

HOUSTON FIRST CORPORATION

MINUTES OF HOUSTON FIRST CORPORATION BOARD OF DIRECTORS

DECEMBER 12, 2017

The Board of Directors 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.TRANSF.CODE ANN. §431.101 et seq. and TEX.LOC.GOV'T.CODE ANN §394.001 et seq., held a meeting at the Partnership Tower, 701 Avenida de las Americas, Houston, Texas, on Tuesday, December 12, 2017, commencing at 8:30 a.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: David Minckberg, Sofia Adrogué, Elizabeth Brock, Katy Caldwell, Ryan Martin, Desrye Morgan, Paul Puente, Bobby Singh, Jay Tatum, Gerald Womack, Jay Zeidman, Council Members Martin and Robinson. Alex Brennan Martin was not in attendance.

The meeting was called to order at began at 8:36 a.m.

1. **Public Comments.**

The following people signed up to speak to the Board regarding raising wages for the janitorial staff: James Caldwell, Jerry Walk, Blanca Garcia, Jesse Fuentes, Laura Perez Boston, and Linda Morales.

2. **Item III - Minutes.** Following a motion duly seconded, the minutes of the August 14, 2017, August 18, 2017 and November 28, 2017 meetings were approved as presented.

3. **Presentations.**

- A. **2018 Lombardi Award and Lombardi Honors** – Richard Slemaker spoke to the Board on behalf of Lombardi awards and requested their support for the 2018 awards. He stated that this is not about football, but about leadership. Dawn Ullrich stated that Houston First was in receipt of their request and will review it.
- B. **Theater District Harvey Recovery** – Sheila Turkiewicz introduced the management team. Chairman Minckberg stated that he wanted the Board to meet those who have been working so diligently following Hurricane Harvey.
- C. **Security Procedures** – Rob Jackson introduced Mark Montgomery, Director of Security, who gave a presentation on areas of his focus to secure Houston First facilities and its visitors.
- D. **Crisis Management Team** – Rob Jackson introduced Mark Goldberg who stated that he would be providing quarterly reports to the Board on crisis management items. During the discussion, it was advised that Houston First prepare a crisis plan that includes stakeholders near our facilities, a business interruption plan and a communication plan to keep the Board apprised of safety matters.
- E. **Sexual Harassment** – Mark Goldberg advised the Board that Houston First has a very specific harassment plan in place and mandatory training is required.

3. **Item V.A. – Consideration and possible approval of a Non-Hazardous Solid Waste Collection, Transportation and Disposal Agreement with Waste Management of Texas, Inc.** This item was pulled from the agenda and was not considered.
4. **Item V.B. – Consideration and possible approval of a policy regarding certain Community Sponsorships.** The Governance, Audit & Finance Committee thoroughly discussed this item at their meeting on December 8, 2017 and voted to recommend it to the Board for review and approval. John Rolfe provided the details of the proposed policy. Following discussion on this item, a motion was made and duly seconded to approve the policy regarding certain Community Sponsorships.
5. **Item V.C. – Consideration and possible approval of a Project Management Services Agreement with Turner Construction Company for Project management services related to Hurricane Harvey for certain Theater District Facilities.** Katy Caldwell explained that the Governance, Audit & Finance Committee thoroughly reviewed this item and shared that the committee believed that the process was followed diligently in consideration of time constraints. Therefore, she stated that the Committee voted unanimously to recommend this item to the Board for review and approval. Peter then provided information related to this item, as well as Items V.C., V.D. V.E, and V.F. Additional discussions regarding the scope of the contract took place and a breakdown on the diversity percentages for the subcontractors was requested and provided. Following discussion on this item, a motion was made and duly seconded to approve the Project Management Services Agreement with Turner Construction Company. Council Member Martin left the meeting at 10:05 and was not in attendance at the time of the vote. Bobby Singh abstained.
6. **Item V.D. – Consideration and possible approval of a Recovery Architectural Services Agreement with Harrison Kornberg/Arup, a Joint Venture, for architectural services related to Hurricane Harvey for certain Theater District facilities.** As the details regarding this item were previously discussed, a motion was made and duly seconded to approve a Recovery Architectural Services Agreement with Harrison Kornberg/Arup for architectural services. Bobby Singh abstained.
7. **Item V.E. – Consideration and possible approval of a Second Amendment to a Single Project Program Management Agreement with Gilbane Reconstruction Services LLC for continued disaster emergency and assessment services related to Hurricane Harvey for certain Theater District facilities.** A motion was made and duly seconded prior to discussion on this item. Peter McStravick explained that this amendment would take the contract through December 2017 and there was enough funding capacity to last through February 2018, or the end of the transition period. Roger Harris explained that Gilbane had met their MWBE goal with 35% participation. Desrye Morgan requested a breakdown of what makes up the 35%. A vote was taken and this item passed. Ryan Martin was not in the room at the time of the vote.
8. **Item V.F. – Consideration and possible approval of an increase to the Houston First 2018 Budget to fund disaster response and recovery efforts related to Hurricane Harvey for certain Theater District facilities.** Katy Caldwell explained that money was not included in the 2018 budget because we were not sure what the need was going to be at the time that the budget was passed. A motion was made and duly seconded to approve an increase to the Houston First 2018 Budget to fund disaster response and recovery efforts.

9. **Executive (closed) session pursuant to Texas Local Government Code Section 551.071 for the purpose of seeking legal advice from its attorney(s) on legal matters.** The Board Members went into executive session at 10:21 a.m. and came out of executive session at 10:45 a.m.
10. **Executive (closed) session pursuant to Texas Local Government Code Section 551.072 for the purpose of deliberations regarding certain real properties.** The Board Members went into executive session at 10:46 a.m. and came out of executive session at 11:01 a.m.

Council Member David Robinson left the meeting at 11:01 a.m. and was not present at the time of the vote on Item VIII.A.

11. **Item VIII.A. - Consideration and possible recommendation of a Purchase and Sale Agreement with Buffalo Bayou Partnership regarding the Sunset Coffee Building.** The terms of this agreement were discussed in executive session. A motion was made and duly seconded to approve a Purchase and Sale Agreement with Buffalo Bayou Partnership regarding the Sunset Coffee Building. Gerald Womack was not present at the time of the vote.

12. Updates.

- A. Brenda Bazan called attention to two documents that provided information related to procurement. One was the 2017-2018 Procurement Plan and the second document provided examples of possible 2018 procurements over \$250,000 and a list of procured items over \$250,000 that had previously been approved by the Board.
- B. Chairman Minberg stated that he and Rob Jackson met with janitorial representatives and explained some of the difficulties faced by Houston First regarding wages. The Board would like to see a comparison of benefits between janitors employed by the City of Houston and those providing service to Houston First facilities. Houston First may not participate in the negotiation between the prime contractor and the union.
- C. Ryan Martin provided a brief update on his trip to China and stated that China is one of the fastest growing markets to tourism.
- D. Chairman Minberg stated that the dates of the Houston First Board retreat are January 11-12. If anyone has suggestions for the retreat, please discuss with Brenda Bazan, Jay Zeidman and/or Council Member Robinson. He also announced that the Board meetings would occur at 3:00 p.m. on the third Thursday of every month beginning January 2018.

The meeting adjourned at approximately 11:22 a.m.

/s/_____

Pamela Walko, Secretary