

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

Board staff in attendance:

Jeff Fegan, Ken Buchanan, Jim Crites, Chris Poinsette, Phil Ritter, Linda Thompson, Rob Darby, Gary Keane, Jeff Benvegna, Zenola Campbell, Armin Cruz, Thomas Dallam, Carol Davis, Norma Essary, William Flowers, Rusty Hodapp, Don O'Bannon, Gregory Spoon, John Terrell, Byford Treanor, David Magana, Donna Schnell

- A. The invocation was given by Chaplain "DD" Hayes.
- B. The Pledge of Allegiance was recited.
- C. Announcements
 - Jeff Fegan, Chief Executive Officer, was recognized for being named the Director of the Year from Airport Revenue News.
 - Linda Thompson, Executive Vice President Administration & Diversity, was recognized for receiving the Latina Trail Blazers award from the Latina Chamber.
- D. The minutes of the Regular Board Meeting of September 3, 2009 were approved.
- E. Financial Report was presented by Chris Poinsette, Chief Financial Officer.
- F. A-List Review
 - Jim Crites, Executive Vice President Operations, gave a briefing on the Taxicab Inspection Program.
 - Alan Black, Director of Public Safety, gave a briefing on the Pandemic Influenza Planning Program course that several Airport employees will attend in late October.

¹ Designated voting representative by City of Fort Worth.

- Dan Bergman, Vice President Environmental Affairs, gave a briefing on DFW Greenhouse Emissions.

RETIREMENT/INVESTMENT COMMITTEE REPORT

Retirement/Investment Committee Chair Jeff Wentworth reported that the Retirement/Investment Committee met on Tuesday, September 29, 2009, at 12:00 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 September 1, 2009 were approved at the Committee Meeting of September 29, 2009.

Discussion Item

2. A Performance Review presentation was given by John Walton, Barry Bowens, and Joe Canas of Biscayne Advisors at the Committee Meeting of September 29, 2009.

Action Item

3. The Board unanimously adopted Resolution 2009-10-202 to approve Termination of Biscayne Advisors as a mid-cap fund manager.

Discussion Item

4. Pension Plan Redesign presentation was given by Linda Thompson, Executive Vice President Administration & Diversity and Chris Poinsette, Chief Financial Officer, at the Committee Meeting of September 29, 2009.

OPERATIONS COMMITTEE REPORT

Operations Committee Chair Francisco Hernandez reported that the Operations Committee met on Tuesday, September 29, 2009, 1:00 p.m. in the Board Room of the Administration Building and recommended approval of the following:

5. The minutes of the Operations Committee Meeting of September 1, 2009 were approved at the Committee Meeting of September 29, 2009.

Consent Agenda Items for Consideration

6. The Board unanimously adopted Resolution 2009-10-203 to approve Execution of Emissions Reduction Incentive Grant from Texas Commission on Environmental Quality, to receive and expend funds in the amount of \$1,925,232, for the acquisition of clean emission compressed natural gas (CNG) fleet vehicles.
7. The Board unanimously adopted Resolution 2009-10-204 to approve Increase to Contract 8002333, Asbestos Abatement Air Monitoring Services, with ATC Group Services Incorporated, dba ATC Associates, Incorporated, in the amount not to exceed \$50,000.

8. The Board unanimously adopted Resolution 2009-10-205 to approve Execution of Contract 9500395, Indefinite Delivery of Roofing and Waterproofing Repairs, with K POST Company, in the amount not to exceed \$1,500,000.
9. The Board unanimously adopted Resolution 2009-10-206 to approve Execution of Contract 7004144, Fire Fighter Protective Clothing, with Casco Industries Inc., in the amount not to exceed \$150,000.
10. The Board unanimously adopted Resolution 2009-10-207 to approve Memorandum of Agreement between Dallas-Fort Worth International Airport and the County of Tarrant, Texas acting through the Tarrant County Public Health Department for DFW to serve as Point of Dispensing site in the event of a public health emergency.
11. The Board unanimously adopted Resolution 2009-10-208 to approve Execution of Contract 5000068, North Airfield Drive Expansion, with Atmos Gas Corporation, in the amount not to exceed \$71,535.65.
12. The Board unanimously adopted Resolution 2009-10-209 to approve Execution of Contract 8500271, Supplemental Agreement 04, Reclaimed Water Delivery System Design Services, with DMJM/EJES Joint Venture, in the amount not to exceed \$1,499,864.
13. The Board unanimously adopted Resolution 2009-10-210 to approve Execution of Contract 8500271, Supplemental Agreement 3, Refurbish Fire System Components, with DMJM/EJES Joint Venture, in the amount not to exceed \$147,618.79.

Action Items for Individual Consideration

14. The Board unanimously adopted Resolution 2009-10-211 to approve Amendments to the Code of Rules and Regulations of the Dallas-Fort Worth International Airport Board.
15. The Board unanimously adopted Resolution 2009-10-212 to approve Execution of Contract 7004148, Replace Carpeting at Terminal B, Level 2, with Gomez Floor Covering, in the amount not to exceed \$188,821.60; and Reject all bids received for Solicitation 7004135, Carpeting and Entrance Mats at Terminal B, Level 2.
16. The Board unanimously adopted Resolution 2009-10-213 to approve Execution of Contract 7004141, Fuel Separator, Storm Water Inlet, and Storm Water Treatment Unit Inspection and Cleaning Services, with Ace Pipe Cleaning, Inc., in the amount not to exceed \$1,123,550.
17. The Board unanimously adopted Resolution 2009-10-214 to approve Execution of Change Order to Contract 8002073, Indefinite Delivery of Professional Structural Inspection Services, with Freese and Nichols, Inc., in the amount not to exceed \$862,000.
18. The Board unanimously adopted Resolution 2009-10-215 to approve Execution of Contract 9001809, Reroof DPS Buildings, with AA Applicators, Inc., in the amount not to exceed \$276,600.
19. The Board unanimously adopted Resolution 2009-10-216 to approve Execution of Contract 7004143, Runway Rubber Removal and Pavement Marking Paint Removal, with Hi-Lite Markings, Inc., in the amount not to exceed \$1,605,000.

20. The Board unanimously adopted Resolution 2009-10-217 to approve Increase to Contract 7003639, Terminal D Integrated Facilities Maintenance Services, with Meridian Management Corporation, in the amount not to exceed \$4,776,538.
21. The Board unanimously adopted Resolution 2009-10-218 to approve Execution of Contract 7005060, Trucking Services for the Disposal of Deicing Fluid, with Eagle Construction and Environmental Services, LLC, in the amount not to exceed \$2,337,000.
22. The Board unanimously adopted Resolution 2009-10-219 to approve Execution of Change Order to Supplemental Agreement 34 to Contract 8500245, Terminal Development Program (TDP), with URS Corporation, in the amount not to exceed \$7,825,000.
23. The Board unanimously adopted Resolution 2009-10-220 to approve Execution of Change Order to Supplemental Agreement 12 to Contract 8500225, Design of Terminal A In-Line Explosive Detection Baggage Screening System, with PGAL/JMA Joint Venture, in the amount not to exceed \$352,470.66.
24. The Board unanimously adopted Resolution 2009-10-221 to approve Execution of Contract 8500283, Professional Services for GIS/eALP Pilot Program, with Jacobs Engineering Group, Inc., in the amount not to exceed \$227,300.
25. The Board unanimously adopted Resolution 2009-10-222 to approve Execution of Change Orders for Former Airport Development Team (ATD) Consultants: Contract 8500116 with Hensel Phelps Construction Co.; 8500129 with Austin Commercial, LP; 8500216 with CH2MHill, Inc.; 8500240 with Robinson Industries, Inc.; 8500225 with PGAL/JMA; and 8500233 with 3i Construction/Kwame Building Group. This action extends the Base Contracts with these firms to support the completion and closeout of existing Supplemental Agreements and/or finishing obligations remaining under the Base Contracts and does not include any new work or increase the value of the contracts.
26. The Board unanimously adopted Resolution 2009-10-223 to approve Execution of Change Orders to Airport Development Team (ADT) Consultants Contracts 8500271, with DMJM/EJES Joint Venture, in the amount not to exceed \$1,500,000 and 8500245 with URS Corporation, in the amount not to exceed \$3,300,000, for Design Management Services.
27. The Board unanimously adopted Resolution 2009-10-224 to approve Rejection of bids for Contract 9001798, Rehabilitate Building HVAC Systems for North & South Control Plazas.
28. The Board unanimously adopted Resolution 2009-10-225 to approve Rejection of bids for Contract 9500348, DFW Skylink Enhancements.
29. The Board unanimously adopted Resolution 2009-10-226 to approve Authorization for the Airport Development and Engineering Department to advertise for a Construction Manager at Risk for the Terminal Development Program.

Discussion Items

30. Taxicab Inspection Program presentation was given in item F above.
31. DFW Greenhouse Gas Emissions presentation was given in item F above.

32. Greg Royster, Senior Airport Planner and Kathleen Powell, Parking Guest Services Manager, were recognized for their efforts in helping DFW receive a \$1.088M Federal Transit Administration Grant.
33. Pandemic Influenza Planning Program presentation was given in item F above.
34. Jack Zill, AVP Airport Development & Engineering, gave a Construction Manager at Risk briefing at the Committee Meeting of September 29, 2009.
35. Project Management Software presentation was deferred.
36. There were no Construction and Professional Services Contract Increase(s) approved by Authorized Staff for this reporting period.
37. 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, September 29, 2009, at 2:00 p.m. in the Board Room of the Administration Building and recommended approval of the following:

38. The minutes of the Finance/Audit Committee Meeting of September 1, 2009 were approved at the Committee Meeting of September 29, 2009.
39. Financial Report was presented in item E above.
40. Overview of the FY 2009 Financial Statement Audit Process was presented by Dan Barron and Dee Niles of KPMG, at the Committee Meeting of September 29, 2009.

Consent Agenda Items for Consideration

41. The Board unanimously adopted Resolution 2009-10-227 to approve Extension of Contract 8002154, Airline Advisory Board Consultant, with Kelley A. Brown Consulting, LLC, in the amount not to exceed \$90,000.

Action Items for Individual Consideration

42. The Board unanimously adopted Resolution 2009-10-228 to approve the Third Amendment to the Hotel Management Agreement and the First Amendment to Asset Management Agreement for the Public Facility Improvement Corporation (PFIC).

Discussion Items

43. Purchase Orders/Contracts and Professional Services Contracts approved by Authorized Staff were distributed to the Board.

44. Monthly M/WBE Expenditure Report was distributed to the Board.

CONCESSIONS/COMMERCIAL DEVELOPMENT COMMITTEE REPORT

Concessions/Commercial Development Chair Forrest Smith reported that the Concessions/Commercial Development Committee met on Tuesday, September 29, 2009, at 2:15 p.m. in the Board Room of the Administration Building and recommended the approval of the following:

45. The minutes of the Concessions/Commercial Development Committee Meeting of September 1, 2009 were approved at the Committee Meeting of September 29, 2009.

Discussion Items

46. Concessions Sales Update was presented by Zenola Campbell, VP Concessions, at the Committee Meeting of September 29, 2009.
47. Airport Concessions Disadvantaged Business Enterprise (ACDBE) update was presented by Don O'Bannon, VP Business Diversity and Development, at the Committee Meeting of September 29, 2009.
48. RFP Criteria Key Components was presented by Zenola Campbell, VP Concessions, at the Committee Meeting of September 29, 2009.
49. Communication Process for Terminal Development was deferred.
50. Advertising Plan Update was presented by Zenola Campbell, VP Concessions, at the Committee Meeting of September 29, 2009.
51. Clinic Lease Update was deferred.
52. There were no permits issued by Revenue Management.
53. John Terrell, VP Commercial Development, gave updates on the following projects:
 - Belt Line Station
 - Foreign Trade Zone
 - International Commerce Park

CLOSED SESSION

54. 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

Action Item

- 55. The Board unanimously adopted Resolution 2009-10-229 to approve Change Order to Contract 8002398, Total Rewards Consulting Services Contract, with The Hay Group, to perform executive compensation review under the direction of the Executive Compensation Committee.

Discussion Items

- 56. The following registered speakers addressed the Board:
 - Albert Zapanta, PAZ Energy, LLC
 - Dave Leopold, Chesapeake Energy
- 57. Next Committee meetings – November 3, 2009
Next Regular Board meeting – November 5, 2009