

AGENDA

HOUSTON FIRST CORPORATION

BOARD OF DIRECTORS MEETING
March 24, 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

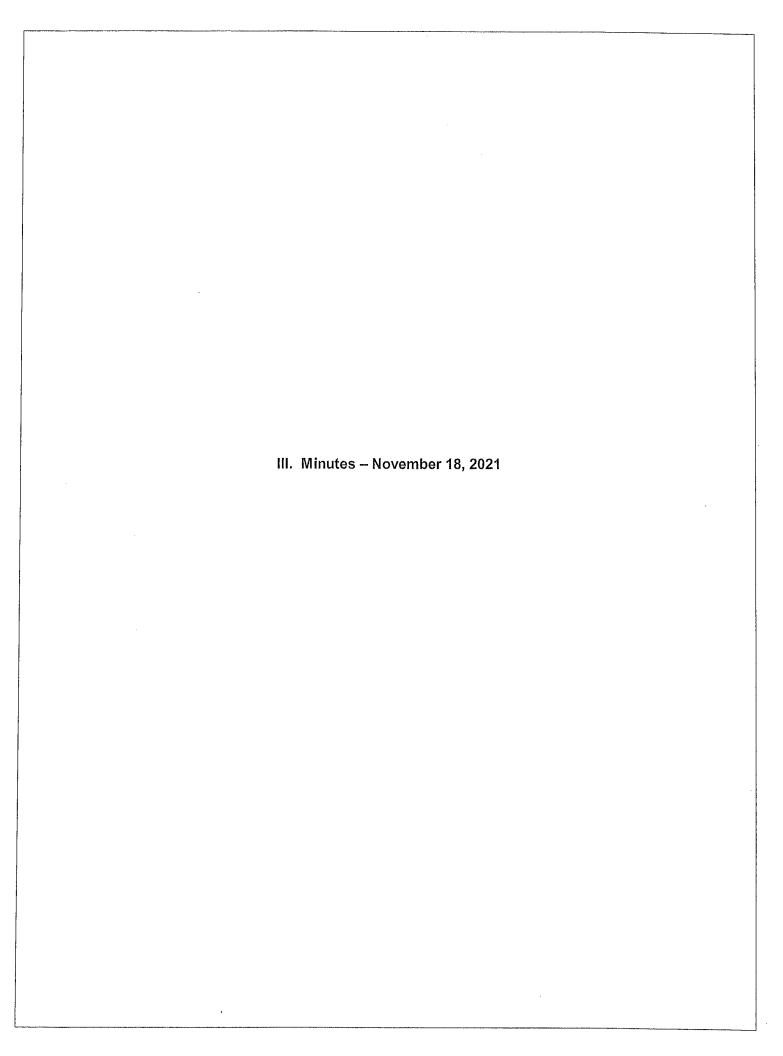
In accordance with the Texas Open Meetings Act, this Agenda is posted for public information, at all times, for at least 72 hours preceding the scheduled time of the meeting on the bulletin board located on the exterior wall of the Houston City Hall building, located at 901 Bagby. The Agenda is also 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

<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 November 18, 2021, and February 3, 2022
- IV. Presentations, Reports, and Updates
 - A. Houston First Chairman's Report
 - B. Houston First President & CEO's Report
- V. Adjourn





MINUTES

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

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, November 18, 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, Ryan Martin, Paul Puente, Tom Segesta, Gerald Womack, Jay Zeidman, and Council Member David Robinson, Ex Officio.

- 1. <u>Call to Order</u>. The Chairman of the Board called the meeting to order at 3:34 p.m. and a quorum was established.
- 2. **Public Comments**. None.
- 3. Review and approval of minutes from prior meeting. Following a motion duly seconded, the meeting minutes of October 21, 2021 were unanimously approved.

Vice-Chair Desrye Morgan arrived at 3:37 p.m. and did not vote on the minutes.

- 4. Presentations and Reports.
 - A. <u>Houston First Chairman's Report.</u> The Chairman commented on the State of the City Event produced by Houston First and asked Board Member Elizabeth Brock for her comments. Ms. Brock stated there was a phenomenal turnout and she received great feedback. Ms. Brock stated that the event was first class and she commented that HFC knows how to stage an event. She further stated she was proud to serve on the Houston First Board and thanked all Board Members for their support and for the support from the HFC Team.

Mr. Mincberg stated that he, Vice-Chair, Desrye Morgan, and President & CEO, Michael Heckman, had lunch with the new president of Texas Southern University, Dr. Lesia Crumpton, and Houston First staff Tracey Prince and Georgette Webber.



to discuss ways for HFC and TSU to collaborate. Dr. Crumpton had a broad range of ideas from urbanization to Australia's concept of a light show. There is a real opportunity to partner with TSU as the president has a dynamic approach and is looking for partner organizations.

Desrye Morgan informed the Board that the meeting was outstanding as there was a discussion of events with revenue components and she is excited about the continued relationship.

The Chairman then discussed the grand opening of the POST Houston located in downtown Houston. Approximately 40-70,000 were in attendance for the opening weekend. POST Houston is a new unique and iconic destination. Vice-Chair, Desrye Morgan, asked about opportunities to collaborate with HFC.

Council Member Robinson stated that the Chairman made great remarks at the POST Houston grand opening and developer Frank Liu recognized Houston First as a partner. Council Member Robinson congratulated HFC for its support for the project.

Mr. Mincberg then announced the Grand Opening of Toro Toro located on the third floor of the Four Seasons Hotel. Tom Segesta stated the concept is out of a Dubai Hotel and has had enormous positive feedback.

The Chairman stated he toured the new land bridge on Memorial Drive and the driving tunnels. The 360 views are just breathtaking and this location will be where all future photos will occur. Plans to open the first quarter of 2022.

The Chairman then announced that an Ismaili Center is being built near downtown and that Council Member Robinson made outstanding remarks at a recent celebratory event. Remarks were focused on the Ismaili spirit, design of the facility, as well as that it will be the jewel of the neighborhood on Allen Parkway. Everyone in the architectural professional community was represented at the event. The facility will be gorgeous and, in addition to the event festivities, there was a reading of the Quran. Construction will take three years.

Finally, Mr. Mincberg concluded his remarks by referring to the upcoming budget presentation. He noted that putting together a budget for HFC is normally complicated, but in a pandemic, it is complex. The budget process is a tremendous endeavor and accomplishment, especially compared to where HFC was fiscally 12 months ago. He offered kudos to management and the Finance team.

B. <u>HFC President & CEO Report.</u> Michael Heckman reported that Top Chef has wrapped production and the show is no longer a secret. He also informed the Board that The Bachelor was also filmed in Houston for a two-hour destination date.

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Chief Marketing Officer, Holly Clapham, stated that at one time there were hundreds of producers in Houston and there is a chance film projects will want to bring other productions to Houston due to all the buzz. Some of the Top Chef contestants are having side conversations about spin-offs. Ms. Clapham is very proud of the Houston community. Samantha Brown will air in January. There is an opportunity to maximize film productions, but Houston faces challenges securing a warehouse to convert into a sound stage, because warehouses are scarce and expensive. Promoting future space at NRG, where Top Chef was filmed, is a possible film location.

David Mincberg gave high praise to Ms. Clapham and her team for the amount of work that went into soliciting productions.

Michael Heckman, touched on the transition of employees from CCSI to HFC. He stated that Vice President of Public Policy, Jonathan Newport, has held 32 meetings with team members and that 97% of staff had attended the meetings.

Michael Heckman asked Senior Vice President of Sales, John Solis, to give an update on sales matters. Mr. Solis stated that there were no conversations with groups about cancellations in 2022. He recently attended a great industry event in Las Vegas and the news was all positive.

Michael Heckman discussed the recent Dia de los Muertos Parade and Festival and asked Jorge Franz to provide further information. Mr. Franz stated the producer is based in Dallas, thought it was a great opportunity and his team was looking for an avenue to highlight Hola Houston and put it in front of the Latino Community. There were approximately 10-15 thousand attendees and, he stated, there is a bright future for this event.

Elizabeth Brock was sorry she could not attend, but was very proud to hear Houston was hosting this event as San Antonio has had a weekend event for some time. She stated she would like to participate next year. Several Board Members concurred and stated they would like to dress up and ride on a float in the parade.

Cindy Decker provided a market update. Houston was down 80% in the early part of the pandemic, but was only down 22% and 15% year-over-year. RevPar was up 18% (Revenue Per Available Room). Occupancy, week over week, closed in on a 10-point gap from 30-40 points. As of yesterday, business travel is at 14% of market shared previously. The only other Texas city in the top 25 is Dallas and Houston is in the top ten market year-to-date.

Michael Heckman stated that the World Petroleum Congress event was a long time coming, but would be held December 5th-9th. He shared a list of 22 confirmed oil and energy ministers from around the world. The event will not be what he thought pre-pandemic from a size perspective, but all of the thought leaders will be present. Mayor Turner will provide an opening address to all delegates. Seventy countries will be represented. The George R. Brown Convention Center



is ready to host the delegation. HPD is engaged to deal with protestors and high-level security will be available.

5. **Board Business.**

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

Lisa Hargrove, General Counsel, informed the Board that November is the corporate annual meeting and the Board must elect a slate of officers. Item 5A, a proposed slate of officers, was presented to the Benefits, Compensation, and Finance Committee where the item was approved unanimously.

Following a motion duly seconded, the approval of the annual election of Officers pursuant to the Houston First Corporation Bylaws, was approved unanimously.

B. <u>Consideration and possible approval of the Houston First Corporation 2022</u> Budget.

Mr. Mincberg stated that he met with Mayor Sylvester Turner last week and discussed the HFC proposed 2022 budget. The Mayor asked questions and seemed pleased with the progress made this year.

Jay Zeidman mentioned that significant work went into establishing the budget. HFC will have another deficit for 2022, but had to make strategic investments. There are unchangeable fixed costs due to the maintenance and operation of facilities. There is greater improvement in advertising, marketing, travel, etc., but these costs are required to produce future returns. The Benefits, Compensation and Finance Committee voted to approve the item unanimously and the Committee has full confidence in the management team.

Alex Brennan-Martin discussed debt service and other fixed costs. He reported that the job that management performed last year to control expenses makes it easier to be supportive of another deficit budget and management has earned the Committee's trust and support.

Gerald Womack stated that, when he reviewed the budget and saw an increase in expenses for team members, he was pleased that employees will have jobs, particularly in this difficult market.

Michael Heckman stated that team members were his number one asset and diversity will continue to be a top priority.

Chief Financial Officer, Frank Wilson, recognized the Finance team for their efforts. He then began with the 2021 budget forecast. The Hilton Americas-Houston Hotel gave HFC more cash than originally projected due to improvements in operations.



The Hotel's major theme of the year was discipline with regard to expenses that remained well below budget.

Ryan Martin stated that the corporate plan is working and he has a lot of faith for next year

Mr. Wilson then began his discussion of the 2022 proposed budget. He discussed some of the assumptions with regard to increased activity and also a return to office workers in downtown Houston. He is bullish on revenues based on data from outside consultants. Mr. Wilson then stated how HFC will overcome the budget deficit. He is looking to determine if stimulus funding will be available from the City. He expects to finish the year with some cash on hand for cash reserves. Mr. Wilson then shared debt information and the money due to the City. While HFC's budget has significant fixed costs, the biggest segment is related to debt service. He provided a further breakdown of contract vs. fixed expenses vs. variable expenses. Finally, he discussed contributions to the City and various stakeholders.

Nicki Keenan asked questions about staffing and whether the Sales team had been reduced. Mr. Solis stated that he was down three Sales team members, but he had the same number of positions. Employees were moving to other industries and being discriminating about where they want to work. Mr. Solis then reported that he is being aggressive about hiring someone in Chicago. Ms. Keenan agreed and stated many industry persons have moved to real estate or senior living. Mr. Solis stated that salaries are comparable, but the demand is aggressive. He concluded by stating that he had lost several candidates to Marriott, but continues to work with Human Resources.

In response to a question from Board Member Keenan, Cindy Decker stated we are slightly behind for 2023 from the 2019 pace, but this is because conventions that would have booked, just have not confirmed. For 2022, HFC is behind 2019 trends by approximately 20% as many annuals are holding back. John Solis stated there are still travel bans within associations and corporations, so they have not been able to see the campus. Cindy Decker stated the beauty is that the Sales team has prime dates for Houston in 2023 because it was always a need year so Houston is in a good position to get corporations and short-term business. Nicki Keenan stated hats off to the Marketing team for continuing to push leisure travel. Everything HFC did to market Houston as a destination really does matter and it forced HFC into a previously untapped market.

Following a motion duly seconded, the Houston First 2022 budget was approved unanimously.

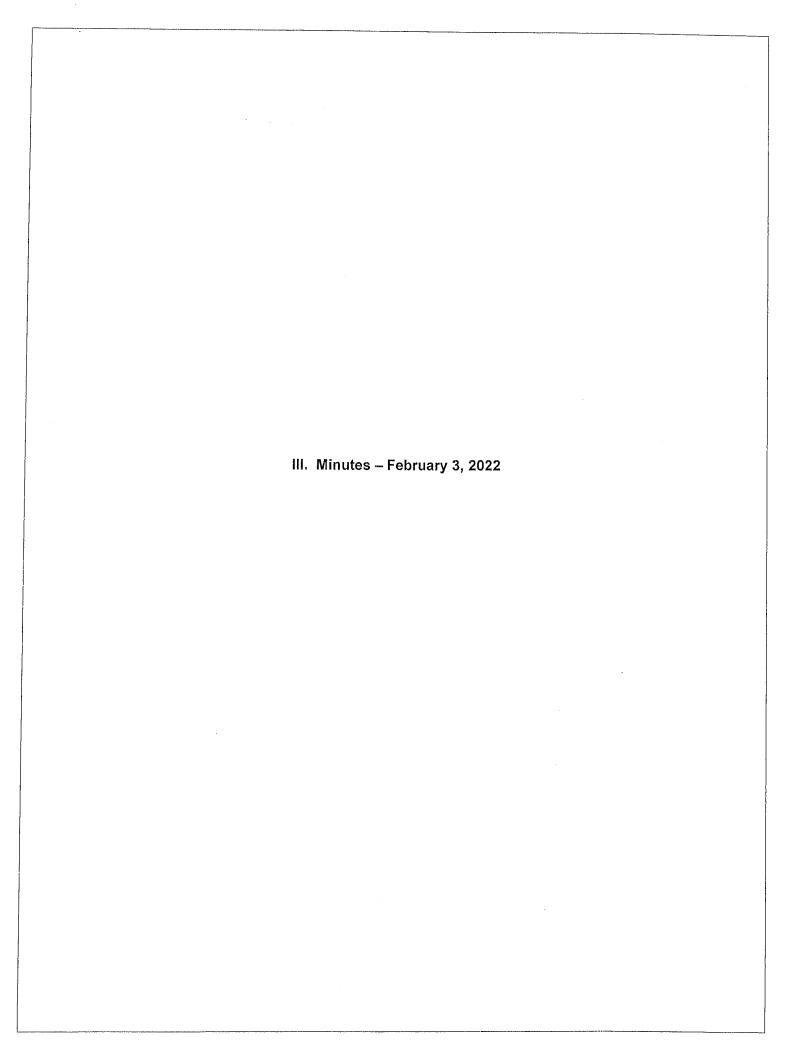
Board Members then commented on the budget materials. Ms. Clapham stated artist David Maldonado provided the artwork and she was thankful to have him as a partner. Mr. Maldonado is the same artist that provided art for Top Chef. Mr. Heckman stated everything is produced, laid out, and designed internally.

Mr. Mincberg concluded the meeting by stating that he does not anticipate a meeting of the Board in December, but there may be one if required for business

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purposes. He then announced the tree lighting event is being held in the main lobby at the George R. Brown Convention Center to be followed by a reception.

6. Adjournment. The meeting was adjourned at 4:59 p.m.





MINUTES

HOUSTON FIRST CORPORATION

BOARD OF DIRECTORS MEETING February 3, 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, February 3, 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: David Mincberg (Chair), Sofia Adrogué, Alex Brennan-Martin, Reginald Martin, Tom Segesta, Bobby Singh, Mayor Pro-Tem Dave Martin, and Council Member David Robinson, Ex Officio.

1. <u>Call to Order</u>. The Chairman of the Board called the meeting to order at 3:03 p.m. and a quorum was not established.

Council Member Robert Gallegos was in attendance.

- 2. **Public Comments**. None.
- 3. Review and approval of minutes from prior meeting. A quorum was not established. The minutes of November 18, 2021 were not presented for approval.
- 4. Presentations and Reports.
 - A. Houston First Chairman's Report. Chairman David Mincberg stated that the CEO and CFO will report about recovery and, after our last calendar year, it is nice to see the activity throughout the convention center, around the restaurants, and on the Avenida. He added that it has been a long winter and he believes spring will be better and brighter. However, HFC is in a deep financial hole through no fault of its own. Management has performed admirably throughout this time from staffing issues, convention business, to bookings and re-bookings.

Chairman Mincberg mentioned that HFC, as well as the City of Houston, has been involved with ongoing litigation with the Houston Municipal Employees Pension System (HMEPS). The litigation has settled, but it is unknown how this will impact HFC financially.



Committee assignments have been distributed. Mr. Mincberg consulted with Reginald Martin, Chairman of the Greater Houston Convention and Visitors Bureau (GHCVB), and by and large, the assignments remained the same. Some Committee Members were moved around to reflect requests.

Chairman Mincberg emphasized that February is the beginning of Black History Month and HFC has robust programming planned. Although Vice-Chair Desrye Morgan was not present, he gave kudos to her for being clear and forthright about the need to expand programming regarding Black History Month.

B. <u>HFC President & CEO Report.</u> President & CEO, Michael Heckman, stated his focus will be on projects that tie back to corporate strategic objectives that were provided in the plan for 2022. He reported that the trailer for Top Chef has dropped. The trailer was played for the Board. Top Chef premieres March 3, 2022. A watch party is planned and details will be provided.

Michael Heckman added that this past Monday, Houston was the destination date for "The Bachelor" which pulled across their platforms 10,000,000 viewers. Houston will also get representation in the next episode which is next Monday, February 7th, with the same number of viewers expected.

Another show featuring Houston is Samantha Brown's "Places to Love." Holly Clapham, Chief Marketing Officer, stated that Houston is the first city that aired on this program, five years ago, and is the first city to which Ms. Brown has returned. She added that there were more scenes than were able to be shown, so Houston will also have a presence in the fall.

Ms. Clapham mentioned that "The Bachelor" can be seen on ABC, Hulu, Disney, ESPN, Fubo, and one other streaming channel; and Samantha Brown is on PBS and Create TV. She offered to send the full list to the Board Members.

Michael Heckman said that HFC also looks at economic impact in spend in the community. There is a project by Mohammed "Mo" Amer on Netflix that will have approximately a \$24 million economic impact. Jorge Franz, Senior Vice President of Tourism and Industry Relations, expounded on the project by giving a view of how the Film Commission worked with Mr. Amer's production team. He said that this has been an extremely busy year for the Film Commission. In fact, it is a record year on many of the categories that are tracked. This project relied heavily on HFC to provide locations and to get access to those locations. Mo Amer is a comedian, so the show is meant to be funny and serious at the same time. The show will highlight the diversity of Houston. Mr. Franz added that, Texas in general, is seeing a huge uptick on the film side. The ease of filming and the friendliness of the staff in Houston has been noted by every production team that has been in the city. He commended the Film team for that.



Mr. Heckman proceeded with a report on conventions. He stated that the convention industry continues to move forward. Consumer Electronics Show (CES) in Las Vegas, traditionally the largest trade show in the U.S. every year, held an in-person event. Professional Conference Managers Association (PCMA) is one of our largest client events of the year. PCMA manages the meetings and conventions for associations, corporations and others. HFC had a team in Las Vegas. PCMA had about two thousand attendees. World of Concrete was another ten to twenty thousand in-person convention in Las Vegas that moved forward. It was an inside and outside event.

Michael Heckman talked about how things look in Houston. Part of the strategic objectives for this year, not only were to maximize attendance for the groups that are on the books, but then also to fill those pipelines back up. Currently, Cattlemen's Beef Association is in town and attendance is expected to exceed six thousand. This is the largest business-to-business convention in Houston since the beginning of the pandemic.

John Solis, Senior Vice President of Sales & Client Services, addressed upcoming events. He stated that 30% of the 30 city-wide conventions that are coming to Houston are first time programs which is a great opportunity to showcase our city. Cattlemen's Beef is scheduled to come back in 2029. They had a great event this year, which was kicked off by George Foreman yesterday. He added that ten of the 30 city-wides will take place in Q1, eight in Q2, and the balance in the last two quarters. John Solis said that he has checked with other cities across the country and is finding that associations and conventions that are taking place are showing very strong indications that in-person events are back. Mr. Solis mentioned that NAPE attendance is expected to be 5,500. Michael Heckman added that attendance levels are being monitored and that we are not seeing Covid-related cancellations bleeding out past January.

Cindy Decker, Vice President of Business Intelligence and Market Strategy, reported on the Houston market as a whole. Occupancy since the beginning of the pandemic in April 2020, at the lowest, was just under 30% from a high of 63% in 2019. Houston patterns are still the same whether there is a pandemic or not. attendance goes up at certain time frames and drops at others. Houston dropped in December, which is normal. In the last 28, we are at 48% occupancy and although this is down from our average of about 56%, it is still ahead of 2021. Houston is moving in the right direction. Occupancies have been improving since that April. The best recovery in Houston is rates. Normally, after an economic downturn, rates recover. This not being an economic downturn, rates are almost flat to the same time in 2019. The market, in places like downtown and the Galleria, the weekend rates are ahead by over 20%. Many markets have found that because there is no demand, or less demand, it does not mean that rates need to change and that has helped recovery on the revenue side because we have been able to drive rates even through the pandemic especially on the weekend for the leisure demand.



Symphony will be performing and Houston will be highlighting all of its brand areas of entertainment, culinary, art and fashion lifestyle.

A first ever Lunar New Year Media Fam is also planned. Holly Clapham stated that it will be a themed event with multiple journalists. The event has expanded into Mexico and Toronto as well. It will be an action-packed experience.

Roksan Okan-Vick, Urban Development Officer, provided a construction status on the Lynn Wyatt Square renovation. The original bid was \$20,888,000 with the current projection at \$21,600,000. The construction is expected to be completed by October 2022 with the grand opening in November. Mr. Heckman emphasized that the renovation will open without a restaurant. Ms. Okan-Vick added that food trucks and other vendors will be available in the interim.

Michael Heckman stated that a fully integrated plan is in place for Black History month. It is advertised through website and social media. The events begin this Saturday on the Avenida at 5 p.m.

Mr. Heckman informed the Board of the Second Servings Partnership which is a charity. Luther Villagomez, Chief Operating Officer, explained that the George R. Brown Convention Center (GRB) and Hilton-Americas Houston Hotel have donated over 170,000 pounds of prepared food to more than 90 area non-profits. The charity supports more than 175,000 Houstonians who rely on Second Servings while also fighting food waste.

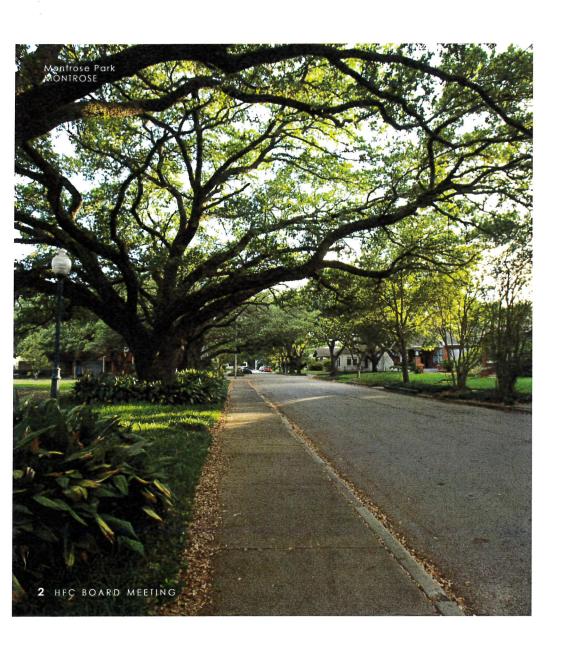
5. <u>Adjournment</u>. The meeting was adjourned at 4:23 p.m.



HOUSTON FIRST CORPORATION

BOARD OF DIRECTORS MEETING



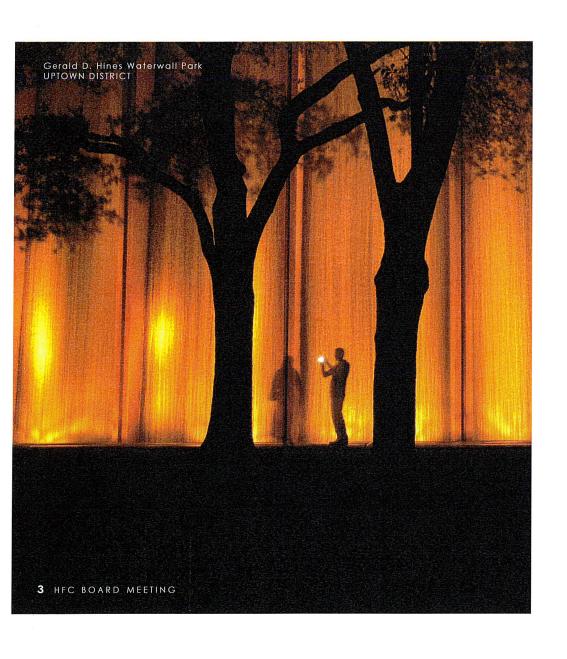


PUBLIC COMMENTS

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 Board Room.

HFC BOARD OF DIRECTORS MEETING

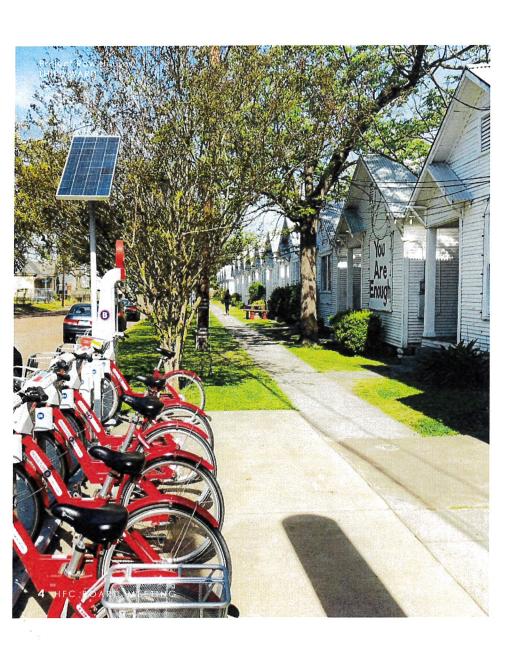
March 24, 2022



MINUTES

November 18, 2021 and February 3, 2022

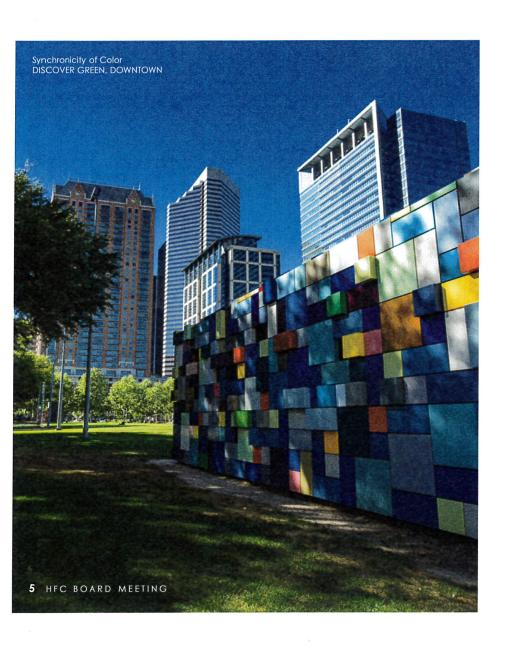
HFC BOARD OF DIRECTORS MEETING March 24, 2022



CHAIRMAN'S REPORT

DAVID M. MINCBERG

HFC BOARD OF DIRECTORS MEETING March 24, 2022



PRESIDENT & CEO REPORT

MICHAEL HECKMAN

HFC BOARD OF DIRECTORS MEETING MARCH 24, 2022

CCSI TO HFC TRANSITION UPDATE

- All CCSI team members transitioned to HFC 1/1/2022
- CCSI 401(k) closed 12/31/2021
- HFC 457(b) opened 1/1/2022
- Active participation (employee & employer) in HMEPS began on 3/11/2022 pay date

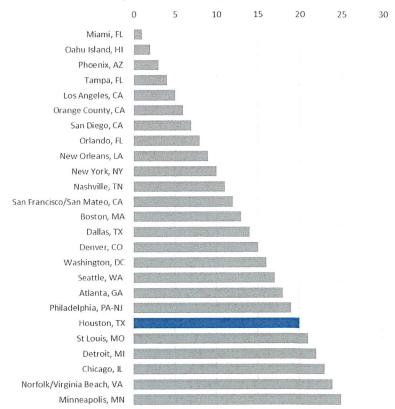


MARKET REPORT

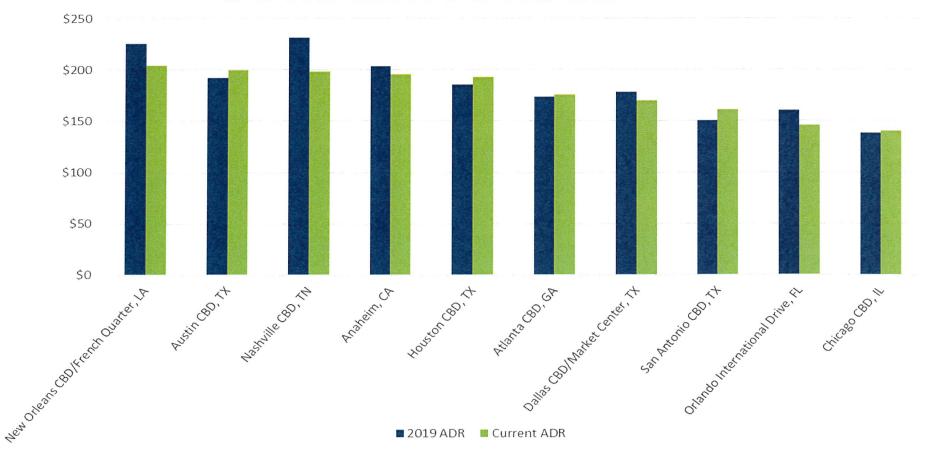




28 day RevPAR ranking TOP25 Markets

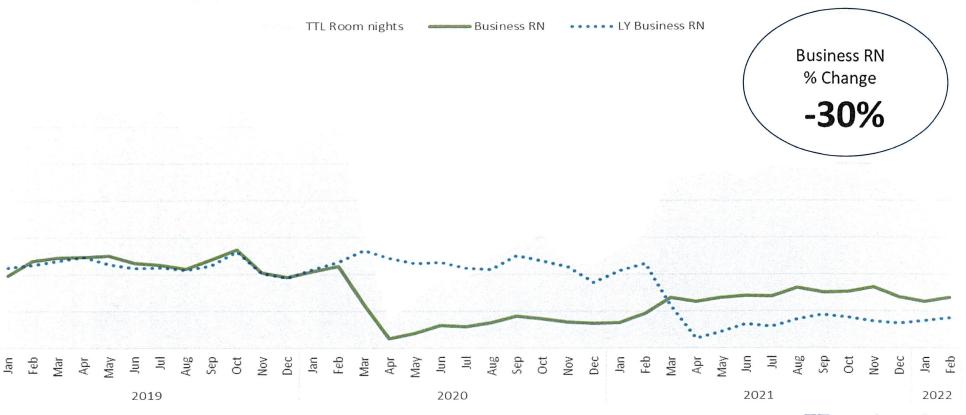


COMPETITIVE MARKET ADR



BUSINESS DEMAND IMPROVING

HOUSTON BUSINESS ROOM NIGHT COMPARISON

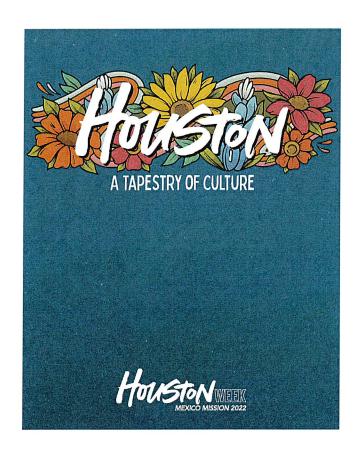


MAJOR REVENUES & EXPENSES

YTD AS OF FEBUARY28, 2022

MAJOR REVENUES	2022 Budget	2022 Actual	Over (<mark>Under</mark>) Budget (\$)	Over (<mark>Under</mark>) Budget (%)
Hotel Occupancy Tax Collections	\$18,120,393	\$18,868,431	\$748,038	4.1%
Hilton Americas Net Cash	\$4,500,000	\$4,500,000	\$0	%
GRB Facility Rental	\$903,950	\$1,017,897	113,947	12.6%
GRB Food and Beverage	\$2,683,300	\$1,891,132	(\$792,168)	-29.5%
Parking Revenue-Avenida	\$1,029,971	\$1,460,092	\$430,121	41.8%
Parking Revenue-Theater District	\$1,113,089	\$803,489	(\$309,600)	-27.8%
MAJOR EXPENSES	2022 Budget	2022 Actual	Over (Under) Budget (\$)	Over (Under) Budget (%)
MAJOR EXPENSES Personnel	2022 Budget \$3,402,003	2022 Actual \$2,488,910		
			Budget (\$)	Budget (%)
Personnel	\$3,402,003	\$2,488,910	Budget (\$) (\$913,093)	Budget (%) -26.8%
Personnel Security Contract	\$3,402,003 \$543,484	\$2,488,910 \$573,513	(\$913,093) \$30,029	-26.8% 5.5%
Personnel Security Contract Bldg. Maintenance Contract	\$3,402,003 \$543,484 \$964,795	\$2,488,910 \$573,513 \$531,646	\$30,029 (\$433,149)	-26.8% 5.5% -44.9%

MEXICO MISSION



- Comprehensive Mission led by HFC
- Monterrey & Mexico City
- Strategic Partners GHP, Houston Airport System, United Airlines



TOP CHEF WATCH PARTIES











TOP CHEF WATCH PARTIES



- Chicago
- Denver
- Washington, DC
- 30 Clients

UH WATCH PARTIES





GENERAL UPDATES



- Communication to stakeholders remains a priority
- Convention attendance
- Hotel update
- 2021 Supplier Diversity Report

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