MINUTES OF THE
DALLAS-FORT WORTH INTERNATIONAL AIRPORT BOARD
June 6, 2013
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 at 8:30 a.m., on Thursday, June 6, 2013, pursuant to earlier notification thereof to the members of the Board and public. The following quorum was present:

Robert Hsueh, Chair	Regina Montoya
Lillie Biggins	Curtis Ransom
Sam Coats	Forrest Smith
Deputy Mayor Pro Tem Tennell Atkins[1]	Jeff Wentworth
Mayor Pro Tem Zim Zimmerman[2]	Mayor Karen Hunt[3]
Francisco Hernandez	

Board Member Bernice J. Washington was traveling on Airport business.

Board staff in attendance:
Jeff Fegan, Ken Buchanan, Chris Poinsatte, Linda Thompson, Rob Darby, Elaine Rodriguez, Zenola Campbell, Armin Cruz, William Flowers, Tamela Lee, Sharon McCloskey, Luis Perez, Perfecto Solis, Byford Treanor, Max Underwood, David Magana, Donna Schnell and Paula Purdy

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AGENDA

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

B. The Pledge of Allegiance was recited.

C. Announcements and recognitions by Robert Hsueh, Chair:
   - On May 17, 2013, DFW Airport and Farglory Free Trade Zone of Taiwan entered into a new alliance partnership. Mr. Hsueh thanked Jeff Fegan, CEO; Mr. Chao Teng-Hsiung, Chairman of Farglory Group; Mr. Yeh Chun-Yao, Chairman of Farglory Free Trade Zone; Councilmember and Deputy Mayor Pro Tem, Tennell Atkins, City of Dallas; and Councilmember Jungus Jordan, City of Fort Worth.
   - DFW Airport will host the inaugural Aerotropolis Conference in October 2013, focusing on development outside of the airport and including the Metroplex.

   Announcements and recognitions by Jeff Fegan, CEO:
   - The Solar Impulse, a single-person aircraft which is 210 feet from wing to wing, 72 feet long and 23 feet high, and uses no fuel, landed at DFW Airport on May 23, 2013. Several events were hosted by the Airport to showcase the value of clean technology and the reduction of fossil energies.
   - Carol Carter, the new Director of Development of DFW's Chaplaincy program, was introduced.
   - DFW Airport media highlights were presented.

[1] Designated voting representative by the City of Dallas.
[2] Designated voting representative by the City of Fort Worth.
[3] Non-voting Board Member from the City of Coppell.

D. The Minutes of the Regular Board Meeting of May 2, 2013 were approved.

E. Robert Hsueh presented an update on the CEO Search.

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

G. The Financial Report and FY 2014 Budget Preview was presented by Chris Poinsatte, CFO.

H. TRIP Update, New E33 Checkpoint, was presented by Byford Treanor, VP Customer Service. Included in the update was a video of the technology built into Terminal A. William Flowers, VP Information Technology Services, Kevin Smith, AVP Terminal Management, Ali Nemati, AVP ITS Systems Operations, and others in the Information Technology Team were recognized for their outstanding work in automating Terminal A.

RETIREMENT/INVESTMENT COMMITTEE REPORT

Retirement/Investment Committee Chair Jeff Wentworth reported that the Committee met on Tuesday, June 4, 2013, at 12:30 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 April 2, 2013 were approved during the Committee Meeting of June 4, 2013.

Discussion Items

2. The Retirement Funds Actuarial Report was presented by Lewis Ward, of Gabriel, Roeder, Smith and Company during the Retirement/Investment Committee Meeting of June 4, 2013.

3. The Quarterly Investment Report was presented by Richard Holbien of the Bogdahn Group during the Retirement/Investment Committee Meeting of June 4, 2013.

4. The Investment Strategy Report was presented by William Rechter and Peter Latara of Fred Alger Management, Inc. during the Retirement/Investment Committee Meeting of June 4, 2013.

Action Item for Consideration

5. The Airport Board unanimously adopted Resolution 2013-06-146 to approve an Investment of DFW Airport Retirement Plan funds in Aureus Global Core Plus Real Estate Fund, in an amount not to exceed $10,000,000.

OPERATIONS COMMITTEE REPORT

Operations Committee Vice Chair Forrest Smith reported that the Committee met on Tuesday, June 4, 2013, at 1:00 p.m., in the Board Room of the Administration Building and recommended the approval of the following:

6. The Minutes of the Operations Committee Meeting of April 30, 2013 were approved during the Committee Meeting of June 4, 2013.

Consent Items for Consideration

7. The Airport Board unanimously adopted Resolution 2013-06-147 to approve execution of a Supplemental Agreement to Contract 8500292, Landside Erosion Control Design and Construction Support Services, with Parsons Transportation Group Inc., in an amount not to exceed $178,737.

8. The Airport Board unanimously adopted Resolution 2013-06-148 to approve execution of a Change Order to Contract 9500462, Parking Control System Infrastructure, with Thos. S. Byrne, Ltd., in an amount not to exceed $87,666.34.

9. The Airport Board unanimously adopted Resolution 2013-06-149 to approve execution of a Change Order to Contract 9500370, Rehabilitate Aircraft Parking Aprons, with HCE Construction, Inc., in a deductive amount of not less than ($69,714.95).

10. The Airport Board unanimously adopted Resolution 2013-06-150 to approve execution of a Change Order to Contract 9500449, Rehabilitate Airfield Lighting Systems FY 2011, with EAS Contracting, LP, in a deductive amount of not less than ($72,025.70).

11. The Airport Board unanimously adopted Resolution 2013-06-151 to approve execution of a Change Order to Contract 9500353, Rehabilitate Landside Pavements, with North Texas Contracting, Inc., in a deductive amount of not less than ($163,104.59).

12. The Airport Board unanimously adopted Resolution 2013-06-152 to approve execution of a Change Order to Supplemental Agreement 14, Contract 8500271, Terminal Renewal and Improvement Program – Terminal B-D Connector FIS Corridor Design and Design Management Services, with DMJM/EJES Joint Venture, in an amount not to exceed $113,255.62.

13. The Airport Board unanimously adopted Resolution 2013-06-153 to approve execution of a Contract Modification for additional incremental work under Supplemental Agreement 15, Contract 9500406, Terminal Renewal and Improvement Program – Terminal E Phase 2 – E33 Checkpoint Expansion, with Manhattan/BYRNE/JRT/3i, a joint venture, in an amount not to exceed $222,782.

14. The Airport Board unanimously adopted Resolution 2013-06-154 to approve increase to Contract 7005313, Grease Interceptor Maintenance Services, with Southwaste Disposal, LLC, in an amount not to exceed $146,043.75, for a revised Contract amount of $730,218.75.

15. The Airport Board unanimously adopted Resolution 2013-06-155 to approve execution of Contract 9500465, Relocate Four Light Poles on SH-183, with Gilbert May Inc., dba Phillips/May Corporation, in an amount not to exceed $147,333.

16. The Airport Board unanimously adopted Resolution 2013-06-156 to approve execution of Contract 7005866, Fire-EMS-LiveWell Medical Supplies, with Midwest Medical Supply Co., LLC, in an amount not to exceed $215,649.59.

17. The Airport Board unanimously adopted Resolution 2013-06-157 to approve execution of a "User Agreement" between the Dallas-Fort Worth International Airport Board and the State of Texas, Department of Public Safety, for access to the Texas Driver License Image System to retrieve digital driver license photos.

Action Items for Consideration

18. The Airport Board unanimously adopted Resolution 2013-06-158 to approve execution of Contract 9500506, Demolition of Sky Chef Buildings and AirTrans Guideway, with a contractor to be determined, in an amount not to exceed $2,800,000.

19. The Airport Board unanimously adopted Resolution 2013-06-159 to approve execution of a Contract Modification for additional incremental work under Supplemental Agreement 01, Contract 9500496, Southgate Plaza Civil Infrastructure, with Turner Omega Howard Joint Venture, in an amount not to exceed $1,180,260.

20. The Airport Board unanimously adopted Resolution 2013-06-160 to approve execution of Contract 5000950, West Airfield Drive Expansion – Petroleum Line Installation/ Removal, with Explorer Pipeline Company, in an amount not to exceed $374,885.43.

21. The Airport Board unanimously adopted Resolution 2013-06-161 to approve execution of five Contracts for Baggage Handling System Parts: Contract 7005928, with Habasit America, in an amount not to exceed $1,345,051.74; Contract 7005929, with Vanderlande Industries Inc., in an amount not to exceed $1,032,699.99; Contract 7005884, with Siemens Industry, Inc., in an amount not to exceed $874,270.97; Contract 7005930, with John Bean Technologies Corporation dba JBT AeroTech, Airport Services, in an amount not to exceed $307,452.14; and Contract 7005927, with Thyssenkrupp Airport Systems, Inc., in an amount not to exceed $25,213.80. Total amount of action is $3,584,688.64.

22. The Airport Board unanimously adopted Resolution 2013-06-162 to approve execution of Contract 7005916, Lumacurve Airfield Sign Parts, with Standard Signs, Inc. aka Lumacurve Airfield Signs, in an amount not to exceed $300,000.

23. The Airport Board unanimously adopted Resolution 2013-06-163 to approve award of four Purchase Orders for Replacement Vehicles: Purchase Order 266757, Sedans and Trucks, to Caldwell Country Ford LLC, in the amount of $458,107; Purchase Order 266773, CNG Sedans, to Sonic-Lute Riley Honda, in the amount of $239,460; Purchase Order 266775, Sport Utility Vehicles, to Group 1 Automotive, Inc. dba Dallas Dodge, in the amount of $81,135; and Purchase Order 266776, Trucks and CNG Vans, to Sam Pack's Five Star Ford LTD, in the amount of $325,743. Total amount of action is $1,104,445.

24. The Airport Board unanimously adopted Resolution 2013-06-164 to approve execution of Contract 7005836, Skylink Walkway Lighting Replacement, with Facility Solutions Group, Inc., in an amount not to exceed $498,575.

25. The Airport Board unanimously adopted Resolution 2013-06-165 to approve increase to Contract 7005484, Terminal E Baggage Handling and Passenger Boarding Bridge Operations and Maintenance Service, with Vanderlande Industries Inc., in an amount not to exceed $500,000, for a revised Contract amount not to exceed $12,079,003.74.

Discussion Item

26. The TRIP Working Group Update was presented by Jeff Wentworth, TRIP Working Group Chair, during the Operations Committee Meeting of June 4, 2013.

Terminal Renewal and Improvement Program Action Items

27. The Airport Board unanimously adopted Resolution 2013-06-166 to approve execution of a Change Order to Supplemental Agreement 04, Contract 8500285, Terminal Renewal and Improvement Program – Terminal A Design Services, with Jacobs Engineering Group Inc., in an amount not to exceed $2,228,377.27.

Discussion Items

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

29. 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 Sam Coats reported that the Committee met on Tuesday, June 4, at 1:30 p.m., in the Board Room of the Administration Building and recommended approval of the following:

30. The Minutes of the Finance/Audit Committee Meeting of April 30, 2013 were approved during the Committee Meeting of June 4, 2013.

31. The Financial Report was presented in Item G above.

32. The FY 2014 Budget Preview was presented in Item G above.

Consent Items for Consideration

33. The Airport Board unanimously adopted Resolution 2013-06-167 to approve execution of Contract 7005917, Automated Passport Control Kiosks, with Olea Kiosks, Inc., in an amount not to exceed $188,310 following a presentation by Byford Treanor, VP Customer Service, and William Flowers, VP Information Technology Services.

34. The Airport Board unanimously adopted Resolution 2013-06-168 to approve execution of Contract 8004849, Asset Management System Software, with Netwatch Solutions, Inc., in an amount not to exceed $236,461.43.

35. The Airport Board unanimously adopted Resolution 2013-06-169 to approve execution of Contract 7005923, Business Process Management Software, Maintenance and Support Services, with Appian Corporation, in an amount not to exceed $243,573.26.

36. The Airport Board unanimously adopted Resolution 2013-06-170 to approve the rejection of all bids received for Solicitation 7005833, Disaster Recovery Plan Management and execution of Contract 8004847, Disaster Recovery Plan Management Software, with Four Points Technology, LLC, in an amount not to exceed $232,711.

37. The Airport Board unanimously adopted Resolution 2013-06-171 to approve increase to Contract 8004227, Enterprise Licensing and Services, with Dell Marketing LP, in an amount not to exceed $130,799.84, for a revised Contract amount not to exceed $421,079.84.

38. The Airport Board unanimously adopted Resolution 2013-06-172 to approve increase to Contract 7005371, Remote Monitoring and Alert Services, with INX LLC, in an amount not to exceed $82,476, for a revised Contract amount not to exceed $1,096,461.20.

39. The Airport Board unanimously adopted Resolution 2013-06-173 to approve execution of Contract 7005895, Access Control, Parking Business Unit, and Ground Transportation Decals and Hangtags, with Rydin Decal, in an amount not to exceed $70,048.80.

40. The Airport Board unanimously adopted Resolution 2013-06-174 to approve increase to Contract 7005486, Gate Attendant Services (Unarmed), with TX Star US, Inc. dba Texas Star Security, in an amount not to exceed $113,000, for a revised Contract amount not to exceed $790,498.40.

41. The Airport Board unanimously adopted Resolution 2013-06-175 to approve increase to Contract 8004261, Regional Public Relations Services, with AVIAREPS FZ-LLC, in an amount not to exceed $160,000, for a revised Contract amount not to exceed $368,000.

Action Items for Consideration

42. The Airport Board unanimously adopted Resolution 2013-06-176 to approve execution of Contract 7005893, Dell Hardware and Installation Services, with Premier LogiTech LLC, in an amount not to exceed $3,000,000.

43. The Airport Board unanimously adopted Resolution 2013-06-177 to approve award of two Purchase Orders for Network Electronic Equipment: Purchase Order 266758, to Netsync Network Solutions, Inc., in the amount of $1,383,006.46; and Purchase Order 266765, to Future Com Ltd., in the amount of $78,866. Total amount of action is $1,461,872.46.

44. The Airport Board unanimously adopted Resolution 2013-06-178 to approve increase to Contract 8004141, Broker of Record/Administrator Services for the Airport's Rolling Owner Controlled Insurance Program (ROCIP), with Willis of Texas, Inc., in an amount not to exceed $455,237, for a revised Contract amount not to exceed $7,089,098.

45. The Airport Board unanimously adopted Resolution 2013-06-179 to approve the form of the Preliminary Official Statements (POS), prepared in connection with the sale of the Dallas/Fort Worth International Airport Joint Revenue Bonds, Series 2013C, 2013D and 2013E, and authorize the Authorized Officers to take any necessary action in connection with the sale of the bonds.

Discussion Items

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

47. Monthly D/S/M/WBE Expenditure Report was distributed to the Board.

CONCESSIONS/COMMERCIAL DEVELOPMENT COMMITTEE

Concessions/Commercial Development Committee Chair Lillie Biggins reported that the Committee met on Tuesday, June 4, 2013, at 2:00 p.m., in the Board Room of the Administration Building and recommended approval of the following:

48. The Minutes of the Concessions/Commercial Development Committee Meeting of April 30, 2013 were approved during the Committee Meeting of Tuesday, June 4, 2013.

Consent Item for Consideration

49. The Airport Board unanimously adopted Resolution 2013-06-180 to approve execution of Contract 8004800, Promotional and Engagement Teams, with EAB Marketing Corp. dba The Barber Shop Marketing, in an amount not to exceed $200,000.

Action Items for Consideration

50. The Airport Board unanimously adopted Resolution 2013-06-181 to approve a Lease Agreement between Pop Four Leaf DFW JV, LLC and the Dallas/Fort Worth International Airport Board.

51. The Airport Board unanimously adopted Resolution 2013-06-182 to approve extension of Lease 238980, with Dallas/Fort Worth International Airport Restaurant Joint Venture #3, dba Pappasito's Mexican Grill.

52. The Airport Board unanimously adopted Resolution 2013-06-183 to approve execution of two Contracts: Contract 8004821, Business-to-Business Marketing and Advertising Services, with Alpha Business Images, LLC, in an amount not to exceed $4,800,000; and Contract 8004837, Business-to-Business Public Affairs Services, with Alpha Business Images, LLC, in an amount not to exceed $900,000. Total amount of action is $5,700,000.

53. The Airport Board unanimously adopted Resolution 2013-06-184 to approve execution of two Contracts: Contract 8004822, Business-to-Consumer Marketing and Advertising Services, with Concussion, LLP, in an amount not to exceed $5,400,000; and Contract 8004838, Business-to-Consumer Public Affairs Services, with Concussion, LLP, in an amount not to exceed $900,000. Total amount of action is $6,300,000.

Discussion Items

54. Commercial Development Update was not presented.

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

56. Concessions Update was presented by Zenola Campbell, VP Concessions, during the Committee Meeting of June 4, 2013.

57. Concessions Sales Update was distributed to the Board.

58. Permits issued by Concessions were distributed to the Board.

59. Marketing Update was not presented.

FULL BOARD

CLOSED SESSION

60. 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) Terminal A TGI Friday's Leasehold Acquisition

    (b) Association of Taxicab Operators, USA v. Dallas-Fort Worth International Airport Board, Cause 10-00279

    (c) In re AMR Corporation, *et al.,* Case 11-15463 (SHL), United States Bankruptcy Court, Southern District of New York

    (d) Discussion of Airline Use Agreement regarding MII approval for Terminal E Garage

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 open meeting would have a detrimental effect on the negotiating position of the Board, to wit:

(e) Dart I-2 and Dart I-3

(f) North Airport Commercial Development Opportunities

(g) The T (TEX Rail)

OPEN SESSION

Discussion Items

61. There were no Registered Speakers.

62. Special Board Meeting – June 24, 2013
Next Committee meetings – July 9, 2013
Next Regular Board meeting – July 11, 2013