**HOUSTON FIRST CORPORATION**

**MINUTES OF THE BOARD OF DIRECTORS MEETING**

**MARCH 15, 2018**

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 15, 2018, commencing at 11:30 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 HFC Board members participated in the meeting: David Mincberg, Elizabeth Brock, Nicki Keenan, Ryan Martin, Alex Brennan Martin, Desrye Morgan, Bobby Singh, Jay Tatum and Council Member David Robinson. Sofia Adrogué, Katy Caldwell, Paul Puente, Gerald Womack, Jay Zeidman, and Council Member Dave Martin were absent.

The meeting convened without a quorum being present.

1. **II. Public Comments.** None.
2. **IV. Tourism Quiz** –Jorge Franz presented the Tourism Quiz (out of order).

Upon confirmation of a quorum, the meeting was called to order at 11:37 a.m.

2. **III. Minutes – February 13, 2018 and February 15, 2018.** Following a motion duly seconded, the February 13, 2018 minutes of the joint meeting of the Board of Directors and the Hotel Committee and the February 15, 2018 Board of Directors meeting were approved as presented.

Elizabeth Brock arrived following approval of the minutes.

1. **V. Presentations.**
   1. Segment 3 of I69/I45 – Bob Eury, President of Central Houston, was invited to attend to provide information related to the TxDOT North Houston Highway Improvement Project. He highlighted various graphics and information related to the proposals for Segments 1-3. He also provided more detailed information on Section A and Section B of Segment 3, which will impact Polk and Walker Streets in the vicinity of the George R. Brown Convention Center (GRBCC). Further, he provided an artist’s depiction of the cap on top of the highway trench behind the GRBCC that includes opportunities for possible greenspace. Mr. Eury described the potential mobility benefits, project schedule, current TxDOT progress, and open space and walkability opportunities. He also provided an analysis on the economic impact and Central Houston’s focus on the work plan and strategies. He closed with an example of civic participation using an EaDo vision session to identify key opportunities.
   2. University of Houston-Downtown – Dr. Juan Muñoz will be re-scheduled to give a presentation at a future Board meeting.
   3. Miller Outdoor Theatre – This item was pulled and would be included on the next Board meeting agenda.
   4. Flood Recovery Status – Jim Brownrigg with Turner Construction provided a flood recovery status update, which included information on the project site status; CMAR delivery method; budget update; project schedule; key dates; and, team alignment.
2. **Board Business.**
   1. VI.A. Consideration and possible approval of Frank Wilson as Treasurer and Chief Financial Officer for the remainder of calendar year 2018 for Houston First Corporation. Brenda Bazan introduced this item. Following brief discussion, a motion was made and duly seconded to unanimously approve Frank Wilson as Houston First’s Treasurer and Chief Financial Officer.
   2. VII. Executive (closed) session pursuant to Texas Government Code Section 551.074 for the purpose of discussion regarding compensation for the President and Chief Executive Officer. This item was taken out of order. The Board Members went into Executive Session at 12:10 p.m. and came out of Executive Session at 1:06 p.m. No action was taken by the Board while in Executive Session.
   3. VIII.E. Consideration and possible approval to authorize the Chair of Houston First Corporation to determine compensation for Houston First’s President and Chief Executive Officer. This item was taken out of order. The details related to this item were discussed in Executive Session. A motion was made and duly seconded to authorize the Chair of Houston First Corporation to determine compensation for Houston First’s President and Chief Executive Officer.
   4. IV.B. Consideration and possible approval of a Design Services Agreement with Rios Clementi Hale Studios for architectural services relating to Jones Plaza. Desrye Morgan advised the Board that the Theater and Convention District Operations Committee discussed this item at their meeting on March 15, 2018 and voted to recommend Rios Clementi Hale Studios to the Board of Directors for review and approval. Mitch Miszkowski provided information related to the selection process and consultant team diversity breakdown. Following discussion on this item, a motion was made and duly seconded to approve Rios Clementi Hale Studios for architectural services related to Jones Plaza.

Following the vote on Item IV.B., Chair Mincberg left the meeting and turned the meeting over to Co-Chair Desrye Morgan.

* 1. IV.C. Consideration and possible approval of an amendment to the Event Cleaning and Janitorial Services Agreement with Midwest Maintenance Company, Inc. Rob Jackson explained that the proposed amendment to gradually increase the hourly wage rate for janitorial workers over a four-year period was a reflection on the policy of the Board and was totally independent of any negotiations between Midwest Maintenance and SEIU. Following discussion on this item, a motion was made and duly seconded to approve an amendment to the Event Cleaning and Janitorial Services Agreement with Midwest Maintenance Company. Inc.
  2. IV.D. Consideration and possible approval of a Contract Parking License Agreement between Houston First Corporation and Shell Oil Company. Sheila Turkiewicz explained that approval of this item would provide Shell Oil Company the use of 750 parking spaces, including up to 30 reserved spaces, in the three interconnected parking facilities (known as the Theater District Garage) managed by Houston First Corporation. In addition, this amendment provides for a one-time parking fee increase. Following discussion on this item, a motion was made and duly seconded to approve a Contract Parking License Agreement between Houston First Corporation and Shell Oil Company.
  3. IV.E. Consideration and possible approval of a Second Amendment to Lease with Deli Houston GRB, LLC. Lisa Hargrove explained that McAllister’s had been behind in their rent payments. Approval of this item will provide for a one-time payment of $40,000 and the remainder of the balance of the past due amount to be paid over an 18-month period at the Default Rate interest until paid in full. A request was made to provide information to the Theater and Convention District Operations Committee regarding the status of the other restaurants located on Avenida de las Americas. Following discussion on this item, a motion was made and duly seconded to approve a Second Amendment to Lease with Deli Houston GRB, LLC.

1. **Updates.**
   1. Sunset Coffee Building. Sheila Turkiewicz advised the Board that the Promissory Note transaction with Buffalo Bayou Partnership is in process and should be finalized by the end of May 2018.
   2. Houston Museum of African American Culture. This item was pulled from the agenda and would be included on a Board agenda at a later date.
   3. CFO Report. Frank Wilson provided an overview of the first quarter financials, citing timing as an explanation for variances between actual year-to-date and 2018 approved budget. He also provided information on the cost estimate for restoration, reserves and the project cash flow. A diversity report would be provided at the next regularly scheduled Board meeting.
   4. President’s Report. Brenda Bazan announced that the Hilton Americas-Houston had received the Award of Excellence, and also announced the possibility of a special Board meeting that may need to occur before the April 19th regularly scheduled meeting.

The meeting adjourned at approximately 1:54 p.m.

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Pamela Walko, Secretary