

HOUSTON FIRST CORPORATION
MINUTES OF BOARD OF DIRECTORS MEETING

November 19, 2012

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 Conference Room, 1001 Avenida de las Americas, Houston, Harris County, Texas 77010, on Monday, November 19, 2012, 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 directors participated in the meeting: Ric Campo David Arpin, Katy Caldwell, Joe Ting, Dick Rabinow, Desrye Morgan, Deon Warner and David Solomon. Dawn Ullrich, CEO/President, Brenda Bazan, CFO/Treasurer, Lisa Hargrove, General Counsel, and Peter McStravick, COO-Hotels/Investment Officer, were also in attendance.

Chairperson Campo called the open meeting to order at approximately 10:43 A.M. and a quorum was established.

1. **Public Comments.** Comments were received from the following persons.
 - Samuel Torres-Unite Here
 - Bill Guillen-Unite Here
 - Lee Striebs-Unite Here

2. **Review and approval of minutes from prior meeting.** After a motion duly seconded, the Minutes of the Meeting of the Board of Directors of September 10, 2012 and October 8, 2012 were approved.

3. **Election of Officers.** After a motion duly seconded, the Board of Directors in accordance with the Bylaws of the Corporation elected and appointed the following persons as officers of the Corporation:
 - Ric Campo, Chairman
 - Dawn Ullrich, President
 - Brenda Bazan, Treasurer
 - Dolores Kerr, Secretary

4. **Consideration of, and possible action on, the approval of the proposed operating and capital budgets of the Houston First Corporation for calendar year 2013.** Katy Caldwell, Chairperson of the Audit and Finance Committee advised the Board that the proposed budget had been reviewed on October 22, 2012 and that three adjustments had been implemented that were noted in yellow on the budget presented. After a motion duly seconded, the Board of Directors approved the Corporation's operating and capital budgets for calendar year 2013 as recommended by the Audit and Finance Committee.

5. **Consideration of, and possible action on, the approval of Hilton's proposed operating and capital budget for calendar year 2013.** David Solomon, Chairperson of the Hotel Committee gave a brief overview of the budget for calendar year 2013 advising the Board of Directors that the Hotel Committee reviewed the budget and recommends the approval of the proposed budget. After a motion duly seconded, the Board of Directors approved Hilton's operating and capital budget for calendar year 2013.

6. **Consideration of, and possible action on, the approval of the proposed operating budget and acceptance of the business plan of the Greater Houston Convention & Visitors Bureau for calendar year 2013.** Ric Campo advised the Board that the Convention Committee met on October 31, 2012 and reviewed the proposed budget and business plan of the Greater Houston Convention & Visitors Bureau. Greg Ortale of the GHCVB gave a brief overview of the budget and business plan. Karen Williams of the GHCVB addressed the group with details of the proposed budget. After a motion duly seconded, the Board of Directors approved the 2013 operating budget and business plan for the Greater Houston Convention & Visitors Bureau, as recommended by the Convention Committee.

7. **Consideration of, and possible action on, the acceptance of the list of obsolete property, presented by Hilton.** David Solomon advised the Board that a list of certain personal property items at Hilton Americas-Houston have been identified as obsolete and therefore appropriate for disposal under the policies of the Corporation. After a motion duly seconded the Board approved the list of obsolete property for disposal in accordance with corporate policy.

8. Ric Campo explained that the Board of Directors would go into Executive Session and requested that the room be cleared. He announced that the following persons would remain in the room:

Board	Dawn Ullrich	Drew Masterson
Jeff Sachs	Brenda Bazan	
Stephen Jacobs	Lisa Hargrove	
Dolores Kerr	Peter McStravick	

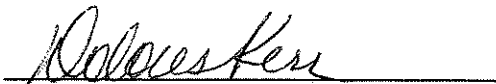
Mr. Campo requested that the audio recording start at approximately 11:15am. He recited that the open meeting was now being closed pursuant to:

Executive (closed) session pursuant to Texas Government Code Section 551.087 for the purpose of deliberation regarding economic development negotiations.

Mr. Campo requested that the audio recording stop at approximately 12:14pm and resumed the open meeting. No action was taken during the executive session.

9. **Announcements.** Dawn Ullrich announced that the next Board of Directors meeting would be on December 6, 2012 at approximately 3:30pm. Desrye Morgan announced that the Theater Committee would meet on December 4, 2012 at 9:00am.

After a motion duly seconded, the meeting was adjourned at approximately 12:15pm.



Dolores Kerr, Secretary