

**MINUTES OF THE
DALLAS-FORT WORTH INTERNATIONAL AIRPORT BOARD
May 14, 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 May 14, 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	

Board staff in attendance:

Jeff Fegan, Ken Buchanan, Joe Lopano, Chris Poinsette, Phil Ritter, Rob Darby, Gary Keane, Jeff Benvegna, Zenola Campbell, Armin Cruz, Carol Davis, William Flowers, Rusty Hodapp, Sharon McCloskey, Don O'Bannon, Allen Parra, Mike Phemister, Perfecto Solis, Gregory Spoon, John Terrell, Byford Treanor, Donna Schnell

- A. The invocation was given by Chaplain "DD" Hayes.
- B. The Pledge of Allegiance was recited.
- C. There were no announcements.
- D. The Minutes of the Regular Board Meeting of April 2, 2009 were approved.
- E. Air Service Highlights were presented by Joe Lopano, Executive Vice President of Marketing and Terminal Management as follows:
 - Current Airline Performance
 - Flash Forecast
 - ACI Customer Satisfaction Award
 - Madrid Inaugural Activities
 - Europe Marketing Campaign
 - Air Service Marketing Campaign
- F. Operational Highlights were not presented.
 - Employee Recognition
 - Irregular Operations Review
 - Operational Performance Report

- G. Revenue Management Highlights were presented by Ken Buchanan, Executive Vice President Revenue Management as follows:
- Revenue Management (Fund 0102)
 - Parking
 - Concessions
 - Rental Car Facility
 - Commercial Development
 - Grand Hyatt (910 Fund)
 - Natural Gas Royalties Cash Received (301NG)
- H. The Quarterly Financial Report was presented by Chris Poinatte, Chief Financial Officer.

FULL BOARD ACTION ITEM

1. The Airport Board unanimously approved Resolution 2009-05-073 to approve ratification of the Creation of a new Standing Committee to be called the Concessions/Commercial Development Committee.

CONCESSIONS/COMMERCIAL DEVELOPMENT COMMITTEE REPORT

Concessions/Commercial Development Committee Chair Forrest Smith reported that the Concessions/Commercial Development Committee met on Monday, May 11, 2009, at 11:00 a.m. in the Board Room of the Administration Building and recommended the approval of the following:

Action Items for Individual Consideration

2. The Airport Board unanimously adopted Resolution 2009-05-074 to approve Sublicense Agreement with Doubletake Marketing, LLC for use of bag carousel advertising process in settlement of breach of contract claim.
3. The Airport Board unanimously adopted Resolution 2009-05-075 to approve Ground Lease Agreement to BVDC, LP and subtenancies to Dallas Cowboys Merchandising, Ltd., and Dallas Cowboys Pro Shops, LP in International Commerce Park.

Discussion Items

Discussion Items 4 through 7 were presented by Zenola Campbell, Vice President Concessions, during the Committee Meeting of May 11, 2009.

4. Concessions Financial Update
5. Concessions Policy Review
 - a. Term limits / renewal criteria
 - b. Cap method
 - c. Street price increase

- d. Sole source direction
6. Moratorium on New Concepts and Capital Improvement
7. Evaluation of Payment Structure – Minimum Annual Guarantee (MAG) versus Percent Rent

Following the Discussion Items Committee Chair Forrest Smith appointed a Concessions subcommittee to be Chaired by Betty Culbreath and will include Committee Members Lillie Biggins and Brenda Reyes.

8. Open Discussion during the Committee Meeting of May 11, 2009:
 - Concessionaire Gilbert Aranza approached the podium and said he would hold his comments until the subcommittee meeting and would like an opportunity to speak then.
 - Concessionaire Corliss Stone-Littles thanked the Board and staff for the manner and magnitude in which they present information at the Committee Meetings.

OPERATIONS COMMITTEE REPORT

Operations Committee Chair Francisco Hernandez reported that the Operations Committee met on Tuesday, May 12, 2009, at 1:00 p.m. in the Board Room of the Administration Building and recommended approval of the following:

9. The minutes of the Operations Committee Meeting of March 31, 2009 were approved at the Committee Meeting of May 12, 2009.

Consent Agenda Items for Consideration

10. Approve the following Consent Agenda items:*
- *11. The Airport Board unanimously adopted Resolution 2009-05-076 to approve Award of Purchase Order 257845 for Friction Testing Equipment, to Chemtek, Inc., in the amount of \$70,000.
- *12. The Airport Board unanimously adopted Resolution 2009-05-077 to approve Rejection of bid received for Contract 9500327, Terminal D Escalator Barricades.
- *13. The Airport Board unanimously adopted Resolution 2009-05-078 to approve Rejection of bids received for Solicitation 7004118, Small Mower and Other Grounds Maintenance Services.
- *14. The Airport Board unanimously adopted Resolution 2009-05-079 to approve Execution of an Interlocal Cooperative Agreement between the Airport Board and the North Central Texas Council of Governments to receive funds in the amount of \$603,925 for the acquisition of clean fleet vehicles.

- *15. The Airport Board unanimously adopted Resolution 2009-05-080 to approve Nominees to the Board of Appeals for Calendar Year 2009.
- *16. The Airport Board unanimously adopted Resolution 2009-05-081 to approve Execution of a Change Order to Contract 9500326, ATSAC II Terminal A In-Line EDS TSA/ROW/Tenant Relocation, with Phillips/May Corporation, in the amount not to exceed \$187,425.31.
- *17. The Airport Board unanimously adopted Resolution 2009-05-082 to approve Execution of a Change Order to Contract 9500337, Terminals A and B Upper Level Roadway Recoat, with Southwest Construction Services, in a deductive amount of not less than (\$146,535.50).

Action Items for Individual Consideration

- 18. The Airport Board unanimously adopted Resolution 2009-05-083 to approve Award of Purchase Order 257450 for an Emergency Airstair Vehicle to Martin Apparatus, Inc., in the amount of \$243,334.
- 19. The Airport Board unanimously adopted Resolution 2009-05-084 to approve Award of Purchase Order 257459 for a Disabled Passenger Lift Vehicle to Accessair Systems, Inc., in the amount of \$180,250.
- 20. The Airport Board unanimously adopted Resolution 2009-05-085 to approve Award of Purchase Order 257451 for an Airport People-Mover Bus, to Corbus Industries LP, in the amount of \$530,000.
- 21. The Airport Board unanimously adopted Resolution 2009-05-086 to approve Award of Purchase Order 257970 for Terminal Seating to Arconas Corporation, in the amount of \$1,241,222.94.
- 22. The Airport Board unanimously adopted Resolution 2009-05-087 to approve Award of a Contract for the Supply of Electrical Power with the lowest priced, responsive company that submits its bid through a Board-sponsored reverse auction procedure, in the amount not to exceed \$25,000,000 (one-year term) or not to exceed \$50,000,000 (two-year term).
- 23. The Airport Board unanimously adopted Resolution 2009-05-88 to approve Award of Purchase Order 257364 for Compressed Natural Gas-Powered Passengers Buses, to Lasseter Bus Company, Inc., in the amount of \$19,629,704.
- 24. The Airport Board unanimously adopted Resolution 2009-05-089 to approve Execution of Supplemental Agreement 1 to Contract 8500271, DPS Fire Station 6, with DMJM/EJES Joint Venture, in the amount not to exceed \$599,789.74.
- 25. **This item was deferred at the request of staff.** Approve Execution of Contract 9500367, Elevator Replacement at Terminal E, with ERM Elevator, Inc., in the amount not to exceed \$937,522.
- 26. The Airport Board unanimously adopted Resolution 2009-05-090 to approve Execution of Contract 9500366, Rehabilitate Parking Lots FY08, with North Texas Contracting, Inc., in the amount not to exceed \$1,448,824.

27. The Airport Board unanimously adopted Resolution 2009-05-091 to approve Execution of Contract 9500379, Restroom Rehabilitation at Terminal B with Con-Real, LP, in the amount not to exceed \$1,940,850.
28. The Airport Board unanimously adopted Resolution 2009-05-092 to approve Contract 9500390, TSA Camera Circuit Extension, with North American Information Systems, Inc., in the amount not to exceed \$83,461.09.

Discussion Items

29. H1N1 Pandemic Response Brief was presented by Norma Essary, Vice President Risk Management and Allan Black, Director of Public Safety, during the Committee Meeting of May 12, 2009.
30. Capital Program 12 Month Outlook will be presented at a later date.
31. Construction and Professional Services Contract Increase(s) approved by Authorized Staff were distributed to the Board.
32. Decrease(s)/Increase(s) in Scope of Work approved by Authorized Staff were distributed to the Board.

FINANCE/AUDIT COMMITTEE REPORT

33. The minutes of the Finance/Audit Committee Meeting of March 31, 2009 were approved at the Committee Meeting of May 12, 2009.
34. The Financial Report was presented in item H above.

Consent Agenda Item for Consideration

35. Approve the following Consent Agenda items:*
- *36. The Airport Board unanimously adopted Resolution 2009-05-093 to approve Execution of Contract 8002380, Automated Time and Exception Reporting, with Kronos, Inc., in the amount not to exceed \$201,580.
- *37. The Airport Board unanimously adopted Resolution 2009-05-094 to approve Execution of Contract 7004078, Master Antenna Television (MATV) and Satellite Antenna Television (SMATV) Systems Upgrades, with Able Communication, Inc., in the amount not to exceed \$312,118.23.
- *38. The Airport Board unanimously adopted Resolution 2009-05-095 to approve Increase to Contract 7002277, Maintenance Services for Hardware and Software for the Existing Computerized Parking Control System, with Hewlett-Packard Company, in the amount not to exceed \$94,497.43.

- *39. The Airport Board unanimously adopted Resolution 2009-05-096 to approve Increase to Contract 8002291, Network Access Risk Assessment Services, with Logic Security Solutions, Inc., in the amount not to exceed \$3,250.

Action Items for Individual Consideration

- 40. The Airport Board unanimously adopted Resolution 2009-05-097 to approve Modification of Actuarial Assumptions for the DFW Pension Plans.
- 41. The Airport Board adopted Resolution 2009-05-098 to approve the Selection of Underwriting Team and selection of Underwriters for proposed 2009 debt issues. Board Member Jeff Wentworth abstained.
- 42. The Airport Board unanimously adopted Resolution 2009-05-099 to approve Additional Project for the FY 2009 Entitlement Grant 3-48-0064-89-09. Fund from this grant are designated for the study, design, and construction management for rehabilitation of the DFW Fire Training Facility.
- 43. The Airport Board unanimously adopted Resolution 2009-05-100 to approve Acceptance and Execution of AIP Grant 3-48-0064-90-09, in the amount of \$8.8 million. Funds from this grant are designated for Runway 13L/31R to rehabilitate lighting and make joint repairs.
- 44. The Airport Board unanimously adopted Resolution 2009-05-101 to approve Contract Renewal List for Fourth Quarter of Fiscal Year 2009.

Discussion Items

- 45. The Proposed Bond Ordinance Modifications Briefing was not presented.
- 46. Department of Audit Services' Quarterly Audit Update was presented by Rob Darby, Director Audit Services during the Committee Meeting of May 12, 2009.
- 47. A Wellness Program Update was presented by Norma Essary, Vice President Risk Management during the Committee Meeting of May 12, 2009.
- 48. Purchase Orders/Contracts and Professional Services Contracts approved by Authorized Staff were distributed to the Board.
- 49. Permit issued by Aviation Real Estate was distributed to the Board.
- 50. Monthly M/WBE Expenditure Report was distributed to the Board.

Board Members Mayor Tom Leppert and Bernice J. Washington arrived before Closed Session and were not present for the voting of Consent or Action Items.

CLOSED SESSION

51. In accordance with the provisions of Section 551.071 of the Texas Government Code, a closed session was held for the purpose of seeking the Board's attorney's advice with respect to pending or contemplated litigation, to wit:

- (a) PAZ Energy LLC v. Dallas/Fort Worth International Airport Board, City of Dallas, City of Fort Worth, Cause No. 153-237052-09.

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 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) Transportation of third-party gas across airport by Chesapeake
- (d) Terminal Lease Negotiations
- (e) Use Agreement Negotiations

OPEN SESSION

- 52. There were no registered speakers.
- 53. There was no other business.
- 54. Next Committee meetings – June 2, 2009
Next Regular Board meeting – June 4, 2009

Benjamin Muro
Chair

Robert Hsueh
Secretary