HARRIS COUNTY – HOUSTON SPORTS AUTHORITY MINUTES OF THE BOARD OF DIRECTORS MEETING

Thursday, August 21, 2014

STATE OF TEXAS	}
HARRIS COUNTY – HOUSTON	}
SPORTS AUTHORITY	}

A meeting of the Board of Directors (the "Board") of the Harris County – Houston Sports Authority (the "Authority"), a sports and community venue district, was held in the O'Connell Board Room of the offices of the Greater Houston Convention and Visitors Bureau, 1331 Lamar Street, Suite 700, Houston, Texas, on Thursday, August 21, 2014, commencing at 10:00 a.m. Written notices of the meeting, including the date, hour, place and agenda for the meeting, were posted in Harris, Fort Bend and Montgomery Counties in accordance with the Texas Open Meetings Act. The following Directors participated in the meeting: Chairman J. Kent Friedman, Directors Joseph Callier, Greg Compean, Jess Fields, Stephen Fraga, Pam Gardner, Manson Johnson, Matthew Rogers, Jr., Chau Nguyen, and Tom Sprague. Ms. Janis Schmees Burke, Chief Executive Officer of the Authority, Mr. Tom Waggoner, Controller of the Authority, and Mr. Gene Locke, Andrews Kurth LLP, counsel for the Authority, were also present. Guests in attendance were: Mr. Curtis Flowers, former Authority Board member; Mr. Mark Arnold, Andrews Kurth LLP; Ms. Joanye Henderson, Harris County Commissioner R. Jack Cagle's office; Pastor Steve Austin, Lakewood Church; and Ms. Ashley Lundberg, Raymond James.

1. <u>Call to Order</u>. Recognizing a quorum was present, Chairman Friedman called the meeting to order at approximately 10:00 a.m. He introduced Pastor Steve Austin, Pastor and Senior Director at Lakewood Church in Houston, who offered the invocation.

2. Presentation and approval of the minutes from the Board Meeting held on June 5, 2014.

Chairman Friedman presented the draft minutes for the Board meeting held on June 5, 2014, which had been previously circulated for the Board's review. Director Compean moved that the minutes be approved, and Director Fields seconded the motion. The motion passed unanimously.

3. Chairman's Report.

Chairman Friedman congratulated Director Nguyen in her role at The Women's Home on the recent, very successful fundraising event held at the Home, and noted that there were over 500 guests in attendance. He then extended the Board's best wishes to Director Fraga on the occasion of his 40th birthday.

Chairman Friedman reported that he is cautiously optimistic that the bond refinancing will be finalized by the end of September, and although there are many moving parts with local constituencies, he believes progress is being made toward that end. He noted that the refinancing appears to be moving along smoothly with respect to MBIA, as well.

Chairman Friedman asked Director Fields, as Chairman of the Finance Committee, to provide the year-to-date financial update.

4. Year-to-date Financial Update.

Director Fields reported that actual revenues for the second quarter of 2014 exceed budget by \$2,673,962. He stated that Motor Vehicle Rental Tax revenues exceed the prior year's collections by 8.08 percent, or \$982,628; and that Hotel Occupancy Tax revenues exceed the prior year's collections by 13.47 percent, or \$1,804,242.

Director Fields stated that expenditures for the second quarter are under budget by \$138,526. He noted that garage expenses exceed garage revenues by \$69,448, some of which is related to repairs that were necessary at the garage. Director Fields said that all other categories are within budget.

Regarding the Investment Report for the second quarter, Director Fields stated that the par value of the Authority's portfolio was \$79.7 million as of June 30, 2014; the quarter's average yield was .53 percent, compared to the benchmark yield of .05 percent; and the weighted average maturity for the second quarter of 2014 was 231 days.

Chairman Friedman thanked Director Fields for his report, and then asked Ms. Burke for her Chief Executive Officer's report.

5. Chief Executive Officer's Report.

Ms. Burke gave an update relating to events recently hosted, including:

- USA Rugby vs. Scotland, which included a Wheelchair Rugby event; \$2.4 million in economic impact; great press coverage.
- The Yellow Party, held in connection with the Grand Prix, raised \$400,000 for charities.
- USA Volleyball Boys' Junior Nationals 450 teams; \$16.7 million in economic impact.

- Transplant Games of America generated \$20,000 for Team Texas; was the largest attendance on record for the Games in history; Team Texas finished first with 84 medals; Texas' Donor Registry increased from 2 million to over 5.7 million donors; \$6.6 million in economic impact.
- USA Track & Field National Junior Olympic Championships held at Turner Stadium in Humble generated a \$30.2 million economic impact.

Future events include:

- SWAC Football Championship on December 6, 2014
- Rotary Lombardi Awards on December 10, 2014
- 2015 Half Marathon Nationals
- 2015 SWAC Basketball Championships
- 2015 NCAA Men's Regionals
- 2015 World Weightlifting Championships
- 2016 NCAA Men's Final Four
- 2016 AAU Junior Olympics
- 2016 NCAA DIII Women's Golf
- 2016 Olympic Processing Center
- 2016 NCAA DI Men's Soccer
- 2017 Super Bowl
- 2017 NCAA DIII Women's Golf
- 2018 NCAA DII Women's Golf
- 2021 AAU Junior Olympics
- 2026 AAU Junior Olympics

Current bids include:

- 2015 CONCACAF Gold Cup
- 2015-2016 Australian Football
- 2015-2018 IRB World 7s
- 2016 US Olympic Team Trials Gymnastics
- 2016 US Dressage Nationals

- 2018 World Cup Rugby
- 2018-2020 NCAA Women's Final Four
- 2019 World Transplant Games

Ms. Burke further noted that additional projects include: working with Dylan Park, a City skate park and the largest in the world, to host national skate boarding events; looking for a site for a possible BMX Championship; working with Commissioner Cagle's office about a possible archery park development; and volunteer appreciation parties.

Ms. Burke completed her report with slides from the Astros' organization that showed post-season 2014/pre-season 2015 renovations planned at Minute Maid Park, all of which complies with the operations and maintenance requirements of the lease agreement. Chairman Friedman reminded the Directors that the Astros put money into an asset renewal fund each year and draw on it to make improvements and to maintain the stadium in first-class condition, as reviewed and approved by the Authority.

Government Code, the Board shall deliberate in Executive Session on the following: Consultation with attorneys on pending or potential litigation and legal matters in which attorney's duties are governed by the State of Texas (Code of Conduct), including matters related to National Public Finance Guarantee Corp and MBIA v. Harris County - Houston Sports Authority, et al., and matters related to MBIA, and Wilmington Trust v. Harris County - Houston Sports Authority and the payment of bonds and the flow of funds obligations, and matters related thereto pursuant to Section 551.071; deliberation on real estate matters, pursuant to Section 551.072; and deliberation on personnel matters, pursuant to Section 551.074.

At approximately 10:40 a.m., the Board of Directors recessed into a closed meeting to deliberate on the agenda items. Following Executive Session, the Board reconvened in open session at approximately 11:21 a.m.

7. Adjournment. There being no further business to come before the Board, and after motion made by Director Johnson and seconded by Director Rogers, the meeting was adjourned at approximately 11:25 a.m.

Adopted and approved this 23rd day of October, 2014.

J. Kent Friedman, Chairman of the Board

Jess Fields, Secretary-Treasurer