

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

August 20, 2019

A meeting of the Board of Directors (the "Board") of Fair Park First, a Texas non-profit corporation (the "Corporation"), was held at Briscoe Carpenter Livestock Center, Dallas Fair Park, 1403 Washington Street, Dallas, TX 75210 on August 20, 2019, at 6:07 p.m.

Directors Present: Norman Alston
Darren L. James
Jason Brown
Veletta Forsythe Lill
Margo R. Keyes
Emily Ledet
Sonja McGill
Mercedes Fulbright (entered at 6:17 p.m.)
Reverend Donald Parrish (entered at 6:17 p.m.)
Arcilia Acosta (entered at 6:19 p.m.)
Ovidia E. Amaya (entered at 6.22 p.m.)

Directors Absent: John Proctor

Guests: Peter Sullivan, Spectra
Eric Clein, Spectra
Robb P. Stewart, Fair Park Board Liaison
Sonya Woods, Fair Park Board Liaison (entered at 6:12 p.m.)
Brian Luallen, Executive Director of the Corporation

Legal Counsel: Robert McCormick, Winstead PC
Sean Brown, Winstead PC

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. Seven 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 meetings held on May 21, 2019 and June 17, 2019. There being no discussion or questions, a motion was made and duly seconded, and the minutes were approved as presented.

3. Report from the President.

Mr. James, as President of the Corporation, provided a general update on the operations of the Corporation.

4. Report from the Secretary.

Mr. Alston, as Secretary of the Corporation, informed the Board that Board meetings to be held in September and October will be held at South Dallas Cultural Center. The address of South Dallas Cultural Center is 3400 S. Fitzhugh Avenue Dallas, TX 75210

5. 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.

6. Report from Spectra

Peter Sullivan provided a general update on past and future events to be held at Fair Park. Additionally, he provided an update on the planning for the Community Park and the preparation of Fair Park Master Plan. A summary of Mr. Sullivan's report is attached hereto as Exhibit B.

7. Report from Biederman Redevelopment Ventures

Mr. Biederman, President of Biederman Redevelopment Ventures, provided a general update on the planning for the community park, the preparation of the Fair Park Master Plan, programming in Fair Park. The presentation that Mr. Biederman gave is attached hereto as Exhibit C.

8. Report from In the City for Good

Mr. Terry Kittleson, President and CEO, provided a general update how In the City For Good assisted members of the Dallas community attend Fair Park Field Days. Additionally, he provided feedback received from certain attendees of Fair Park Field Days.

9. Report from Board Development Committee.

Ms. Forsythe Lill, Chairperson of Board Development Committee, provided a general update on its discussions with Mr. Luallen, Executive Director of the Corporation, and Ms. Keyes regarding identifying possible candidates, who are interested in fundraising, for the remaining open positions on the Board.

10. Report from Donor Relations/Fundraising Committee.

Ms. Keyes, Chairperson of the Donor Relations/Fundraising Committee, provided a summary of the Donor Relations/Fundraising Committee's meeting held on August 2, 2019, which included discussions regarding proposed recommendations.

11. Report from Facilities/Historic Preservation Committee.

Mr. Alston, Chairperson of the Facilities/Historic Preservation Committee, provided a written update on its meeting schedule, current activities, and current issues, which is attached hereto as Exhibit D.

12. 2020 Budget.

The next order of business was to discuss whether to approve the Corporation's budget for the fiscal year of 2020. Mr. James provided a copy for the proposed budget to the Board members. Discussions ensued among the Board members.

When there were no further discussions or questions, Mr. James entertained a motion to approve the budget for the fiscal year of 2020 (the "2020 Budget"). Upon a motion duly made and seconded, the following resolutions were adopted by all of the Board members present at the meeting:

RESOLVED, that the 2020 Budget, as attached hereto as Exhibit E, with such changes as are hereinafter authorized, is hereby approved, confirmed, ratified, and adopted in all respects.

There being no other business to consider, upon a motion duly made and seconded, the meeting was adjourned at 7:34 p.m.

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Respectfully submitted,

By: _____
Norman Alston, Secretary

EXHIBIT A
EXECUTIVE DIRECTOR'S REPORT

[Attached]

EXECUTIVE DIRECTOR REPORT

REGULAR MEETING OF THE BOARD OF DIRECTORS OF

FAIR PARK FIRST

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

Heritage Hall of Honor

Briscoe Carpenter Livestock Center
Fair Park National Historic Landmark
1403 Washington St. Dallas, TX 75210

1. ED Onboarding
 - A. Onboarding meetings continue. The initial focus for meetings was resident institutions and our partners with BRV and In The City For Good, but this has already expanded to include other community organizations with potential alignment to our mission, and potential sources for support in the city.
2. RFI For Unoccupied Buildings
 - A. The initial RFI for commercial firms and Non-Profit institutions interested in potential use for unoccupied buildings was posted 8.19.2019 via press release, the Fairparkfirst.org website, and notices to several chambers in the Metroplex. A timeline for submittal and review has been established, with a goal of making recommendations for potential new resident institutions to the Board in early Second Quarter of 2020. We have received several inquiries.
3. RFQ for Real Estate Consultations
 - A. We drafted a document for immediate release requesting qualifications for real estate firms and developers capable of conducting evaluations and appraisals of market rates for unoccupied buildings on campus. In addition, we are requesting rates for consultation on lease terms. This document is in review and will be released in the coming days.
4. Donor Strategy
 - A. Initial strategic meetings were scheduled with Veletta, Margo, and Doug Overman (BRV). The initial target is a series of intimate, invitation only gatherings of well positioned, entrepreneurial citizens, who could be inclined to provide seed funds in advance of more formalized operational and capital campaigns slated for 2020. This approach can help fund development of formal

plans, collateral, etc and create strong awareness in the philanthropic community to support future asks. We are working to solidify dates and details.

5. Meetings

A. Board Meetings

- (i) One-on-one onboarding meetings have been set with several Board Members. Additional meeting requests will be sent in the next week.

B. Resident Institutions

- (i) I have connected with The Dallas Historical Society, Texas Discovery Gardens, African American Museum,

C. Partners

- (i) Onboarding meetings with BRV and In the City for Good are scheduled for this week.

D. Community Representatives

- (i) Several community groups requested meetings as a result of the Community Conversation event, which are being scheduled.

E. City Stakeholders

- (i) Park Board – My formal introduction to the Park Board has been scheduled to align with our next Quarterly update in September.
- (ii) OCA – Veletta and I met with Jennifer Scripps, and I have a follow up meeting scheduled with the South Dallas Cultural Center.

F. The Texas Travel Industry Association has expressed interest in Fair Park joining, as part of our effort to market the property as a year-round tourism and recreation destination.

EXHIBIT B

SPECTRA's REPORT

Events:

For the month of July, Fair Park hosted approximately 73 events/activities, equating to 108 event days, across all facilities on the campus.

Event highlights included: Hello Dolly at Music Hall (15 perf's), numerous seminars at the African American Museum, multiple weddings and seminars at the Texas Discovery Gardens, as well as multiple receptions and other social events at the Hall of State and other facilities

On the commercial side, Fair Park hosted Fair Park Fourth, Fair Park Field Days (4), Fair Park Fiesta, an international soccer match, a US sanctioned youth boxing tournament through the Dallas Park and Recreation Dept, Sports Con, and a professional boxing match at the Bandshell

For the month of August, Fair Park hosted approximately (49 events/activities, equating to 93 event days, across all facilities on the campus.

Event highlights included: Fiddler on the Roof (15 perf's) at Music Hall, the Mayors Back to School Fair while other campus institutions remain busy with approximately 38 meetings and social events. Additionally the State Fair is off to a great start with approximately 13 events leading up to their September start.

On the commercial side, Blondes vs Brunette's, a powder puff football game was held at the Cotton Bowl as a fundraiser for Alzheimer's Disease and associated medical facilities. Additionally Dos Equis Pavillion hosted a number 7 concerts.

Finance: We continue to work with the City to formalize a benchmark for revenue's and expenses, Fair Park First submitted it FYE 2020 budget to the Park and Recreation Department, we met with the City's Comptrollers office to discuss our first quarter financials, as well as continue to work with the City on the transfer of utility bills directly to Fair Park First.

Staffing/HR:

3 new hires were effected since the last board meeting, currently sitting at 39 FT employee's, while still looking to fill a number of technical positions.

Operations:

Discussed various operational matters including, capital plan, Bond related projects, State Fair make ready projects, highlights included updates on scoreboard, POS, and F&B enhancements.

Marketing/Sales:

Discussed various marketing/sales matters including the internship program, the creation of the Fair Park First logo, websites updates, and the finalization of various sales contracts.

EXHIBIT C

BIEDERMAN REDEVELOPMENT VENTURES'S REPORT

[Attached]



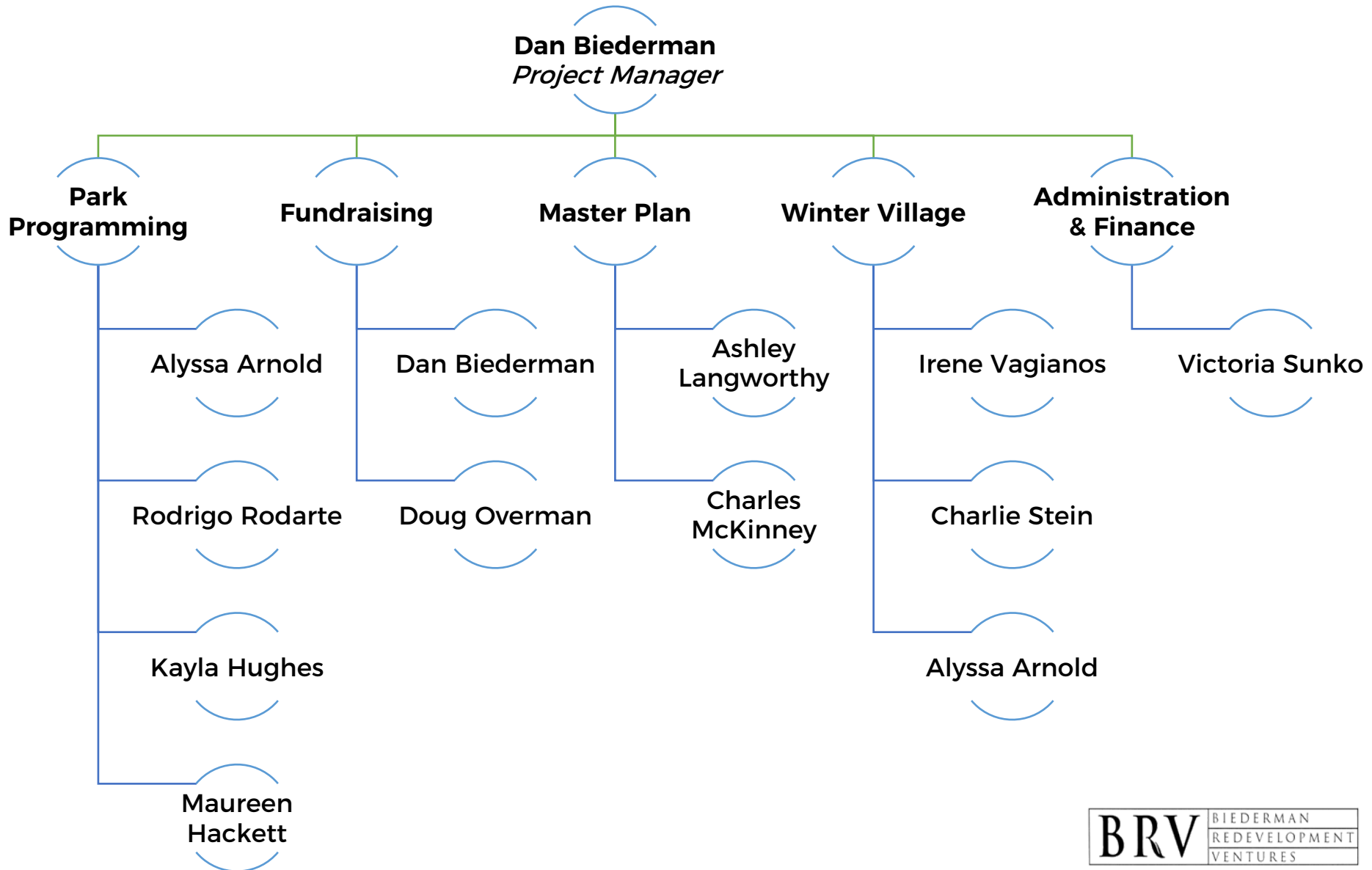
BIEDERMAN REDEVELOPMENT VENTURES UPDATE

**Fair Park First Board Meeting
August 20, 2019**

A photograph of children playing soccer on a grassy field. In the center, a young boy in a grey t-shirt with a large green '3' on it stands near a soccer ball. To his right, another boy is kicking a ball towards a goal net. In the foreground, the back of a girl with long braids in a white shirt and patterned shorts is visible. The background shows trees and other people, suggesting a park or community center setting.

BRV SCOPE

- Programming
- Master Plan Update
- Planning and Development of Green Space
- Development and Fundraising
- Community Outreach
- Winter Village



Summer Park Programming

- **Field Day**
 - Free, popup park at the Leonhardt Lagoon
 - Eight consecutive Saturday's in June and July
 - 6-8 programmers each Saturday along with concessions, free play games and activities
 - Over 3,250 in attendance total



Fair Park Field Day



**Art Making with
Sunset Art Studio**



**Yoga with
Ruby Room Studio**



**Meet-A-Bug with
Texas Discovery Garden**



**Drum Circle with
Dallas Music Collective**



**Free Play Games &
Activities**



**Storytime with
Dallas Public Library**



**Touch-A-Truck with
Dallas Firefighters Museum**

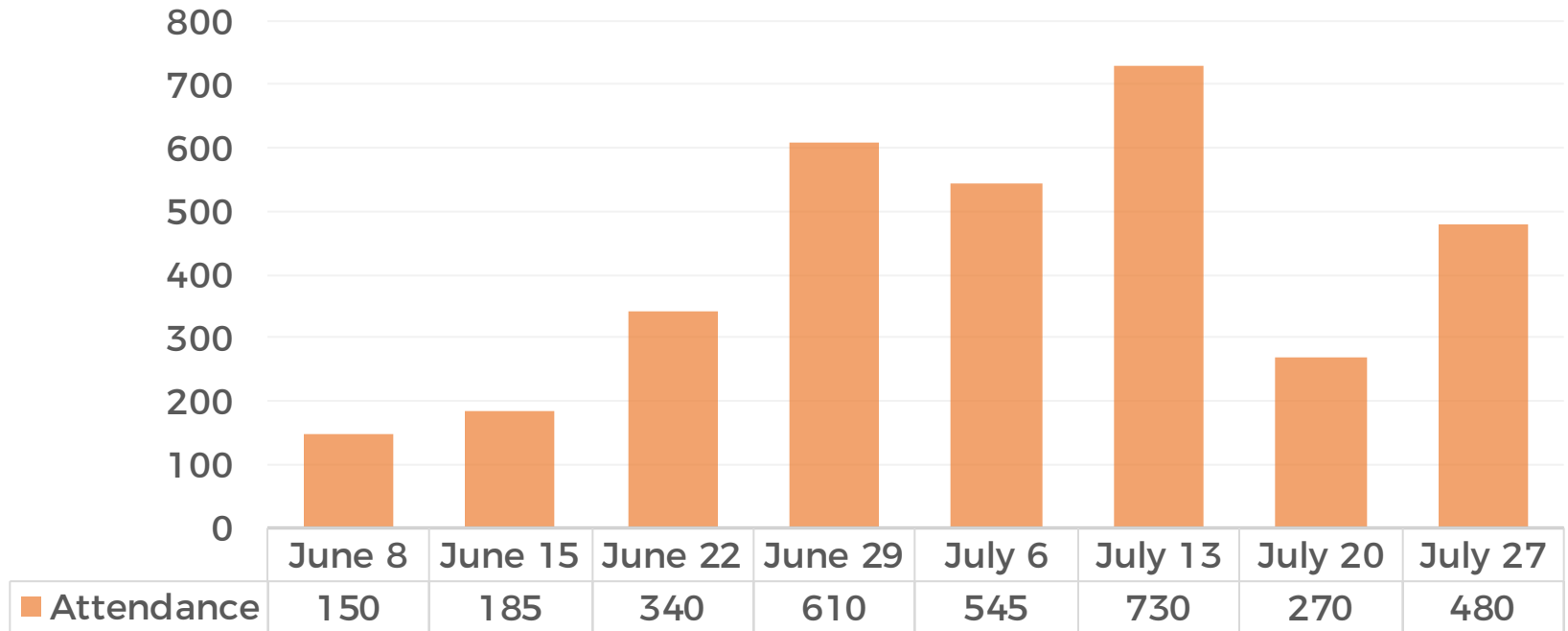


**Art Making with
Lunita Art Cart**



Steel City Pops

Fair Park Field Day Attendance



- Half of the audience came from surrounding communities
- High percentage of the audience were families with small children (toddler to elementary school age)
- Half of the dates had a third party event rental at FP
- Guests stayed for 1-1.5 hours on average
- Heat played an insignificant role

Summer Park Programming

- **Fiesta**

- Free, evening program in the Automobile Building with indoor roller rink
- Highlighted the diverse, talented communities of Fair Park and Dallas
- Featured local craft vendors, musicians, dancers, and artists
- Supported by the City of Dallas Office of Cultural Affairs
- Over 600 in attendance



Master Plan Update

- Plan will build on and update 2003 Fair Park Comprehensive Development Plan (Hargreaves)
- Priorities include:
 - Bring the park back into Fair Park
 - Meet recreational needs of neighborhood (and locate neighborhood park)
 - Improve connectivity within FP and to FP
 - Evaluate and restore historic buildings and landscapes
 - Evaluate and improve parking
 - Foster daily recreational use of Fair Park

Master Plan Schedule

- **May 31, 2019: RFP released to 9 invited firms**
- **June 19: Firms submitted responses**
- **July 9-10: Interviewed 3 shortlisted firms**
- **Mid July: Perkins and Will team selected**
- **August: Update begins with team kick-off meeting and 1st community meeting**
- **Feb/March 2020: final Master Plan Update and approvals**
- **Spring 2020: neighborhood park design begins**



CORE TEAM



JOHN SLACK

ASLA, LEED AP ND, RELI AP
Managing Principal, Urban
Design and Planning Principal
Perkins+Will



SWATI KHIMESRA

PLA, ASLA, LEED AP
Project Manager, Senior
Landscape Architect
Perkins+Will



CHRIS COUNTS

PLA, ASLA, LEED AP
Park Design Principal
Perkins+Will



RON STELMARSKI

Architecture Principal
Perkins+Will



GARY SKOTNICKI

Historic Preservation Architect
Skotnicki Studio, LLC

Community Meeting #1

- Held August 13, 2019 at the Women's Museum
- 161 attendees
- Short presentation followed by public comment in small groups at informational stations
- Suggestions for walking and biking trails, playspace, year-round food and beverage, more trees, less parking and asphalt



Philanthropy for Fair Park

- **Staffing**
- **BRV & Fair Park First Collaboration**
- **Case & Materials**
- **Event Planning**
- **Building a Network of Supporters**



Currently planning for Winter Village 2020

- Exploring real costs on various production elements including tent, shop kiosks, signage, decor, etc.
- Working to identify assets that can display branding and provide real value to sponsors
- Re-engaging preferred market operator to ensure there is enough time to plan



Science Place I



Women's Building



Science Place I



Museum of Natural History

EXHIBIT D
FACILITIES/HISTORIC PRESERVATION REPORT

[Attached]



Facilities and Historic Preservation Advisory Committee Report to the Board of Directors

August 20, 2019

Current and Recent Activities

1. Spent most of my time and effort working with BRV on the Master Plan Update:
 - a. interviewing and recommending the planning team (Perkins and Will) for the Master Plan Update.
 - b. Attended the first Community Conversation public meeting on 8/13.
 - c. Conducted, with Marcel Quimby, FAIA and Lynn Rushton of the Office of Cultural Affairs, the Summer Swelter Tour, a 4 hour walking tour on 8/14 that provided many members of the master plan update design team with information on the history and significance of the Fair Park layout, buildings, and public art.
2. Through Veletta Forsythe Lill, met with Adrienne Faulkner, granddaughter of George Dahl. She has his archives and a large collection of drawings and other historic material related to Fair Park.
3. I continue to monitor the progress of active projects in the park:
 - a. Fair Park Music Hall
 - b. Hall of State
 - c. Fair Park Coliseum – Late design
 - d. The Children's Aquarium
 - e. Vietnam Memorial.
4. Still actively seeking a digitized campus plan (in CAD or GIS formats) to be used as a background for documenting conditions, for record keeping and for planning purposes. An out-of-date but mostly accurate CAD-based, editable plan was found and provided to BRV. We had highest hopes that Jacobs, who purchased the engineering firm Carter and Burgess, who were the civil engineers for the Hargreaves Plan, would be able to pull lots of digital files from their archives, but I was informed on 8/19 that there was nothing in the files.
5. The general search for documents related to Fair Park continues. I expect to submit a proposal for funding for a researcher to assist with this effort for a limited period of time. Too much to do for volunteers alone.

End of Report

A handwritten signature in black ink, appearing to read "Norman Alston". The signature is fluid and cursive, with a long horizontal stroke extending to the right from the end of the name.

Norman Alston, FAIA

EXHIBIT E
2020 BUDGET

[Attached]

**Fair Park First
Dallas Fair Park - Dallas, TX
Fiscal Year 2019-2020 Budget**

Number of Events	120
Number of Event Days	160
Attendance	755,918

Operating Revenue

Special Events	\$ 2,926,159
Building Use Fee	\$ 1,089,476
Parking Commissions	\$ 586,280
State Fair Utilities	\$ 521,750
Concessions	\$ 837,267
Corporate Sponsorships/Branding	\$ 800,000
Park Programming-Events	\$ 50,000
Park Programming-Sponsorships	\$ 275,000

Sub-Total Operating Revenue \$ 7,085,932

Non-Operating Revenue

Fundraising Income	\$ 3,000,000
Interest Income	\$ 12,000
Allocated Appropriation from City of Dallas	\$ 3,982,397

Sub-Total Non-Operating Revenue \$ 6,994,397

Total Revenues \$ 14,080,329

Operating Expenses

Salaries, Taxes, Wages, & Benefits	\$ 5,809,248
General & Administrative	\$ 127,640
Supplies & Materials	\$ 343,964
Sales & Marketing	\$ 135,389
Fees for Services	\$ 3,192,788
Utilities	\$ 2,100,000
Maintenance	\$ 1,144,800
Management Fee	\$ 950,000
Qualitative Incentive Fee	\$ 100,000
Insurance	\$ 176,500

Sub-Total Operating Expenses \$ 14,080,329

Operating Income/(Loss) \$ 0