

5/6/2023



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

Tuesday April 18, 2023

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 April 18, 2023 at 6:05 p.m.

Directors Present:

Darren L. James, President of the Corporation  
Robert Luxen, Secretary  
Chris Bowers  
Daniel Wood, Ex Officio  
Donald Parish Sr.  
Emily Ledet  
Jason Brown  
Kimberly Shaw  
Lincoln Stevens  
Margo R. Keyes  
Maribel Moncada  
Tim Dickey, Ex Officio  
Sonya Woods Rose  
Veletta Forsythe Lill  
Chelby Sanders  
Sonja McGill

Arriving after 6:05:

Keba Batie  
Cris Zertuche Wong

Not Attending:

Ann Barbier Mueller  
Christina B. Lynch

Staff and Guests:

Brian Luallen, CEO of the Corporation  
Peter Sullivan, General Manager

Alyssa Arnold, Chief Impact Officer  
Dee Ann Hirsch, Asst. General Manager  
Bryce Hamilton, Director of F&B  
Brian Sifferman, Director of Security  
Brian Bermudez, Asst. Director of Security  
Greg O'Dell, President, OVG360  
Michael Ahearn, Regional VP, OVG360  
Julian Bowman, Senior Director of Marketing  
Clif Huebner, Director of Finance  
Scott Norton, Asst. General Manager  
Ashley Langworthy, BRV  
Heather Stevens, Rise360  
Terry Kittleson, ITCFG  
Norman Alston, Normal Alston Architects

Legal Counsel: Robert McCormick, Shackelford

Mr. Darren L. James served as the chair of the meeting. Mr. Robert Luxen served as Secretary for the meeting.

1. Call to Order.

Mr. James officially called the meeting to order at 6:05. 14 of the Board members were in attendance at the beginning of the meeting, and with a quorum present the meeting proceeded. New Members Keba Batie and Chelby Sanders Kirk were officially welcomed to the Board.

2. Approval of Minutes.

The second order of business before the meeting was the approval of the minutes from the meeting scheduled on March 21, 2023. There being no discussion or questions, a motion was made and duly seconded, and the minutes were approved as presented.

3. Partner Updates

Chief Impact Officer Alyssa Arnold introduced AECOM, who along with AGM Dee Ann Hirsch, provided an update as to construction timelines on the Community Park Complex including its parking garage. Questions ensued but the Board endorsed the proposed timeline to be shared with the City of Dallas and partner organizations. Ms. Arnold also briefed the board on a recent upgrade of company IT and Email to the Microsoft Outlook platform and offered to assist members should they have any issues with the transition.

4. Board Development

Mrs. Veletta Forsythe Lill introduced Heather Stevens, who provided a robust update on fundraising activities. There was discussion among the board

5. Management Agreement and Sub-Management Agreement

Next, the Board was slated to be briefed on the RFI for Long Term Tenants for the Magnolia Lounge and The Bandshell, and other proprietary and confidential matters. The Chair considered a motion by Secretary Luxen to enter executive session to discuss the proprietary details

of potential leases and various contracts which was duly seconded and passed.

The Board exited executive session at 8:32, and the general meeting resumed.

6. Finance Report.

Mr. Keba Batie and Mr. Clif Huebner provided an update on the organization's finances for the month ending in January 31, 2023.

Mr. Brian Luallen provided an update of debt service options for the implementation of capital projects under the Fair Park, Your Park Campaign. Mr. Luallen discussed the need to continue carrying a credit facility to fund upfront costs of design and construction related to the structured parking facility and the community park. Both Mr. Batie and Mr. Luallen recommended that the terms of an up to \$10,000,000 revolving line of credit with Regions Bank be renewed, as in 2022 Region Bank's proposed terms represented the best overall terms from the offers received, and asked the board to consider authorizing the Company to move forward with obtaining renewal of the aforementioned revolving line of credit from Region Bank on the terms contained in its proposal.

The Board then considered the need for a revolving credit facility secured by pledges of future capital campaign donations, the adoption of the Regions Bank term sheet, and the authorization of Mr. Darren L. James and company staff to negotiate and execute final loan documents with Regions Bank to secure a renewal of the revolving line of credit generally aligned to the original terms proposed in the Regions Bank term sheet, as may be modified and approved by Mr. James on behalf of the company. The Chair accepted a motion to authorize Mr. James and company staff to negotiate and execute final loan documents with Regions Bank to secure a renewed revolving line of credit, which motion was duly seconded. When no further questions or discussion arose, the motion was adopted unanimously by the board members present at the meeting.

7. Report from the CEO

In the interest of time Mr. Luallen, CEO of the Corporation, provided a written update on strategic initiatives which was mailed following the Meeting.

8. Operational Update Report

Mr. Peter Sullivan provided a short, general update on past and future events at Fair Park, as well as several new hires.

9. Adjournment

There being no other business to consider, upon a motion duly made and seconded, the meeting was adjourned at 8:44 p.m.

Respectfully submitted,



By: \_\_\_\_\_  
Robert Luxen, Secretary

Signature Page to Minutes of Board Meeting of Fair Park First – 4/18/2023