

**MINUTES OF THE
DALLAS-FORT WORTH INTERNATIONAL AIRPORT BOARD
April 2, 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 April 2, 2009, pursuant to earlier notification thereof to the members of the Board and public. The following quorum was present:

Ben Muro, Chair	Betty J. Culbreath
Francisco Hernandez, Vice Chair	Brenda E. Reyes
Robert Hsueh, Secretary	Forrest Smith
Mayor Tom Leppert	Jeff Wentworth
Mayor Mike Moncrief	Bernice J. Washington
Lillie Biggins	Jayne Peters ¹

Board staff in attendance:

Jeff Fegan, Ken Buchanan, Jim Crites, Joe Lopano, Chris Poinsette, Phil Ritter, Linda Valdez Thompson, Rob Darby, Gary Keane, Andy Bell, Zenola Campbell, Ken Capps, Armin Cruz, Carol Davis, William Flowers, Perfecto Solis, Gregory Spoon, John Terrell, Max Underwood, Donna Schnell

- A. The invocation was given by Chaplain "DD" Hayes.
- B. The Pledge of Allegiance was recited.
- C. Announcements
 - Former Board Members Sanmi Akinmulero and John Loza were recognized and presented with resolutions.
 - Former Board Chair Lillie Biggins was recognized and presented with a gift.
 - Jeff Fegan, Chief Executive Officer, announced that American Airlines nominated Dallas-Fort Worth International Airport for the 2009 IATA Eagle Award.
 - Jeff Fegan, Chief Executive Officer, announced that the 2008 Annual Report was distributed to all Board Members.
- D. The State of the Airport was presented by Jeff Fegan, Chief Executive Officer. Mayor Moncrief requested that the State of the Airport be presented on an annual basis.
- E. The Minutes of the Regular Board Meeting of March 5, 2009 were approved.

¹ Non-voting Member from the City of Coppell

The departmental highlights in items F, G and H were not presented because most of the material covered in the highlights was included the State of the Airport presentation.

- F. Air Service Highlights - Joe Lopano
 - Current Airline Performance
 - Flash Forecast
 - New Flights
- G. Operational Highlights – Jim Crites
 - Employee Recognition
 - Irregular Operations Review
 - Operational Performance Report
- H. Revenue Management Highlights – Ken Buchanan
 - Revenue Management (Fund 0102)
 - Parking
 - Concessions
 - Rental Car Facility
 - Commercial Development
 - Grand Hyatt (910 Fund)
 - Natural Gas Royalties Cash Received (301NG)
- I. Financial Report was presented by Chris Poinatte, Chief Financial Officer, as follows:
 - 102 Revenue and Expense Fund

OPERATIONS COMMITTEE REPORT

Operations Committee Chair Francisco Hernandez reported that the Operations Committee met on Tuesday, March 31, 2009, at 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 March 3, 2009 were approved at the Committee Meeting of March 31, 2009.

Consent Agenda Items for Consideration

2. Approve the following Consent Agenda items:*
- *3. The Airport Board unanimously adopted Resolution 2009-04-051 to approve Award of Purchase Order 257438, Body Armor for SWAT Team, to Diamondback Tactical, LLP, in the amount of \$88,443.40.
- *4. The Airport Board unanimously adopted Resolution 2009-04-052 to approve Execution of a Change Order to Contract 9500345, North Airfield Drive Expansion and Mustang Drive Extension, with Ed Bell Construction Company, in the amount not to exceed \$88,962.35.

- *5. The Airport Board unanimously adopted Resolution 2009-04-053 to approve Execution of Contract 9500364, Replace Lift Station at North Economy Parking Facility, with North Texas Contracting, Inc., in the amount not to exceed \$87,684.
- *6. The Airport Board unanimously adopted Resolution 2009-04-054 to approve Execution of a Change Order to Contract 9500325, ATSAC II Terminal A EDS Baggage Handling Screening, with Jervis B. Webb Company, in the amount not to exceed \$67,508.
- *7. The Airport Board unanimously adopted Resolution 2009-04-055 to approve Execution of Supplemental Agreement 32 to Contract 8500245, Reconfigure Southwest Hold Pad Deicing Site, with LopezGarcia Group, Inc., in the amount not to exceed \$232,416.26.
- *8. The Airport Board unanimously adopted Resolution 2009-04-056 to approve Execution of a Change Order to Supplemental Agreement 19 to Contract 8500225, Design and Construction Support Services for Public Restroom Rehabilitation at Terminals A, B and C, with PGAL/JMA Joint Venture, in the amount not to exceed \$72,152.76.
- *9. The Airport Board unanimously adopted Resolution 2009-04-057 to approve Execution of Contract 9500374, Restroom Rehabilitation at Terminal A, with Mega Contractors, Inc., in the amount not to exceed \$1,701,361.
- *10. The Airport Board unanimously adopted Resolution 2009-04-058 to approve Execution of a Change Order to Contract 9500301, Storm Drainage Improvements, with MK Construction Company, in the amount not to exceed \$34,003.39.
- *11. The Airport Board unanimously adopted Resolution 2009-04-059 to approve Rejection of bid received for Contract 9500322, Replacement of Escalators in Terminals B and E.

Action Items for Individual Consideration

- 12. This item was held until after item 17 and was presented again to the Full Board. The Airport Board adopted Resolution 2009-04-065 to approve Execution of Contract 9500369, EAD Annex Building, with Prime Construction Company, in the amount not to exceed \$1,556,657. Board Member Jeff Wentworth voted no.
- 13. The Airport Board unanimously adopted Resolution 2009-04-060 to approve Execution of a Change Order to Contract 8500262, Professional Project Management Services, with CMTS Inc., in the amount not to exceed \$3,500,000.
- 14. The Airport Board unanimously adopted Resolution 2009-04-061 to approve Execution of 31 Supplemental Agreement to Contract 8500245, Rehabilitate Airfield Lighting and Paving, with LopezGarcia Group, Inc., in the amount not to exceed \$697,252.05.
- 15. The Airport Board unanimously adopted Resolution 2009-04-62 to approve Execution of Contract 9001799, Rehabilitate Building HVAC Systems for East Side Plant, with Kahn Mechanical Contractors, in the amount not to exceed \$295,300.

16. The Airport Board unanimously adopted Resolution 2009-04-063 to approve Extension of Interlocal Agreement between the Airport Board and the City of Fort Worth for Gas Well Inspection Services to be performed by the Gas Well Inspection Staff.
17. The Airport Board unanimously adopted Resolution 2009-04-064 to approve Authorization to request the Cities of Dallas and Fort Worth to Approve, Executive and File deed notices on behalf of the Board for Airport property located in the Northwest Cargo area and to request that the filing city provide evidence of deed recordation to the Board for required submittal to the Texas Commission on Environmental Quality (TCEQ).

Discussion Items

18. A presentation on the Reverse Online Auction for Electricity Procurement was given by Jim Crites, Executive Vice President Operations, at the Committee Meeting of March 31, 2009.
19. A quarterly Terminal Renovation Update presentation was given by Perfecto Solis, Vice President Airport Development & Engineering, at the Committee Meeting of March 31, 2009.
20. There were no Construction and Professional Services Contract Increase(s) approved by Authorized Staff for this reporting period.
21. 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 Bernice J. Washington reported that the Finance/Audit Committee met on Tuesday, March 31, 2009, 2:00 p.m. in the Board Room of the Administration Building and recommended approval of the following:

22. The minutes of the Finance/Audit Committee Meeting of March 3, 2009 were approved at the Committee Meeting of March 31, 2009.
23. The FY 2009 Financial Results and Outlook Briefing was presented by Chris Poinsatte, Chief Financial Officer, at the Committee Meeting of March 31, 2009.

Consent Agenda Item for Consideration

24. Approve the following Consent Agenda items:*
- *25. The Airport Board unanimously adopted Resolution 2009-04-066 to approve Execution of Contract 7004110, Pneumatic Cash Transfer System Maintenance Services, with Autotech Systems, Inc., in the amount not to exceed \$50,810.

Action Items for Individual Consideration

26. The Airport Board unanimously adopted Resolution 2009-04-067 to approve Establishment of an Investment Account and enter into the agreements necessary to add the Vanguard Institutional Index Fund as an authorized investment of the DFW Retirement Plans.
27. The Airport Board unanimously adopted Resolution 2009-04-068 to approve Acceptance and Execution of AIP Grant 3-48-0064-89-09, in the amount not to exceed \$13,573,479, which provides funding for: Rehabilitation of Airfield Pavement, Airfield Lighting, Airfield Aprons, Airfield Pavement Evaluation and the Purchase of a Runway Friction Tester.
28. The Airport Board unanimously adopted Resolution 2009-04-069 to approve Increase and Extension of Contract 7003107, Equipment and Firmware Maintenance Services for the Computerized Parking Control System, with ACS Transport Solution, Inc., in the amount not to exceed \$992,040.
29. The Airport Board unanimously adopted Resolution 2009-04-070 to approve Award of Purchase Order 257458, Microsoft 2007 Software Licenses, to SHI Government Solution, Inc., in the amount of \$469,870.
30. The Airport Board unanimously adopted Resolution 2009-04-071 to approve Award of Purchase Order 257462, Spare Parts for Thermal Imaging Cameras, to FLIR Systems Inc., in the amount of \$284,281.

Discussion Item

31. A Refinancing and Underwriter Selection Plan Briefing was presented by Chris Poinatte, Chief Financial Officer, at the Committee Meeting of March 31, 2009.

Action Item for Individual Consideration

32. The Airport Board unanimously adopted Resolution 2009-04-072 to approve Authorization for Reimbursement for capital expenditure from a future bond issue.

Discussion Items

33. Purchase Orders/Contracts and Professional Services Contracts approved by Authorized Staff were distributed to the Board.
34. License issued by Commercial Development was distributed to the Board.
35. Permit issued by Aviation Real Estate was distributed to the Board.
36. Permits issued by Revenue Management were distributed to the Board.

37. The Monthly M/WBE Expenditure Report was not distributed to the Board.

CONCESSIONS/COMMERCIAL DEVELOPMENT COMMITTEE REPORT

Concessions/Commercial Development Committee Chair Forrest Smith reported that the Concessions/Commercial Development Committee met on Monday, March 30, 2009, at 2:00 p.m. in the Board Room of the Administration Building and presented the following:

38. Financial Update
39. Sales Update
40. Revenue Forecast
41. Payment Policy
42. Open Contracts Status
43. Revenue Containment – Driving Sales for Concessionaires and New Revenue
44. Recommendations
45. Wayfinding
46. Kiosk Implementation Strategy
47. Valet Parking

CLOSED SESSION

48. In accordance with the provisions of Section 551.071 of the Texas Government Code, a closed session was held in order to obtain confidential legal advice from the Board's attorneys regarding possible non-compliance by Chesapeake Energy Corporation with the terms of its Airport Oil and Gas Lease.

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:

- (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) retain tract dispute with Chesapeake Energy Corporation.

OPEN SESSION

- 49. There were no registered speakers.
- 50. There was no other business.
- 51. Next Concessions/Commercial Development Committee meeting – May 11, 2009
Next Committee meetings – May 12, 2009
Next Regular Board meeting – May 14, 2009

Benjamin Muro
Chair

Robert Hsueh
Secretary