MINUTES OF THE
DALLAS-FORT WORTH INTERNATIONAL AIRPORT BOARD
November 3, 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, November 3, 2011, pursuant to earlier notification thereof to the members of the Board and public. The following quorum was present:

Francisco Hernandez, Chair	Betty Culbreath
Robert Hsueh, Vice Chair	Ben Muro
Jeff Wentworth, Secretary	Brenda E. Reyes
Mayor Mike Rawlings	Forrest Smith
Mayor Betsy Price	Bernice J. Washington
Lillie Biggins	Glenn Porterfield[1]

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, William Flowers, Rusty Hodapp, Sharon McCloskey, Luis Perez, Mary Jo Polidore, Greg Spoon, David Magana, and Donna Schnell

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:
- DFW Airport received the ACI Director General's Roll of Excellence award for long-term excellence in customer service
- Board Member Forrest Smith was honored with a lifetime achievement award from the Dallas-Fort Worth Chapter of the Texas General Counsel Forum
- An update was given on the Airport's paper reduction initiative
- DFW Airport received the 2011 Airports Going Green Award
- Rusty Hodapp, VP Energy & Transportation Management, was recognized for being inducted into the Association of Energy Engineers Managers Hall of Fame
- The Friends of DFW Luncheon scheduled for November 8, 2011 was announced
- The Board was thanked for an outstanding and successful 2011 Board Retreat which was held on October 28
- A video clip from a recent news story on ABC News featuring U.S. Visa Policies was presented

D. The Minutes of the Regular Board Meeting of October 13, 2011 were approved.

[1] Non-voting member from the City of Euless.

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

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

G. TRIP Update: Sustainability Achievements in TRIP Engineering was presented by Rusty Hodapp, VP Energy & Transportation Management

RETIREMENT/INVESTMENT COMMITTEE

Retirement/Investment Committee Chair Brenda E. Reyes reported that the Committee met on Tuesday, November 1, 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 Retirement/Investment Committee Meeting of August 4, 2011 were approved during the Committee Meeting of November 1, 2011.

Discussion Item

2. Quarterly Investment Report was presented by Richard Holbien of the Bogdahn Group during the Committee Meeting of November 1, 2011.

Action Item for Consideration

3. The Airport Board unanimously adopted Resolution 2011-11-315 to approve Investment of $5,000,000 for DFW Retirement Plans in the Capital International Private Equity Fund VI.

OPERATIONS COMMITTEE

Operations Committee Chair Robert Hsueh reported that the Committee met on Tuesday, November 1, 2011 at 1:00 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 October 11, 2011 were approved during the Committee Meeting of November 1, 2011.

Consent Agenda Items for Consideration

5. The Airport Board unanimously adopted Resolution 2011-11-316 to approve Execution of a Supplemental Agreement to Contract 8500292, Central Terminal Area Controlled Gates, with Parsons Transportation Group Inc., in an amount not to exceed $146,471.86.

6. The Airport Board unanimously adopted Resolution 2011-11-317 to approve Execution of Contract 5000930, ONCOR Switchgear Relocation, with ONCOR Electric Delivery Company, in an amount not to exceed $138,081.38.

7. The Airport Board unanimously adopted Resolution 2011-11-318 to approve Revision to Resolution 2011-09-247 by Increasing Contract 7005449, Cleaning Supplies, with Torrez Paper Company, in the amount of $35,055.54, for a total not to exceed amount of $100,783.52, and Decreasing Contract 7005267, Cleaning Supplies, with JanPak, Inc., in the amount of $34,640.19, for a total not to exceed amount of $3,570.44.

8. The Airport Board unanimously adopted Resolution 2011-11-319 to approve Execution of Contract 7005462, Floor Cleaning Supplies, with Torrez Paper Company, in an amount not to exceed $60,543.23.

Action Items for Consideration

9. The Airport Board unanimously adopted Resolution 2011-11-320 to approve Execution of Contract 9500449, Rehabilitate Airfield Lighting Systems – Construction FY2011, with EAS Contracting L.P., in an amount not to exceed $2,941,690.

10. The Airport Board unanimously adopted Resolution 2011-11-321 to approve Execution of a Supplemental Agreement to Contract 8500292, Rehabilitate Airfield Lighting Systems – Design FY2012, with Parsons Transportation Group, Inc., in an amount not to exceed $299,964.55.

11. The Airport Board unanimously adopted Resolution 2011-11-322 to approve Execution of a Supplemental Agreement to Contract 8500292, Rehabilitate Airfield Lighting Systems – Design FY2013, with Parsons Transportation Group, Inc., in an amount not to exceed $319,546.60.

12. The Airport Board unanimously adopted Resolution 2011-11-323 to approve Execution of a Supplemental Agreement to Contract 8500292, Rehabilitate Airfield Pavements – Design FY2013, with Parsons Transportation Group, Inc., in an amount not to exceed $763,034.46.

13. The Airport Board unanimously adopted Resolution 2011-11-324 to approve Execution of a Supplemental Agreement to Contract 8500292, Rehabilitate Airfield Pavements – Design FY2014, with Parsons Transportation Group, Inc., in an amount not to exceed $865,947.19.

14. The Airport Board unanimously adopted Resolution 2011-11-325 to approve Execution of a Supplemental Agreement to Contract 9500421, Terminal A Enhanced Parking Structure Section A – Demolition, with Balfour Beatty/Azteca/Russell/CARCON, a joint venture, in an amount not to exceed $5,000,000.

15. The Airport Board unanimously adopted Resolution 2011-11-326 to approve Award of Purchase Order 262799, for Runway and Roadway Sweepers, to Industrial Disposal Supply Company, Ltd., in the amount of $507,519.

16. The Airport Board unanimously adopted Resolution 2011-11-327 to approve Amendment to Code of Rules and Regulations of the Dallas/Fort Worth International Airport Board to add Chapter 6A Storm Water.

Discussion Item

17. TRIP Working Group Update was presented by Betty J. Culbreath during the Committee Meeting of November 1, 2011.

Terminal Renewal and Improvement Program Action Items

18. The Airport Board unanimously adopted Resolution 2011-11-328 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, with DMJM/EJES Joint Venture, in an amount not to exceed $9,700,000.

19. The Airport Board unanimously adopted Resolution 2011-11-329 to approve Execution of a Supplemental Agreement to Contract 8500271, Terminal Renewal and Improvement Program – Terminal E Design and Design Management Services – Baggage Handling System, with DMJM/EJES Joint Venture, in an amount not to exceed $1,616,718.76.

20. The Airport Board unanimously adopted Resolution 2011-11-330 to approve Execution of a Contract Modification for additional incremental work under Supplemental Agreement 6, Contract 9500406, Terminal Renewal and Improvement Program – Terminal E Satellite Re-Gating, with Manhattan/Byrne/JRT/3i, a joint venture, in an amount not to exceed $258,026.

Discussion Items

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

22. 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, November 1, 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 October 11, 2011 were approved during the Committee Meeting of November 1, 2011.

24. Finance Report was presented by Max Underwood, VP Finance during the Committee Meeting of November 1, 2011.

Consent Agenda Items for Consideration

25. The Airport Board unanimously adopted Resolution 2011-11-331 to approve Agreement with American Airlines to provide Snow and Ice Removal Services for Terminals B and D and associated areas in an amount not to exceed $1,500,000.

26. The Airport Board unanimously adopted Resolution 2011-11-332 to approve Award of Contract 7005445, Coffee Service, to Office Perks, Inc., in an amount not to exceed $150,517.40.

27. The Airport Board unanimously adopted Resolution 2011-11-333 to approve Increase and Extension to Contract 7003752, Lease of Multi-Functional Print Devices, with Southwest Office Systems, in an amount not to exceed $130,000.

28. The Airport Board unanimously adopted Resolution 2011-11-334 to approve Contract Renewal List for Second Quarter of Fiscal Year 2012.

29. The Airport Board unanimously adopted Resolution 2011-11-335 to approve Authorization to pay annual national membership dues to maintain DFW Airport membership in Airports Council International – North America, and U.S. Travel Association, in an amount not to exceed $256,922.

Action Item for Consideration

30. The Airport Board unanimously adopted Resolution 2011-11-336 to approve form of the Preliminary Official Statement and other actions relating to the sale of the 2011F Joint Revenue Refunding Bonds.

Discussion Items

31. Department of Audit Services' Quarterly Audit Update was presented by Rob Darby, Director Audit Services, during the Committee Meeting of November 1, 2011.

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

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

34. Permits issued by Aviation Real Estate were distributed to the Board.

CONCESSIONS/COMMERCIAL DEVELOPMENT COMMITTEE

Concessions/Commercial Development Committee Chair Lillie Biggins reported that the Committee met on Tuesday, November 1, 2011 at 2:00 p.m., in the Board Room of the Administration Building and recommended approval of the following:

35. The minutes of the Concessions/Commercial Development Committee Meeting of October 11, 2011 were approved during the Committee Meeting of November 1, 2011.

Discussion Items

36. Concessions Update was presented by Zenola Campbell, VP Concession, during the Committee Meeting of November 1, 2011.

37. Concessions Sales Update was not presented.

38. Pet Hotel Grand Opening Presentation was given by John Terrell, VP Commercial Development, during the Committee Meeting of November 1, 2011.

CLOSED SESSION

39. 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

FULL BOARD

CLOSED SESSION

40. 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) Dallas/Fort Worth International Airport Board v. Gresham, Smith and Partners, Cause No. 10-13078

    And;

    In accordance with provision of Section 551.072 of the Texas Government Code, a closed session will be 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:

    (b) North Airport Commercial Development Opportunities

    Supplemental Agenda item 44 followed item 40

Discussion Items

41. A Market Analysis for the CEO and Director of Audit Services was presented by Bob Dill of the HayGroup during the Committee Meeting of November 1, 2011. Ben Muro, Executive Compensation Committee Chair, gave an overview of the Committee Meeting to the Board.

42. There were no registered speakers.

43. Next Committee meetings – November 29, 2011
    Next Regular Board meeting – December 1, 2011

SUPPLEMENTAL AGENDA - CLOSED SESSION

44. In accordance with the provisions of Section 551.071 of the Texas Government Code, a closed session will be 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:

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