MINUTES OF THE
EXECUTIVE COMPENSATION COMMITTEE MEETING
Thursday, December 6, 2012
7:30 a.m.

Convening of the Meeting - The Regular Meeting of the Executive Compensation Committee was duly convened and held in the Board Room of the Administration Building of the Dallas-Fort Worth International Airport Board at 7:30 a.m., on December 6, 2012, pursuant to earlier notification thereof to the members of the Board and public. The following quorum was present:

Ben Muro, Chair
Francisco Hernandez
Mayor Betsy Price
Bernice J. Washington
Jeff Wentworth

Other Board Members in attendance:

Lillie Biggins

Board staff in attendance:
Jeff Fegan, Chris Poinsatte, Linda Valdez Thompson, Rob Darby, Elaine Rodriguez, Thomas Dallam, Mary Jo Polidore, David Magana, Paula Purdy and Donna Schnell

EXECUTIVE COMPENSATION COMMITTEE

1. The Minutes of the Executive Compensation Committee Meeting of July 12, 2012 were approved.

CLOSED SESSION

2. In accordance with provisions of Section 551.074 of the Texas Government Code, a closed session was held to discuss the qualifications or performance of identifiable Board employees, to wit:

   (a) Review and Evaluate the Performance of the Chief Executive Officer.

   (b) Review and Evaluate the Performance of the Director of Audit Services.

OPEN SESSION

Action Items

3. The Committee Recommended to the Board to approve a Salary Adjustment for the Chief Executive Officer.

4. The Committee Recommended to the Board to approve a Salary Adjustment for the Director of Audit Services.

5. The Committee Recommended to the Board to approve an Incentive Compensation Payment for FY2012 for the Chief Executive Officer. Establishment of the FY2013 Incentive Compensation program goals was deferred.

6. The Committee Recommended to the Board to approve an Incentive Compensation Payment for FY2012 for the Director of Audit Services. Establishment of the FY2013 Incentive Compensation program goals was deferred.