

1. Provide a spreadsheet of all the GRB renovation costs (ALL COSTS) distinguishing what is artwork and what is not. Identify what is the allocation per the Civic Art Ordinance.
2. Provide a breakdown of all the art related costs for the GRB artwork and fees related to the fountain and any other exterior artwork and the costs related to the interior artwork.

Houston First Corporation

Marriott Marquis Hotel Project

Projected Cost **\$ 350,000,000**

Minority Participation Goal: 34%

Projected 1500 construction Jobs

Projected 600 permanent jobs

Projected return on public investment: 18%

Transformation of the GRB:

Garage \$ 46,000,000

Ramp Relocation \$ 5,010,000

Skybridges \$ 4,400,000

ADLA & Bus Drop offs \$ 28,500,000

George R. Brown Convention Center \$ 49,250,000

Office Tower and Hotel Infrastructure \$ 39,340,000

\$ 172,500,000

Contingency \$ 3,000,000

Total Projected Cost of Improvements **\$ 175,500,000**

Minority Participation Goal: 34%

Projected return on Investment: 7.3%

Estimated Permanent Jobs Created: 120-150

HOUSTON FIRST CORPORATION

MINUTES OF HOUSTON FIRST CORPORATION BOARD OF DIRECTORS AND HOUSTON FIRST HOLDINGS LLC

November 17, 2014

The Board of Directors of Houston First Corporation (the "Corporation"), a Texas non-profit corporation created and organized by the City of Houston as a local government corporation pursuant to TEX.TRANSF.CODE ANN. §431.101 et seq. and TEX.LOC.GOV'T.CODE ANN §394.001 et seq., and as the sole managing member of Houston First Holdings LLC held a meeting in the George R. Brown, 3rd Floor Executive Board Room, 1001 Avenida de las Americas, Houston, Harris County, Texas 77010, on Monday, November 17, 2014, commencing at 10:30 A.M. Written notice of the meeting including the date, hour, place and agenda for the meeting, was posted in accordance with the Texas Open Meetings Act. The following members participated in the meeting: Ric Campo, Chair, Phyllis Bailey, Alex Brennan-Martin, C. C. Conner, Jr., Fernando Cuellar, Irma Diaz Gonzalez, Harry Greenblatt, Council Member Dave Martin, Desrye Morgan, David Solomon, Council Member David Robinson, and Gerald Womack were in attendance. Katy Caldwell and Winslow Jeffries were absent. Council Members Gallegos and Stardig were also in attendance.

Ric Campo called the meeting to order at approximately 10:31 A.M. and a quorum was established.

1. Public Comments. Comments were received from the following persons:

- Bill Guillen, Hilton Hotel
- Tom Butler, Annunciation Catholic Church
- Modesta Reyes, Hilton Hotel
- Jay Mehta, Unite Here
- Richard Shaw, AFL-CIO

2. Approval of Minutes. After a motion duly seconded, the minutes of the September 22, 2014 Board of Directors meeting and November 10, 2014 Joint Governance, Audit & Finance and Board of Directors meetings were approved.

3. Presentations. None.

4. Election of Officers. After a motion duly seconded, the Board of Directors in accordance with the Bylaws of the Corporation elected and appointed the following persons as officers of the Corporation:

- Dawn Ullrich, President
- Brenda Bazan, Treasurer
- Pamela Walko, Secretary

5. Consideration of, and possible action on, an increase in the Convention District Project Budget. Peter McStravick discussed the enhancements and code implications that caused the increase in the Convention District budget. Marie Hoke provided a more detailed presentation of the various enhancements. Following discussion on this item, a motion was made and duly seconded, to approve the increase in the Convention District Project Budget.
6. Consideration of, and possible action on, an amendment to a Development Management Agreement with Griffin Partners, Inc. resulting from increases in the Convention District Project Budget. Stephen Jacobs advised the Board that an increase in the development fee was due to Griffin Partners based upon the foregoing increase in the Convention District Project Budget. Following brief discussion on this item, a motion was made and duly seconded, to approve the amendment to the Development Management Agreement with Griffin Partners, Inc.
7. Consideration of, and possible action on, an agreement with the Houston Arts Alliance for the design, fabrication and installation of public art for the Avenida de las Americas. Peter McStravick explained that this item was for the exterior of the George R. Brown Convention Center. Council Member Gallegos would like to see a continuation of the Americas theme. After discussion on this item, a motion was made and duly seconded, to approve an agreement with the Houston Arts Alliance for the design, fabrication and installation of public art for Avenida de las Americas.
8. Consideration of, and possible action on, the approval of a Memorandum of Understanding between Houston First Corporation, the Archdiocese of Galveston-Houston, Annunciation Catholic Church and Incarnate Word Academy. Peter McStravick explained the Memorandum of Understanding details related to the development of a parking garage and payment of the appraised value by Houston First Corporation for the abandonment of Jackson Street. Following discussion on this item, a motion was made and duly seconded, to approve the Memorandum of Understanding between Houston First Corporation, the Archdiocese of Galveston-Houston, Annunciation Catholic Church and Incarnate Word Academy.
9. Consideration of, and possible action on, approval of Houston First Corporation's calendar year 2015 Budget and Capital Plans. Brenda Bazan provided an overview of the 2015 Budget and Capital Plans, including explanations of various adjustments and variances. Following discussion on this item, a motion was made and duly seconded, to approve Houston First Corporation's calendar year 2015 Budget and Capital Plans.
10. Consideration of, and possible action on, approval of a Master Licensing Agreement between Houston First Holdings LLC and Starbucks Corporation for the operation of a specialty retail store at Hilton Americas-Houston. David Solomon provided an overview of the terms of this agreement as well as potential benefits, such as activation of the street, hotel exposure and proximity to Discovery Green. A 2015 opening date is planned. Following further discussion on this item, a motion was made and duly seconded, to approve a Master Licensing Agreement between Houston First Holdings LLC and Starbucks Corporation.

11. Consideration of, and possible action on, approval of Hilton Americas-Houston calendar year 2015 Operating and Capital Budgets. David Solomon expressed kudos to Joe Palmieri and all of the Hilton management staff for their work to make Hilton Americas-Houston successful. Adjustments to this budget will be made in January and will be brought before the Board at that time. Following brief discussion on this item, a motion was made and duly seconded, to approve the Hilton Americas-Houston calendar year 2015 Operating and Capital Budgets.
12. Consideration of, and possible action on, an Operations, Maintenance and Repair Services Agreement with TD Industries, Inc. Luther Villagomez and Desrye Morgan provided the highlights of this agreement to the Board. Following discussion on this item, a motion was made and duly seconded, to approve an Operations, Maintenance and Repair Services Agreement with TD Industries, Inc.
13. Consideration of, and possible action on, an agreement with LVH Entertainment Systems for a Stage Rigging Automation Upgrade at Wortham Theater Center. Desrye Morgan and Woody Freitag led the discussion on this item and explained why this stage rigging automation system upgrade was necessary at Wortham Theater Center. A motion was made and duly seconded, to approve the agreement with LVH Entertainment Systems.
14. Updates.
- David Solomon provided an update on the sponsorships for the Super Bowl.
 - Peter McStravick discussed the number of jobs generated as a result of the Convention District construction.
 - Dawn Ullrich provided an update on the Garage Hotel proposals and Nau Center. She also advised the Board of the upcoming dates and times for the HFC budget to go to Fiscal Affairs and City Council. In addition, she advised the Board that Houston First had rated as one of the Top Places to Work for the second year in a row and she handed out the revised HFC and Joint Committee list.
 - Mario Ariza gave an update on the Sunset Coffee Building construction and the Theater District Master Plans.

The meeting adjourned at approximately 12:00 noon.

Pamela Walko

Pamela Walko, Secretary

HOUSTON ARTS ALLIANCE AGREEMENT

ACTION/RECOMMENDATION:

Consideration of, and possible action on, an agreement with the Houston Arts Alliance for the design, fabrication and installation of public art for the Avenida de las Americas.

DESCRIPTION:

The City of Houston has a civic art component to its capital projects equivalent to 1.75% of project costs and Houston First honors that general commitment to the arts. The Houston Arts Alliance ("HAA") administers the City's art funds. In 2001, when the City issued bonds to expand the George R. Brown Convention Center ("GRB"), civic art funds were set aside from that project cost for future art. Currently, there remains approximately \$1 million dollars in this civic art fund and Houston First is directing such funds to a large art piece to be displayed inside the new central front door of the GRB. An art selection panel will be making a recommendation toward the end of November to HAA's Civic Art Selection Committee who will be making a recommendation for the selection of an artist(s) to design, fabricate and install the display piece. HAA will then be making a recommendation to Houston First shortly thereafter.

In addition to the above art display, Houston First has set aside \$2,223,000 for other civic art for the Convention District Projects. The HAA agreement that is the subject of the requested Board action focuses on two new art installations on the exterior of the GRB as represented in the renderings presented to the Board. This contract will authorize HAA to create a new art selection panel to review and recommend artist(s) to HAA's Civic Art Selection Committee for these two installations.

COST/BUDGET:

The agreement with HAA for the two exterior art design, fabrication and installations will not exceed \$1.6 million dollars with the remainder of the \$2,223,000 to be spent on additional or other civic art projects in the convention district as may be further approved.

COMMITTEE DISCUSSION:

The Master Plan Selection Committee reviewed the matter on **November 7, 2014.**

2015 Houston First Corporation Budget Presentation

	Proposed Budget as Presented 11/10/14	Suggested Changes	Final Proposed Budget
OPERATING REVENUES			
Venue/Hotel Revenue	58,070,121	-	58,070,121
Parking Revenue	15,278,141	-	15,278,141
Miscellaneous Revenue	381,500	-	381,500
Total Revenues	73,729,762	-	73,729,762
OPERATING EXPENSES			
Personnel	23,494,715	-	23,494,715
Supplies	1,463,747	-	1,463,747
Facility maintenance	7,977,186	-	7,977,186
Janitorial	3,221,461	-	3,221,461
Security	4,487,806	-	4,487,806
Utilities	5,874,219	-	5,874,219
Parking	3,735,873	-	3,735,873
Insurance	2,534,960	-	2,534,960
Hotel Tax Refunds	2,122,606	-	2,122,606
Lease Expense	3,415,116	-	3,415,116
Consulting	3,724,151	-	3,724,151
Legal Expense	900,000	-	900,000
Advertising and promotion	11,982,865	-	11,982,865
Other	3,578,598	-	3,578,598
Total Operating Expenses	78,513,303	-	78,513,303
Operating Revenue less Expenses	(4,783,541)	-	(4,783,541)
NON-OPERATING REVENUES (EXPENSES)			
Hotel Occupancy Tax(current and delinquent)	99,470,000		99,470,000
Contributions from Others	-		-
Net available pledged revenue transfer	-		-
Interest Income	46,448	240,000 ¹	286,448
Sponsorship expense	(3,489,250)		(3,489,250)
Contingency	(2,281,160)		(2,281,160)
Capital Projects	(21,551,217)		(21,551,217)
Debt Service	(47,028,614)		(47,028,614)
COH contractual obligations	(20,215,932)		(20,215,932)
Total Non-Operating Income (Expense)	4,950,275	240,000	5,190,275
Total Revenues less Expenses	166,734	240,000	406,734
Convention District Projects	88,757,388	21,552,027²	110,309,415

¹ The increase in interest income is from earnings at CEFD which were missed in the original budget submission

² See attached detail

2015 Budget Presentation
Budget Workshop Changes Explanations

The increase in Convention District Projects as a result of the Budget Workshop is as follows:

Original Proposed Budget	\$ 88,757,386
• Jackson Street abandonment (See item VI. D. in your agenda)	\$ 1,500,000
• GRB outdoor Civic Art (See item VI. C. in your agenda)	\$ 1,600,000
• Increase in Owner's Contingency for Construction Budget (See item VI. A. in your agenda)	\$ 3,000,000
• Construction budget amendment (See item VI. A. in your agenda)	<u>\$ 15,452,027</u>
TOTAL	<u>\$110,309,413</u>

HOUSTON FIRST CORPORATION

MINUTES OF HOUSTON FIRST CORPORATION BOARD OF DIRECTORS

June 4, 2015

The Board of Directors of Houston First Corporation (the "Corporation"), a Texas non-profit corporation created and organized by the City of Houston as a local government corporation pursuant to TEX.TRANSF.CODE ANN. §431.101 et seq. and TEX.LOC.GOV'T.CODE ANN §394.001 et seq., held a meeting in the George R. Brown Convention Center, 3rd Floor Executive Board Room, 1001 Avenida de las Americas, Houston, Harris County, Texas 77010, on Thursday, June 4, 2015, commencing at 10:30 A.M. Written notice of the meeting including the date, hour, place and agenda for the meeting, was posted in accordance with the Texas Open Meetings Act. The following members participated in the meeting: Ric Campo, Phyllis Bailey, Alex Brennan Martin, Cecil C. Conner, Jr., Fernando Cuellar, Harry Greenblatt, Winslow Jeffries, Council Member Dave Martin, Desrye Morgan, David Solomon, Council Member David Robinson and Gerald Womack. Council Member Robert Gallegos was also in attendance. Katy Caldwell and Irma Diaz-Gonzalez were absent.

Ric Campo called the meeting to order at approximately 11:00 A.M. and a quorum was established.

1. **Public Comments.** Cissy Segall Davis spoke to the Committee about the Miller Outdoor Theatre Master Plan. She lauded the efforts of all involved.
2. **Approval of Minutes.** After a motion duly seconded, the minutes of the May 15, 2015 meeting were approved.
3. **Presentations.** Luke Charlton, Rida Development Corporation, provided an update on the status of the construction of the Marriott Marquis, including the current diversity participation. Gerald Womack requested that information be provided regarding the minority outreach process for the Marriott's proposed restaurants.
4. **Consideration and possible approval of the Houston First Corporation 2014 Annual Audit.** Elaine Reyes, Deloitte & Touche, discussed the 2014 Annual Audit and noted that there were no material misstatements and Deloitte was issuing a clean opinion. Following a full discussion on this item, a motion was made and duly seconded to approve the Houston First Corporation's 2014 Annual Audit.
5. **Consideration and possible approval of Houston Arts Alliance's recommendation for the George R. Brown Convention Center exterior art concept.** Prior to the beginning of the meeting, the Houston Arts Alliance presented a model of the proposed interior art concept. Following full discussion on this item by the Board, a motion was made and duly seconded to approve Houston Arts Alliance's recommendation for the George R. Brown Convention Center exterior art concept.

interior

6. **Consideration and possible approval of an exclusive non-alcoholic Beverage Agreement with Coca-Cola Refreshments USA, Inc.** Michael Heckman discussed the terms of the proposed agreement, solicitation process, and the parameters used to arrive at the staff recommendation. A motion was made and duly seconded to approve the recommendation of an exclusive non-alcoholic Beverage Agreement with Coca-Cola Refreshments USA, Inc.
7. **Consideration and possible approval of the Miller Outdoor Theatre Master Plan.** James Vick, SWA, presented a power point presentation of the Miller Outdoor Theatre Master Plan, which included a needs assessment (both from enhancements and operations perspectives), facility on-site and off-site improvements, proposed costs and phasing. Following a thorough discussion of this item, a motion was made and duly seconded to approve the concepts presented in the 2035 Miller Outdoor Theatre Master Plan.
8. **Consideration and possible approval of an agreement with Maldonado Nursery & Landscaping, Inc. for landscaping maintenance services.** As Chair of the Theater and Convention District Operations Committee, Desrye Morgan fully outlined the solicitation process and diversity commitment of Maldonado Nursery & Landscaping, Inc. Following a full discussion on this item, a motion was made a duly seconded to approve the agreement with Maldonado Nursery & Landscaping, Inc. for landscaping maintenance services.
9. **Consideration and possible approval of an agreement with Johnson Controls, Inc. for the replacement of certain central plant equipment at the George R. Brown Convention Center.** As Chair of the Theater and Convention District Operations Committee, Desrye Morgan briefed the Board on the need to replace the current chillers at the George R. Brown Convention Center with energy efficient chillers. The budget for the project and solicitation were fully vetted. Following discussion on this item, a motion was made a duly seconded to approve Johnson Controls, Inc. to replace the chillers.
10. **Consideration and possible approval of sponsorship agreements with RCM Entertainment, L.P. d/b/a Lone Star Sports & Entertainment for the AdvoCare Texas Kickoff and AdvoCare Texas Bowl games.** Dawn Ullrich gave a brief introduction for Michael Heckman, who then briefed the Board on the numerous benefits of these two games. Following discussion on this item, a motion was made and duly seconded to approve this item.
11. **Consideration and possible approval of a sponsorship agreement with Scenic Houston for the Broadway/Hobby Corridor Redevelopment Project.** Michael Heckman provided an overview and importance of this revitalization effort, which will improve the first impressions of travelers and visitors to Houston and is proposed to act as a catalyst for future development and compliment other projects in the area. Following discussion on this item, a motion was made and duly seconded to approve the sponsorship agreement with Scenic Houston for this project.
12. **Consideration and possible approval of an Event Participation Agreement with the 2016 NCAA Men's Final Four Local Organizing Committee for the 2016 Men's Final Four games.** Michael Heckman provided an overview of the benefits of these games. He discussed the proposed national marketing exposure and the financial commitment expected by the Corporation under this agreement. Following a thorough discussion on this item, a motion was made a duly seconded to approve the Event Participation Agreement.

13. Updates.

- A. Rob Jackson provided an update on the outcome of some of the issues of importance to Houston First Corporation, including hotel occupancy tax, Major Events Trust Fund, and film incentives.
 - B. The Houston First Committee Chairs provided highlights from each of their respective Committee meetings. In addition, five GHCVB videos were shown.
 - C. CEO Report – Peter McStravick gave updates on the Visitor’s Center and Convention District retail projects. Dawn updated the Board on the flooding in City Hall Annex garage and the next steps from the retreat.
4. Announcements. Desrye Morgan announced that the GHCVB’s Annual meeting is scheduled for June 24, 2015 and the Tourism Summit is scheduled for September 10, 2015.
5. Next Meeting. September 21, 2015 – 10:30 A.M.

The meeting adjourned at approximately 12:37 A.M.

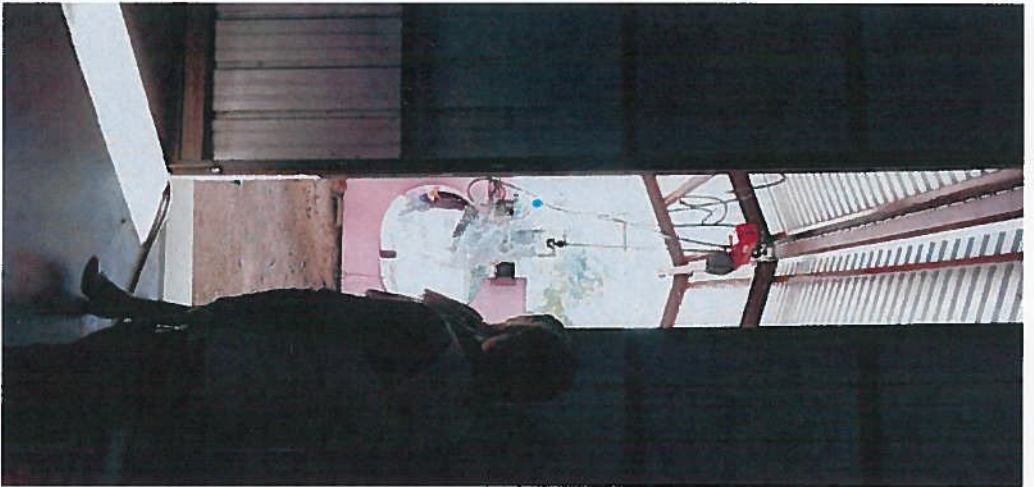
Pamela Walko

Pamela Walko, Secretary

3. Provide images of the artwork renderings (complete with HAA)

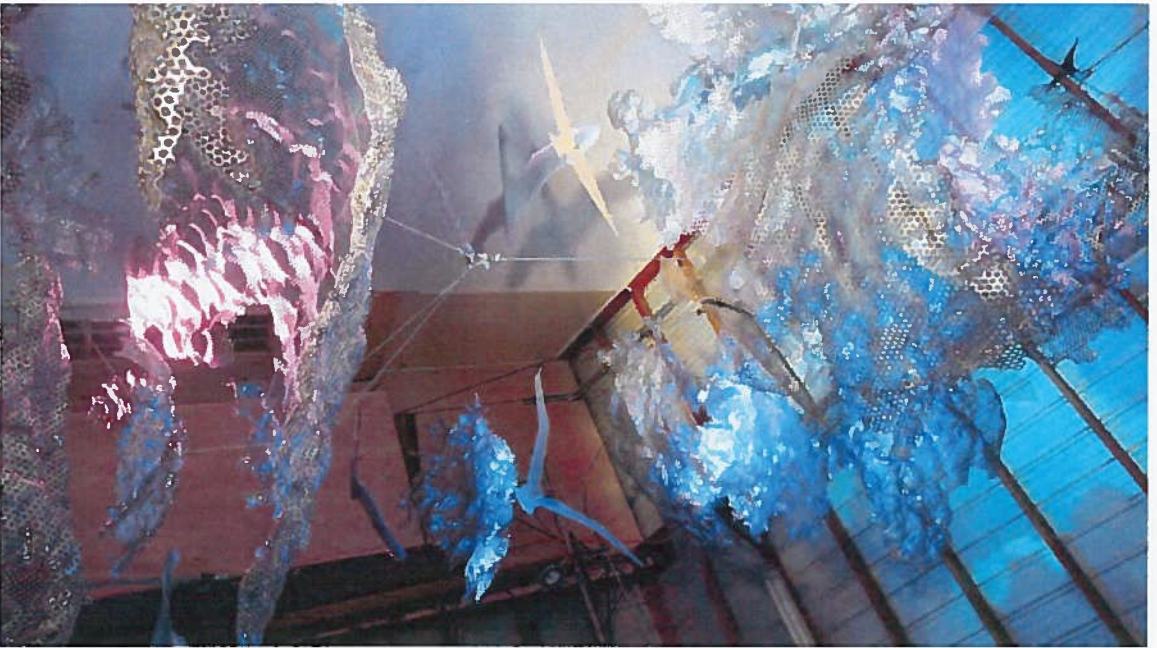


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GRB Renovation
Hall C Art

Visit to Ed Wilson's Studio
November 23, 2015



GRB Renovation
Hall C Art



Visit to Ed Wilson's Studio
November 23, 2015



GRB Renovation
Hall C Art

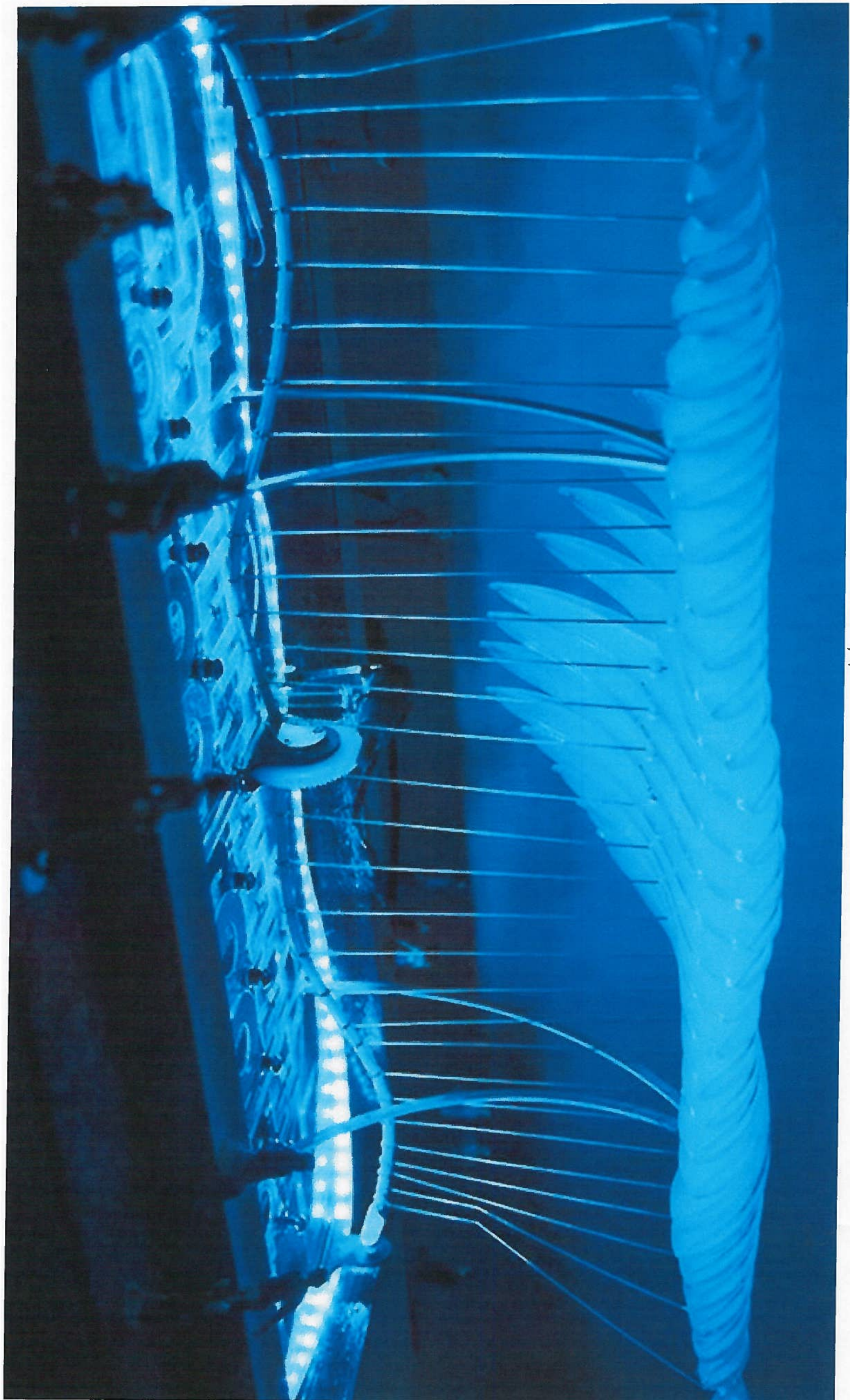
Visit to Ed Wilson's Studio
November 23, 2015



**GRB Renovation
Hall C Art**

**Visit to Ed Wilson's Studio
November 23, 2015**





del.



GRB Renovation

Exterior Art - Creative Machines

Wings Over Water in the Fountain of the Americas

Fabrication Photos

April 2015



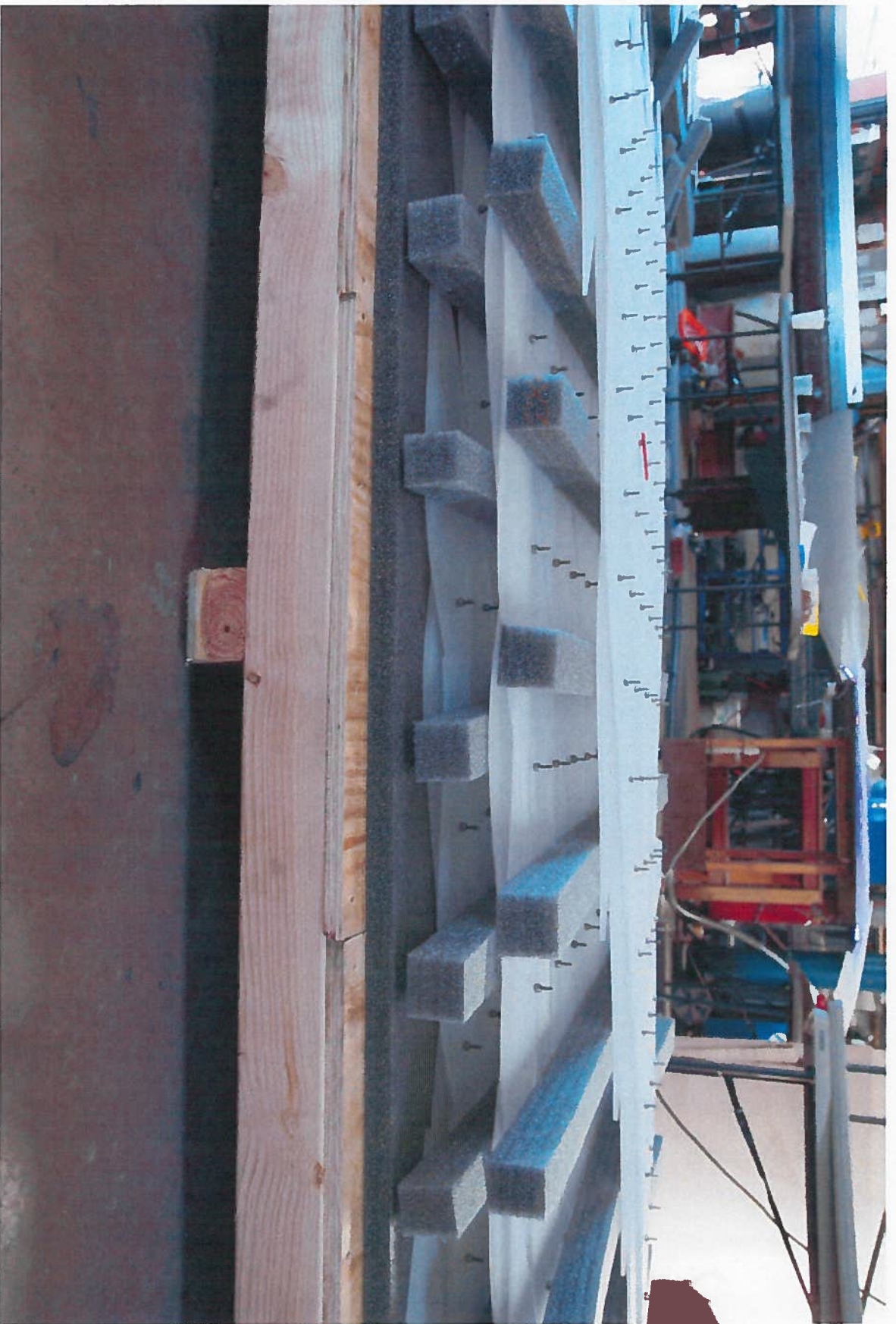
GRB Renovation

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Fabrication Photos

April 2015



GRB Renovation

Exterior Art - Creative Machines

Wings Over Water in the Fountain of the Americas

Fabrication Photos

April 2015



GRR Renovation

Exterior Art - Creative Machines

Wings Over Water in the Fountain of the Americas

Fabrication Photos

April 2015



GRB Renovation

Exterior Art - Creative Machines

Wings Over Water in the Fountain of the Americas

Fabrication Photos

April 2015



GRRB Renovation

Exterior Art - Creative Machines

Wings Over Water in the Fountain of the Americas

Fabrication Photos

April 2015



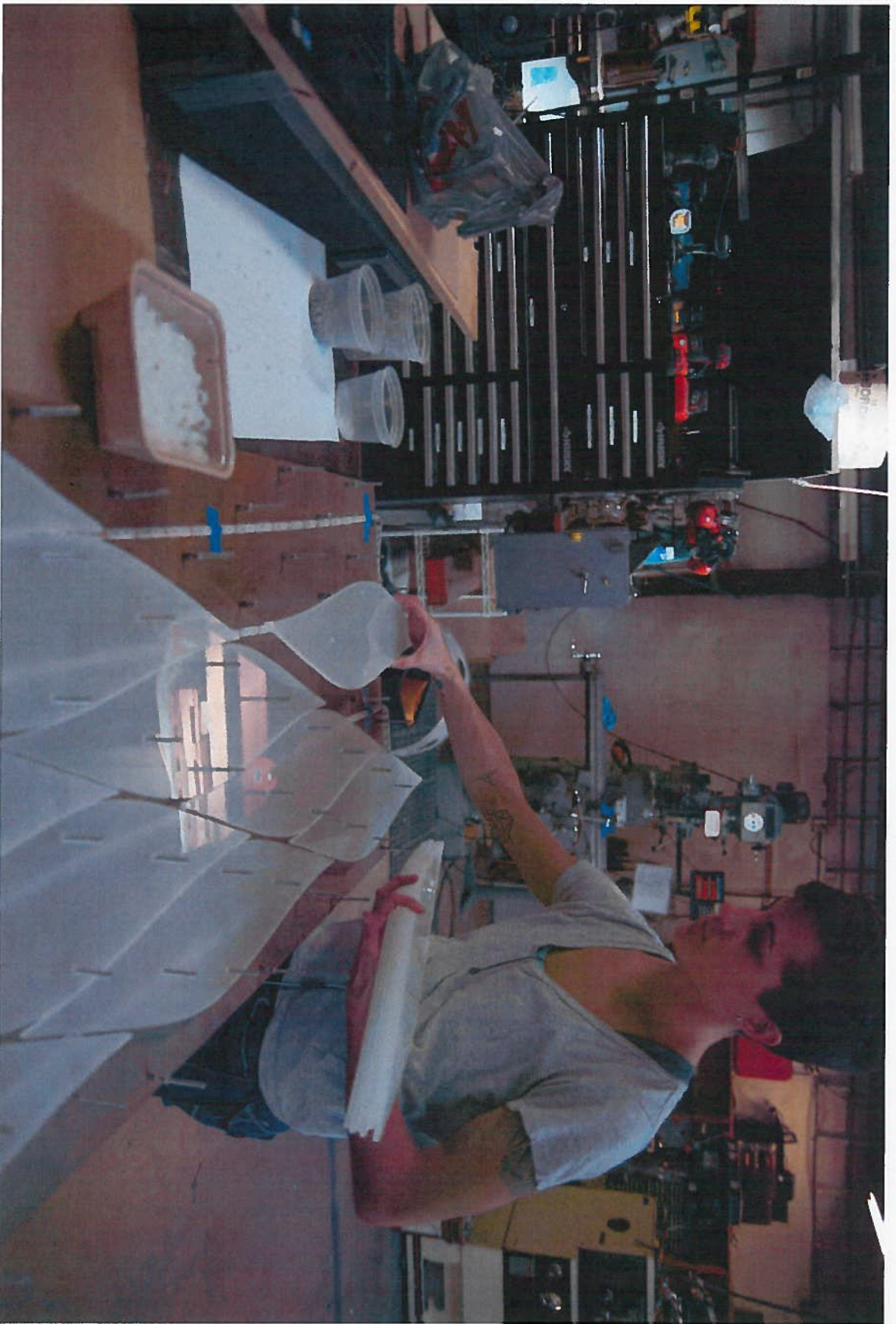
GRB Renovation

Exterior Art - Creative Machines

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April 2015



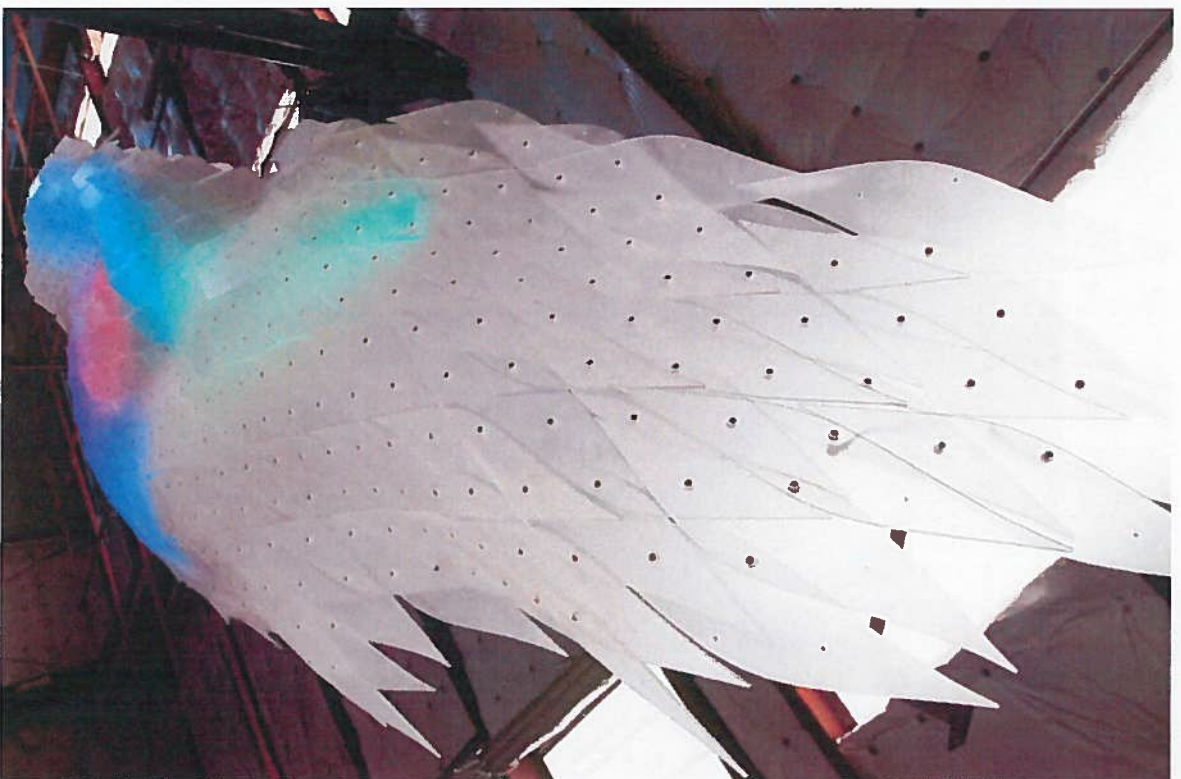
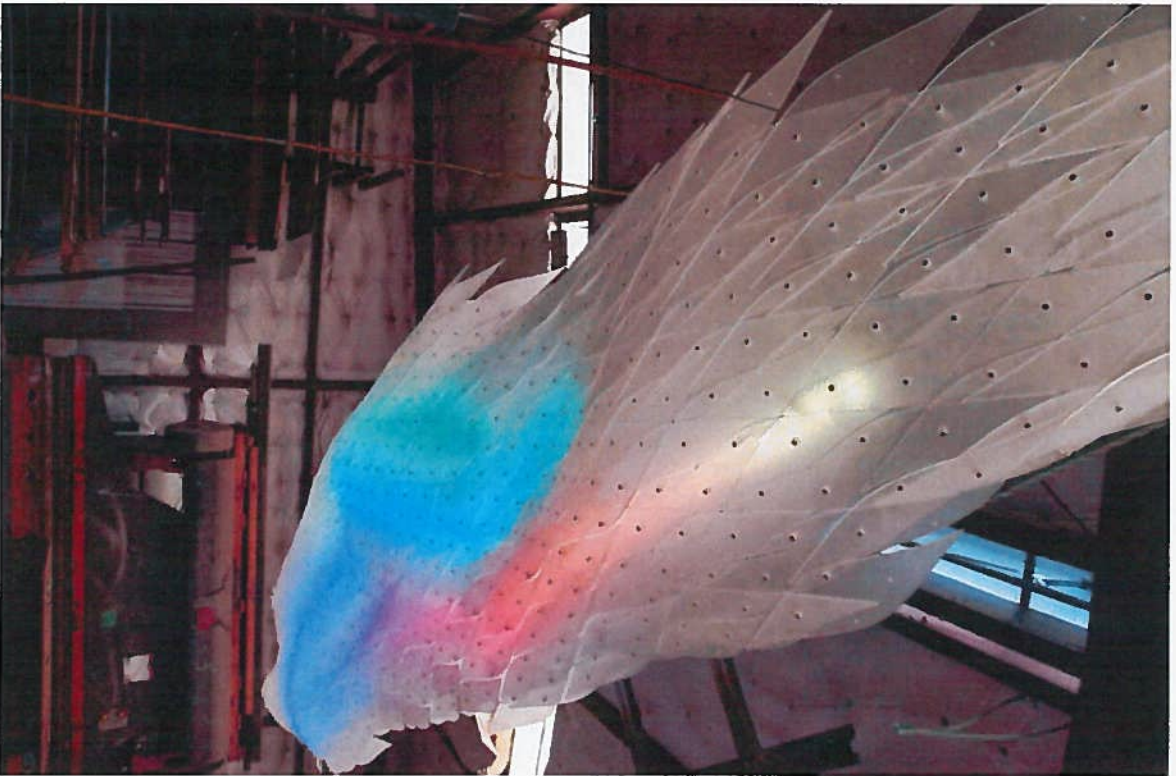
GRB Renovation

Exterior Art - Creative Machines

Wings Over Water in the Fountain of the Americas

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April 2015



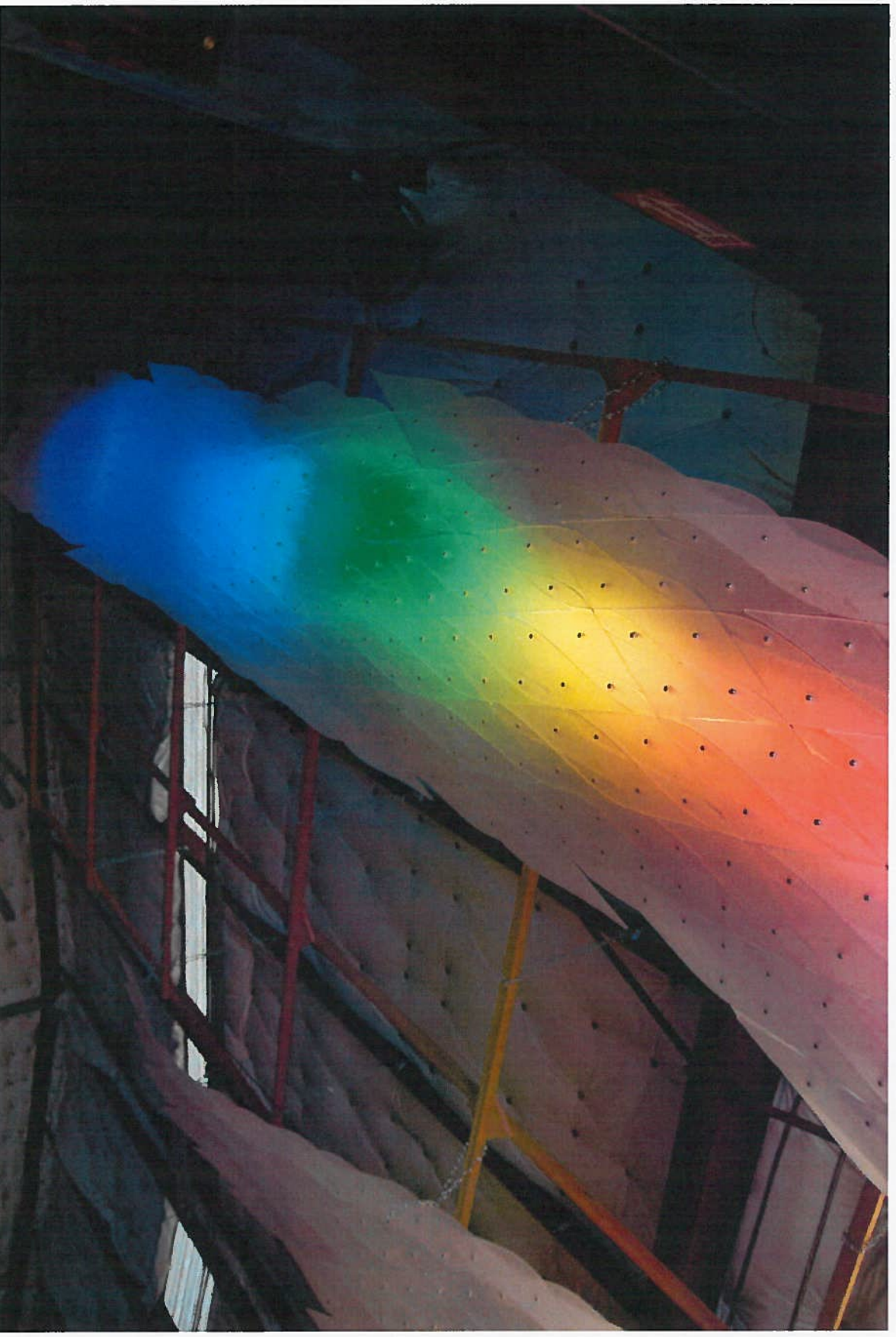
GRB Renovation

Exterior Art - Creative Machines

Wings Over Water in the Fountain of the Americas

Fabrication Photos

April 2015



GRR Renovation

Exterior Art - Creative Machines

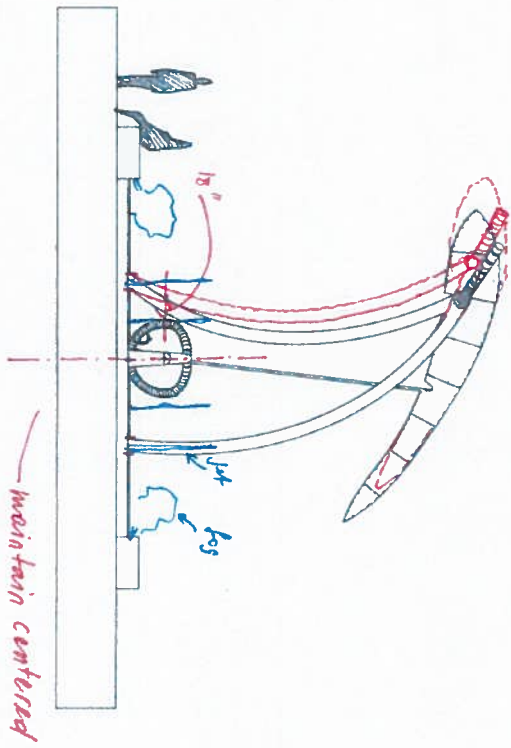
Wings Over Water in the Fountain of the Americas

Fabrication Photos

April 2015



Creative Machines Inc
1 W.C. Edmunds St.
Tucson, AZ 85714
Call/Tel: 800.861.7337
Fax: 520.951.0099
Web: 204.284.0048
www.creative-machines.com



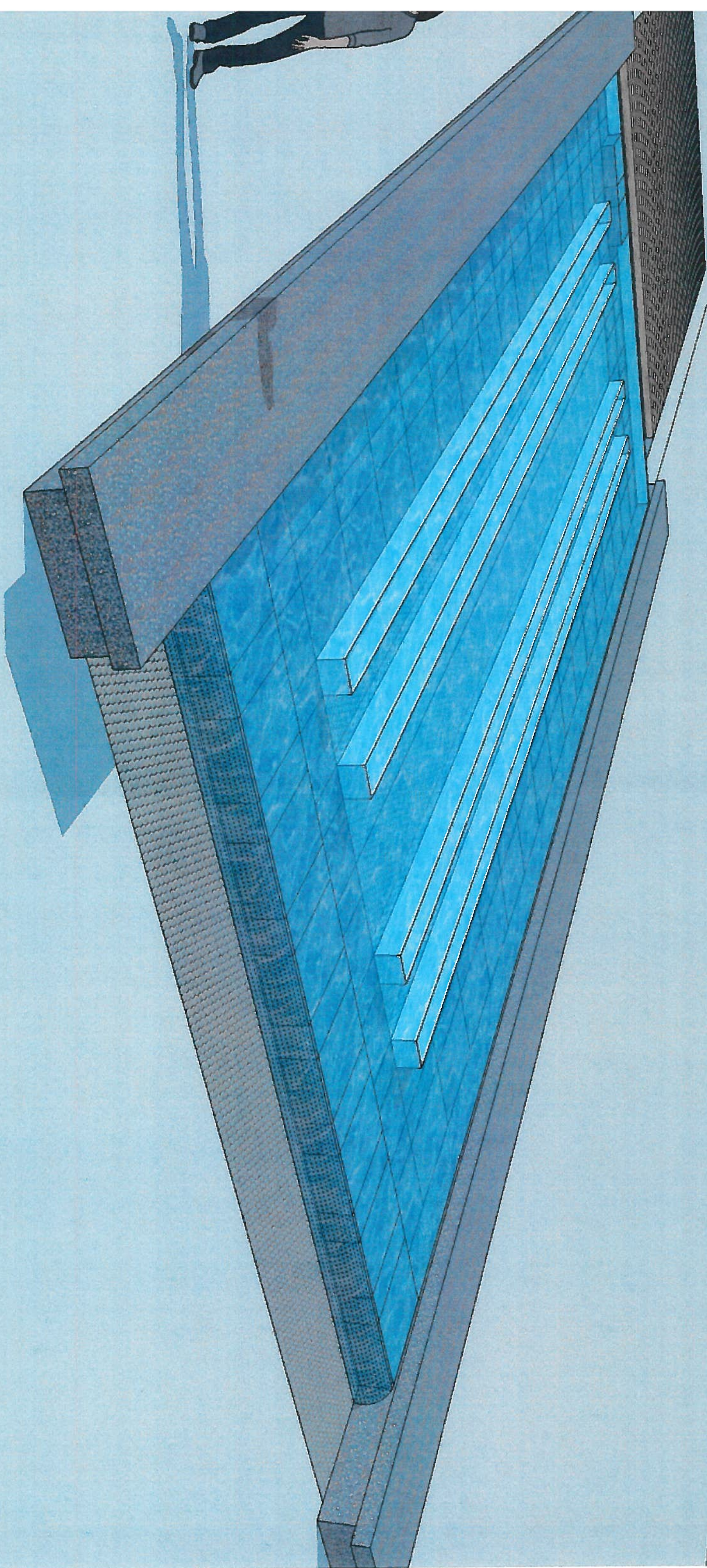
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WINGS HIDDEN FOR CLARITY
HELIX SHOWN TWICE TO INDICATE FULL
ROTATION

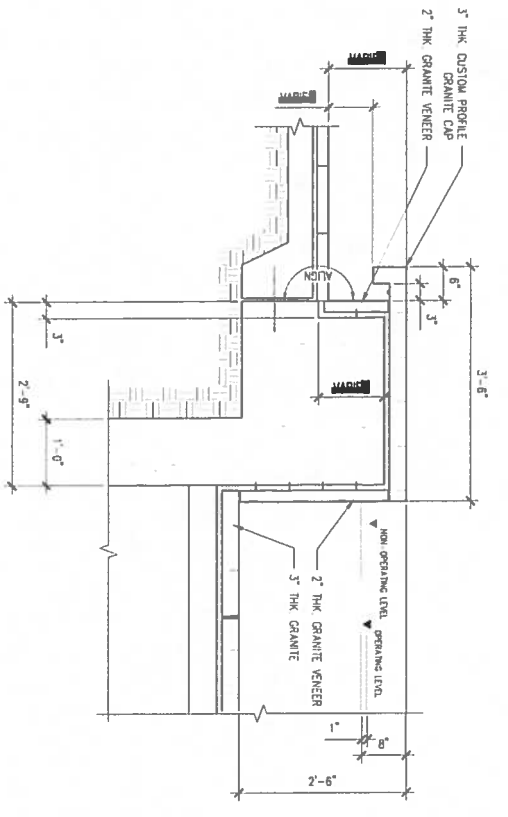
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HISTORY

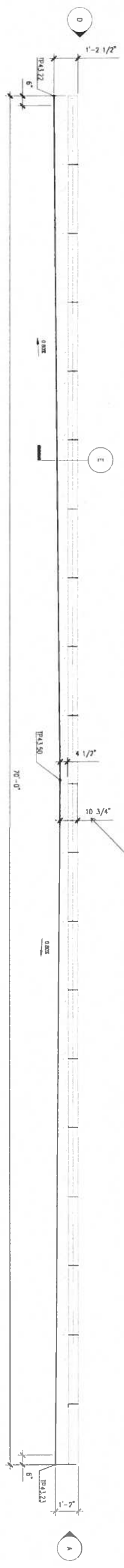
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DATE DRAWN 11/9/2015
REVISIONS

VERSION
SCHEMATIC
DESIGN

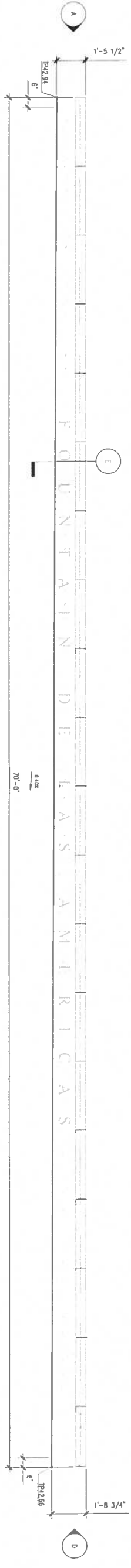




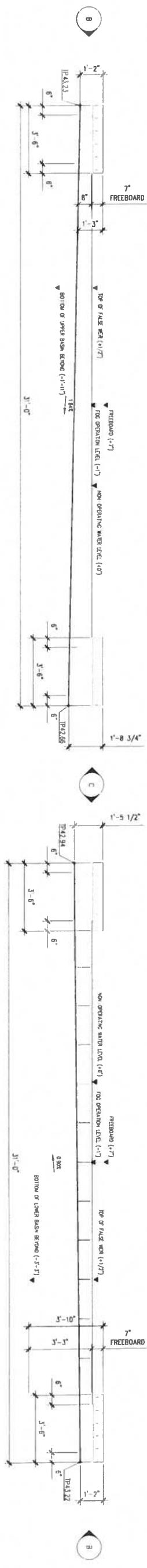
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1/2" = 1'-0"



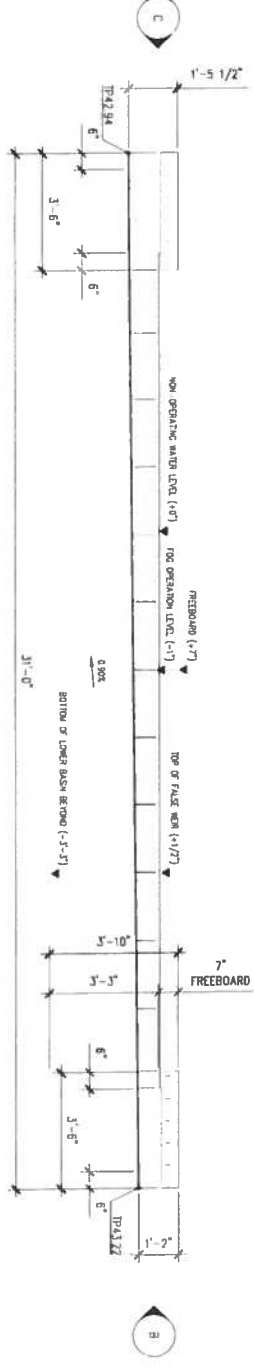
D ELEVATION - EAST FOUNTAIN SEATWALL
1/2" = 1'-0"



C ELEVATION - WEST FOUNTAIN SEATWALL
1/2" = 1'-0"



A ELEVATION - NORTH FOUNTAIN WEIR
1/2" = 1'-0"



B ELEVATION - SOUTH FOUNTAIN SEATWALL
1/2" = 1'-0"