

MINUTES

HOUSTON FIRST CORPORATION

BOARD OF DIRECTORS RETREAT
July 9, 2019 – 4:30 P.M.
Hilton Americas-Houston, 1600 Lamar St.
Houston, Texas 77010
THIRD FLOOR, ROOM 339

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 retreat at Hilton Americas-Houston, 1600 Lamar St., Houston, Harris County, Texas, 77010, on Tuesday, July 9, 2019, commencing at 4:30 p.m.

Written notice of the meeting including the date, hour, place and agenda for the retreat was posted in accordance with the Texas Open Meetings Act.

The following Board Members participated in the meeting: David Mincberg (Chair), Desrye Morgan (Vice Chair), Sofia Adroguè, Elizabeth Brock, Nicki Keenan, Reginald Martin, Ryan Martin, Paul Puente, Bobby Singh, Tom Segesta, Gerald Womack, Jay Zeidman, and Council Member David Robinson, Ex-officio.

1. **Welcome.**

The Chairman of the Board began by welcoming everyone and thanking them for their attendance at the evening retreat. He called the meeting to order at 5:01 p.m. and a quorum was established. He also noted that no one had signed up for Public Comments.

2. **Ethics Discussion and Rules of Board Engagement.**

Chairman Mincberg introduced Gene Locke who led the Ethics Discussion. Mr. Locke discussed the Open Records Act and how it pertains to Board Members. He emphasized the importance of understanding and following the rules at all times. He explained the process once an Open Records request is received by the organization and the significance of timely responses.

Mr. Locke then discussed the topics of fundraising and campaigning. He stated there are specific City codes that relate to each of these topics. He stated that since we are in an election season, it was a good time to mention that corporation monies cannot be used for campaign purposes.

Mr. Locke then spoke on the subject of Procurement and pointed out that Houston First has an excellent Procurement Manual that should be used as a guide when there is a question about policy or procedure relating to procurement.

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Mr. Locke wrapped up his presentation with a discussion on Fiduciary Duty and Conflict of Interest. He advised the Board Members to be cognizant of gifts and business relationships when dealing with matters related to the corporation.

Chairman Mincberg thanked Mr. Locke for his presentation and introduced Brenda Bazan as the next presenter.

Ms. Bazan spoke on Rules of Engagement. She informed the Board Members of the implementation of a new process related to committee meeting notices. In an effort to keep all Board Members informed of scheduled committee meetings, all committee meeting calendar invites will include the committee members as "required" and Board Members not on the committee as "optional." This will give all Board Members the opportunity to attend any committee meeting.

Ms. Bazan also talked about communication between staff and Board Members. She stated that email communications between Board Member and subject-matter experts are appropriate, with herself cc'd in the emails. Phone communications should be conveyed to her if an action item requires preparation on her part.

Chairman Mincberg thanked Ms. Bazan for her presentation and announced that the Board was going into Executive Session at 5:46 p.m.

3. **Executive Session.**

Executive (closed) session pursuant to Texas Government Code Section 551.072 for the purpose of deliberations regarding real estate.

The Board entered Executive Session at 5:46 p.m. and returned at 6:16 p.m. No action was taken.

4. **Executive Session.**

Executive (closed) session pursuant to Texas Government Code Section 551.074 for the purpose of deliberating certain personnel matters, including the annual performance review of the Houston First President & CEO.

The Board entered Executive Session at 6:16 p.m. and returned at 7:13 p.m. No action was taken.

5. **Dinner.**

Dinner was served.

6. **Consideration and possible approval of funding for the redevelopment of Jones Plaza.**

Chairman Mincberg introduced Roksan Okan-Vick.

Ms. Okan-Vick began with slides of photos of Jones Plaza in its current state which she describes as unattractive, unwelcoming, and an unhappy block of land in the heart of the Theater District. She then presented renderings of Jones Plaza with the land open on all sides with green space making it welcoming to all. She stated that the design phase was complete.

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She described this renovation as a project which would enhance the quality of life and enhance HFC's investment in the Theater District on the West side of downtown. The projected total budget is \$25 million. The Downtown Redevelopment Authority will fund \$10 million and HFC, with Board approval, will add \$5 million. Fundraising efforts are in place for obtaining the balance.

After further discussion, the board voted and the item passed unanimously.

7. **Strategic Planning: 2020 – 2024 Financial Model and Potential Project/Initiatives.**

Ms. Bazan began the discussion with a presentation demonstrating the transformation of the GRB and the Avenida campus from the opening of the GRB in 1987 to the present.

Frank Wilson then presented the Financial Model for 2020 – 2024 and Potential Projects and Initiatives. He pointed out the impact of the Fracking Bust and Hurricane Harvey on Cash Operating Balances. He mentioned that it takes about four years on average to recover. He reviewed the list of Must-Do projects which includes GRB dock modifications, Wortham/Theater District Parking mitigation, and Hilton guestroom refresh.

Peter McStravick closed out the presentation with a discussion about other opportunities such as improvements to the GRB on the north side. Peter stated that the Texas Department of Transportation (TXDOT) is currently working on the North Houston Highway Improvement Project (NHHIP). There is an opportunity for a park on top of the cement cap that TXDOT will put over the depressed section of the freeway. Luther Villagomez mentioned this tract is 30 acres. The cap park is an opportunity to connect residents in East Downtown (EaDo) to downtown and for guests at the convention center to connect to EaDo.

8. **Adjournment.**

The retreat adjourned at 9:01 p.m.