MINUTES OF THE
DALLAS-FORT WORTH INTERNATIONAL AIRPORT BOARD
February 4, 2010
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 February 4, 2010, 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
Councilmember Sheffie Kadane[2]	Allan Meagher[3]
Lillie Biggins	

Board staff in attendance:
Jeff Fegan, Ken Buchanan, Jim Crites, Joe Lopano, Chris Poinsatte, Phil Ritter, Linda Thompson, Rob Darby, Gary Keane, Andy Bell, Jeff Benvegnu, Zenola Campbell, Norma Essary, Rusty Hodapp, Perfecto Solis, 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. Announcement

- Bill Leader, Managing Editor of the DFW People newspaper, was thanked and presented a gift from the Airport. The newspaper, which has served the Airport community for the last 30 years, will stop doing business later this month.

Following the announcement the Board went into Closed Session to discuss item 34(b). This segment of the Closed Session lasted until 9:25 a.m. Mayor Leppert departed the meeting at this time and was absent for the remainder of the meeting.

D. The minutes of the Regular Board Meeting of January 7, 2010 were approved.

E. Air Service Highlights were presented by Joe Lopano, Executive Vice President Marketing & Terminal Management, as follows:

- Current Airline Performance
- Flash Forecast

[1] Designated voting representative by the City of Fort Worth.
[2] Designated voting representative by the City of Dallas.
[3] Non-voting Board Member from the City of Irving.

- Air Service Development
- Marketing Issues
- Customer Service Issues
- Aviation Real Estate Issues

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

OPERATIONS COMMITTEE

Operations Committee Chair Francisco Hernandez reported that the Operations Committee met on Tuesday, February 2, 2010, at 1:00 p.m. in the Board Room of the Administration Building and recommended approval of the following:

1. The minutes of the Operations Committee Meeting of January 5, 2010 were approved at the Committee Meeting of February 2, 2010.

Consent Agenda Item for Consideration

2. The Airport Board unanimously adopted Resolution 2010-02-022 to approve Execution of Change Order to Contract 8500231, Claims/Disputes Services, with PMA Consultants LLC, in an amount not to exceed $200,000.

Action Items for Individual Consideration

3. The Airport Board unanimously adopted Resolution 2010-02-023 to approve Execution of Contract 8500288, Managing Executive Services for the Terminal Development Program, with David Nicholas, in an amount not to exceed $335,000.

4. The Airport Board unanimously adopted Resolution 2010-02-024
To approve Execution of two Contracts for Construction Manager-At-Risk Services: Contract 9500406, with Manhattan/Byrne/JRT/3i, a Joint Venture, in the amount not to exceed $3,000,000; and Contract 9500421, with Balfour Beatty/Azteca/Russell/CARCON, a Joint Venture, in the amount not to exceed $3,000,000.

Discussion Items

5. Skylink Maintenance Contract Briefing was presented by Rusty Hodapp, Vice President Energy & Transportation Management, at the Committee Meeting of February 2, 2010.

6. Corporate Aviation Briefing was presented by Andy Bell, Vice President Planning, and Jeff Benvegnu, Vice President Aviation Real Estate, at the Committee Meeting of February 2, 2010.

7. There were no Construction and Professional Services Contract Increase(s) approved by Authorized Staff for this reporting period.

8. There were no Decrease(s)/Increase(s) in Scope of Work approved by Authorized Staff for this reporting period.

FINANCE/AUDIT COMMITTEE

Finance/Audit Committee Chair Bernice J. Washington reported that the Committee met on Tuesday, February 2, 2010, at 2:00 p.m. in the Board Room of the Administration Building and recommended approval of the following:

9. The minutes of the Finance/Audit Committee Meeting of January 5, 2010 were approved at the Committee Meeting of February 2, 2010.

10. Financial Report was presented in item H above.

11. FY 2009 External Audit Results were presented by Dan Barron and Dee Niles of KPMG, at the Committee Meeting of February 2, 2010.

Consent Agenda Items for Consideration

12. The Airport Board unanimously adopted Resolution 2010-02-025 to approve Execution of Lease Agreement with the FAA for the Airport Traffic Control Tower ATCT and Terminal Radar Approach Control (TRACON) land site.

13. The Airport Board unanimously adopted Resolution 2010-02-026 to approve Increase to Contract 8002227, DFW Use Agreement Negotiation Consulting Services, with D+G Consulting Group, LLC, in the amount not to exceed $150,000.

14. The Airport Board unanimously adopted Resolution 2010-02-027 to approve Contract Renewal List for Third Quarter of Fiscal Year 2010.

Action Items for Individual Consideration

15. The Airport Board unanimously adopted Resolution 2010-02-028 to approve Execution of Contract 8004082, Payment Processing Services, with Jetpay, LLC,in the amount not to exceed $5,600,000.

16. The Airport Board unanimously adopted Resolution 2010-02-029 to approve Award of Purchase Order 258862, for Computer Hardware, to Austin Ribbon and Computer Supplies, Inc., in the amount of $179,402.70; and Purchase Order 258895, for Computer Software Licenses, to Dell Marketing, L.P., in the amount of $434,062.60.

17. The Airport Board unanimously adopted Resolution 2010-02-030 to approve Award of three Contracts for Professional Consulting Services for Information Technology System Operations: Contract 8002374, to Sentari Technologies, Inc., in an amount not to exceed $500,000.00; Contract 8004101, to Strategic Staffing Solutions, LLC, in an amount not to exceed $500,000.00; and Contract 8004112, to Red River Solutions, LLC, in an amount not to exceed $500,000.00.

18. The Airport Board unanimously adopted Resolution 2010-02-031 to approve Award of Purchase Order 258872, Network Equipment, to Verizon Select Services, Inc., dba Verizon Business Network Services, Inc., in the amount of $1,177,079.54.

19. The Airport Board unanimously adopted Resolution 2010-02-032 to approve Execution of a Contract, All Risk Property Insurance, with FM Global, for the annual premium of $3,040,188.

Discussion Items

20. FY2010 Debt Finance Update was presented by Chris Poinsatte, Chief Financial Officer, at the Committee Meeting of February 2, 2010.

21. DFW Strategic Performance Management System was presented by Chris Poinsatte, Chief Financial Officer, at the Committee Meeting of February 2, 2010.

22. Official Board Action Generation / Distribution Process Update was presented by Phil Ritter, Executive Vice President Government & Stakeholder Affairs, at the Committee Meeting of February 2, 2010.

23. Department of Audit Services' Quarterly Update was presented by Rob Darby, Director Audit Services, during the Committee Meeting of February 2, 2010.

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

25. Permits issued by Aviation Real Estate were distributed to the Board.

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

CONCESSIONS/COMMERCIAL DEVELOPMENT COMMITTEE

Concessions/Commercial Development Committee Chair Forrest Smith reported that the Committee met on Tuesday, February 2, 2010, at 3:40 p.m. in the Board Room of the Administration Building and recommended the approval of the following:

27. The minutes of the Concessions/Commercial Development Committee Meeting of January 5, 2010 were approved at the Committee Meeting of February 2, 2010.

Action Items for Individual Consideration

28. The Airport Board unanimously adopted Resolution 2010-02-033 to approve Authorization to remove location D.SV201, from the Buckaroo Duty Free Lease 238802.

29. The Airport Board unanimously adopted Resolution 2010-02-034 to approve Authorization of Assignment and Assumption of Leases 238846 and 239041 from D. Mitchell Concessions, Inc., to Exchange Concessions, LLC.

30. The Airport Board unanimously adopted Resolution 2010-02-035 to approve Authorization to contribute up to $250,000 to fund no more than half the actual costs for TxDOT's construction of a retaining wall related to the State Highway 121 bridge over the DART right-of-way for a new road along the north side of DART that may be constructed by the Airport Board in the future.

Discussion Items

31. Concessions Sales Update was presented by Zenola Campbell, Vice President Concessions, at the Committee Meeting of February 2, 2010.

    Ken Buchanan, Executive Vice President Revenue Management, gave a presentation on the Samsung Brand Partnership.

32. Concessions Terminal Plan Update was presented by Zenola Campbell, Vice President Concessions, at the Committee Meeting of February 2, 2010.

33. Lease Extensions and Permits issued by Commercial Development were distributed to the Board.

CLOSED SESSION

34. 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
    a. Discussion of Chesapeake drilling proposal as it relates to retained tract dispute
    b. Discussion of Chesapeake partial assignment of lease as it relates to royalty dispute

    (b) Association of Taxicab Operators, USA v. Dallas-Fort Worth International Airport Board, Cause No. 10-00279

    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

And;

In accordance with provision of Section 551.071 of the Texas Government Code, a closed session was not held to obtain the Board's attorneys confidential legal advice regarding:

(f) TGIF/DFW Restaurant Joint Venture v. Domain Enterprises, Inc.; Johnnie King Jr.; Delva C. King; Domain Enterprises DFW Limited Partnership; KG Concessions DFW, L.P.; KG DFW Management, Inc.; and Pappas Restaurants, Inc.

OPEN SESSION

Discussion Items

35. Registered Speakers Johnnie King, with TGIF/DFW Restaurant Joint Venture, and Stephen Jones, representing Johnnie King, withdrew their requests to speak.

36. Next Committee meetings – March 2, 2010
    Next Regular Board meeting – March 4, 2010