

**MINUTES OF THE
DALLAS-FORT WORTH INTERNATIONAL AIRPORT BOARD
January 8, 2009
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 January 8, 2009, pursuant to earlier notification thereof to the members of the Board and public. The following quorum was present:

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

Jeff Fegan, Ken Buchanan, Jim Crites, Joe Lopano, Chris Poinsette, Linda Valdez Thompson, Rob Darby, Gary Keane, Alan Black, Zenola Campbell, Ken Capps, Armin Cruz, William Flowers, Rusty Hodapp, Perfecto Solis, Gregory Spoon, John Terrell, Donna Schnell

- A. The invocation was given by Chaplain "DD" Hayes.
- B. The Pledge of Allegiance was recited.
- C. Announcements
 - The Alliance Air Show Donation to DFW USO was postponed until the February 5, 2009 Board Meeting.
- D. The minutes of the Regular Board Meeting of December 4, 2008 were approved.
- E. Joe Lopano, Executive Vice President Marketing and Terminal Management, presented Air Service Highlights as follows:
 - Current Airline Performance
 - Flash Forecast
- F. Jim Crites, Executive Vice President Operations, presented Operational Highlights as follows:
 - DFW DPS Officer Donna Shedlock and her K9 partner Rieka were recognized for graduating from the TSA Explosive Detection Canine Handler's School.
 - 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 (301NG)
- H. Chris Poinatte, Chief Financial Officer, presented the Financial Report as follows:
- 102 Revenue and Expense Fund for the Second Month Ended November 30, 2008

OPERATIONS COMMITTEE

Operations Committee Chair Ben Muro reported that the Operations Committee met on Tuesday, January 6, 2009, 1:00 p.m. in the Board Room of the Administration Building and recommended approval of the following:

1. The minutes of the Operations Committee Meeting of December 2, 2008 were approved at the Committee Meeting of January 6, 2009.

Consent Agenda Items for Consideration

2. Approve the following Consent Agenda items:*
- *3. The Airport Board unanimously adopted Resolution 2009-01-001 to approve Increase to Contract 7003818, Inventory and Revenue Management System Software Modification, with Mach B Technologies, Inc., in an amount not to exceed \$89,480.
- *4. The Airport Board unanimously adopted Resolution 2009-01-002 to approve Acceptance and Execution of 2008 Sub-Recipient Agreement for Fiscal Year 2008 Homeland Security Grant Program, in the amount of \$100,000.
- *5. The Airport Board unanimously adopted Resolution 2009-01-003 to approve Acceptance and Execution of a Fire Prevention Grant from Factory Mutual Insurance Company for the procurement of equipment to support Fire Prevention initiatives, in the amount of \$3,500.
- *6. The Airport Board unanimously adopted Resolution 2009-01-004 to approve Award of two Purchase Orders for Replacement Vehicles: Purchase Order 257120, to Philpott Motors Ltd., in the amount of \$76,068; and Purchase Order 257121, to Group 1 Automotive, Inc., dba Dallas Dodge, in the amount of \$25,741.

- *7. The Airport Board unanimously adopted Resolution 2009-01-005 to approve Execution of Contract 9500365, Elevator Equipment Upgrade at Terminals A & C, with KONE Inc., in an amount not to exceed \$849,250.
- *8. The Airport Board unanimously adopted Resolution 2009-01-006 to approve Increase to Legal Services Contract 8002158, with Allensworth & Porter LLP, in the amount \$25,000.

Action Items for Individual Consideration

- 9. The Airport Board unanimously adopted Resolution 2009-01-007 to approve Execution of two Contracts for Baggage Handling System Parts: Contract No. 7004072, with Vanderlande Industries, Inc., in an amount not to exceed \$254,204.18; Contract No. 7004104, with Thyssenkrupp Airport Systems, Inc., in an amount not to exceed \$198,153.77.
- 10. The Airport Board unanimously adopted Resolution 2009-01-008 to approve Execution of Contract 7004079, Custodial Services for Public Facilities, with UBM Enterprise, Inc., in an amount not to exceed \$1,586,027.34.
- 11. The Airport Board unanimously adopted Resolution 2009-01-009 to approve Execution of Contract 7004083, Vehicle and Heavy Equipment Tires, with A to Z Tire and Battery, Inc., in an amount not to exceed \$94,140.30.

Discussion Items

- 12. An Energy Overview was presented by Rusty Hodapp, Vice President Energy & Transportation Management, at the Committee Meeting of January 6, 2009, and again at the Board Meeting.
- 13. Construction and Professional Services Contract Increase(s) approved by Authorized Staff were distributed to the Board.
- 14. There were no Decrease(s)/Increase(s) in Scope of Work approved by Authorized Staff for this reporting period.

FINANCE/AUDIT COMMITTEE

Finance/Audit Committee Chair Francisco Hernandez reported that the Finance/Audit Committee met on Tuesday, January 6, 2009 at 2:00 p.m. in the Board Room of the Administration Building and recommended approval of the following:

- 15. The minutes of the Finance/Audit Committee Meeting of December 2, 2008 were approved at the Committee Meeting of January 6, 2009.
- 16. Max Underwood, Vice President Finance, presented the Financial Report at the Committee Meeting of January 6, 2009.

Consent Agenda Items for Consideration

17. Approve the following Consent Agenda items:*
- *18. The Airport Board unanimously adopted Resolution 2009-01-010 to approve Acceptance and Execution of AIP Grant 3-48-0064-88-09 for Airport Improvement Program, in the amount of \$5,292,000.
- *19. The Airport Board unanimously adopted Resolution 2009-01-011 to approve Award of Purchase Order 257104, Replacement Computer Equipment, to Intelinet Systems, Inc., in the amount of \$158,115.
- *20. The Airport Board unanimously adopted Resolution 2009-01-012 to approve Permits 239034 and 239035, for continuation of two (2) antenna sites on Pylons 2E and 4E, with T-Mobile West Corporation, LLC.
- *21. The Airport Board unanimously adopted Resolution 2009-01-013 to approve Permit 239038, for continuation of two (2) antenna sites on Pylons 2W and 4W, with Dallas MTA, L.P. dba Verizon Wireless Texas, LLC.

Action Items for Individual Consideration

22. The Airport Board unanimously adopted Resolution 2009-01-014 to approve Lease Management Recommendations as follows:
1) Holdover leases that expire in 2009; 2) Extend quick serve restaurants (QSR) and bar leases from 5 to 7 years; and 3) Extend non-quick serve restaurants in Terminal D from 5 to 7 years.
23. The Airport Board unanimously adopted Resolution 2009-01-015 to approve Execution of a new Air Service Incentive Program (ASIP) to replace the current Air Service Incentive Program.
24. The Airport Board unanimously adopted Resolution 2009-01-016 to approve Execution of Lease Agreement with General Services Administration for a one year term for approximately 5,717 square feet of office and kennel space in the South Tower of the DFW Business Center.

Discussion

25. An Overview of MWBE Program was given by Jeff Fegan, Chief Executive Officer, at the Committee Meeting of January 6, 2009.
26. The Valet Parking presentation was postponed until the February 3, 2009 Committee Meeting.
27. Purchase Orders/Contracts and Professional Services Contracts approved by Authorized Staff were distributed to the Board.

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

CLOSED SESSION

29. 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:

(a) 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:

(b) Terminal Lease Negotiations

(c) 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:

(d) Discussion of (1) gas royalty dispute with Chesapeake Energy Corporation, (2) Chesapeake's request to transport off-Airport gas across Airport, (3) Chesapeake's request to waive 80/20 requirement for pooling with off-Airport gas, (4) Chesapeake's request to dispose of off-Airport wastewater on the Airport, and (5) dispute with Chesapeake regarding mandatory number of drilling rigs at the Airport.

OPEN SESSION

30. Registered Speakers Willie Briscoe, Esq., representing ICC Energy Corporation, and Allen Tucker with Earth Haulers, Inc., addressed the Board regarding concerns related to minority business issues under the Chesapeake Energy contract. Transcripts of the speakers' comments are on file with the Board Secretary.

31. There was no other business.

32. Next Committee meetings – February 3, 2009
Next Regular Board meeting – February 5, 2009

Lillie Biggins
Chair

Francisco Hernandez
Secretary