

**AUSTIN-BERGSTROM LANDHOST ENTERPRISES, INC.  
MINUTES OF MEETING OF THE BOARD OF DIRECTORS  
MAY 16, 2012**

The Board of Directors of Austin-Bergstrom Landhost Enterprises, Inc. convened a meeting on Wednesday, May 16, 2012 in Conference Room 4101, Austin City Hall, 301 W. 2<sup>nd</sup> Street, Austin, Texas 78701.

The following members of the Board and officers of the Corporation were present:

Jim Smith, Chair  
Art Alfaro, Boardmember  
David Arthur, Boardmember

The Chair Jim Smith called the meeting to order at 1:47 p.m.

1. Approve minutes of the November 29, 2011 Board Meeting.

Upon a motion from Dave Arthur, seconded by Jim Smith, the Board voted 3 – 0 to approve the minutes.

2. Presentation, discussion and possible action concerning Hilton Austin Airport Hotel (“Hotel”) operation and management.

Chair Jim Smith stated that the bondholders have not submitted a proposal to date but noted that the management contract expires at the end of this year. Upon a motion from Art Alfaro, seconded by Dave Arthur, the Board voted 3-0 to execute a two-year contract extension with the current management company.

3. Discussion, nomination and election of officers of the Corporation.

Upon a motion from Dave Arthur, seconded by Art Alfaro, Elaine Hart was nominated and elected as Secretary/Treasurer to replace Robert Goode subject to City Council authorizing the appointment of Elaine Hart as a Boardmember. All other officers are continuing in their current roles:

Jim Smith, President

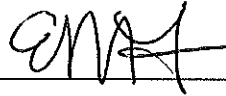
David Arthur, Vice President, Assistant Secretary, and Assistant Treasurer

4. Presentation, discussion and possible action concerning bondholder and/or Trustee proposal.

Chair Jim Smith reiterated that the bondholders have not submitted a proposal to date, but have indicated that they plan to. Upon a motion from Art Alfaro, seconded by Dave Arthur, the Board voted 3-0 to nominate Jim Smith to represent the Board to act as the designated contact person/representative to discuss and negotiate with the bondholders.

Adjourn

Upon a motion from Art Alfaro, seconded by Dave Arthur, the Board voted 3 – 0 to adjourn. The meeting was adjourned at 1:57 p.m.

A handwritten signature in black ink, appearing to read 'EMF', is written over a horizontal line.

Elissa M. Fitzgerald, Aviation Law Clerk