

HOUSTON FIRST CORPORATION
MINUTES OF COMPENSATION AND BENEFITS COMMITTEE

May 2, 2013

The Compensation and Benefits 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 meeting in the George R. Brown, 1st Floor Conference Room, 1001 Avenida de las Americas, Houston, Harris County, Texas 77010, on Monday May 2, 2013, commencing at 11:30 AM. 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: Deon Warner, Ric Campo, Irma Diaz-Gonzalez, Katy Caldwell and Dawn Ullrich.

Chairperson Warner called the meeting to order at approximately 11:49 AM and a quorum was established.

1. No Public Comments

2. Approval of Minutes. After a motion duly seconded, the minutes of the March 25, 2013 meeting were approved. Irma Diaz-Gonzalez abstained.

3. Consideration of, and possible action on, a recommendation to the Board of Directors on the HFC amended Compensation Philosophy. Dawn Ullrich briefed the committee on changes staff was recommending to the current Compensation Philosophy. Discussion followed and suggestions were made for additional changes to be implemented to the Compensation Philosophy. After a motion duly seconded, the committee agreed to recommend that the Compensation Philosophy, along with the suggested changes, be presented to the Houston First Corporation and the Convention and Cultural Services, Inc. Boards for approval.

4. Miscellaneous HR Updates

Employee Orientation. Annette Goldberg gave a brief overview of the plans for the new employee orientation and how each Executive Team member would be involved. Annette announced that July 2, 2013 would be the first orientation.

b. Training. Annette Goldberg explained the major request received from the employee survey was training and that the training has started with Harassment Training. She also advised that additional 401K training, provided by One America, is scheduled on June 5th. She emphasized that the first session was very popular with the team with about 90 attendees. Discussion followed and it was recommended that the 401K would be mandatory for all new hires with a right to opt out.

c. Pension. Lisa Hargrove gave a brief overview of the work in progress on the pension issue advising all that had taken place to date and at this time we were waiting on the decision of the appeal by the courts, the bill to fix the State statute and final regulations from the IRS.

5. Executive Team Bonuses. Each Executive Team member adopted goals through April 30, 2013. Discussion followed by all members and it was suggested that all bonuses be presented in the future as a percentage range.

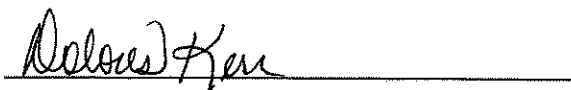
6. Executive Team Goals for Balance of 2013. Dawn Ullrich advised the Committee that the Executive Team goals for the remainder of this calendar year will be set and she will forward to the committee in June, 2013. She also advised the members that this will enable the Executive Team Bonus for 2014 and forward to be on a calendar year basis.

7. Deon Warner explained that the Benefit and Compensation Committee would go into Executive Session and requested that the room be cleared.

Mr. Warner requested that the audio recording start at approximately 12:52 PM. He recited that the open meeting was now being closed pursuant to Texas Government Code Section 551.074 for the purpose of deliberation regarding personnel matters.

Mr. Warner requested that the audio recording stop at approximately 1:09 PM. and resumed the open meeting. No action was taken during the executive session.

The meeting adjourned at approximately: 1:10 PM.



Dolores Kerr, Secretary