

**MINUTES OF THE
DALLAS-FORT WORTH INTERNATIONAL AIRPORT BOARD
September 3, 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 September 3, 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 Pro Tem Danny Scarth ¹	Bernice J. Washington
Lillie Biggins	Jeff Wentworth

Board staff in attendance:

Jeff Fegan, Ken Buchanan, Jim Crites, Chris Poinsette, Phil Ritter, Linda Thompson, Rob Darby, Gary Keane, Andy Bell, Zenola Campbell, Armin Cruz, Carol Davis, Norma Essary, William Flowers, Rusty Hodapp, Sharon McCloskey, Don O'Bannon, Perfecto Solis, Gregory Spoon, John Terrell, Byford Treanor, Max Underwood, David Magana, Donna Schnell

- A. The invocation was given by Chaplain "DD" Hayes.
- B. The Pledge of Allegiance was recited.
- C. Announcements
 - Incoming Board Member Allan Meagher from the City of Irving was introduced.
 - Departing Board Member Jayne Peters from the City of Coppell was recognized for her service on the Board; however, she was not able to attend the Board Meeting.
- D. The minutes of the Special Board Meeting of July 31, 2009 and the Regular Board Meeting of August 6, 2009 were approved.
- E. Financial Report was presented by Chris Poinsette, Chief Financial Officer.
- F. Jeff Fegan, Chief Executive Officer, discussed the highlights of the Board Retreat which was held August 13-14, 2009. One focus of the retreat was Best Practices for Boards. Mayor Moncrief emphasized that the Board Members should not meet with Concessionaires without a DFW staff member present. Board Chair Ben Muro said that he would work on necessary changes to the Board's Rules of Procedure.

¹ Designated voting representative by City of Fort Worth.

RETIREMENT/INVESTMENT COMMITTEE REPORT

Retirement/Investment Committee Chair Jeff Wentworth reported that the Retirement/Investment Committee met on Tuesday, September 1, 2009, at 12:30 p.m. in the Board Room of the Administration Building and recommended approval of the following:

1. The minutes of the Retirement/Investment Committee Meeting of June 2, 2009 were approved at the Committee Meeting of September 1, 2009.
2. Quarterly Investment Report was given by John Pickett of RBC Dain Rauscher at the Committee Meeting of September 1, 2009.
3. Portfolio Review Presentation was given by Ken Mota and James Peterson of Globeflex at the Committee Meeting of September 1, 2009.

OPERATIONS COMMITTEE REPORT

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

4. The minutes of the Operations Committee Meeting of August 4, 2009 were approved at the Committee Meeting of September 1, 2009.

Consent Agenda Items for Consideration

5. The Board unanimously adopted Resolution 2009-09-177 to approve Execution of an Interlocal Agreement between the Airport Board and the Dallas County Community College District for a contract that utilizes the Board's Vehicle Simulation Training Center to conduct classes through Mountain View College.
6. The Board unanimously adopted Resolution 2009-09-178 to approve Execution of Contract 7004094, Automotive Parts, with Uni-Select USA, dba Fleet Parts, in the amount not to exceed \$140,000.
7. The Board unanimously adopted Resolution 2009-09-179 to approve Execution of Change Order to Contract 9001797, Rehabilitate Airside Bridges, with EAS Contracting, LP, in the amount not to exceed \$47,028.24.

Discussion Item

8. Terminal Development Program Overview was presented by Jim Crites, Executive Vice President Operations, at the Committee Meeting of September 1, 2009, and again during the Board Meeting.

Action Items for Individual Consideration

9. The Board unanimously adopted Resolution 2009-09-180 to approve Execution of Supplemental Agreement 34 to Contract 8500245, Programming and Schematic Design for Terminal Development Program, with URS Corporation, in the amount not to exceed \$20,750,000.
10. The Board unanimously adopted Resolution 2009-09-181 to approve Execution of Contract 9500397, International Commerce Park – Regent Loop Drainage, with North Texas Contracting, Inc., in the amount not to exceed \$255,412.46.
11. The Board unanimously adopted Resolution 2009-09-182 to approve Execution of Contract 9500394, Terminal B Lighting Retrofit, with Sylvania Lighting Corp., in the amount not to exceed \$366,108.04.
12. The Board unanimously adopted Resolution 2009-09-183 to approve Execution of Contract 9500392, Replace Triturator at Terminal A, with North Texas Contracting, Inc., in the amount not to exceed \$926,530.
13. The Board unanimously adopted Resolution 2009-09-184 to approve Increase to Contract 7003620, Non-Public Facilities Maintenance Services, with Trane US, Inc., in the amount not to exceed \$643,042.19; and reject all bids received for Solicitation 7004132 for Non-Public Facilities Maintenance Services.

Discussion Items

14. H1N1 Briefing was presented by Jim Crites, Executive Vice President Operations.
15. Construction and Professional Services Contract Increase(s) approved by Authorized Staff were distributed to the Board.
16. There were no Decrease(s)/Increase(s) in Scope of Work approved by Authorized Staff for this reporting period.

FINANCE/AUDIT COMMITTEE REPORT

Finance/Audit Committee Chair Bernice J. Washington reported that the Finance/Audit Committee met on Tuesday, September 1, 2009, at 2:30 p.m. in the Board Room of the Administration Building and recommended approval of the following:

17. The minutes of the Finance/Audit Committee Meeting of August 4, 2009 were approved at the Committee Meeting of September 1, 2009.
18. Financial Report was given in item E above.

Consent Agenda Items for Consideration

19. The Board unanimously adopted Resolution 2009-09-185 to approve Authorization to enter into three one-year Contracts for State Legislative Representation and Consulting Services: Contract 8004040, with Charles W. Evans, in the amount not to exceed \$60,000; Contract 8004041, with Cal Varner, of Varner and Associates, Inc., in

the amount not to exceed \$24,000; and Contract 8004042, with Gilbert Turrieta, in the amount not to exceed \$24,000.

20. The Board unanimously adopted Resolution 2009-09-186 to approve Increase to Contract 7002660, Oracle Governmental Financials Software Maintenance and Support, with Oracle Corporation, in the amount not to exceed \$89,457.23.
21. The Board unanimously adopted Resolution 2009-09-187 to approve Award of Purchase Order 258508, Application Performance Testing Tool, to Hewlett-Packard Company, in the amount of \$84,939.28.
22. The Board unanimously adopted Resolution 2009-09-188 to approve Award of Purchase Order 258438, for Storage Area Network Expansion Equipment, Professional Installation and Configuration Services, to Lumenate LP, in the amount of \$216,700.
23. The Board unanimously adopted Resolution 2009-09-189 to approve Execution of Contract for Public Officials Liability Insurance, with ACE USA, in the amount not to exceed \$160,969.
24. The Board unanimously adopted Resolution 2009-09-190 to approve Execution of Contract for General Liability Insurance Coverage with ACE USA, in the amount not to exceed \$482,650.

Action Items for Individual Consideration

25. The Board unanimously adopted Resolution 2009-09-191 to approve Audit Services' FY2010 Audit Plan.
26. The Board unanimously adopted Resolution 2009-09-192 to approve Additional contribution to the DFW Retirement Plans for FY2009.
27. This item was deferred by staff. Approve Authorization to Extend Contract 7002565, Credit Card Clearinghouse Services, with Jet Pay, LLC.
28. The Board unanimously adopted Resolution 2009-09-193 to approve Termination of Contract 7003494, CCTV System Maintenance Contract, with SecureNet, Inc.
29. The Board unanimously adopted Resolution 2009-09-194 to approve Execution of two Contracts for Extended Warranties for the CCTV Maintenance Program: Contract 7004151, with NICE Systems, Inc., in the amount not to exceed \$1,635,532; and Contract 7004152, with Zenitel Group U.S.A., Inc., in the amount not to exceed \$212,000.
30. The Board unanimously adopted Resolution 2009-09-195 to approve Execution of Contract 8002357, Parking Revenue Control Project Management Services, with Kimley-Horn and Associates, Inc., in the amount not to exceed \$250,000.
31. The Board unanimously adopted Resolution 2009-09-196 to approve Increase to Contract 7003533, Interlocal Agreement with the North Texas Tollway Authority, in the amount of \$135,000.

32. The Board unanimously adopted Resolution 2009-09-197 to approve Increase to Contract 7003610, Datastream Software Maintenance and Support, with Infor Global Solutions, in the amount of \$975,141.70.
33. The Board unanimously adopted Resolution 2009-09-198 to approve the FY2010 Budget of the Public Facility Improvement Corporation.
34. The Board unanimously adopted Resolution 2009-09-199 to approve the form of the Official Statements for the Series 2009A and the Series 2009B Joint Revenue Refunding Bonds.

Discussion Items

35. Purchase Orders/Contracts and Professional Services Contracts approved by Authorized Staff were distributed to the Board.
36. Monthly M/WBE Expenditure Report was 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 Tuesday, September 1, 2009, at 3:30 p.m. in the Board Room of the Administration Building and recommended the approval of the following:

37. The minutes of the Concessions/Commercial Development Committee Meeting of August 4, 2009 were approved at the Committee Meeting of September 1, 2009.

Action Item for Individual Consideration

38. The Board unanimously adopted Resolution 2009-09-200 to approve Increase to Contract 8002116, Legal Services Contract for Natural Gas Lease Matters, with Moses, Palmer & Howell L.L.P., in the amount of \$50,000.
39. The Board unanimously adopted Resolution 2009-09-201 to approve request to Grant an Easement to the City of Fort Worth across Airport land for reclaimed water pipeline and a salt water pipeline; and Execute an Amendment to the lease with American Airlines to permit the easement to encroach upon the leasehold estate.

Discussion Items

40. Parking Presentation was presented by Ken Buchanan, Executive Vice President Revenue Management, Peter Mandel with Jacobs Consultancy, and Jim Jarvis with Ricondo and Associates, at the Committee Meeting of September 1, 2009.
41. Valet Parking. Gil Barnett and Dave Mueller with Parking Concepts, Inc., and Tom Krampitz representing Parking Concepts, were registered to speak at the Board Meeting. All were present but withdrew their requests to speak.

42. Commercial Development Land Use Approval Process – this item was deferred until a later date.
43. Commercial Development Top Three Projects – these items were deferred until a later date.
 - Beltline Station
 - Southgate Plaza
 - International Commerce Park
44. Sales Update – this item was deferred until a later date.
45. Concessions Plan Update was presented by Zenola Campbell, Vice President Concessions at the Committee Meeting of September 1, 2009.
46. Advertising Plan Update – this item was deferred until a later date.
47. Concessions Policy – Term Limitations 1.5 Discussion – this item was deferred until a later date.
48. Permits Issued by Revenue Management were distributed to the Board.

CLOSED SESSION

49. 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 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
- (f) Southgate Master Development Agreement and Lease Negotiations

OPEN SESSION

Discussion Items

- 50. There were no registered speakers for items not posted on the agenda.
- 51. Next Committee meetings – September 29, 2009
Next Regular Board meeting – October 1, 2009

Benjamin Muro
Chair

Robert Hsueh
Secretary