

AGENDA

HOUSTON FIRST CORPORATION

BOARD OF DIRECTORS MEETING
December 19, 2019 – 3:00 P.M.
Partnership Tower, 701 Avenida de las Americas, Ste. 200
Houston, Texas 77010
HFC 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, Council Member Dave Martin, Ex-officio, Council Member David Robinson, 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 – October 4, 2019**
- IV. Presentations, Reports, and Updates**
 - A. Report by Houston First Chairman
 - B. HFC President & CEO Update
 - C. Chief Financial Officer Update

V. Executive Session:

Executive (closed) session pursuant to Texas Government Code Section 551.072 for the purpose of consultation with Houston First Counsel regarding certain real estate matters related to the construction of a hotel on top of Partnership Tower.

VI. Board Business

A. Consideration and possible action with regard to a Development Agreement, Air Rights Lease and other ancillary documents with Texas Hospitality Partners, L.P. for the construction of a hotel on top of Partnership Tower.

VII. Board Business – Consent Agenda

- B. Consideration and possible approval of the annual election of Officers pursuant to the Houston First Corporation Bylaws.
- C. Consideration and possible approval of an increase to the overall Project Budget for the Guestroom Renovation Project at the Hilton Americas-Houston Hotel and an increase to the Guaranteed Maximum Amount (“GMAX”) for DPR Construction.
- D. Consideration and possible approval of an agreement with Delta Sigma Theta Sorority, Inc. for their 58th Biennial National Convention occurring July 28 – August 1, 2027.
- E. Consideration and possible approval of an agreement with Connect for their Connect Marketplace occurring August 28 – September 1, 2022.
- F. Consideration and possible approval of an agreement with Barbershop Harmony Society for their International Convention occurring July 2-6, 2024.
- G. Consideration and possible approval regarding a Wireless Audio Upgrades Agreement with L-D Systems, LP for Miller Outdoor Theatre.
- H. Consideration and possible approval of a Listing Agreement with CBRE Group, Inc. for brokerage services with respect to a restaurant space on Lynn Wyatt Square for the Performing Arts.
- I. Consideration and possible approval of a National Public Relations Services Agreement with Fahlgren Inc., d/b/a Turner PR.
- J. Consideration and possible approval of additional reallocated funding for Harrison Kornberg Architects LLC and ARUP, Texas Inc., a joint venture, for two modified task orders for the continued repair and replacement of damages to the Wortham Theater and Theater District Parking Garage due to Hurricane Harvey.

VIII. Executive Session:

Executive (closed) session pursuant to Texas Government Code Section 551.071 to permit the Board of Directors to consult with the Houston First General Counsel to seek her advice and counsel regarding contemplated litigation.

IX. Adjournment

The official business of the Board is concluded; however, the Board Members are invited to attend an HFC Board Holiday gathering at 1600 Bar & Grill located at the Hilton Americas-Houston Hotel.