

AGENDA

HOUSTON FIRST CORPORATION

BOARD OF DIRECTORS MEETING
September 26, 2024, beginning at 8:00 A.M.
Partnership Tower, 701 Avenida de las Americas, Suite 200
Houston, Texas 77010
HOUSTON FIRST BOARD ROOM

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, being located at 901 Bagby St. This 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 commencement time for public session shown on the Agenda.

Any questions regarding this Agenda, or requests for special needs assistance, should be directed to Paula Whitten-Doolin, General Counsel, at 713.853.8965 or by email meetingagendas@houstonfirst.com.

Code of Business Conduct and Ethics: As a reminder, under Houston First Corporation 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, then you should notify the Chair, refrain from voting on the business item, and recuse yourself from the discussion on the matter.

- I. Call to Order**
- II. Public Comments**
- III. Minutes:** June 27, 2024
- IV. Presentations, Reports, and Updates**
 - A. Chairman's Remarks
 - B. President & CEO Report
 - C. Financial Report

V. Executive Session:

Executive (closed) session pursuant to Texas Government Code Section 551.071 and 551.072 for the purpose of consultation with an attorney and deliberating regarding certain real estate matters related to the George R. Brown Convention and Convention District Transformation Projects.

VI. Board Business:

- A. Consideration and possible approval of a resolution authorizing the purchase or acquisition of Block 309 and Block 310 in the Central Business District in connection with the George R. Brown Convention and Convention District Transformation Projects.
- B. Consideration and possible approval of a resolution approving an Architectural Services Agreement with Populous, Inc. in connection with the George R. Brown Convention and Convention District Transformation Projects.
- C. Consideration and possible approval of a resolution approving a Promissory Note with the City of Houston in connection with the 2022 settlement with the Houston Municipal Employees Pension System.
- D. Consideration and possible approval of a resolution approving certain spending authority in connection with the Professional Convention Management Association ("PCMA"), 2025 PCMA Convening Leaders event in Houston, inclusive of a talent appearance contract.

VII. Adjourn

III. Minutes: June 27, 2024

MINUTES

HOUSTON FIRST CORPORATION

BOARD OF DIRECTORS MEETING

June 27, 2024, 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 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, Suite 200, Houston, Harris County, Texas 77010 on Thursday June 27, 2024, 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 8:04 a.m. A quorum was established with the following Board members present: Jay Zeidman (Chair), Sofia Adrogué, Alex Brennan-Martin, Elizabeth Gonzalez Brock, Nicki Keenan, Shareen Larmond, Wea H. Lee, Ryan Martin, Roxann Neumann, Paul Puente, Tom Segesta, and Bobby Singh.
- II. **Public Comments.** There were no public comments.
- III. **Minutes.** Following a duly-seconded motion, the Board unanimously approved the minutes of the May 2, 2024 Board meeting as presented. Elizabeth Gonzalez Brock was not present for the vote.
- IV. **Presentations, Reports, and Updates**

D. Chairman's Remarks

Chairman Jay Zeidman gave his remarks and introduced three new Board Members: Shareen Larmond, Wea Lee, and Roxann Neumann. He also welcomed Chris Newport, Mayor's Chief of Staff, to the meeting.

E. President & CEO Report

Michael Heckman, President and CEO gave his opening comments and stated that the leadership team would be providing an update on what the Corporation has achieved year-to-date.

John Solis, Sr. Vice President, Sales and Client Services reported on the status of Sales. He stated that lead volume and definite production numbers are up and highlighted that meetings hosted and booked so far in 2024 far exceed the number this same time all of 2023.

Nathan Tollett, Vice President, Citywide Convention Sales, discussed the 2026 World Baseball Classic. Mr. Tollett also reported that First Robotics was again a very successful event and discussed efforts to keep the group in Houston.

Bobby Singh, Board Member, commented on the number of calls he receives regarding where to stay in Houston and congratulated leadership for their hard work.

Nicki Keenan, Board Member, noted that First Robotics has a choice of any city and stated that engagement and continued efforts to improve marketing and come up with new ideas is what keeps them coming back to Houston.

Holly Clapham, Chief Marketing Officer, discussed social media and how the Marketing team connects with visitors with the goal of increasing brand exposure and sales leads. She announced that the Corporation received twenty-three Telly Awards in 2024 in advertising, social media, public relations, and production.

Jorge Franz, Sr. Vice President, Tourism and Industry Relations, reported that Tourism conducted a luxury trade show and FAM and a Mexico Luxury Fam with the goal of expanding partnerships with luxury hotels and experiences in Houston. Mr. Franz also noted that the Corporation continues to work to bring major film projects and television to Houston.

F. Financial Report

Frank Wilson, Chief Financial Officer, presented a brief financial report. He reported that the variance in the 2024 budget and actuals for total revenues minus total expenses year-to-date.

V. Board Business

- A. Consideration and possible approval of a resolution accepting the annual Financial Audit Report for the Corporation for the fiscal year ending December 31, 2023.

Elizabeth Brock, Board Member and Finance and Asset Management Committee Chair, stated that the Committee heard and reviewed a detailed presentation from management and independent audit firm RSM and that the Committee unanimously recommended approval of the item. She informed the Board that a clean audit was reported.

Karen Tang, CPA, Controller of Finance Department, reported briefly on the Annual Report. She stated that the annual audited report is accrual-based while the monthly operating reports reflecting budget vs actual is cash-based. She emphasized that both total assets and total liabilities decreased.

Tino Robledo with RSM US LLP ("RSM") presented the results of the 2023 Financial Audit. He reported that the 2023 audit was complete and that basic financial statements will be issued. He added that RSM expects to issue an unmodified opinion on the consolidated financial statements.

Mr. Robledo introduced Stephen Yoe, with Yoe CPA, LLC – RSM's diversity partner. Mr. Yoe worked side by side with RSM throughout the audit and expressed his gratitude for the opportunity.

Bobby Singh, Board Member, congratulated the team and expressed his support of the successful diversity initiative.

Following a motion, duly seconded, the Board approved the item unanimously.

B. Consideration and possible approval of a resolution authorizing participation in the Local Government Investment Cooperative (LOGIC) and appointing Frank Wilson and Karen Williams as authorized representatives in connection with LOGIC and the Texas Short-Term Asset Reserve Fund (TexSTAR).

Elizabeth Brock, Board Member and Finance and Asset Management Committee Chair, stated that the Committee heard and reviewed a detailed presentation from management at the Committee meeting on June 25, 2024, and the Committee unanimously recommended approval of the item.

Mr. Wilson provided a description and benefits of both the Local Government Investment Cooperative (LOGIC) and the Texas Short-Term Asset Reserve Fund (TexSTAR). He added that he is currently the only signer, and it would be beneficial for an additional signer who can access the accounts.

Following a motion, duly seconded, the Board approved the item unanimously.

C. Consideration and possible approval of a resolution approving a Security Services Agreement with TriCorps Security, Inc.

Elizabeth Brock, Board Member and Finance and Asset Management Committee Chair, stated that the Committee heard and reviewed a detailed presentation from management at the Committee meeting on June 25, 2024, and the Committee unanimously recommended approval of the item.

John Gonzalez, Sr. Vice President and General Manager, reviewed the solicitation process for the Security Services Agreement. He stated that, once the interviews were completed and scored, TriCorps Security, Inc. was selected as the provider.

Following a motion, duly seconded, the Board approved the item unanimously.

D. Consideration and possible approval of a general authority resolution authorizing execution of contracts and taking other action in regard thereto.

Nicki Keenan, Board Member and Governance and Compensation Committee Chair, stated that the Committee reviewed the item at the Committee meeting on June 4, 2024, and the Committee unanimously recommended approval of the item.

Paula Whitten-Doolin, General Counsel, explained that the purpose of the resolution is to update and revise the 2013 general authority resolution authorizing execution of contracts. The resolution, she noted, will allow the President and CEO to conduct activities routinely and customarily conducted regarding the operation and management of the facilities and properties leased to the Corporation.

Following a motion, duly seconded, the Board approved the item unanimously.

E. Consideration and possible approval of a resolution approving a Development Management Agreement with Hines Interests Limited Partnership.

Elizabeth Brock, Board Member and Finance and Asset Management Committee Chair, stated that the Committee heard and reviewed a detailed presentation from management at the Committee meeting on June 25, 2024, and the Committee unanimously recommended approval of the item.

Mr. Heckman briefly reviewed the solicitation process for the Development Management Agreement. He stated that a Request for Qualifications was

issued, statements of Qualification were received, and five developers participated in in-person interviews. Mr. Heckman stated that Hines was selected unanimously.

Following a motion, duly seconded, the Board approved the item unanimously.

F. Consideration and possible approval of a resolution authorizing the Construction Manager-at-Risk method for construction-contractor selection for the George R. Brown Convention Center and Convention District Transformation Projects.

Elizabeth Brock, Board Member and Finance and Asset Management Committee Chair, stated that the Committee heard and reviewed a detailed presentation from management at the Committee meeting on June 25, 2024, and the Committee unanimously recommended approval of the item.

Stephen Jacobs, outside legal counsel with Locke Lord LLP, informed the Committee Members that under Texas Government Code, the Corporation is permitted to select from several means of public procurement for construction services. He stated that management selected and recommended the Construction Manager-at-Risk procurement method based on the scope, complexity and long-term vision to accomplish the projects.

Following a motion, duly seconded, the Board approved the item unanimously.

VI. Executive Session

An Executive (closed) Session, pursuant to Texas Government Code Section 551.071, was held for the purpose of consultation with an attorney.

All non-board members were dismissed from the meeting, except for Michael Heckman, Paula Whitten-Doolin, Tim Smith, Luther Villagomez, and Frank Wilson. The Executive Session began at 9:38 a.m. and ended at 9:58 a.m.

The Board meeting resumed at 9:59 a.m.

VII. Adjourn

The meeting was adjourned at 9:59 a.m.

VI (A). Consideration and possible approval of a resolution authorizing the purchase or acquisition of Block 309 and Block 310 in the Central Business District in connection with the George R. Brown Convention and Convention District Transformation Projects.

Authorizing the purchase or acquisition of Block 309 and Block 310 in the Central Business District in connection with the George R. Brown Convention and Convention District Transformation Projects.

WHEREAS, Houston First Corporation (the “Corporation”) seeks to purchase or acquire certain real property in the Central Business District, consisting of Block 309 and 310, in connection with the George R. Brown Convention Center and Convention District Transformation Projects;

WHEREAS, Block 309, H.S. Holman, Abstract 323, Harris County, Texas (bounded by Clay Avenue, Hamilton Street, Bell Avenue and Chenevert Street) and Block 310, H.S. Holman, Abstract 323, Harris County, Texas (bounded by Clay Avenue, Chenevert Street, Bell Avenue and Jackson Street) span two downtown city blocks between the George R. Brown Convention Center and the Toyota Center

WHEREAS, the Board of Directors of the Corporation finds the purchase or acquisition of Blocks 309 and 310 to be in the best interests of the Corporation and authorizes the expenditure of funds for such purchase or acquisition, subject to a not-to-exceed limit of \$30,000,000.

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

SECTION 1. Approving and authorizing the purchase or acquisition of Block 309 and Block 310 in the Central Business District in connection with the George R. Brown Convention and Convention District Transformation Projects. The Board of Directors of the Corporation hereby approves and authorizes the purchase or acquisition of Block 309 and Block 310 in the form of one or more agreements and/or written instruments based on the foregoing terms, and such other terms and conditions that are recommended or negotiated by the General Counsel of the Corporation and deemed by the President & CEO of the Corporation to be in the best interests of the Corporation, including, by way of example and not limitation, one or more purchase and sale agreements, deeds, conveyances, or commitments to the owner or owners of such properties in fee simple, their heirs, assigns or representatives, including Golconda Venture, Golconda Investments, Inc., Mary A. Feldblum Revocable Trust, Jim Finkelstein, Jack Finkelstein, Jr., Selma Finkelstein Kilberg Trusts, and Barbara Hurst, Bernard L. Danna Jr., the Bernard L. Danna Family Testamentary Trust, Rosemary Bonno Filippone, the Rosemary Bonna Filippone Trust, the Lucille Bonna Dana Trust, Jude B Filippone, Kevin J. Filippone, Joseph K. Filippone, Anna M. Danna, the Carmelo J. Danna Testamentary Family Trust, Gary Danna, and Mark Danna.

SECTION 2. Severability. 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 3. Open Meeting. It is hereby found, determined, and declared that sufficient written notice of the date, hour, place, and subject of the meeting of the Board of Directors of the Corporation 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 of Directors of the Corporation further ratifies, approves, and confirms such written notice and the contents and posting thereof.

SECTION 4. Ratification and Confirmation. All acts, transactions or agreements undertaken prior to the adoption of these Resolutions by any the officers of the Corporation in connection with the matters authorized by these Resolutions and actions incidental thereto are hereby ratified, confirmed and adopted by the Corporation.

VI (B). Consideration and possible approval of a resolution approving an Architectural Services Agreement with Populous, Inc. in connection with the George R. Brown Convention and Convention District Transformation Projects.

Approving an Architectural Services Agreement with Populous, Inc. in connection with the George R. Brown Convention and Convention District Transformation Projects.

WHEREAS, Houston First Corporation (the “Corporation”) issued that certain Request for Qualifications for Architectural Services on August 6, 2024 (the “RFQ”), wherein the Corporation requested statements of qualification from experienced and highly-qualified architectural firms to provide professional architectural services on behalf of the Corporation in connection with the George R. Brown Convention and Convention District Transformation Projects;

WHEREAS, a total of ten statements of qualification were timely received by the Corporation on August 16, 2024, and all such responses were reviewed subsequently by an evaluation committee consistent with the manner provided in the RFQ;

WHEREAS, the evaluation committee chose to schedule in-person interviews with four respondents, and determined collectively upon completion of such interviews the highest-qualified respondent to be Populous, Inc.; and

WHEREAS, the Board of Directors of the Corporation desires to approve and grant authority to the President & CEO of the Corporation to execute a contract for architectural services, subject to a not-to-exceed limit of \$65,000,000;

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

SECTION 1. Approving an Architectural Services Agreement with Populous, Inc. The Board of Directors of the Corporation hereby approves an Architectural Services Agreement with Populous, Inc. based on the foregoing terms, the agreement terms set forth in the RFQ, and such other conditions or modifications that are recommended by the General Counsel of the Corporation and deemed by the President & CEO of the Corporation to be in the best interests of the Corporation.

SECTION 2. Authority. The Board of Directors of the Corporation authorizes and empowers the President & CEO of the Corporation to negotiate, finalize and execute such agreement for and on behalf of the Corporation without the necessity for joinder of any other person.

SECTION 3. Severability. 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 4. Open Meeting. It is hereby found, determined, and declared that sufficient written notice of the date, hour, place, and subject of the meeting of the Board of Directors of the Corporation 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 of Directors of the Corporation further ratifies, approves, and confirms such written notice and the contents and posting thereof.

SECTION 5. Ratification and Confirmation. All acts, transactions or agreements undertaken prior to the adoption of these Resolutions by any the officers of the Corporation in connection with the matters authorized by these Resolutions and actions incidental thereto, including, by way of example and not limitation, that certain Limited Services Agreement regarding the George R. Brown Convention Center Project dated effective September 6, 2024, are hereby ratified, confirmed and adopted by the Corporation.

VI (C). Consideration and possible approval of a resolution approving a Promissory Note with the City of Houston in connection with the 2022 settlement with the Houston Municipal Employees Pension System.

Approving a Promissory Note with the City of Houston in connection with the 2022 settlement with the Houston Municipal Employees Pension System.

WHEREAS, the City of Houston, Texas (the “City”) and Houston Municipal Employees Pension System (“HMEPS”) entered into a Full and Final Settlement Agreement and Release made effective March 22, 2022 (“Settlement Agreement”) to resolve a dispute that included a lawsuit HMEPS filed to assert certain claims against the City and its officials relating to the provision of pension payments and information for personnel of Houston First Corporation (the “Corporation”).

WHEREAS, under the terms of the Settlement Agreement, the City treated Corporation personnel as “employees” of the City and thereby “members” of the HMEPS Plan for purposes of Article 6243h of the Texas Revised Civil Statutes, and paid HMEPS \$16,000,000 on behalf of Corporation by wire transfer to the account to which the City customarily wires the City Contribution Rate to HMEPS, as required by Section 8A of Article 6243h.

WHEREAS, the Corporation agrees to cause the transfer of the principal amount of \$16,000,000 to the City as reimbursement of the City’s prior payment to HMEPS in the form of a Promissory Note between the Corporation, as maker/payor, and the City, as payee, with an expected maturity date of December 31, 2034;

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

SECTION 1. Approving a Promissory Note with the City of Houston, Texas. The Board of Directors of the Corporation hereby approves a promissory note with the City of Houston, Texas. based on the foregoing terms, and such other terms and conditions that are recommended by the General Counsel and Chief Financial Officer of the Corporation, and deemed by the President & CEO of the Corporation to be in the best interests of the Corporation.

SECTION 2. Authority. The Board of Directors of the Corporation authorizes and empowers the President & CEO of the Corporation to negotiate, finalize and execute such promissory note for and on behalf of the Corporation without the necessity for joinder of any other person.

SECTION 3. Severability. 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 4. Open Meeting. It is hereby found, determined, and declared that sufficient written notice of the date, hour, place, and subject of the meeting of the Board of Directors of the Corporation 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 of Directors of the Corporation further ratifies, approves, and confirms such written notice and the contents and posting thereof.

SECTION 5. Ratification and Confirmation. All acts, transactions or agreements undertaken prior to the adoption of these Resolutions by any the officers of the Corporation in connection with the matters authorized by these Resolutions and actions incidental thereto are hereby ratified, confirmed and adopted by the Corporation.

VI (D). Consideration and possible approval of a resolution approving certain spending authority in connection with the Professional Convention Management Association (“PCMA”) 2025 PCMA Convening Leaders event in Houston, inclusive of a talent appearance contract.

Approving certain spending authority in connection with the Professional Convention Management Association (“PCMA”) 2025 PCMA Convening Leaders event in Houston, inclusive of a talent appearance contract.

WHEREAS, the Professional Convention Management Association ("PCMA"), recognized as the world's largest network of business event strategists, including meeting professionals, CEOs, and suppliers for the meetings and convention industry, with more than 7,000 members worldwide, will hold its 2025 Convening Leaders event in downtown Houston from January 12-15, 2025;

WHEREAS, Houston First Corporation (the “Corporation”), recognizes the invaluable opportunity to showcase Houston as a premier destination to the premier association of meeting-industry professionals;

WHEREAS, the Corporation has established a budget of \$5,000,000 for the 2025 PCMA Convening Leaders Event, inclusive of an event-specific marketing fund with participating Downtown Houston hotels through a nightly voluntary fee charged to hotel customers, and including a anticipated talent-appearance contract;

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

SECTION 1. Approving certain spending authority in connection with the Professional Convention Management Association (“PCMA”) 2025 PCMA Convening Leaders event in Houston, inclusive of a talent appearance contract. The Board of Directors of the Corporation hereby approves spending authority for the President & CEO of the Corporation, and directs the CFO to amend the CY24 budget for the Corporation as necessary to ensure the expenditure of the marketing fund, estimated to be approximately \$3,000,000, all in connection with the 2025 Convening Leaders event based on the foregoing terms, and such other conditions or modifications that are recommended by the General Counsel of the Corporation and deemed by the President & CEO of the Corporation to be in the best interests of the Corporation.

SECTION 2. Authority. The Board of Directors of the Corporation authorizes and empowers the President & CEO of the Corporation to negotiate, finalize and execute such agreements for and on behalf of the Corporation without the necessity for joinder of any other person.

SECTION 3. Severability. 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 4. Open Meeting. It is hereby found, determined, and declared that sufficient written

notice of the date, hour, place, and subject of the meeting of the Board of Directors of the Corporation 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 of Directors of the Corporation further ratifies, approves, and confirms such written notice and the contents and posting thereof.

SECTION 5. Ratification and Confirmation. All acts, transactions or agreements undertaken prior to the adoption of these Resolutions by any the officers of the Corporation in connection with the matters authorized by these Resolutions and actions incidental thereto are hereby ratified, confirmed and adopted by the Corporation.