Houstonfirst.

AGENDA

HOUSTON FIRST CORPORATION

BOARD OF DIRECTORS MEETING
November 18, 2021 – 3:30 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, Council Member Dave Martin, Ex-officio, Council Member David Robinson, 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

<u>Code of Business Conduct and Ethics</u> – 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.

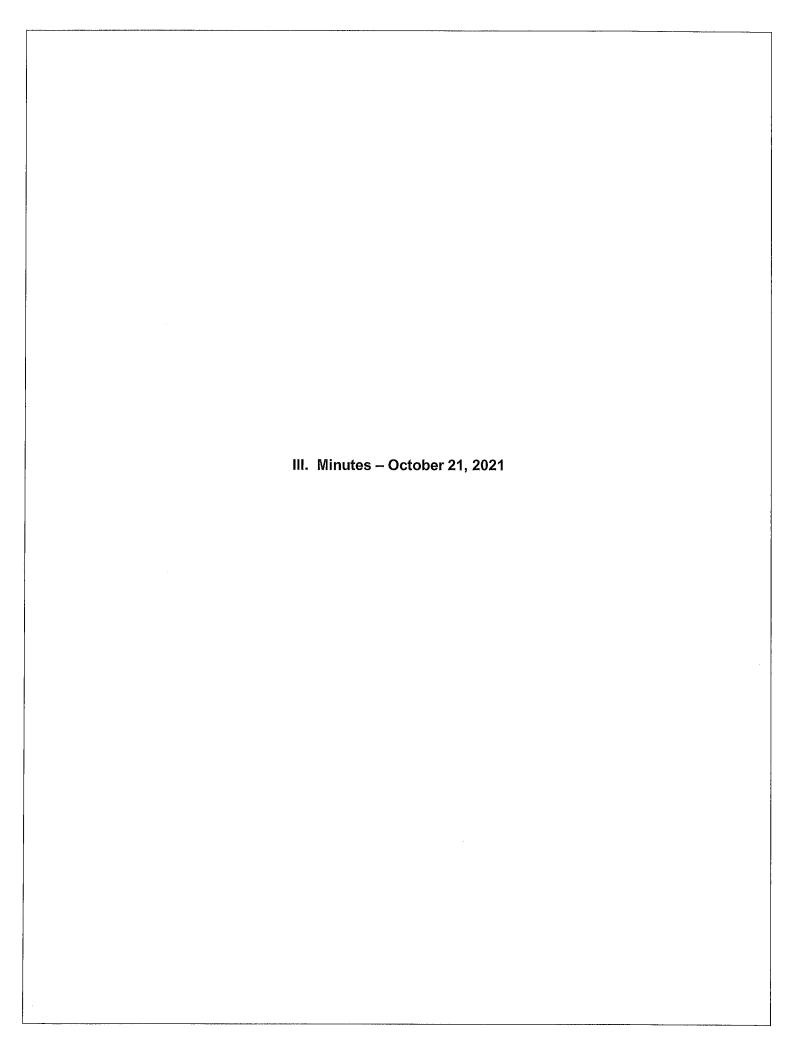
- I. Call to Order
- II. Public Comments
- III. Minutes October 21, 2021
- IV. Presentations, Reports, and Updates
 - A. Houston First Chairman Report
 - B. HFC President & CEO Report

Houstonfirst.

V. Board Business

- A. Consideration and possible approval of the annual election of Officers pursuant to the Houston First Corporation Bylaws.
 - i. Michael Heckman, President & CEO
 - ii. Frank Wilson, Treasurer
 - iii. Lisa Hargrove, Secretary
 - iv. Frank Wilson, Investment Officer
- B. Consideration and possible approval of the Houston First Corporation 2022 Budget.
- VI. Adjourn The official business of the Board is concluded. *

^{*} Board Members are invited to attend the 2nd Annual City Lights at Avenida Houston Lighting Event VIP Reception immediately following in the Grand Lobby of the George R. Brown Convention Center.



MINUTES

HOUSTON FIRST CORPORATION

BOARD OF DIRECTORS MEETING
October 21, 2021 – 3:30 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, October 21, 2021, commencing at 3:30 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: David Mincberg (Chair), Desrye Morgan (Vice-Chair), Sofia Adrogué, Elizabeth Brock, Nicki Keenan, Alex Brennan-Martin, Reginald Martin, Paul Puente, Tom Segesta, Gerald Womack, Jay Zeidman, and Council Member David Robinson, Ex Officio.

The Chairman of the Board called the meeting to order at 3:35 p.m. and a quorum was established.

1. Public Comments. Stephon Davis of EDH Media addressed the Board to ask for support with securing funding and location assistance for a television series titled "O'shea, Words or Bullets?" The project will be filmed in the City of Houston and is centered around issues dealing with social justice. The project has already attracted a lot of attention with nearly 30,000 views within one week of the release of the show's trailer. Mr. Davis explained that the series creator is a survivor of the Aurora, Colorado shooting whose life was forever changed after that tragic incident. Mr. Davis stated that he serves as both an actor and associate producer on the series and as a Houston native has a vested interest in giving back to the community by creating job opportunities and helping to build the film industry in Houston. Mr. Davis stated that the series will put Houston on the map like the Wire did for Baltimore.

The Chairman thanked Mr. Davis for his presentation and discussed the process for submitting a request to HFC staff before the item is vetted and presented to the Board for further review.

Mr. Davis acknowledged the Chairman's instruction and further discussed his intentions with the project to better serve the under privileged youth. He also stated that a number



of A-list actors and musicians have signed on to be a part of the project and the project team is in discussions with a number of networks and streaming services.

Gerald Womack thanked Mr. Davis for coming before the Board to request HFC's support to complete the television series and stated that it is important to provide him with the resources that he needs.

2. Review and approval of minutes from prior meeting. Following a motion duly seconded, the meeting minutes of September 23, 2021 were unanimously approved.

Prior to entering Executive Session, the Chairman made several brief remarks. First, he recognized Sofia Adrogué for being named a 2021 Global Leader of Influence by the World Affairs Council of Greater Houston. He then discussed the success of the State of the City event hosted by HFC and congratulated Board Member and event Co-Chair, Elizabeth Brock, on a job well done. The Chairman stated that the Board should be extremely proud of the phenomenal job done by all.

3. **Executive Session.**

A. Executive (closed) session pursuant to Texas Government Code Section 551.074 for the purpose of deliberations regarding the 2020-2021 performance evaluation of the President & CEO of Houston First Corporation.

The Board entered executive session at 3:47 p.m. and returned at 4:57p.m. No action was taken.

5. **Adjournment**. The meeting was adjourned at 4:57 p.m.

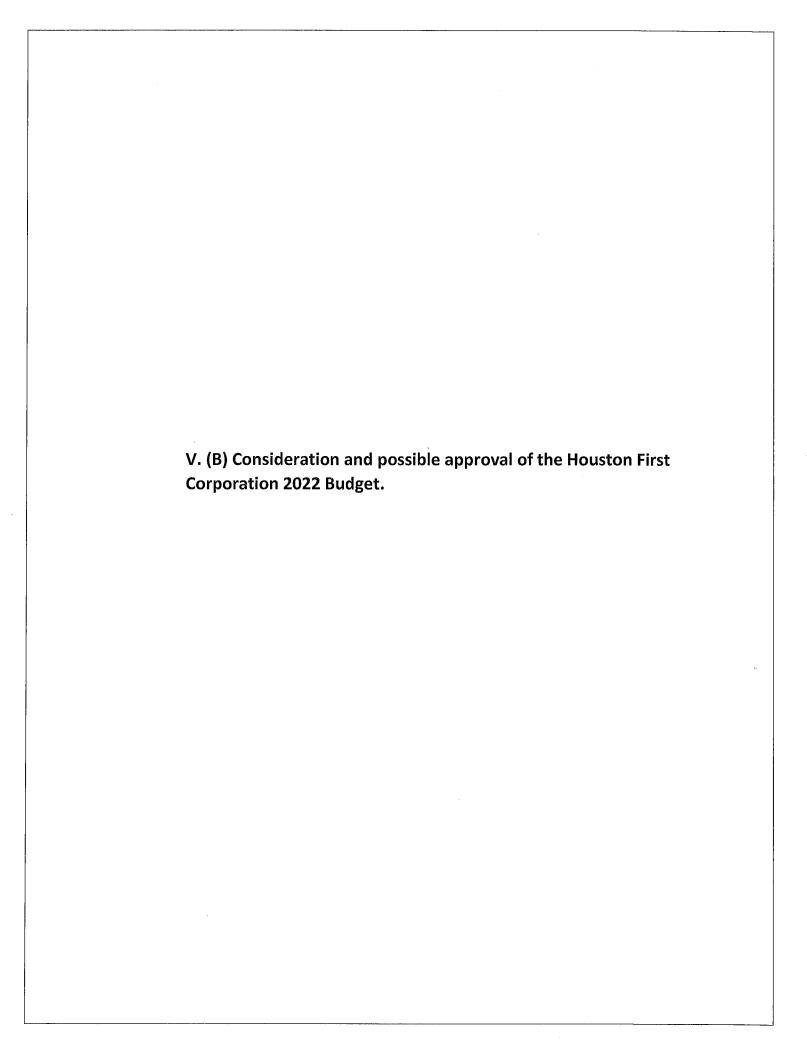
V. (A) Consideration and possible approval of the annual election of Officers pursuant to the Houston First Corporation Bylaws.

- i. Michael Heckman, President & CEO
- ii. Frank Wilson, Treasurer
- iii. Lisa Hargrove, Secretary
- iv. Frank Wilson, Investment Officer

<u>Consideration and possible approval of the annual election of Officers pursuant to the Houston First Corporation Bylaws.</u>

RESOLVED, that the Board of Directors of Houston First Corporation hereby approves the following Officers:

- i. Michael Heckman, President & CEO
- ii. Frank Wilson, Treasurer
- iii. Lisa Hargrove, Secretary
- iv. Frank Wilson, Investment Officer



Consideration and possible approval of the Houston First Corporation 2022 Budget.

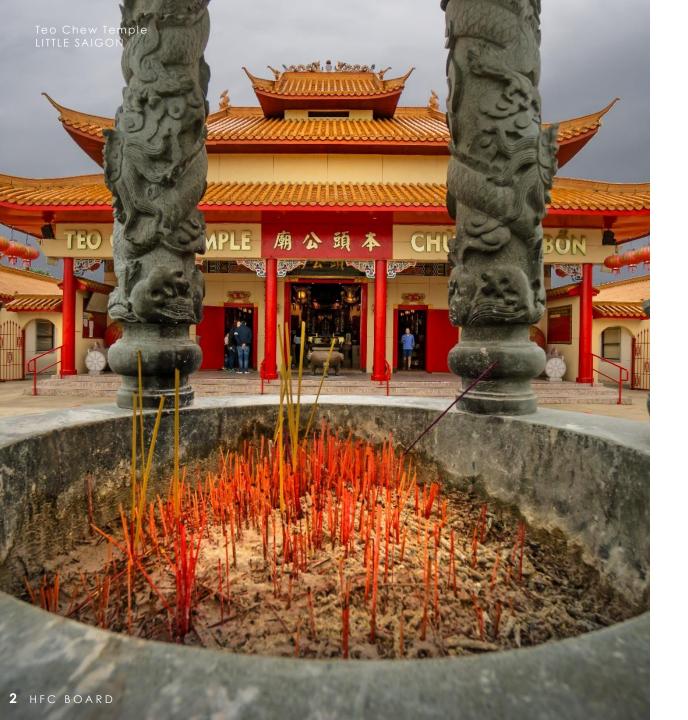
RESOLVED, that the Board of Directors of Houston First Corporation hereby approves the Houston First Corporation 2022 Budget.

Houstonfirst

HOUSTON FIRST CORPORATION

BOARD OF DIRECTORS MEETING





PUBLIC COMMENTS

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

HFC BOARD OF DIRECTORS MEETING

November 18, 2021



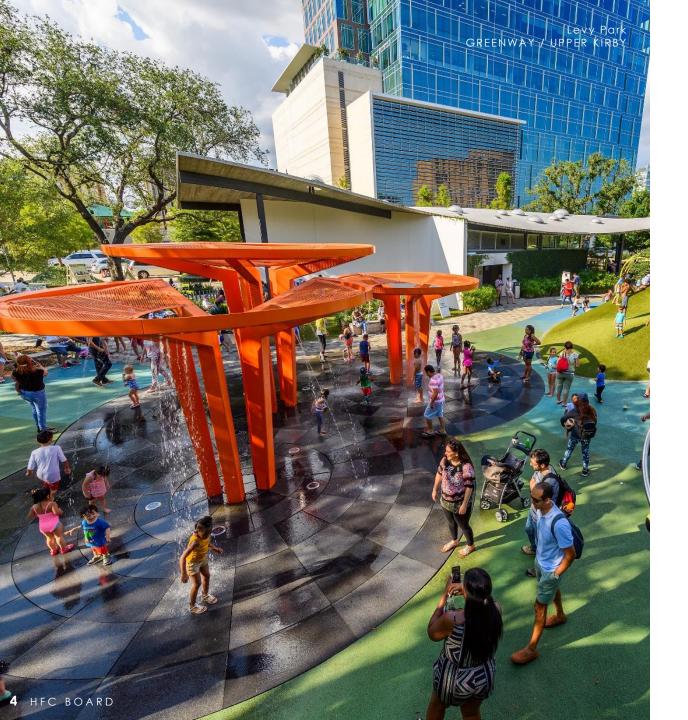


MINUTES

October 21, 2021

HFC BOARD OF DIRECTORS MEETING November 18, 2021





CHAIRMAN'S REPORT

DAVID M. MINCBERG

HFC BOARD OF DIRECTORS MEETING November 18, 2021





PRESIDENT & CEO REPORT

MICHAEL HECKMAN

HFC BOARD OF DIRECTORS MEETING November 18, 2021



UPDATES

Culture Tap The Bachelor insider reports new season now filming in Houston



- TV/Film: Emmy-award winning Top
 Chef, Samantha Brown's Places to Love, and a "destination date" episode of The Bachelor
- Employee Transition: 17 meetings with management on overall transition from **CCSI** to **HFC**. 16 meetings thus far on pension specific topics, with at least four more scheduled in December



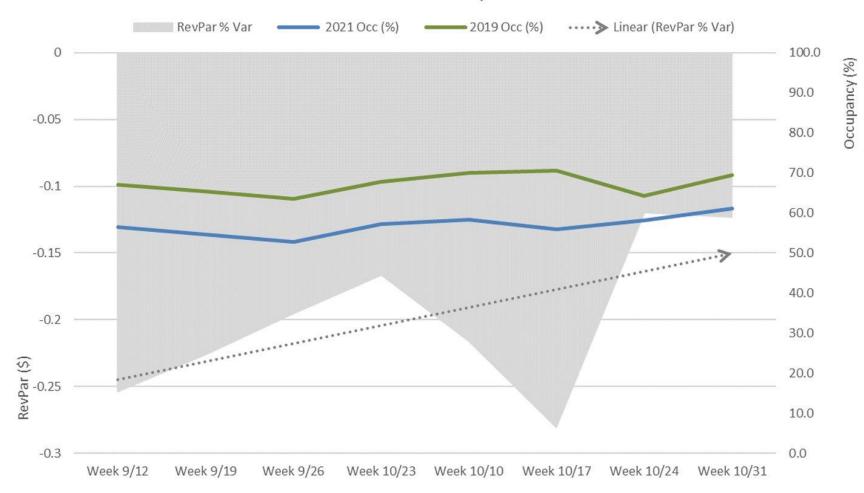
DÍA DE LOS MUERTOS PARADE AND FESTIVAL





MARKET UPDATE

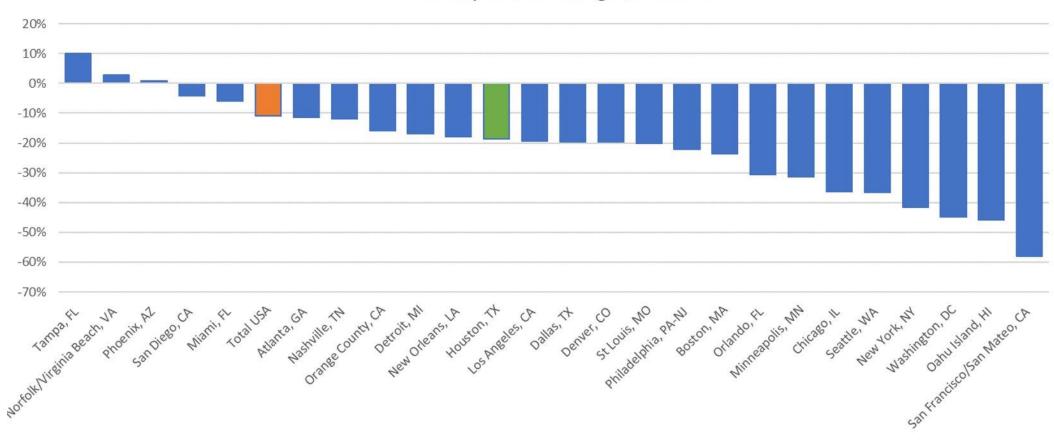
Houston Market 2021 Comparison to 2019





MARKET UPDATE

28 day RevPar Change % vs 2019





CONFIRMED MINISTERS



H.E. Darío Martínez Secretary of Energy, Argentina



H.E. Parviz Shahbazov Minister of Energy, Azerbaijan



Hon. Jonathan WilkinsonMinister of Natural
Resources, **Canada**



H.E. Tarek Al-Molla Minister of Petroleum and Mineral Resources, Egypt



H.E. Takele Uma Banti Minister of Mines, Petroleum and Natural Gas, Ethiopia



H.E. Dr. Matthew Opoku Prempeh Minister of Energy, Ghana



H.E. Kostas Skrekas Minister of Environment and Energy, Greece



Hardeep Singh Puri Minister of Petroleum and Natural Gas, India



H.E. Arifin Tasrif Minister of Energy and Mineral Resources, Indonesia



Dr. Amir-Hossein Zamaninia Deputy Oil Minister for International Affairs & Trading, Iran



H.E. Magzum Mirzagaliyev Minister of Energy, Kazakhstan



H.E. Chief Timipre Sylva

Minister of State for
Petroleum Resources, Nigeria



Piotr Dziadzio
Undersecretary of State
in Ministry of Climate and
Environment, Poland



Hon. Stuart R. Young
Minister of Energy and
Energy Industries,
Port of Spain,
Trinidad and Tobago



H.E. Saad SheridaAl-Kaabi
Minister of State for
Energy Affairs, Qatar



H.E. Natasa Pilides
Minister of Energy,
Commerce and Industry,
Republic of Cyprus



H.E. Gabriel Mbaga
Obiang Lima
Minister of Mines
and Hydrocarbons,
Republic of Equatorial Guinea



H.E. Virgil Daniel
Popescu
Minister of Energy,
Romania



Prince Abdulaziz bin Salman Minister of Energy, Industry and Mineral Resources, Saudi Arabia



Mr. Surath Ovitigama
Director General of
Petroleum Resources,
Sri Lanka



CONFIRMED COUNTRY PARTICIPATION



Algeria
Angola
Argentina
Australia
Austria
Azerbaijan
Belgium
Bosnia & Her

Bosnia & Herzegovina
Brazil
Canada
Colombia
Croatia
Czech Republic
Denmark

Egypt
Equatorial Guinea

France Germany Ghana Greece Hungary India Indonesia Iran

Iran Israel Italy Japan Kazakhstan

Korea Kuwait Libya Luxembourg

Malaysia

Morocco Netherlands New Macedonia Nigeria

Norway Oman Pakistan Peru

Poland

Qatar

Republic of Cyprus

Romania Saudi Arabia

Serbia

Sierra Leone Slovenia South Africa

Spain
Sri Lanka
Sudan
Suriname
Sweden
Switzerland
Tanzania
Thailand

Trinidad & Tobago

Turkey

United Arab Emirates

United Kingdom

USA





BOARD BUSINESS

A. Consideration and possible recommendation of the annual election of Officers pursuant to the Houston First Corporation Bylaws.

- i. Michael Heckman, President & CEO
- ii. Frank Wilson, Treasurer
- iii. Lisa Hargrove, Secretary
- iv. Frank Wilson, Investment Officer

HFC BOARD OF DIRECTORS MEETING

November 18, 2021





BOARD BUSINESS

B. Consideration and possible approval of the Houston First Corporation 2022 Budget.

HFC BOARD OF DIRECTORS MEETING

November 18, 2021



PROPOSED 2022 STRATEGY & BUDGET

Approval Process

NOVEMBER 10, 2021

SALES, TOURISM, AND MARKETING COMMITTEE

- Enterprise Strategy
- Marketing
- Sales, Client & Event Services
- Tourism & Industry Relations

NOVEMBER 18, 2021

HFC BOARD OF DIRECTORS

HFC Corporate Budget

NOVEMBER 5, 2021 HOTEL COMMITTEE

Hilton Americas – Houston Hotel

NOVEMBER 8, 2021

OPERATIONS COMMITTEE

- Cultural Facilities & Services
- Convention Facilities & Services
- Information Technology
- Urban Development

NOVEMBER 16, 2021

BENEFITS, COMPENSATION, AND FINANCE COMMITTEE

HFC Corporate Budget



CORE OF VALUE CREATION





A. RECAP OF 2021 PRIORITIES



Forecast (quarterly), manage cash burn, closely monitor revenues



Position Houston as a safe place for both leisure and business travel leveraging Houston Clean



Deploy multifaceted sales approach to maximize hotel room nights for 2021 and future years



Expand flexible, digital strategy and focus on targeted leisure travel market



Create a unified brand for Houston



Focus international efforts on Mexico



CY 2021 BUDGET FORECAST

(\$ in millions)

	2021 Budget	2021 Forecast	CHANGE
Operating Revenue	\$40.4	\$45.5	\$5.1
Non-Operating Revenue	68.6	67.6	-1.0
TOTAL REVENUE	\$109.0	\$113.1	\$4.1
Operating Expense	\$66.9	\$55.7	-\$11.2
Non-Operating Expense	97.4	84.8	-12.5
TOTAL EXPENSE	\$164.3	\$140.5	(\$23.7)
REVENUE IN EXCESS OF EXPENSE	(\$55.3)	(\$27.4)	\$27.9



2022 PRIORITIES



- Launch of unified brand campaign
- Accelerate promotion of Houston as an attractive location for TV and Film projects
- Increase investment in Mexican market to return Houston as the top destination for Mexican travelers by 2023
- Celebrate grand opening of Lynn Wyatt Square for the Performing Arts
- Aggressively refill convention sales pipeline for future years
- Use intelligent analytics to identify high-value sales prospects
- Live event programming at Avenida Houston and Wyatt Square



2022 PRIORITIES



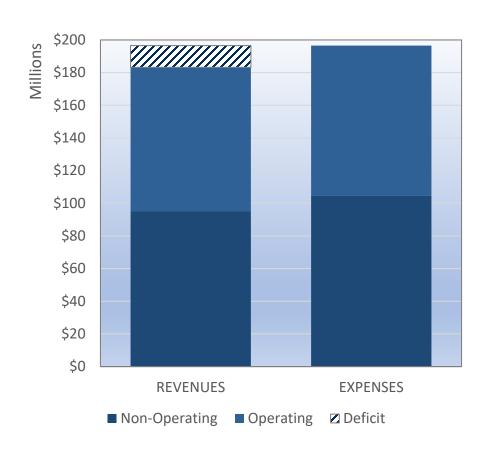
- Initiate a rapid and sustained recovery for travel from Europe and Asia by Q3
- Develop & launch B2B & B2C annual events
- Promote Houston as a leisure destination through an integrated, omni-channel marketing approach
- Collaborate with surrounding-area DMOs for coop marketing that stretch dollars and benefit the region



PROPOSED CY 2022 BUDGET

RETURN TO "NORMAL"

- Total Revenues for CY 2022: \$183.2 M
- Total Expenses for CY 2022 are \$196.5 M
- Budget includes -\$13.3 M deficit largely due to lingering COVID impacts on business travel and HOT revenues
- Assumptions:
- COVID variants do not deter return to inperson meetings
 - Business travel and hotel stays return
 - Downtown office workers return to inperson work downtown and resume parking in TD garage





MAJOR REVENUE INCREASES

Anticipating over \$70 million increase year-over-year in major revenue categories:

HOT: **\$56m to \$84m**

Parking: **\$11m to \$17m**

Hilton Americas-Houston: \$12m to \$30m

Venue: **\$9m to \$16m**





\$21m

HOT

PROPOSED CY 2022 BUDGET SUMMARY

(\$ in millions)

	2021 Forecast Budget	2022 Proposed Budget	CHANGE
Operating Revenue	\$45.5	\$88.0	\$42.5
Non-Operating Revenue	67.6	95.2	27.6
TOTAL REVENUE	\$113.1	\$183.2	\$70.1
Operating Expense	\$55.7	\$92.0	\$36.3
Non-Operating Expense*	84.9	104.5	19.6
TOTAL EXPENSE	\$140.6	\$196.5	\$55.9
REVENUE IN EXCESS OF EXPENSE	(\$27.5)	(\$13.3)	\$14.2

^{*}Includes \$66.5 M in debt service, \$15 M to HAA, \$3.4 M contributions to City and other stakeholders.



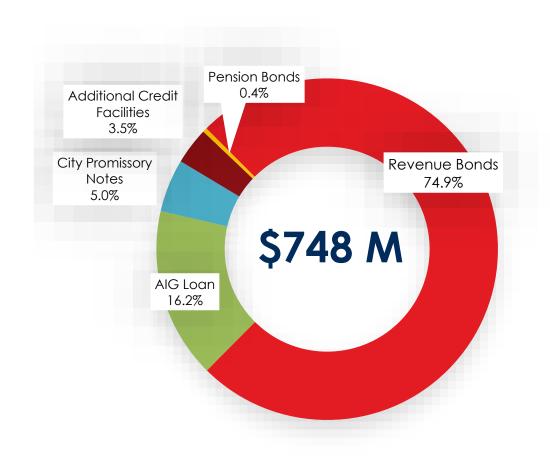
PROPOSED CY 2022 BUDGET

How We Address Budget Deficit

- \$20 M subordinated note program loan (to fund \$13 M deficit and \$14.8 M of capital) if necessary. After \$20 M use of sub note program, \$78 M should be available if needed
- Stimulus funding from COH
- Goal: finish 2022 with \$20 M in emergency cash reserves



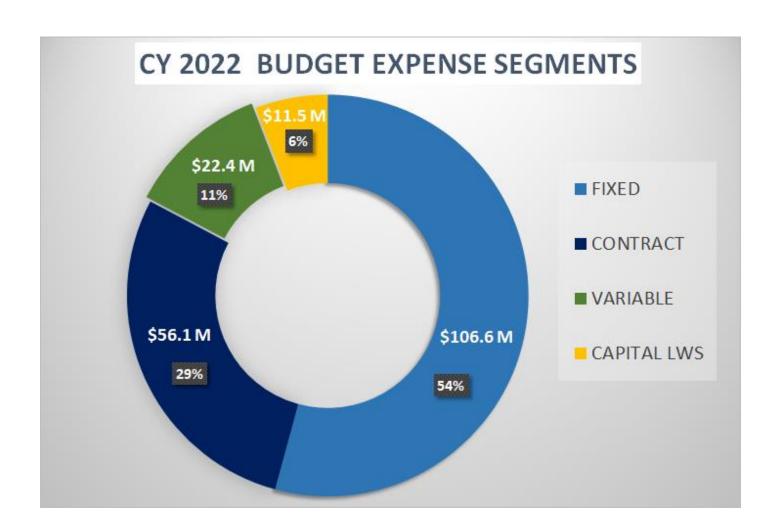
OUTSTANDING DEBT



TOTAL:	\$ 747,829
2005	189
2008A	2,995
JP Morgan	1,000
2017 Sub. Lien Series A	26,000
2021 10-year	20,000
2019 10-year	12,500
2019 5-year	6,300
AIG Mortgage Loan	125,000
2021	31,165
2019	87,445
2017	10,300
2015	111,875
2014	67,730
2001B	\$ 245,330
Series	In 000's



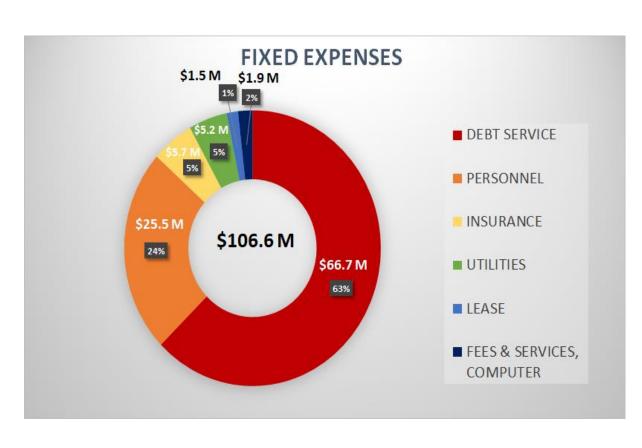
PROPOSED CY 2022 BUDGET HIGHLIGHTS



	2022 BUDGET	%
Variable	\$ 22,425,088	11.4%
Contract	56,075,645	28.5%
Cap LWS	11,471,000	5.8%
Fixed	106,575,689	54.2%
TOTAL	\$ 196,547,422	100%



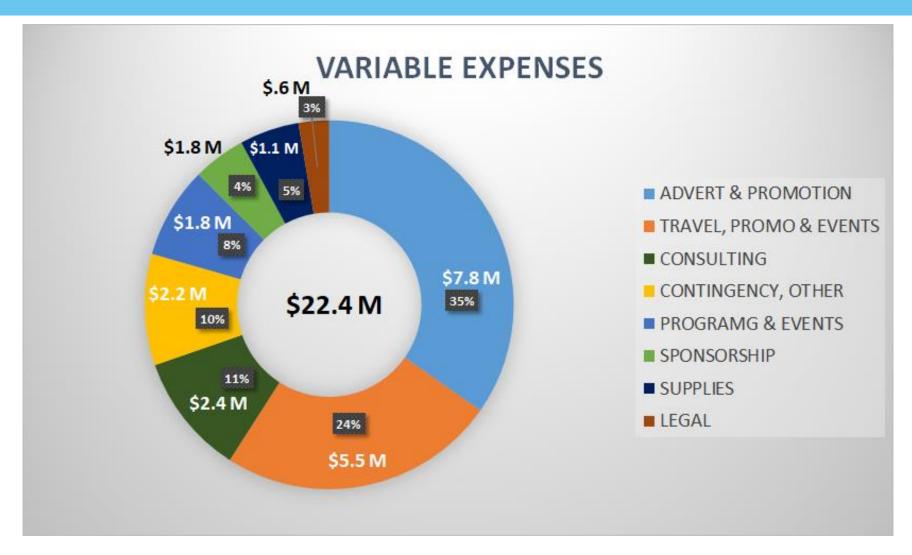
PROPOSED CY 2022 BUDGET HIGHLIGHTS







PROPOSED CY 2022 BUDGET HIGHLIGHTS





CONTRIBUTIONS TO COH & STAKEHOLDERS

Transfers to City	(\$ in 000s)			
HAA (19.3% HOT)	\$15,344			
Promotion	425			
Protocol	470			
Traffic Administration	242			
Hobby Center HVAC	279			
Annex Garage	370			
Total	\$17,130			

Transfers to Stakeholders	(\$ in 000s)
Discovery Green	\$1,528
Hobby Center	1,100
MATCH	450
Buffalo Bayou Partnership	556
Total	\$3,634



PROPOSED CY 2022 BUDGET

Operating Revenues & Expenses

									20	21 Proj. vs
	CY1	9 Actuals	C	Y21 Budget	CY	/21 Forecast	C	Y22 Budget	20	022 Budget
Venue Revenue	\$ 7	73,055,432	\$	27,010,048	\$	32,319,238	\$	67,979,890	\$	35,660,652
Parking	\$:	19,282,150	\$	10,844,860	\$	11,357,124	\$	17,013,729	\$	5,656,605
Miscellaneous	\$	1,053,336	\$	2,505,765	\$	1,839,026	\$	3,065,850	\$	1,226,824
Operating Revenues	\$ 9	93,390,918	\$	40,360,673	\$	45,515,388	\$	88,059,469	\$	42,544,081
Personnel	\$ 2	26,227,584	\$	20,108,920	\$	16,352,120	\$	25,493,968	\$	9,141,848
Advertising & Promotion	\$	7,691,486	\$	3,689,300	\$	3,503,547	\$	7,784,547	\$	4,281,000
Travel, Promotion, and Events	\$	5,177,047	\$	1,834,356	\$	1,472,853	\$	5,460,432	\$	3,987,579
Facility Maintenance	\$	8,715,495	\$	4,865,918	\$	4,929,638	\$	8,519,550	\$	3,589,912
Food and Beverage	\$:	16,716,532	\$	8,243,199	\$	5,795,006	\$	15,746,824	\$	9,951,818
Security	\$	4,141,859	\$	4,350,066	\$	3,349,996	\$	3,431,473	\$	81,477
Utilities	\$	4,737,098	\$	4,699,719	\$	4,384,331	\$	5,169,980	\$	785,649
Parking	\$	3,465,167	\$	2,078,246	\$	1,512,505	\$	2,190,859	\$	678,354
Janitorial	\$	6,318,350	\$	3,270,880	\$	2,411,443	\$	4,169,912	\$	1,758,469
Insurance	\$	4,286,186	\$	5,798,035	\$	4,752,653	\$	5,679,229	\$	926,576
Lease Expense	\$	1,470,164	\$	2,250,950	\$	2,249,058	\$	1,526,450	\$	(722,608)
Consulting	\$	3,600,081	\$	1,860,448	\$	1,648,973	\$	2,382,200	\$	733,227
Supplies	\$	1,412,423	\$	873,579	\$	387,729	\$	1,173,300	\$	785,571
Fees & Services	\$	962,823	\$	568,400	\$	630,100	\$	848,725	\$	218,625
Computer Services	\$	1,102,990	\$	1,181,939	\$	1,410,169	\$	1,078,486	\$	(331,683)
Legal Expense	\$	349,821	\$	750,000	\$	474,871	\$	600,000	\$	125,129
Other	\$	1,041,501	\$	461,390	\$	468,389	\$	790,659	\$	322,270
Operating Expenses	\$ 9	97,416,608	\$	66,885,345	\$	55,733,382	\$	92,046,594	\$	36,313,212
Net Income From Operations	\$	(4,025,690)	\$	(26,524,672)	\$	(10,217,994)	\$	(3,987,125)	\$	6,230,868



PROPOSED CY 2022 BUDGET

Non-Operating Expenses & Revenues

					2021 Proj. vs
	CY19 Actuals	CY21 Budget	CY21 Forecast	CY22 Budget	2022 Budget
Hotel Occupancy Tax (Current & Delinquent	\$ 87,494,966	\$ 56,800,000	\$ 56,057,975	\$ 83,640,000	\$ 27,582,025
Contributions	\$ 1,260,000	\$ 11,560,000	\$ 7,200,000	\$ 11,335,000	\$ 4,135,000
Net Available Pledged Rev. Transfer	\$ 103,714,538	\$ 0	\$ 4,204,418	\$ -	\$ (4,204,418)
Interest Income	\$ 2,165,186	\$ 250,000	\$ 176,633	\$ 215,382	\$ 38,749
Non Operating Revenue	\$ 194,634,690	\$ 68,610,000	\$ 67,639,026	\$ 95,190,382	\$ 27,551,356
Sponsorship Expense	\$ 1,009,299	\$ 552,500	\$ 439,239	\$ 1,033,950	\$ 594,711
Non-COH Contractual Obligations	\$ 3,344,318	\$ 3,420,000	\$ 3,000,267	\$ 3,836,573	\$ 836,306
Programming & Events	\$ 1,435,598	\$ 785,000	\$ 799,321	\$ 1,800,000	\$ 1,000,679
Contingency		\$ 1,000,000		\$ 1,400,000	\$ 1,400,000
Capital Spending	\$ 2,981,357	\$ 15,689,048	\$ 10,051,509	\$ 11,471,000	\$ 1,419,491
Debt Service	\$ 60,488,148	\$ 62,323,498	\$ 57,268,130	\$ 66,778,851	\$ 9,510,721
COH Contractual Obligations	\$ 18,328,516	\$ 12,616,525	\$ 12,333,892	\$ 17,130,454	\$ 4,796,562
Hotel Tax Refunds	\$ 2,451,343	\$ 1,000,000	\$ 904,519	\$ 1,050,000	\$ 145,481
Non Operating Expense	\$ 90,035,974	\$ 97,386,571	\$ 84,796,876	\$ 104,500,828	\$ 19,703,952
Total Revenue less Expenses	\$ 100,573,026	\$ (55,301,243)	\$ (27,375,844)	\$ (13,297,571)	\$ 14,078,273
Capital - Prior Year Carry Forward		\$ 1,067,000		\$ 1,976,629	\$ 1,976,629
Capital - Financed Projects	\$ 32,475,366	\$ 75,000	\$ 304,995	\$ 14,921,915	\$ 14,616,920
Disaster Expense	\$ 26,382,885	\$ 2,061,420	\$ 1,751,003	\$ 263,000	\$ (1,488,003)
Total Revenues	\$ 288,025,607	\$ 108,970,673	\$113,154,414	\$ 183,249,851	\$ 70,095,437
Total Expenses	\$ 187,452,581	\$ 164,271,916	\$140,530,258	\$ 196,547,422	\$ 56,017,164
Net Profit/(Loss)	\$ 100,573,026	\$ (55,301,243)	\$ (27,375,844)	\$ (13,297,571)	\$ 14,078,273



Houstonfirst

www.HoustonFirst.com