MINUTES OF THE
DALLAS-FORT WORTH INTERNATIONAL AIRPORT BOARD
May 5, 2011
9:00 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 9:00 a.m. on Thursday, May 5, 2011, pursuant to earlier notification thereof to the members of the Board and public. The following quorum was present:

Francisco Hernandez, Chair	Ben Muro
Robert Hsueh, Vice Chair	Brenda E. Reyes
Jeff Wentworth, Secretary	Forrest Smith
Mayor Mike Moncrief	Bernice J. Washington
Mayor Dwaine Caraway	Darlene Freed[1]
Lillie Biggins	

Board Member Betty J. Culbreath had an excused absence.

Board staff in attendance:
Jeff Fegan, Ken Buchanan, Chris Poinsatte, Linda Valdez Thompson, Rob Darby, Sandra Perkins, Paul Tomme, Zenola Campbell, Armin Cruz, William Flowers, Rusty Hodapp, Mary Jo Polidore, Suzanne Cruz-Sewell, Greg Spoon, John Terrell, Donna Schnell

AGENDA

A. The invocation was given by Chaplain Les Grounds.

B. The Pledge of Allegiance was recited.

C. There were no announcements.

D. The minutes of the Regular Board Meeting of April 7, 2011 were approved.

E. Air Service Highlights were presented by Chris Poinsatte, EVP Finance, as follows:
- Current Airline Performance
- Flash Forecast
- Air Service Development
- Inauguration of Qantas Service - Planning

F. Financial Report was presented by Chris Poinsatte, EVP Finance.

[1] Non-voting Member from the City of Grapevine.

RETIREMENT/INVESTMENT COMMITTEE

Retirement/Investment Committee Chair Brenda E. Reyes reported that the Committee met on Tuesday, May 3, 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 March 1, 2011 were approved at the Committee Meeting of May 3, 2011.

Action Item for Consideration

2. The Airport Board unanimously adopted Resolution 2011-05-112 to approve Execution of documents and investment plans in an amount not to exceed $7,000,000 of the DFW Retirement Plans' assets in Constitution Capital Partners' Ironside II Private Equity Fund.

Discussion Item

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

OPERATIONS COMMITTEE

Operations Committee Chair Robert Hsueh reported that the Committee met on Tuesday, May 3, 2011 at 12:30 p.m., in the Board Room of the Administration Building and recommended approval of the following:

4. The minutes of the Operations Committee Meeting of April 5, 2011 were approved at the Committee Meeting of May 3, 2011.

Consent Agenda Items for Consideration

5. The Airport Board unanimously adopted Resolution 2011-05-113 to approve Execution of Contract 7005396, Maintenance of Open Channels, with Signature Contracting Services, LLC, in an amount not to exceed $179,800.

6. The Airport Board unanimously adopted Resolution 2011-05-114 to approve Authorization to sign a Memorandum of Agreement with the Federal Aviation Administration (FAA), to enable the FAA to install and use cameras on the roof of Terminals A and E.

7. The Airport Board unanimously adopted Resolution 2011-05-115 to approve Authorization to grant permission to advertise for a Competitive Sealed Proposal contract for the construction of the Parking Control System Infrastructure.

8. The Airport Board unanimously adopted Resolution 2011-05-116 to approve Execution of Change Order to Supplemental Agreement 7, Contract 8500285, Rehabilitate Airfield Pavements, with Jacobs Engineering Group, Inc., in an amount not to exceed $114,041.05.

9. The Airport Board unanimously adopted Resolution 2011-05-117 to approve Execution of Supplemental Agreement 13, Contract 8500271, Expand ARFF Road at Fire

Training Facility, with DMJM/EJES Joint Venture, in an amount not to exceed $143,661.68.

10. The Airport Board unanimously adopted Resolution 2011-05-118 to approve Execution of Contract 9500404, Parking Garage Repair, with Mid-Continental Restoration Company, Inc., in an amount not to exceed $231,992.

Action Items for Consideration

11. The Airport Board unanimously adopted Resolution 2011-05-119 to approve Execution of Contract 7005384, for Air Conditioning Filters and Supplies, with Glasfloss Industries, dba Filter Systems, in the amount not to exceed $323,199.42.

12. The Airport Board unanimously adopted Resolution 2011-05-120 to approve Execution of Contract 7005382, Kone-Manufactured Elevator, Escalator, and Moving Sidewalk Parts, with Kone, Inc., in an amount not to exceed $2,419,636.25, and the Airport Board does hereby reject all bids for Solicitation 7005370, for Kone-Manufactured Spare Parts.

13. The Airport Board unanimously adopted Resolution 2011-05-121 to approve Acceptance and Execution of a Grant Agreement with the Texas Comptroller of Accounts' State Energy Conservation Office, in an amount not to exceed $922,322.

14. The Airport Board unanimously adopted Resolution 2011-05-122 to approve Execution of Contract 9500464, ADE Building Solar PV System, with Williams & Thomas LP d/b/a Jamail & Smith Construction, in an amount not to exceed $1,106,783.

15. The Airport Board unanimously adopted Resolution 2011-05-123 to approve Execution of Contract 9500452, Rehabilitate Airfield Pavements – Phase One, with EAS Contracting, LP, in an amount not to exceed $6,194,167.73.

16. The Airport Board unanimously adopted Resolution 2011-05-124 to approve Execution of Supplemental Agreement, Contract 8500271, Terminal B-D Connector FIS Corridor Design and Design Management Services, with DMJM/EJES Joint Venture, in an amount not to exceed $287,000.

17. The Airport Board unanimously adopted Resolution 2011-05-125 to approve Execution of Change Order to Contract 8500285, Supplemental Agreement 5, Business Continuity Program Management, with Jacobs Engineering Group, Inc., in an amount not to exceed $2,200,000.

Terminal Renewal and Improvement Program Consent and Action Items

18. The Airport Board unanimously adopted Resolution 2011-05-126 to approve Execution of Deductive Change Order to Supplemental Agreement 2, Contract 9500406, Terminal Renewal and Improvement Program – IT Terminal Telecommunications Rooms, with Manhattan/BYRNE/3i, a joint venture, in an amount not less than ($62,525).

19. The Airport Board unanimously adopted Resolution 2011-05-127 to approve Execution of Change Order to Supplemental Agreement 3, Contract 8500285, Terminal Renewal and Improvement Program – Terminals A and C Regating, with Jacobs Engineering Group, Inc., in an amount not to exceed $197,774.

20. The Airport Board unanimously adopted Resolution 2011-05-128 to approve Execution of Change Order to Supplemental Agreement 2, Contract 8500285, Terminal Renewal and Improvement Program – Terminal A Temporary Facilities, with Jacobs Engineering Group, Inc., in an amount not to exceed $464,661.

21. The Airport Board unanimously adopted Resolution 2011-05-129 to approve Execution of Change Order to 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 $1,302,199.88.

Discussion Items

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

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

FINANCE/AUDIT COMMITTEE

Finance/Audit Committee Chair Jeff Wentworth reported that the Committee met on Tuesday, May 3, 2011 at 1:30 p.m., in the Board Room of the Administration Building and recommended approval of the following:

24. The minutes of the Finance/Audit Committee Meeting of April 5, 2011 were approved at the Committee Meeting of May 3, 2011.

25. The Quarterly Financial Report was presented in item F above.

Consent Agenda Items for Consideration

26. The Airport Board unanimously adopted Resolution 2011-05-130 to approve Authorization to Award Purchase Order 262280, for Application Performance Monitoring, to SITA Information Networking Computing USA, Inc., in an amount not to exceed $226,068.

27. The Airport Board unanimously adopted Resolution 2011-05-131 to approve Authorization to exercise options for multi-year Contracts for the fourth quarter of Fiscal Year 2011.

28. The Airport Board unanimously adopted Resolution 2011-05-132 to approve Authorization to Award Contract 7005387, for Drug Screening, Background Search, and Badging Services, with Ruiz Protective Service, Inc., in an amount not to exceed $174,572.50.

29. The Airport Board unanimously adopted Resolution 2011-05-133 to approve Acceptance and Execution of a Grant in the amount not to exceed $1,925,232, from the Texas Commission on Environmental Quality (TCEQ) for the incremental cost of 38 CNG buses for the DFW Rent-A-Car-Facility.

30. The Airport Board unanimously adopted Resolution 2011-05-134 to approve Authorization to Enter and Execute Lease Agreements with American Airlines, Inc.,

(AA) for AA's West Freight property and Lease Amendments for AA's GSE and Priority Parcel properties.

31. Resolution No. 2011-05-135 Approve Execution of Use Agreement and all ancillary documents with Qantas Airways, Ltd. ("Qantas").

Action Items for Consideration

32. The Airport Board unanimously adopted Resolution 2011-05-136 to approve Execution of two Contracts for Air Service Development Economic Consulting Services: Contract 8004180, with Seabury Airline Planning Group, LLC, in an amount not to exceed $300,000; and Contract 8004201, with Simat, Helliesen & Eichner, Inc., in an amount not to exceed $600,000.

33. The Airport Board unanimously adopted Resolution 2011-05-137 to approve a Revised Air Service Incentive Program (ASIP) Policy.

34. The Airport Board unanimously adopted Resolution 2011-05-138 to approve Resolution of the Forty-Fifth Supplemental Bond Ordinance, requesting approval by the Owner Cities and authorizing preparation of the Preliminary Official Statement (POS) and other related documents.

35. The Airport Board unanimously adopted Resolution 2011-05-139 to approve Resolution of the Forty-Sixth Supplemental Bond Ordinance, requesting approval by the Owner Cities and authorizing preparation of the POS and other related documents.

36. The Airport Board unanimously adopted Resolution 2011-05-140 to approve Resolution of the Forty-Seventh Supplemental Bond Ordinance, requesting approval by the Owner Cities and authorizing preparation of the POS and other related documents.

Discussion Items

37. Department of Audit Services' Quarterly Audit Update was presented by Rob Darby, Director of Audit Services, at the Committee Meeting of May 3, 2011.

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

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

40. Permit List was distributed to the Board.

41. Permit List - Affiliates of Delta Airlines, Inc., was distributed to the Board.

CONCESSIONS/COMMERCIAL DEVELOPMENT COMMITTEE

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:

42. The minutes of the Concessions/Commercial Development Committee Meeting of April 5, 2011 were approved at the Committee Meeting of May 3, 2011.

Action Item for Consideration

43. The Airport Board unanimously adopted Resolution 2011-05-141 to approve Execution of leases with Retail and Food & Beverage vendors for Terminal A, as recommended by the DFW Terminal A Concession Selection Committee.

Discussion Items

44. Concessions Update related to the selection of Terminal A vendors was presented by Zenola Campbell, VP Concessions.

45. Concession Sales Update was not presented.

CLOSED SESSION

46. 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) Reporting of ancillary revenues of newsstand vendors

    (c) 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 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:

    (d) TGI Friday's contract negotiations

    (e) North Airport Commercial Development Opportunities

OPEN SESSION

Action Item for Consideration

47. The Airport Board unanimously adopted Resolution 2011-05-142 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.

FULL BOARD

Action Items for Consideration

48. The Airport Board unanimously adopted Resolution 2011-05-143 to approve Execution of a Change Order to Legal Services Contract 8004196 with the Vinson & Elkins, increasing the not-to-exceed amount by $100,000.

49. The Airport Board unanimously adopted Resolution 2011-05-144 to approve Execution of a Change Order to Legal Services Contract 8004184 with the Law Office of J. Paulo Flores, increasing the not-to-exceed amount thereof by $100,000.

50. The Airport Board unanimously adopted Resolution 2011-05-145 to approve Executive Severance Plan Policy.

Discussion Items

51. There were no registered speakers.

52. Next Committee meetings – May 31, 2011
    Next Regular Board meeting – June 2, 2011
    Special Board meeting – July 28, 2011