

MINUTES

HOUSTON FIRST CORPORATION

BOARD OF DIRECTORS MEETING
February 19, 2026, beginning at 8:00 A.M.
Partnership Tower, 701 Avenida de las Americas, Suite 200
Houston, Texas 77010
HOUSTON FIRST BOARD ROOM

The Board of Directors (“Board”) of Houston First Corporation (the “Corporation”), a Texas local corporation created and organized by the City of Houston 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, Suite 200, Houston, Harris County, Texas 77010 on Thursday, February 19, 2026, commencing at 8:00 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 Meetings Act.

- I. **Call to Order.** The meeting was called to order at 8:01 a.m. A quorum was established with the following Board Members in attendance: Jay Zeidman (Chair), Sofia T. Gonzalez, Nicki Keenan, Shareen Larmond, Wea H. Lee, Dawn Fu-Kuei Lin, Ryan Martin, Roxann Neumann, Paul Puente, Bobby Singh, Council Member Twila Carter (ex-officio), and Council Member Joaquin Martinez (ex-officio). Elizabeth Brock joined the meeting at 8:08 a.m.
- II. **Public Comments.** Mr. Jacob Klementich briefly addressed the Board. He expressed his appreciation of the organization and mentioned the upcoming rodeo.
- III. **Minutes.** Following a duly seconded motion, the minutes for November 13, 2025, and December 17, 2025, were approved as presented. Elizabeth Brock was not present for the vote.
- IV. **Presentations, Reports, and Updates.**

A. **Chairman’s Remarks**

Chairman Jay Zeidman thanked attendees of the recent State of the City event, noting it was the largest crowd he has seen, and commending the team for the program. He reported positive feedback from the Mayor and community partners. He also highlighted upcoming major events, including the National

Cheerleaders Association, and emphasized the significant effort and economic impact associated with hosting such events. Mr. Zeidman stated that a Board meeting will be called for next month and noted plans for an upcoming site visit to observe vertical construction progress, reporting that the project continues to advance well.

B. President & CEO Report

Michael Heckman, President & CEO, thanked the City Council members serving on the Board, Melissa Dubowski, Director of Finance for the City of Houston, Frank Wilson, Chief Financial Officer, the Masterson team, and all contributors for securing unanimous bond approval, describing it as a major milestone achieved through strong coordination and the Mayor's support, with next steps forthcoming. He also reported exceptional feedback on the recent State of the City event and highlighted the seamless collaboration with the Mayor's Office and partners.

Mr. Heckman informed the Board that the Hilton Americas-Houston ranked ninth in guest satisfaction among Hilton properties in North America as of the end of November. Jacques D'Rovencourt, Hilton Americas-Houston General Manager, explained that the ranking is based on random third-party guest surveys, with several hundred responses received monthly and no internal control over recipients. He noted the hotel is the highest-ranked full-service property, with only a few luxury brands scoring above it.

Mr. Heckman reported on the execution of a new pouring right agreement with PepsiCo across its beverage brands. He stated the partnership aligns with the Corporation's business plan strategy to monetize assets under its commercial control, including intellectual property and facilities.

Nathan Tollett, Senior Vice President, Convention Sales, reported on sales leads and potential room nights, which he said reflect a balanced mix of long-term convention sales and short-term corporate opportunities. He emphasized a continued focus on high-quality business aligned with Houston's infrastructure and revenue goals, noting room nights tied to medical and pharmaceutical organizations, followed by business and insurance sectors. He highlighted targeted client events, showcasing project renderings, and engaging attendees, many of whom were new prospects.

Holly Clapham, Chief Marketing Officer, reported that 2025 was a banner year for marketing and public relations. She highlighted a successful project in New York which exceeded attendance goals, engaged top-tier media, and was described by the host as one of its best activations. She further reported hosted journalists were up in 2025, generating hundreds of media placements and billions of impressions, with web traffic and international visitation showing measurable growth.

In closing, Ms. Clapham outlined strategic branding efforts tied to upcoming global events, noting the launch of digital toolkits, a dedicated microsite, and targeted media partnerships to amplify Houston's visibility, drive visitation, and deliver long-term community value.

Mr. Heckman, along with Board Members, congratulated Nicki Keenan on her recent promotion as the new Landry's Chief Operations Officer.

C. Financial Report

Frank Wilson, Chief Financial Officer, presented the Financial Report, noting the January closing cycle was not yet final. He stated that Q4 2025 Hotel Occupancy Tax collections exceeded budget, driven by strong performance driven by several events which boosted food and beverage revenue. He said that monthly parking contracts increased, reflecting growth from both December and the prior year. He also stated that the total January revenues exceeded budget, while most major expenses were below budget, except for food and beverage, resulting in overall operating and non-operating expenses coming in under budget. The variance between the capital budget and spending was attributed by Mr. Wilson to timing and he clarified that it is expected to align later in the year.

D. Convention District Update

John Mooz, Senior Managing Director at Hines, provided the Convention District Update, reporting structural work on the garage at approximately 50% completion. Mr. Mooz noted the recent approval of a cornerstone permit, allowing multiple capital permits to proceed concurrently. He noted that significant site work has been completed, including earthwork and concrete placement.

Michael Heckman commented on the bond financing package recently approved by City Council on the consent agenda without discussion. He expressed his appreciation of the support shown by the mayor and the extensive advance coordination with City Council members.

Mr. Wilson provided a brief overview of the bond financing process. He said that the first series issuance will restructure existing debt through the refunding of the prior bonds and new money bonds will support construction funding and retire interim variable-rate notes. Mr. Wilson said that a virtual investor relations day was scheduled and that March dates were being held for pre-pricing, pricing, bond closing and funding.

Todd Holloman, Vice President, Venues and Live Events, outlined the temporary parking and mobility plan during demolition of the Hilton Americas-

Houston garage. He explained that valet operations will shift to the Avenida Central Garage, with temporary traffic adjustments to improve flow, and employees parking in Avenida North Garage. He added that the new south garage will accommodate Hilton valet and event parking. He noted coordination with City of Houston Public Works, TxDOT, and Houston Police Department to address traffic impact.

Jacques D’Rovencourt stated that he is comfortable with the temporary plan, noting the central garage is a good option and that the summer months are typically slower.

E. Hotel Rebate Policy Update

Mr. Heckman reminded the Board that the Governance Committee has been asked to review the hotel rebate policy, which provides developers with exemptions from City hotel taxes as an incentive. The existing policy, he mentioned, has not been updated recently and became largely dormant during the pandemic. He said that, as market and destination needs are significantly different today, the review will focus on gathering current data to inform potential policy updates. Nicki Keenan, Chair of the Governance Committee, noted that the committee will lead the process and report back on potential policy development.

V. Board Business

A. Consideration and possible approval of a resolution authorizing a modification to the documents evidencing the loan from Equitable Financial Life Insurance Company related to the Hilton parking garage.

Elizabeth Brock, Chair of the Finance & Asset Management Committee, stated this item was discussed at the committee meeting on February 17, 2026. Ms. Brock explained these modifications were necessary given the replacement of the Avenida South Garage, and the necessity of authorizing the replacement of the asset under our current loan agreement with Equitable Financial. She said that the committee unanimously recommended this item for approval of the Board.

Stephen Jacobs, outside counsel with Troutman Pepper Locke, explained that the existing loan from Equitable Financial Life Insurance Company to Houston First Holdings LLC is secured by a deed of trust on the hotel and garage. Mr. Jacobs said that demolition of the existing garage requires lender approval, which has been conditionally granted. He said that amendments to the loan agreement and related documents are necessary to proceed with construction of the new parking garage.

Following a duly seconded motion, approval of the resolution was approved unanimously.

- B. Consideration and possible approval of a resolution authorizing amendments to the 2001 and 2011 Interlocal Agreements with the City of Houston, and the 2001 deed for the Hilton parking garage site.

Elizabeth Brock, Chair of the Finance & Asset Management Committee stated this item was discussed at the committee meeting on February 17, 2026. She noted that the item also relates to the change to the garages and is part of the Interlocal Agreements with the City of Houston. With the asset going away, said Ms. Brock, the Corporation needs to amend those agreements. She added that the committee unanimously recommended this item for approval of the Board.

Mr. Jacobs reported that the Corporation and the City of Houston are parties to two Interlocal Agreements related to the development and operation of the Hilton Americas-Houston. According to Mr. Jacobs, with the Avenida South Garage scheduled for demolition and replacement, procedural amendments to the agreements and related deed are required to update reference to, and restrictions on, the existing garage site.

Following a duly seconded motion, approval of the resolution was approved unanimously.

- C. Consideration and possible approval of a resolution electing and appointing a Secretary of the Corporation.

Mr. Heckman reminded the Board that the previous General Counsel, whose resignation was effective February 2, 2026, also served as Secretary of the Corporation. With her departure, according to Mr. Heckman, a new Secretary of the Corporation needs to be appointed. He noted that David Stephenson, Senior Vice President of Legal Services, who has served the Corporation for 20 years, would assume the role, ensuring continuity in corporate governance and policy administration.

Following a duly seconded motion, the resolution was approved unanimously.

- D. Consideration and possible approval of a resolution approving a Promissory Note with the City of Houston in connection with flood mitigation measures at Wortham Theater Center and the Theater District Garage.

Mr. Heckman provided a brief history of the item, noting the significant challenges posed by Hurricane Harvey and subsequent recovery efforts.

Mr. Wilson elaborated on the item and the scope of the repair work and related restoration expenses for assets and reimbursements through FEMA and insurance. He noted that FEMA only covers 90% of certain categories, leaving a 10% cost share and explained the repayment amount and schedule.

Mr. Zeidman stated that, after a briefing with Melissa Dubowski, City Finance Director, he is comfortable with the information provided and the proposed repayment schedule. He clarified that repayment does not require immediate budget impact and can be incorporated into future operating budgets.

Following a duly seconded motion, the resolution was approved unanimously.

VI. Adjourn. The meeting was adjourned at 9:40 a.m.