

# MINUTES

## HOUSTON FIRST CORPORATION

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**BOARD OF DIRECTORS MEETING**  
**December 5, 2022 – 12:00 P.M.**  
**George R. Brown Convention Center, 3<sup>rd</sup> 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, 3rd Floor Executive Board Room, 1001 Avenida de las Americas, Houston, Harris County, Texas 77010, on Monday, December 5, 2022, commencing at 12:00 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 Board Members participated in the meeting: David Minckberg (Chair), Sofia Adrogué, Nicki Keenan, Reginald Martin, Ryan Martin, Alex Brennan-Martin, Paul Puente, Bobby Singh, Gerald Womack, and Jay Zeidman.

1. **Call to Order.** The Chairman of the Board called the meeting to order at 12:12 p.m., and a quorum was established.
2. **Public Comments.** None.
3. **Review and approval of minutes from prior meetings.** Following a motion duly seconded, the meeting minutes of November 10, 2022, were approved as presented.
4. **Presentations, Reports, and Updates**
  - A. Code of Business Conduct and Ethics Policy

Adrian Patterson with Orrick, Herrington, and Sutcliffe, LLP discussed ethical issues related to public service. Mr. Patterson emphasized that public service roles are under extreme public scrutiny. Mr. Patterson also identified multiple heavily scrutinized public agencies, including the Texas Rangers, Attorney General, Dallas County, Travis County, Montgomery County, and Harris County.

Mr. Patterson reviewed topics like conflicts of interest, disclosure requirements, bribery, gifts, civil liability, immunity, procurement, and other relevant ethical issues. Mr. Patterson also recommended that if Board Members had any concerns or uncertainties, they should address any problems with Michael Heckman, President & CEO, or Lisa Hargrove, General Counsel.

5. **Board Business**

- A. Consideration and possible approval of increased funding for the Recovery Architectural Services Agreement with Harrison Kornberg Architects, LLC and ARUP Texas, Inc., a joint venture, the issuance of a new task order(s) for additional design services related to updating and completing mitigation documents for Wortham Theater and Theater District Parking Garages due to Hurricane Harvey, and a First Amendment to such Agreement.

Mr. Heckman stated that the Operations Committee reconsidered and unanimously approved this item. The city replied to several questions submitted by the Committee Members that were solely related to the project's design phase. The Operations Committee then unanimously recommended presenting to the Board for approval.

Mr. Heckman emphasized that management recommended passing solely the portion of this item relating to completing design documents for flood mitigation. He also acknowledged there would be further discussions about procurement and construction. He added that Andy Icken and Stephen Costello are aware of personnel restraints regarding any future phases beyond the design phase of this item.

Following a motion duly seconded, increased funding for the Recovery Architectural Services Agreement with Harrison Kornberg Architects, LLC and ARUP Texas, Inc., a joint venture, the issuance of a new task order(s) for additional design services related to updating and completing mitigation documents for Wortham Theater and Theater District Parking Garages due to Hurricane Harvey, and a First Amendment to such Agreement passed unanimously.

6. **Adjournment.** The meeting adjourned at 12:55 p.m.