

HOUSTON FIRST CORPORATION
MINUTES OF THE
STRATEGIC PLANNING COMMITTEE

May 10, 2013

The Strategic Planning Committee of Houston First Corporation (the "Corporation"), a Texas non-profit corporation created and organized by the City of Houston as a local government corporation pursuant to TEX. TRANSP. CODE ANN. §431.101 et seq. and TEX. LOC. GOV'T. CODE ANN. §394.001 et seq., held a committee meeting in the 3rd Floor Boardroom at the George R. Brown Convention Center, 1001 Avenida de las Americas, Houston, Harris County, Texas 77010, on May 10, 2013, commencing at 10:00 a.m. Written notice of the meeting including the date, hour, place and agenda for the meeting, was posted in accordance with the Texas Open Meeting Act. The following committee members participated in the meeting: Dick Rabinow, Deon Warner, James Rodriguez and Dawn Ullrich. Winslow Jeffries and David Solomon were not present.

Chairperson Rabinow called the meeting to order at approximately 10:08 a.m. and a quorum was established.

1. Public Comments. No speakers were present.
2. Approval of Minutes from Prior Meeting. After a motion duly seconded the minutes of November 15, 2012 were approved.
3. Sister City Promenade. Ellen Goldberg provided an overview of the Sister Cities project. She explained that this was planned as a public/private partnership with the City of Houston, whereby the City would make the land available and the Convention and Entertainment Facilities Department would provide the maintenance of the promenade. However, with the creation of Houston First, Sister Cities is now requesting that Houston First agree to the maintenance (\$150,000-\$200,000 per year) as Sister Cities is required to establish responsibility for the maintenance before they can begin fundraising. Council Member Rodriguez voiced his support and his belief that this project would help to protect the City's investment in the Dynamo Stadium and serve as a catalyst for redevelopment. Dawn Ullrich asked that this project be referred back to the staff for budget review, etc. and to prepare a report to be presented at the September meeting. Chairperson Rabinow asked Ellen Goldberg to assess what can be done so that this project becomes self sustaining.

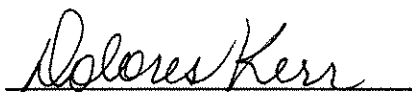
4. East End Cultural & Educational District. Diane Schenke, Patrick Ezzell and Robert Fiederlein shared the vision of the Greater East End Management District for plans for the East End Cultural and Education District. They would like to create a new organization called the East End Foundation ("Foundation") and propose that Houston First would serve as the local government corporation. Under this arrangement, HFC would interface between the Foundation and the City of Houston. Their proposal includes Talento Bilingue de Houston ("TBH") as part of this endeavor and requests that Houston First continue to fund TBH at the same level it does now. They would also like to benefit from HFC's marketing skills to get more people to the East End. A formal relationship between the Foundation and the local government corporation (either HFC or a newly created LGC) will need to be established prior to beginning the needs assessment and capital campaign in the fall. While the representatives from the District didn't request funds, Chairperson Rabinow asked them to think about the impact of the additional work on and future HFC staffing needs. Dawn Ulrich asked that this project be referred back to staff and report back to the committee at the next scheduled meeting.

5. Midtown Arts and Theater Center Houston ("MATCH"). Jill Jewett presented an overview of the proposed facility and business plan. MATCH began its capital campaign in May of 2012 and has raised \$14 million of \$25 million needed. Jill stated that they are seeking an annual amount of \$450,000 from Houston First for eight years for operations. Dawn Ullrich passed out a new term sheet and discussed the project. Council Member Rodriguez indicated City Council's support of this project. Chairperson Rabinow was not prepared to make a recommendation to the Board until additional information regarding the financial impact to Houston First in combination with other financial commitments and Houston First's financial model. Additionally, the Chairman requested that another Strategic Planning committee meeting be scheduled prior to the Board meeting on May 23rd to further discuss this item

6. Sunset Coffee Building. Mario Ariza provided an update. The drawings are 95% complete and the construction contract will be finalized soon. Construction is slated to begin in mid-July.

7. Upcoming meetings. The next Strategic Planning Committee meeting will be scheduled in September 2013.

After motion duly seconded, the meeting was adjourned at approximately 11:41 a.m.



Dolores Kerr, Secretary