



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

December 17, 2024

A called meeting of the Board of Directors (the "Board") of Fair Park First, a Texas nonprofit corporation (the "Corporation"), was held remotely via electronic means and live-streamed to the public at ***Facebook.com/Fairparkfirst*** on Tuesday, December 17, 2024 at 4:00 PM.

Directors Present:

Veletta Forsythe-Lill, President and Chair of the Nonprofit
Jason Brown, Vice Chair
Robert Luxen, Secretary
Chris Bowers
Reverend Todd Atkins
Margo R. Keyes
Tim Dickey, Ex Officio
Chelby Sanders Kirk
Cordelia Boone, Ex Officio
Kimberly Shaw
Lubbock Smith
Jon Wolkenstein
Matt Orwig
Dan Torpey

Not Attending:

Zaida Basora
Maribel Moncada
Christina B. Lynch
Ann Barbier Mueller
Daniel Wood, Ex Officio
Lincoln Stephens

Staff and Guests:

Rosa Fleming, Director, City of Dallas Convention and Event Services
David A. Zobrist, AIA, NCARB. Z Projects
Russell Dyer, Office of Arts and Culture
Alyssa Arnold, Chief Operating Officer
Crystal Zapien, Sr. Project Manager



Josh Anderson, BRV
Anita Crethers, Community Engagement
Stacey Church, General Manager
Clif Huebner, Director of Finance
Scott Norton, Asst. General Manager
Dee Hirsch, Asst. General Manager
Heather Stevens, Rise360
Jess Saldana, No Title Provided
Reginald Williams, Assistant Director, Convention and Event Services

Ms. Veletta Forsythe-Lill served as Chair and Mr. Robert Luxen served as Secretary for the meeting.

I. **Call to Order and Introductions**

1. Ms. Forsythe-Lill officially called the meeting to order at 4:08 PM. Board members, officers, employees, and guests introduced themselves.

II. **Adoption of Minutes**

1. Ms. Forsythe-Lill entertained a motion to adopt the minutes from the Board Meeting held on November 12, 2024.

III. **Committee Reports**

1. **Finance Committee** – Jon Wolkenstein, Chair

- a) Stacey Church, General Manager and Clif Huebner, Finance Director with Oakview Group did not present the October or November financials as they were provided the day before the Board Meeting, and Board Treasurer Jon Wolkenstein stated to the Board that was not enough time to review the financials before presenting them to the Board. They will be presented in January. Jon stated that additional lead time on the financials is essential and requested they be provided further in advance than the day before the meeting.
- b) Jon also shared that the budget for Fair Park First, the manager's budget, has been approved and completed and is being utilized. Stacey Church shared that the operator's budget still needs work, and they are not working with a budget currently because they are still waiting on outstanding questions from the City. They hope to have these resolved well before the next board meeting so they can present an updated budget.



2. **City Appropriation Resolution and Possible Action** - Veletta Forsythe-Lill
 - a) Veletta Forsythe-Lill shared that Chris Bowers has prepared a resolution to provide to the City of Dallas clarifying the distribution of funds such as stipends and reimbursements. These funds will now be distributed directly from Fair Park First's unrestricted bank account. Oakview Group has been provided with viewing access to the manager's bank account but not authority beyond that action has been provided. This resolution will confirm that Fair Park First receives all stipends and reimbursements directly to the bank account at PNC and will be managed by Fair Park First, the manager. The resolution was adopted with a motion by Todd Atkins and second by Matt Orwig.

3. **Facilities Committee** – Chelby Sanders and Zaida Basora, Co-Chairs
 - a) Women's Museum / TBAAL Lease and Work and Possible Action – Chelby Sanders, Stacey Church, Rosa Fleming, Director, City of Dallas Convention and Event Services
 - (1) Rosa Fleming shared that TBAAL (The Black Academy of Arts and Letters), currently a tenant at the Dallas Convention Center, needs a temporary home for two to three years while the Dallas Convention Center is under construction. The Women's Museum is a possible location with needed renovations for which the City could offer \$2-3 million. Renovations would increase the building's value for future use and long-term lease capabilities.
 - (2) Dave Zobrist outlined some of the internal repairs and upgrades needed to the building including the conversion of a recognition wall into a box office and the creation of meeting rooms and a small theater.
 - (3) Rosa Fleming stated additional building-wide repairs needed include fixing broken exterior windows, condensation issues, exterior door weatherproofing, and roofing repairs would come from the capital construction fund allocated by the City. Zobrist added that the roof needs to be replaced due to leaks and water infiltration. Forsythe-Lill mentioned repairs are also needed to the auditorium, stage and fountain. The team agreed to work with the Office of Arts and Culture to gather all necessary documents of renovations for future reference.
 - (4) The roof assessment report will be complete in December; cost estimate in January. The team also discussed the timeline for getting Landmark Commission and Texas Historical Commission approval for improvements. Fleming expressed commitment to Fair Park and the potential partnership with the City.



(5) Stacey Church stated they will begin drafting a short-term lease agreement for 6-7 months that will cover the construction window and a long-term agreement covering approximately 3 years that will cover the project's duration. It was stated that all long-term leases must come before the Fair Park First Board for approval. This was acknowledged, and the lease for TBAAL will be presented for approval when ready. If all goes according to plan, TBAAL would move in in August 2025.

4. **Community Park Project Manager Contract and Possible Action** - Zaida Baora and Alyssa Arnold

a) The team discussed the contract for the Community Park Project Manager with a 2% cost of the construction hard costs. The firm would be Norman Alston Architects. A motion was made to approve the contract by Chris Bowers and a second by John Wolkenstein. The contract was approved by the Board.

5. **Facilities Kick-Off Meeting** - Chelby Sanders

a) Chelby Sanders stated the need for a strategic planning session around facilities, including the larger group for alignment on the vision of the facilities. Also discussed was the need for a centralized repository of all documents related to the buildings including assessments, renovations, maintenance, deferred maintenance, etc.

b) *The Board discussed the importance of protecting the City's public art collection* including light standards on buildings, and suggested inviting the public art manager to discuss this further. Stacey Church also proposed implementing a contractor check-in and check-out process to ensure accountability and prevent damage to the buildings. The team agreed to work on this process and to align with the State Fair of Texas. Veletta Lill also mentioned the need to educate contractors about specific requirements for certain buildings and to incorporate an offset policy to protect the artwork. The team also discussed the process of identifying damages and charging back for repairs, with a focus on fairness and accountability.



6. **Cotton Bowl Hospitality** - Stacey Church

- a) Stacey Church shared updates on the Texas vs. OU game including changes to ensure adequate water distribution and storage. She provided a report on the increase in bottled water sales in 2024 due to the game's timing and temperatures.

IV. **Governance Committee** – Chris Bowers, Chair

1. **Update on Policies and Procedures and Possible Action** – Heather Stevens and Alyssa Arnold

- a) Heather Stevens led a discussion about the adoption of additional new policies and procedures for the organization. Seven policies were reviewed including a Board of Directors Agreement to Serve, Conflict of Interest Policy, Donor Bill of Rights, Gift Policy, Records Retention and Destruction Policy, Whistleblower Policy, and Finance and Controls Policy. Chris Bowers stated that these policies were strong and well-constructed and are an additional step in organizational structure. Chris Bowers made a motion to approve with minor correction changing the Conflict of Interest Policy to Conflict of Interests Policy. Matt Orwig accepted the corrections and seconded the motion. The team agreed to adopt these policies with minor corrections. The motion was approved by the Board.
- b) Stevens shared that another round of policies will be coming for the January board meeting and will be sent out to review once approved by the Executive Committee.

2. **Briefing on Charles Thiers, Jr. v. City of Dallas, et al., No. DC-22-13208, pending in the 44th Judicial District Court of Dallas County** – Chris Bowers

- a) Chris Bowers reported on status of lawsuit filed in 2022 involving a gate accident at Fair Park, with a trial date set for mid-2025.

V. **Office and Executive Reports** - Manager Update - Alyssa, Arnold, Acting CEO

- 1. Alyssa shared successful holiday programs and upcoming spring and summer plans. Programming begins March 1, 2025.
- 2. Veletta Forsythe-Lill mentioned the upcoming 100th anniversary of United Way on the campus, which will include a 2000-person VIP dinner, public wine tasting, and a concert in the Cotton Bowl with two A-list performers and will use several of the buildings on campus. She also discussed several other activities happening in 2025 within the campus.



Adjournment

There being no other business to consider, upon a motion duly made and seconded, the meeting was adjourned at 5:46 p.m.

Respectfully submitted,

A handwritten signature in blue ink, appearing to read "Robert Luxen", is written over a light blue rectangular background.

By: Robert Luxen, Secretary

Signature Page to Minutes of Board Meeting of Fair Park First – 12/17/2024