MINUTES OF THE
DALLAS-FORT WORTH INTERNATIONAL AIRPORT BOARD
March 1, 2012
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, March 1, 2012, pursuant to earlier notification thereof to the members of the Board and public. The following quorum was present:

Robert Hsueh, Chair	Ben Muro
Lillie Biggins, Vice Chair	Brenda E. Reyes
Sam Coats, Secretary	Forrest Smith
Mayor Mike Rawlings	Bernice J. Washington
Mayor Betsy Price	Jeff Wentworth
Francisco Hernandez	Mayor Mary Lib Saleh[1]

Board staff in attendance:
Jeff Fegan, Ken Buchanan, Jim Crites, Chris Poinsatte, Phil Ritter, Linda Valdez Thompson, Rob Darby, Elaine Rodriguez, Robert Caput, Dan Bergman, Zenola Campbell, Armin Cruz, William Flowers, Rusty Hodapp, Luis Perez, Mary Jo Polidore, Suzanne Cruz-Sewell, Perfecto Solis, Greg Spoon, John Terrell, Byford Treanor, David Magana, and Donna Schnell

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

B. The Pledge of Allegiance was recited.

C. Announcements
- Chairman Robert Hsueh announced the Leadership Fort Worth 2012 Fellows Dinner which will be March 8, 2012, where Jeff Fegan, CEO, will be honored.
- Jeff Fegan, CEO, announced the July and October 2012 Committee and Board meetings would be moved to July 10 and 13, and October 9 and 11, respectively.
- Board Member Ben Muro was recognized for being honored at the Dallas Business Journal Minority Business Leaders Award Luncheon.
- CTI (Sikorsky) "Whirl Tower" Ribbon-Cutting Event was announced by John Terrell, VP Commercial Development and Bob Ellithorpe, President of CTI.
- The recent Sustainability Partnership and signing of a Memorandum of Understanding between DFW Airport and the EPA was announced.
- Jeff Fegan, CEO, announced a recent article in *Engineering News Record* about the use of iPad technology on Airport construction sites.
- Jeff Fegan, CEO, announced the upcoming event for the conclusion of the Welcome Home A Hero Program.

D. The minutes of the Regular Board Meeting of February 3, 2012 were approved.

[1] Non-voting member from the City of Euless. Mayor Saleh attended in Glenn Porterfield's absence.

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

F. Customer Satisfaction Feedback from Emirates Passengers was presented by Sharon McCloskey, VP Marketing.

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

H. TRIP Update – New Terminal A Parking was presented by Perfecto Solis, VP Airport Development & Engineering.

OPERATIONS COMMITTEE

Operations Committee Chair Bernice J. Washington reported that the Committee met on Tuesday, February 28, 2012 at 1:00 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 January 31, 2012 were approved during the Committee Meeting of February 28, 2012.

Consent Items for Consideration

2. The Airport Board unanimously adopted Resolution 2012-03-064 to approve Increase to Contract 9500459, Installation of Taxiway Guidance Sign A-1, with LEMCO Construction Services, L.P., in an amount not to exceed $10,586.68.

3. The Airport Board unanimously adopted Resolution 2012-03-065 to Approve nominees for composition of the Board of Appeals.

4. The Airport Board unanimously adopted Resolution 2012-03-066 to approve Authorization to ratify a Change Order to Contract 9500462, Parking Control System Infrastructure, with Thos. S. Byrne, Ltd., in an amount not to exceed $62,613.81.

5. The Airport Board unanimously adopted Resolution 2012-03-067 to approve Execution of a Supplemental Agreement to Contract 8500292, Development Plan for the Northwest Area, with Parsons Transportation Group, Inc., in an amount not to exceed $137,853.29.

6. The Airport Board unanimously adopted Resolution 2012-03-068 to approve Execution of Supplemental Agreement to Contract 8500292, Terminal D Baggage Handling System Upgrades, with Parsons Transportation Group, Inc., in an amount not to exceed $232,303.56.

7. The Airport Board unanimously adopted Resolution 2012-03-069 to approve Execution of Contract 5000931, Electricity Distribution to the Terminal Renewal and Improvement Program Subcontractor Trailer Complex, with Oncor Electric Delivery Company LLC, in an amount not to exceed $69,306.

8. The Airport Board unanimously adopted Resolution 2012-03-070 to approve Execution of a Contract Modification for reduction of incremental work under Supplemental Agreement 4, Contract 9500421, Terminal Renewal and Improvement Program - Terminal A Section A, with Balfour Beatty/Azteca/Russell/CARCON, a joint venture, in a deductive amount of not less than ($10,511,073).

9. The Airport Board unanimously adopted Resolution 2012-03-071 to approve Execution of a Contract Modification for additional incremental work under Supplemental Agreement 11, Contract 8500271, Terminal Renewal and Improvement Program – Terminal E Design and Design Management Services – Oncor Service and Equipment Upgrades, with DMJM/EJES Joint Venture, in an amount not to exceed $219,924.96.

Action Items for Consideration

10. The Airport Board unanimously adopted Resolution 2012-03-072 to approve Increase and Extension to three Contracts: Contract 7003908, for Terminal E, Satellite, and Parking Garage Integrated Facilities Maintenance Services, with John Bean Technologies Corporation, in an amount not to exceed $4,310,000; Contract 7005337, for Terminals B & E Skylink Custodial Services, with C.K. World Service, Inc., in an amount not to exceed $130,000; and Contract 7005347, for Terminals A, B, C, and E Skylink Facilities Maintenance, with Trane U.S., Inc., in an amount not to exceed $62,000.

11. The Airport Board unanimously adopted Resolution 2012-03-073 to approve Termination of Contract 7005436, Trash Can Liners, with The Bargain Source.

12. The Airport Board unanimously adopted Resolution 2012-03-074 to approve Authorization to Reject bids received for Solicitation 262799 and Solicitation 263342, for a Sewer Truck; and Award two Purchase Orders for a Sewer Truck: Purchase Order 263444, to VAC-CON, Inc., for the Equipment Body, in the amount of $207,705 and Purchase Order 263440, to Houston Freightliner, Inc., for the Truck Chassis, in an amount not to exceed $91,248.

13. The Airport Board unanimously adopted Resolution 2012-03-075 to approve Increase to Contract 8004155, Asbestos Abatement/Air Monitoring Consulting Services, with ATC Group Services dba ATC Associates, Inc., in an amount not to exceed $1,000,000.

14. The Airport Board unanimously adopted Resolution 2012-03-076 to approve Execution of Supplemental Agreement to Contract 8500285, Northwest and Northeast Cargo VCP Remediation Services-Design and Design Management Services, with Jacobs Engineering Group, Inc., in an amount not to exceed $320,688.48.

Discussion Items

15. TRIP Working Group Update was presented by Brenda E. Reyes, TRIP Working Group Chair.

16. TRIP Craft Training Program was presented by Perfecto Solis, VP Airport Development & Engineering, during the Committee Meeting of February 28, 2012.

Terminal Renewal and Improvement Program Action Items

17. The Airport Board unanimously adopted Resolution 2012-03-077 to approve Execution of a Contract Modification for additional incremental work under Supplemental Agreement 8, Contract 9500421, Terminal A Enhanced Parking Structure, with Balfour Beatty/Azteca/Russell/CARCON, a joint venture, in an amount not to exceed $125,317,550.

18. The Airport Board unanimously adopted Resolution 2012-03-078 to approve Execution of a Contract Modification for additional incremental work under Supplemental Agreement 5, Contract 9500421, Terminal Renewal and Improvement Program – Terminal A Section A, with Balfour Beatty/Azteca/Russell/CARCON, a joint venture, in an amount not to exceed $29,440,993.

19. The Airport Board unanimously adopted Resolution 2012-03-079 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 $8,549,313.00.

20. The Airport Board unanimously adopted Resolution 2012-03-080 to approve Execution of a Contract Modification for additional incremental work under Supplemental Agreement 6, Contract 8500271, Terminal Renewal and Improvement Program - Terminal E Design and Design Management Services - Satellite Reactivation and B/C Infill, with DMJM/EJES Joint Venture, in an amount not to exceed $300,932.82.

CLOSED SESSION

21. In accordance with the provisions of Section 551.071 of the Texas Government Code, a closed session was not held during the Committee Meeting 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

Discussion Items

22. Change in Contracting Agreement for Interlocal Agreement with North Central Texas Council of Governments (NCTCOG) and Acceptance of Grant was distributed to the Board.

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

Finance/Audit Committee Chair Jeff Wentworth reported that the Committee met on Tuesday, February 28, 2012 at 1:30 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 January 31, 2012 were approved during the Committee Meeting of February 28, 2012.

26. Financial Report was presented in item G above.

27. FY 2011 External Audit Results was presented by Reem Samra of Deloitte Development LLC.

Consent Items for Consideration

28. The Airport Board unanimously adopted Resolution 2012-03-081 to award Purchase Order 263402, Flight Information PC Monitors, to Limitless Products LLC dba Limitless Office Products, in an amount not to exceed $58,481.39; and Purchase Order 263429, for Flight Information PC Hardware, to Zones, Inc., in an amount not to exceed $191,471.00.

29. The Airport Board unanimously adopted Resolution 2012-03-082 to approve Increase to Contract 7005479, Internet Services, with the State of Texas Department of Information Resources, in an amount not to exceed $18,000, for a revised contract amount not to exceed $65,000, and to extend the term of the Contract by two months.

30. The Airport Board unanimously adopted Resolution 2012-03-083 to approve Authority for the Chief Executive Officer or Designee to issue a solicitation for the Terminal E Baggage Handling System Operations and Maintenance and Jet Bridge Operations and Maintenance Contract, using the Request for Competitive Sealed Proposal method.

31. The Airport Board unanimously adopted Resolution 2012-03-084 to approve Increase to Contract 8004257, Legal Services with Sandra A. Perkins, Esq., increasing the not-to-exceed amount hereof by $20,000 for a new not-to-exceed amount of $70,000.

32. The Airport Board unanimously adopted Resolution 2012-03-085 to approve Execution of Contract 8004285, Regional Marketing Services – Middle East, India and Africa, with AVIAREPS FZ-LLC, in an amount not to exceed $84,000, for the initial one-year period of the contract with option to renew for four additional one-year periods.

33. The Airport Board unanimously adopted Resolution 2012-03-086 to approve Execution of Contract 8004261, Regional Public Relations Services, with AVIAREPS FZ-LLC, in an amount not to exceed $168,000, for the initial one-year period of the contract with option to renew for four additional one-year periods.

Action Items for Consideration

34. The Airport Board unanimously adopted Resolution 2012-03-087 to approve Execution of Contract 7005490, Access Control Systems Maintenance and Access Control Office Support Services, with Siemens Industry, Inc., in an amount not to exceed $1,104,150, for the initial one-year term of the Contract, with options to renew for four additional one-year periods.

35. The Airport Board unanimously adopted Resolution 2012-03-088 to approve Increase to Contract 7005316, Airport Security Surveillance System Expansion, with Harris IT Services Corporation, in an amount not to exceed $429,000.

36. The Airport Board unanimously adopted Resolution 2012-03-089 to approve Increase to Contract 7003910, Maintenance of 800 MHz Trunked Radio System, with Harris Corporation, in the amount of $1,663,505 for a revised contract amount not to exceed $3,357,775, and extend the term of the Contract by five years.

37. The Airport Board unanimously adopted Resolution 2012-03-090 to approve Execution of Contract 8004263, Consumer Market Research Consulting Services, with M/A/R/C Research, in an amount not to exceed $1,200,000, for the initial three-year term of the Contract, with options to renew for two additional one-year periods.

38. The Airport Board unanimously adopted Resolution 2012-03-091 to approve Resolution relating to the 48th Supplemental Bond Ordinance and requesting approval of the Ordinance by the cities of Dallas and Fort Worth.

39. The Airport Board unanimously adopted Resolution 2012-03-092 to approve List of Underwriters for currently proposed bond issues under the 48th Supplemental Bond Ordinance.

Discussion Items

40. FY 2012 Financial Plan Review was presented by Chris Poinsatte, CFO, during the Committee Meeting of February 28, 2012.

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

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

43. Agreements Issued by Aviation Real Estate Development were distributed to the Board.

CONCESSIONS/COMMERCIAL DEVELOPMENT COMMITTEE

Concessions/Commercial Development Committee Chair Lillie Biggins reported that the Committee met on Tuesday, February 28, 2012 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 January 31, 2012 were approved during the Committee Meeting of February 28, 2012.

Consent Items for Consideration

45. The Airport Board unanimously adopted Resolution 2012-03-093 to approve Authorization to Enter into a Partial Compromise Settlement and Release Agreement in Cause No. 153-237052-09, Tarrant County, settling the dispute between Lessor and Lessee regarding the acreage earned by production ("Retained Tracts") and agreeing on a mineral development plan for all other airport acreage.

Action Items for Consideration

46. The Airport Board unanimously adopted Resolution 2012-03-094 to approve Execution of Lease Agreement with DFW PLAZA LLC to lease and develop approximately 4.03 acres of land for a Fueling Station/Convenience Store with Food Court at Founder's Plaza Center.

47. The Airport Board unanimously adopted Resolution 2012-03-095 to approve Execution of Lease Agreement with TCDFW Development, Inc., for approximately 27.55 acres of land in International Commerce Park.

48. The Airport Board unanimously adopted Resolution 2012-03-096 to approve Execution of Lease Agreement with TCDFW Development, Inc., for approximately 18.62 acres of land in International Commerce Park.

49. The Airport Board unanimously adopted Resolution 2012-03-097 to approve Execution of Lease Agreement with TCDFW Development, Inc., for approximately 17.65 acres of land in International Park.

50. The Airport Board unanimously adopted Resolution 2012-03-098 to approve Execution of Lease Agreement with TCDFW Development, Inc., for approximately 13.63 acres of land in International Park.

51. The Airport Board unanimously adopted Resolution 2012-03-099 to approve Authorization to Recommend the City Councils of Dallas and Fort Worth convey 20.9+/- acres of perpetual easements to Dallas Area Rapid Transit for I-2 public mass transit improvements.

52. The Airport Board unanimously adopted Resolution 2012-03-100 to approve Authorization of Lease Agreement 008450 with Host International, Inc., for a Taproom Bar and Restaurant in Terminal E near Gate 4.

53. The Airport Board unanimously adopted Resolution 2012-03-101 to approve Authorization of Lease Agreement with Southwest Minority Financial Group, Inc., dba Dickey's Barbecue Pit, in Terminal E Satellite.

Discussion Items

54. Concessions Update was presented by Zenola Campbell, VP Concessions, during the Committee Meeting of February 28, 2012.

55. Concessions Sales Update was presented by Zenola Campbell, VP Concessions, during the Committee Meeting of February 28, 2012.

56. DFW-Dubai Airport Free Trade Zone Alliance was presented by John Terrell, VP Commercial Development, during the Committee Meeting of February 28, 2012.

57. United States Post Office (USPS) Relocation presentation was deferred until April 2012.

CLOSED SESSION

58. In accordance with the provisions of Section 551.071 of the Texas Government Code, a closed session was not held during the Committee Meeting, but was covered during the Board Meeting 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

FULL BOARD

CLOSED SESSION

59. 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) Association of Taxicab Operators, USA v. Dallas-Fort Worth International Airport Board, Cause No. 10-00279

    (b) In re AMR Corporation, *et al.,* Case No. 11-15463 (SHL), United States Bankruptcy Court, Southern District of New York

OPEN SESSION

Discussion Items

60. There were no registered speakers.

61. Next Committee meetings – April 3, 2012
    Next Regular Board meeting – April 5, 2012