

**MINUTES OF THE  
DALLAS-FORT WORTH INTERNATIONAL AIRPORT BOARD  
June 4, 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 June 4, 2009, pursuant to earlier notification thereof to the members of the Board and public. The following quorum was present:

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

**Board staff in attendance:**

Jeff Fegan, Ken Buchanan, Jim Crites, Joe Lopano, Chris Poinsatte, Phil Ritter, Linda Thompson, Rob Darby, Gary Keane, Zenola Campbell, Armin Cruz, William Flowers, Rusty Hodapp, Gregory Spoon, Donna Schnell

**AGENDA**

- A. The invocation was given by Chaplain Les Grounds.
- B. The Pledge of Allegiance was recited.
- C. There were no announcements.
- D. The minutes of the Regular Board Meeting of May 14, 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
  - Customer Service Update
- F. Operational Highlights were presented by Jim Crites, Executive Vice President Operations, as follows:
  - Employee Recognition
  - Irregular Operations Review
  - Operational Performance Report

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<sup>1</sup> Non-voting Member from the City of Coppell

- 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. Financial Report was presented by Chris Poinsatte, Chief Financial Officer.

### **RETIREMENT/INVESTMENT COMMITTEE**

1. The minutes of the Retirement/Investment Committee Meeting of March 3, 2009 were approved at the Committee Meeting of June 2, 2009.
2. Quarterly Investment Report was presented by Chris Poinsatte, Chief Financial Officer, at the Committee Meeting of June 2, 2009.
3. Fixed Income Securities Presentation was presented by Mike Phemister, Vice President Treasury Management, at the Committee Meeting of June 2, 2009.
4. Portfolio Review was presented by John Williams of Barrow, Hanley, Mewhinney & Strauss, Inc., at the Committee Meeting of June 2, 2009.
5. Actuarial Valuation Report was presented by Lewis Ward of GRS at the Committee Meeting of June 2, 2009.
6. External Audit of Employee Retirement and Other Post Employment Benefits (OPEB) Plans was presented by Calvin Person of Calvin E. Person & Associates at the Committee Meeting of June 2, 2009.

### **Action Item for Individual Consideration**

7. The Airport Board unanimously adopted Resolution 2009-06-102 to approve Establishment of New Investment Accounts for DFW Other Post Employment Benefit Plan (OPEB).

### **OPERATIONS COMMITTEE**

8. The minutes of the Operations Committee Meeting of May 12, 2009 were approved at the Committee Meeting of June 2, 2009.

### **Consent Agenda Items for Consideration**

9. Approve the following Consent Agenda items:\*
- \*10. The Airport Board unanimously adopted Resolution 2009-06-103 to approve Increase to Legal Services Contract 8001501, with Cantey & Hanger, LLP, in the amount not to exceed \$150,000.
- \*11. The Airport Board unanimously adopted Resolution 2009-06-104 to approve Execution of Contract 8500245 Supplemental Agreement 33, Commissioning Services for ATSAC II Terminal A In-Line EDS TSA/ROW/Tenant Relocation, with LOPEZGARCIA Group, Inc., in the amount not to exceed \$112,099.07.
- \*12. The Airport Board unanimously adopted Resolution 2009-06-105 to approve Contract 9500360 Change Order, Restroom Rehabilitation at Terminal E, with Mega Contractors, Inc., in the amount not to exceed \$34,940.
- \*13. The Airport Board unanimously adopted Resolution 2009-06-106 to approve Contract 9500341 Change Order, Terminal E Interior Lighting Upgrades, with Essential Energy Services, Inc., in the deductive amount of not less than (\$26,310.18).
- \*14. The Airport Board unanimously adopted Resolution 2009-06-107 to approve Execution of Contract 9500331 Change Order, Rehabilitate Landside Pavements, with 3i Construction, LLC, in the amount not to exceed \$36,135.70.

### **Action Items for Individual Consideration**

15. The Airport Board adopted Resolution 2009-06-108 to approve Rescinding of Contract 9500366, Rehabilitate Parking Lots, with North Texas Contracting, Inc., approved by Resolution 2009-05-090 at May 14, 2009 Board Meeting and Award Contract 9500336, Rehabilitate Parking Lots, to Phillips/May Corporation, in an amount not to exceed \$1,615,333. Board Member Brenda E. Reyes voted against this item.
16. The Airport Board unanimously adopted Resolution 2009-06-109 to approve Execution of Contract 9500362, Rehabilitate Landside Bridges, with Gibson & Associates, Inc., in the amount not to exceed \$848,480.
17. The Airport Board unanimously adopted Resolution 2009-06-110 to approve Execution of Contract 9500342, Accessibility Improvements for Terminals C and D, with Phillips/May Corporation, in the amount not to exceed \$293,333.
18. The Airport Board unanimously adopted Resolution 2009-06-111 to approve Execution of Contract 9500258 Change Order, Perimeter Taxiway – Southeast Quadrant, with W.W. Webber, LLC, in the deductive amount of not less than (\$1,841,491.78).
19. The Airport Board unanimously adopted Resolution 2009-06-112 to approve Execution of Contract 9500372, Rehabilitate Airfield Pavements, with The Lane Construction Corporation, in the amount not to exceed \$7,399,707.55.

20. The Airport Board unanimously adopted Resolution 2009-06-113 to approve Execution of Contract 9500370, Rehabilitate Aircraft Aprons, with HCE Construction, Inc., in the amount not to exceed \$531,859.
21. The Airport Board unanimously adopted Resolution 2009-06-114 to approve Execution of Contract 9500378, Rehabilitate Airfield Lighting Systems, with EAS Contracting, LP, in the amount not to exceed \$703,807.
22. The Airport Board unanimously adopted Resolution 2009-06-115 to approve Authorization to enter into a Memorandum of Agreement (MOA) with the Department of Homeland Security to provide for contingency use of designated DFW Airport Facilities and real property by DHS/FEMA to support the relocation of federal employees from Louis Armstrong International Airport (MSY), McAllen-Miller International Airport (MFE) and / or Valley International Airport (HRL) during weather emergencies.
23. The Airport Board unanimously adopted Resolution 2009-06-116 to approve Amendment of the Code of Rules and Regulations of the Dallas-Fort Worth International Airport Board regarding wastewater pretreatment and discharge regulations.

#### **Discussion Items**

24. DART and T Rail Connection to DFW Update was presented by Jim Crites, Executive Vice President Operations, at the Committee Meeting of June 2, 2009.
25. Briefing on Results of Reverse Auction for Purchase of Electricity was presented by Rusty Hodapp, Vice President Energy and Transportation Management, at the Committee Meeting of June 2, 2009.
26. Terminal A ATSAC Update was presented by Perfecto Solis, Vice President Airport Development and Engineering, at the Committee Meeting of June 2, 2009.
27. Construction and Professional Services Contract Increase(s) approved by Authorized Staff were distributed to the Board.
28. Decrease(s)/Increase(s) in Scope of Work approved by Authorized Staff were distributed to the Board.

#### **FINANCE/AUDIT COMMITTEE**

29. The minutes of the Finance/Audit Committee Meeting of May 12, 2009 were approved at the Committee Meeting of June 2, 2009.
30. The Financial Report was presented in item H above.

#### **Consent Agenda Item for Consideration**

31. Approve the following Consent Agenda items:\*

- \*32. The Airport Board unanimously adopted Resolution 2009-06-117 to approve an Increase to Legal Services Contract 8002240, with Looper Reed & McGraw, in the amount not to exceed \$75,000.
- \*33. The Airport Board unanimously adopted Resolution 2009-06-118 to approve Air Service Incentive Program Update.

#### **Action Items for Individual Consideration**

- 34. The Airport Board unanimously adopted Resolution 2009-06-119 to approve Execution of Contract 7004128, Information Technology Fiber Installation Services, with ABLe Communications, Inc., in the amount not to exceed \$861,399.58, and reject all bids received for Solicitation 7004089.

#### **Discussion Items**

- 35. Proposed Changes to Debt Policy was presented by Chris Poinatte, Chief Financial Officer, at the Committee Meeting of June 2, 2009.
- 36. FY 2009 Financing Plan Update was presented by Chris Poinatte, Chief Financial Officer, at the Committee Meeting of June 2, 2009.
- 37. Tender Bond Program Briefing was presented by Mike Phemister, Vice President Treasury Management at the Committee Meeting of June 2, 2009.
- 38. Purchase Orders/Contracts and Professional Services Contracts approved by Authorized Staff were distributed to the Board.
- 39. Monthly M/WBE Expenditure Report was distributed to the Board.

#### **CONCESSIONS/COMMERCIAL DEVELOPMENT COMMITTEE**

- 40. The Minutes of the Concessions/Commercial Development Committee Meeting of May 11, 2009 were approved at the Committee Meeting of June 2, 2009.

#### **Consent Agenda Items for Consideration**

- 41. Approve the following Consent Agenda items:\*
- \*42. The Airport Board unanimously adopted Resolution 2009-06-120 to approve Permit 239049 with AT&T Mobility Texas to maintain and operate an antenna site for a 5 year term.
- \*43. The Airport Board unanimously adopted Resolution 2009-06-121 to approve Execution of Contract 8002381, Professional Airport Facilities Appraisal Services, with Transportation Planning, Inc., in the amount not to exceed \$95,850.

- \*44. The Airport Board unanimously adopted Resolution 2009-06-122 to approve Lease Extension with Honeywell International, Inc., for a 3 year term for approximately 1,236 square feet of general office space in the South Tower of the DFW Business Center.

#### **Action Items for Individual Consideration**

45. The Airport Board unanimously adopted Resolution 2009-06-128 to approve Execution of an Agreement with Chesapeake Exploration Limited Partnership (Chesapeake) for the transport of third-party natural gas through the gas collection system on Dallas/Fort Worth International Airport. This item was held until after Closed Session.
46. The Airport Board unanimously adopted Resolution 2009-06-123 to approve Modification of DFW Airport Valet Parking Services Agreement with Parking Concepts, Inc, (PCI).
- There were four registered speakers for this item: Ken Kundmueller, Freedom Park; Gil Barnett, PCI; Tom Krampitz, representing PCI; and Jim Bradshaw, a consultant to PCI. All speakers withdrew their requests to speak.
47. The Airport Board unanimously adopted Resolution 2009-06-124 to approve Revision to Concession Policy Section 1.4, which will limit concession ownership by a single concessionaire to 60 locations total.
48. This item was deferred at the request of the Board. Approve the Concessions Awareness Program.
49. The Airport Board unanimously adopted Resolution 2009-06-125 to approve Concession Lease Management Recommendations to extend leases that expire in 2010 for an additional twelve month term and to postpone required capital expenditures for reconcepting for six months.
50. The Airport Board unanimously adopted Resolution 2009-06-126 to approve Concession Lease Modification to suspend the Minimum Annual Guarantee (MAG) for Duty Free and landside newsstand locations from execution of a lease amendment through the end of the current fiscal year FY09.
51. This item was deferred at the request of staff. Approve Concession Terminal Lease Modification to suspend the Minimum Annual Guarantee (MAG) for in-terminal, in-line, F&B and Retail locations when enplanements are down 20% or more for three (3) consecutive months in one section of a terminal, and the locations in the section are below breakpoint, or have an effective rent of 20% or greater and to execute any lease amendments necessary to implement this policy.
52. This item was deferred at the request of staff. Approve Amendment to the Concession Product Pricing per the Lease Agreement.
53. This item was deferred at the request of staff. Approve Concession Policy Term Limitations Amendment to limit contract term to no longer than ten years with an option to be renewed if the location(s) meet renewal criteria.

54. The Airport Board unanimously adopted Resolution 2009-06-127 to approve authorization to abate Minimum Annual Guarantee (MAG) during periods up to 2 months for reconcepting of Concession location.

### **Discussion Items**

55. A presentation on the Concession Policy was given by Zenola Campbell, Vice President Concessions, during the Committee Meeting of June 2, 2009, and included the following:
- Concession Lease Term
  - Terminal Lease Modification
  - Renewal Criteria
  - Concession Product Pricing per Lease Agreement

### **CLOSED SESSION**

56. 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 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

### **OPEN SESSION**

57. There were no registered speakers.
58. Next Committee meetings – June 30, 2009  
Next Regular Board meeting – July 2, 2009  
Special Board Meeting – July 30, 2009

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Benjamin Muro  
Chair

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Robert Hsueh  
Secretary