

A RESOLUTION DETERMINING UPON THE NECESSITY OF ACQUIRING A LEASEHOLD INTEREST IN REAL PROPERTY AND AUTHORIZING ITS APPROPRIATION AND/OR CONDEMNATION FOR PUBLIC USE.

DEFINITIONS: For the purposes of this resolution, the following definitions of terms shall apply:

"CITY": The City of Dallas.

"CITIES": The City of Dallas and the City of Fort Worth

"AIRPORT": Dallas/Fort Worth International Airport.

"PROJECT": The Terminal Renewal and Improvement Program at the AIRPORT.

"USE AND PURPOSE": the reconstruction, improvement, use, and maintenance of Terminal A, including the improvement and maintenance of the security screening facilities at the AIRPORT.

"OWNER": TGIF/DFW Restaurant Joint Venture; provided, however, that the term "OWNER" as used in this resolution means all persons having an ownership interest, regardless of whether those persons are actually named herein.

"PROPERTY ": The leasehold interest of OWNER in the TGI Friday's restaurant or concession, located at Gate 22A in Terminal A of the AIRPORT in Tarrant County, Texas, in Lease Agreement No. 238280 by and between the Airport Board and OWNER.

"OFFER AMOUNT": \$1,729,200

WHEREAS, the D/FW International Airport Board ("Airport Board") at its meeting on July 12, 2012 passed a resolution requesting the Cities of Dallas and Fort Worth ("Cities") to authorize the acquisition of property for the PROJECT at the AIRPORT (**Exhibit A**); and

WHEREAS, as required by the Airport Use Agreement, a Majority-In-Interest of AIRPORT's Signatory Airlines (including American and Delta) have approved the expenditure of such Airport Board funds to acquire the PROPERTY;

Now, Therefore,

BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF DALLAS:

SECTION 1. That pursuant to the request of the Airport Board and subject to the conditions of this resolution, the PROPERTY to be acquired is approved and accepted on the condition that the Airport Board has assumed responsibility for all consideration, including but not limited to, the OFFER AMOUNT, or any higher amount in the event the Airport Board approves a subsequent resolution in a higher amount, title expenses, closing costs, court costs, court filing fees, appraisal costs, expert witness costs and all other costs, fees or expenses associated with the acquisition of the Property, which costs, fees and expenses shall be paid from any available Airport Board funds.

SECTION 2. That the USE AND PURPOSE of the acquisition of the PROPERTY for the PROJECT is a public use.

SECTION 3. That public necessity requires that the CITIES acquire the PROPERTY for the PROJECT.

SECTION 4. That for the purpose of acquiring the PROPERTY, the General Counsel of the Airport Board, or such person as she may designate, is hereby authorized and directed to offer the OFFER AMOUNT as payment for the PROPERTY.

SECTION 5. That if the OWNER refuses to accept the OFFER AMOUNT, the CITIES will appropriate the PROPERTY in the name of the CITIES for the PROJECT under the laws of eminent domain and the provisions of the Charters of the CITIES. In such case the attorney retained and appointed by the Airport Board is authorized and requested to file the necessary suit(s) and take the necessary action for the prompt acquisition of the PROPERTY by condemnation or in any manner provided by law.

SECTION 6. That in the event it is subsequently determined that additional persons other than those named herein have an interest in the PROPERTY, the attorney retained and appointed by the Airport Board is authorized and directed to join said parties as defendants in said condemnation suit.

SECTION 7. That to the extent the PROPERTY is being purchased wholly or partly with bond proceeds an independent appraisal of the PROPERTY'S market value has been obtained.

SECTION 8. That OWNER will be provided with a copy of the Landowner's Bill of Rights as required by Texas Property Code Section 21.0112.

SECTION 9. That in the event the special commissioners in condemnation appointed by the Court return an award that is the same amount or less than the OFFER AMOUNT, or in the event the Airport Board approves by subsequent resolution an award greater than the OFFER AMOUNT, the Airport Board is hereby authorized to settle the lawsuit for that amount and to deposit the award into the registry of the Court, to enable the CITIES to take possession of, and all right, title and interest in, the PROPERTY, subject to the control and jurisdiction of the Airport Board, without further action of the Dallas City Council.

SECTION 10. That the approvals and authorizations contained in this resolution are further conditioned upon similar approvals and authorizations by the City Council of the City of Fort Worth.

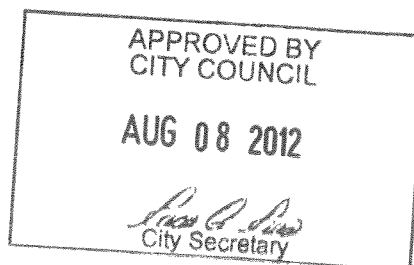
SECTION 11. That this resolution shall take effect immediately from and after its passage in accordance with the provisions of the Charter of the City of Dallas, and it is accordingly so resolved.

APPROVED AS TO FORM:

THOMAS P. PERKINS, JR., City Attorney

BY


Assistant City Attorney





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July 16, 2012

STATE OF TEXAS §

COUNTY OF DALLAS §

COUNTY OF TARRANT §

I, Donna J. Schnell, Board Secretary of the Dallas-Fort Worth International Airport Board, do hereby certify that the attached is a true and correct copy of Resolution No. 2012-07-242, approved by the Dallas-Fort Worth International Airport Board of Directors at its Board Meeting held on July 12, 2012.

WITNESS MY HAND AND SEAL OF THE DALLAS-FORT WORTH
INTERNATIONAL AIRPORT BOARD, this the 16th day of July, 2012.

A handwritten signature in cursive script that reads "Donna J. Schnell".
Donna J. Schnell
Board Secretary



121940

DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD
OFFICIAL BOARD ACTION/RESOLUTION

Date	Committee	Subject	Resolution #
07/12/2012	Concessions/Commercial Development	Acquisition, or Condemnation if necessary, of the Interest of TGIF/DFW Restaurant Joint Venture in Terminal A	2012-07-242

Action

In the event that good faith negotiations to purchase the interest described herein are unsuccessful, the Cities of Dallas and Fort Worth are requested to commence proceedings to acquire, by condemnation if necessary, the leasehold interest of TGIF/DFW Restaurant Joint Venture in Lease Agreement No. 238280 by and between The Dallas/Fort Worth International Airport Board and The TGIF/DFW Restaurant Joint Venture insofar as the TGIF restaurant located at Terminal A is concerned for an amount of \$1,729,200, representing its fair market value as determined by a certified appraiser and, therefore, constitutes a bona fide offer required by Section 21.0113(a) and (b)(4) of the Texas Property Code.

Description

Resolution to Acquire by Condemnation, if Necessary, the Interest of TGIF/DFW Restaurant Joint Venture in the Lease Agreement Between Dallas/Fort Worth International Airport Board and TGIF/DFW Restaurant Joint Venture with Respect to the TGI Fridays Restaurant Located in Terminal A, Near Gate 22, 2040 North International Parkway, DFW Airport, Texas 75261.

- This action requests that the Cities of Dallas and Fort Worth commence proceedings to acquire the leasehold interest in Lease Agreement No. 238280 owned by TGIF/DFW Restaurant Joint Venture with respect to the TGIF Friday's restaurant located in Terminal A.
- Judgment or settlement amount and all costs incurred by the Cities on behalf of the Airport Board, including fees for attorneys and experts, as well as court and related costs, will be paid by the Airport Board.
- This action revises the amount recommended at the June 2012 Board meeting from \$3,750,000 to \$1,729,200, because the prior value was based on an assessment of lost profits, which legal counsel has determined are not recoverable in condemnation.

D/M/WBE Information

- N/A – Per the Board's M/WBE Program, not subject to a goal due to the nature of the Board Action.

Contract #	Agreement #	Purchase Order #	Action Amount	Revised Amount
238280			\$1,729,200	\$1,729,200
For information contact	Fund	Project #	External Funding Source	Amount
Paul Tomme 3-5480	Joint Capital Acct			\$1,729,200

Justification

The Cities are requested to find and declare that public convenience and necessity require the acquisition of the leasehold interest held by TGIF/DFW Restaurant Joint Venture in the TGI Friday's restaurant located in Terminal A for the public purpose and use of the Terminal Renewal and Improvement Program ("TRIP"), including a TSA checkpoint to facilitate security screening in that portion of Terminal A. The TSA checkpoint is being constructed as part of the TRIP. TRIP's purpose is to improve and maintain the Airport's efficiency with respect to travel and security. Texas law provides that municipalities may exercise the right of eminent domain for such purpose. See, Section 251.001 and 273.005, Texas Local Government Code. TRIP will result in a major refurbishment and significant reshaping of Terminal A, and other Terminals. The Cities are further requested to find and declare that public convenience and necessity require the acquisition of the leasehold interest held by TGIF/DFW Restaurant Joint Venture for the public purpose and use of maintaining and improving Terminal A, including the reconstruction of portions of the terminal, including that area occupied by TGI Friday's restaurant.

Additional Attachments: **N****BE IT RESOLVED BY THE DALLAS-FORT WORTH INTERNATIONAL AIRPORT BOARD**

After finding that public convenience and necessity require such acquisition, and in the event that good faith negotiations to purchase the interest described herein are unsuccessful, the Cities of Dallas and Fort Worth are requested to commence proceedings to acquire, by condemnation if necessary, the leasehold interest of TGIF/DFW Restaurant Joint Venture in Lease Agreement No. 238280 by and between The Dallas/Fort Worth International Airport Board and The TGIF/DFW Restaurant Joint Venture insofar as the TGIF restaurant located at Terminal A is concerned for an amount of \$1,729,200, representing its fair market value as determined by a certified appraiser and, therefore, constitutes a bona fide offer required by Section 21.0113(a) and (b)(4) of the Texas Property Code.

Approved as to Form by


Rodriguez, Elaine
General Counsel
Jun 26, 2012 3:51 pm

Approved as to Funding by


Underwood, Max
VP Finance
Finance
Jun 27, 2012 1:08 pm

Approved as to M/WBE by


Lee, Tamela
VP Business Diversity & Dev
Business Diversity and
Development
Jun 27, 2012 8:37 am

SIGNATURE REQUIRED FOR APPROVAL**Approved by**


Department Head
Legal
Jun 26, 2012 3:33 pm



Chief Executive Officer

Jul 16, 2012 10:25 am

Date