

**MINUTES OF THE
DALLAS-FORT WORTH INTERNATIONAL AIRPORT BOARD
July 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 July 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
Mayor Tom Leppert	Forrest Smith
Mayor Mike Moncrief	Jeff Wentworth
Lillie Biggins	Bernice J. Washington

Board staff in attendance:

Jeff Fegan, Ken Buchanan, Jim Crites, Joe Lopano, Chris Poinsette, Phil Ritter, Linda Thompson, Rob Darby, Gary Keane, Alan Black, Zenola Campbell, Armin Cruz, William Flowers, Rusty Hodapp, Sharon McCloskey, Don O'Bannon, Perfecto Solis, Gregory Spoon, John Terrell, Byford Treanor, Sherry Vidal-Brown, Donna Schnell

- A. The invocation was given by Chaplain "DD" Hayes.
- B. The Pledge of Allegiance was recited.
- C. Announcements
 - The recipients of the Chesapeake Scholarship Fund were announced and introduced by Leah King, Senior Director Public Affairs, Chesapeake Energy.
 - The Business Development and Diversity Department was recognized for receiving the Exceptional DBE Program Award at the Airport Minority Advisory Council Annual Conference in June 2009.
- D. The minutes of the Regular Board Meeting of June 4, 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
 - IATA Slots Conference
- F. Jim Crites, Executive Vice President Operations, announced the retirement of Allen Parra, Vice President Operations.
- 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 Poinsette, Chief Financial Officer, as follows:
- Financial Report
 - FY 2010 Outlook

OPERATIONS COMMITTEE

1. The minutes of the Operations Committee Meeting of June 2, 2009 were approved at the Committee Meeting of June 30, 2009.

Consent Agenda Items for Consideration

2. The Airport Board unanimously adopted Resolution 2009-07-129 to approve Execution of Change Order to Contract 9500329, AOA Physical Perimeter Security Upgrades, with EAS Contracting, LP in the amount not to exceed \$103,632.05.
3. The Airport Board unanimously adopted Resolution 2009-07-130 to approve Execution of Change Order to Contract 9500345, North Airfield Drive Expansion & Mustang Drive Extension, with Ed Bell Construction Company, in the amount not to exceed \$42,000.

Action Items for Individual Consideration

4. This item was deferred at the request of staff. Approve Execution of Contract 9500367, Elevator Replacement at Terminal E, with Phillips/May Corporation, in the amount not to exceed \$1,154,333.
5. The Airport Board unanimously adopted Resolution 2009-07-131 to approve Execution of Contract 9500385, Rehabilitate Airfield Lighting & Pavement Systems – Runway 13L/31R, with Hypower Inc., in the amount not to exceed \$5,392,466.57.
6. The Airport Board unanimously adopted Resolution 2009-07-132 to approve Execution of Change Order to Contract 9500332, Terminals B and E Passenger Boarding Bridge Replacement, with John Bean Technologies Corporation, in the amount not to exceed \$383,427.
7. The Airport Board unanimously adopted Resolution 2009-07-133 to approve Execution of Supplemental Agreement to Contract 8500271, Design and Construction Support Services for DPS Fire Training Facilities Upgrades, with DMJM/EJES Joint Venture, in the amount not to exceed \$2,131,660.37.
8. The Airport Board unanimously adopted Resolution 2009-07-134 to approve Execution of Contract 9500375, Rehabilitate Roadway High Poles, with Gibson & Associates, Inc., in the amount not to exceed \$257,310.

9. The Airport Board unanimously adopted Resolution 2009-07-135 to approve Increase to Contract 8500114, Skylink Operations and Maintenance, with Bombardier Transportation (Holdings) USA, Inc., in the amount not to exceed \$2,065,530.

Discussion Items

10. Construction and Professional Services Contract Increase(s) approved by Authorized Staff for this reporting period were distributed to the Board.
11. Decrease(s)/Increase(s) in Scope of Work approved by Authorized Staff were distributed to the Board.

FINANCE/AUDIT COMMITTEE

12. The minutes of the Finance/Audit Committee Meeting of June 2, 2009 were approved at the Committee Meeting of June 30, 2009.
13. Financial Report was presented in item H above.
14. FY 2010 Outlook was presented in item H above.

Consent Agenda Items for Consideration

15. The Airport Board unanimously adopted Resolution 2009-07-136 to approve Increase to Contract 8002016, External Audit Services, with KPMG LLP, in the amount not to exceed \$206,500.
16. The Airport Board unanimously adopted Resolution 2009-07-137 to reappoint DFW Airport Public Facility Improvement Corporation Board of Directors.
17. The Airport Board unanimously adopted Resolution 2009-07-138 to approve authorization to Execute the Use Agreement and all ancillary documents with Executive Airlines, Inc.
18. The Airport Board unanimously adopted Resolution 2009-07-139 to approve Execution of Contract 8002389, Routes 2010 and Routes 2011 Sponsorship Agreement, with The Route Development Group Limited, in the amount of \$199,000.
19. The Airport Board unanimously adopted Resolution 2009-07-140 to approve Increase to Contract 7003082, Maintenance of Runway Surface Monitoring System, with Surface Systems, Inc., in the amount not to exceed \$88,430.25.
20. The Airport Board unanimously adopted Resolution 2009-07-141 to approve Award of Purchase Order 257903, Computer Hardware, to Austin Ribbon & Computer Supplies, Inc., in the amount of \$195,899.50.
21. The Airport Board unanimously adopted Resolution 2009-07-142 to approve Award of Purchase Order 257890, Computer Servers, to Austin Ribbon & Computer Supplies, Inc., in the amount of \$289,547.59.

Action Items for Individual Consideration

22. The Airport Board unanimously adopted Resolution 2009-07-143 to approved Increase to Contract 7003934, Maintenance Services for CUTE/EVIDS Systems, with ARINC Incorporated, in the amount not to exceed \$829,687.
23. The Airport Board unanimously adopted Resolution 2009-07-144 to approve Execution of Change Order to Ground Lease and Data Center agreement with Verizon. Original agreement was approved under Resolution 2008-07-164.
24. The Airport Board unanimously adopted Resolution 2009-07-145 to approve Changes to the DFW Airport Debt Policy.
25. The Airport Board unanimously adopted Resolution 2009-07-146 to approve Award of Purchase Order 257830, Replacement CNG-Powered Shuttle Vans, to National Bus Sales and Leasing, Inc., in the amount of \$2,185,617.

Discussion Items

26. Proposed Changes to Bond Ordnances Briefing was presented by Mark Malveaux of McCall, Parkhurst & Horton L.L.P., during the Committee Meeting of June 30, 2009.
27. Permit issued by Aviation Real Estate was distributed to the Board.
28. Purchase Orders/Contracts and Professional Services Contracts approved by Authorized Staff were distributed to the Board.
29. Monthly M/WBE Expenditure Report was distributed to the Board.

CONCESSIONS/COMMERCIAL DEVELOPMENT COMMITTEE

30. The minutes of the Concessions/Commercial Development Committee Meeting of June 2, 2009 were approved at the Committee Meeting of June 30, 2009.

Consent Agenda Item for Consideration

31. The Airport Board unanimously adopted Resolution 2009-07-147 to approve Authorization to submit to the Foreign Trade Zones Board an application requesting DFW Airport's participation in a new Alternate Site Management program.

Action Items for Individual Consideration

32. The Airport Board unanimously adopted Resolution 2009-07-148 to approve Authorization to Execute Contract 8002392, Commercial Development Consulting Services for the Southgate Plaza Development, with Jones Lange LaSalle Americas, Inc., in the amount not to exceed \$110,000.

33. The Airport Board unanimously adopted Resolution 2009-07-149 to approve Increase to Legal Services Contract 8002116 for Natural Gas Lease Matters, with Moses, Palmer & Howell L.L.P., in the amount not to exceed \$100,000.
34. The Airport Board unanimously adopted Resolution 2009-07-150 to approve Change Order to Legal Services Contract 8002383, with Cantey & Hanger LLP, increasing the not-to-exceed amount by \$100,000.
35. The Airport Board unanimously adopted Resolution 2009-07-151 to approve Terminal Concession Lease Modification to suspend the MAG (Minimum Annual Guarantee) for in-terminal, in-line, Food & Beverage and Retail Locations.

Discussion Items

36. DFW Connector Project Briefing was presented by John Terrell, Vice President Commercial Development, at the Committee Meeting of June 30, 2009.
37. Pet Hotel Update was presented by John Terrell, Vice President Commercial Development, at the Committee Meeting of June 30, 2009.
38. Concessions Awareness Program Update was presented by Zenola Campbell, Vice President Concessions, at the Committee Meeting of June 30, 2009.
39. Harmony Pharmacy Clinic Lease Update was presented by Zenola Campbell, Vice President Concessions, at the Committee Meeting of June 30, 2009.
40. Concession Policy 2.2.1 - Direct Negotiations Review was presented by Zenola Campbell, Vice President Concessions, at the Committee Meeting of June 30, 2009.
41. Airport Concessions Product Pricing Amendment was presented by Zenola Campbell, Vice President Concessions, at the Committee Meeting of June 30, 2009.

CLOSED SESSION

42. 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

(b) Di Ann Sanchez vs. The Dallas-Fort Worth International Airport Board

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:

(c) 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:

- (d) Terminal Lease Negotiations
- (e) Use Agreement Negotiations

OPEN SESSION

- 43. There were no registered speakers.
- 44. Special Board meeting – July 31, 2009
Next Committee meetings – August 4, 2009
Next Regular Board meeting – August 6, 2009

Mayor Moncrief adjourned the meeting in memory of Board Member Lillie Biggins' brother, Lafayette "Mike" Dukes, who passed away on June 29, 2009, and CEO Jeff Fegan's father, Harold Fegan, who passed away on April 25, 2009, and his mother, Eva Lou Fegan, who passed away on June 4, 2009.

Benjamin Muro
Chair

Robert Hsueh
Secretary