

Draft 11.07.2020

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

October 20, 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 October 20, 2020, at 6:08 p.m.

Directors Present: Darren L. James
 Norman Alston
 Margo R. Keyes
 Reverend Donald Parrish
 Emily Ledet
 Ovidia E. Amaya
 Jason Brown
 Ann Barbier Mueller
 Cris Zertuche Wong
 Mercedes Fulbright
 Sonya R. Woods
 John Proctor
 Jason Brown

Not Attending: Sonja McGill

Arrived after 6:08: Veletta
Forsythe-Lill
Cristina B. Lynch

Guests:
Robb P. Stewart, Fair Park Board Liaison
Daniel Wood, Fair Park Board Liaison
Brian Luallen, Executive Director of the Corporation
Peter Sullivan, Spectra
Eric Clein, Spectra
Dee Ann Hirsch, Spectra
Julian Bowman, Spectra
Alyssa Arnold, BRV
Dan Biederman, BRV
Terry Kittleson,
ITCFG

Legal Counsel: Robert McCormick, Shackleford
 Esther Lee, Shackleford

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. Twelve 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 originally held on September 15, 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 B.

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. A summary of Mr. Sullivan's report is attached hereto as Exhibit D.

5. Finance Report.

Mr. Jason Brown was introduced as the new Chair of the Fair Park First Finance Committee. Mr. Eric Clein provided a written update on the finances of the Corporation. A summary of his report is attached hereto as Exhibit C.

6. Report from Fundraising and Development Committee.

Ms. Margo R. Keyes provided an update as to the development of a fundraising advisory committee and shared her excitement for the selection of Rise 360 as the corporation's fundraising consultant. She and Veletta Forsythe Lill introduced the Rise-360 team to the Board.

7. Report from Rise 360

Ms. Heather Stevens presented a report relative to the developing strategy and tactics for the Capital Campaign

8. Report from Biederman Redevelopment Ventures

Ms. Alyssa Arnold and Ms. Asley Langworthy presented an update on behalf of BRV relative the selection of a landscape architect as a response to the organizations RFQ and relevant next steps, to masterplan update progress, and a community art exhibit focused on voter participation.

9. New Board Member Nomination, Cristina B. Lynch.

The next order of business was to discuss the nomination of Christina Lynch to join the Board of Directors, with a concurrent motion.

There were no questions or objections, Mr. James entertained the motion to vote Ms. Lynch onto the Board, a motion was made and duly seconded, and the postponement was approved.

There being no other business to consider, upon a motion duly made and seconded, the meeting was adjourned at 7:37 p.m.

Respectfully submitted,

By: 
Norman Alston, Secretary



AGENDA

REGULAR MEETING OF THE BOARD OF DIRECTORS

Tuesday, October 20, 2020 (6:00 P.M.)

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)

*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 12pm October 20, 2020 (Central Time)***

Preregistered public speakers will be emailed a link and instructions for admittance.

1. Call to Order
2. Welcome, Presentation of Agenda and Introductions
3. Approval of the minutes from the Board meeting on Sept 22, 2020.
4. Fair Park First Officer and Executive Reports:
 - A. President
 - B. Secretary
 - C. Executive Director
5. Committee Reports:
 - A. Finance
 - (i) Finance Committee Chair Confirmation – Jason Brown

- (ii) Finance Update – Jason Brown/Eric Clein
 - B. Board Recruitment – Margo R. Keyes
 - (i) Board Member Nomination: Christina Lynch
 - C. Fundraising Update – Margo R. Keyes, Veletta Forsythe-Lill
 - (i) Consultant Introduction: Rise360
- 6. Spectra Update
 - A. GM Update
- 7. Partner Updates
 - (i) Master Plan Update
 - 1. BRV – Alyssa Arnold, Community Park RFQ Update
 - (ii) Fundraising Campaign
 - 1. Rise 360 - Heather Stevens
 - (a) Draft Timeline of Campaign
 - (b) Draft Donor Pyramid
 - (c) Capital Campaign Operating Councils Structure
 - (d) Honorary Chairs / Campaign Chairs
- 8. Items for Discussion:
 - A. **Community Park Landscape Designer Assignment – Staff Recommendation**
 - B. **Board Member Nomination - Christina Lynch**
- 9. Items for Action
 - A. **Board Action: Community Park Landscape Designer Assignment**
 - B. **Board Action: Nomination, Christina Lynch**
- 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 November 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)

November 17, 2020 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."

EXHIBIT A - SECRETARY'S REPORT

Secretary / Facilities and Historic Preservation Report to the Board of Directors

October 20, 2020

Secretary of the Board of Directors - Current and Recent Activities

1. We will be developing a few forms and other documents that will be part of our board governance and expand upon our bylaws. These documents are typical of non-profit boards and will be presented in the next couple of months.
2. We will be compiling information for an annual report. This report will be beneficial in telling the story of Fair Park First, our origins and our development. It will also be an important tool in sharing the overall story of Fair Park's redevelopment.
3. My thanks to Spectra and staff efforts to update our financial reporting to the board. I am highly encouraged and pleased by the new format. I believe that is exactly what we need.

Facilities and Historic Preservation - Current and Recent Activities

1. Since our last board report, I have been mostly engaged in the continued development of the master plan update. I have especially been working with the planning team and Lynn Rushton of the Dallas Office of Art and Culture to expand documentation and recommendations for the public art.
2. I participated in the selection process that has recommended the Studio-MLA team to design the Community Park.
3. We are aware that the City of Dallas is proposing important changes to the City's Historic Landmark enabling ordinance in the name of increased efficiency, shorter review times and to achieve a more user-friendly process. These changes could have significant impact on Fair Park, one of the nation's most important historic sites. We will be working directly with the Dallas Office of Historic Preservation and collaborating with other stakeholder groups as we assess these changes and develop input to provide to the City.

4. As a next step, an outgrowth of the master plan update process, I am assembling a group of individuals who have deep and long-standing connections to Fair Park, it's history and its architectural heritage. I will task this group to consider in some detail the direction that upcoming renovations, additions, alterations or new construction should take. This is an effort to better articulate a more clear and sensitive way forward so that Fair Park might redevelop in a manner that reflects modern sensibilities but protects and promotes the site's historic legacy and context. There is no timetable. We will be reporting back to the board periodically.
5. A reminder that Fair Park First and AIA Dallas jointly sponsor a monthly Tram Tour of Fair Park. I developed am conducting these tours that review the history of Fair Park in the context of it's architecture, both that which remains and that which has been lost. I look forward to scheduling such tours for the members of the board, our consulting teams and anyone else who would benefit from that experience.

End of Report

A handwritten signature in black ink, appearing to read "Norm Alston", with a long horizontal flourish extending to the right.

Norman Alston, FAIA

EXHIBIT B
EXECUTIVE DIRECTOR'S
REPORT

EXECUTIVE DIRECTOR REPORT

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

FAIR PARK FIRST

Tuesday, October 20, 2019 (6:00 P.M.)

Meeting Held Electronically

1. Strategic Focus
 - A. On Boarding Rise 360
 - B. PR For launch of Campaign, and milestones for community park
 - C. Completion of the master plan
 - D. Competitive Grant writing continues
 - (i) State
 - (ii) Corporate
 - (iii) Community focused foundations
 - E. Preparing for Texas Cultural District : LOI, Application, and accompanying film
 - F. Largely Capital, Seeking Greater Programmatic Dollars
2. RFI For Unoccupied Buildings
 - A. Staff Recommendation
 - (i) Draft lease document complete
 - (ii) Reached out to all parties to resume negotiations
 - (iii) Coliseum
 1. Private Equity and State Funding
 2. Significant revenue potential and year-round programming
3. Opportunities
 - A. Fundraising Consultants

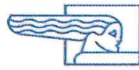
1. Moving at lightning speed
2. Focus on structure and finalizing our slate
3. Resumed meetings with individual funders and foundations
4. This week we will be moving forward on updated collateral

4. Donor Strategy

A. Resident Institutions

- (i) Aquarium Update, and impacts
- (ii) Texas Discovery Gardens – ongoing fundraising conversations

EXHIBIT C
FINANCE REPORT



FAIR PARK FIRST

CONSOLIDATED FINANCIAL STATEMENTS

	<u>August</u>	<u>Budget</u>	<u>Variance</u>	<u>YTD</u>	<u>YTD Budget</u>	<u>YTD Variance</u>
Number of Events	3	14	(11)	62	109	(47)
Number of Event Days	5	24	(19)	113	144	(31)
Attendance	15,010	28,225	(13,215)	314,977	723,318	(408,341)
<u>Operating Revenue</u>						
Special Events	0	0	0	3,305,744	2,426,159	879,585
Building Use Fee	788	11,570	(10,782)	1,408,311	1,056,616	351,695
Parking Commissions	0	16,700	(16,700)	438,908	579,280	(140,372)
State Fair Utility Reimbursement	0	0	0	386,402	0	386,402
Concessions	0	5,600	(5,600)	486,500	797,267	(310,767)
Corporate Sponsorships/Branding	12,500	74,000	(61,500)	131,250	793,000	(661,750)
Park Programming-Events	0	5,000	(5,000)	0	45,000	(45,000)
Park Programming-Sponsorships	0	27,500	(27,500)	0	247,500	(247,500)
<u>Sub-Total Operating Revenue</u>	13,288	140,370	(127,082)	6,157,115	5,944,822	212,293
<u>Non-Operating Revenue</u>						
Fundraising Income	425	250,000	(249,575)	7,563	2,750,000	(2,742,437)
Interest Income	105	1,000	(895)	15,927	11,000	4,927
Allocated Appropriation from the City of Dallas	331,866	331,867	(1)	3,650,531	3,650,530	1
<u>Sub-Total Non-Operating Revenue</u>	332,396	582,867	(250,471)	3,674,021	6,411,530	(2,737,509)
Total Revenues	345,684	723,237	(377,553)	9,831,136	12,356,352	(2,525,216)
<u>Operating Expenses</u>						
Salaries, Taxes, Wages & Benefits	213,987	454,706	240,719	3,530,388	5,394,311	1,863,923
General & Administrative	461	39,507	39,046	441,693	298,731	(142,962)
Supplies & Materials	14,095	21,872	7,777	189,093	277,361	88,268
Sales & Marketing	1,195	5,992	4,797	26,156	65,908	39,752
Fees for Services	103,741	177,482	73,742	2,530,103	2,950,848	420,745
Utilities	132,295	175,000	42,705	1,187,957	1,403,250	215,293
Maintenance	42,096	99,187	57,091	863,211	982,834	119,623
Management Fee	70,833	72,916	2,083	779,325	802,084	22,759
Qualitative Incentive Fee	0	0	0	0	0	0
Insurance	20,086	14,708	(5,378)	212,674	161,792	(50,882)
<u>Sub-Total Operating Expenses</u>	598,788	1,061,370	462,582	9,760,599	12,337,120	2,576,521
<u>Net Operating Income/(Loss)</u>	(253,104)	(338,133)	85,029	70,537	19,232	51,305
Depreciation	(4,551)	(4,551)	0	(50,060)	(50,060)	0
<u>Net Operating Income/(Loss) after Depreciation</u>	(257,655)	(342,684)	85,029	20,477	(30,828)	51,305

- The number of events, event days, and attendance are down due to COVID impacting the number of events. Some events have been rescheduled for next fiscal year. Some events have been cancelled.

Operating Revenue

Month

- Operating revenue is down for the month compared to budget due to less actual events versus budgeted events (Impact of COVID)
 - Rent, parking, concessions, and park programming all down compared to budget for the month due to the # of actual events for the month.
 - Corporate sponsorships also down for the month (timing of sponsorship deals for FPF compared to budget).

Year

- Operating revenue came in better than budget for the year due to better than expected revenue from the Winter Classic and receiving the payment from the City for FY19 revenues earlier this year (Utility reimbursement, and Live Nation true-up)
 - Live Nation true up dollars included in Special Events line item
 - Utility reimbursements from FY19 identified separately as a line item
 - Parking, concessions, and park programming all down compared to budget due to the impact of rescheduled and cancelled events.

Non-Operating Revenue

Month

- Non-operating revenue is down compared to budget due to the timing of fundraising income and lower interest rates in savings accounts.

Year

- Non-operating revenue is down compared to budget for the year due to less fundraising dollars received through August.

Operating Expenses

Month

- FPF continues to save against budget in operating expenses coming in better than budget by \$462,582 for the month. A majority of the savings come from not filling open budgeted positions, and reduced maintenance costs.

Year

- For the year, FPF has saved \$2,576,521 in operational expenses which offsets the loss in non-operating revenue. A majority of these savings have been realized in salaries, wages, and benefits. FPF has also realized savings in other operational expenses including fees for services including security costs. The reduced events have also had an impact on utility costs for the year, resulting in some savings there.

EXHIBIT D

GM

REPORT

[Attached]

GENERAL MANAGER REPORT

REGULAR MEETING OF THE BOARD OF DIRECTORS OF

FAIR PARK FIRST

Tuesday, October 20, 2019 (6:00 P.M.)

Meeting Held Electronically

(i) Events:

1. I updated the Board on the number of events which had either canceled or postponed until the next fiscal year; despite this we continue to have a great deal of interest in Fair Park on the part of our annual producers, as well as a number of new event producers.
2. Our resident institutions hosted a few events over the last month including Tx Disc Gardens hosting 3 receptions, the Hall of State hosting a brown bag series, as well as the State Fair beginning their Drive Through food event.
3. Commercially we hosted the Iron Fork pick up event, a film shoot at the Cotton Bowl, a drive in event with fireworks, a film shoot in the Women's Building, as well as Texas vs Oklahoma football game.

(ii) Finance:

1. Shared that we rec'd Covid Cares Act monies to undertake various projects in Fair Park; received FY 2021 appropriation monies from the City; and a refund from the State of Texas Comptroller for past sales tax paid

(iii) Operations:

1. Discussed numerous operational matters including emergency repairs (Cotton Bowl restrooms), bond related projects (Hall of State/Coliseum), State Fair Net Revenue projects (access controls/auto-embarcadero roof project, security camera's, warehouse, HVAC controls, coliseum concessions renovations), Covid equipment replacement initiatives, etc

(iv) Sales:

1. Discussed various sales initiatives including making adjustments/additions to our event calendar for late 2020 and 2021, additional drive in events, a NTFB MEGA event in mid November, as well as continue our efforts in trying to secure rugby, World Cup Fanfest, and multiple walks/runs, etc

(v) Marketing:

1. Discussed various marketing issues/initiatives including: providing support for the North Texas Giving Day, and securing donations for FPF, supported the Dallas Stars in game 1 of the Stanley Cup finals by putting a graphic on the Cotton Bowl scoreboard, which resulted in CB's media pages receiving over 7,900 impressions the following week.

(vi) Ticketing:

1. Assisted Paciolan for the Texas vs OU game with oversight of the platform being totally digital for the first time ever; and continue to oversee and monitor ticketing opportunities with other event producers and fundraising conversations