

AGENDA

HOUSTON FIRST CORPORATION

BOARD OF DIRECTORS MEETING

August 3, 2023 – 3:00 P.M.

Partnership Tower, 701 Avenida de las Americas, Suite 200

Houston, Texas 77010

HOUSTON FIRST BOARD ROOM

BOARD MEMBERS:

David Mincberg (Chair), Desrye Morgan (Vice-Chair), Sofia Adrogué, Elizabeth Brock, Nicki Keenan, Reginald Martin, Ryan Martin, Alex Brennan-Martin, Paul Puente, Bobby Singh, Tom Segesta, Gerald Womack, Jay Zeidman, Mayor Pro-Tem Dave Martin, Ex-officio, Council Member Robert Gallegos, Ex-officio

In accordance with the Texas Open Meetings Act, this Agenda is posted for public information, at all times, for at least 72 hours preceding the scheduled time of the meeting on the bulletin board located on the exterior wall of the Houston City Hall building, located at 901 Bagby. The Agenda is also available online at <https://www.houstonfirst.com>.

To reserve time to appear, come to the meeting at least ten minutes prior to the scheduled public session shown on the Agenda.

Any questions regarding this Agenda, or requests for special needs assistance, should be directed to Lisa K. Hargrove, General Counsel at either 713.853.8965 or Lisa.Hargrove@houstonfirst.com

Code of Business Conduct and Ethics – As a reminder, under Houston First Corporation's Code of Business Conduct and Ethics Policy, if you have a potential conflict of interest that you have not previously disclosed relating to a transaction or arrangement being discussed or voted on, you should notify the Chair and refrain from voting on the transaction or arrangement and recuse yourself from the discussion on the matter at hand. You should have received a copy of the Policy, but if not, let us know and we will provide one for you.

- I. Call to Order**
- II. Public Comments**
- III. Minutes** – June 22, 2023, and July 11, 2023
- IV. Presentations, Reports, and Updates**
 - A. Houston First Chairman's Report
 - B. Houston First President & CEO's Report

V. Board Business

- A. Consideration and possible approval of a Framework Agreement for the 2028 Republican National Convention in Houston, Texas, between Houston National Convention Host Committee 2028, Republican National Committee, City of Houston and Houston First Corporation.

- B. Consideration and possible approval of the designation of a geographic area within the City of Houston to be known as "Project Financing Zone Number One, City of Houston, Texas" ("Zone") and providing an expiration date for the Zone; making certain findings related thereto; directing the Texas Comptroller of Public Accounts be notified of the Zone's creation within thirty days of its designation; requesting the Texas Comptroller of Public Accounts deposit incremental hotel-associated tax revenues collected by or forwarded to the Texas Comptroller of Public Accounts into a separate suspense account held in trust for Houston First Corporation; providing for notification to the Texas Comptroller of Public Accounts in the event that qualified project activities are abandoned or not commenced within five years of the initial deposit to the suspense account; and containing other related matters; providing a severability clause; and providing an effective date.

VI. Executive Session

Executive (closed) session pursuant to Texas Government Code Section 551.074 for the purpose of reviewing and evaluating the performance of the President & CEO of the Corporation.

VII. Adjourn

III. Minutes – June 22, 2023

MINUTES

HOUSTON FIRST CORPORATION

BOARD OF DIRECTORS MEETING

June 22, 2023 – 3:00 P.M.

Partnership Tower, 701 Avenida de las Americas, Ste, 200

Houston, Texas 77010

HOUSTON FIRST BOARD ROOM

The Board of Directors (“Board”) of Houston First Corporation (the “Corporation” or “HFC”), a Texas local 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 meeting at Partnership Tower, 701 Avenida de las Americas, 2nd Floor Boardroom, Houston, Harris County, Texas 77010 on Thursday, June 22nd, 2023 commencing at 3:00 p.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 Committee Members participated in the meeting: David Mincberg (Chair), Sofia Adrogué, Nicki Keenan, Alex Brennan-Martin, Reginald Martin, Ryan Martin, Bobby Singh, Gerald Womack, Jay Zeidman, and Mayor Pro-Tem Dave Martin.

- I. **Call to Order.** The Chairman of the Board called the meeting to order at 3:00 p.m., and a quorum was established.
- II. **Public Comments.** None
- III. **Review and approval of minutes from prior meeting.** Following a duly seconded motion, the May 25th, 2023, minutes were approved as presented.
- IV. **Presentations, Reports, and Updates.**
 - A. **Houston First Chairman’s Report**

Chairman David Mincberg reported that he, Sofia Adrogué, Board Member, and others attended Barry Mandel’s retirement celebration as Executive Director of Discovery Green.

He announced that HFC expected Lynn Wyatt Square’s grand opening would occur in September 2023 and that HFC would disclose the date once confirmed.

Chairman Mincberg announced that HFC would once again sponsor the State of the City event, which would occur on September 27th, 2023.

Chairman Mincberg reported that refinancing concluded for the Hilton-Americas Hotel.

According to Chairman Minberg, HFC proposed hosting an event for Mayor Turner in October 2023 as a tribute to his years of service in office.

B. Houston First President & CEO's Report

Michael Heckman, HFC's President & Chief Executive Officer, asked Frank Wilson, HFC's Chief Financial Officer, to begin by giving his financial report.

Mr. Wilson reported on HFC's major revenues and expenses as of May 31st, 2023. He stated that all HFC's significant revenues outperformed their budget except for Avenida Parking. Mr. Wilson then explained that Hotel Occupancy Tax collections was over budget by \$8.2 million (19.3%), Hilton Americas Net Cash was over budget by almost \$5.9 million (31.5%), George R. Brown Convention Center Food and Beverage was over budget by \$3.2 million (27.3%), and Theater District Parking was over budget by \$705,000 (26.2%). He added that major expenses under budget included Personnel at \$501,409 (4.7%), Security Contract at \$402,968 (17.8%), and Building Maintenance Contract at \$393.135 (15.2%).

Mr. Wilson reported that as of May 31st, 2023, total actual revenues exceed total actual expenses by \$21.7 million.

Mr. Heckman noted that HFC discussed establishing and growing its presence around Juneteenth celebrations in Houston. He reported that this year's celebration was a continuation of the 2022 event. According to Mr. Heckman, the event theme for 2023 was Juneteenth – The Musical Journey Continues, which had a two-night event held on June 16th and June 17th at Miller Outdoor Theatre. Mr. Heckman added that the two performances brought in about 6,000 attendees the first night and 5,000 the following night. He then emphasized that HFC would continue to build upon the event.

Mr. Heckman illuminated that Juneteenth – A Celebration of Freedom, which featured entertainment, market, music, and other festivities, was also held on June 18th at Avenida Houston and Discovery Green.

Gerald Womack, Board Member, inquired about hotel occupancy during the Juneteenth events. Mr. Heckman responded that HFC would provide an analysis at the next meeting.

Ms. Adrogué stated that she appreciated HFC's offer to take Board Members on a tour of Freedmen's Town that serve as examples of products and services available to tourists.

Mr. Heckman reported that the RNC should complete the 2028 Republican National Convention bid selection process by August 2023.

According to Mr. Heckman, Senate Bill 1057 became law on June 18th, 2023, at midnight and would be effective September 1st, 2023.

V. Board Business.

A. Consideration and possible approval of the Houston First 2022 Annual Financial Audit.

Items V.A. and V.B were taken out of order and were presented before items III and IV.

Stephany Bland, HFC's Controller, reported that the Annual Audit included Venues, Hilton Americas-Houston Hotel, Visit Houston (Destination Marketing, Tourism, Destination Sales), and Parking Garages. She clarified that the City's Convention and Entertainment Facilities Department debt and fixed assets were excluded.

Ms. Bland explained that HFC changed its net position with an increase of \$38 million. She noted that HFC used its increase in net position to pay down debt by \$25 million and to fund capital projects with \$13 million without increasing debt.

Ms. Bland reported that HFC's total assets decreased by \$2.6 million, and total liabilities decreased by \$27 million. According to Ms. Bland, HFC's four highest revenues included Hotel Revenues at \$86.5 million, Intergovernmental Revenues from Primary Government at \$74.2 million, Venue Revenues at \$41.1 million, and Avenida Parking Revenues at \$18.3 million. She emphasized that all HFC revenues doubled from 2021, except parking revenues. Ms. Bland highlighted that variance in revenues from 2021 included Hotel at 103%, Venue at 95%, Parking at 58%, and Other at 105%.

According to Ms. Bland, HFC's four highest expenses in 2022 were Venue at \$48.8 million, General and Administrative at \$35.9, Hotel at \$28.3 million, and Visit Houston at \$20.1 million. She then conveyed the variance increases of Hotel at 87%, Venue at 56%, Parking at 28%, Visit Houston at 68%, and General and Administrative at 30%. She noted that HFC's total operating revenues in 2022 increased by 94% to \$152.6 million in response to the COVID-19 pandemic recovery. Ms. Bland also provided that HFC's COVID-19 recovery increased expenses by 43% to \$166.5 million, including a \$13 million increase in hotel expenses and a \$17.6 million increase in venue expenses.

Ms. Bland reported that HFC's non-operating revenues increased to \$32.4 million from 2021 due to a \$16 million 2021 pension-related settlement and a \$17.1 million revenue increase from primary government.

Tino Robledo, RSM's Senior Director and Engagement Leader, provided the results of HFC's 2022 Financial Audit. He reported that an unqualified opinion on the financial statements was issued, which had no significant changes to the planned audit strategy, as communicated to the Benefits, Compensation, and Finance. Mr. Robledo clarified that he found no significant risks outside of those disclosed in the report on March 21st, 2023, dated. Mr. Robledo reported that in 2022, HFC adopted pension accounting and financial reporting standards. He added that he found no audit adjustments, uncorrected misstatements, or reportable internal control deficiencies identified in the audit. Mr. Robledo concluded that HFC's audit was clean.

According to Mr. Robledo, RSM maintained its commitment to HFC's diversity participation initiative and introduced Stephen Yoe from their subcontractor Yoe CPA, LLA ("Yoe CPA"). Mr. Yoe stated that his company was a certified registered minority-owned business. He said that Yoe CPA aided RSM's team throughout the audit. He explained that Yoe CPA assisted RSM primarily with investments, capital assets, long-term debt, and selected income statement line items. Joel Perez, one of RSM's Partners, stated that his company worked with many diversity-owned companies and emphasized Yoe CPA's consistency. He added that Mr. Yoe had five auditors, two bookkeepers, and two tax preparers.

Mr. Womack, Board Member, stated that he continues to advocate for HFC to work with small minority-owned businesses and to fulfill its diversity goals.

Mr. Robledo mentioned that the pension addition was the only difference from 2021 and stated that the method used to determine values was consistent with authoritative literature. He reiterated that he found no significant issues, disagreements, difficulties, or contentious matters with management. Mr. Robledo added that the audit did not include consultations with other accountants regarding accounting or auditing matters. According to Mr. Robledo, a clean audit.

Following a duly seconded motion, the Houston First 2022 Annual Financial Audit was approved as presented.

B. Consideration and possible approval of a Commercial Waste Removal and Recycling Services Agreement between Houston First Corporation and Republic Services of Houston.

Frank Wilson, Chief Financial Officer, reported that this item unanimously passed the Operations Committee on June 13th, 2023. He explained that HFC issued a Request for Proposals on April 7th, 2023, that received five responses. Mr. Wilson stated that the current commercial waste services provider, Republic Services ("Republic"), scored the highest and was management's recommendation for commercial waste removal and recycling services. He added that Republic's current clients included Clutch City Sports/Toyota Center, Bayou Processing, Northside ISD, and Klein ISD. He highlighted that Republic's diversity partnership goal was 10% through XD Ventures, a City of Houston Disadvantaged Business Enterprise certified company. Mr. Wilson noted that XD Ventures currently exceeded its goal.

Mr. Womack inquired why Republic's diversity goal was so low. Lisa Hargrove, General Counsel, explained that this type of proposal did not have many diversity opportunities besides fuel. Mr. Heckman explained that the proposal's diversity goal was identical to when Roger Harris was with HFC. Mr. Heckman added that HFC promoted Tracey Prince to Sr. Director of Government Relations, and her duties would include community outreach with companies to increase diversity participation. Chairman Minberg, reminded the Board that HFC is a significant sponsor for the Office of Business Opportunity for the City of Houston Annual Diversity Awards Luncheon.

Following a duly seconded motion, a Commercial Waste Removal and Recycling Services Agreement between Houston First Corporation and Republic Services of Houston was approved.

VI. **Adjourn.** The meeting adjourned at 3:49 p.m.

III. Minutes – July 11, 2023

MINUTES

HOUSTON FIRST CORPORATION

BOARD OF DIRECTORS MEETING

July 11, 2023 – 2:00 P.M.

**George R. Brown Convention Center, 3rd Floor Executive Board Room
1001 Avenida de las Americas
Houston, Texas 77010**

The Board of Directors (“Board”) of Houston First Corporation (the “Corporation” or “HFC”), a Texas local 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 meeting at George R. Brown Convention Center, 1101 Avenida de las Americas, 3rd Floor Executive Boardroom, Houston, Harris County, Texas 77010 on Tuesday, July 11th, 2023, commencing at 2:00 p.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 Committee Members participated in the meeting: David Mincberg (Chair), Desrye Morgan (Vice-Chair), Elizabeth Brock, Nicki Keenan, Reginald Martin, Ryan Martin, Alex Brennan-Martin, Paul Puente, Bobby Singh, Tom Segesta, Gerald Womack, and Mayor Pro-Tem Dave Martin, Ex-officio.

- I. **Call to Order.** The Chairman of the Board called the meeting to order at 2:02 p.m. and a quorum was established.
- II. **Public Comments.** Mark Grady, a Business Agent for the International Alliance of Theatrical Stage Employees Local 51 (“Local 51”), which manages backstage workers in many HFC facilities, illuminated his concerns. Mr. Grady explained that Local 51 had contract negotiation issues with Staging Solutions for work in the George R. Brown Convention Center. He added that the current negotiation was not going well. Mr. Grady highlighted that Local 51’s primary concern pertained to minimal or nonexistent wage increases, loss of benefits, reduced work, the growth of non-local competitors, and the misclassification of workers as independent contractors.

Jim Capfer, Secretary and Treasurer for Local 51, stated that Local 51 workers were returning from an eighteen-month layoff due to the pandemic. He added that Local 51 workers anticipated a slow return concerning the availability of work and pay. Similarly, Mr. Capfer noted that Local 51 workers were willing to work while business improved; however, Mr. Capfer emphasized that Staging Solutions was unwilling to bargain in good faith. He highlighted that Local 51 extended its current contract due to the ongoing negotiations. He stated that he sought to ensure that HFC knew of the situation since it was the decision-maker on awarding contracts.

III. Executive Session.

Executive (closed) session under Texas Government Code Section 551.074 to review and evaluate the performance of the President & CEO of the Corporation.

The Board meeting went into Executive Session at 2:16 p.m. with David Minberg (Chair), Desrye Morgan (Vice-Chair), Elizabeth Brock, Nicki Keenan, Reginald Martin, Ryan Martin, Alex Brennan-Martin, Paul Puente, Bobby Singh, Tom Segesta, Gerald Womack, and Mayor Pro-Tem Dave Martin, Ex-officio in attendance. Janice K. Swatloski, President of Chase Source, LP, was also in attendance.

IV. Adjourn. Executive Session ended at 3:23 p.m. and the meeting was adjourned.

V. (A) Consideration and possible approval of a Framework Agreement for the 2028 Republican National Convention in Houston, Texas, between Houston National Convention Host Committee 2028, Republican National Committee, City of Houston and Houston First Corporation.

Consideration and possible approval of a Framework Agreement for the 2028 Republican National Convention.

DESCRIPTION: On behalf of Houston and being officially charged with marketing and promoting Houston for major events and leisure tourists, as well as activities that enhance the destination appeal of Houston, Houston First is bidding for the 2028 Republican National Convention (“RNC”) which will generate goodwill, enhance the worldwide renown and prestige of the City, and create substantial beneficial economic and fiscal activity for the City.

The Framework Agreement will be the overall agreement for hosting the 2028 Convention among the RNC, the City of Houston, Houston First, and the Houston National Convention Host Committee 2028, the Convention’s local host committee (the “Host Committee”). Most of the obligations will be between the RNC and either Houston First or the local host committee. Consistent with the City’s Support Resolution (adopted on July 13, 2022), the City will provide essential City services, and cooperate in the planning process for the Convention with respect to City functions and permitting. The City will serve as the lead local agency for the event’s security plan, which will make the City eligible for financial assistance from the Federal government to reimburse qualifying public safety expenses (anticipated to be consistent with past presidential nominating conventions of both major political parties).

Houston First is tasked under the Framework Agreement with providing support, hospitality, and welcoming functions in connection with the 2028 Convention; securing all hotels and venues necessary for hosting the Convention; and entering into a license agreement with the Host Committee for the George R. Brown Convention Center.

The Framework Agreement is expected to be placed on the City’s August 9nd Council Agenda for review and approval. Houston First will consider the Framework Agreement as part of its Board Agenda on August 3rd. The RNC intends to make its site selection decision the week of August 21st and announce the decision on August 24th.

If selected as the site of the 2028 Republican National Convention, all parties are expected to execute the Framework Agreement immediately after selection. Thereafter, during the intervening years, further refinements will be negotiated and documented, including, but not limited to, financial obligations of the parties, among others.

RESOLVED, that the Board of Directors of Houston First Corporation approves the following resolutions:

RESOLVED, that the Board of Directors of Houston First Corporation hereby approves and authorizes the finalization and execution of the Framework Agreement for the 2028 Republican National Convention; together with such conditions or modifications that are approved by the President and Chief Executive Officer, as he may determine to be in the best interest of Houston First Corporation, and to execute such Framework Agreement; the President and Chief Executive Officer hereby is, without the necessity for joinder of any other person, authorized, empowered and directed for and on behalf of Houston First Corporation to execute and deliver the Framework Agreement in a form as approved by the President, or any Authorized Person (defined below), such approval to be conclusively established by the execution and delivery of the Framework Agreement by any Authorized Person; and

FURTHER RESOLVED, that each of the President and Chief Executive Officer and General Counsel of Houston First Corporation are each hereby designated by Houston First Corporation as an "Authorized Person" for purposes of this resolution and with respect to the Framework Agreement to be executed hereunder; and

FURTHER RESOLVED, that the Framework Agreement executed by any Authorized Person, for and on behalf of and in the name of Houston First Corporation before or following the adoption of the foregoing resolution, in connection with the described transaction, be and is hereby ratified, confirmed, and approved in all respects for all purposes.

V. (B) Consideration and possible approval of the designation of a geographic area within the City of Houston to be known as "Project Financing Zone Number One, City of Houston, Texas" ("Zone") and providing an expiration date for the Zone; making certain findings related thereto; directing the Texas Comptroller of Public Accounts be notified of the Zone's creation within thirty days of its designation; requesting the Texas Comptroller of Public Accounts deposit incremental hotel-associated tax revenues collected by or forwarded to the Texas Comptroller of Public Accounts into a separate suspense account held in trust for Houston First Corporation; providing for notification to the Texas Comptroller of Public Accounts in the event that qualified project activities are abandoned or not commenced within five years of the initial deposit to the suspense account; and containing other related matters; providing a severability clause; and providing an effective date.

HOUSTON FIRST CORPORATION

August 3, 2023

RESOLUTION

Consideration and possible approval of the designation of a geographic area within the City of Houston to be known as "Project Financing Zone Number One, City of Houston, Texas" ("Zone") and providing an expiration date for the Zone; making certain findings related thereto; directing the Texas Comptroller of Public Accounts be notified of the Zone's creation within thirty days of its designation; requesting the Texas Comptroller of Public Accounts deposit incremental hotel-associated tax revenues collected by or forwarded to the Texas Comptroller of Public Accounts into a separate suspense account held in trust for Houston First Corporation; providing for notification to the Texas Comptroller of Public Accounts in the event that qualified project activities are abandoned or not commenced within five years of the initial deposit to the suspense account; and containing other related matters; providing a severability clause; and providing an effective date.

WHEREAS, Section 351.1015, TEXAS TAX CODE, as amended by S.B. 1057 in the 88th Regular Session of the Texas Legislature, 2023 (as amended, the "Act") applies to a qualified project located in a municipality with a population of at least 2,000,000 persons;

WHEREAS, the City of Houston (the "City") had a population of 2,304,580 persons according to the 2020 Census;

WHEREAS, the Act applies to a local government corporation that is authorized to collect a municipal hotel occupancy tax and is located in a county with a population of 3,300,000 or more persons;

WHEREAS, Harris County had a population of 4,731,145 persons according to the 2020 Census;

WHEREAS, Houston First Corporation ("HFC") is a local government corporation created by the City under Chapter 431, TEXAS TRANSPORTATION CODE, which is authorized by the City to collect a municipal hotel occupancy tax;

WHEREAS, a local government corporation to which the Act applies may act as a municipality under the Act and is considered to be a municipality for purposes of the Act;

WHEREAS, with respect to a local government corporation to which the Act applies, the term "qualified project" includes a venue and any related infrastructure (as such terms are defined in the Act);

WHEREAS, as defined under the Act, the term "venue" includes a convention center and related improvements;

WHEREAS, as authorized by the Act, the George R. Brown Convention Center, inclusive of any expansion thereof, located at 1001 Avenida de las Americas, Houston, Texas 77010, along with related improvements and any related infrastructure (inclusive of related infrastructure that is developed or constructed in conjunction with the expansion of, or that otherwise enhances, the George R. Brown Convention Center or the expansion thereof) is a "qualified project" under the Act (the George R. Brown Convention Center, the expansion thereof and related improvements and related infrastructure, inclusive of that developed or constructed in conjunction with the expansion of, or that otherwise enhances, the George R. Brown Convention Center or the expansion thereof, are collectively herein called the "Qualified Project");

WHEREAS, the Act permits HFC to pledge incremental hotel-associated revenue generated within the designated project financing zone for the payment of bonds or other obligations issued or incurred to acquire, lease, construct, improve, enlarge, and equip the Qualified Project; and

WHEREAS, as authorized by the Act, HFC wishes to designate an area of the City that is within a three-mile radius of the center of the Qualified Project as a project financing zone in order to use and pledge hotel-associated revenue for the payment of bonds or other obligations issued or incurred to acquire, lease, construct, improve, enlarge, and equip the Qualified Project.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF HOUSTON FIRST CORPORATION THAT:

SECTION 1. The Board of Directors of HFC approves the following resolutions based upon the above findings and determinations:

SECTION 2. The Board of Directors of HFC hereby designates the area of the City depicted in the map attached hereto as Exhibit A, which is hereby made a part of this Resolution for all purposes, as a project financing zone pursuant to and in accordance with the Act. This project financing zone shall be known as "Project Financing Zone Number One, City of Houston, Texas" (the "Zone"). The Zone shall expire on the thirtieth anniversary of the effective date of this Resolution or, so long as no bonds issued by HFC related to the Qualified Project remain outstanding, an earlier expiration date designated by a Resolution of HFC's Board of Directors adopted after the effective date of this Resolution.

SECTION 3. After reviewing all information before it regarding the establishment of the Zone, the Board of Directors of HFC hereby makes the following determinations and findings of fact:

- The statements and facts set forth in the recitals of this Resolution are true and correct.
- The Qualified Project constitutes a "qualified project," as such term is defined in the Act.
- The latitude and longitude of the center of the Qualified Project is as follows:

George R. Brown Convention Center, Houston, 1001 Avenida de las Americas:

Latitude: 29° 45' 08.82" N.; Longitude: 95° 21' 30.17" W

- The boundaries of the Zone encompass an area that is within a three-mile radius of the center of the Qualified Project.

SECTION 4. The Board of Directors of HFC hereby directs its President and CEO to notify the Texas Comptroller of Public Accounts (the "Comptroller") of the designation of the Zone within 30 calendar days after the effective date of this Resolution and to request the Comptroller (i) to deposit incremental hotel-associated revenue collected by or forwarded to the Comptroller into a suspense account (the "Suspense Account") to be held in trust for HFC pursuant to the terms and conditions of the Act and (ii) to notify HFC in writing of the date of the first deposit into the Suspense Account. In addition, the President and CEO of HFC is hereby directed to notify the Comptroller in the event that Qualified Project activities are abandoned or if Qualified Project activities are not commenced by the fifth anniversary of the date of the Comptroller's first deposit to the Suspense Account.

SECTION 5. This Resolution shall take effect on September 1, 2023.

SECTION 6. If any section, paragraph, clause, or provision of these Resolutions shall for any reason be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause, or provision shall not affect any of the remaining provisions of these resolutions.

SECTION 7. The Board hereby authorizes the Chairperson and President to take all further actions and all other things, as may be necessary desirable or appropriate to carry out or assist in carrying out the purposes of these resolutions.

SECTION 8. It is hereby found, determined, and declared that sufficient written notice of the date, hour, place, and subject of the meeting of the Board at which these Resolutions were adopted was posted at a place convenient and readily accessible at all times to the general public at the City of Houston City Hall for the time required by law preceding this meeting, as required by the Open Meetings Act, Chapter 551, TEXAS GOVERNMENT CODE, and that this meeting has been open to the public as required by law at all times during which these resolutions and the subject matter thereof have been discussed, considered, and formally acted upon. The Board further ratifies, approves, and confirms such written notice and the contents and posting thereof.

SECTION 9. All acts, transactions or agreements undertaken prior to the adoption of these Resolutions by any member of the Board of Directors or any representatives of HFC in connection with the matters authorized by these Resolutions and all actions incidental thereto and hereby ratified, confirmed and adopted by HFC.

APPROVED AND ADOPTED, August 3, 2023 to be EFFECTIVE as of September 1, 2023.

APPROVED AS TO FORM:

By: _____

Lisa K. Hargrove, General Counsel

HOUSTON FIRST CORPORATION

By: _____

David Mincberg, Chairman

Exhibit A

BOWMAN

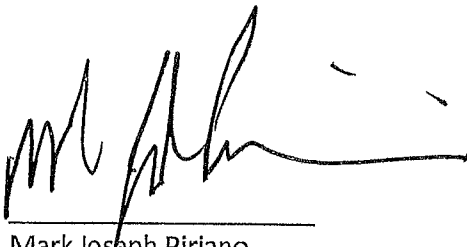
TBPELS FIRM NUMBER 10194283

1445 N. LOOP WEST, SUITE 450
HOUSTON, TEXAS 77008

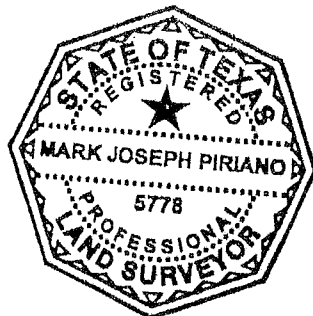
Att: Stephen C. Jacobs
Locke Lord LLP
600 Travis, 27th Floor
Houston, Texas 77002

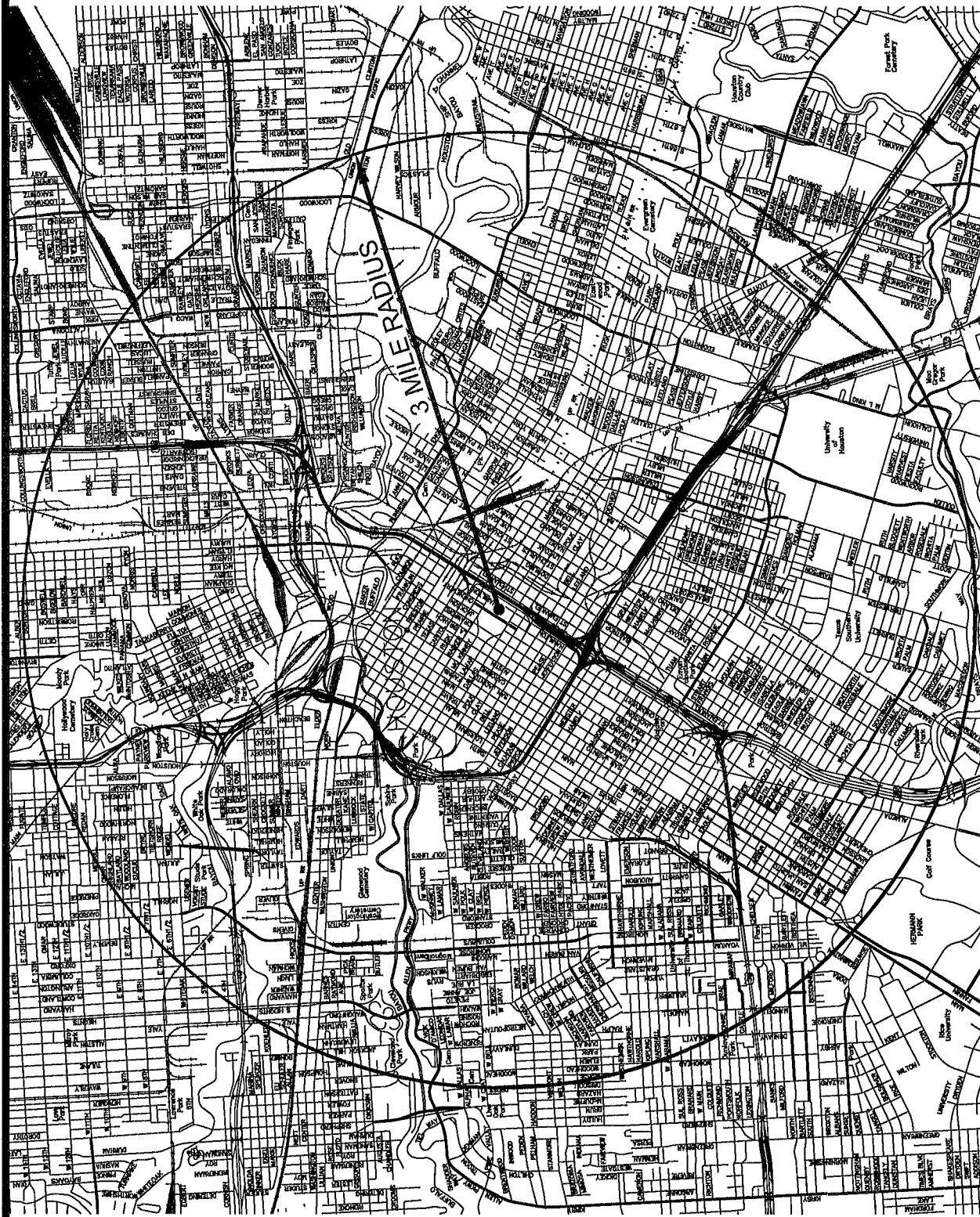
Mr. Jacobs,

I, Mark Joseph Piriano, a Registered Professional Surveyor in the State of Texas, have located a column in the George R. Brown Convention Center, the centerline of said column has a latitude of 29°45'08.82" N and a longitude of 95°21'30.17" W, based on the Texas State Plane Coordinate System (NAD 83).



Mark Joseph Piriano
Registered Professional
Land Surveyor
Texas Registration No. 5778





**GEORGE R. BROWN
CONVENTION CENTER**
CENTER OF COLUMN
LAT=29°45'08.82" N
LONG=95°21'30.17" W



Bowman
 1445 N. LOOP W. - STE 450
 HOUSTON, TEXAS, 77008
 (713) 993-0333
 MPIRANO@BOWMAN.COM
 T.B.P.E.L.S. FIRM NO. 10194283

EXHIBIT OF
3 MILE RADIUS
GEORGE R. BROWN
CONVENTION CENTER
CITY OF HOUSTON
HARRIS COUNTY, TEXAS

NO.	DATE	REVISION

DRAWN BY: MES	SCALE: 1"=5000'	KEY MAP:
APPVD BY: MJP	DATE: AUG. 2, 2023	PRJ. No.

Houstonfirst.

HOUSTON FIRST CORPORATION
**BOARD OF DIRECTORS
MEETING**

City Centre
MEMORIAL CITY

bellagreen

HFC BOARD ROOM
Partnership Tower
Thursday, August 3, 2023
3:00 p.m.

1 HFC BOARD MEETING

Levy Park
GREENWAY/UPPER KIRBY



2 HFC BOARD MEETING

PUBLIC COMMENTS

Anyone who wishes to address the Board during the Public Comment session may do so by signing up on the Public Comment sign-in sheet at the front of the room.

HFC BOARD OF DIRECTORS MEETING
August 3, 2023

Houstonfirst



MINUTES

- June 22, 2023
- July 11, 2023

HFC BOARD OF DIRECTORS MEETING
August 3, 2023

Houston**first**

Sawyer Yards
RICE MILITARY/WASHINGTON AVE



4 HFC BOARD MEETING

HOUSTON FIRST CHAIRMAN'S REPORT

DAVID M. MINCBERG

HFC BOARD OF DIRECTORS MEETING
August 3, 2023

Houstonfirst

Minute Maid Park
DOWNTOWN



5 HFC BOARD MEETING

HOUSTON FIRST PRESIDENT & CEO REPORT

MICHAEL HECKMAN

HFC BOARD OF DIRECTORS MEETING
August 3, 2023

Houstonfirst

2023 HFC DE&I SUMMMER INTERNS



Nicolas Coronel
Oklahoma State University
Finance



Maya Flowers
Howard University
GRB Events



Braeden Hawkins
Stephen F. Austin University
GRB Operations



Renni Korniloff
University of Florida
Marketing & GRB



Hunter McLindsay
University of Houston
Event Services & Sales



Ariana Silva
University of Houston
Hilton & GRB



Rheijan Villegas
Fort Hayes University
Hilton & Client Services



Avery Varvel
Texas A&M University
Tourism



Joanie Jackson
Texas A&M University
Sales



2023 DE&I HOSPITALITY INDUSTRY INTERNSHIP PROGRAM



7 HFC BOARD MEETING



PROGRAMMING & EVENTS

OPTIK INSTALLATION

- Debuted July 4th
- Free interactive art installation
- Available daily through Labor Day weekend from 7 a.m. to 11 p.m.

UPCOMING ACTIVATIONS

- **Party on the Plaza Celebrating National Hispanic Heritage Month**
Saturday, September 16
- **City Lights**
November 17 – January 2



Optik Installation



City Lights



Party on the Plaza – Hispanic Heritage Month

MAJOR CONVENTION ATTENDANCE



JUNE 2023

National Association of Drug Court Professionals	6,000 ATTENDEES
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American Society for Microbiology	12,000 ATTENDEES
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JULY 2023

Phi Beta Sigma Fraternity, Inc.	4,500 ATTENDEES
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Texas High School Coaches Association	15,000 ATTENDEES
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The National Urban League	4,300 ATTENDEES
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American Association of Physicists in Medicine	4,800 ATTENDEES
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Texas Restaurant Association	6,000 ATTENDEES
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THE HOUSTON INSIDER PROGRAM



GOAL OF THE HOUSTON INSIDER PROGRAM:

- Focus on **education and engagement of Houston's hospitality industry** to better sell Houston as a leisure destination.
- **Train frontline staff** to become Houston insiders via presentations and training to become certified Houston tourism ambassadors.
- **Train hotel Sales Directors and Managers** to work with operators and wholesalers.
- **Give visitors to Houston a world-class experience** when they come for business or pleasure.
- First Training with **Hilton Americas and JW Marriott Galleria on August 24, 2023**

Houstonfirst

TELEVISION & FILM INCENTIVE



- **Texas Moving Image Industry Incentive Program (TMIIP)** approved at **\$200M** for **2023 – 2025**.
 - Competitive grant/rebate incentive managed and administered by the Texas Film Commission.
- **Guanajuato Intl. Film Festival (GIFF)** participation, Alfred Cervantes juror for Narrative & Documentary Features.
- Motion picture **“ICK”** filming in Houston this week with Joseph Kahn, Director of most of Taylor Swift's videos.

2023 HOUSTON THEATER WEEK

2ND ANNUAL HOUSTON THEATER WEEK

Largest consumer promotion celebrating live theater and performing arts in Houston's history.

A week-long promotion where arts enthusiasts and novelists alike can take advantage of exclusive **Buy One Get One Free** offers that live on HoustonTheaterWeek.com

2022 CAMPAIGN HIGHLIGHTS

- Participating Organizations: **20**
- Performing Arts Shows Offered: **107**
- Combined Tickets Sold: **17,594**
- Combined Revenue from Ticket Sales: **\$572,223**
- Earned Media Placements: **270**
- Value of Earned Media Placements: **\$1.13 million**



MAJOR REVENUES & EXPENSES

YTD AS OF JUNE 30, 2023

MAJOR REVENUES	2023 Budget	2023 Actual	Over (Under) Budget (\$)	Over (Under) Budget (%)
Hotel Occupancy Tax Collections	\$42,500,000	\$50,765,356	\$8,265,356	19.4%
Hilton Americas Net Cash	\$22,350,000	\$25,227,530	\$2,877,530	12.8%
GRB Facility Rental	\$3,884,730	\$4,021,361	\$136,631	3.5%
GRB Food and Beverage	\$13,241,639	\$16,872,392	\$3,630,753	27.4%
Parking Revenue-Avenida	\$5,985,695	\$5,474,017	(\$511,678)	(8.5%)
Parking Revenue-Theater District	\$3,224,377	\$4,175,518	\$951,141	29.5%
MAJOR EXPENSES	2023 Budget	2023 Actual	Over (Under) Budget (\$)	Over (Under) Budget (%)
Personnel	\$13,745,613	\$13,119,078	(\$626,535)	(4.6%)
Security Contract	\$2,718,610	\$2,238,148	(\$480,462)	(17.7%)
Bldg. Maintenance Contract	\$3,071,323	\$2,607,383	(\$463,940)	(15.1%)
Parking Contract	\$1,195,791	\$1,240,613	\$44,822	3.7%
Janitorial Contract	\$3,293,488	\$3,368,182	\$74,694	2.3%
GRB Food and Beverage	\$8,161,736	\$10,469,361	\$2,307,625	28.3%

FINANCIAL PERFORMANCE

YTD AS OF JUNE 30, 2023

	2023 Budget	2023 Actual	Variance
TOTAL REVENUES	\$99,581,298	\$118,582,478	\$19,001,180
TOTAL EXPENSES	\$106,263,956	\$103,287,492	(\$2,976,464)
TOTAL REVENUES LESS EXPENSES	(\$6,682,658)	\$15,294,986	\$21,977,644

LYNN WYATT SQUARE



Hong-Kong City Mall
ASIATOWN



BOARD BUSINESS

- A. Consideration and possible approval of a Framework Agreement for the 2028 Republican National Convention in Houston, Texas, between Houston National Convention Host Committee 2028, Republican National Committee, City of Houston and Houston First Corporation.

MICHAEL HECKMAN

President & Chief Executive Officer

HFC BOARD OF DIRECTORS MEETING

August 3, 2023

Houstonfirst



2028 REPUBLICAN NATIONAL CONVENTION FRAMEWORK AGREEMENT

OBLIGATIONS OF THE RNC, CITY OF HOUSTON, HOST COMMITTEE AND HFC:

- RNC is obligated to hold the 2028 Convention in Houston.
- Host Committee to provide support, hospitality, and welcoming functions, to raise funds for all costs and expenses it incurs in hosting the Convention.
- City of Houston to provide police, fire, security, and EMS in and around the convention complex and will receive a federal security grant.
- Houston First to provide standard hosting obligations consistent with other similar events; enter into a license agreement for the GRB; and assist in securing other venues, including parking lots, as reasonably requested.



Franklin Grocery & Deli
MIDTOWN

18 HFC BOARD MEETING

BOARD BUSINESS

- B. Consideration and possible approval of the designation of a geographic area within the City of Houston to be known as "Project Financing Zone Number One, City of Houston, Texas" ("Zone") and providing an expiration date for the Zone; making certain findings related thereto; directing the Texas Comptroller of Public Accounts be notified of the Zone's creation within thirty days of its designation; requesting the Texas Comptroller of Public Accounts deposit incremental hotel-associated tax revenues collected by or forwarded to the Texas Comptroller of Public Accounts into a separate suspense account held in trust for Houston First Corporation; providing for notification to the Texas Comptroller of Public Accounts in the event that qualified project activities are abandoned or not commenced within five years of the initial deposit to the suspense account; and containing other related matters; providing a severability clause; and providing an effective date.

MICHAEL HECKMAN

President & Chief Executive Officer

HFC BOARD OF DIRECTORS MEETING

August 3, 2023

Houstonfirst

SB 1057 ACTION

PROJECT FINANCING ZONE KEY DATES

- Establish a three-mile Project Finance Zone around the George R. Brown Convention Center.
- Notify Texas Comptroller's Office on **September 1, 2023**.
- **January 1, 2024** – HFC Eligible to Receive Funds from State of Texas.

Alief Art House
SOUTHWEST HOUSTON



20 HFC BOARD MEETING

HOUSTON FIRST EXECUTIVE (CLOSED) SESSION

Executive (closed) session pursuant to Texas Government Code 551.074 for the purpose of reviewing and evaluating the performance of the President & CEO of the Corporation.

HFC BOARD OF DIRECTORS MEETING
August 3, 2023

Houstonfirst

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