

HOUSTON FIRST CORPORATION

MINUTES OF THE BOARD OF DIRECTORS MEETING

December 2, 2013

The Board of Directors (the "Board") 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 3rd Floor Executive Board Room, 1001 Avenida de las Americas, Houston, Harris County, Texas, 77010, on Monday, December 2, 2013, commencing at 4:00 p.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 directors participated in the meeting: Ric Campo, Katy Caldwell, C.C. Conner, Irma Diaz-Gonzalez, Winslow Jeffries, Hasu Patel, Dick Rabinow, and Deon Warner. Dawn Ullrich, CEO/President, was also in attendance. Not present were David Arpin, Desrye Morgan and David Solomon.

Chairperson Campo called the open meeting to order at 4:02 p.m. and a quorum was established.

1. **Public Comments.** None
2. **Review and approval of minutes from prior meeting.** After a motion duly seconded, the Minutes of the Meetings of the Board of Directors of November 8, 2013 were approved (due to their absence at the meeting, Hasu Patel and Deon Warner abstained) and November 18, 2013 were approved (due to his absence at the November 18, 2013 meeting, Hasu Patel abstained).
3. **Consideration of, and possible action on, the approval of a contract with J. T. Vaughn Construction, LLC for Construction Manager-at-Risk services for the construction of a new parking garage and other Convention District improvements.** Peter McStravick introduced Terry Early, Managing Director of Griffin Partners, who provided the Board with a description of the selection process. Mr. Early presented an overview from the initial RFQ through the recommendation period for the solicitation, noting that ten firms responded, which were shortlisted to five firms. Five firms were interviewed. The Master Plan Selection Committee reviewed the qualifications of the finalists on Wednesday, November 20, 2013. J. T. Vaughn Construction, LLC was selected by the Master Plan Selection Committee for consideration by the Board of Directors. Chairman Campo advised the Board that both the final design and budget would come back before the Board for consideration at a later date. After a motion duly seconded, the Board of Directors agreed that Houston First Corporation enter into a contract for Construction Manager-at-Risk

services for the construction of a new parking garage and other Convention District improvements with J. T. Vaughn Construction, LLC.

4. **Consideration of, and possible action on, the approval of a contract with Texas Sterling Construction Company for Construction Manager-at-Risk services related to the George R. Brown Convention Center elevated service ramp.** Peter McStravick introduced Chris Broussard, Griffin Partners, to provide the Board with the selection process. This was a one-step process. Three proposals were received and all were short-listed and interviewed. The Master Plan Selection Committee reviewed the qualifications of these three firms on Wednesday, November 20, 2013. Texas Sterling Construction Co. was selected by the Master Plan Selection Committee for consideration of the Board of Directors. Chairman Campo explained to the Board that their approval of this item included an approval of the final design and budget for the service ramp project. After a motion duly seconded, the Board of Directors agreed that Houston First Corporation enter into a contract for Construction Manager-at-Risk services for the elevated service ramp with Texas Sterling Construction Co.

5. **Consideration of, and possible action on, the approval of the First Amendment to Economic Development and Program Administration Agreement between Houston First Corporation and the City of Houston.** Stephen Jacobs explained to the Board of Directors that the Corporation and the City of Houston desire to amend the Existing Economic Development Agreement to provide for the abandonment of a sanitary sewer easement located within the hotel site and to grant an aerial easement along Crawford Street. The existence of the sanitary sewer easement was not known to the parties and was not of public record. Similarly, the need for the aerial easement arose subsequent to the initial, conceptual design of the Hotel Site. This First Amendment is required to cause the prescriptive easement which the City of Houston is claiming to be abandoned without cost to the hotel project and to provide for the requisite aerial easement. After a motion duly seconded, the Board of Directors agreed to amend the Existing Economic Development Agreement between Houston First Corporation and the City of Houston.

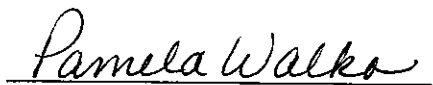
6. **Consideration of, and possible action on, the approval of the First Amendment to Development and Funding Agreement between Houston First Corporation and Houston Convention Center Hotel, LLC.** Stephen Jacobs explained to the Board that this amendment was necessary to provide for the abandonment of a sewer line within the hotel site; grant an aerial easement along Crawford Street; make certain changes in the definition of the term Minimum Hotel Operating Standards; provide that approval of the First Hotel Project Plans and Specifications by the Initial Hotel Operator shall be a condition to the initial Cash Payment Advance instead of a condition to Closing; and, make certain changes in the Diversity Program. After a motion duly seconded, the Board of Directors agreed to amend the

Existing Development and Funding Agreement between Houston First Corporation and Houston Convention Center Hotel, LLC.

7. **Updates.** Dawn Ullrich provided the following updates to the Board:
- Fiscal Affairs meets on December 10, 2013 at 10:00 a.m. to consider Houston First Corporation's budget.
 - All Board members were requested to save the date of January 31, 2013 to attend Houston Grand Opera's performance of "The Passenger". Details and invitations to follow.
 - Preparation of a new Discussion Guide is currently taking place. Plans to discuss this Discussion Guide with each Board Member are slated for January, 2014.
 - Future Board and Committee meeting dates for winter/spring will be sent to Board and Committee members in the next couple of weeks.

8. **Announcements.** None

After a motion duly seconded, the meeting was adjourned at approximately 4:19 p.m.



Pamela Walko, Secretary