

**HOUSTON FIRST CORPORATION**  
**MINUTES OF THE**  
**BENEFITS AND COMPENSATION COMMITTEE**  
May 18, 2015

The Benefits and Compensation 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 George R. Brown, 3rd Floor Executive Board Room, 1001 Avenida de las Americas, Houston, Harris County, Texas 77010, on Monday, May 18, 2015, commencing at 10:30 A.M. Written notice of the meeting including the date, hour, place and agenda for the meeting, was posted in accordance with the Texas Open Meetings Act. The following members participated in the meeting: Irma Diaz-Gonzalez, Ric Campo, C. C. Conner, Jr., and Dawn Ullrich. Tad Brown and Thomas Jones were absent.

Chairperson Diaz-Gonzalez called the meeting to order at approximately 10:33 A.M. and a quorum was established.

1. **Public Comments.** None.
2. **Approval of Minutes.** Following a motion duly seconded, the minutes of the January 27, 2015 meeting were approved.
3. **Presentations.** None.
4. **Consideration and possible adoption of a Benefits & Compensation Committee Charter.** Following discussion on this item, a motion was made and duly seconded to adopt the guiding principles, membership/voting, meetings, responsibilities, communications/reporting and staffing guidelines outlined in the Benefits & Compensation Committee Charter.
5. **Updates.** Annette Goldberg provided updates on the Human Resources Request for Qualifications, integration of Successfactors software to HFC, total compensation statements, the October 2015 online open enrollment for benefits, and orientation for 38 employees.
6. **Employee Events.** Terry Beutler gave an overview of the past employee events as well as those planned in the near future.
7. **Internship Program.** John Rolfe presented Houston First's internship program, which is planned to include coaching and lunch and learn opportunities.
8. **Pension.** Lisa Hargrove advised the Committee that we received an unfavorable opinion from the Supreme Court. She added that we were continuing to explore our options and will update the Committee in September.

The meeting adjourned at approximately 11:37 A.M.

  
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Pamela Walko, Secretary