MINUTES OF THE
DALLAS-FORT WORTH INTERNATIONAL AIRPORT BOARD
January 9, 2014
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, January 9, 2014, pursuant to earlier notification thereof to the members of the Board and public. The following quorum was present:

Robert Hsueh, Chair
Lillie Biggins, Vice Chair
Sam Coats, Secretary
Mayor Mike Rawlings
Mayor Betsy Price
Francisco Hernandez
Regina Montoya
Curtis E. Ransom
Forrest Smith
Bernice J. Washington
Mayor Beth Van Duyne[1]

Board staff in attendance:
Sean Donohue, Ken Buchanan, Jim Crites, Chris Poinsatte, Phil Ritter, Linda Valdez Thompson, Rob Darby, Elaine Rodriguez, Zenola Campbell, Tamela Lee, Luis Perez, Mike Phemister, Mary Jo Polidore, Perfecto Solis, Greg Spoon, John Terrell, Max Underwood, David Magaña, 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:
- The birthday of Board Member Forrest Smith was acknowledged.
- The loss on Monday, January 6, 2014, of former Board Member and former Fort Worth Mayor Bob Bolen was announced.
- The City of Fort Worth appointed Bill Meadows to the DFW Airport Board to fill the position of Jeff Wentworth whose term concludes at the end of this month. Mr. Wentworth has served on the Board for 10 years.

Announcements and recognitions by Sean Donohue, CEO:
- Monday, January 13, marks the day DFW International Airport opened for business 40 years ago.
- A recent edition of *Premier Traveler* magazine named DFW Airport the Best Airport in North America and noted the recent additions of the new Terminal A Parking Facility, the American Express Centurion Lounge, and the E18 Checkpoint Lounge.
- VP Procurement, Greg Spoon, and the Procurement Team were awarded, for the fifth year in a row, the Achievement of Excellence in Procurement Award by the National Procurement Institute.

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

- Etihad Airways recently announced that it will make DFW Airport its fifth destination in the United States, adding three round-trip flights a week to its base in Abu Dhabi beginning in December 2014.
- Jim Crites, EVP Operations, presented a briefing on the recent ice storm.

D. The Minutes of the Regular Board Meeting of December 5, 2013 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

F. The Financial Report and FY2014 Financial Plan Assumptions were presented in Items 19 and 20 below.

G. The TRIP Briefing was presented by Perfecto Solis, VP Airport Development & Engineering.

RETIREMENT/INVESTMENT COMMITTEE REPORT

Retirement/Investment Committee Vice Chair Bernice J. Washington reported that the Committee met on Tuesday, January 7, 2014, at 12:30 p.m., in the Board Room of the Administration Building as follows:

RETIREMENT/INVESTMENT COMMITTEE

1. The Minutes of the Retirement/Investment Committee Meeting of September 3, 2013 were approved during the Committee Meeting of January 7, 2014.

Discussion Item

2. The Quarterly Investment Report was presented by Richard Holbien of The Bogdahn Group during the Committee Meeting of January 7, 2014.

OPERATIONS COMMITTEE REPORT

Operations Committee Vice Chair Forrest Smith reported that the Committee met on Tuesday, January 7, 2014, at 12:45 p.m., in the Board Room of the Administration Building and recommended approval of the following:

OPERATIONS COMMITTEE

3. The Minutes of the Operations Committee Meeting of December 3, 2013 were approved during the Committee Meeting of January 7, 2014.

Consent Items for Consideration

4. The Airport Board unanimously adopted Resolution 2014-01-001 to approve ratification of Contract 9500526, Ice Removal Services, with North Texas Contracting, Inc., in an amount not to exceed $165,000.

5. The Airport Board unanimously adopted Resolution 2014-01-002 to approve execution of Memorandum of Understanding between Dallas/Fort Worth International Airport Board, Immigration and Customs Enforcement (ICE) and the High Intensity Drug Trafficking Area (HIDTA) Task Force for reimbursement of joint operations expenses.

6. The Airport Board unanimously adopted Resolution 2014-01-003 to approve execution of Memorandum of Understanding between Dallas/Fort Worth International Airport Board and the Bureau of Alcohol, Tobacco, Firearms and Explosives for access to the eTrace Internet Based Firearm Tracing System.

Action Items for Consideration

7. This item was deferred at the request of staff. Approve execution of 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 $2,918,265.

8. The Airport Board unanimously adopted Resolution 2014-01-004 to approve solicitation for Terminal B Baggage Handling System Operations and Maintenance Services, using the Request for Competitive Sealed Proposal method.

9. The Airport Board unanimously adopted Resolution 2014-01-005 to approve increase to Contract 7004085, Public Facilities Maintenance Services, with Trane U.S. Inc., in an amount not to exceed $565,055.20.

10. The Airport Board unanimously adopted Resolution 2014-01-006 to approve execution of Contract 7005932, Terminal B Mechanical, Electrical, Plumbing and Structural Maintenance Services, with ERMC IV, LP, in an amount not to exceed $12,996,397.60.

11. The Airport Board unanimously adopted Resolution 2014-01-007 to approve award of three Purchase Orders for Aircraft Hardstand Equipment: Purchase Order 267669, Aircraft Air Conditioning/Heating Units, to TLD America, in the amount of $205,050; Purchase Order 267683, Mobile Passenger Jet Bridges, to Ra'alloy Ramps Ltd., in the amount of $661,120; and Purchase Order 267684, Potable Water Carts, to AERO Specialties, Inc., in the amount of $13,978; total amount of the action is $880,148.

12. The Airport Board unanimously adopted Resolution 2014-01-008 to approve award of Purchase Order 267619, Airport People-Mover Buses, to COBUS Industries LP, in the amount of $1,635,000.

Discussion Item

13. The TRIP Working Group Update was presented in Item G above.

Terminal Renewal and Improvement Program Action Items

14. The Airport Board unanimously adopted Resolution 2014-01-009 to approve execution of Supplemental Agreement to Contract 9500421, Terminal Renewal and Improvement Program, Terminal A Phase 3, with Balfour/Azteca/Russell/CARCON, a joint venture, in an amount not to exceed $15,315,124.

15. The Airport Board unanimously adopted Resolution 2014-01-010 to approve execution of Contract Modification for additional incremental work under Supplemental Agreement 11, Contract 8500271, Terminal Renewal and Improvement Program, Terminal E Design and Design Management, with DMJM/EJES Joint Venture, in an amount not to exceed $6,499,852.50.

Discussion Items

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

17. 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, January 7, 2014, at 1:00 p.m., in the Board Room of the Administration Building and recommended approval of the following:

18. The Minutes of the Finance/Audit Committee Meeting of December 5, 2013 were approved during the Committee Meeting of January 7, 2014.

19. The Financial Report was presented by Chris Poinsatte, CFO and EVP Finance and ITS.

20. FY2014 Financial Plan Assumptions were presented by Chris Poinsatte, CFO and EVP Finance and ITS.

Consent Items for Consideration

21. The Airport Board unanimously adopted Resolution 2014-01-011 to approve increase to Contract 8004839, Police and Fire Consulting and Promotional Examination Services, with Industrial/Organizational Solutions, Inc., in an amount not to exceed $40,000.

22. The Airport Board unanimously adopted Resolution 2014-01-012 to approve execution of two Contracts: Contract 8004878, Total Rewards Consulting Services – Benefits Consulting, with Aon Consulting, Inc., in an amount not to exceed $125,000; and Contract 8004894, Total Rewards Consulting Services – Compensation Consulting, with Hay Group, Inc., in an amount not to exceed $125,000; total amount of the action is $250,000.

23. The Airport Board unanimously adopted Resolution 2014-01-013 to approve Proposal for Premium Partner Sponsorship for DFW International Airport with The New Cities Foundation for The New Cities Summit 2014, June 17-19, 2014, in an amount not to exceed $75,000.

Discussion Items

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

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

CONCESSIONS/COMMERCIAL DEVELOPMENT COMMITTEE REPORT

Concessions/Commercial Development Committee Chair Lillie Biggins reported that the Committee met on Tuesday, January 7, 2014, at 1:30 p.m., in the Board Room of the Administration Building and recommended approval of the following:

26. The Minutes of the Concessions/Commercial Development Committee Meeting of December 5, 2013 were approved during the Committee Meeting of January 7, 2014.

Consent Item for Consideration

27. The Airport Board unanimously adopted Resolution 2014-01-014 to approve execution of Contract 8004893, Foreign Trade Zone Consulting Services, with Ernst & Young, LLP, in an amount not to exceed $225,000.

Discussion Items

28. The Concessions Update was presented during the Concessions/Commercial Development Committee Meeting of January 7, 2014.

29. The Concessions Sales Update was distributed to the Board.

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

31. The Commercial Development Update was not presented.

32. The Marketing Update was not presented.

FULL BOARD

CLOSED SESSION

33. 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. Association of Taxicab Operators, USA

    And,

    In accordance with provisions of Section 551.072 of the Texas Government Code, a closed session was not held relating to the purchase, exchange, lease, or value of real property if deliberations in an opening meeting would have a detrimental effect on the negotiating position of the Board, to wit:

    (b) North Airport Commercial Development Opportunities

    And,

    In accordance with provisions Section 551.076 of the Texas Government Code, the Texas Open Meetings Act, a closed session was not held for deliberations regarding the deployment or specific occasions for implementation of security personnel or devices, to wit:

    (c) Terminal Security

OPEN SESSION

Discussion Items

34. FY2014 Incentive Compensation Program Goals for Chief Executive Officer were discussed during the Executive Compensation Committee Meeting.

35. FY2014 Incentive Compensation Program Goals for Director of Audit Services were discussed during the Executive Compensation Committee Meeting. At the request of the Director of Audit Services and after motion and second, the Committee voted to increase the Director of Audit Services Target Payout to 12% based on the Hay Group Study statistics.

Action Items

36. The Airport Board unanimously adopted Resolution 2014-01-015 to approve FY2014 Incentive Compensation Program Goals for Chief Executive Officer.

37. The Airport Board unanimously adopted Resolution 2014-01-016 to approve FY2014 Incentive Compensation Program Goals for Director of Audit Services as amended during the Executive Compensation Committee Meeting of January 9, 2014.

Discussion Items

38. There were no Registered Speakers.

39. Next Committee meetings – February 4, 2014
    Next Regular Board meeting – February 6, 2014