

**MINUTES
EXECUTIVE COMPENSATION COMMITTEE MEETING
TUESDAY, MAY 28, 2019
2:08 p.m.**

Convening of the Meeting - The Regular Meeting of the Executive Compensation Committee was duly convened and held in the Board Room of the DFW Airport Headquarters building at 2:08 p.m., on May 28, 2019, pursuant to earlier notification thereof to the members of the Board and public. The following quorum was present:

William Meadows, Chair
Matrice Ellis-Kirk
Henry Borbolla

Other Board Members in attendance:

Vernon Evans
Madeleine Johnson
Ben Leal
Raj Narayanan
Mario Quintanilla
Eddie Reeves
Mayor Mike Rawlings¹

Board staff in attendance:

Sean Donohue, Linda Valdez Thompson, Elaine Rodriguez, Casey Norton, Donna Schnell.

EXECUTIVE COMPENSATION COMMITTEE

58. The minutes of the Executive Compensation Committee Meeting of December 4, 2018 were approved.

CLOSED SESSION

59. In accordance with provisions of Section 551.074 of the Texas Government Code, a closed session was held for the purpose of personnel matters involving discussions of the qualifications or performance of identifiable Board employees, to wit:
- a) Discuss amendment and extension of employment agreement with Chief Executive Officer;
 - b) Discuss compensation for Chief Executive Officer.

¹ Mayor Rawlings called in to observe the Closed Session

OPEN SESSION

Action Items for Consideration

60. The vote on this item was deferred until May 30, 2019. Approve Amended and Restated Employment Agreement for Chief Executive Officer.
61. The vote on this item was deferred until May 30, 2019. Approve Section 457(f) Deferred Compensation Agreement for Chief Executive Officer.