

**MINUTES OF THE
DALLAS-FORT WORTH INTERNATIONAL AIRPORT BOARD
June 7, 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, June 7, 2012, pursuant to earlier notification thereof to the members of the Board and public. The following quorum was present:

Robert Hsueh, Chair	Francisco Hernandez
Lillie Biggins, Vice Chair	Ben Muro
Sam Coats, Secretary	Brenda E. Reyes
Mayor Mike Rawlings	Forrest Smith
Mayor Betsy Price	Glenn Porterfield ¹

Board staff in attendance:

Jeff Fegan, Ken Buchanan, Jim Crites, Chris Poinsette, Phil Ritter, Linda Valdez Thompson, Rob Darby, Elaine Rodriguez, Robert Caput, Jeff Benvegna, Alan Black, Zenola Campbell, William Flowers, Tamela Lee, Sharon McCloskey, Mike Phemister, Mary Jo Polidore, Luis Perez, Suzanne Cruz-Sewell, Perfecto Solis, Greg Spoon, John Terrell, and Donna Schnell

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AGENDA

- A. The invocation was given by Chaplain “DD” Hayes.
- B. The Pledge of Allegiance was recited.
- C. Announcements
 - Lillie M. Biggins, Vice Chair of the Board, was recognized for being promoted to President of Texas Health Harris Methodist Fort Worth Hospital.
 - Board Member Forrest Smith, and his wife Martha were recognized for receiving the Dallas Legends of Service Award.
 - Chris Poinsette, CFO, was recognized for being named the “Outstanding Public Service” CFO of 2012 by *D Magazine*.
 - DFW’s Marketing Department was recognized for receiving first honors in the 2012 Excellence in Interactive Marketing Awards for their DFW Check-In Campaign.
- D. The minutes of the Regular Board Meeting of May 3, 2012 were approved.
- E. Air Service Highlights were presented by Luis Perez, VP Air Service Development, as follows:
 - Current Airline Performance
 - Flash Forecast
 - Air Service Development

¹ Non-voting member from the City of Euless.

- F. Financial Report was presented by Chris Poinatte, CFO.
- G. TRIP Update – Concessionaires, was presented by Zenola Campbell, VP Concessions.

RETIREMENT/INVESTMENT COMMITTEE REPORT

Retirement/Investment Committee Chair Sam Coats reported that the Committee met on Tuesday, June 5, 2012 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 3, 2012 were approved during the Committee Meeting of June 5, 2012.

Discussion Items

- 2. Actuarial Valuation Assumptions briefing was presented by Lewis Ward of Gabriel Roeder Smith & Company during the Committee Meeting of June 5, 2012.
- 3. External Audits of the Retirement and OPEB Fund was presented by Emma Walker, P.C., Certified Public Accountant during the Committee Meeting of June 5, 2012.
- 4. Quarterly Investment Report was presented by Richard Holbien of the Bogdahn Group during the Committee Meeting of June 5, 2012.

OPERATIONS COMMITTEE REPORT

Operations Committee Acting Chair Francisco Hernandez reported that the Committee met on Tuesday, June 5, 2012 at 1:00 p.m. in the Board Room of the Administration Building and recommended approval of the following:

- 5. The minutes of the Operations Committee Meeting of May 1, 2012 were approved during the Committee Meeting of June 5, 2012.

Consent Items for Consideration

- 6. The Airport Board unanimously adopted Resolution 2012-06-166 to approve Execution of a Change Order to Contract 9500449, Rehabilitate Airfield Lighting Systems FY2011, with EAS Contracting L.P., in an amount not to exceed \$102,095.
- 7. The Airport Board unanimously adopted Resolution 2012-06-167 to approve Execution of a Change Order to Contract 9500387, Rehabilitate Airfield Pavements at Runway 17L, Taxiways L & Q, and various Emergency and NAVAID Roads, with Silver Creek Construction, Inc., in an amount not to exceed \$43,283.86.
- 8. The Airport Board unanimously adopted Resolution 2012-06-168 to approve Termination of Contract 9500377, Restore PCA Terminal E, with INET Airport Systems Inc.

9. The Airport Board unanimously adopted Resolution 2012-06-169 to approve Execution of Contract 5000934, Terminal Renewal and Improvement Program – Terminal A Enhanced Parking Structure – Oncor Service, with Oncor Electric Delivery Company LLC, in an amount not to exceed \$87,252.83.
10. The Airport Board unanimously adopted Resolution 2012-06-170 to approve Rejection of bids received for Contract 9500489, Fuel Piping Secondary Containment at DFW Data Center.
11. The Airport Board unanimously adopted Resolution 2012-06-171 to approve Execution of Contract 7005540, Perimeter Fence Replacement, with TX TinMan Enterprises, LLC, in an amount not to exceed \$146,851.65.
12. This item was deferred at the request of staff. Approve Increase to Contract 7003917, Terminal B and Parking Garage Custodial Services and Pest Management Services, with UBM Enterprise, Inc., in the amount not to exceed \$75,000.
13. The Airport Board unanimously adopted Resolution 2012-06-172 to approved Execution of Contract 7005537, Storm Drain Sealing and Joint Repair Services, with Gibson & Associates, Inc., in an amount not to exceed \$152,000.
14. The Airport Board unanimously adopted Resolution 2012-06-173 to approve Agreement with the Federal Aviation Administration (FAA) to reimburse the FAA for costs, not to exceed \$207,000, to provide engineering, installation and construction activities for FAA facilities at the Airport that would be impacted by FWTA's commuter rail extension into the Terminal area; and that a similar agreement be authorized concurrently for DART to reimburse the Airport Board.

Action Items for Consideration

15. The Airport Board unanimously adopted Resolution 2012-06-174 to approve Execution of a Change Order to Contract 9500414, DPS Fire Training Facility Upgrades, with FJW Construction, LLC, in an amount not to exceed \$364,000.
16. The Airport Board unanimously adopted Resolution 2012-06-175 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 \$446,294.13.
17. The Airport Board unanimously adopted Resolution 2012-06-176 to approve Execution of Contract 9500490, Rehabilitate Airfield Lighting Systems FY2012, with Phillips/May Corporation, in an amount not to exceed \$5,821,866.11.
18. The Airport Board unanimously adopted Resolution 2012-06-177 to approve Execution of Contract 9500492, Rehabilitate Airfield Pavements FY2011 – Phase 2, with EAS Contracting L.P., in an amount not to exceed \$6,776,669.35.
19. The Airport Board unanimously adopted Resolution 2012-06-178 to approve Execution of a Supplemental Agreement to Contract 8500292, Design and Design Management Services (TSA Checked Baggage Resolution Areas Upgrades), with Parsons Transportation Group, Inc., in an amount not to exceed \$1,798,585.76; and Approve

Execution of a Supplemental Agreement to Contract 8500271, Design and Design Management Services, with DMJM/EJES Joint Venture, in an amount not to exceed \$293,988.80; and to approve an Other Transaction Agreement (OTA) with the Transportation Security Administration (TSA) in an amount not to exceed \$2,828,041.

20. The Airport Board unanimously adopted Resolution 2012-06-179 to approve Execution of a Supplemental Agreement to Contract 8500292, Taxiway L Reconstruction Design, with Parsons Transportation Group Inc., in an amount not to exceed \$1,542,516.28.
21. This item was deferred at the request of staff. Approve Execution of Contract 7005508, Terminal B and Corporate Aviation Custodial Services, with C.K. World Service, Inc., in an amount not to exceed \$7,634,770.61.
22. This was item deferred at the request of staff. Approve Execution of Contract 7005481, Terminal E Custodial Maintenance Services, with Oriental Building Services, Inc., in an amount not to exceed \$6,573,142.15.
23. This item was deferred at the request of staff. Approve Execution of Contract 7005518, Terminal A and C Food Court Custodial Services, with C.K. World Service, Inc., in an amount not to exceed \$1,048,686.56.
24. The Airport Board unanimously adopted Resolution 2012-06-180 to approve Execution of Contract 7005535, Chilled Water System Chemicals, with SWE, Inc. dba Southwest Engineers, in an amount not to exceed \$1,101,023.35.

Discussion Items

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

Terminal Renewal and Improvement Program Action Items

26. The Airport Board unanimously adopted Resolution 2012-06-181 to approve Execution of a Supplemental Agreement to Contract 8500285, Design and Design Management Services – Terminal Renewal and Improvement Program – 3D Animation and Media Services, with Jacobs Engineering Group Inc., in an amount not to exceed \$568,362.41.
27. The Airport Board unanimously adopted Resolution 2012-06-182 to approve Execution of a Contract Modification for additional incremental work under Supplemental Agreement 14, Contract 9500406, Terminal Renewal and Improvement Program – B-D Connector FIS Corridor, with Manhattan/BYRNE/JRT/3i, a joint venture, in an amount not to exceed \$6,644,919.
28. This item was voted on following item 29. The Airport Board adopted Resolution 2012-06-184 to approve Execution of Contract 5000933, Terminal Renewal and Improvement Program – Install Atmos Gas Service to Terminal A and Terminal B, with Atmos Energy Corporation, in an amount not to exceed \$310,031.93. Chairman of the Board, Robert Hsueh, recused himself from this action.

29. The Airport Board unanimously adopted Resolution 2012-06-183 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 \$2,172,172.29.

Discussion Items

30. Demolition of Existing Airport Facilities presentation was given by Perfecto Solis, VP Airport Development & Engineering, during the Committee Meeting of June 5, 2012.
31. Construction and Professional Services Contract Increase(s) approved by Authorized Staff were distributed to the Board.
32. Decrease(s)/increase(s) in Scope of Work approved by Authorized Staff were distributed to the Board.

FINANCE/AUDIT COMMITTEE REPORT

Finance/Audit Committee Acting Chair Ben Muro reported that the Committee met on Tuesday, June 5, 2012, at 1:45 p.m., in the Board Room of the Administration Building and recommended approval of the following:

33. The minutes of the Finance/Audit Committee Meeting of May 1, 2012 were approved during the Committee Meeting of June 5, 2012.
34. Financial Report was presented in item F above.

Consent Items for Consideration

35. The Airport Board unanimously adopted Resolution 2012-06-185 to approve Increase to Contract 8004197, ACDBE and DBE Program Consulting Services, with Airport Concessions Consultants, Inc., in an amount not to exceed \$25,000, for a revised contract amount not to exceed \$150,000.
36. The Airport Board unanimously adopted Resolution 2012-06-186 to approve Increase to Contract 8004280, Retreat Facilitation Services, with Conbrio, in an amount not to exceed \$40,000, for a revised contract amount not to exceed \$52,000.
37. The Airport Board unanimously adopted Resolution 2012-06-187 to approve Solicitation Process for Armored Car Services Contract using the Request for Competitive Sealed Proposal method.
38. The Airport Board unanimously adopted Resolution 2012-06-188 to approve Increase to Contract 7002277, Maintenance Services for the Computerized Parking Control System, with Hewlett-Packard Company, in an amount not to exceed \$120,000, for a revised contract amount not to exceed \$4,083,994.86.
39. The Airport Board unanimously adopted Resolution 2012-06-189 to approve Increase to Contract 8004236, Legal Services, with Cantey Hanger L.L.P., in the amount of \$100,000, for a revised contract amount not to exceed \$150,000.

40. The Airport Board unanimously adopted Resolution 2012-06-190 to approve Increase to Contract 8004267, Legal Services, with DLA Piper LLP, in the amount of \$100,000, for a revised contract amount not to exceed \$240,000.
41. The Airport Board unanimously adopted Resolution 2012-06-191 to approve Reimbursement Resolution for the Airport to be reimbursed from future bond sales for any capital funds spent, prior to the issuance of bonds, for the Terminal Renewal and Improvement Program (TRIP).

Action Items for Consideration

42. The Airport Board unanimously adopted Resolution 2012-06-192 to approve Execution of Sixth Supplemental Special Facilities Agreement, with American Airlines, for facilities located west of State Highway 360.
43. The Airport Board unanimously adopted Resolution 2012-06-193 to approve Lease Amendments to various American Airlines' Hangar Leases for Hangar 1, Hangar 2 and Hangar 5.
44. The Airport Board unanimously adopted Resolution 2012-06-194 to approve Execution of Contract 7005386, Remote Parking Bus Operations, with Ampco System Parking, Inc., in an amount not to exceed \$11,450,427.15.
45. The Airport Board unanimously adopted Resolution 2012-06-195 to approve Termination of Contract 8004129, Airport Operations Database and Resource Management Systems Software, with Air-Transport IT Services.
46. The Airport Board unanimously adopted Resolution 2012-06-196 to approve Execution of Contract 8004293, Regulatory Air Services Representation, with Silverberg, Goldman & Bikoff, LLP, in an amount not to exceed \$600,000.
47. The Airport Board unanimously adopted Resolution 2012-06-197 to approve American Airlines' request to exercise their option to purchase a Saab flight simulator from DFW Airport for \$500,000.

Discussion Items

48. Purchase Orders/Contracts and Professional Services Contracts approved by Authorized Staff were distributed to the Board.
49. Monthly M/WBE Expenditure Report was distributed to the Board.

CONCESSIONS/COMMERCIAL DEVELOPMENT COMMITTEE REPORT

Concessions/Commercial Development Committee Chair Lillie Biggins reported that the Committee met on Tuesday, June 5, 2012, at 2:15 p.m., in the Board Room of the Administration Building and recommended approval of the following:

50. The minutes of the Concessions/Commercial Development Committee Meeting of May 1, 2012 were approved during the Committee Meeting of June 5, 2012.

CLOSED SESSION

51. 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

OPEN SESSION

Action Items for Consideration

52. This item was voted on following Closed Session, item 60. The Airport Board unanimously adopted Resolution 2012-06-200 to approve that the cities of Dallas and Fort Worth commence condemnation proceedings, if necessary, for the Leasehold of TGIF/DFW Restaurant Joint Venture in Lease Agreement 238280 in Terminal A.
53. The Airport Board unanimously adopted Resolution 2012-06-198 to approve Execution of Leases with Retail and Food & Beverage providers for Terminal B and E.
54. The Airport Board unanimously adopted Resolution 2012-06-199 to approve Extension of Lease 2329044, Samsung Telecommunications American LLC.

Lillie M. Biggins, Vice Chair of the Board and Chair of the Concessions Committee made the request that when issuing RFPs for Concessionaires we keep local brands in mind and to be sure to have a barbeque restaurant in each terminal.

Discussion Items

55. Concessions Update was presented by Zenola Campbell, VP Concessions, during the Committee Meeting of June 5, 2012.
56. Concessions Sales Update was presented by Zenola Campbell, VP Concessions, during the Committee Meeting of June 5, 2012.
57. Land Use Plan Briefing was presented by John Terrell, VP Commercial Development, during the Committee Meeting of June 5, 2012.
58. Permit issued by Concessions were distributed to the Board.
59. Licenses issued by Commercial Development were distributed to the Board.

Full Board

CLOSED SESSION

60. In accordance with the provisions of Section 551.071 of the Texas Government Code, a closed session was held 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 No. 10-00279
 - (c) In re AMR Corporation, *et al.*, Case No. 11-15463 (SHL), United States Bankruptcy Court, Southern District of New York
 - (d) PAZ Energy LLC v. Dallas/Fort Worth International Airport Board, City of Dallas, City of Fort Worth, Cause No. 153-237052-09

OPEN SESSION

Discussion Items

61. Registered Speaker, William Cabela, who wanted to address the Board regarding system failures related to the Airport's toll tag readers, did not appear when his name was called.
62. Next Committee meetings – July 10, 2012
Next Regular Board meeting – July 12, 2012
Board Retreat – July 12, 2012
Special Board Meeting – Presentation of 2013 Budget – July 26, 2012

Following the Board Meeting, Elaine Rodriguez, General Counsel, offered a second session of The Foreign Corrupt Practices Act overview. Mayor Betsy Price attended this session.