MINUTES OF THE
DALLAS-FORT WORTH INTERNATIONAL AIRPORT BOARD
March 6, 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, March 6, 2014, pursuant to earlier notification thereof to the members of the Board and public. The following quorum was present:

Lillie Biggins, Chair
Sam Coats, Vice Chair
Francisco Hernandez, Secretary
Mayor Mike Rawlings
Mayor Pro Tem Zim Zimmerman[1]
William Meadows
Regina Montoya
Curtis E. Ransom
Forrest Smith
William Tsao
Bernice J. Washington
Mayor Beth Van Duyne[2]

Board staff in attendance:
Sean Donohue, Ken Buchanan, Jim Crites, Chris Poinsatte, Phil Ritter, Linda Valdez Thompson, Rob Darby, Elaine Rodriguez, Zenola Campbell, William Flowers, Tamela Lee, Mary Jo Polidore, Perfecto Solis, Greg Spoon, 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 by Sean Donohue, CEO:
- DFW Airport was recently named as one of the 2014 Healthiest Employers in North Texas by the "Dallas Business Journal" and as one of the 2014 Healthiest 100 Workplaces in America, reflecting the work of DFW's Risk Management Department.
- Linda Valdez Thompson, EVP Administration & Diversity, DFW Airport's Business Development and Diversity Department, and the Workforce Diversity team were recognized for DFW's 2013 Diversity and Inclusion Annual Report "Connecting the World. Reflecting the Community" demonstrating our commitment to supplier and workforce diversity.
- The Media Highlights were presented.

Announcements and recognitions by Lillie Biggins, Chair:
- William Tsao, appointed by the City of Dallas to fill the position of Robert Hsueh, deceased, was introduced and took the Oath of Office.

D. The Minutes of the Regular Board Meeting of February 6, 2014 were approved.

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

E. Air Service Highlights were presented by Mark Thorpe, AVP Air Service Development, as follows:
- Current Airline Performance
- Flash Forecast
- Air Service Development

F. The Quarterly Financial Report was presented by Chris Poinsatte, CFO/EVP Finance & ITS.

Board Member Francisco Hernandez joined the meeting.

G. The TRIP Briefing was presented by Chris Poinsatte, CFO/EVP Finance & ITS, and Perfecto Solis, VP Airport Development & Engineering.

RETIREMENT/INVESTMENT COMMITTEE REPORT

Retirement/Investment Committee Chair William Meadows reported that the Committee met on Tuesday, March 4, 2014, at 12:30 p.m., in the Board Room of the Administration Building as follows:

1. The Minutes of the Retirement/Investment Committee Meeting of February 4, 2014 were approved during the Committee Meeting of March 4, 2014.

Discussion Item for Consideration

2. Richard Holbein of The Bogdahn Group presented the Quarterly Investment Report.

OPERATIONS COMMITTEE REPORT

Operations Committee Chair Sam Coats reported that the Committee met on Tuesday, March 4, 2014, at 12:45 p.m., in the Board Room of the Administration Building and recommended approval of the following:

3. The Minutes of the Operations Committee Meeting of February 4, 2014 were approved during the Committee Meeting of March 4, 2014.

Consent Items for Consideration

4. The Airport Board unanimously adopted Resolution 2014-03-048 to approve nominees for composition of the Board of Appeals for Calendar Year 2014.

5. The Airport Board unanimously adopted Resolution 2014-03-049 to approve execution of a Change Order to Supplemental Agreement 05, Contract 8500304, Terminal D, Clubs 1 and 5 Finish-Out, with HKS, Inc., in an amount not to exceed $56,559.

6. The Airport Board unanimously adopted Resolution 2014-03-050 to approve execution of Contract 7005918, Pavement Marking Paint, with Ennis Paint, Inc., in an amount not to exceed $220,011.25.

7. The Airport Board unanimously adopted Resolution 2014-03-051 to approve an increase to Contract 7005347, Skylink Facility Maintenance at Terminals A and C, with Trane US, Inc., in an amount not to exceed $168,487.46, for a revised contract amount not to exceed $5,020,946.88.

Action Items for Consideration

8. The Airport Board unanimously adopted Resolution 2014-03-052 to approve execution of Contract 9500519, Replace East Airfield Drive Sanity Sewer Lift Station, with North Texas Contracting, Inc., in an amount not to exceed $1,585,926.

9. The Airport Board unanimously adopted Resolution 2014-03-053 to approve execution of a Supplemental Agreement to Contract 9500496, Terminal D Clubs 1 and 5 – Construction, with Turner Omega Howard Joint Venture, in an amount not to exceed $1,900,000.

10. The Airport Board unanimously adopted Resolution 2014-03-054 to approve execution of Contract 9500503, Terminal D Jetbridge Modifications, with J.C. Commercial, Inc., in an amount not to exceed $2,847,777.

11. The Airport Board unanimously adopted Resolution 2014-03-055 to approve execution of a Supplemental Agreement to Contract 8500292, Airfield Pavement Evaluation, with Parsons Transportation Group Inc., in an amount not to exceed $723,498.

12. The Airport Board unanimously adopted Resolution 2014-03-056 to approve execution of Contract 7006007, Propane Gas, with Northwest Butane Gas Co. dba Northwest Propane Gas Co., in an amount not to exceed $900,000.

13. The Airport Board unanimously adopted Resolution 2014-03-057 to approve the award of Purchase Order 267628, Replacement Compressed Natural Gas-Powered Shuttle Vans, to Creative Bus Sales, Inc., in the amount of $3,424,636.

14. The Airport Board unanimously adopted Resolution 2014-03-058 that the cities of Dallas and Fort Worth be requested to approve an Amendment of DFW International Airport's Code of Rules and Regulations to include the proposed streets at Southgate Plaza Development.

Discussion Item

15. The TRIP Working Group Update was presented by Bernice J. Washington, Chair TRIP Working Group, and Perfecto Solis, VP Airport Development & Engineering.

Terminal Renewal and Improvement Program Action Item

16. The Airport Board unanimously adopted Resolution 2014-03-059 to approve execution of an Amendment to Contract 5000073, American Airlines Reimbursement Agreement – Terminal Renewal and Improvement Program IT Reimbursement, with American Airlines, in an amount not to exceed $5,500,000.

17. The Airport Board unanimously adopted Resolution 2014-03-060 to approve execution of a Contract Modification for additional incremental work under 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 $2,366,121.

18. The Airport Board unanimously adopted Resolution 2014-03-061 to approve execution of a Contract Modification for additional incremental work under Supplemental Agreement 11, 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 $52,954,819.

19. The Airport Board unanimously adopted Resolution 2014-03-062 to approve execution of Contract 5000967, Terminal Renewal and Improvement Program – Terminal A Vault BG, with Oncor Electric Delivery Company, in an amount not to exceed $321,590.

CLOSED SESSION

20. In accordance with the provisions of Section 551.071 of the Texas Government Code, the Texas Open Meetings Act, a closed session was held during the Committee Meeting of March 4, 2014 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) S.J. Louis Construction of Texas, LTD regarding Reclaimed Water Delivery System.

OPEN SESSION

21. The Airport Board unanimously adopted Resolution 2014-03-063 to approve execution of a Change Order to Contract 9500416, Reclaimed Water Delivery System, with S.J. Louis Construction of Texas, LTD, in an amount not to exceed $1,126,000.

Discussion Items

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

23. 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 Francisco Hernandez reported that the Committee met on Tuesday, March 4, 2014, at 1:15 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 February 4, 2014 were approved during the Committee Meeting of March 4, 2014.

25. The Financial Report was presented by Chris Poinsatte, CFO/EVP Finance & ITS, during the Committee Meeting of March 4, 2014.

26. The External Audit Presentation was delivered by Reem Samra, Lead Audit Director, Deloitte & Touche LLP, during the Committee Meeting of March 4, 2014.

Consent Items for Consideration

27. The Airport Board unanimously adopted Resolution 2014-03-064 to approve the award of Purchase Order 267713, Time and Attendance Hardware, to Kronos Incorporated, in the amount of $165,680.

28. The Airport Board unanimously adopted Resolution 2014-03-065 to approve an increase to Legal Services Contract 8004237, with the law firm of Scheef & Stone, L.L.P., in the amount of $100,000, for a new not-to-exceed amount of $570,000.

29. The Airport Board unanimously adopted Resolution 2014-03-066 to approve an increase to Legal Services Contract 8001501, with the law firm of Cantey Hanger, LLP, in the amount of $100,000, for a new not-to-exceed amount of $3,981,000.

30. The Airport Board unanimously adopted Resolution 2014-03-067 to approve an increase to Legal Services Contract 8004899, with the law firm of Cantey Hanger, L.L.P. in the amount of $100,000, for a new not-to-exceed amount of $150,000.

31. The Airport Board unanimously adopted Resolution 2014-03-068 to approve an increase to Legal Services Contract 8004871, with the law firm of Polsinelli, PC, in the amount of $50,000, for a new not-to-exceed amount of $100,000.

Action Items for Consideration

32. The Airport Board unanimously adopted Resolution 2014-03-069 to approve an increase to Contract 7005917, Automated Passport Control Kiosks, with Olea Kiosks, Inc., in an amount not to exceed $604,392, for a revised contract amount not to exceed $917,182.

33. The Airport Board unanimously adopted Resolution 2014-03-070 to approve an increase to Contract 8004874, Automated Passport Control and FTRC Software

Consulting Services, with Dedo Interactive, Inc., in an amount not to exceed $498,000, for a revised contract amount not to exceed $1,098,000.

34. The Airport Board unanimously adopted Resolution 2014-03-071 to approve execution of Contract 8500314, IT Indefinite Delivery Design Services, with Ross & Baruzzini, Inc., in an amount not to exceed $1,400,000.

35. The Airport Board unanimously adopted Resolution 2014-03-072 to approve execution of Contract 7005979, Traditional Fiber Installation Services, with ABLe Communications, Inc. in an amount not to exceed $1,523,374.77.

36. The Airport Board unanimously adopted Resolution 2014-03-073 to approve execution of three contracts for Professional Information Technology Consulting Services: Contract 8004867, with Red River Solutions, in an amount not to exceed $1,500,000; Contract 8004903, with Zanett Commercial Solutions, Inc., in an amount not to exceed $1,500,000; and Contract 8004904, with eVerge Group, LLC, in an amount not to exceed $1,500,000. Total amount of action is $4,500,000.

Discussion Items

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

38. 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 Curtis Ransom reported that the Committee met on Tuesday, March 4, 2014, at 1:45 p.m., in the Board Room of the Administration Building and recommended approval of the following:

39. The Minutes of the Concessions/Commercial Development Committee Meeting of February 4, 2014 were approved during the Committee Meeting of March 4, 2014.

Action Items for Consideration

40. The Airport Board unanimously adopted Resolution 2014-03-074 to approve the reconcepting of the Terminal E Gates E5 and E15 Taco Bell locations owned by Multirestaurant Concepts, LTD into a Pizza Pub concept at E5 and an Einstein Brothers Bagels concept at E15.

41. The Airport Board unanimously adopted Resolution 2014-03-075 to approve the execution of leases for Terminals B and D Concessions with currency exchange, retail, and food and beverage providers, as recommended by the DFW Terminal D Concessions Selection Committee.

Discussion Items

42. The Concessions Update was presented by Zenola Campbell, VP Concessions, during the Committee Meeting of March 4, 2014.

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

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

45. The Commercial Development Update was not presented.

46. The Marketing Update was not presented.

FULL BOARD

CLOSED SESSION

47. In accordance with the provisions of Section 551.071 of the Texas Government Code, the Texas Open Meetings Act, a closed session was not 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

    (b) Potential claim related to consulting agreement with Vizant

    (c) S.J. Louis Construction of Texas, LTD related to Reclaimed Water Delivery System.

    And,

    In accordance with provisions of Section 551.072 of the Texas Government Code, the Texas Open Meetings Act, 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:

    (d) 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:

(e) Terminal Security

Discussion Items

48. There were no Registered Speakers.

49. Next Committee meetings – April 1, 2014
Next Regular Board meeting – April 3, 2014