

HOUSTON FIRST CORPORATION

MINUTES OF HOUSTON FIRST CORPORATION BOARD OF DIRECTORS

MARCH 23, 2017 – 3:00 P.M.

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.TRANSP.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 Thursday, March 23, 2017, commencing at 3:00 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: David Mincberg, Phyllis Bailey, Alex Brennan-Martin, Katy Caldwell, Irma Diaz-Gonzalez, Harry Greenblatt, Desrye Morgan, Paul Puente, Bobby Singh, David Solomon, Gerald Womack, Council Member Dave Martin and Council Member David Robinson. Fernando Cuellar was absent. Council Members Kubosh and Gallegos were also in attendance.

David Mincberg called the meeting to order at approximately 3:00 p.m. and a quorum was established.

1. **Public Comments.**

Ramon Dixon, from Unite Here and a cook at Marriott Marquis, thanked the Board and Houston First for their support and allowing to organize in a peaceful manner.

Dylan Daney also signed up to speak, but when his name was called, stated that he was there only to support Mr. Dixon.

Frederick Barksdale, of Facility Interiors, the company that provided furniture for the George R. Brown Convention Center, came to thank Houston First for its support of minority companies and expressed a desire to strengthen the relationship.

2. **Review and approval of Minutes – January 19, 2017** – A motion was made and duly seconded to approve the minutes of the January 19, 2017 meeting of the Board of Directors as presented. David Solomon was not in attendance at the time of the vote.

David Mincberg announced that he had selected Desrye Morgan as Vice Chair of the HFC Board of Directors.

3. **Presentations**

Downtown Plan - Bob Eury, President of Central Houston, Inc., gave a presentation on the Downtown Plan. He stated that the last plan was created in 2004. While amazing accomplishments have been realized in the last few years, it was time to reset the vision. Mr. Eury provided a slide that depicted the new development and major renovation from 2004 to 2016 and residential development in a two-mile radius from the Central Business District. He advised the Board that Plan Houston is partnering with many organizations and a leadership group started in the summer of 2016. He stated that this initiative was on a fast timeframe in

order to capture momentum from the Super Bowl and that the goal is to wrap up by fall. Further, he stated that 394 participants completed a 22-question survey. The top 5 questions focused on build downtown; connect downtown; move downtown; work downtown; and live downtown. The next steps consist of programs, projects and policies. Finally, he provided a schedule of upcoming dates where the groups will move into real key concepts and work ahead. David Minberg thanked Mr. Eury for his great leadership over the past 34 years.

Buffalo Bayou Partnership – Tom Fish, Buffalo Bayou Partnership, announced that Sunset Coffee Building was almost ready to be transferred to Houston First. He then turned the presentation over to Ian Rosenberg, who stated that the renovation of the Sunset Coffee Building would not have been possible without the support of Houston First. The Sunset Coffee Building connects Allen’s landing to the east end (Shepherd Drive) and is Houston’s Plymouth Rock. He indicated the importance of preserving the site, although it was a very challenging project in an uncertain economic climate. He provided detailed information on the funding, costs, and construction schedule impacts. David Minberg thanked BBP for their tenacity with getting through the project and Anne Olson’s tremendous work and leadership.

Scenic Houston – Annamarie Saavedra, Director of Development for Scenic Houston, Inc., presented Houston First with a commemorative plaque in recognition of its support and participation. Irma Diaz-Gonzalez accepted the plaque on behalf of the HFC Board.

Chairman Minberg announced that items VI.C. and VI.E. would be considered out of order. Executive session began at 3:33 p.m.

4. Executive (closed) session pursuant to Texas Government Code Section 551.072 for the purpose of deliberations regarding lease matters.

Everyone was instructed to leave with the exception of the Board, Stephen Jacobs, Dawn Ullrich, Peter McStravick, Lisa Hargrove and Brenda Bazan. A certified agenda of executive session will be completed and filed with the Corporate Secretary.

5. Executive (closed) session pursuant to Texas Government Code Section 551.071 for purpose of consultation with counsel and pursuant to Texas Government Code Section 551.074 for the purpose of deliberations regarding compensation matters for specific individual employees.

Everyone was instructed to leave the room with the exception of the Board and Stephen Jacobs. A certified agenda of executive session will be completed and filed with the Corporate Secretary.

The Board came out of Executive Session at 5:08 p.m.

6. Super Bowl Recap. Michael Heckman provided an overview of Houston’s success in exceeding records off the field, the global media platform, the global media coverage, Houston media lounge, and the historic familiarization group. Dawn Ullrich added that an invitation to bid is anticipated to go out in August for Super Bowl 2025 or 2026.

7. **Avenida Houston Status.** Peter McStravick advised the Board that Kulture is anticipated to open the middle of July, Bud's BBQ the first week of May and Rustic in February 2018. Following Mr. McStravick's updates on the status of the restaurants, Steve Miller gave a presentation on the work that he's doing to activate the Avenida. He is partnering with neighbors to create an inviting and exciting campus environment to become the new downtown destination for visitors and residents. Nearby restaurants and hotels are participating in a communications council designed to share ideas, talk about marketing and a themed approach. A security council is planned to make Avenida Houston safe and secure.
8. **Consideration and possible action on a sponsorship agreement with BCM Entertainment, L.P., d/b/a Lone Star Sports & Entertainment.** This item was thoroughly discussed in the Governance, Audit & Finance Committee meeting held on February 23, 2017. Michael Heckman provided information related to sponsorship agreements with regard to AdvoCare Texas Kickoff Game and AdvoCare V100 Texas Bowl. The games are played on Labor Day weekend and in between Christmas and New Year's Day. He stated that in exchange for sponsorship, Houston First will receive media coverage and client entertainment opportunities. A motion was made and duly seconded to approve a sponsorship agreement with BCM Entertainment, L.P., d/b/a Lone Star Sports & Entertainment.
9. **CEO Report.** Dawn Ullrich recognized Alex Brennan-Martin's 50 year anniversary of Brennan's in Houston and Phyllis Bailey as one of Houston's 50 Most Influential Women of 2016. She gave a special thanks to Dave Osterhout, who is retiring the end of May. Ms. Ullrich continued by recognizing Shawn Hauptmann, general manager of Miller Outdoor Theatre. Miller is opening its 94th season. The Marketing & Communications Department and Hilton Americas-Houston were also lauded for their various awards and recognitions. Mike Waterman recognized Convention Sales for breaking sales records in the past two years. He stated that the campus is a game changer. Further, he acknowledged that Tourism was two years ahead of schedule and experiencing unprecedented growth. Ms. Ullrich continued by highlighting the dates of some upcoming events.
10. **Consideration of and possible action on the formation of a procurement committee, the appointment of the chair and members of the committee by the Chairman of the Corporation and the adoption of a new procurement policy.** Bobby Singh noted that procurement was embedded into several different committees and that the creation of a separate procurement committee may be advantageous. This committee will be responsible for creating a procurement policy and how procurement is going to be structured going forward. A motion was made to "form a procurement committee coupled with an assessment of how procurement is handled in other committees." Katy Caldwell asked for clarification as follows: Ensure that others will have the opportunity for input regarding the new committee, how it works, and get legal advice regarding any of Houston First's bylaws. In addition, she wants to be sure that there isn't overlap. Chairman Minberg selected Gerald Womack to chair the Procurement Committee. All stipulations were accepted. A motion was made and duly seconded to approve the formation of a procurement committee, appointment of the chair, and adoption of a new procurement policy.

11. Consideration of and possible action on amendment to lease with regard to space at the George R. Brown Convention Center. This item was thoroughly discussed in Executive Session. A motion was made and duly seconded to approve an amendment to the lease with regard to space at the George R. Brown Convention Center which extends the date of the first lease payment due from Bud's BBQ to May 1, 2017 and increases the tenant improvement allowance to \$330,000 with an amortization of 6% over the term of the lease, with such other modifications and terms as may be required.

12. Item VI.F. was removed from the agenda and was not considered.

The meeting adjourned at approximately 5:53 p.m.

/s/ _____

Pamela Walko, Secretary