

HOUSTON FIRST CORPORATION
MINUTES OF HOUSTON FIRST CORPORATION BOARD OF DIRECTORS AND
HOUSTON FIRST HOLDINGS LLC
November 17, 2014

The Board of Directors 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., and as the sole managing member of Houston First Holdings LLC held a meeting in the George R. Brown, 3rd Floor Executive Board Room, 1001 Avenida de las Americas, Houston, Harris County, Texas 77010, on Monday, November 17, 2014, commencing at 10:30 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 Meetings Act. The following members participated in the meeting: Ric Campo, Chair, Phyllis Bailey, Alex Brennan-Martin, C. C. Conner, Jr., Fernando Cuellar, Irma Diaz Gonzalez, Harry Greenblatt, Council Member Dave Martin, Desrye Morgan, David Solomon, Council Member David Robinson, and Gerald Womack were in attendance. Katy Caldwell and Winslow Jeffries were absent. Council Members Gallegos and Stardig were also in attendance.

Ric Campo called the meeting to order at approximately 10:31 A.M. and a quorum was established.

1. Public Comments. Comments were received from the following persons:
 - Bill Guillen, Hilton Hotel
 - Tom Butler, Annunciation Catholic Church
 - Modesta Reyes, Hilton Hotel
 - Jay Mehta, Unite Here
 - Richard Shaw, AFL-CIO

2. Approval of Minutes. After a motion duly seconded, the minutes of the September 22, 2014 Board of Directors meeting and November 10, 2014 Joint Governance, Audit & Finance and Board of Directors meetings were approved.

3. Presentations. None.

4. Election of Officers. After a motion duly seconded, the Board of Directors in accordance with the Bylaws of the Corporation elected and appointed the following persons as officers of the Corporation:
 - Dawn Ullrich, President
 - Brenda Bazan, Treasurer
 - Pamela Walko, Secretary

5. Consideration of, and possible action on, an increase in the Convention District Project Budget. Peter McStravick discussed the enhancements and code implications that caused the increase in the Convention District budget. Marie Hoke provided a more detailed presentation of the various enhancements. Following discussion on this item, a motion was made and duly seconded, to approve the increase in the Convention District Project Budget.
6. Consideration of, and possible action on, an amendment to a Development Management Agreement with Griffin Partners, Inc. resulting from increases in the Convention District Project Budget. Stephen Jacobs advised the Board that an increase in the development fee was due to Griffin Partners based upon the foregoing increase in the Convention District Project Budget. Following brief discussion on this item, a motion was made and duly seconded, to approve the amendment to the Development Management Agreement with Griffin Partners, Inc.
7. Consideration of, and possible action on, an agreement with the Houston Arts Alliance for the design, fabrication and installation of public art for the Avenida de las Americas. Peter McStravick explained that this item was for the exterior of the George R. Brown Convention Center. Council Member Gallegos would like to see a continuation of the Americas theme. After discussion on this item, a motion was made and duly seconded, to approve an agreement with the Houston Arts Alliance for the design, fabrication and installation of public art for Avenida de las Americas.
8. Consideration of, and possible action on, the approval of a Memorandum of Understanding between Houston First Corporation, the Archdiocese of Galveston-Houston, Annunciation Catholic Church and Incarnate Word Academy. Peter McStravick explained the Memorandum of Understanding details related to the development of a parking garage and payment of the appraised value by Houston First Corporation for the abandonment of Jackson Street. Following discussion on this item, a motion was made and duly seconded, to approve the Memorandum of Understanding between Houston First Corporation, the Archdiocese of Galveston-Houston, Annunciation Catholic Church and Incarnate Word Academy.
9. Consideration of, and possible action on, approval of Houston First Corporation's calendar year 2015 Budget and Capital Plans. Brenda Bazan provided an overview of the 2015 Budget and Capital Plans, including explanations of various adjustments and variances. Following discussion on this item, a motion was made and duly seconded, to approve Houston First Corporation's calendar year 2015 Budget and Capital Plans.
10. Consideration of, and possible action on, approval of a Master Licensing Agreement between Houston First Holdings LLC and Starbucks Corporation for the operation of a specialty retail store at Hilton Americas-Houston. David Solomon provided an overview of the terms of this agreement as well as potential benefits, such as activation of the street, hotel exposure and proximity to Discovery Green. A 2015 opening date is planned. Following further discussion on this item, a motion was made and duly seconded, to approve a Master Licensing Agreement between Houston First Holdings LLC and Starbucks Corporation.

11. Consideration of, and possible action on, approval of Hilton Americas-Houston calendar year 2015 Operating and Capital Budgets. David Solomon expressed kudos to Joe Palmieri and all of the Hilton management staff for their work to make Hilton Americas-Houston successful. Adjustments to this budget will be made in January and will be brought before the Board at that time. Following brief discussion on this item, a motion was made and duly seconded, to approve the Hilton Americas-Houston calendar year 2015 Operating and Capital Budgets.
12. Consideration of, and possible action on, an Operations, Maintenance and Repair Services Agreement with TD Industries, Inc. Luther Villagomez and Desrye Morgan provided the highlights of this agreement to the Board. Following discussion on this item, a motion was made and duly seconded, to approve an Operations, Maintenance and Repair Services Agreement with TD Industries, Inc.
13. Consideration of, and possible action on, an agreement with LVH Entertainment Systems for a Stage Rigging Automation Upgrade at Wortham Theater Center. Desrye Morgan and Woody Freitag led the discussion on this item and explained why this stage rigging automation system upgrade was necessary at Wortham Theater Center. A motion was made and duly seconded, to approve the agreement with LVH Entertainment Systems.
14. Updates.
 - David Solomon provided an update on the sponsorships for the Super Bowl.
 - Peter McStravick discussed the number of jobs generated as a result of the Convention District construction.
 - Dawn Ullrich provided an update on the Garage Hotel proposals and Nau Center. She also advised the Board of the upcoming dates and times for the HFC budget to go to Fiscal Affairs and City Council. In addition, she advised the Board that Houston First had rated as one of the Top Places to Work for the second year in a row and she handed out the revised HFC and Joint Committee list.
 - Mario Ariza gave an update on the Sunset Coffee Building construction and the Theater District Master Plans.

The meeting adjourned at approximately 12:00 noon.



Pamela Walko, Secretary