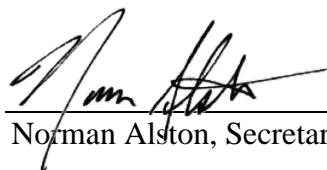
By: 
Norman Alston, Secretary

EXHIBIT A
EXECUTIVE DIRECTOR'S
REPORT

EXECUTIVE DIRECTOR REPORT

REGULAR MEETING OF THE BOARD OF DIRECTORS OF

FAIR PARK FIRST

Tuesday, June 16, 2019 (6:00 P.M.)

Meeting Held Electronically

1. Strategic Focus
 - A. Competitive Grants
 - (i) LSP
 - B. Largely Capital, Seeking Greater Programmatic Dollars
2. RFI For Unoccupied Buildings
 - A. Staff Recommendation
 - (i) Spark has sufficient merit to proceed to good faith lease negotiations
 - (ii) Best Texas/RRMF project has sufficient merit to proceed to good faith lease negotiations
 - (iii) Women's Museum
 1. Two new large parties have come forward
 2. Smaller parcel interest remains strong among nonprofit entities and agencies, recommend exploring potential workshare space for non-profits
3. Opportunities
 - A. Fundraising Consultants
 - (i) Three bonafide respondents have been identified
 1. Ongoing evaluation for shortlist presentations, likely in July
 2. We need to reenter renewal discussions in advance of a June deadline

- 4. Donor Strategy
 - A. The environment remains challenging, due to covid 19
 - B. New meetings and relationship cultivation have been affected
 - C. Promising conversations with a campaign opener for the Phase One Capital Campaign
 - D. Most presentations postponed until early 2021 at earliest
 - E. Shifting to target a tactical approach to grant writing
 - F. Resident Institutions
 - (i) Collaboration in an increasingly crowded donor landscape remain a focus
 - (ii) African American Museum, Capex Program
 - (iii) Dallas Summer Musicals, New VP Development
 - (iv) Texas Discovery Gardens

EXHIBIT B

FINANCE REPORT

[Attached]



FAIR PARK FIRST

Consolidated March Financials				Consolidated April 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	210,947	365,290	(154,343)		-410	224,250	(224,660)
OTHER INCOME	1,308,932	1,565,150	(256,218)		729,601	1,098,991	(369,390)
INDIRECT EXPENSES	792,011	1,025,402	233,391		326,988	512,921	185,932
NET INCOME (LOSS) BEFORE DEPRECIATION	<u>727,868</u>	<u>905,038</u>	<u>(177,171)</u>		<u>402,204</u>	<u>810,320</u>	<u>(408,117)</u>
DEPRECIATION	(4,551)	(4,551)	0		(4,551)	(4,551)	0
NET INCOME (LOSS) AFTER DEPRECIATION	<u>723,317</u>	<u>900,488</u>	<u>(177,171)</u>		<u>397,653</u>	<u>805,769</u>	<u>(408,117)</u>



FAIR PARK FIRST

Consolidated Year to Date				April 2020 Comments	
	<u>ACTUAL</u>	<u>BUDGET</u>	<u>FAV(UNFAV) VARIANCE</u>		
TOTAL EVENT INCOME	2,114,736	1,713,636	401,100	-Event income was down compared to budget by \$224,660 -Other income was down compared to budget by \$369,390 -We continue to save in spending, Indirect expenses came in better than budget by \$185,932 for the month	
OTHER INCOME	4,597,490	6,826,846	(2,229,356)		
INDIRECT EXPENSES	6,757,681	7,935,883	1,178,201		
NET INCOME (LOSS) BEFORE DEPRECIATION	<u>(45,455)</u>	<u>604,599</u>	<u>(650,055)</u>	Fiscal Year 2020 YTD Comments -YTD, event income is better than budget by \$401,100 -YTD, other income is down compared to budget by \$2,229,356 -YTD, indirect expenses are better than budget by \$1,178,201	
DEPRECIATION	(31,856)	(31,856)	0		
NET INCOME (LOSS) AFTER DEPRECIATION	<u>(77,311)</u>	<u>572,743</u>	<u>(650,055)</u>		



AGENDA

REGULAR MEETING OF THE BOARD OF DIRECTORS

Tuesday, June 16, 2020 (6:00 P.M.)

To Be Held Remotely, Via Electronic Means

*Meeting to be live streamed at **Facebook.com/Fairparkfirst***

*Members of the public wishing to address the Fair Park First Board should sign up in advance
By emailing info@fairparkfirst.org NO LATER than 4pm Tuesday June 16, 2020 (Central Time)*

Public speakers will be emailed a link and password for admittance to the meeting

1. Call to Order
2. Welcome, Presentation of Agenda and Introductions
3. Approval of the minutes from the Board meeting held on February 18, 2020.
4. Approval of the minutes from the Board meeting cancelled on March 17, 2020.
5. Approval of the minutes from the Board meeting cancelled on April 21, 2020.
6. Approval of the minutes from the Board meeting cancelled on May 19, 2020.
7. Fair Park First Officer and Executive Reports:
 - A. President
 - B. Secretary
 - C. Executive Director

8. Advisory Committee Reports:
 - A. Finance
 - (i) Finance Update
 - B. Board Recruitment – Margo R. Keyes, Veletta Forsythe-Lill
 - (i) Advisory Committee Update
9. Spectra Update
 - A. GM Update
10. Partner Updates
 - (i) Master Plan Update
 1. BRV – Alyssa Arnold, Programming and Community Park Next Steps
 2. In The City For Good – Terry Kittleson, Community Outreach Updates
11. Items for Action
 - A. **Board Action: Bylaw Amendment, 3.4 – Electronic Meetings**
 - B. **Board Action: New Board Member Nominee, Sonja Wood**
 - C. **~~Board Action: New Board Member Nominee, Cristina Zertuche Wong~~**
 - (i) Vote moved to August
 - D. **Board Action: RFI - Authorization to proceed with good faith lease negotiations, Science Place One**
 - E. **Board Action: RFI - Authorization to Proceed with Good Faith Lease Negotiations, Natural History**
 - F. **Board Action: Authorize Chair to Release Reserve Funds If Necessary, To Deal with Continuing Economic Factors**
12. 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: Winstead

B. Speakers

13. Adjourn

Important Reminder

There is no meeting planned for July

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

Heritage Hall of Honor

Briscoe Carpenter Livestock Center

Fair Park National Historic Landmark

1403 Washington St. Dallas, TX 75210

August 18, 2020 at 6:00pm

**FIFTH 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 3.4 of the Bylaws is hereby deleted and replaced in its entirety with the following:

3.4 Regular Meetings. The Board of Directors may provide for regular meetings by resolution stating the time and place of such meetings. The meetings may be held either within or without the State of Texas and shall be held at the Corporation's principal office in Texas if the resolution does not specify the location of the meetings. No notice of regular meetings of the Board is required other than a resolution of the Board of Directors stating the time and place of the meetings.

At the discretion of the President, any meeting may be conducted solely by one or more means of remote communication through which all of the Board Members may participate with each other during the meeting, if the number of Board Members participating in the meeting would be sufficient to constitute a quorum. Such Meetings will broadcast electronically to the public, unless held in Executive Session. Participation in a meeting by that means constitutes presence in person at the meeting.

* * * * *

Sonya Woods Rose

Sonya Woods Rose is a native of Dallas, Texas. She holds a Drama & Mass Communications Degree from Dillard University of New Orleans, Louisiana, and a Fashion Merchandising & Design Degree from Wade's College of Dallas.

Sonya currently works as a Wardrobe Stylist at the world renowned, **Stanley Korshak** of Dallas. She is the founder of ***Knowing Your Style LLC***, where she independently provides makeup artistry training, and wardrobe styling for clients. Sonya believes that style is a part of our DNA: we're born with it and what you choose to do with it is your unique footprint in the world. She has accumulated more than thirty-five years of professional experience in the luxury retail industry with a thriving clientele ranging from, the "stay-at-home-mothers," career professionals, public officials, elite socialites, and the jet setting celebrity. She has styled many prominent leaders on stage as well as those on broadcast media: **FOX News, Dove Award, CW33, KTVT.**

She was ordained as an Elder in 2001 at the Potter's House Church of Dallas under Bishop T.D. Jakes. Sonya is the founder of, **Ruth's Daughters Inc.**, which is a comprehensive women's bible study program and 501(c)3 organization. Sonya is an active member of **Covenant Church** in Carrollton, Texas, where she volunteered with Next Steps, Discover Covenant and other outreach programs. Sonya occasionally teaches bible study at **Dallas Covenant**, a small group. She absolutely LOVES studying and teaching the Word of God.

Sonya is heavily involved with many community outreach programs throughout the DFW area. In September of 2017, she was appointed by the **Dallas City Council** to serve on the **Dallas Park & Recreation Board** as the District 7 representative. She is also a board member of the **Frazier Revitalization, Inc.** During her tenure on the park board, Sonya has served as the liaison to the **Turtle Creek Association** and the **Fair Park First board**. She is determined to be the change.

Sonya Rose is married to Minister Eldridge "Kenny" Rose. She has gained three sons, and one granddaughter, Noelle.

Sonya believes true confidence comes from within; it is the purest essence of style. As a result, she will first challenge you to build a positive self-image in The Lord while learning to embrace your flaws. Her approach to developing a wardrobe is what sets her apart. She will identify your body type and build a solid "basics" foundation. Sonya can masterfully inventory the intricacies of an individual and help to transform them from the inside out. Her keen eye for fashion and discerning spirit are her greatest assets. She has a real gift in seeing a full fashionable story.

Sonya will warm your heart, encourage your spirit and make you laugh. She will help you to discover the authentic you. She is a professional Makeup Artist, Wardrobe Stylist, Preacher, Teacher, Leader, Wife and Blogger. She was selected as the **Top Female Success Award recipient 2014 in Dallas.**

Sonya....style, substance, solutions!

Instagram @sonyawoodsrose, Sonya Woods Rose on Facebook, and at : www.knowingyourstyle.com and sonyawoods.blogspot.com.

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 S551.073]

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."



AGENDA

REGULAR MEETING OF THE BOARD OF DIRECTORS

Tuesday, March 17, 2020 (6:00 P.M.)

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

1. In accordance with the guidance and recommendations set forth by the CDC and local health officials, this meeting has been cancelled.

Important Reminder

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

*Heritage Hall of Honor
Briscoe Carpenter Livestock Center
Fair Park National Historic Landmark
1403 Washington St. Dallas, TX 75210
April 21 at 6:00pm*

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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 S551.073]

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]

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AGENDA

REGULAR MEETING OF THE BOARD OF DIRECTORS

Tuesday, April 21, 2020 (6:00 P.M.)

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

1. In accordance with the guidance and recommendations set forth by the CDC and State and local health officials, this meeting has been cancelled.

Important Reminder

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

*Heritage Hall of Honor
Briscoe Carpenter Livestock Center
Fair Park National Historic Landmark
1403 Washington St. Dallas, TX 75210
May 19 at 6:00pm*

EXECUTIVE SESSION NOTICE

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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 S551.073]

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AGENDA

REGULAR MEETING OF THE BOARD OF DIRECTORS

Tuesday, May 19, 2020 (6:00 P.M.)

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

1. In accordance with the guidance and recommendations set forth by the CDC and State and local health officials, and in keeping with the Dallas County Stay Home, Stay Safe Order issued on March 24, 2020, this meeting has been cancelled.

Important Reminder

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

*Heritage Hall of Honor
Briscoe Carpenter Livestock Center
Fair Park National Historic Landmark
1403 Washington St. Dallas, TX 75210
June 16 at 6:00pm*

Respectfully submitted,

By: _____

Norman Alston, Secretary

EXECUTIVE SESSION NOTICE

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The undersigned Secretary of the Corporation hereby certifies that this Amendment was duly adopted by the Board of Directors of the Corporation as of June 16, 2020.

A handwritten signature in black ink, appearing to read 'Norm Alston', written over a horizontal line.

Norman Alston, Secretary