

Adopted 11.18.2022



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

Tuesday October 18, 2022

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 October 18, 2022 at 6:03 p.m.

Directors Present: Darren L. James, President of the Corporation
Robert Luxen, Secretary
Chris Bowers
Cris Zertuche Wong
Daniel Wood, Ex Officio
Jason Brown
Kimberly Shaw
Maribel Moncada
Mercedes Fulbright
Sonja McGill
Sonya Woods Rose
Veletta Forsythe-Lill

Arriving after 6:02:
Margo R. Keyes

Not Attending:
Ann Barbier Mueller
Christina B Lynch
Donald Parish Sr.
Emily Ledet
Tim Dickey, Ex Officio

Staff and Guests:
Brian Luallen, CEO of the Corporation
Alyssa Arnold, Director of Strategic Initiatives
Anita Crethers, Community Engagement Manager
Crystal Zapien, Visitor Experience Manager

Peter Sullivan, General Manager
Scott Norton, Asst. General Manager
Dee Ann Hirsch, Asst. General Manager
Lisa Manda, Director of Finance
Arin Cutright, Director of Ticketing
Brian Bermudez, Asst. Director of Security
Dan Biederman, BRV
Josh Anderson, BRV
Heather Stephens, Rise360

Outside Counsel: Robert McCormick, Shackleford

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

1. Call to Order.

Mr. James officially called the meeting to order. 10 of the Board members were present at the beginning of the meeting, and with a quorum the meeting proceeded.

2. Approval of Minutes.

The second order of business before the meeting was the approval of the minutes from the meetings originally scheduled on June 21. Mr. James entertained a motion to approve, a motion was made and duly seconded, and the minutes were approved as submitted.

3. Board Policy and Development

Mrs. Veletta Forsythe Lill then introduced an update to the Corporation's bylaws to conform the language to the recently established position of Chief Executive Officer. It proposed that Section 6.1 of the Bylaws be deleted and replaced in its entirety with the following:

6.1 Management Staff. The President, with the approval of the Board of Directors, may hire or appoint a Chief Executive Officer/Executive Director and other employees as he or she deems appropriate to conduct the activities of the Corporation. The Board of Directors will determine the pay, conditions of employment, and responsibilities and powers of the Chief Executive Officer/Executive Director. Subject to the restrictions of Sections 7.8 and 7.9, the Corporation may enter a contract with Global Spectrum, L.P., a Delaware limited partnership d/b/a Spectra Venue Management ("Spectra"), for Spectra to provide the Corporation with employees to perform the services described therein and any other services mutually agreed between Spectra and the Corporation, all upon the terms and conditions set forth therein.

2. Section 6.2 of the Bylaws would also be deleted and replaced in its entirety with the following:

- 6.2 Executive Director. The Chief Executive Director/Executive Director shall serve at the pleasure of the Board of Directors. The Chief Executive Officer/Executive Director shall be the chief administrator of the Corporation responsible for management functions under the

direction of the President and Board of Directors. He shall employ, and may terminate, members of the staff as appropriate to carry on the work of the Corporation, shall fix their compensation within the approved budget, subject to the direction and approval of the President and the Board of Directors, and supervise them in the conduct of their duties

The Chair considered the recommendation and opened the floor to motions. A motion to adopt was made and duly seconded. The chair opened the floor for conversation and being none the motion was voted upon unanimously passed.

Next, Mrs. Forsythe-Lill and Mrs. Heather provided a briefing on the general progress of capital fundraising and commitments including a newly secured gift of \$5m. Conversation and enthusiastic comments ensued among the Board Members.

Finally, a slate of Board Member term renewals was considered. Ms. Mercedes Fulbright stepped down due to other commitments, and was offered a position on the Legacy Council. Veletta Forsythe Lill, Emily Ledet, and Darren L James were then submitted for consideration of a further term. The chair entertained a motion, which was made duly seconded and which passes unanimously. and the need for renewed board terms for several members during the October meeting.

4. Finance Report

Mr. Brown, Finance Committee Chair, and Mrs. Lisa Manda provided a written update on the finances of the Corporation. A summary of their report is attached hereto as Exhibit A. The Board then entered Executive Session at 6:42 pm for discussion on the OVG Qualitative Incentive Report for FY20/21, as mandated under the Sub Management Agreement. At 7:02 the board returned to regular session. Mr. James entertained a motion to approve the recommended incentive fee of 80%, Margo Keyes made a motion to adopt which was duly seconded by Jason Brown, and the Qualitative Incentive was approved as recommended.

5. Partner Updates

Mrs. Alyssa Arnold introduced Overland Partners who highlighted several improvement concepts for the six venues for the Prop A election, and additional qualified facilities expecting improvements from anticipated tax credit transactions.

6. Strategic Update Report

Mr. Brian Luallen the Chief Executive Officer of the Organization provided a briefing on progress to advance Fair Park capital funding through “The Brimer Bill” and the pending public education campaign.

7. Park Operations and Marketing Report

Mr. Peter Sullivan provided the board members with an update on past and future events at Fair Park including the close of our summer season as the property transitioned into the State Fair Exclusive Window, a wide variety of activity among the cultural attractions and institutions, and State Fair make-ready.

8. Adjournment

There being no other business to consider, upon a motion duly made and seconded, the meeting was adjourned at 7:38 p.m.

Respectfully submitted,



By: _____
Robert Luxen
Secretary

[Signature Page to Minutes of Board Meeting of Fair Park First – October 18, 2022]



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."