

AGENDA

HOUSTON FIRST CORPORATION

FINANCE AND ASSET MANAGEMENT COMMITTEE MEETING
November 7, 2024, beginning at 8:30 A.M.
Partnership Tower, 701 Avenida de las Americas, Suite 200
Houston, Texas 77010
HOUSTON FIRST BOARD ROOM

In accordance with the Texas Open Meetings Act, this Agenda is posted for public information, at all times, for at least 72 hours preceding the scheduled time of the meeting on the bulletin board located on the exterior wall of the Houston City Hall building, located at 901 Bagby St. The Agenda is also available online at <https://www.houstonfirst.com>.

To reserve time to appear, come to the meeting at least ten minutes prior to the scheduled public session shown on the Agenda.

Any questions regarding this Agenda, or requests for special needs assistance, should be directed to Paula Whitten-Doolin, General Counsel, at 713.853.8965 or by email meetingagendas@houstonfirst.com.

Code of Business Conduct and Ethics: As a reminder, under Houston First Corporation Code of Business Conduct and Ethics Policy, if you have a potential conflict of interest that you have not previously disclosed relating to a transaction or arrangement being discussed or voted on, then you should notify the Chair, refrain from voting on the business item, and recuse yourself from the discussion on the matter.

- I. Call to Order**
- II. Public Comments**
- III. Minutes – September 24, 2024**
- IV. Presentations, Reports, and Updates**
 - A. Convention District Update

V. Committee Business

- A. Consideration and possible recommendation of a resolution approving the CY 2025 Corporation Budget.
- B. Consideration and possible recommendation of a resolution approving an Elevator-Escalator Maintenance and Repair Services Agreement with Kone, Inc.
- C. Consideration and possible recommendation of a resolution approving a Task Order for enabling and infrastructure work design services with Jacobs Engineering Group, Inc.
- D. Consideration and possible recommendation of a resolution approving a Construction Contract with Gilbane Building Company and Flintco, LLC, a joint venture, for the George R. Brown Convention Center and Convention District Transformation Project.

VI. Adjourn

III. Minutes – September 24, 2024

MINUTES

HOUSTON FIRST CORPORATION

FINANCE AND ASSET MANAGEMENT COMMITTEE MEETING
September 24, 2024, beginning at 9:00 A.M.
Partnership Tower, 701 Avenida de las Americas, Suite 200
Houston, Texas 77010
HOUSTON FIRST BOARD ROOM

The Finance and Asset Management Committee (“Committee”) of Houston First Corporation (the “Corporation”), a Texas local 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 Partnership Tower, 701 Avenida de las Americas, Suite 200, Houston, Harris County, Texas 77010 on Tuesday September 24, 2024, commencing at 9:00 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.

- I. **Call to Order.** The meeting was called to order at 9:10 a.m. A quorum was established with the following Committee Members present: Elizabeth Gonzalez Brock, Shareen Larmond, Sofia Adrogué, and Roxann Neumann. Tom Segesta was not present.
- II. **Public Comments.** There were no public comments.
- III. **Minutes.** Following a duly seconded motion, the minutes for June 25, 2024 meeting were approved as presented.
- IV. **Presentations, Reports, and Updates**

A. Financial Report

Frank Wison, Chief Financial Officer, informed the Committee that total revenues exceeded total expenses year-to-date, as of August 31, 2024. He went on to present a brief breakdown of the revenues and expenses, as well as other expenditures versus the budget, all as of the end of August 2024.

V. Executive Session

The Committee entered Executive Session at 9:17 a.m. Committee Members Elizabeth Gonzalez Brock, Shareen Larmond, Sofia Adrogué, and Roxann Neumann remained in the room, along with Michael Heckman, President & CEO, Paula Whitten-Doolin, General Counsel, Frank Wilson, Chief Financial Officer, Luther Villagomez, Chief Operating Officer, and Stephen Jacobs, outside counsel with Locke Lord. The Executive Session ended at 9:29 a.m., at which time attendees who left the room were invited to return for the remainder of the meeting.

VI. Committee Business

- A. Consideration and possible recommendation of a resolution authorizing the purchase or acquisition of Block 309 and Block 310 in the Central Business District in connection with the George R. Brown Convention and Convention District Transformation Projects.

Ms. Whitten-Doolin briefly reviewed the resolution for this item with the Committee Members.

Following a duly seconded motion, recommendation of the resolution was approved by the Committee unanimously.

- B. Consideration and possible recommendation of a resolution approving an Architectural Services Agreement with Populous, Inc. in connection with the George R. Brown Convention and Convention District Transformation Projects.

Mr. Heckman provided context for the item and introduced Frem Reggie and Michael Desguin with Hines, the development management approved by the Board of Directors in June 2024. Mr. Desguin, Senior Vice President, stated that his team focuses on conceptual and pre-construction services to get project up-and-running; Mr. Reggie, Project Manager, stated that he is on the development team and will stay on the project from beginning to end.

Mr. Heckman praised the work that Hines has done thus far and informed the Committee that the key players are expected to be in place by November 2024. He explained that a Request for Qualifications for architectural services was issued on August 6, 2024, and that an evaluation committee narrowed the list to four firms for in-person interviews. He stated that Populous was identified as the top-ranked respondent on August 23, 2024, and noted that the resulting agreement will include a 30% diversity goal.

Following a duly seconded motion, recommendation of the resolution was approved by the Committee unanimously.

- C. Consideration and possible recommendation of a resolution approving a Promissory Note with the City of Houston in connection with the 2022 settlement with the Houston Municipal Employees Pension System.

Mr. Wilson explained the origin of the promissory note obligation with the City of Houston in connection with the municipal pension system. He noted that the matter was settled in 2022 and outlined the repayment structure.

Following a duly seconded motion, recommendation of the resolution was approved by the Committee unanimously.

- D. Consideration and possible recommendation of a resolution approving certain spending authority in connection with the Professional Convention Management Association ("PCMA"), 2025 PCMA Convening Leaders event in Houston, inclusive of a talent appearance contract.

Mr. Heckman provided comments on PCMA, likening it to the Super Bowl of professional convention management associations, and noting this would be the first time that Houston will be hosting the event. Todd Holloman, Vice President of Venues and Live Events, stated that hosting PCMA is a tremendous opportunity and briefly described the structure of major events that will take place during the conference.

Ms. Whitten-Doolin briefly reviewed the resolution for this item with the Committee Members.

Following a duly seconded motion, recommendation of the resolution was approved by the Committee unanimously.

VII. Adjourn

The meeting was adjourned at 10:01 a.m.

V (A). Consideration and possible recommendation of a resolution approving the CY 2025 Corporation Budget.

Approving the CY 2025 Corporation Budget.

WHEREAS, the comprehensive CY 2025 budget for Houston First Corporation (the “Corporation”) includes and anticipates reasonably anticipated revenues, operating costs, capital, debt service, and cost increases necessary to support and sustain Corporation operations and business;

WHEREAS, the Corporation is obliged, under that certain Interlocal Agreement between the Corporation and the City of Houston, Texas (the “City”) to submit an annual budget for the Corporation to the City;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE CORPORATION THAT:

SECTION 1. Approving the CY 2025 Corporation Budget. The Board of Directors of the Corporation hereby approves the CY 2025 Corporation Budget, a true and correct copy of which is enclosed herewith.

SECTION 2. Severability. If any section, paragraph, clause, or provision of this Resolution shall for any reason be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause, or provision shall not affect any of the remaining provisions of this Resolution.

SECTION 3. Open Meeting. It is hereby found, determined, and declared that sufficient written notice of the date, hour, place, and subject of the meeting of the Board of Directors of the Corporation at which this Resolution were adopted was posted at a place convenient and readily accessible at all times to the general public at the City of Houston City Hall for the time required by law preceding this meeting, as required by the Open Meetings Act, Chapter 551, Texas Government Code, and that this meeting has been open to the public as required by law at all times during which this Resolution and the subject matter thereof have been discussed, considered, and formally acted upon. The Board of Directors of the Corporation further ratifies, approves, and confirms such written notice and the contents and posting thereof.

SECTION 4. Ratification and Confirmation. All acts, transactions or agreements undertaken prior to the adoption of this Resolution by any the officers of the Corporation in connection with the matters authorized by this Resolution and actions incidental thereto are hereby ratified, confirmed and adopted by the Corporation.

V (B). Consideration and possible recommendation of a resolution approving an Elevator-Escalator Maintenance and Repair Services Agreement with Kone, Inc.

Approving an Elevator-Escalator Maintenance and Repair Services Agreement with Kone, Inc.

WHEREAS, Houston First Corporation (the “Corporation”) issued that certain Elevator-Escalator Maintenance and Repair Services Request for Proposals on September 13, 2024 (the “RFP”), wherein the Corporation requested proposals from experienced and highly-qualified contractors to provide elevator-escalator maintenance and repair services at its facilities;

WHEREAS, three proposals were received by the Corporation on October 8, 2024, and all such proposals were reviewed and scored subsequently by an evaluation committee in accordance with the manner and criteria set forth in the RFP;

WHEREAS, Kone, Inc., the proposer receiving the highest numerical score, has offered to provide elevator-escalator maintenance and repair services in exchange for a fixed cost of \$149,750.00 per month, subject to an optional adjustments in scheduled services hours and positions, at the option of the Corporation.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE CORPORATION THAT:

SECTION 1. Approving an Elevator-Escalator Maintenance and Repair Services Agreement with Kone, Inc. The Board of Directors of the Corporation hereby approves an Elevator-Escalator Maintenance and Repair Services Agreement with Kone, Inc. based on the foregoing terms, the form of agreement set forth in the RFP, and such other conditions or modifications that are recommended by the General Counsel of the Corporation and deemed by the President & CEO of the Corporation to be in the best interests of the Corporation.

SECTION 2. Authority. The Board of Directors of the Corporation authorizes and empowers the President & CEO of the Corporation to negotiate, finalize and execute such agreement for and on behalf of the Corporation without the necessity for joinder of any other person.

SECTION 3. Severability. If any section, paragraph, clause, or provision of this Resolution shall for any reason be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause, or provision shall not affect any of the remaining provisions of this Resolution.

SECTION 4. Open Meeting. It is hereby found, determined, and declared that sufficient written notice of the date, hour, place, and subject of the meeting of the Board of Directors of the Corporation at which this Resolution were adopted was posted at a place convenient and readily accessible at all times to the general public at the City of Houston City Hall for the time required by law preceding this meeting, as required by the Open Meetings Act, Chapter 551, Texas Government Code, and that this meeting has been open to the public as required by law at all times during which this Resolution and the subject matter thereof have been discussed, considered, and formally acted upon. The Board of Directors of the Corporation further ratifies, approves, and confirms such written notice and the contents and posting thereof.

SECTION 5. Ratification and Confirmation. All acts, transactions or agreements undertaken prior to the adoption of this Resolution by any the officers of the Corporation in connection with the matters authorized by this Resolution and actions incidental thereto and hereby ratified, confirmed and adopted by the Corporation.

V (C). Consideration and possible recommendation of a resolution approving a Task Order for enabling and infrastructure work design services with Jacobs Engineering Group, Inc.

Approving a Task Order for enabling and infrastructure work design services with Jacobs Engineering Group, Inc.

WHEREAS, Houston First Corporation (the “Corporation”) previously entered into that certain Task Order for enabling works with Jacobs Engineering Group, Inc. (“Jacobs”) related to the George R. Brown Convention Center Transformation Project (the “Project”), having been issued pursuant to the Engineering Services Agreement (the “Engineering Agreement”) between the parties;

WHEREAS, Jacobs has prepared a comprehensive proposal for enabling and infrastructure work design services in support and furtherance of the Project, including a fee structure consisting of hourly rates for services limited to an \$4,235,975 not-to-exceed amount, plus \$20,000 for expenses and a 10% contingency;

WHEREAS, the Board of Directors of the Corporation desires to approve and grant authority to the President & CEO of the Corporation to execute a Task Order under the Agreement for design and construction-phase services;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE CORPORATION THAT:

SECTION 1. Approving a Task Order for enabling and infrastructure work design services. The Board of Directors of the Corporation hereby approves a Task Order under the Agreement for enabling and infrastructure work design services with Jacobs based on the foregoing terms, and such other conditions or modifications that are recommended by the General Counsel of the Corporation and deemed by the President & CEO of the Corporation to be in the best interests of the Corporation.

SECTION 2. Authority. The Board of Directors of the Corporation authorizes and empowers the President & CEO of the Corporation to negotiate, finalize and execute Task Order for and on behalf of the Corporation without the necessity for joinder of any other person.

SECTION 3. Severability. If any section, paragraph, clause, or provision of this Resolution shall for any reason be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause, or provision shall not affect any of the remaining provisions of this Resolution.

SECTION 4. Open Meeting. It is hereby found, determined, and declared that sufficient

written notice of the date, hour, place, and subject of the meeting of the Board of Directors of the Corporation at which this Resolution were adopted was posted at a place convenient and readily accessible at all times to the general public at the City of Houston City Hall for the time required by law preceding this meeting, as required by the Open Meetings Act, Chapter 551, TEXAS GOVERNMENT CODE, and that this meeting has been open to the public as required by law at all times during which this Resolution and the subject matter thereof have been discussed, considered, and formally acted upon. The Board of Directors of the Corporation further ratifies, approves, and confirms such written notice and the contents and posting thereof.

SECTION 5. Ratification and Confirmation. All acts, transactions or agreements undertaken prior to the adoption of this Resolution by any the officers of the Corporation in connection with the matters authorized by this Resolution and actions incidental thereto and hereby ratified, confirmed and adopted by the Corporation.

V (D). Consideration and possible recommendation of a resolution approving a Construction Contract with Gilbane Building Company and Flintco, LLC, a joint venture, for the George R. Brown Convention Center and Convention District Transformation Project.

Approving a Construction Contract with Gilbane Building Company and Flintco, LLC, a joint venture, for the George R. Brown Convention Center and Convention District Transformation Project.

WHEREAS, on June 27, 2024, at a duly-held meeting, the Board of Directors of Houston First Corporation (the “Corporation”) approved unanimously a resolution authorizing use of the construction manager-at-risk method for the procurement of construction services in connection with the George R. Brown Convention Center and Convention District Transformation Projects, having determined that such method will provide the best value to the Corporation for each such project;

WHEREAS, the Corporation issued that certain Request for Qualifications for Construction Manager-at-Risk Services on September 12, 2024 (the “RFQ”), a two-step process wherein the Corporation requested statements of qualification from experienced and highly-qualified construction management companies to provide pre-construction and construction-phase services in connection with the George R. Brown Convention and Convention District Transformation Projects;

WHEREAS, four statements of qualification were timely received by the Corporation, publicly read aloud and opened on September 27, 2024, and a six-person evaluation committee chose to invite all four respondents to submit a proposal in response to a Request for Proposals (“RFP”) issued on October 1, 2024 and participate in an in-person interview;

WHEREAS, one such respondent, Gilbane Building Company and Flintco, LLC, a joint venture, timely submitted a sealed proposal, and the Corporation received, publicly opened and read aloud the name and price proposal of such proposer on October 23, 2024, and such proposer accepted and appeared at an in-person interview held by the evaluation committee on October 24, 2024;

WHEREAS, on October 25, 2024, the evaluation committee scored such proposer collectively in accordance with the RFP criteria and weighting set forth in the RFQ;

WHEREAS, Gilbane Building Company and Flintco, LLC, a joint venture, submitted a pricing proposal (a true and correct copy of which is attached hereto and made a part hereof for all purposes) consistent with the requirements of the RFP and the construction manager-at-risk method, including a \$5,145,030 Pre-Construction Services

Fee, \$44,316,181 General Conditions Amount, 3.25% CMAR's Fee, and fixed/percentile costs for insurance and bonds, all of which are subject to the schedule of alternates and add/deduct costs, as provided in such RFP and pricing proposal.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE CORPORATION THAT:

SECTION 1. Approving a Construction Contract with Gilbane Building Company and Flintco, LLC, a joint venture. The Board of Directors of the Corporation hereby approves a Construction Contract with Gilbane Building Company and Flintco, LLC, a joint venture, based on the foregoing terms and pricing proposal, the construction contract provided with the RFP, and such other terms, conditions or modifications that are recommended by the General Counsel of the Corporation and deemed by the President & CEO of the Corporation to be in the best interests of the Corporation.

SECTION 2. Authority. The Board of Directors of the Corporation authorizes and empowers the President & CEO of the Corporation to negotiate, finalize and execute such agreement for and on behalf of the Corporation without the necessity for joinder of any other person.

SECTION 3. Severability. If any section, paragraph, clause, or provision of this Resolution shall for any reason be held to be invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause, or provision shall not affect any of the remaining provisions of this Resolution.

SECTION 4. Open Meeting. It is hereby found, determined, and declared that sufficient written notice of the date, hour, place, and subject of the meeting of the Board of Directors of the Corporation at which this Resolution were adopted was posted at a place convenient and readily accessible at all times to the general public at the City of Houston City Hall for the time required by law preceding this meeting, as required by the Open Meetings Act, Chapter 551, TEXAS GOVERNMENT CODE, and that this meeting has been open to the public as required by law at all times during which this Resolution and the subject matter thereof have been discussed, considered, and formally acted upon. The Board of Directors of the Corporation further ratifies, approves, and confirms such written notice and the contents and posting thereof.

SECTION 5. Ratification and Confirmation. All acts, transactions or agreements

undertaken prior to the adoption of this Resolution by any the officers of the Corporation in connection with the matters authorized by this Resolution and actions incidental thereto and hereby ratified, confirmed and adopted by the Corporation.