MINUTES OF THE
DALLAS-FORT WORTH INTERNATIONAL AIRPORT BOARD
June 2, 2011
8:30 a.m.

Convening of the Meeting - The Regular Meeting of the Dallas-Fort Worth International Airport Board was duly convened and held in the Board Room of the Administration Building of the Dallas-Fort Worth International Airport Board at 8:30 a.m. on Thursday, June 2, 2011, pursuant to earlier notification thereof to the members of the Board and public. The following quorum was present:

Francisco Hernandez, Chair	Betty J. Culbreath
Robert Hsueh, Vice Chair	Ben Muro
Mayor Pro Tem Danny Scarth[1]	Forrest Smith
Lillie Biggins	Bernice J. Washington

Board Member Brenda E. Reyes had an excused absence.

Board staff in attendance:
Jeff Fegan, Ken Buchanan, Jim Crites, Chris Poinsatte, Phil Ritter, Linda Valdez Thompson, Rob Darby, Sandra Perkins, Paul Tomme, Zenola Campbell, Norma Essary, William Flowers, Sharon McCloskey, Mike Phemister, Mary Jo Polidore, Greg Spoon, Max Underwood, and Donna Schnell

AGENDA

A. The invocation was given by Chaplain "DD" Hayes.

B. The Pledge of Allegiance was recited.

C. The following announcements were made by Jeff Fegan, CEO:
- In August DFW Airport will welcome new mayors from Dallas and Fort Worth
- Spirit Airlines began service at DFW Airport on May 5, 2011
- Qantas Airlines began service at DFW Airport on May 16, 2011
- The 27th Annual Airport Business Diversity Conference, with DFW Airport as the host sponsor, will be held in Fort Worth from June 4 – 7, 2011
- Phil Ritter, EVP Government & Stakeholder Affairs, announced beginning in July 2011 DFW Airport would discontinue printing and distributing Official Board Actions for Committee and Board Meetings
- Jim Crites, EVP Operations, announced the Rest & Recuperation Program would celebrate their 7th anniversary on June 22, 2011

D. The minutes of the Regular Board Meeting of May 5, 2011 were approved.

E. Air Service Highlights were presented by Luis Perez, VP Air Service Development, as follows:

[1] Designated voting representative by the City of Fort Worth.

- Current Airline Performance
- Flash Forecast
- Air Service Development
- Inauguration of Qantas Service

F. Financial Report was presented by Chris Poinsatte, CFO

RETIREMENT/INVESTMENT COMMITTEE REPORT

Retirement/Investment Committee Acting Chair Bernice J. Washington reported that the Committee met on Tuesday, May 31, 2011 at 12:00 p.m., in the Board Room of the Administration Building and recommended approval of the following:

1. The minutes of the Retirement/Investment Committee Meeting of May 3, 2011 were approved during the Committee Meeting of May 31, 2011.

Discussion Item

2. Retirement Report Briefing was given by Richard Holbien of the Bogdahn Group.

Action Item for Consideration

3. The Airport Board unanimously adopted Resolution 2011-06-146 to approve Execution of documents necessary for an investment in the Altius Real Asset Fund in an amount not to exceed $7 million for the DFW Retirement Plans.

Discussion Item

4. Actuarial Valuation Assumptions briefing was given by Lewis Ward of Gabriel Roeder Smith & Company during the Committee Meeting of May 31, 2011. A subsequent Actuarial Valuation Assumptions briefing was also given by Chris Poinsatte, CFO, during the Committee Meeting.

OPERATIONS COMMITTEE REPORT

Operations Committee Chair Robert Hsueh reported that the Committee met on Tuesday, May 31, 2011 at 1:00 p.m., in the Board Room of the Administration Building and recommended approval of the following:

5. The minutes of the Operations Committee Meeting of May 3, 2011 were approved during the Committee Meeting of May 31, 2011.

Consent Agenda Items for Consideration

6. The Airport Board unanimously adopted Resolution 2011-06-147 to approve authorization to Decrease Contract 7004085, Maintenance Services for Public Facilities, with Trane U.S., Inc., in an amount of ($108,272).

7. The Airport Board unanimously adopted Resolution 2011-06-148 to approve authorization to Decrease Contract 7003918, Food Court Maintenance Services, with UBM Enterprise, Inc., in an amount of ($62,575.93).

8. The Airport Board unanimously adopted Resolution 2011-06-149 to approve Award of Contract 7005407, Storm Sewer Pipe and Inlet Inspection and Cleaning, to Acme Television Company, Inc., in an amount not to exceed $114,750.

9. The Airport Board unanimously adopted Resolution 2011-06-150 to approve Ratification of Purchase Order 262699, Replacement of a Fire Truck Transmission, to Palmer Johnson Power Systems, LLC, in the amount of $78,437.10.

10. The Airport Board unanimously adopted Resolution 2011-06-151 to approve Execution of a Change Order to Contract 9500416, Reclaimed Water Delivery System, with S.J. Louis Construction of Texas LTD, in an amount not to exceed $102,262.87.

11. The Airport Board unanimously adopted Resolution 2011-06-152 to approve Execution of a Change Order to Supplemental Agreement 10, Contract 8500285, Geotechnical Engineering for Terminal A Rail Station, with Jacobs Engineering Group, Inc., in an amount not to exceed $77,408.58.

12. The Airport Board unanimously adopted Resolution 2011-06-153 to approve Execution of a Change Order to Contract 8500231, Claims/Dispute Services, with PMA Consultants LLC, in an amount not to exceed $200,000.

Action Items for Consideration

13. The Airport Board unanimously adopted Resolution 2011-06-154 to approve Execution of Contract 9001810, Reroof DFW Business Center South, with Supreme Systems, Inc., in an amount not to exceed $353,700.

14. **This item was deferred at the request of staff**. Approve Execution of Contract 9001807, Roof Replacement DFW Business Center North, with KPOST Company, in an amount not to exceed $1,071,000.

15. The Airport Board unanimously adopted Resolution 2011-06-155 to approve Rejection of all bids received for Solicitation No. 7005362, for Public Safety Uniforms, Equipment, and Special Clothing; and Approve Execution of two Contracts for Public Safety Uniforms, Equipment, and Special Clothing: Contract 7005403, with GST Public Safety Supply, LLC, in an amount not to exceed $425,486.92, and Contract 7005397, with C&G Police Supply, dba C&G Wholesale, in an amount not to exceed $232,254.74.

16. The Airport Board unanimously adopted Resolution 2011-06-156 to approve Execution of Contract 8004189, Parking Citation Management Services, with the City of Inglewood, California, in an amount not to exceed $350,000.

Terminal Renewal and Improvement Program Consent and Action Items

17. The Airport Board unanimously adopted Resolution 2011-06-157 Approve Termination of Contract 7005354, Capital Improvement Program(s), Contract Staffing Services-ITS, with Trend Personnel Services, Inc.

18. The Airport Board unanimously adopted Resolution 2011-06-158 to approve Execution of a Change Order to Reimbursement Agreement 5000069, Terminal Renewal and Improvement Program Field Technical Support, with American Airlines, with no change to the contract value.

19. The Airport Board unanimously adopted Resolution 2011-06-159 to approve Execution of a Supplemental Agreement to Contract 9500406, Terminal Renewal and Improvement Program – Subcontractor Construction Area, with Manhattan/BYRNE/JRT/3i, a joint venture, in an amount not to exceed $4,446,898.

Discussion Items

20. Perfecto Solis, VP Airport Development & Engineering, gave a briefing at the Committee Meeting of May 31, 2011, on the Terminal Renewal and Improvement Program Peer Review, which was conducted by Paslay Management Group.

21. Construction and Professional Services Contract Increase(s) approved by Authorized Staff were distributed to the Board.

22. There were no Decrease(s)/increase(s) in Scope of Work approved by Authorized Staff for this reporting period.

FINANCE/AUDIT COMMITTEE REPORT

Finance/Audit Committee Acting Chair Ben Muro reported that the Committee met on Tuesday, May 31, 2011 at 1:30 p.m., in the Board Room of the Administration Building and recommended approval of the following:

23. The minutes of the Finance/Audit Committee Meeting of May 3, 2011 were approved during the Committee Meeting of May 31, 2011.

24. Financial Report and FY2012 Budget Preview was presented by Chris Poinsatte, CFO, during the Committee Meeting of May 31, 2011.

25. Actuarial Valuation Assumptions briefing was presented by Chris Poinsatte, CFO, during the Committee Meeting of May 31, 2011.

Consent Agenda Items for Consideration

26. The Airport Board unanimously adopted Resolution 2011-06-160 to approve Award of Contract 7005413, Audit Workpaper and Management Software, to Wolters Kluwer Financial Services, Inc., in an amount not to exceed $70,875.

27. The Airport Board unanimously adopted Resolution 2011-06-161 to approve Execution of a Change Order to Legal Services Contract 8004020, with the Law Office of J. Paulo Flores, in the amount not to exceed $50,000.

28. The Airport Board unanimously adopted Resolution 2011-06-162 to approve Execution of Contract 7005392, Access Control, Parking, and Ground Transportation Decals, with Dri-Stick Decal Corporation, dba Rydin Decal, in an amount not to exceed $60,436.89.

29. The Airport Board unanimously adopted Resolution 2011-06-163 to approve Increase to Contract 8004197, ACDBE Program Consulting Services, with Airport Concessions Consultants, Inc., in an amount not to exceed $52,000.

30. The Airport Board unanimously adopted Resolution 2011-06-164 to approve Award of Purchase Order 262297, for Linux Blade Server Refresh, to Sigma Solutions, Inc., in the amount of $203,871.94.

31. The Airport Board unanimously adopted Resolution 2011-06-165 to approve Acceptance and Execution of a Grant Agreement with the North Central Texas Council of Governments (NCTCOG) for the Clean Fleets North Central Texas Recovery Act Project in an amount not to exceed $800,400.

32. The Airport Board unanimously adopted Resolution 2011-06-166 to approve Acceptance and Execution of a Grant Agreement with the North Central Texas Council of Governments (NCTCOG) for the Clean Fleets North Central Texas Recovery Act Project in an amount not to exceed $104,000.

Action Items for Consideration

33. The Airport Board unanimously adopted Resolution 2011-06-167 to approve Revisions to the Board's Rules of Procedure.

34. The Airport Board unanimously adopted Resolution 2011-06-168 to approve Award of Purchase Order 262281, for Firewall Technology Refresh, to Solid Border, Inc., in the amount of $352,516.

35. The Airport Board unanimously adopted Resolution 2011-06-169 to approve Award of Purchase Order 262307, for Storage Management Appliance Refresh, to Lumenate LP, in the amount of $496,582.41.

36. The Airport Board unanimously adopted Resolution 2011-06-170 to approve Award of Purchase Order 262312, for Windows Blade Server Refresh, to Netsync Network Solutions, Inc., in the amount of $395,244.

37. The Airport Board unanimously adopted Resolution 2011-06-171 to approve an Increase and Extension to Contract 8004214, Microsoft Support Services, with Microsoft Corporation, in the amount not to exceed $250,707.

38. The Airport Board unanimously adopted Resolution 2011-06-172 to approve Execution of Contract 8004227, SharePoint Online Services, with Dell Marketing LP, in an amount not to exceed $282,300.

39. The Airport Board unanimously adopted Resolution 2011-06-173 to approve Increase to Contract 7004046, Parking Control System, with SKIDATA, Inc., in an amount not to exceed $1,200,000.

40. The Airport Board unanimously adopted Resolution 2011-06-174 to approve the form of the Preliminary Official Statement and other actions relating to the sale of the 2011A Joint Revenue Refunding Bonds.

41. The Airport Board unanimously adopted Resolution 2011-06-175 to approve Facility Agreement between DFW Airport Board and DFW Facility Improvement Corporation.

42. The Airport Board unanimously adopted Resolution 2011-06-176 to approve Renewal and Increase to Contract 7003937, Temporary Staffing Services, with Alltex Staffing and Consulting, LLC dba Abba Staffing and Consulting, in the amount not to exceed $2,000,000.

Discussion Items

43. Parking Control System & Infrastructure Update was presented by William Flowers, VP Information Technology Services and Perfecto Solis, VP Airport Development and Engineering.

44. Purchase Orders/Contracts and Professional Services Contracts approved by Authorized Staff.

45. Monthly M/WBE Expenditure Report was distributed to the Board.

46. Permits Issued by Aviation Real Estate were distributed to the Board.

CONCESSIONS/COMMERCIAL DEVELOPMENT COMMITTEE REPORT

Concessions/Commercial Development Committee Chair Lillie Biggins reported that the Committee met on Tuesday, May 3, 2011 at 2:00 p.m., in the Board Room of the Administration Building and recommended approval of the following:

47. The minutes of the Concessions/Commercial Development Committee Meeting of May 3, 2011 were approved during the Committee Meeting of May 31, 2011.

Action Items for Consideration

48. The Airport Board unanimously adopted Resolution 2011-06-177 to approve Interlocal Agreement between the Airport Board and the City of Grapevine that authorizes the

Board to fund fifty percent of two land development-related studies to be contracted by the City of Grapevine for a not to exceed total amount of $60,000.

49. The Airport Board unanimously adopted Resolution 2011-06-178 to approve Authorization to enter into a 10-year lease for a TGI Friday's Restaurant in Terminal A.

50. The Airport Board unanimously adopted Resolution 2011-06-179 to approve Execution of a lease with Host-Howell Terminal A F&B Joint Venture dba la Madeleine Country French Café.

Discussion Items

51. Concessions Update was presented by Zenola Campbell, VP Concessions, during the Committee Meeting of May 31, 2011.

52. Concession Sales Update was not presented.

53. License issued by Commercial Development was distributed to the Board.

54. Permits issued by Revenue Management Concessions were distributed to the Board.

CLOSED SESSION

55. In accordance with the provisions of Section 551.071 of the Texas Government Code, a closed session was held for the purpose of seeking the Board's attorney's advice with respect to pending or contemplated litigation, a settlement offer, or other matters that are exempt from public disclosure under the Texas Disciplinary Rules of Professional Conduct of the State Bar of Texas (Article X, Section 9 of the State Bar Rules), to wit:

    (a) PAZ Energy LLC v. Dallas/Fort Worth International Airport Board, City of Dallas, City of Fort Worth, Cause No. 153-237052-09

    (b) MultiRestaurant Concepts et al v. DFW International Airport Board, Cause No. 10-14465-A

    Star Concessions v. DFW International Airport Board, Cause No. 11-01526-J in re Gilbert Aranza et al, Cause No. 11-04768-G

    In re Gilbert Aranza et al, Cause No. 11-04768-G

    And;

    In accordance with provisions of Section 551.072 of the Texas Government Code, a closed session was held relating to the purchase, exchange, lease, or value of real

    property if deliberations in an opening meeting would have a detrimental effect on the negotiating position of the Board, to wit:

(c) TGI Friday's contract negotiations

(d) North Airport Commercial Development Opportunities

OPEN SESSION

Discussion Items

56. There were no registered speakers.

57. Next Committee meetings – July 5, 2011
Next Regular Board meeting – July 7, 2011
Special Board meeting – July 28, 2011