

AGENDA

HOUSTON FIRST CORPORATION

BOARD OF DIRECTORS MEETING
September 15, 2022 – 3:00 P.M.
Partnership Tower, 701 Avenida de las Americas, Suite 200
Houston, Texas 77010
HOUSTON FIRST BOARD ROOM

BOARD MEMBERS:

David Mincberg (Chair), Desrye Morgan (Vice-Chair), Sofia Adrogué, Elizabeth Brock, Nicki Keenan, Reginald Martin, Ryan Martin, Alex Brennan-Martin, Paul Puente, Bobby Singh, Tom Segesta, Gerald Womack, Jay Zeidman, Mayor Pro-Tem Dave Martin, Ex-officio, Council Member Robert Gallegos, Ex-officio

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. 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 Lisa K. Hargrove, General Counsel at either 713.853.8965 or Lisa.Hargrove@houstonfirst.com

Code of Business Conduct and Ethics – As a reminder, under Houston First Corporation's 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, you should notify the Chair and refrain from voting on the transaction or arrangement and recuse yourself from the discussion on the matter at hand. You should have received a copy of the Policy, but if not, let us know and we will provide one for you.

- I. Call to Order
- II. Public Comments
- **III.** Minutes July 21, 2022
- IV. Presentations, Reports, and Updates
 - A. Houston First Chairman's Report
 - B. Houston First President & CEO's Report
 - C. Financial Report



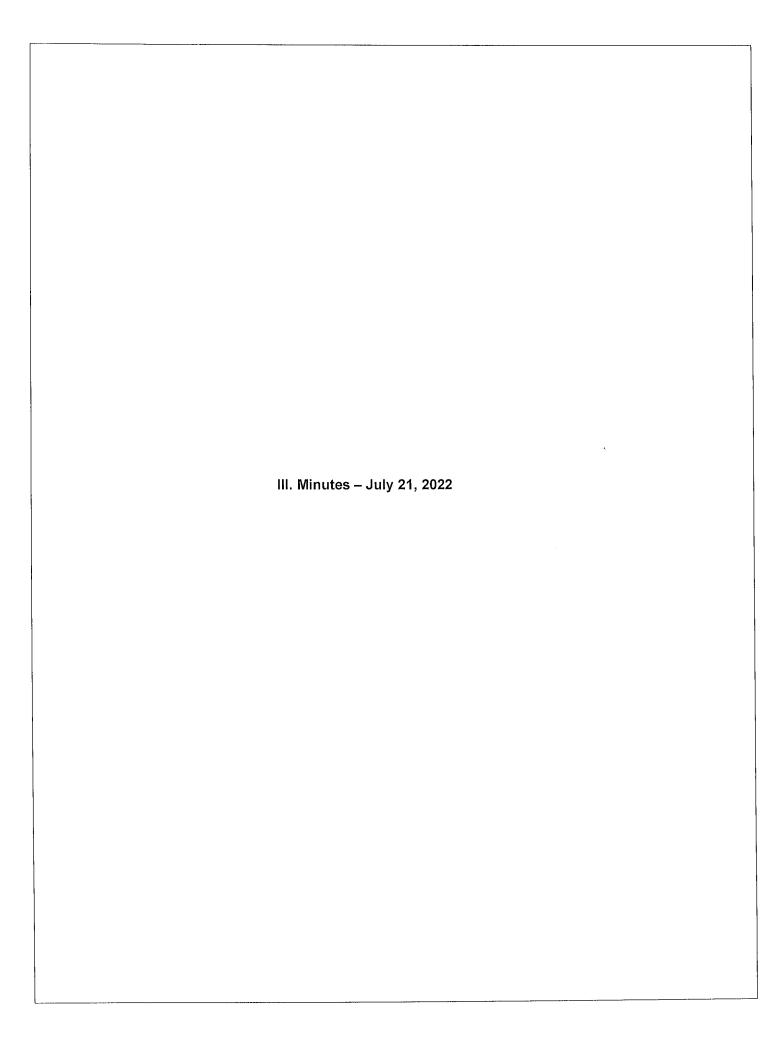
V. Executive Session:

Executive (closed) session pursuant to Texas Government Code Section 551.071 for purposes of consultation with an attorney.

VI. Board Business

A. Consideration and possible approval of an increased funding limit for the Construction Services Agreement with Manhattan Construction Company for the redevelopment of Lynn Wyatt Square for the Performing Arts.

VII. Adjournment





MINUTES

HOUSTON FIRST CORPORATION

BOARD OF DIRECTORS MEETING July 21, 2022 – 3:00 P.M. Partnership Tower, 701 Avenida de las Americas, Suite 200 Houston, Texas 77010 HOUSTON FIRST BOARD ROOM

The Board of Directors ("Board") of Houston First Corporation (the "Corporation" or "HFC"), 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 Thursday, July 21, 2022, commencing at 3:00 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 Board Members participated in the meeting: Desrye Morgan, (Vice-Chair), Sofia Adrogué, Elizabeth Brock, Reginald Martin, Alex Brennan-Martin, Tom Segesta, and Gerald Womack.

- 1. <u>Call to Order</u>. The Chairman of the Board called the meeting to order at 3:08 p.m. and a quorum was established.
- 2. Public Comments. None

Alexandra Smith, District Caseworker/Field Representative from Congresswoman Sheila Jackson-Lee's office was in attendance.

3. Review and approval of minutes from prior meetings. Following a motion duly seconded, the meeting minutes of June 23, 2022, were unanimously approved.

4. Board Business

A. <u>Consideration and possible approval of the Houston First 2021 Annual Financial Audit.</u> Frank Wilson, Chief Financial Officer, reported that the leased assets (George R. Brown Convention Center, Wortham Theater, Jones Hall, Miller Outdoor Theatre, Parking, and Partnership Tower, Hilton Americas-Houston Hotel, and destination marketing expenses were included in the annual report, but did not include Convention and Entertainment Facilities Department debt and fixed assets expenses.

Mr. Wilson reported total assets decreased by \$8 million over 2020 and total liabilities increased by \$14.4 million over 2020 due to the receipt of a \$20 million loan from the City of Houston, a note of \$6 million with Regions, a \$2.6 million PPP loan which will be forgiven in 2022, and a \$16 million pension settlement with the City.



Mr. Wilson stated there is an overall net loss of \$18.4 million, which is a decrease of \$2.9 million from 2020. Revenues in 2021 came from four sources; \$57.1 million from Intergovernmental Revenue from the City of Houston, \$42.6 million from Hilton Americas-Houston Hotel \$21.1 million from the venues, and \$11.5 million from Avenida parking. Expenses in 2021 were \$28.9 for the facilities, \$27.6 million for general administrative, \$15.2 million for the Hilton Americas-Houston Hotel, and \$11.9 million for Visit Houston.

Total operating revenues increased by \$16.8 million due to the recovery in the hospitality and convention industries from the COVID-19 pandemic. Hotel revenues benefited from the increase in leisure travel in Houston and a 56% increase in occupancy. In addition, operating expenses increased \$5.9 million to \$116.6 million in 2021 due to increased use of the managed facilities and an increase of \$1.3 million in depreciation expense.

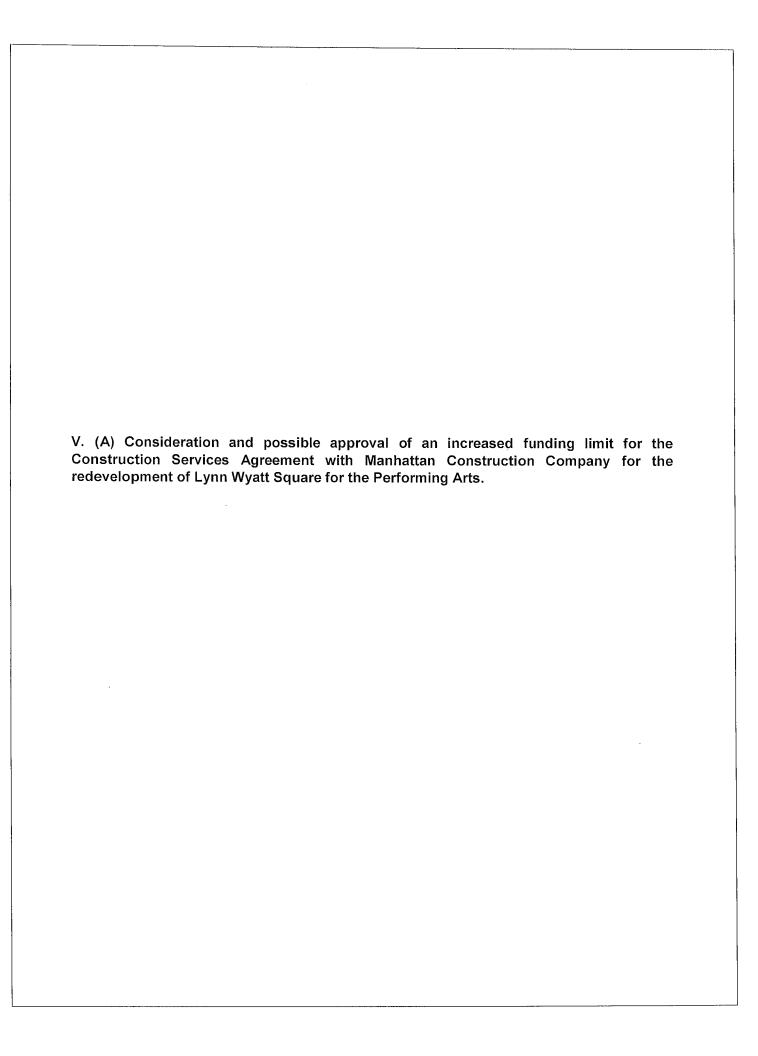
Total non-operating revenues (expenses) decreased by \$9.1 million from 2020 due to \$16 million related to pension settlement and offset by a \$10.3 million revenue increase (\$2.3 million grant revenue and \$8 million from the fund-raising organization for Lynn Wyatt Square).

Joel Perez, Partner at RSM US LLP, stated that the financial and compliance audit report was performed under Government Auditing Standards due to federal funding. Mr. Perez reported that there were no significant changes to the planned audit strategy and did not identify audit adjustments or uncorrected misstatements. Mr. Perez emphasized that RSM did not identify material weaknesses or significant deficiencies and that it was a clean audit.

Mr. Perez commented that RSM teamed up with Yoe CPA, LLC, a minority-owned business, as a subcontractor to partner with and assist HFC in its responsibility to foster the development and growth of diverse companies. Mr. Stephen Yoe, Managing Partner, thanked RSM and HFC for the opportunity to participate in and assist with the audit.

After discussion for consideration and possible recommendation of the Houston First 2021 Annual Financial Audit, a motion was made and duly seconded for approval. The motion passed unanimously.

- 5. <u>Executive Session</u> Executive (closed) session pursuant to Texas Government Code Section 551.071 to permit the Board of Directors to discuss pending litigation with counsel began at 3:37 p.m. No action was taken during the executive session, which ended at 4:02 p.m.
- 6. **Adjournment** The meeting was adjourned at 4:06 p.m.



Consideration and possible approval of an increased funding limit for the Construction Services Agreement with Manhattan Construction Company for the redevelopment of Lynn Wyatt Square for the Performing Arts.

DESCRIPTION: On November 20, 2020, Houston First Corporation ("HFC") issued a Request for Competitive Sealed Proposals, pursuant to Chapter 2269.11 *et seq.* of the Texas Government Code, for a Construction Services Agreement for the Lynn Wyatt Square Project ("RFP"). Manhattan Construction Company was selected and contracted to perform the construction services. Construction work includes the demolition of existing structures, as well as the construction of new facilities located on top of an existing underground parking structure and additional work detailed in the Construction Documents for the project. Construction began in Summer 2021 and will be final in December 2022.

On February 25, 2021, the Board approved a Construction Services Agreement with Manhattan and an owner's contingency for such contract and other construction-related goods and services in the not-to-exceed amount of \$22 million. Those funds were available with the DRA commitment, the privately raised funds and the \$5 million committed in HFC's budget. Approximately seven months after its inception, the project has encountered numerous challenges including unforeseen site conditions, owner changes and errors and omissions uncovered in contract documents which have caused cost increases due to resulting delays, and significantly increased material costs. Several change orders have been issued to cover those costs bringing the overall cost of the work close to the not-to-exceed the ceiling of \$22 million. In order to address anticipated additional change orders before the work is finalized, management is requesting the Board approve an increase in the not-to-exceed limit from \$22 million to \$23.5 million dollars — an amount that remains within the privately and publicly raised/committed funds.

RESOLVED, that the Board of Directors of Houston First Corporation approves the following additional resolution with respect to the Construction Services Agreement:

RESOLVED, that the Board of Directors of Houston First Corporation hereby approves an increase in the not-to-exceed funding limit from \$22 million to \$23.5 million dollars for the Construction Services Agreement between Houston First Corporation and Manhattan Construction Company.

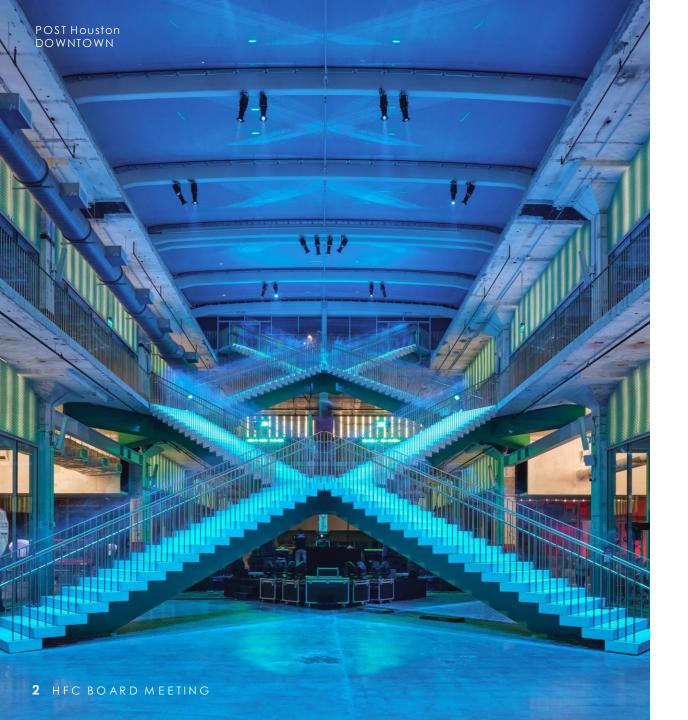


Houstonfirst.

HOUSTON FIRST CORPORATION

BOARD OF DIRECTORS MEETING

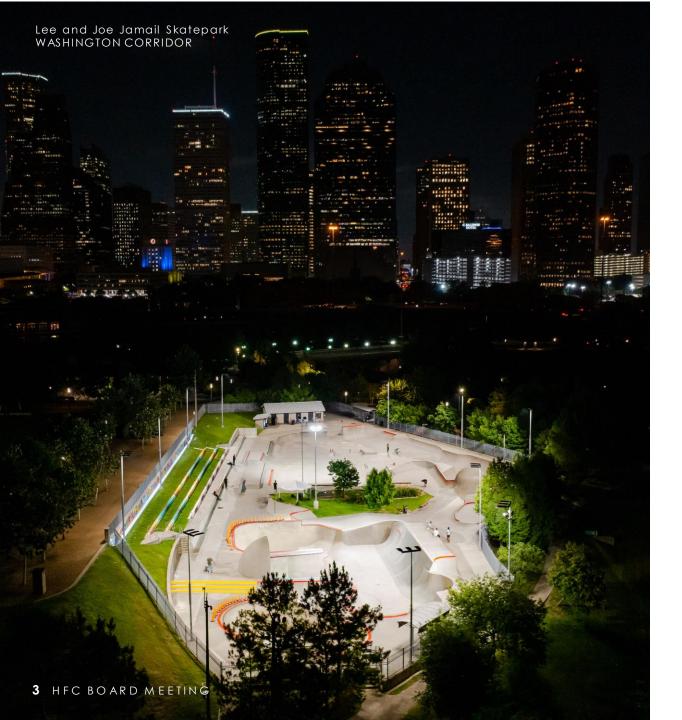




PUBLIC COMMENTS

Anyone who wishes to address the Board during the Public Comment session may do so by signing up on the Public Comment sign-in sheet at the front of the room.





MINUTES

July 21, 2022

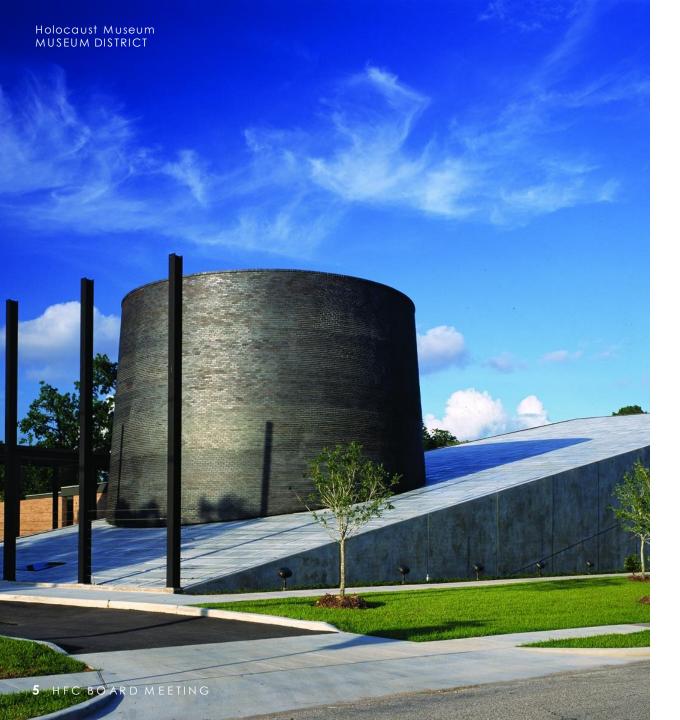




CHAIRMAN'S REPORT

DAVID M. MINCBERG





PRESIDENT & CEO

MICHAEL HECKMAN

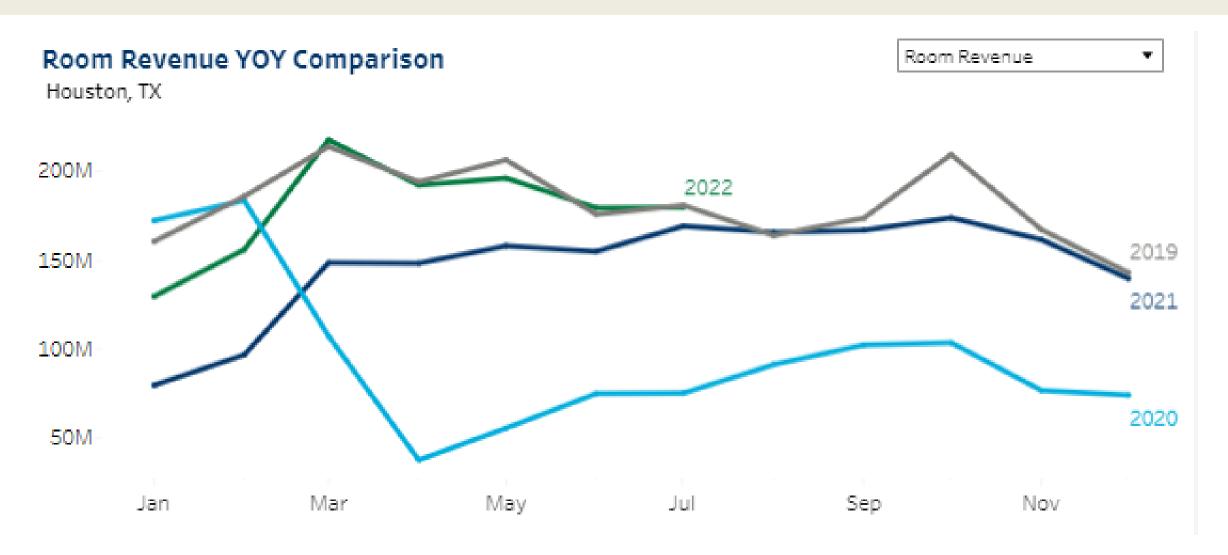




DESTINATION AND INDUSTRY OUTLOOK

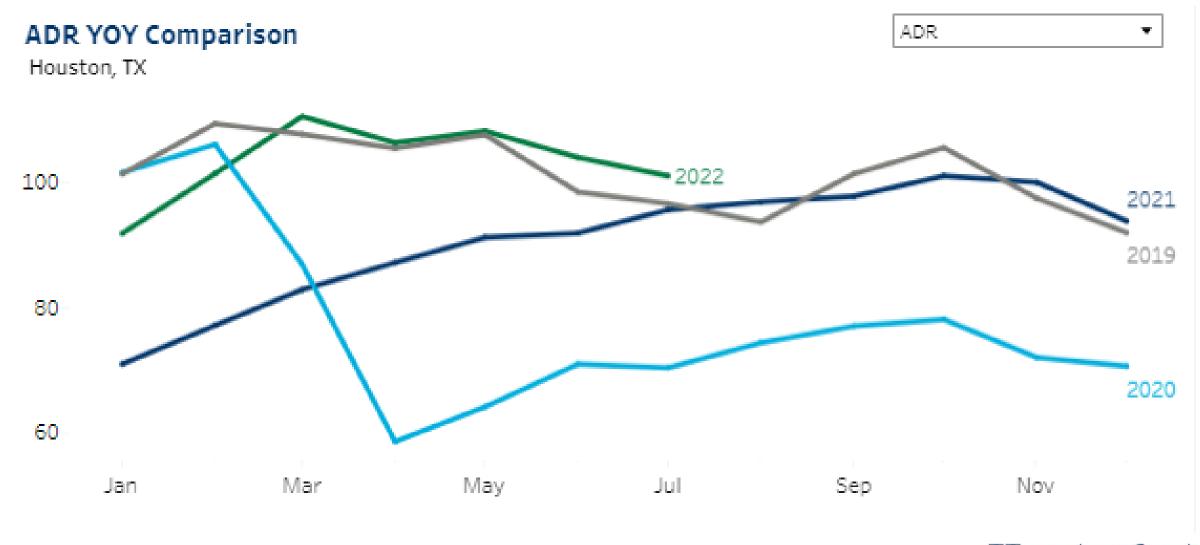


HOUSTON ROOM REVENUE COMPARISON





HOUSTON ROOM REVENUE COMPARISON



HOUSTON MARKET SUPPLY



HOUSTON MARKET ADR

						2022 YTD
Market ADR Ranking	2017	2018	2019	2020	2021	Jul
Miami, FL	5	5	5	2	2	1
Oahu Island, HI	2	3	3	1	1	2
New York, NY	1	1	1	4	3	3
San Francisco/San Mateo, CA	3	2	2	3	8	4
San Diego, CA	7	7	7	7	5	5
Boston, MA	4	4	4	8	7	6
Los Angeles, CA	6	6	6	5	6	7
Orange County, CA	10	9	8	6	4	8
New Orleans, LA	11	11	12	9	11	9
Tampa, FL	16	16	17	10	9	10
Phoenix, AZ	17	17	16	11	12	11
Nashville, TN	13	13	11	15	10	12
Seattle, WA	8	8	9	14	13	13
Washington, DC	9	10	10	12	17	14
Orlando, FL	18	18	18	13	14	15
Chicago, IL	12	12	13	18	16	16
Philadelphia, PA	15	14	14	16	15	17
Denver, CO	14	15	15	17	19	18
Norfolk/Virginia Beach, VA	25	25	23	19	18	19
Minneapolis, MN	19	19	19	21	22	20
Atlanta, GA	21	20	20	20	21	21
Saint Louis, MO	23	23	22	23	20	22
Dallas, TX	22	21	21	22	24	23
Detroit, MI	24	24	24	24	23	24
Houston, TX	20	22	25	25	25	25



2022 CAMPAIGN RECAP





Marketplace

Paid Social Spring Paid Social Summer Social Influencer report

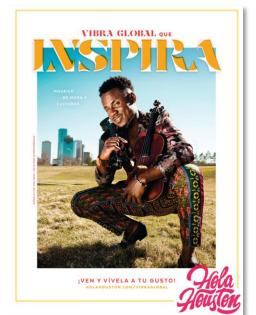














Summer Travel

Domestic US, Print Domestic US, Paid Social Domestic US, Digital/Smart Targeting Domestic US, Expedia/Hotels

Mexico, Print Mexico, Paid Social Mexico, Digital Mexico, Expedia/Hotels



BE YOU. BE HOU. YOU'RE ONE OF US! **WELCOME TO HOUSTON.**

DISCOVER WHAT MAKES HOUSTON A CITY FOR ALL.

At the diplat city where cultures from all over the world have come.

Come and discover the characters and influences that have shace dour born from our residents that pulsates throughout our streets. When you asset he life of the city from the inside.

together to create a home, in Houston, we're a community with an energy identity and weave your atony into our extraor dinary ta peatry of cultures to

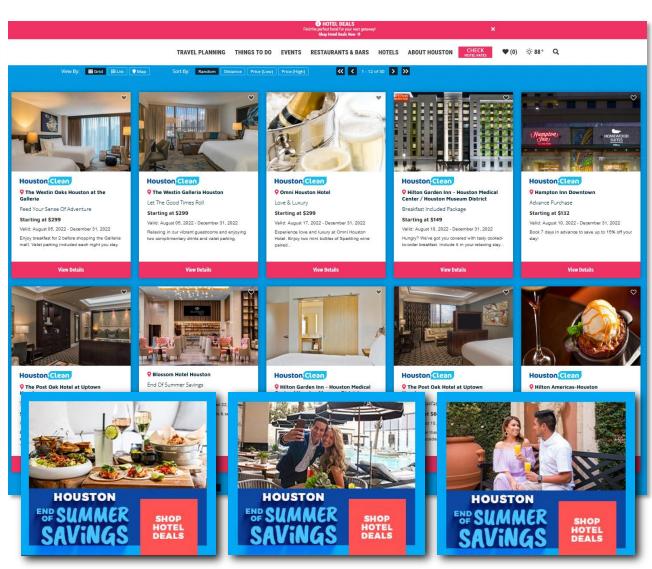
National Business & Meetings

Wall Street Journal



Hotel Deals

Paid Social



2022 CAMPAIGN PRODUCTION

	Media & Website	Social Media Post	Expedia Campaign		
ALL Campaigns Combined	Impact	Engagement Impact	Results	Total 2022	Total 2021
Pixeled Room Nights	50,634	2,230	132,469	183,103	146,861
Pixeled Room Revenue	\$7,210,856	\$318,115	\$18,656,058	\$25,866,914	\$15,544,751
Estimated HOT Revenue	\$407,413	\$17,974	\$1,054,067	\$1,461,481	\$878,278
Estimated Economic Impact	\$31,720,800	\$5,178,944	\$82,988,163	\$114,708,963	\$34,541,944



MEXICO MICE FAM

- Mexico agencies focused on MICE will visit Houston in October for meeting space site inspections, hotel and attractions visits.
- FAM attendees include five (5) meeting planners.
- Three (3) from Mexico City, one (1) from Monterrey, one (1) from Guadalajara.





MEXICO TRAVEL TRADE FAM

- Top Mexico Operators are currently promoting Houston's leisure travel product through digital and print advertising.
- The highest selling Travel Agents will win a trip to Houston in December to participate in a familiarization tour.

Participating Tour Operators

Mega Travel

NAO Travel Collection

Price Travel

Petra Operadora

Sierra Madre







TURKISH AIRLINES TRAVEL TRADE FAM

- Brand USA India, in partnership with Turkish Airlines, invited India's top tour operators to experience Houston.
- The operators' Senior Product
 Development Team will attend the
 FAM and learn how to build and sell
 Houston product.
- India ranks #4 in overseas arrivals to the USA, and Houston





TV & FILM UPDATE

- Comedian Mo Amer
 Netflix project MO
- 8 episode series
- Filmed at 35 locations in Houston
 October-December 2021
- Projected economic impact: \$24m
- Discussions for a second season



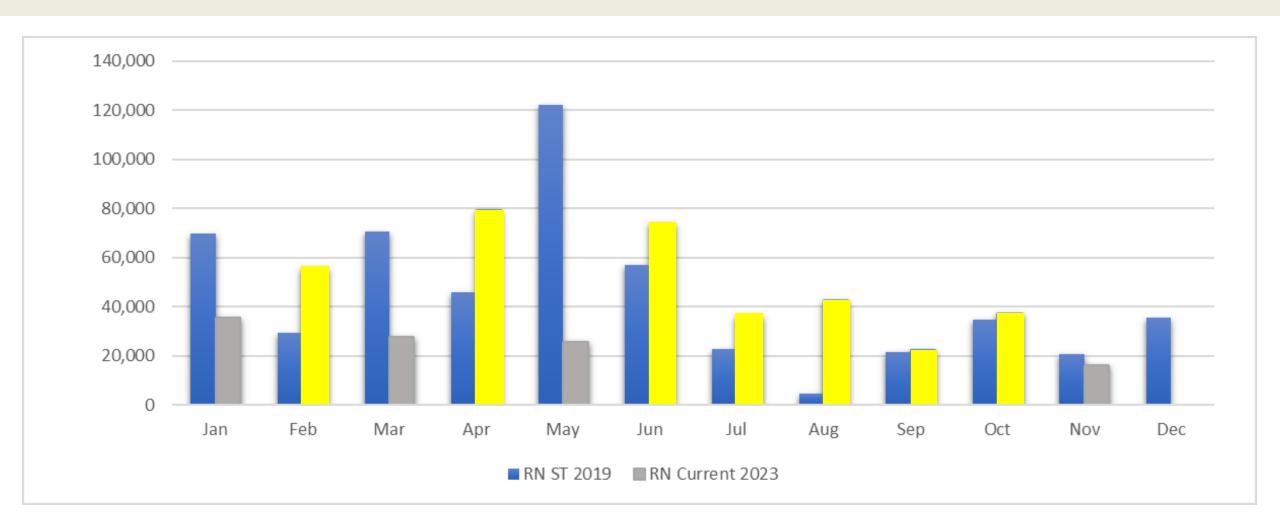
CONVENTION ATTENDANCE

January – August					
Month	Conventions	Historical Attendance	Actual Attendance	% of Attendees	
Jan-Aug	17	262,200	218,650	84%	

September – December					
Month	Conventions	Historical Attendance	Projected Attendance	% of Attendees	
September	3	22,500	11,500	51%	
October	3	58,500	45,500	78%	
November	1	2,200	2,000	91%	
December	1	1,900	2,500	132%	



2023 HIGHLIGHTS





CONVENTION SALES UPDATE

- Lead volume is **91%** of 2019 production room nights are at **64%**
- Lead volume is 1.8M (8% increase YOY)
- 281 bookings for 178,000 room nights (34% increase YOY)
- 48 new business site visits and 40 planning visits
- Client Events/Tradeshows/Sales Calls



HISPANIC HERITAGE MONTH CELEBRATION

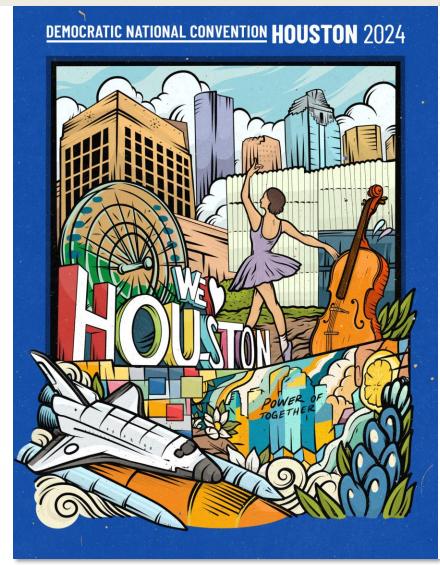
Houston First Celebrates
 Hispanic Heritage Month with
 a special Party on the Plaza
 on Saturday, September 17
 from 6 pm to 9 pm on
 Avenida Plaza

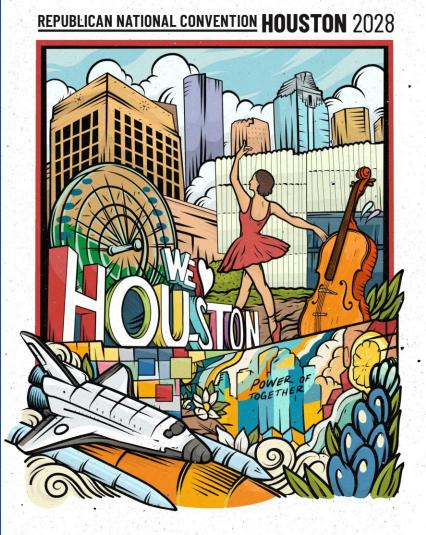


HOUSTON THEATER WEEK



DNC/RNC UPDATE

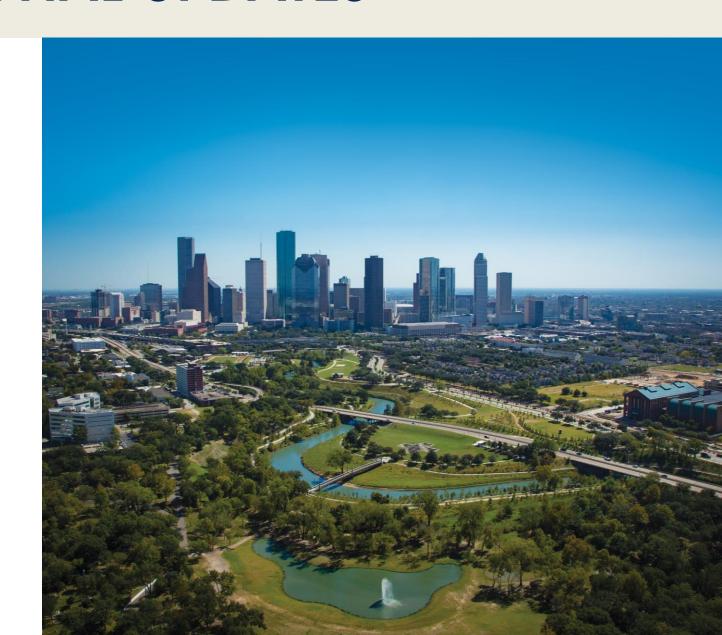






ADDITIONAL UPDATES

- Labor Update
- Hilton Americas Refinance
- Hotel Engagement Strategy
- Hotel Project
- Consular Ball October 8





FINANCIAL REPORT

Frank Wilson

Chief Financial Officer



FINANCIAL PERFORMANCE

YTD AS OF JULY 31, 2022

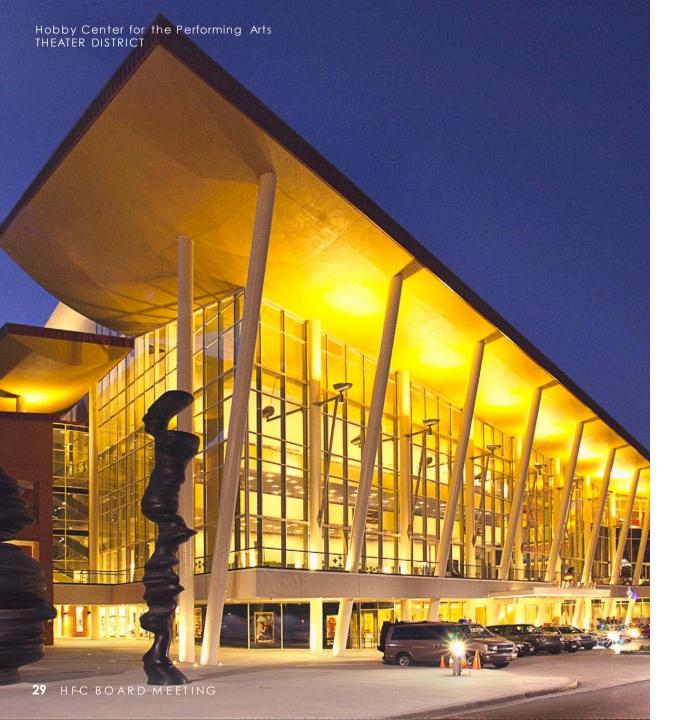
	2022 Budget	2022 Actual	Variance
TOTAL REVENUES	\$105,174,024	\$114,156,107	\$8,982,083
TOTAL EXPENSES	123,529,589	109,329,523	(14,200,066)
TOTAL REVENUES LESS EXPENSES	\$(18,355,565)	\$4,826,584	\$23,182,149



MAJOR REVENUES & EXPENSES

YTD AS OF AUG 31, 2022

MAJOR REVENUES	2022 Budget	2022 Actual	Over (Under) Budget (\$)	Over (Under) Budget (%)
Hotel Occupancy Tax Collections	\$43,444,175	\$43,617,790	\$173,615	0.4%
Hilton Americas Net Cash	\$16,000,000	\$23,500,000	\$7,500,000	46.9%
GRB Facility Rental	\$3,406,891	\$5,314,339	\$1,907,448	56.0%
GRB Food and Beverage	\$12,395,250	\$12,576,800	\$181,550	1.5%
Parking Revenue-Avenida	\$4,955,478	\$7,774,217	\$2,818,739	56.9%
Parking Revenue-Theater District	\$4,148,470	\$3,905,378	(\$243,092)	-5.9%
			Over (Under)	Over (Under)
MAJOR EXPENSES	2022 Budget	2022 Actual	Budget (\$)	Budget (%)
Personnel	\$15,349,317	\$12,575,025	(\$2,774,292)	-18.1%
Security Contract	\$2,261,115	\$2,372,144	\$111,029	4.9%
Bldg. Maintenance Contract	\$3,840,764	\$3,166,046	(\$674,718)	-17.6%
Parking Contract	\$1,442,104	\$1,344,787	(\$97,317)	-6.7%
Janitorial Contract	\$2,761,832	\$3,857,244	\$1,095,412	39.7%



EXECUTIVE SESSION

Executive (closed) session pursuant to Texas Government Code Section 551.071 for purposes of consultation with an attorney.





BOARD BUSINESS

A. Consideration and possible approval of an increased funding limit for the Construction Services Agreement with Manhattan Construction Company for the redevelopment of Lynn Wyatt Square for the Performing Arts.

HFC BOARD OF DIRECTORS MEETING

September 14, 2022



Houstonfirst