MINUTES OF THE
DALLAS-FORT WORTH INTERNATIONAL AIRPORT BOARD
December 1, 2011
8:30 a.m.

Conveying 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 at 8:30 a.m., on Thursday, December 1, 2011, pursuant to earlier notification thereof to the members of the Board and public. The following quorum was present:

Francisco Hernandez, Chair
Robert Hsueh, Vice Chair
Jeff Wentworth, Secretary
Mayor Pro Tem Tennell Akins[1]
Mayor Betsy Price
Lillie Biggins
Ben Muro
Brenda E. Reyes
Forrest Smith
Bernice J. Washington
Glenn Porterfield[2]

Board Member Betty J. Culbreath had an excused absence.

Board staff in attendance:
Jeff Fegan, Ken Buchanan, Jim Crites, Chris Poinsatte, Phil Ritter, Linda Thompson, Rob Darby, Elaine Rodriguez, Sandra Perkins, Alan Black, Zenola Campbell, Armin Cruz, Norma Essary, Paul Martinez, Sharon McCloskey, Luis Perez, Suzanne Cruz-Sewell, Perfecto Solis, Greg Spoon, John Terrell, David Magana, and Donna Schnell

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

B. The Pledge of Allegiance was recited.

C. Announcements
- A check for $308,692 from DFW's 2011 United Way Campaign was presented to Tim McKinney, United Way of Tarrant County and Jennifer Sampson, United Way of Metropolitan Dallas. Our goal for this year was $300,000.
- Linda Thompson, EVP Administration & Diversity, recognized the Risk Management, Business Development & Diversity, and Procurement & Materials Management Departments for awards received during 2011.
- Phil Ritter, EVP Government & Stakeholder Relations, announced the new federal legislation that will facilitate business travel for U.S. citizens and travelers from Asia Pacific Economic Corporation (APEC) countries.

D. The Minutes of the Regular Board Meeting of November 3, 2011 were approved.

[1] Designated voting representative by the City of Dallas.
[2] Non-voting member from the City of Euless.

E. Air Service Highlights were presented by Luis Perez, VP Air Service Development, and Sharon McCloskey, VP Marketing Services, as follows:
   - Current Airline Performance
   - Flash Forecast
   - Air Service Development

F. Financial Report was presented by Chris Poinsatte, CFO.

G. TRIP Update: Customer Satisfaction was presented by Sharon McCloskey, VP, Marketing Services.

OPERATIONS COMMITTEE REPORT

Operations Committee Chair Robert Hsueh reported that the Committee met on Tuesday, November 29, 2011 at 12:30 p.m., in the Board Room of the Administration Building and recommended approval of the following:

1. The minutes of the Operations Committee Meeting of November 1, 2011 were approved at the Committee Meeting of November 29, 2011.

Consent Agenda Items for Consideration

Board Member Ben Muro left the meeting and was not present for the voting of items 2 through 5.

2. The Airport Board unanimously adopted Resolution 2011-12-337 to approve Execution of a Supplemental Agreement to Contract 8500292, Development Plan for the Coppell Industrial Area, with Parsons Transportation Group Inc., in an amount not to exceed $121,921.77.

3. The Airport Board unanimously adopted Resolution 2011-12-338 to approve Execution of a Supplemental Agreement to Contract 8500292, Development Plan for the Walnut Hill area, with Parsons Transportation Group, Inc., in an amount not to exceed $131,467.48.

4. The Airport Board unanimously adopted Resolution 2011-12-339 to approve Execution of Contract 9500476, Install Traffic Signals at Crossunder #1, with North Texas Contracting, Inc., in an amount not to exceed $152,567.

5. The Airport Board unanimously adopted Resolution 2011-12-340 to approve Execution of Contract 7005454, Lease for Biometric Identity Verification Services, with Alclear, LLC, at no cost to the Board.

Action Items for Consideration

Board Member Ben Muro returned to the meeting.

6. The Airport Board unanimously adopted Resolution 2011-12-341 to approve Execution of Contract 9500442, Energy Plaza Chemical Room Modifications, with Robinson Industries, Inc., in an amount not to exceed $818,685.

7. The Airport Board unanimously adopted Resolution 2011-12-342 to approve Execution of Change Order to Supplemental Agreement 8, Contract 8500285, Parking Control System Infrastructure, with Jacobs Engineering Group, Inc., in an amount not to exceed $590,466.67.

8. The Airport Board unanimously adopted Resolution 2011-12-343 to approve Execution of Contract 9500479, Parking Control System Infrastructure Construction, with Mega Contractors, Inc., in an amount not to exceed $1,875,000.

9. The Airport Board unanimously adopted Resolution 2011-12-344 to approve Execution of Contract 9500447, RAC Reallocation, with Phillips/May Corporation, in an amount not to exceed $258,108.

10. The Airport Board unanimously adopted Resolution 2011-12-345 to approve Execution of Change Order to Supplemental Agreement 13, Contract 8500285, Terminal A Parking Expansion Design and Construction Support Services, with Jacobs Engineering Group, Inc., in an amount not to exceed $8,123,477.84.

11. The Airport Board unanimously adopted Resolution 2011-12-346 to approve Execution of Contract 7005437, Airfield Lighting and Components, with Airport Lighting Systems, Inc., in an amount not to exceed $1,331,593.25.

12. The Airport Board unanimously adopted Resolution 2011-12-347 to approve Rejection of all bids received for Solicitation 7005463, HVAC Filters for Terminal D.

13. The Airport Board unanimously adopted Resolution 2011-12-348 to approve Advanced Authorization to Award a Contract for the Supply of Natural Gas with the lowest priced, responsive company that submits its bid through a Board-sponsored reverse auction procedure, in an amount not to exceed $2,000,000.

14. The Airport Board unanimously adopted Resolution 2011-12-349 to approve Execution of Memorandum of Understanding with EPA Region 6 for the purpose of establishing a Sustainability Partnership associated with the Terminal Renewal and Improvement Program.

Discussion Item

15. TRIP Working Group Update was given by Jeff Wentworth during the Committee meeting of November 29, 2011 and again during the Board Meeting.

Terminal Renewal and Improvement Program Action Items

16. The Airport Board unanimously adopted Resolution 2011-12-350 to approve Execution of a Supplemental Agreement, to Contract 9500406, Terminal Renewal

and Improvement Program – Public Address/Voice Evacuation Implementation Package 1 & 2, with Manhattan/BYRNE/JRT/3i, a joint venture, in an amount not to exceed $8,504,536; and to Contract 9500421, Terminal Renewal and Improvement Program – Public Address/Voice Evacuation Implementation Package 1 & 2, with Balfour Beatty/Azteca/Russell/CARCON, a joint venture, in an amount not to exceed $8,513,717.

17. The Airport Board unanimously adopted Resolution 2011-12-351 to approve Execution of a Contract Modification for additional incremental work under Supplemental Agreement 10, Contract 8500271, Terminal Renewal and Improvement Program – Terminal B Design and Design Management Services, with DMJM/EJES Joint Venture, in an amount not to exceed $101,142.

18. The Airport Board unanimously adopted Resolution 2011-12-352 to approve Execution of a Supplemental Agreement to Contract 9500406, Terminal Renewal and Improvement Program – Terminal B Hot Water/Chilled Water, with Manhattan/BYRNE/JRT/3i, a joint venture, in an amount not to exceed $8,914,993.

19. The Airport Board unanimously adopted Resolution 2011-12-353 to approve Execution of a Contract Modification for additional incremental work under Supplemental Agreement 5, Contract 9500406, Terminal Renewal and Improvement Program – Terminal B, Phase 1, with Manhattan/BYRNE/JRT/3i, a joint venture, in an amount not to exceed $67,389,764.

Registered speaker John Bryant, President and General Counsel of the Association of Taxi Operators (ATO), addressed the Board on items 20 and 21 even though these items had been deferred until the January or February 2012 Board Meeting.

CLOSED SESSION

20. In accordance with the provisions of Section 551.071 of the Texas Government Code, a closed session was not 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) Association of Taxicab Operators, USA v. Dallas-Fort Worth International Airport Board, Cause No. 10-00279

OPEN SESSION

Action Item

21. **Item deferred until the January or February 2012 Board Meeting**. Approve Adoption of a Taxicab CNG Incentive Program Policy that promotes the use of compressed natural gas.

Discussion Items

22. Irregular Operations (IROPS) Update presentation was given by Paul Martinez, Vice President Operations, during the Committee Meeting of November 29, 2011.

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

24. Decrease(s)/increase(s) in Scope of Work approved by Authorized Staff were distributed to the Board.

FINANCE/AUDIT COMMITTEE REPORT

Finance/Audit Committee Chair Jeff Wentworth reported that the Committee met on Tuesday, November 29, 2011 at 1:15 p.m., in the Board Room of the Administration Building and recommended approval of the following:

25. The minutes of the Finance/Audit Committee Meeting of November 1, 2011 were approved at the Committee Meeting of November 29, 2011.

26. Financial Report was given in item F above.

27. Financial Plan Update was not presented.

Consent Agenda Items for Consideration

28. The Airport Board unanimously adopted Resolution 2011-12-354 to approve Authorization to Enter into a Lease Amendment for American Airlines' Mail and Air Cargo Facilities.

29. The Airport Board unanimously adopted Resolution 2011-12-355 to approve Execution of Change Order, to Contract 8001835, Legal Services, with Vinson & Elkins, LLP, increasing the not-to-exceed amount by $50,000, for a new not-to-exceed amount of $569,987.

30. The Airport Board unanimously adopted Resolution 2011-12-356 to approve Authorization to increase Contract 8002116, Legal Services, with Moses, Palmer & Howell, LLP, in an amount of $200,000, for a new not-to-exceed amount of $1,163,000.

31. The Airport Board unanimously adopted Resolution 2011-12-357 to approve Execution of Contract for News Media Monitoring and Social Media Monitoring Services, with Media Vantage, in an amount not to exceed $80,000.

32. The Airport Board unanimously adopted Resolution 2011-12-358 to approve Execution of Policy for Excess Workers' Compensation Insurance, with Star Insurance Company, in the amount of $210,000, for the policy year ending January 1, 2013.

Action Items for Consideration

33. The Airport Board unanimously adopted Resolution 2011-12-359 to approve Increase to Contract 7005316, Airport Security Surveillance System Expansion, with Harris IT Services Corporation, in an amount not to exceed $285,000, for a revised Contract amount not to exceed $11,262,410.20.

34. The Airport Board unanimously adopted Resolution 2011-12-360 to approve Increase to Contract 8004143, Business Intelligence Implementation Services, with iOLAP, Inc., in an amount not to exceed $500,000, for a revised Contract amount not to exceed $1,500,000; and Contract 8004163, Business Intelligence Implementation Services, with MicroStrategy Services Corporation, in an amount not to exceed $500,000, for a revised Contract amount not to exceed $1,535,000.

35. The Airport Board unanimously adopted Resolution 2011-12-361 to approve Authorization to Award Purchase Order 263357, for Computer Hardware, to Dell Marketing, L.P., in an amount not to exceed $312,900.

36. The Airport Board unanimously adopted Resolution 2011-12-362 to approve Authorization to Amend Co-Bond Counsel, Contract 8004152, with the law firm of Newby-Davis and to ratify opinion fee payment made to such firm to date.

37. The Airport Board unanimously adopted Resolution 2011-12-363 to approve Increase to Contract 8002181, Airport Consulting Services, with LeighFisher, Inc., (formerly Jacobs Consultancy, Inc.), in an amount not to exceed $300,000, for a revised Contract amount not to exceed $540,000.

38. The Airport Board unanimously adopted Resolution 2011-12-364 to approve Request by American Airlines to exercise its option to purchase an MD-82 flight simulator, identified as N491AA, for the amount of $1,000,000.

39. The Airport Board unanimously adopted Resolution 2011-12-365 to approve Investment Policy, Investment Strategies, Approve Broker/Dealers, and Authorized Training Sources, effective February 1, 2012.

Discussion Items

40. FY2011 M/WBE Annual Report and A&D Study Update report was distributed to the Board.

41. QANTAS Presentation was given by Mary Jo Polidore, VP Public Affairs, during the Committee Meeting of November 29, 2011.

42. Purchase Orders/Contracts and Professional Services Contracts approved by Authorized Staff were distributed to the Board.

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

CONCESSIONS/COMMERCIAL DEVELOPMENT COMMITTEE REPORT

Acting Concessions/Commercial Development Committee Chair Bernice J. Washington reported that the Committee met on Tuesday, November 29, 2011 at 2:00 p.m., in the Board Room of the Administration Building and recommended approval of the following:

44. The minutes of the Concessions/Commercial Development Committee Meeting of November 1, 2011 were approved during the Committee Meeting of November 29, 2011.

Consent Item

45. The Airport Board unanimously adopted Resolution 2011-12-366 to approve Increase to Contract 8004088, Real Estate Appraisal Services, with Pyles Whatley Corporation, in an amount not to exceed $55,000, for a revised Contract amount not to exceed $103,000.

Action Items

46. The Airport Board unanimously adopted Resolution 2011-12-367 to approve Authorization to Change the concept of Mont Blanc Fine Pens to Swarovski Jewelry and Collectables.

47. The Airport Board unanimously adopted Resolution 2011-12-368 to approve Extension of Samsung Telecommunications America L.P. Agreement Number 2329044 for up to an additional six (6) months.

48. The Airport Board unanimously adopted Resolution 2011-12-369 to approve Execution of leases with Retail, Food/Beverage, and Service Providers, for Terminal A, as recommended by the DFW Terminal A Concessions Selection Committee.

Discussion Items

49. Aviall Retention presentation was given by John Terrell, VP Commercial Development.

50. Grand Hyatt DFW Renovation and Recognitions was presented by Gary Hedges, AVP Hotels, during Committee Meeting of November 29, 2011.

51. Concessions Update was presented by Zenola Campbell, VP Concessions, during Committee Meeting of November 29, 2011.

52. Concessions Sales Update was not presented.

CLOSED SESSION

53. 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
    in re Gilbert Aranza et al, Cause No. 11-04768-G

    And;

    In accordance with provision of Section 551.072 of the Texas Government Code, a closed session was held relating to 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, to wit:

    (c) North Airport Commercial Development Opportunities

FULL BOARD

CLOSED SESSION

54. In accordance with the provisions of Section 551.071 of the Texas Government Code, a closed session was not 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) Association of Taxicab Operators, USA v. Dallas-Fort Worth International Airport Board, Cause No. 10-00279

    And;

    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:

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

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

Board Member Forrest Smith departed the meeting.

OPEN SESSION

Action Items

55. The Airport Board unanimously adopted Resolution 2011-12-370 to approve Compensation and/or Benefits Adjustments for the Director of the Department of Audit Services.

56. The Airport Board adopted Resolution 2011-12-371 to approve Compensation and/or Benefits Adjustments for the Chief Executive Officer. Mayor Betsy Price opposed.

Discussion Items

57. There were no additional registered speakers.

58. Next Committee meetings – January 3, 2012
Next Regular Board meeting – January 5, 2012