

**Agenda**  
**Dallas Fort Worth International Airport**  
**Board of Directors**  
**April 24, 2025**  
**2:00 PM**

**Meeting Place**  
**2400 Aviation Drive**  
**Board Room – DFW Airport Headquarters Building DFW Airport, TX 75261**

This meeting location is accessible. Requests for accommodations or interpretive services must be made 48 hours prior to this meeting by contacting James Baker at 972 973-4755, or T.D. 1-800-RELAY-TX (1-800-735-2989) for information or assistance.

For DFW Airport Board Meeting Information or to register to speak at a Board Meeting, please call 972 973-5752 by 5:00 p.m. the day before the meeting.

Consent Agenda – all items under this heading are a part of the Consent Agenda and require little or no deliberation by the Board. Approval of the Consent Agenda authorizes the Chief Executive Officer or his designee to implement each item in accordance with staff recommendation.

A closed executive session may be held with respect to a posted agenda item if the discussion concerns one of the following:

1. Contemplated or pending litigation or matters where legal advice is requested of the Board's Legal Counsel. Texas Government Code Section 551.071.
2. Discussion concerning sale or lease of real property, or negotiated contracts for donations to the Board, when such discussions would have a detrimental effect on the negotiating position of the Board. Texas Government Code Section 551.072.
3. Personnel matters involving discussions of the qualifications or performance of identifiable individuals already employed or being considered for employment by the Board. Texas Government Code Section 551.074.
4. The deployment, or specific occasions for implementation, of security personnel or devices. Texas Government Code Section 551.076.

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**AGENDA**

- A. Invocation
- B. Pledge of Allegiance
- C. Approval of Minutes

1. Approve Minutes of the Special Board Meeting of April 3, 2025.

**CLOSED SESSION**

1. In accordance with provisions of Section 551.074 of the Texas Government Code, a closed session will be held to deliberate the appointment, employment, evaluation, reassignment, duties, discipline, or dismissal of a public officer or employee to wit:
  - a. To deliberate an amendment to correct a minor clause to the employment agreement for the current Chief Executive Officer.
  - b. To deliberate the appointment and employment of a new Chief Executive Officer.

**FULL BOARD**

**Action Items for Consideration**

- |               |      |  |
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| Maruchy Cantu | E-1. | The Airport Board hereby (i) approves the amendment of the Second Amended and Restated Employment Agreement dated as of January 1, 2024, |
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between the Dallas/Fort Worth International Airport Board and Sean P. Donohue to correct an error in such agreement regarding retiree medical coverage, and (ii) authorizes the Board Chair to finalize and execute such amendment.

Maruchy Cantu

E-2.

That the Airport Board hereby (i) approves the appointment and employment of \_\_\_\_\_ as the incoming Chief Executive Officer/Executive Director of the Dallas/Fort Worth International Airport Board, subject to the finalization of a definitive employment agreement setting the start date and incorporating substantially the same terms as set forth on the term sheet, and (ii) authorizes the Board Chair to negotiate, finalize and execute the definitive employment agreement on behalf of the Board.

**Dallas Fort Worth International Airport Board  
Official Board Action / Resolution**

**Date:** April 24, 2025

**Full Board**

**Resolution No.:**

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**Subject:** Approval of amendment to Second Amended and Restated Employment Agreement dated as of January 1, 2024, between the Dallas/Fort Worth International Airport Board and Sean P. Donohue

**Department:** Administration

**Amount:**

**Revised Amount:**

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**BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD**

The Airport Board hereby (i) approves the amendment of the Second Amended and Restated Employment Agreement dated as of January 1, 2024, between the Dallas/Fort Worth International Airport Board and Sean P. Donohue to correct an error in such agreement regarding retiree medical coverage, and (ii) authorizes the Board Chair to finalize and execute such amendment.

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**BACKGROUND:**

- The Board and Sean P. Donohue entered into a Second Amended and Restated Employment Agreement dated as of January 1, 2024, which amendment contained a number of changes to the employment terms from the prior employment agreement between the parties.
- Following execution of the Second Amended and Restated Employment Agreement, the parties discovered that they had inadvertently failed to make an agreed change to the provision dealing with retiree medical coverage.
- The amendment will provide that, if the employee chooses to retire during the term of the Second Amended and Restated Employment Agreement, the employee will be eligible to elect pre-65 retiree medical coverage available to Board pre-65 retirees under the Board's retiree medical plan, and pay the active employee contribution.

**D/S/M/WBE INFORMATION:**

- N/A

**ADDITIONAL INFORMATION:**

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Fund	Project Number	External Funding Source
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**Attachments:** None

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\_\_\_\_\_  
Chair, Board of Directors

**Dallas Fort Worth International Airport Board  
Official Board Action / Resolution**

**Date:** April 24, 2025

**Full Board**

**Resolution No.:**

**Subject:** Approval of appointment and employment of the Chief Executive Officer/Executive Director of the Dallas/Fort Worth International Airport Board

**Department:** Administration

**Amount:**

**Revised Amount:**

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**BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD**

That the Airport Board hereby (i) approves the appointment and employment of \_\_\_\_\_ as the incoming Chief Executive Officer/Executive Director of the Dallas/Fort Worth International Airport Board, subject to the finalization of a definitive employment agreement setting the start date and incorporating substantially the same terms as set forth on the term sheet, and (ii) authorizes the Board Chair to negotiate, finalize and execute the definitive employment agreement on behalf of the Board.

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**BACKGROUND:**

- Following a comprehensive search for a new chief executive officer, the Board has chosen \_\_\_\_\_ as its designee to fill the position being vacated by retiring CEO, Sean Donohue.
- The employment and appointment of \_\_\_\_\_ as CEO is subject to the finalization of a definitive employment agreement setting the start date and incorporating substantially the same terms as set forth on the term sheet approved by the Board.
- The Board Chair is authorized to finalize and execute the definitive employment agreement on behalf of the Board.

**D/S/M/WBE INFORMATION:**

- N/A

**ADDITIONAL INFORMATION:**

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Fund	Project Number	External Funding Source
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**Attachments:** None

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Chair, Board of Directors

Approval of appointment and employment of the Chief Executive Officer/Executive Director of the Dallas/Fort Worth International Airport Board