

Draft 12.04.2020

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

Tuesday November 17, 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 November 17, 2020, at 6:07 p.m.

Directors Present: Darren L. James
 Norman Alston
 Margo R. Keyes
 Emily Ledet
 Ovidia E. Amaya
 Jason Brown
 Ann Barbier Mueller
 Cris Zertuche Wong
 Sonya Woods Rose
 John Proctor
 Jason Brown
 Veletta Forsythe Lill
 Cristina B. Lynch

Arriving after 6:07:
Rev. Donald Parrish
Mercedes Fulbright

Not Attending: Sonja McGill

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
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. Thirteen of the Board members were in attendance at the beginning of 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 August 18, 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. A summary of Mr. Sullivan's report is attached hereto as Exhibit B.

5. Report from In the City For Good

Board Member Rev. Donald Parish Sr., also a representative of In the City For Good provided a general update on a variety of community care initiatives to provide essential goods and services to community youth.

6. Report from In The City For Good

Mr. Terry Kittleson provided a general update relative to community initiatives including support for local non-profits and the distribution of hygiene packs to the public. He also highlighted a program to distribute thousands of flyers advertising the free daily access of Fair Park, via Gate Five to surrounding neighborhoods, which had been warmly received.

7. Report from Rise 360.

Ms. Heather Stevens provided an update as to initial development and fundraising tactics, including the development of enhanced donor collateral, and a targeted list of new foundations and individual givers. Additional materials highlighted in her presentation are included as Exhibit D.

8. Finance Report.

Mr. Jason Brown was introduced as the Corporation's new Finance Chair. He and Mr. Eric Clein provided a written update on the finances of the Corporation. A summary of his report is attached hereto as Exhibit B.

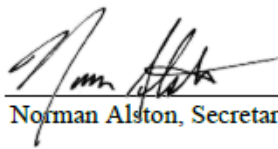
9. New Board Member Nomination, Cristina B. Lynch.

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 7:44 p.m.

Respectfully submitted,

By: 
Norman Alston, Secretary

[Signature Page to Minutes of Board Meeting of Fair Park First – November 17,
2020]

EXHIBIT A
EXECUTIVE DIRECTOR'S
REPORT

EXECUTIVE DIRECTOR REPORT

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

FAIR PARK FIRST

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

Meeting Held Electronically

1. Strategic Focus

A. Competitive Grants

- (i) LSP
- (ii) CDBG Program

B. Scaling our follow up and approach of both individual and foundation funders

- (i) Working Closely with advisors and Rise-360 to identify the most efficient plan of action
- (ii) Redeveloping Donor Collateral for Marquee Gifts and Naming Opportunities
- (iii) Developing an inventory of potential naming opportunities
- (iv) Developing glossary of terms and key phrases to ensure uniformity and consistency in our pitches
- (v) Drafting gift and naming opportunity policies for Board Review

2. RFI For Unoccupied Buildings

A. General Update

- (i) Spark
- (ii) Best Texas/RRMF

1. Coliseum

- (a) Potential City support needed
- (b) Awaiting deliverables, targeting early December for subsequent conversations

3. Opportunities

A. Fundraising Consultants

- (i) Fully contracted, and moving quickly

B. RFQ for Parking Structure in Draft

C. RFQ for Potential Hotel Developer in Draft

D. Resident Institutions

(i) Aquarium

- 1. Vetting potential operator, and engaged in city discussions

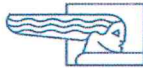
(ii) Texas Discovery Gardens

- 1. Hearing positive comments relative to ongoing fundraising conversations

(iii) African American Museum

- 1. Requesting aid on graphic design of fundraising collateral

EXHIBIT B
FINANCE REPORT



FAIR PARK FIRST

CONSOLIDATED FINANCIAL STATEMENTS

	<u>September</u>	<u>Budget</u>	<u>Variance</u>	<u>YTD</u>	<u>YTD Budget</u>	<u>YTD Variance</u>
Number of Events	5	11	(6)	67	120	(53)
Number of Event Days	13	17	(4)	126	160	(34)
Attendance	803	32,600	(31,797)	315,780	755,918	(440,138)
<u>Operating Revenue</u>						
Special Events	250,000	500,000	(250,000)	3,555,744	2,926,159	629,585
Building Use Fee	212,531	32,860	179,671	1,620,842	1,089,476	531,366
Parking Commissions	0	7,000	(7,000)	438,908	586,280	(147,372)
State Fair Utility Reimbursement	0	0	0	386,402	0	386,402
Concessions	0	40,000	(40,000)	486,500	837,267	(350,767)
Corporate Sponsorships/Branding	0	7,000	(7,000)	131,250	800,000	(668,750)
Park Programming-Events	0	5,000	(5,000)	0	50,000	(50,000)
Park Programming-Sponsorships	0	27,500	(27,500)	0	275,000	(275,000)
<u>Sub-Total Operating Revenue</u>	462,531	619,360	(156,829)	6,619,646	6,564,182	55,464
<u>Non-Operating Revenue</u>						
Fundraising Income	279	250,000	(249,721)	7,843	3,000,000	(2,992,157)
Interest Income	102	1,000	(898)	16,029	12,000	4,029
State Fair Marketing Allowance	81,491	0	81,491	81,491	0	81,491
Transition Reserve-Funding From City	137,498	0	137,498	137,498	0	137,498
Allocated Appropriation from the City of Dallas	331,866	331,867	(1)	3,982,397	3,982,397	0
<u>Sub-Total Non-Operating Revenue</u>	551,237	582,867	(31,630)	4,225,258	6,994,397	(2,850,630)
Total Revenues	1,013,768	1,202,227	(188,459)	10,844,904	13,558,579	(2,795,167)
<u>Operating Expenses</u>						
Salaries, Taxes, Wages & Benefits	397,427	536,923	139,496	3,927,815	5,931,234	2,003,420
General & Administrative	8,366	22,543	14,177	450,059	321,274	(128,785)
Supplies & Materials	7,576	42,810	35,234	196,669	320,171	123,502
Sales & Marketing	1,995	5,992	3,997	28,151	71,900	43,749
Fees for Services	167,012	177,481	10,469	2,697,115	3,128,330	431,214
Utilities	54,348	175,000	120,652	1,242,305	1,578,250	335,945
Maintenance	18,436	73,086	54,650	881,646	1,055,920	174,274
Management Fee	70,833	97,916	27,083	850,158	900,000	49,842
Qualitative Incentive Fee	75,000	75,000	0	75,000	75,000	0
Insurance	22,895	14,708	(8,187)	235,568	176,500	(59,068)
<u>Sub-Total Operating Expenses</u>	823,888	1,221,459	397,571	10,584,487	13,558,579	2,974,092
<u>Net Operating Income/(Loss)</u>	189,880	(19,232)	209,112	260,417	(0)	260,417
Depreciation	(4,551)	(4,551)	0	(54,611)	(54,611)	0
Quantitative Incentive	(500,000)	0	(500,000)	(500,000)	0	(500,000)
<u>Net Operating Income/(Loss) after Depreciation</u>	(314,671)	(23,783)	(290,888)	(294,194)	(54,611)	(239,583)

- 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)
 - Special Events revenue down due to no Live Nation Amphitheatre shows due to COVID
 - 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 FY19 payment from the city.

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 September.

Operating Expenses

Month

- FPF continues to save against budget in operating expenses coming in better than budget by \$397,571 for the month. A majority of the savings come from not filling open budgeted positions, and reduced maintenance costs.

Year

- For the year, FPF saved \$2,974,092 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 areas.

EXHIBIT C

GM

REPORT

GENERAL MANAGER REPORT

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

FAIR PARK FIRST

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

Meeting Held Electronically

1. Events:

- A. I updated the Board on events sharing the Oct events shared the same trajectory as Sept and Aug; down as compared to budget, but nonetheless we were able to host a few and make some monies; events included a Jill Biden drive in event, 2 drive in concerts, a film shoot and 2 community events. Additionally we continue to have a good deal of interest in Fair Park from promoters when restrictions relax.
- B. In regard to Resident Institutions, the State Fair hosted it Drive Through event, there were 5 receptions at the Texas Discovery Gardens, and the Hall of State hosted a Brown Bag Lecture Series, as well as held there official re-opening.

2. Finance:

- A. Shared that we submitted the 2020 4th Quarter financials to the City, received CARES Act money from the City, and were working on a number of agreements for our fundraising campaign and Master Plan Update.

3. Operations:

- A. Discussed numerous operational matters including emergency repairs (Cotton Bowl restrooms), bond related projects including (coliseum), State Fair Net Revenue Projects including (access controls/automobile-embarcadero roof repairs, warehouse, building hvac controls, coliseum concessions renovations); CARES ACT funding, etc.

4. Sales:

- A. Discussed various sales initiatives including: that we were continue to work with various promoters in regard to 2021 event dates; the NTIF has decided to cancel their 2021 event and move it to 2022; finalized agreements for multiple TV/video shoots over the next few months, and continue to work on multiple RFP responses for events over the next few years.

5. Marketing:

- A. Discussed various marketing issues/initiatives including: put out a press release regarding the Councils unanimous approval of the Master Plan Update; worked with the North Texas Food Bank to announce their 5th and largest food distribution event at Fair Park on Nov 14th; as well as assisted the Dallas Historical Society with their Landry Legacy media preview held at the Cotton Bowl.

6. Partnership Updates:

- A. Discussed that we continue to work on our Crown Castle initiative to provide Fair Park with a DAS system, and continue our talks with the Texas Historical Commission/City of Dallas Landmark division; as well as that we're close to signing a soft drink and malt beverage deals for Fair Park.

EXHIBIT D

RISE 360

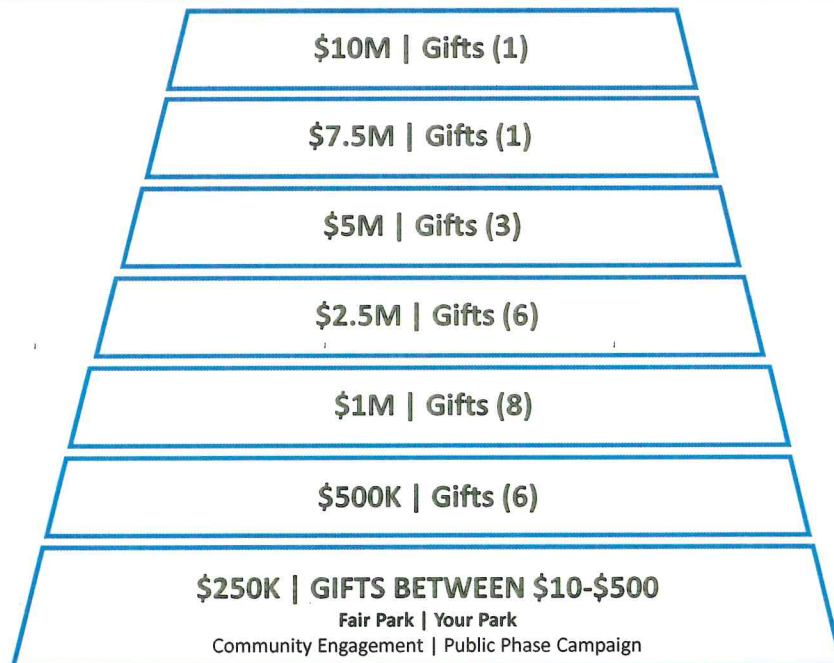
REPORT

Fair Park First

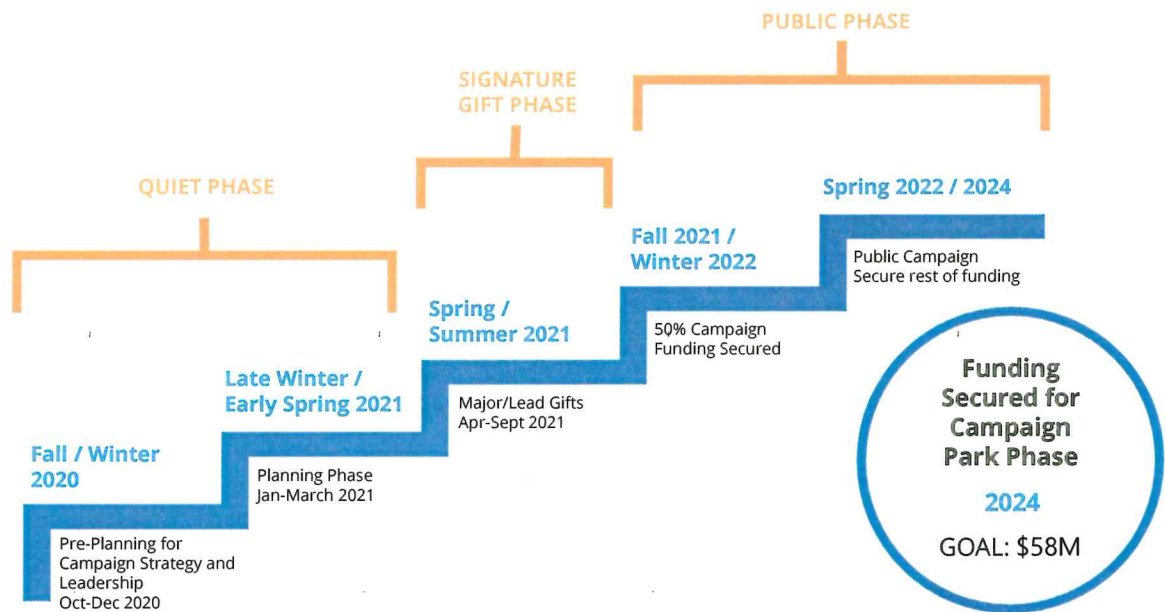
Capital Campaign Park Phase | Donor Strategy



TARGET GOAL
\$58 MILLION



FAIR PARK FIRST CAPITAL CAMPAIGN PARK PHASE | FUNDING TIMELINE



Times are estimates are conservative and subject to change based on internal and external campaign factors. Updated as of 10/10/2020.





AGENDA

REGULAR MEETING OF THE BOARD OF DIRECTORS

Tuesday, November 17, 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 Oct 20, 2020.
4. Fair Park First Officer and Executive Reports:
 - A. President
 - B. Secretary
 - C. Executive Director
5. Committee Reports:
 - A. Finance
 - (i) Finance Update – Jason Brown/Eric Clein

- B. Fundraising and Development Update – Margo R. Keyes/Veletta Forsythe-Lill
- 6. Spectra Update
 - A. GM Update
- 7. Partner Updates
 - (i) Master Plan Update
 - 1. ITCFG – Terry Kittleson, Community Action and Support
 - (ii) Fundraising Campaign
 - 1. Rise 360 - Heather Stevens
 - (a) General Update
 - (i) Executive & Legacy Council
 - (ii) Initial Meeting Set
 - (iii) Honorary Chair Update
 - (b) Donor Collateral
- 8. 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
- 9. 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)

December 15, 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 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]

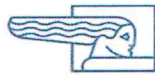
Handgun Prohibition Notice for Meetings of Government Entities

"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."



FAIR PARK FIRST

CONSOLIDATED FINANCIAL STATEMENTS

	<u>October</u>	<u>Budget</u>	<u>Variance</u>	<u>YTD</u>	<u>Budget</u>	<u>Variance</u>
Number of Events	4	3	1	4	3	1
Number of Event Days	5	12	-7	5	12	-7
Attendance	1,959	5,000	-3,041	1,959	5,000	-3,041
<u>Operating Revenue</u>						
Special Events	387,500	387,500	0	387,500	387,500	0
Building Use Fee	27,362	10,000	17,362	27,362	10,000	17,362
Parking Commissions	0	0	0	0	0	0
Concessions	6,297	0	6,297	6,297	0	6,297
Corporate Sponsorships/Branding	0	60,000	-60,000	0	60,000	-60,000
Park Programming-Events	0	0	0	0	0	0
Park Programming-Sponsorships	0	0	0	0	0	0
<u>Sub-Total Operating Revenue</u>	421,159	457,500	-36,341	421,159	457,500	-36,341
<u>Non-Operating Revenue</u>						
Fundraising Income	5,005	250,000	-244,995	5,005	250,000	-244,995
Interest Income	105	0	105	105	0	105
Allocated Appropriation from the City of Dallas	273,194	287,572	-14,378	273,194	287,572	-14,378
<u>Sub-Total Non-Operating Revenue</u>	278,305	537,572	-259,267	278,305	537,572	-259,267
Total Revenues	699,464	995,072	-295,608	699,464	995,072	-295,608
<u>Operating Expenses</u>						
Salaries, Taxes, Wages & Benefits	196,303	216,120	19,817	196,303	216,120	19,817
General & Administrative	1,028	3,410	2,382	1,028	3,410	2,382
Supplies & Materials	26,902	34,377	7,475	26,902	34,377	7,475
Sales & Marketing	986	2,300	1,314	986	2,300	1,314
Fees for Services	1,084,592	1,106,199	21,608	1,084,592	1,106,199	21,608
Utilities	127,691	139,600	11,909	127,691	139,600	11,909
Maintenance	19,785	28,728	8,943	19,785	28,728	8,943
Management Fee	70,833	70,833	0	70,833	70,833	0
Qualitative Incentive Fee	0	0	0	0	0	0
Insurance	20,188	20,680	492	20,188	20,680	492
<u>Sub-Total Operating Expenses</u>	1,548,308	1,622,247	73,939	1,548,308	1,622,247	73,939
<u>Net Operating Income/(Loss)</u>	-848,844	-627,175	-221,669	-848,844	-627,175	-221,669
Depreciation	-4,551	-4,551	0	-4,551	-4,551	0
<u>Net Operating Income/(Loss) after Depreciation</u>	-853,395	-631,726	-221,669	-853,395	-631,726	-221,669

Board Notes-October 2020

- October marks the first month of the 2020-2021 fiscal year.

Operating Revenue

Month

- Operating revenue was down for the month compared to budget due to the timing of budgeted corporate sponsorship/branding revenue.
 - Building Use Fee revenue was better than budget due to increased rent and ticketing revenue for 2 drive in concerts.

Non-Operating Revenue

Month

- Non-operating revenue is down compared to budget due to the timing of fundraising income.
- The impact of COVID-19 also reduced our budgeted appropriation from the City of Dallas and our payment has been reduced by 5%.

Operating Expenses

Month

- FPF was better than budget by \$73,939 for the month in operating expenses; due to savings in utilities and other services for the month.