

**MINUTES OF THE
DALLAS-FORT WORTH INTERNATIONAL AIRPORT BOARD
November 6, 2008
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 Board at 8:30 a.m. on November 6, 2008, pursuant to earlier notification thereof to the members of the Board and public. The following quorum was present:

Lillie Biggins, Chair	John Loza
Ben Muro, Vice Chair	Forrest Smith
Francisco Hernandez, Secretary	Bernice J. Washington
Mayor Tom Leppert	Jeff Wentworth
Mayor Mike Moncrief	Jayne Peters ¹
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Board staff in attendance:

Jeff Fegan, Ken Buchanan, Jim Crites, Joe Lopano, Linda Valdez Thompson, Rob Darby, Gary Keane, Andy Bell, Dan Bergman, Alan Black, Zenola Campbell, Armin Cruz, William Flowers, Rusty Hodapp, Sharon McCloskey, Don O'Bannon, Allen Parra, Mike Phemister, Perfecto Solis, Gregory Spoon, John Terrell, Byford Treanor, Max Underwood, Debra Busch, Cecilia Gentry, Donna Schnell

- A. The invocation was given by Chaplain "DD" Hayes.
- B. The Pledge of Allegiance was recited
- C. Announcements
 - Jeff Fegan, Chief Executive Officer, recognized Board Chair Lillie Biggins who will receive a "Women of Influence" award from the *Fort Worth Business Press*.
 - Michael Morris, Director, North Central Texas Council of Governments presented an update on the Regional Vehicle for Hire Study.
- D. The minutes of the regular Board Meeting of October 2, 2008 were approved.
- E. Joe Lopano, Executive Vice President Marketing and Terminal Management, presented Air Service Highlights as follows:
 - Current Airline Performance
 - Flash Forecast
 - American Airlines Aircraft Order
 - Routes 2008 Conference
- F. Jim Crites, Executive Vice President Operations, presented Operational Highlights as follows:
 - Employee Recognition
 - DFW DPS Sergeant Jason Byers and his canine partner, Dixon, were recognized for graduating from the TSA Explosive Detection Canine Handler's School.

¹ Non-voting Member from the City of Coppell

- Irregular Operations Review
 - Operational Performance Report
- G. Ken Buchanan, Executive Vice President Revenue Management, presented Revenue Management Highlights as follows:
- Revenue Management (Fund 0102)
 - Parking
 - Concessions
 - Rental Car Facility
 - Commercial Development
 - Grand Hyatt (910 Fund)
 - Natural Gas Royalties Cash Received (301Natural Gas)
 - Clear Channel Recognition
- H. Max Underwood, Vice President Finance, presented the Financial Report as follows:
- 102 Revenue and Expense Fund
 - Twelve Months Ended September 30, 2008

RETIREMENT/INVESTMENT COMMITTEE

Retirement/Investment Committee Chair Jeff Wentworth reported that the Retirement/Investment Committee met on Tuesday, November 4, 2008 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 September 2, 2008 were approved at the Committee Meeting of November 4, 2008.

Discussion Items

2. Chris Poinsette, Chief Financial Officer, presented the Status of DFW Pension Plan Investments at the Committee Meeting of November 4, 2008.

OPERATIONS COMMITTEE

Operations Committee Chair Ben Muro reported that the Operations Committee met on Tuesday, November 4, 2008, at 1:00 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 September 30, 2008 were approved at the Committee Meeting of November 4, 2008.

Consent Agenda Items for Consideration

4. Approve the following Consent Agenda items:*
- *5. The Airport Board unanimously adopted Resolution 2008-11-263 to approve Execution of Supplemental Agreement 25, Contract 8500245, Terminal E PCA Equipment Replacement, with LopezGarcia Group, Inc., in an amount not to exceed \$203,975.58.

Action Items for Individual Consideration

6. The Airport Board unanimously adopted Resolution 2008-11-264 to approve Execution of Delivery Order, Contract 9001739, Skylink Panel Removal, with Ed A. Wilson, Inc., in an amount not to exceed \$427,250.
7. The Airport Board unanimously adopted Resolution 2008-11-267 to approve Execution of Change Order Contract 8500182, Environmental Engineering Services, with Argus Consulting, Inc., in an amount not to exceed \$2,079,243. This item was voted on after item number 9.
8. The Airport Board unanimously adopted Resolution 2008-11-265 to approve Execution of Supplemental Agreement 26, Contract 8500245, Terminal Area Redevelopment Plan, with LopezGarcia Group, Inc., in an amount not to exceed \$223,180.41.
9. The Airport Board unanimously adopted Resolution 2008-11-266 to approve Execution of Supplemental Agreement, Contract 8500245, Utility Master Plan, with LopezGarcia Group, Inc., in an amount not to exceed \$852,075.53.

Discussion Items

10. An Airport Development Team (ADT) Briefing was presented by Perfecto Solis, Vice President Airport Development & Engineering and Don O'Bannon, Vice President Business Development & Diversity during the Committee Meeting of November 4, 2008.
11. A presentation on Sustainability, Commissioning and Waste Reduction/Recycling Programs was given by Rusty Hodapp, Vice President Energy & Transportation Management and Carol Davis, Vice President Asset Management.
12. There were no Construction and Professional Services Contract Increase(s) approved by Authorized Staff for this reporting period.
13. Decrease(s)/Increase(s) in Scope of Work approved by Authorized Staff were distributed to the Board.

Closed Session was held directly following item number 13. Board Member Jayne Peters departed at this time and was not present for the remainder of the meeting.

FINANCE/AUDIT COMMITTEE

Finance/Audit Committee Chair Francisco Hernandez reported that the Finance/Audit Committee met on Tuesday, November 4, 2008 at 2:00 p.m. in the Board Room of the Administration Building and recommended approval of the following:

14. The minutes of the Finance/Audit Committee Meeting of September 30, 2008 were approved at the Committee Meeting of November 4, 2008.
15. Financial Report was given in item H above.

Consent Agenda Items for Consideration

16. Approve the following Consent Agenda items:*

- *17. The Airport Board unanimously adopted Resolution 2008-11-268 to approve Contract Renewal List for Second Quarter of Fiscal Year 2009.
- *18. The Airport Board unanimously adopted Resolution 2008-11-269 to approve Authorization to Adopt the revisions to the Minority/Women Business Enterprise (M/WBE) Policy and Procedures Manual. The Committee requested two amendments to the action: 1) the Business Development and Diversity Department (BDDD) will be permitted to correct typographical errors but not change content before final printing, and 2) the Board will consider a change to the Department's Vice President reporting hierarchy. Amendment 1 was approved but Amendment 2 was not. The Board agreed to a future discussion on the reporting of positions responsible for BDDD.

Action Items for Individual Consideration

- 19. The Airport Board unanimously adopted Resolution 2008-11-270 to approve Execution of Contract 7004073, Aircraft Auto Docking System Maintenance Services, with Trevino Mechanical Contractors, in an amount not to exceed \$309,864.
- 20. The Airport Board unanimously adopted Resolution 2008-11-271 to approve Execution of Contract 8002327, Third-Party Administrator Services for Workers' Compensation, with CCS Consulting L.P., in an amount not to exceed \$450,000.
- 21. The Airport Board unanimously adopted Resolution 2008-11-272 to approve Execution of Lease Agreement with United States Postal Service for a Retail Facility.
- 22. The Airport Board unanimously adopted Resolution 2008-11-273 to approve Execution of Lease Agreement with United States Postal Service for Customs Support Space.
- 23. This item was deferred by staff. Approve Execution of Lease Agreement 239026, for Host International, Inc., dba Sbarro's.
- 24. The Airport Board unanimously adopted Resolution 2008-11-274 to approve Execution of Lease Agreement for Melshire DFW, LP dba Natalie's Candy Bar for the operation of one (1) retail location.

Discussion

- 25. Department of Audit Services' Quarterly Audit Update was presented by Rob Darby, Director Audit Services at the Committee Meeting of November 4, 2008.
- 26. Board Member Jeff Wentworth, who presided over the Policy Review Group, reported that he gave a briefing on the proposed changes to the travel, general and administrative expense, and executive compensation policies and practices at the Committee Meeting of November 4, 2008. The briefing was given again for the benefit of Mayor Leppert and Mayor Moncrief who were not present for the Committee Meeting. Mayor Leppert requested that a Compensation Committee be established and begin to meet on a regular basis. Mayor Moncrief concurred that a Compensation Committee was needed and suggested that it be co-chaired by both Mayors.
- 27. Purchase Orders/Contracts and Professional Services Contracts approved by Authorized Staff were distributed to the Board.
- 28. The Proposed 2009-2010 Federal and State Legislative Agenda was presented by Colleen Dziuban, Assistant Vice President Government & Stakeholder Affairs.

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

CLOSED SESSION

30. In accordance with the provisions of Section 551.071 of the Texas Government Code, a closed session was not held for the purpose of seeking the Board's attorney's advice with respect to pending or contemplated litigation, to wit:

- (a) Dallas-Fort Worth International Airport vs Federal APD, pending in Dallas State District Court and Federal APD vs Dallas-Fort Worth International Airport Board, pending in Dallas Federal District Court.

And;

In accordance with provisions of Section 551.076 of the Texas Government Code, a closed session was not held relating to the deployment, and/or specific occasions for implementation, of security personnel or devices, to wit:

- (b) Transportation Security Act Compliance

And;

In accordance with provision of Section 551.072 of the Texas Government Code, a closed session was not 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:

- (c) Terminal Lease Negotiations

- (d) Use Agreement Negotiations

And;

In accordance with provisions of Sections 551.071 and 551.072 of the Texas Government Code, a closed session was held with respect to:

- (e) Discussion of gas royalty calculation dispute with Chesapeake Energy Corporation and requested lease amendments and consents.

OPEN SESSION

Following Closed Session the Board resumed with the Finance/Audit Chair report and voted on the remainder of items 17 through 24.

31. There were no registered speakers (items unrelated to agenda items)
32. There was no other business.
33. Next Committee meetings – December 2, 2008
Next Regular Board meeting – December 4, 2008

Lillie Biggins
Chair

Francisco Hernandez
Secretary