

EXH. A

FILED
In the Office of the
Secretary of State of Texas

APR 01 2013

Corporations Section

**AMENDMENT TO CERTIFICATE OF FORMATION OF
HOUSTON FIRST CORPORATION**

Reference is here made to the Articles of Incorporation of Houston Convention Center Hotel Corporation dated February 17, 2000 filed with the Secretary of State, State of Texas (under Charter No. 0157131801), as amended by (i) the First Amendment to Articles of Incorporation of Houston Convention Center Hotel Corporation dated effective as of April 3, 2000 filed with the Secretary of State, State of Texas, (ii) by the Second Amendment to Articles of Incorporation of Houston Convention Center Hotel Corporation dated effective as of April 21, 2004 filed with the Secretary of State, State of Texas and (iii) the Third Amendment to Articles of Incorporation of Houston Convention Center Hotel Corporation dated effective as of June 1, 2011 filed with the Secretary of State, State of Texas (collectively, the "Original Articles").

Pursuant to §394.016 of Chapter 394, TEX. LOC. GOV'T CODE, the City Council of the City of Houston ("City"), by Ordinance dated December 14, 2012 approved and adopted by a majority of the members of the City Council of the City on December 14, 2012, hereby amends the Original Articles by removing Articles I through XIV thereof and replacing the same with the following:

ARTICLE I

The name of the corporation is Houston First Corporation.

ARTICLE II

The Corporation is a public, non-profit corporation.

ARTICLE III

The period of its duration is perpetual.

ARTICLE IV

The Corporation is organized and is to be operated specifically to aid and act on behalf of the City for the following purposes:

(a) operating, managing, developing, repairing, maintaining, financing, equipping, improving, enlarging and leasing (or, in each case, contracting with others to do so) the George R. Brown Convention Center, the Gus S. Wortham Theater Center, the Jesse H. Jones Hall for the Performing Arts, Miller Outdoor Theatre, Talento Bilingue de Houston, Houston Center for the Arts, Ray C. Fish Plaza, Jones Plaza (and, in each case, related parking lots and garages), Sesquicentennial Park I & II, Sweeney Clock Triangle, Root Square Memorial Park, the Theater District Parking Garages, Lots C and H, the Convention District Garage, and such other currently existing or hereafter acquired facilities, theaters, parks, tracts, lots, garages, surface parking lots and amenities which may augment or benefit such facilities or foster or promote tourism, hotel occupancy, or the arts and entertainment generally;

(b) developing, establishing, constructing, improving, acquiring, conveying, enlarging, equipping, repairing, operating or maintaining any or all of the following (or, in each case, contract with others to do so): one or more hotels, cultural venues, retail/residential developments, convention and entertainment facilities, or green space, along with related infrastructure (including parking lots/garages)

and executing and entering into contracts for the provision of management, leasing, construction, design, development, operations and other services related thereto;

(c) providing contract administration services and management of agreements relating to the Hobby Center for the Performing Arts, the Houston Aquarium, Greater Houston Convention and Visitors Bureau, Bayou Place, and such other agreements of any nature or kind over which management has been or may hereafter be assigned to the Corporation by the City or entered into by the Corporation;

(d) undertaking services by agreement with the City that have the effect of lessening the burden on government;

(e) promoting economic growth and job creation in the City;

(f) endeavoring to enhance the quality of life for the citizens of Houston; and

(g) conducting any and all other lawful business and performing any other function or operation reasonably related to any of the foregoing.

The Corporation was formed pursuant to Subchapter D of the TEX. TRANSP. CODE (the "Act"), as it now or may hereafter be amended, and Chapter 394 of the TEX. LOC. GOV'T CODE, which authorizes the Corporation to assist and act on behalf of the City and to engage in activities in the furtherance of the purposes for its creation; provided, however, that the Corporation shall not be authorized to make or acquire home mortgages, or to make loans to lending institutions, the proceeds of which are to be used to make home mortgages or to make loans on residential developments.

The Corporation shall have and exercise all of the rights, powers, privileges, authority and functions which are available to nonprofit corporations in the State of Texas and which are necessary or useful to enable the Corporation to perform the purposes for which it is created, including without limitation, the power to (whether directly or through one or more subsidiaries of the Corporation) (i) incur liabilities, borrow money, issue notes, bonds, or other obligations and secure its obligations by mortgaging or pledging its property, franchises, or income; (ii) acquire, receive, own, hold, improve, use, and deal in and with property or an interest in property; (iii) sell, convey, mortgage, pledge, lease, exchange, and otherwise dispose of property; (iv) be a promoter, organizer, owner, partner, member, associate, or manager of an organization; (v) seeking, accepting, negotiating, entering into one or more sponsorship and/or branding agreements; and (vi) make donations for the public welfare or for a charitable, scientific, or educational purpose. Notwithstanding any of the foregoing, without the consent of the City, the Corporation shall not enter into any contract for the sale of, or sell any hotel that is owned or becomes owned by the Corporation or any real property on which a hotel is located; this provision does not require the Corporation or any third party mortgagee to obtain the consent of the City to the grant (or enforcement) of a third party mortgage or deed of trust lien on any hotel property that is owned or becomes owned by the Corporation.

The Corporation was created as a local government corporation pursuant to the Act and shall be a governmental unit within the meaning of Chapter 101, TEX. CIV. PRAC. & REM. CODE. The operations of the Corporation are governmental and not proprietary functions.

To the maximum extent permitted by applicable law, the Corporation shall, in the conduct of its business, require its contractors to comply with the City's prevailing wage rates for building construction in accordance with Chapter 2258 of the TEX. GOV'T CODE. Further, the Corporation shall maintain a minority-owned, women-owned and small business enterprise program.

In the manner and to the extent required by applicable law, the Corporation will comply with the provisions of the Texas Open Meetings Act (TEX. GOV'T CODE §§551.001 to 551.146) and the Texas Public Information Act (TEX. GOV'T CODE §§552.001 to 552.353) in force in the State of Texas from time to time.

ARTICLE V

The Corporation shall have no members and shall have no stock.

ARTICLE VI

All powers of the Corporation shall be vested in a board of directors ("Board of Directors") consisting of not less than 5 nor more than 11 persons. The 9 persons serving currently as Directors, having been divided into two classes, are set forth in Article VIII.

Subsequent Directors shall be appointed to the Board of Directors by the Mayor of the City, with the approval of the City Council of the City and divided into two classes as nearly equal in number as possible for the purpose of staggering their terms. The term of the Directors shall be for no more than four years, as determined by the Mayor of the City upon their appointment; provided, however, that each Director shall continue to serve until his or her successor has been appointed and approved. Any Director may be removed from office at any time, with or without cause, by the Mayor of the City and the Mayor of the City shall have the right to appoint a replacement for such Director for the balance of the term applicable to such Director, such appointment to be subject to the confirmation of the City Council of the City. The number of Directors may only be increased to more than 11 or decreased to less than 5 by an amendment to this Amendment to Certificate of Formation.

To be qualified to serve as Director, a person must be 18 years old. At no time may less than a majority of the members of the Board of Directors be residents of the City.

In addition to the Directors, the Corporation may also have non-voting advisory members of the Board of Directors in such number as the Mayor of the City may appoint from time to time, each such appointment to be subject to confirmation by the City Council of the City. The Mayor of the City shall have the right to remove any of such non-voting advisory members at any time, with or without cause. The Mayor shall have the right to appoint a replacement for such removed person, subject to confirmation by the City Council of the City. Non-voting advisory members of the Board of Directors may, but need not be, residents of the City.

All other matters pertaining to the internal affairs of the Corporation shall be governed by the Bylaws of the Corporation, so long as such Bylaws are not inconsistent with this Amendment to Certificate of Formation, or the laws of the State of Texas.

ARTICLE VII

The street address of the registered office of the Corporation is 1001 Avenida de las Americas, Houston, Texas, 77010, and the name of its registered agent at such address is Dawn Ullrich. The written consent of the registered agent is maintained by the Corporation.

ARTICLE VIII

The Mayor of the City, with the approval of the City Council of the City, hereby confirm the names and addresses of following persons who shall serve as Directors of the Corporation for their current respective terms or until their successors are appointed:

		Name	Address
1	B	Ric Campo ✓	3 Greenway Plaza, Ste. 1300, Houston, TX 77046
2	B	Katy Caldwell ✓	3311 Richmond Ave., Ste. 230, Houston, TX 77098
3	B	Thomas Deon Warner ✓	550 Westcott St., Ste. 415, Houston, TX 77007
4	B	David Arpin ✓	1221 Kipling St., Houston, TX 77006
5	A	Joe Ting ✓	2825 Wilcrest Dr., Ste. 200, Houston, TX 77042
6	A	Hasmukh D. Patel ✓	4602 Katy Fwy., Houston, TX 77007
7	A	Desrye M. Morgan ✓	Two Allen Center, 1200 Smith St., Ste. 1600, Houston, TX 77002
8	A	David Solomon ✓	4900 Woodway Dr., Ste. 940, Houston, TX 77027
9	A	Richard Rabinow ✓	3711 San Felipe St., #12, Houston, TX 77027

ARTICLE IX

The names and street addresses of the original incorporators, each of whom resided within the City at such time, are set forth below:

Richard Lewis	910 Bagby, Houston, Texas 77002
Gerard J. Tollett	910 Bagby, Houston, Texas 77002
Donald J. Henderson	1200 Louisiana, 4th Floor, Houston, Texas 77002

ARTICLE X

No Director shall be liable to the Corporation for monetary damages for an act or omission in the Director's capacity as a Director, except for liability (i) for any breach of the Director's duty of loyalty to the Corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for any transaction from which the Director received an improper benefit, whether or not the benefit resulted from an act taken within the scope of the Director's office, or (iv) for acts or omissions for which the liability of a Director is expressly provided by statute.

Any repeal or amendment of this Article X by the Directors shall be prospective only, and shall not adversely affect any limitation on the personal liability of a Director existing at the time of such repeal or amendment. In addition to the circumstances in which a Director is not personally liable as set forth in the preceding sentences, a Director shall not be liable to the fullest extent permitted by any amendment to the State of Texas statutes hereafter enacted that further limit the liability of a Director.

For purposes of this Article X, a non-voting advisory member of the Board of Directors shall be considered a Director.

ARTICLE XI

Regardless of any other provision in this Amendment to Certificate of Formation or the laws of the State of Texas, the Corporation may not: (a) permit any part of the net earnings of the Corporation to inure to the benefit of any private individual (except that reasonable compensation may be paid for personal services rendered to or for the Corporation in effecting one or more of its purposes); (b) devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise, except as provided by the Internal Revenue Code and related regulations, rulings, and procedures; or (c) participate in or intervene in (including publishing or distributing statements and any other direct or indirect campaign activities) any political campaign on behalf of any candidate for public office. The prohibited activities include publishing or distributing statements and any other direct or indirect campaign activities.

If the Board of Directors determines by resolution that the purposes for which the Corporation was formed have been substantially met and all bonds issued by and all obligations incurred by the Corporation have been fully paid, then the Board of Directors shall execute a certificate of dissolution which states those facts and declares the Corporation dissolved in accordance with the requirements of §394.026 of the TEX. LOC. GOV'T. CODE, or which applicable law then in existence. In the event of dissolution or liquidation of the Corporation, all assets will be turned over to the City, unless the City Council or applicable law shall otherwise direct.

ARTICLE XII

The Corporation is a constituted authority and a public instrumentality within the meaning of the regulations of the United States Treasury Department and the rulings of the Internal Revenue Service prescribed and promulgated pursuant to §103 of the Internal Revenue Code (or the corresponding section of any future federal tax code), and the Corporation is authorized to act on behalf of the City as provided in this Amendment to Restated Certificate of Formation. However, the Corporation is not a political subdivision or political corporation of the State of Texas within the meaning of its constitution and laws, including, without limitation, Article III, §52 of said constitution, and no agreements, bonds, debts, or obligations of the Corporation are or shall ever be deemed to be the agreements, bonds, debts, or obligations, or the lending of credit, or a grant of public money or thing of value, of or by the City or any other political corporation, subdivision, or agency of the State of Texas, or a pledge of the faith and credit of any of them.

ARTICLE XIII

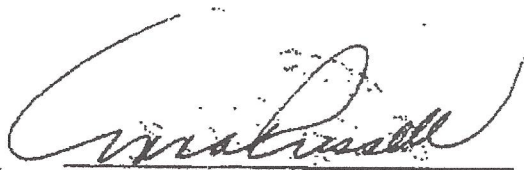
This Amendment to Certificate of Formation may not be changed or amended unless approved by the City Council of the City.

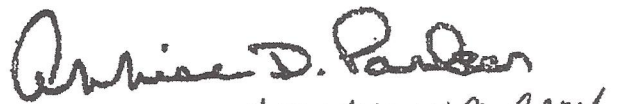
[end of page; signature page follows]

ARTICLE XIV

On February 16, 2000 the City Council of the City duly adopted a resolution approving the form of these Articles of Incorporation and approving the creation of the Corporation.

Dated effective as of December 12, 2012.



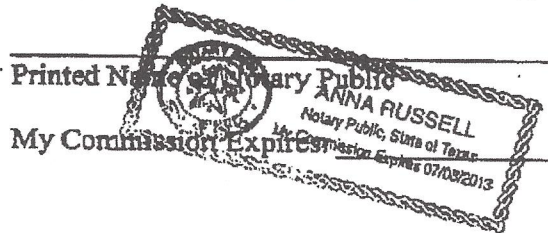
City Secretary

Mayor of the City of Houston

THE STATE OF TEXAS §
§
COUNTY OF HARRIS §

This foregoing instrument was acknowledged before me on the 26th day of March, 2013 by Mayor Annise Parker.

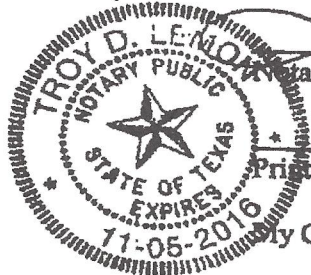
[Signature]
Notary Public in and for the State of Texas



THE STATE OF TEXAS §
§
COUNTY OF HARRIS §

This foregoing instrument was acknowledged before me on the 26th day of March, 2013 by Anna Russell, City Secretary.

[Signature]
Notary Public in and for the State of Texas
Printed Name of Notary Public
My Commission Expires: _____



VERIFICATION

THE STATE OF TEXAS

§
§
§

COUNTY OF HARRIS

BEFORE ME, the undersigned authority, personally appeared **Anna Russell**, known to me to be the person whose name is subscribed below, who, after being by me duly sworn, upon her oath did depose and say that she is the **City Secretary of the City of Houston, Texas**; that she has examined the foregoing **Amendment to Certificate of Formation of Houston First Corporation** and that same was approved by City Council of the City of Houston, Texas by Ordinance No. 2012-1049, on December 12, 2012; as such she is duly authorized to make this verification:



Anna Russell
City Secretary

SUBSCRIBED AND SWORN TO BEFORE ME by the said Anna Russell, City Secretary of the City of Houston, Texas on this 26th day of March, 2013.





Notary Public in and for the State of Texas

Printed Name of Notary Public _____

My Commission Expires: _____

EXH. B

133. Fwd:

From: "Campo, Ric" <rcampo@camdenliving.com>
To: Dawn Ullrich <Dawn.Ullrich@houstonfirst.com>
Sent Date: Tue Jun 02 22:23:57 CDT 2015
Processed Date: Tue Jun 02 22:24:09 CDT 2015
Subject: Fwd:

This is a real problem.

Sent from my iPhone

Begin forwarded message:

From: Andy <aicken@aol.com<mailto:aicken@aol.com>>
Date: June 2, 2015 at 10:21:01 PM CDT
To: Richard Campo <rcampo@camdenliving.com<mailto:rcampo@camdenliving.com>>

I'm going through my evening mail and seething. At what point is Dawn going to realize Houston First is a component unit of the City? Time after time I find the HFC silo she is managing is doing everything she can to isolate their activities from interactions with the city.

Using an excuse that they are 'minimizing bureaucracy' doesn't cut it and in fact it is simple things like that that have built up the perception in several council members that they have no control over HFC and need to make changes. No matter how many times I talk to you and you counsel her nothing changes. She is in the process of killing the goose that is laying the golden egg.

Sent from my iPad

[Camden]Join Camden in going green. Think twice before printing this email.

EXH. C



THE ATTORNEY GENERAL
OF TEXAS

AUSTIN, TEXAS 78711

JOHN L. BELL
ATTORNEY GENERAL

January 23, 1973

Honorable David Wade
Commissioner
Texas Department of Mental Health
and Mental Retardation
P. O. Box 12668, Capitol Station
Austin, Texas

Opinion No. H-3

Re: Construction of
Article 6252-17,
Vernon's Civil
Statutes (the
"Open Meetings
Act").

Dear Dr. Wade:

Your letter requesting an opinion of this office
states:

"In order for the Texas Board of Mental Health and Mental Retardation to more efficiently manage its affairs, it desires to divide its membership into various committees. Those matters to be presented to the Texas Board of Mental Health and Mental Retardation would first be assigned to the appropriate committee. The various committees would at their discretion meet with members of the Texas Board of Mental Health and Mental Retardation staff to discuss and study the matter before it and would recommend a course of action to the Texas Board of Mental Health and Mental Retardation at its open public meeting. Any member of the Texas Board of Mental Health and Mental Retardation could attend these committee meetings and discuss the matters under consideration but only committee members would be allowed to vote on what recommendation the committee was to make to the Texas Board of Mental Health and Mental Retardation.

"These committee meetings would not be open to the public and no notice of such meetings would be posted.

"Your opinion is respectfully requested with respect to whether or not the procedure as outlined above violates Article 6252-17, V.A.C.S."

Appropriate portions of Article 6252-17, Vernon's Texas Civil Statutes (the "Open Meetings Act"), read as follows:

"Section 1. (a) Except as otherwise provided in this Act, every regular, special, or called meeting or session of every governmental body shall be open to the public.

"(b) A 'governmental body,' within the meaning of this Act, is any board, commission, department, or agency within the executive department of the state, which is under the direction of three or more elected or appointed members. . . ."

"Sec. 2.

". . . .

"(d) The provisions of this Act shall not apply to periodic conferences held among staff members of the governmental body. Such staff meetings will be only for the purpose of internal administration and no matters of public business or agency policies that affect public business will be acted upon."

". . . .

"Sec. 3A. (a) Written notice of the date, place, and subject of each meeting held by a governmental body shall be given before the meeting as described by this Section."

The provisions of Article 6252-17, V.T.C.S. are mandatory and are to be liberally construed to effect its purpose. Toyah Ind. Sch. Dist. v. Pecos - Barstow Ind. Sch. Dist., 466 S.W.2d 377 (Tex.Civ.App. 1971, no writ). The Court in that case recited the legislative purpose for the enactment

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of the statute to be one "of assuring that the public has the opportunity to be informed concerning the transactions of public business". In determining whether a particular meeting of the School Board was to be declared voidable, the Court asked itself:

"Is the above state legislative purpose effected by an interpretation which declares that action taken at an illegal meeting cannot be questioned?" (466 S.W.2d at 380)

The Texas Board of Mental Health and Mental Retardation is a "governmental body" within the meaning of the statute. Texas Liquor Control Bd. v. Continental Distilling Sales Co., 199 S.W.2d 1009, 1013 (Tex.Civ.App. 1947, no writ). Any meeting of the full Board for the purpose of discussing and studying a matter and deciding upon a course of action is required to be open to the public unless one of the statutory exceptions applies.

One of the exceptions provided by the Act is:

"(d) The provisions of this Act shall not apply to periodic conferences held among staff members of the governmental body. Such staff meetings will be only for the purpose of internal administration and no matters of public business or agency policies that affect public business will be acted upon.

This exception would be unnecessary unless the Act applies to meetings within the body other than formal board meetings.

Your letter indicates an expectation that Board Members composing a committee created by the authority of the full Board would themselves periodically meet with the agency staff "to discuss and study the matter before it and . . . recommend a course of action to the Texas Board of Mental Health and Mental Retardation at its open public meeting".

Paraphrasing the question posed in the Toyah case, supra, we ask:

"Is the legislative purpose effected by an interpretation which declares that Board members acting as an official committee of the Board may make decisions at private meetings closed to the public, that the full Board might lawfully accomplish only at a meeting open to the public?"

A committee, assuming that its members did not compose a quorum of the full Board, would have no power to bind the Board on matters before it. Nevertheless a real danger exists that the full Board might become merely the "rubber stamp" of one or more of its committees and thereby deprive the public of access to the effective decision-making process. Cf. Acord v. Booth, 35 Utah 279, 93 Pac. 734(1908).

A holding that a committee, which makes recommendations only, is governed by the Open Meetings Act is not without precedent. The duty of the State Textbook Committee, prescribed by statute, is to recommend to the State Commissioner of Education a complete list of textbooks which it approves for adoption. Books not recommended by it cannot be adopted by the State Board of Education. In Attorney General's Opinion M-136(1967) it was held that the exclusion of books from schools is an important exercise of a governmental function, undertaken by an agency of the government, whatever its name, within the spirit and intent of the Act and that, therefore, the Act applied.

In Attorney General's Opinion M-220(1968), the term "meeting", as used in the Open Meetings Act, was defined as "one in which the members of the governmental body transact official business with which such agency is charged to perform". The word "transact" was not defined. However, it connotes an interchange of ideas or actions and is broader than the word "contract". A "transaction" may involve negotiations or dealings only partly concluded. See Bozied v. Edgerton, 58 N.W.2d 313 (Minn., 1953); Securities and Exchange Commission v. Talley Industries, Inc., 399 F.2d 396 (2d Cir.1968); Knoepfle v. Suko, 108 N.W.2d 456, 462 (N.D., 1961); Webster's Third New International Dictionary, p.2425; Black's Law Dictionary, 4th Ed., p.1668; 42 Words & Phrases 335.

Whatever are the limitations placed on the activities of Board Members meeting in private, it is clear that staff members of the governmental body can meet and confer privately only for purposes of internal administration and that no matter affecting public business may be acted upon at such meetings. Since Staff members themselves have no power to act for the Board in the formal sense, the Legislature must have had in mind actions of a less final nature when it prohibited staff members from privately meeting to act on public business. The obvious purpose was to avoid pro forma public approval by the agency of matters already privately determined by its staff, and to insure that policy decisions and deliberations would not be made in bureaucratic isolation, but exposed to the view of the interested public. A staff meeting called for the purpose of making recommendations to the Board for action in matters before the Board would seem to be within the prohibition.

It would be strange if the Legislature intended that staff members could act otherwise at private staff meetings so long as one or more members of the Board, acting as a committee, were present, and it is the opinion of this office that the Legislature had no such intention. It follows that a committee of Board members may not meet privately and without complying with the provisions of Article 6252-17 with staff members for the purpose of formulating recommendations to be made to the full Board concerning the disposition of matters before the Board. Therefore, our answer to the question posed by your letter as it applies to this particular situation, is in the negative.

This opinion must be construed as limited to the question you asked. It is our understanding that the Board is concerned primarily with formulating basic and general policies and not with particular, individual cases or case histories. Art. 5547-202, Sec. 2.11(a), V.T.C.S. It is not our intent to hold that information concerning identified individuals should be made public, in violation of Sec. 2.23(c) of Art. 5547-202, V.T.C.S.

Section 1(c) of the Open Meetings Act provides:

'Governmental body' means any board, commission, department, committee, or agency within the executive or legislative department of the state, which is under the direction of one or more elected or appointed members; and every Commissioners Court and city council in the state, and every deliberative body having rule-making or quasi-judicial power and classified as a department, agency, or political subdivision of a county or city; and the board of trustees of every school district, and every county board of school trustees and county board of education; and the governing board of every special district heretofore or hereafter created by law.

V.T.C.S. art. 6252-17, s 1(c). For a local-level entity to constitute a "governmental body" under section 1(c), as a general rule, the entity must fall within one of the section's three specific descriptions. Attorney General Opinions [JM-794](#) (1987); [JM-340](#) (1985). Subcommittees of school districts are not listed expressly.

The first category includes "every deliberative body having rule-making or quasi-judicial power and classified as a department, agency, or political subdivision of a county or city." V.T.C.S. art. 6252-17, s 1(c). Subcommittees or agencies of a city or county therefore fall within the definition of "governmental body" when they have rule-making or quasi-judicial power. See, e.g., Attorney General Opinions [JM-1007](#) (1989), H-1281 (1978) (salary grievance committees); MW-506 (1982) (board of trustees of firemen's retirement fund has quasi-judicial powers and is agency of city); MW-177 (1980) (higher education authority created by city or cities); H-554 (1975) (hospital authority that performs governmental function and that is created by city). The act does not cover a purely "advisory" agency of a county or city that is not composed of members of the governmental body. See Attorney General Opinion H-467 (1974) (city's library board).

The definition of "governmental body" also lists two other categories of local-level entities: school districts and special districts. The definition does not list agencies or committees subordinate to school districts and special districts. [Attorney General Opinion JM-340](#) (1985). This omission implies that subcommittees of school districts and other special districts are not covered by the act. This does not, however, prevent a subcommittee of a special district covered by the act from falling within the scope of the Open Meetings Act. This is true particularly in regard to subcommittees comprising members of the parent governmental body.

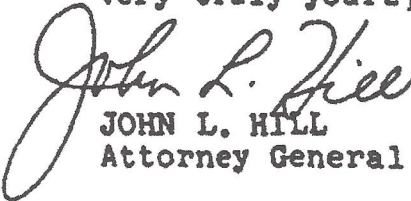
When a subcommittee includes members of a parent governmental body, the subcommittee itself may be covered by the Open Meetings Act. In 1973, the attorney general considered whether a state-level entity, the Texas Board of Mental Health and Mental Retardation, could institute a practice of dividing board members into several specialized committees. Attorney General Opinion [H-3](#) (1973). The committees were to meet with the board's staff to study specific matters and recommend actions at open meetings of the whole board. Reasoning that the board might simply "rubber-stamp" the committees' recommendations and that this would deprive the public of access to the board's

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- S U M M A R Y -

Official committees composed of members of governmental bodies regulated by Article 6252-17, Vernon's Texas Civil Statutes, meeting to formulate recommendations for the disposition of matters pending before the parent body, must comply with the "notice" and "open meeting" provisions of Article 6252-17.

Very truly yours,



JOHN L. HILL
Attorney General of Texas

APPROVED:



JOHN M. BARRON
First Assistant



DAVID M. KENDALL, Chairman
Opinion Committee



**THE ATTORNEY GENERAL
OF TEXAS**

AUSTIN, TEXAS 78711

**JOHN L. HILL
ATTORNEY GENERAL**

May 13, 1976

The Honorable E. Richard Friedman
Chairman
Texas Optometry Board
603 West 13th Street No. 115
Austin, Texas 78701

Opinion No. H- 823

Re: Meetings of the
Investigation-Enforcement
Subcommittees of the Texas
Optometry Board

Dear Dr. Friedman:

You have asked if the meetings of the Investigation-Enforcement subcommittees of the Texas Optometry Board are required to be open.

The Texas Optometry Board consists of six members appointed by the Governor and confirmed by the Senate. V.T.C.S. art. 4552-2.01. Pursuant to Board rules there is a committee of the whole Board known as the Investigation-Enforcement Committee. This committee of the whole is divided into three two-member subcommittees, each of which has responsibility for one-third of the State. Each subcommittee hires an investigator. If that investigator determines that a charge should be filed against a licensee or other person, the subcommittee studies the charges, conducts further investigation by issuing subpoenas and by hearing witnesses, and determines what further action should be taken.

It has been held that the Open Meetings Act, article 6252-17, V.T.C.S., applies to committees of state boards. Attorney General Opinions H-238 (1974), H-3 (1973). In light of those opinions, we believe it is clear that the Act generally applies to meetings of the Investigation-Enforcement Subcommittee of the Board.

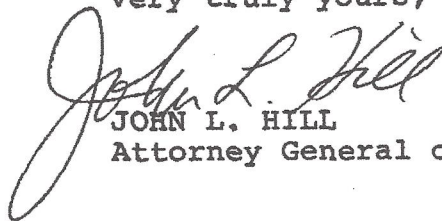
We have reviewed the Act to determine if there are any exceptions which would sometimes permit the subcommittee to meet in closed session or which would except it from the coverage of the Act. As indicated above, the basic activities of the subcommittees are meetings to investigate charges by hearing testimony and meetings to determine what action should be taken on specific complaints. We know of no exception contained in the Open Meetings Act which would except such meetings. Specifically, it has been held that there is no exemption in the Act which relates to meetings held for the purpose of taking testimony. Letter Advisory No. 84 (1974). It is significant to note that even though this Letter Advisory was addressed to a legislative committee, the Legislature met and made no changes in the statute which would provide such an exemption.

Accordingly, so long as the Board conducts its investigations by committees or subcommittees of the Board, the meetings of those committees or subcommittees will be required to be open as provided by the Open Meetings Act.

S U M M A R Y

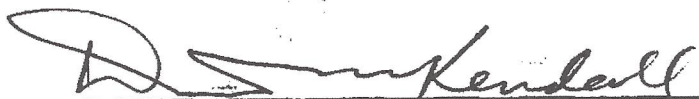
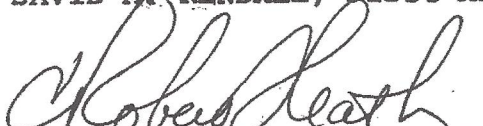
Meetings of the Investigation-Enforcement Subcommittee of the Texas Optometry Board are required to be open under the Open Meetings Act.

Very truly yours,



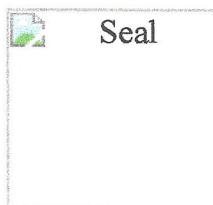
JOHN L. HILL
Attorney General of Texas

APPROVED:


DAVID M. KENDALL, First Assistant
C. ROBERT HEATH, Chairman
Opinion Committee

jwb

Libraries, The Portal to Texas History, <http://texashistory.unt.edu>; crediting UNT Libraries Government Documents Department, Denton, Texas.



Office of the Attorney General State of Texas

July 12, 1989

Honorable Ernestine V. Glossbrenner Chairman Public Education Committee Texas House of Representatives P.O. Box 2910 Austin, Texas 78768-2910	Opinion No. JM-1072 Re: Whether certain subcommittees of the board of trustees of school districts are subject to the Texas Open Meetings Act, article 6252-17, V.T.C.S. (RQ-1702)
--	--

Dear Representative Glossbrenner:

As chair of the House Public Education Committee, you inquire about the extent to which the Texas Open Meetings Act, article 6252-17, V.T.C.S., applies to committees of the board of trustees of a school district. In specific, you ask about a committee of members of the board of trustees that comprises less than a quorum of the board. You indicate that the committee at issue "performs functions regarding matters affecting the school district." We presume that your question is limited to those functions that such a committee may lawfully perform. See *Webster v. Texas & Pac. Motor Transp. Co.*, 166 S.W.2d 75, 76 (Tex.1942).

The Open Meetings Act requires that each "governmental body" in this state post notice for and deliberate at meetings that are open to the public unless a closed session is expressly permitted. V.T.C.S. art. 6252-17, s 2(a); see *Cox Enterprises, Inc. v. Board of Trustees of Austin Indep. School Dist.*, 706 S.W.2d 956, 960 (Tex.1986); see also Attorney General Opinion H-3 (1973) (act opens decision-making process); but see *City of San Antonio v. Aguilar*, 670 S.W.2d 681, 686 (Tex.App.--San Antonio 1984, writ ref'd n.r.e.) (attorney-client privilege may form separate basis for closed meeting). The act encompasses each "meeting," which is defined, in part, as "any deliberation between a quorum of members of a governmental body." V.T.C.S. art. 6252-17, s 1(a) (emphasis added). A "quorum" is a majority of the governing body. *Id.* s 1(d). Many governmental bodies believe that the act does not apply when a quorum is not present. Whether such subcommittees are themselves subject to the act depends, in part, on the act's definition of "governmental body."

Section 1(c) of the Open Meetings Act provides:

'Governmental body' means any board, commission, department, committee, or agency within the executive or legislative department of the state, which is under the direction of one or more elected or appointed members; and every Commissioners Court and city council in the state, and every deliberative body having rule-making or quasi-judicial power and classified as a department, agency, or political subdivision of a county or city; and the board of trustees of every school district, and every county board of school trustees and county board of education; and the governing board of every special district heretofore or hereafter created by law.

V.T.C.S. art. 6252-17, s 1(c). For a local-level entity to constitute a "governmental body" under section 1(c), as a general rule, the entity must fall within one of the section's three specific descriptions. Attorney General Opinions [JM-794](#) (1987); [JM-340](#) (1985). Subcommittees of school districts are not listed expressly.

The first category includes "every deliberative body having rule-making or quasi-judicial power and classified as a department, agency, or political subdivision of a county or city." V.T.C.S. art. 6252-17, s 1(c). Subcommittees or agencies of a city or county therefore fall within the definition of "governmental body" when they have rule-making or quasi-judicial power. See, e.g., Attorney General Opinions [JM-1007](#) (1989), H-1281 (1978) (salary grievance committees); MW-506 (1982) (board of trustees of firemen's retirement fund has quasi-judicial powers and is agency of city); MW-177 (1980) (higher education authority created by city or cities); H-554 (1975) (hospital authority that performs governmental function and that is created by city). The act does not cover a purely "advisory" agency of a county or city that is not composed of members of the governmental body. See Attorney General Opinion H-467 (1974) (city's library board).

The definition of "governmental body" also lists two other categories of local-level entities: school districts and special districts. The definition does not list agencies or committees subordinate to school districts and special districts. [Attorney General Opinion JM-340](#) (1985). This omission implies that subcommittees of school districts and other special districts are not covered by the act. This does not, however, prevent a subcommittee of a special district covered by the act from falling within the scope of the Open Meetings Act. This is true particularly in regard to subcommittees comprising members of the parent governmental body.

When a subcommittee includes members of a parent governmental body, the subcommittee itself may be covered by the Open Meetings Act. In 1973, the attorney general considered whether a state-level entity, the Texas Board of Mental Health and Mental Retardation, could institute a practice of dividing board members into several specialized committees. Attorney General Opinion H- 3 (1973). The committees were to meet with the board's staff to study specific matters and recommend actions at open meetings of the whole board. Reasoning that the board might simply "rubber-stamp" the committees' recommendations and that this would deprive the public of access to the board's

actual decision-making process, the attorney general concluded that committees composed of members of the board, even if less than a quorum, must comply with the Open Meetings Act. *Id.* at 10; see also Attorney General Opinion H-823 (1976). A similar approach applies to analysis of special districts' subcommittees. For example, standing committees of special districts that are composed of members of the governing board of the special districts must comply with the Open Meetings Act when the standing subcommittees discuss public business or policy. Attorney General Opinion H-238 (1974) (standing committee of board of managers of hospital district).

You indicate that the school district subcommittee at issue "performs functions regarding matters affecting the school district." If the committee at issue is composed of one or more members of the school board, the committee itself is subject to the Open Meetings Act. [\[FN1\]](#) Moreover, as indicated, it is not clear that the board lawfully may delegate to a subcommittee the power to act on behalf of the board. See *Webster v. Texas & Pac. Motor Transp. Co.*, *supra*.

SUMMARY

If a committee comprising one or more members of the board of trustees of a school district meets to discuss public business or policy, the committee itself is subject to the Texas Open Meetings Act, article 6252-17, V.T.C.S.

Very truly yours,

 Mattox signature

Jim Mattox
Attorney General of Texas

Mary Keller
First Assistant Attorney General

Lou McCreary
Executive Assistant Attorney General

Judge Zollie Steakley
Special Assistant Attorney General

Rick Gilpin
Chairman, Opinion Committee

Jennifer S. Riggs
Chief, Open Government Section of the Opinion Committee

Prepared by
Jennifer S. Riggs
Assistant Attorney General

Footnotes

FN1. The criminal sanctions of the act may also be of concern when the members of an entity covered by the act divide into or participate in subcommittees. See, e.g., Attorney General Opinions MW-390 (1981); MW-28 (1979). Proving a criminal offense depends on proof of the requisite culpable state of mind. Violation of the criminal provisions of the act depends on what constitutes "meeting in numbers less than a quorum for the purpose of secret deliberations" to "knowingly conspire to circumvent" the Open Meetings Act. V.T.C.S. art. 6252-17, s 4(b).

[Texas OAG home page](#) | [Opinions & Open Government](#)

EXH. D

Master Plan Selection Committee

Agenda
February 28, 2014

Committee: Ric Campo, Chair
Katy Caldwell
Andy Icken
Dick Rabinow
David Solomon
Deon Warner

Attendees: Fred Griffin
Terry Early
Chris Broussard
Lorrie Foreman
Marie Hoke
Stephen Jacobs
Bill Vaughn
Peter McStravick
Lisa Hargrove
Luther Villagomez
Brenda Bazan
Dawn Ullrich

1. **Introductions and housekeeping** – Dawn (2:00 -- 5 minutes)
2. **Project overview** – Peter (2:05 – 10 minutes)
3. **Review of each element – design** (Marie), **construction budget** (Terry) **and revenue model** (Fred) (2:15 – 1 hour)
 - a. Ramp relocation
 - b. Garage with hotel
 - c. Office building
 - d. Skybridges
 - e. ADLA
 - f. GRBCC
4. **Total Financial Picture** – Fred (3:15 – 5 minutes)
5. **Financing Plan** – Brenda (3:20 – 20 minutes)
 - a. Summary of recommendation
 - b. Coverage ratios
6. **Timeline** – Fred (3:40 – 5 minutes)
7. **Q & A** (3:45 – 15 minutes)

EXH. E

**HOUSTON FIRST CORPORATION
MASTER PLAN SELECTION COMMITTEE**

**MARCH 27, 2014 – 10:30 A.M.
GEORGE R. BROWN CONVENTION CENTER
3RD FLOOR EXECUTIVE BOARDROOM**

Committee: Ric Campo, Chair
Katy Caldwell
Andy Icken
Dick Rabinow
David Solomon
Deon Warner

1. Term sheet – IWA/Annunciation Parking Garage
2. Update on March 17 meeting with Public Works regarding the Convention District street and lane closures and March 19 meeting with Discovery Green boards
3. Most recent site plan developments regarding ADLA and GRB façade
4. Update on financing plan
5. Scope/cost options
 - a. Hotel tower
 - b. GRB/ADLA
 - c. Conversion of exhibit hall space to meeting room space
 - d. Other
6. Update on lease with the Greater Houston Partnership
7. Timeline

Attendees: Fred Griffin Brenda Bazan
Terry Early Lisa Hargrove
Chris Broussard Luther Villagomez
Marie Hoke Dawn Ullrich
Bill Vaughn Peter McStravick
Stephen Jacobs
Jeff Sachs

EXH. F

HOUSTON FIRST CORPORATION
MASTER PLAN SELECTION COMMITTEE
AND
AUDIT & FINANCE COMMITTEE

4/21/14
3:06pm
PW

APRIL 24, 2014 – 4:00 P.M.
GEORGE R. BROWN CONVENTION CENTER
3RD FLOOR CONSTRUCTION CONFERENCE ROOM

- I. Call to Order
- II. Public Comments
- III. Review and Approval of Minutes
- IV. Presentations
 - A. ADLA and GRB façade
- V. Committee Business
 - A. Consideration of, and possible recommendation on, the Convention District Projects Financing Plan for the costs of constructing a new parking garage, inclusive of certain office and retail space, skybridges, Avenida de las Americas redevelopment and George R. Brown Convention Center improvements, the refunding of certain Hotel Occupancy Tax and Special Revenue Refunding Bonds, Series 2012, and the issuance of City of Houston, Texas, Convention and Entertainment Facilities Department Hotel Occupancy Tax and Special Refunding Bonds, Series 2014.
 - B. Consideration of, and possible recommendation on, an easement to the Metropolitan Transit Authority of Harris County, Houston, Texas (METRO) for a portion of Hamilton Street for the rail line.
- VI. Executive (closed) session pursuant to Texas Government Code Section 551.072 for the purpose of deliberations regarding the lease of office space
- VII. Committee Business (Continued)
 - A. Consideration of, and possible recommendation on, a term sheet with the Greater Houston Partnership for the lease of office space
- VIII. Updates
- IX. Announcements
- X. Upcoming Meetings
 - April 28, 2014 – 10:30 a.m. – HFC Board
 - June 2, 2014 – 10:30 a.m. – HFC Board
- XI. Adjournment

For special needs assistance, please contact Pamela Walko at 713.853.8089 prior to the scheduled meeting.

EXH. G

EXH. H

**HOUSTON FIRST CORPORATION
MASTER PLAN SELECTION AD HOC COMMITTEE**

**JUNE 24, 2014 – 10:00 A.M.
GEORGE R. BROWN CONVENTION CENTER
3RD FLOOR EXECUTIVE BOARDROOM**

Committee: Ric Campo, Chair
Katy Caldwell
Andy Icken
Dick Rabinow
David Solomon
Deon Warner

1. ADLA Design (Marie)
2. Hotel Development
 - a. Cost Issue (Terry)
 - b. Sachs' Proposal (Peter)
3. GMAX Update (Terry)
4. District B Training Initiative (Lorrie)
5. Retail Broker Recommendation (Fred)
6. GRB Art (Peter)
7. IWA Term Sheet (Peter)

Attendees:

Fred Griffin	Peter McStravick
Terry Early	Luther Villagomez
Chris Broussard	Brenda Bazan
Lorrie Foreman	Stephen Jacobs
Marie Hoke	Dawn Ullrich
Andy Icken	Julie Gorte

EXH. I

**HOUSTON FIRST CORPORATION
MASTER PLAN SELECTION AD HOC COMMITTEE**

**NOVEMBER 7, 2014 – 3:30 P.M.
GEORGE R. BROWN CONVENTION CENTER
3RD FLOOR EXECUTIVE BOARDROOM**

Committee: Ric Campo, Chair
Katy Caldwell
Andy Icken
Dick Rabinow
David Solomon
Deon Warner

1. Design Updates
2. Convention District Budget Amendment (Terry, Fred, Chris and Stephen)
3. Griffin Contract Amendment (Peter/Lisa)
4. Public Art Components (Peter)
5. Updates
 - a. LEED Status Report (Marie)
 - b. Condemnation of three blocks for future expansion to the south (Stephen)
 - c. Update on parking garage for Annunciation Church (Peter)

Attendees:

Fred Griffin	Peter McStravick
Terry Early	Luther Villagomez
Chris Broussard	Brenda Bazan
Lorrie Foreman	Stephen Jacobs
Marie Hoke	Dawn Ullrich
Julie Gorte	

EXH. J

MASTER PLAN SELECTION AD-HOC COMMITTEE
CONFERENCE CALL AGENDA
(713.853.8400, 1126#)
FEBRUARY 6, 2015 – 4:00 P.M.

Participants: Ric Campo*	Bunny McLeod
Brenda Bazan	Peter McStravick
Chris Broussard	Richard Rabinow*
Katy Caldwell*	Council Member Robinson*
Fred Griffin	John Smith
Lisa Hargrove	David Solomon*
Marie Hoke	Deon Warner*
Andy Icken*	Katherine Wildman
Stephen Jacobs	Ed Wulfe

I. Retail Solicitation – Proposal Process (Stephen Jacobs)

II. Updates

- A. Concourse Design (John Smith)
- B. LCD Screen (Fred Griffin)
- C. Garage Hotel (Peter McStravick)
- D. GHP (Peter McStravick)

Attachments: Draft Retail Timeline
Draft Press Release

* Denotes a Committee Member

EXH. K

**HOUSTON FIRST CORPORATION
MASTER PLAN SELECTION AD HOC COMMITTEE**

**MARCH 6, 2015 – 10:30 A.M.
HOUSTON ARTS ALLIANCE
3201 ALLEN PARKWAY, SUITE 125**

Committee: Ric Campo, Chair
Katy Caldwell
Andy Icken
Dick Rabinow
Council Member Dave Robinson
David Solomon
Deon Warner

1. Houston Arts Alliance presentation and recommendation for George R. Brown Convention Center interior art concept.
2. Updates
 - a. Garage Hotel

Attendees:

Dawn Ullrich
Peter McStravick
Lisa Hargrove
Marie Hoke
Jonathon Glus
Fred Griffin

EXH. L

**HOUSTON FIRST CORPORATION
MASTER PLAN SELECTION AD HOC COMMITTEE**

**MAY 15, 2015 – 1:00 P.M.
GEORGE R. BROWN CONVENTION CENTER
3.0 EXECUTIVE BOARDROOM**

Committee: Ric Campo, Chair
Katy Caldwell
Andy Icken
Dick Rabinow
Council Member Dave Robinson
David Solomon
Deon Warner

1. Houston Arts Alliance presentation and recommendation for George R. Brown Convention Center exterior art concept (Sara Kellner and Jonathon Glus)
2. Wulfe & Company presentation and discussion of the retail Expression of Interest for the Convention District (Fred will introduce Katherine Wildman/Stephen Jacobs)
3. Convention District Construction Update
 - a. Design Update (John Smith/Marie Hoke)
 - b. Construction Progress Update (Fred Griffin will introduce Danny Thompson of Vaughn)

EXH. M

HOUSTON FIRST CORPORATION

MINUTES OF HOUSTON FIRST CORPORATION BOARD OF DIRECTORS

May 15, 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.TRANSP.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 Friday, May 15, 2015, commencing at 4:30 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 members participated in the meeting: Ric Campo, Phyllis Bailey, Katy Caldwell, Cecil C. Conner, Jr., Irma Diaz-Gonzalez, Winslow Jeffries, David Solomon, and Gerald Womack. Alex Brennan Martin, Fernando Cuellar, Harry Greenblatt, Council Member Dave Martin, Desrye Morgan and Council Member David Robinson were absent and David Solomon arrived at 4:35.

Ric Campo called the meeting to order at approximately 4:32 P.M. and a quorum was established.

1. Public Comments. None
2. Approval of Minutes. After a motion duly seconded, the minutes of the April 10, 2015 meeting were approved. David Solomon was not in attendance for the vote.
3. Consideration and possible approval of a Construction Manager-At-Risk contract with Balfour Beatty Construction for the City Hall North Wing Renovation Project. A discussion was held regarding the selection process, contract budget and relocation of the Visitors Center, currently located at City Hall. Following a motion made and duly seconded, the contract for the Construction Manager-At-Risk with Balfour Beatty Construction was approved.
4. Updates. None
5. Announcements. None
6. Next Meeting. June 4, 2015, 10:30 A.M. A request was made to have a representative from RIDA attend this meeting and provide an update on MWBE participation.

The meeting adjourned at approximately 4:46 P.M.



Pamela Walko, Secretary

EXH. N

**HOUSTON FIRST CORPORATION
MASTER PLAN SELECTION AD HOC COMMITTEE**

**JUNE 22, 2015 – 11:30 A.M.
CONFERENCE CALL – 713.853.8400, 1126#**

Committee: Ric Campo, Chair
Katy Caldwell
Andy Icken
Dick Rabinow
Council Member Dave Robinson
David Solomon
Deon Warner

1. Convention District Construction Budget
2. Retail Selection Update
3. George R. Brown Convention Center – Exterior Art Piece)
4. Sports Authority Lease Update

EXH. O

**HOUSTON FIRST CORPORATION
MASTER PLAN SELECTION AD HOC COMMITTEE**

**JULY 21, 2015 – 11:00 A.M.
CONFERENCE CALL – 713.853.8400, 1126#**

Committee: Ric Campo, Chair
Katy Caldwell
Andy Icken
Dick Rabinow
Council Member Dave Robinson
David Solomon
Deon Warner

1. Convention District Construction Budget
2. Retail Selection Update
3. Sports Authority Lease Update
4. Open Container Options
5. Garage Hotel Update

EXH. P



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MEETING AGENDAS

2015 MEETING AGENDAS

Title	Date	Agenda	Minutes
Joint Tourism Committee	7/24/2015	Agenda	
Governance, Audit and Finance	6/2/2015	Agenda	
Joint Sales Committee	5/21/2015	Agenda	
Joint Entrepreneurial Committee	5/21/2015	Agenda	
Benefits & Compensation	5/18/2015	Agenda	
Board of Directors	5/15/2015	Agenda	Minutes
Governance, Audit and Finance	5/12/2015	Agenda	Minutes
Joint Marketing Committee	5/1/2015	Agenda	
Joint Tourism	4/13/2015	Agenda	
Board of Directors	4/6/2015	Agenda	Minutes

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2014 MEETING AGENDAS

Title	Date	Agenda	Minutes
Joint Marketing Committee	12/8/2014	Agenda	Minutes
Theater and Convention District Operations	11/17/2014	Agenda	Minutes
Board of Directors Meeting	11/17/2014	Agenda	Minutes
Joint Governance, Audit & Finance and Board of Directors	11/10/2014	Agenda	Minutes
Hotel Committee	11/4/2014	Agenda	Minutes
Audit & Finance Committee	9/22/2014	Agenda	Minutes
Theater Committee	9/22/2014	Agenda	Minutes
Board of Directors Meeting	9/22/2014	Agenda	Minutes
Benefits & Compensation Committee Agenda	9/19/2014	Agenda	Minutes
Hotel Committee	7/23/2014	Agenda	Minutes

2013 MEETING AGENDAS

Title	Date	Agenda	Minutes
Board of Directors Meeting	12/2/2013	(agenda)	(minutes)
Board of Directors Meeting	11/18/2013	(agenda)	(minutes)
Strategic Planning Committee	11/14/2013	(agenda)	(minutes)
Hotel Committee	11/13/2013	(agenda)	(minutes)
Board of Directors Budget Workshop	11/8/2013	(agenda)	(minutes)
Audit/Finance Committee	11/8/2013	(agenda)	(minutes)
Benefits and Compensation Committee	10/25/2013	(agenda)	(minutes)
Theater Committee	10/22/2013	(agenda)	(minutes)
Convention Committee	10/21/2013	(agenda)	(minutes)

Strategic Planning Committee

9/20/2013

[\(agenda\)](#)[\(minutes\)](#)

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2012 MEETING AGENDAS

Title	Date	Agenda	Minutes
Board of Directors Meeting	12/6/2012	(agenda)	(minutes)
Theater Committee Agenda	12/4/2012	(agenda)	(minutes)
Board of Directors Meeting	11/19/2012	(agenda)	(minutes)
Hotel Committee Agenda	11/7/2012	(agenda)	(minutes)
Convention Center Committee	10/31/2012	(agenda)	(minutes)

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2011 MEETING AGENDAS

Title	Date	Agenda	Minutes
Board of Directors Meeting	11/14/2011	(agenda)	(minutes)
Compensation and Benefits Committee	11/14/2011	(agenda)	(minutes)
Hotel Committee Agenda	11/2/2011	(agenda)	(minutes)
Theater Committee	10/31/2011	(agenda)	(minutes)
Strategic Planning Committee	10/25/2011	(agenda)	(minutes)

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BOARD OF DIRECTORS

BOARD CHAIRMAN



Richard J. Campo

Richard Campo is chairman of Houston First and chief executive officer of Camden Property Trust. Mr. Campo has served in this capacity at Camden since May 1993. As chairman and CEO of one of the nation's largest multifamily Real Estate Investment Trusts, Mr. Campo holds strategic roles within the real estate industry. He serves on the Executive Board as Vice Chairman for the National Multi-Housing Council, is an Executive Committee member for the Urban Land Institute and sits on the Board of Directors for the National Association of Real Estate Investment Trusts. He also chairs the Convention Center Committee of the Houston First board.

As an active participant in the Houston community, Mr. Campo is involved in numerous local charitable organizations such as the Alexis de Tocqueville Society Steering Committee, a United Way organization. He has been honored for his support of the Irvin Kaplan Children's Scholarship Fund, which benefits children of all religious and ethnic backgrounds in need of financial assistance for infant care, day care, summer camp and special needs programs offered at the Jewish Community Center.

Mr. Campo serves on the board of directors of several organizations that focus on the economic development, business outlook and future growth of Houston, including the Center for Houston's Future, Central Houston, Inc. and the Greater Houston Community Foundation. Mr. Campo is also the

former Finance Committee chair, secretary and treasurer for the Harris County Houston Sports Authority, which was responsible for the design, development, financing and construction of Houston's baseball stadium, Minute Maid Park, Reliant Center, which hosted the 2004 NFL Super Bowl XXXVIII, and the Toyota Center, home of the Houston Rockets.

Mr. Campo chairs the Host Committee of Super Bowl LI, which comes to Houston in 2017. He also was chairman of the bid committee that secured Houston's first NFL title game since 2004.

Mr. Campo is a frequent speaker on real estate and development related topics for both industry-related and non-industry conferences and associations and is a member of the American Institute of Certified Public Accountants.

BOARD OF DIRECTORS

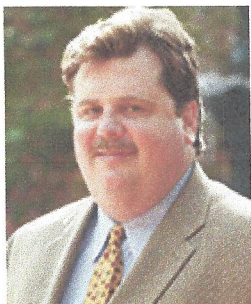


Phyllis J. Bailey

Phyllis Bailey is owner and president of 3B Resources Group Public Relations, LLC, a Houston-based firm specializing in public relations, media relations and special events.

Before founding her company in 1998, she was an associate for Winner/Wagner & Associates, a national public affairs and crisis communications firm with an office in Houston. Previously, she was an executive assistant manager at the Four Seasons Houston.

Ms. Bailey in 2009 was named one of Houston's Top 25 Women by Rolling Out Magazine. Her memberships have included Downtown Houston Alliance, Houston Area Urban League, National Association of Black Journalists, NAACP and many others. She is a member of the executive board of the Greater Houston Convention and Visitors Bureau.



Alex Brennan-Martin

Alex Brennan-Martin's entire professional career has been spent in and around the kitchen. In fact, he and his family are members of the Culinary Institute of America's Hall of Fame.

Mr. Brennan-Martin has been president of the acclaimed restaurant Brennan's of Houston for more than two decades, earning numerous accolades in the process. He grew up in the revered New Orleans establishment Commander's Palace, which was owned and run by his mother, Ella Brennan, and where he interacted with such celebrated chefs as Paul Prudhomme and Emeril Lagasse.

Mr. Brennan-Martin attended Louisiana State University before graduating with honors from the La Varrene culinary school in Paris.

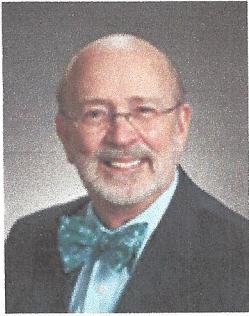


Katy Caldwell

Katy Caldwell is executive director of the Legacy Community Health Services, Inc., Houston, a not-for-profit community health care clinic. Ms. Caldwell has expanded the agency from an exclusively HIV clinic to the largest federally qualified health center in the Houston area. Prior to her joining Legacy, Ms. Caldwell served as the elected treasurer of Harris County and as a partner in a government relations and political consulting firm.

Ms. Caldwell currently serves on the board of directors for AIDS Action Council, Harris County Health Care Alliance, National Coalition for LGBT Health and is an alumna of American Leadership Forum, Leadership Houston, Texas Lyceum.

Ms. Caldwell received a bachelor of science from the University of Houston and completed her post-graduate studies at Temple University in Philadelphia, PA. She chairs the board's Audit and Finance Committee.

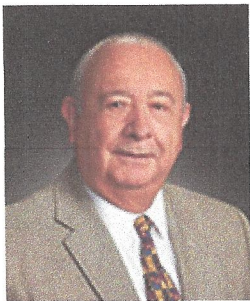


Cecil C. Conner, Jr.

Cecil C. "C.C." Conner is a veteran arts administrator with more than 30 years of experience and is managing director emeritus of Houston Ballet.

He joined Houston Ballet as managing director in 1995 and retired in February 2012. During his tenure, he retired the company's accumulated \$1 million debt, directed 16 seasons and increased the company's endowment to more than \$50 million. Before coming to Houston, he was executive director at The Joffrey Ballet in New York City.

Mr. Conner studied at the University of Vienna in Austria and earned a bachelor's degree from the University of North Carolina and a law degree from Columbia University Law School. A retired U.S. Navy lieutenant, he practiced law in New York with Goldman Sachs & Co., Simpson, Thacher & Bartlett, and Mandelbaum, Schwieger and Conner from 1968-1995.



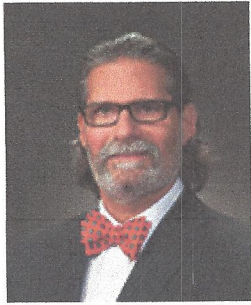
C. Fernando Cuellar

Fernando Cuellar is a seasoned hotel management professional who has directed operations at top-tier hotels from coast to coast.

He is general manager of the Hilton Hotel on the University of Houston campus. Previously, he held a similar position at the Lancaster Hotel in the heart of Houston's downtown Theater District. Prior stints included postings with the Emerald Hotel Group, Marriott International, Four Seasons Hotels & Resorts, Omni International Hotels and Westin Hotels & Resorts.

His 21 years with Marriott were marked by numerous management honors, including a sales leadership award and a most improved "RevPar" award.

Mr. Cuellar earned a bachelor's degree in hotel and restaurant management from Oklahoma State University.



Harry Greenblatt

Harry Greenblatt is an accomplished hotel executive with a proven record of dynamic and consistent results with in the industry.

Mr. Greenblatt has been vice president and general manager of Houston Marriott Westchase for more than a decade. Before his current position, he held a number of management postings at the Doubletree Post Oak for 17 years.

His affiliations include the Greater Houston Hotel Association, Greater Houston Convention and Visitors Bureau, Jewish Community Center, Greater Houston Partnership and the international Confrerie de la Chaine des Rotisseurs.



Irma Diaz-Gonzalez

Irma Diaz-Gonzalez has more than 25 years of experience in workforce development, talent recruitment, retention strategies and employee training. She is president and CEO of Employment & Training Centers, Inc. of Houston, where she has worked since 1986. Previously, she was coordinator of youth programs for HoustonWorks.

Active in the community, Ms. Diaz-Gonzalez is past chair of the Houston Hispanic Chamber of Commerce, vice chair of the Mexican Institute of Greater Houston, and is a board member for Memorial Hermann Hospital and the United Way of Greater Houston.

Ms. Diaz-Gonzalez earned a bachelor's degree in business administration from the University of Coahuila, Saltillo, Coahuila.



Winslow Albert Jeffries

Winslow Albert Jeffries has spent his professional career engaged in audiovisual and theater systems and related fields and is the owner of Convergence Media Group.

As an educator, he has taught broadcasting and related coursework at Houston Community College, Yates High School and a number of additional secondary education postings. Mr. Jeffries' management experience includes service as director of communication technology at Texas Southern University. Production experience includes more than 10 years with the International Alliance of Theatrical Stage Employees.

Mr. Jeffries has a bachelor's degree in political science from Southern Illinois University and a master's degree in broadcasting from the University of Illinois. He is a U.S. Army veteran.



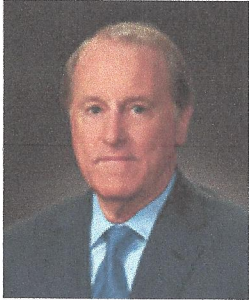
Desrye M. Morgan

Desrye Morgan is an accomplished lawyer and investment banker with 15 years of experience, advising and structuring municipal financings for housing, transportation, airport, water and sewer systems and other public benefit projects. Ms. Morgan is currently a director with Wells Fargo Securities. Her specialties include a restructure/repurchase finance product, advising public/private partnership ventures and transit-oriented development projects. Prior to joining Wells Fargo, she was a director with the municipal finance group of UBS Investment Bank and a vice president with Banc of America Securities. As a lawyer, her area of practice consisted of public finance, corporate and business transactions with concentration on business acquisitions, dispositions and regulatory compliance.

Ms. Morgan is currently a member of the State Bar of Texas, National Association of Compliance Professionals, National Association of Securities Professionals, National Council of Public Private Partnerships, and Women and Public Finance. She is also serves on the board of directors for the

Houston Area Urban League.

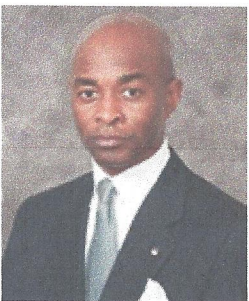
Ms. Morgan earned a bachelor of science in political science from the University of Houston and juris doctor from South Texas College of Law. She chairs the board's Theater Committee.



David Solomon

David Solomon serves as chairman and CEO of Condera Advisors, a wealth management firm worth over \$1 billion under management in traditional and alternative asset classes. Prior to founding Condera Mr. Solomon was founder and chairman/CEO of the Redstone Companies, a diversified hospitality and real estate company.

Mr. Solomon serves on the Board of Directors of Green Bank. Mr. Solomon is involved in numerous charitable and social organizations including Make A Wish Foundation, Owen Daniels Catch a Dream Foundation, National Jewish Medical and Research Center, M.D. Anderson Cancer Center and past president of the Young Presidents' Organization. Mr. Solomon has been honored by the Jewish Community Center Scholarship Ball and as Humanitarian of the Year by the National Jewish Medical and Research Center. Mr. Solomon serves as chairman of the Operations/Sales and Marketing Committee. He chairs the board's Hotel Committee.



Gerald Womack

For over 30 years, Gerald Womack, President and Chief Executive Officer of Womack Development & Investment has served the Houston and surrounding communities through its full-service commercial and residential brokerage firm, located at 4212 Almeda Road, Houston, TX. Mr. Womack is a native Houstonian and attended Texas Southern University; he is the immediate past president of the Houston Black Real Estate Association; Harris County Housing Authority, Board member; Mental Health and Mental Retardation Board Member; Houston Association of Realtors , member ; 2014 D-

MARS Top 50 Black Professionals & Entrepreneurs , Honoree ; 2013 Texas Southern University Legends & Leaders Business Trendsetter, Honoree; and member of Alpha Phi Alpha Fraternity, Inc. , to name a few. Mr. Womack has consistently worked with inner-city neighborhoods to improve the "quality of life" for its residents by focusing on community development, revitalization, and economic development

CITY COUNCIL EX OFFICIO DIRECTORS



Dave Martin

Representing District E, Dave Martin was first elected to Houston City Council in November 2012. He considers public safety, fiscal responsibility and economic development his cornerstone priorities.

Mr. Martin, a graduate of Louisiana State University, serves as a managing director of Marsh & McLennan Companies, Inc., and previously worked for two large "Big Four" accounting firms, PricewaterhouseCoopers, LLP, and Ernst & Young, LLP.



David W. Robinson

An at-large (Position 2) member of Houston City Council, David Robinson was appointed to the City of Houston Planning Commission by Mayor Bill White in 2007 and re-appointed by Mayor Annise Parker in 2009 – becoming the first licensed architect to serve the city as a commissioner since the 1970s.

Mr. Robinson received a bachelors degree in architecture from Yale College and earned a master of architecture degree from Rice University in 1993. In 1999, he started his own company as a sole practitioner with an emphasis on building large commercial and institutional buildings.

RICHARD A. RABINOW BIOGRAPHY

Richard A. Rabinow, with extensive background and leadership in the petroleum industry, is the President of The Rabinow Consortium, LLC. Following a 34 year career with ExxonMobil, Mr. Rabinow was the President and CEO of Longhorn Partners Pipeline, LP, has been a consultant to the pipeline industry and has served on industry and government panels. Current activities include serving on the boards of the Houston First Corporation and Sunnova Energy Corp. and as a member of the Transportation Research Board's Committee for a Study of Pipeline Transportation of Diluted Bitumen. Mr. Rabinow is a member of the Houston Committee on Foreign Relations and the World Affairs Council of Houston.

Recent activities include serving on the Houston Mayor's Metro Transition Team, the board of Standard Renewable Energy LP and the Committee on Alaska's Oil and Gas Infrastructure of the National Academies' Transportation Research Board (TRB). Previously Mr. Rabinow had served on the TRB's Committee for Pipelines and Public Safety and on the Steering Committee for the Pipelines and Informed Planning Alliance (PIPA) sponsored by the Pipeline and Hazardous Materials Safety Administration in the U.S. Department of Transportation. He also had been a member of the Executive Committee and Chairman of the Association of Oil Pipelines and a member and chairman of the Owners Committee of the Trans Alaska Pipeline System.

At the time of his retirement from ExxonMobil in 2002, Mr. Rabinow was the President of ExxonMobil Pipeline Company (EMPCo), a position he had held at EMPCo and its predecessor, Exxon Pipeline Company, since 1996.

Mr. Rabinow, a native of New Jersey, earned a Bachelor of Science degree in Engineering Mechanics from Lehigh University and received Masters degrees in Mechanical Engineering and in Management from the Massachusetts Institute of Technology.

Mr. Rabinow joined Exxon Company, U.S.A. (EUSA) in 1968 at the Bayway Refinery where he held several engineering and supervisory positions. In 1973 he transferred to EUSA's Supply Department in Houston and in 1975, Mr. Rabinow moved to the Baton Rouge Refinery where he held several managerial positions. Following an assignment as a project executive, Mr. Rabinow returned to Houston in 1980 as Executive Assistant to the President of Exxon Company, U.S.A.

In 1981, Mr. Rabinow became the Supply Department Planning Manager and was named Baytown Refinery Manager in 1984. Mr. Rabinow returned to Headquarters in 1987 as Manager of the Office of Corporate Affairs for Exxon Company, U.S.A. In 1991, Mr. Rabinow became Manager of EUSA's Environmental and Safety Department.

During 1994 and 1995 Mr. Rabinow held the position of Senior Vice President, Integrity & Compliance Projects, while on loan to the Alyeska Pipeline Service Company (the operator of the Trans Alaska Pipeline System) in Anchorage, Alaska. After returning to Houston in 1995 he held management positions in Exxon Pipeline Company.

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Leadership

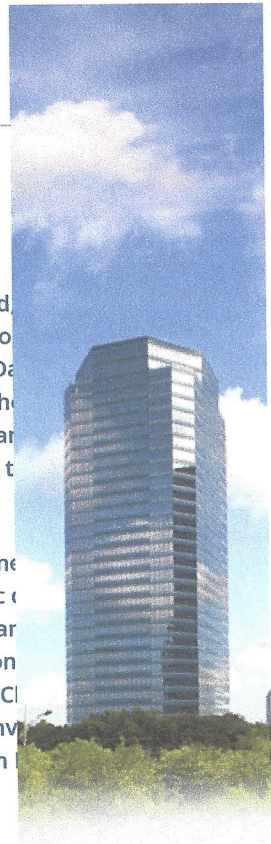
David Solomon
Partner
Board Member

David Solomon is a Partner and board member of U.S. Capital Advisors LLC. Previously David founded and served as CEO of Condera Advisors which was recently acquired by U.S. Capital Advisors. Condera Advisors, a Houston-based boutique advisory firm with a focus on alternative investments, was formed in 2008 when then CEO David Solomon and President Phil Philibosian acquired Redstone Asset Management from The Redstone Companies. At the time of the acquisition, David was serving as Chairman and CEO of Redstone. The company was renamed Condera Advisors, and the charter was amended to allow David and his team to further concentrate on providing high-end diligence and portfolio construction using traditional and alternative asset classes for their clients.

While previously serving as Chairman and CEO of The Redstone Companies, a Houston-based investment management company specialized in wealth management, private equity and real estate, Mr. Solomon oversaw the strategic growth of the company and was responsible for establishing a traditional asset advisory platform offering multi-market portfolios for traditional and alternative investment strategies. Examples of private equity transaction completed during Mr. Solomon's tenure at Redstone include the acquisition and repositioning of the Houstonian Hotel Company, an initial seed investment for what is today Camden Property Trust, a leading multi-family Real Estate Investment Trust. David Solomon began his career 25 years ago at PaineWebber. He previously served on the boards of Greenleaf Capital, the Houston Convention Center Hotel Corporation, as well as civic and charitable organizations.

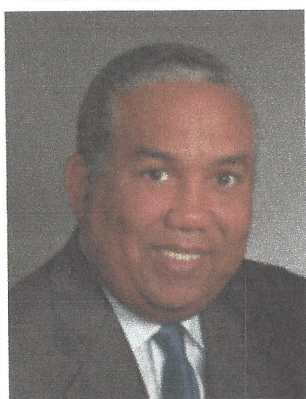
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T. Deon Warner



T. Deon Warner is a transactional lawyer providing mergers and acquisitions, securities regulation and corporate legal services in Houston, Texas. He will teach a course on “Building a Successful Solo Mergers & Acquisitions Practice” at Solo Practice University®.

Deon has more than twenty five years experience in corporate law, including general securities law, initial public offerings, secondary registrations and roll up transactions, public and private mergers and acquisitions, and he also works closely with community development corporations in their development projects and financings. His client’s range from fortune 100 corporations to small family owned businesses and community development corporations. Deon began his career with Andrews & Kurth LLP where he was employed for eleven years in the corporate securities section, with the last five years, from 1992 to 1997, as a Partner at the firm. During his tenure at Andrews & Kurth, Deon was appointed by the Governor of Texas to the Texas State Securities Board, served one full term from 1991-1997 and served as chairman of the board from 1995 to 1997. Deon began his solo practice in 1997. He is a member of the Colorado and Texas bars, as well as a member of various state and local bar associations.

Deon has a BA in Economics from the University of Colorado (Boulder) and a Law Degree from Howard University School of Law. At Howard, he was a member of the Editorial Board and Book Review Editor of the Howard Law Journal and graduated 19th in his class. Deon was a law clerk in the United States District Court for the Southern District of Texas for the Honorable Gabrielle Kirk McDonald – 1984-86. He has

published and lectured for state and local bar associations and for several local Universities on various legal topics, including securities law, buying and selling businesses, corporate law and legal ethics.

Deon has been active in many civic and community organizations in Houston, Harris County, Texas including, serving as president of the Houston Lawyers Association (HLA), president of Easy Risers Toastmasters Club, two terms as co-chair of the Texas Minority Counsel Program of the State Bar of Texas (TMCP) and a lead participant in the Houston Habitat for Humanity's Settegast Project 2008. He also participated with and served on committees or boards with HLA, TMCP, The United Way of the Texas Gulf Coast, the Houston Area Urban League, Big Brothers and Big Sisters of Houston, Inc., National Association for the Advancement of Colored People – Houston Chapter, American Bar Association, National Bar Association, the Adopt a School Committee and Advancement of Minorities in the Legal Profession Committee of the Houston Bar Association.

Deon currently is a member of One Hundred Black Men – Houston Chapter, a board member of Neighborhood Recovery Community Development Corporation, and a member of the State Bar of Texas, the Colorado Bar Association, the Houston Bar Association, the Houston Lawyers Association, the American Bar Association and the National Bar Association.

To learn more about Deon, visit his law firm website (<http://warnerandassociates.com/>).

Syllabus – Building a Successful Solo Mergers & Acquisitions Practice

PART 1: Core Competency

- Get qualified to do the work (knowledge of Mergers & Acquisitions Transactions)
- Take the knowledge and apply it to the practice of Mergers & Acquisitions Law

PART 2: Resources

- Develop the supplies and forms necessary to be successful
- Organize your transactions with checklists
- Becoming familiar with the Issues common in M&A practice
- Collaborate with specialists (Tax law, environmental law, ERISA law, etc)
- Develop a complimentary practice – corporate formation, organization, and agreements

PART 3: Client Development

GOLDEN OPPORTUNITY SALES EVENT

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CHANGING HOUSTON

New restaurants and sidewalk cafes to transform Houston's convention center: A Super vision?

BY BARBARA KUNTZ 2.23.15 | 3:07 pm

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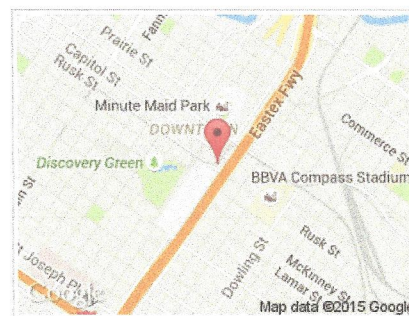
A recently released rendering showing Las Avenida de las Americas as a "bold streetscape." Rendering courtesy of Marie Hoke



About 30,000 square feet in new commercial space is in the works for the [George R. Brown Convention Center](#) to help attract as many as seven new retail, restaurant, sidewalk cafe and entertainment tenants in a "bold streetscape makeover" in the area — just in time for Super Bowl LI in 2017.

Fred Griffin, chairman and CEO of [Griffin Partners](#), and Ed Wulfe, chairman and CEO of [Wulfe & Co.](#), revealed the development plan accompanied by new renderings of the finished projects. [Houston First Corp.](#), which manages the GRB, joins Griffin Partners and Wulfe & Co. searching for new tenants.

The restaurants and other venue spaces will face Avenida de las Americas with large patios out front and range in size from about 1,500 square feet to more than 10,000 square feet. Houston First is also developing an office building at the north end of the GRB to include



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Houston

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PR

some of the retail space. The goal is to redesign Avenida de las Americas into a "high-energy gathering spot that focuses on pedestrian mobility."

"These people places will be major amenities."

As well, ongoing renovations to the convention center facade will create "an appealing grand entryway," according to officials.

In a statement, Houston First chairman Ric Campo said getting the "right mix of private-sector development is crucial in the overall growth of the area and helps fulfill the convention center master plan."

"These people places will be major amenities for the Avenida de las Americas — the boulevard in front of the GRB — the Houston Americas-Houston Hotel, Discovery Green, the new Marriott Marquis and the new offices and parking garage included in the master plan," Campo added.

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George R. Brown Convention Center

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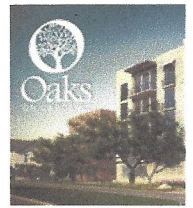
Notafan · 6 months ago
I'm totally with you Ms. Took my young family to dinner at the Cheesecake Factory one Saturday night and thought we'd check out the Disney store after. I felt like I was a walking target among a bunch of gangs. It was scary. Nothing good hangs out at the Galleria on a Saturday night. They're not shopping. They're just "hanging out".

Ms. · 6 months ago
If you don't mind getting mugged. This reminds me of city Centerr.....very ghetto and very unsecured. People of quality will stay in the River Oaks District. The galleria has also become very ghetto.

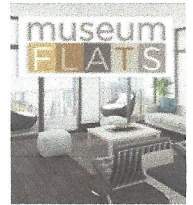
Del Martinis → Ms. · 6 months ago
Galleria ghetto? LMAO

Ms. → Del Martinis · 6 months ago
Del " Martinis " have you been to the Galleria lately? What was once an exclusive concept is no more . Going to the Galleria on a weekend is like going to an airport in a third world country. There is nothing exclusive about it and the people it was intended for stay away in droves...you guys know exactly what I am talking about

Del Martinis → Ms. · 6 months ago
Are you subtly talking about ethnic minorities, like Africans, Middle Easterners, rich Mexicans, who can afford to shop there and keep it one of the nations prime shopping centers? This is Houston where ethnic



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7.15 Houston Rest lineup: 11 new