

**HOUSTON FIRST CORPORATION**  
**MINUTES OF THE**  
**GOVERNANCE, AUDIT & FINANCE COMMITTEE**  
**JUNE 8, 2016 – 3:30 P.M.**

The Governance, Audit & Finance 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.TRANS.P.CODE ANN. §431.101 et seq. and TEX.LOC.GOV'T.CODE ANN §394.001 et seq., held a meeting at the George R. Brown Convention Center, 1001 Avenida de las Americas, Houston, Harris County, Texas 77010, on Wednesday, June 8, 2016, commencing at 3:30 P.M. Written notice of the meeting, including the date, hour, place and agenda was posted in accordance with the Texas Open Meetings Act. The following members participated in the meeting: Katy Caldwell, Winslow Jeffries, John Johnson, Alex Brennan Martin, and Dawn Ullrich. Lisa Anderson was absent.

A quorum was established and the meeting was called to order at approximately 3:30 P.M.

1. **Public Comments.** Chuck Still, Executive Director of the Midtown Arts and Theater Center Houston (MATCH), explained that since October 2, 2015, the date of the first performance, there have been 701 events performed by 98 organizations. He added that the venue has been occupied more than expected and has hosted approximately 80,000 patrons. Chairperson Caldwell asked Mr. Still for the number of free performances. He committed to send her the information. Mr. Still mentioned that the goals for programming in the breezeway hadn't been fully realized yet. Last, he advised that the permits had been received for the Café on Holman and construction should be complete in Fall 2016.
2. **Review and Approval of Minutes.** A motion was made and duly seconded to approve the minutes of the April 12, 2016 meeting as presented.
3. **Presentations.** None.
4. **Consideration and possible recommendation of a Reimbursement Agreement with the Super Bowl Host Committee for Super Bowl LI.** Chris Newport, with the Super Bowl Host Committee (Host Committee), provided updates on production meetings with the NFL, volunteers, Super Bowl Live, the WOW factor, transportation logistics and public safety, shuttle and circulator plan and team logistics. Brenda Bazan and Michael Heckman explained the details of the Reimbursement Agreement including the various reimbursement mechanisms. The Host Committee will execute a contract with the City of Houston for police, fire, ambulance and other required governmental services for Super Bowl LI. Following the event, the City will invoice the Host Committee for City Services. The Host Committee will submit these invoices and other expenses to Trust Fund reimbursement. To the extent that the Host Committee does not have funds from any other available source to reimburse the City for City Services, the Corporation will backstop the obligation to the City. In return, the Host Committee will transfer any and all remaining assets to the Corporation at the conclusion of Super Bowl LI. Following a thorough discussion, a motion was made and duly seconded to recommend this item to the Houston First

Corporation Board for approval under the proviso that the Super Bowl Host Committee identify a cap amount before the Houston First Corporation Board of Directors meets on June 14, 2016.

5. **Updates.**

- a. Reuben Brown provided a diversity update. The Committee would like to remove gender from the breakdown and instead focus on ethnicity in relation to the last census. Further, he explained that the Houston Airport System, Port of Houston, METRO, City of Houston, etc. are drawing from the same labor pool. He committed to report the percentage of companies that were certified at the next meeting.
- b. The 2<sup>nd</sup> quarter HOT collections are on budget.
- c. Karen Williams reported very little change on the Investment Report between 4<sup>th</sup> quarter 2015 and 1<sup>st</sup> quarter 2016.
- d. Brenda Bazan reported that Deloitte was doing field work on the external audit and a report would be provided at the next meeting. She also mentioned that prior year audit reports could be found on Houston First's website under About Us.
- e. Peter McStravick provided an update on the garage hotel and briefed the Committee on the status of the tax rebate policy, a draft of which will be provided to the Committee and HFC Board in September 2016.
- f. Dawn Ullrich advised that in addition to topics mentioned above, we will also be doing a deep dive into the stress tests along with a presentation by our financial advisor during the upcoming 2017 budget process. She also called their attention to the administration's 2016 Performance Measures, which were included in their Committee packet.

7. **Announcements.** Next meeting – August 2016.

The meeting adjourned at approximately 4:30 P.M.

/s/ \_\_\_\_\_

Pamela Walko, Secretary