

HOUSTON FIRST CORPORATION
MINUTES OF THE
GOVERNANCE, AUDIT & FINANCE COMMITTEE
April 27, 2017

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.TRANSP.CODE ANN. §431.101 et seq. and TEX.LOC.GOV'T.CODE ANN §394.001 et seq., held a meeting in the 6th floor conference room at the Partnership Tower, 701 Avenida de las Americas, Houston, Harris County, Texas 77010, on Thursday, April 27, 2017, commencing at 10:30 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: Katy Caldwell, John Johnson, Alex Brennan Martin, Paul Puente, and Dawn Ullrich. Lisa Anderson was absent.

A quorum was established and a motion was made and duly seconded to call the meeting to order at approximately 10:33 a.m. Alex Brennan Martin arrived at 10:37 a.m. following approval of the minutes.

1. **Public Comments.** None.
2. **Review and Approval of Minutes.** A motion was made and duly seconded to approve the minutes from the February 23, 2017 meeting as presented. Alex Brennan Martin was not in attendance at the time of the vote.
3. **Consideration of and possible recommendation to the Board of Directors regarding the Fourth Amended and Restated Accounting/Internal Cash Control Policy.** Chairperson Caldwell took Item V.A. out of order. Brenda Bazan explained that the existing policy was put in place in 2011 when Houston First merged with the Houston Convention Center Hotel Corporation. The purpose of the Fourth Amendment to the Restated Accounting/Internal Cash Control Policy is to update Section 4 to reflect the implementation of one company-wide accounting system and related internal controls. This action will also give signature authority to Frank Wilson, Sr. Vice President of Finance and Administration. Following discussion on this item, a motion was made and duly seconded to recommend this item to the HFC Board of Directors for approval at their meeting on May 18, 2017.
4. **Presentations.** John Rolfe provided an update regarding the 4 Houston Center lease. He explained that Houston First is working with Griffin Partners to identify sublease candidates. Peter McStravick then discussed the specific lease terms, focusing on the timing and payment required to terminate the lease early. The Committee discussed various options and agreed that Houston First should continue to explore the least expensive option.

