MINUTES OF THE DALLAS-FORT WORTH INTERNATIONAL AIRPORT BOARD May 6, 2010 9:00 a.m.

<u>Convening of the Meeting</u> - 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 9:00 a.m. on May 6, 2010, pursuant to earlier notification thereof to the members of the Board and public. The following quorum was present:

Ben Muro, Chair Francisco Hernandez, Vice Chair Robert Hsueh, Secretary Mayor Tom Leppert Mayor Mike Moncrief Lillie Biggins

Brenda E. Reyes Forrest Smith Bernice J. Washington Jeff Wentworth Rick Stopfer¹

Board staff in attendance:

Jeff Fegan, Ken Buchanan, Jim Crites, Joe Lopano, Chris Poinsatte, Phil Ritter, Rob Darby, Sandra Perkins, Jeff Benvegnu, Alan Black, Zenola Campbell, Thomas Dallam, Norma Essary, Rusty Hodapp, Sharon McCloskey, Mike Phemister, Perfecto Solis, Max Underwood, David Magana, Donna Schnell

- A. The invocation was given by Chaplain Les Grounds.
- B. The Pledge of Allegiance was recited.
- C. The Announcements were made as follows:
 - Rick Stopfer from the City of Irving was introduced. Mr. Stopfer will complete Allan Meagher's term.
 - DFW DPS Officer Kyle Neal and his K9 partner Kurta and DFW DPS
 Officer Christopher Mea and his K9 partner Kuna were recognized for
 graduating from the TSA Explosive Detection Canine Handler's School.
 - 2010 AAAE Annual Conference
- D. The minutes of the Regular Board Meeting of April 1, 2010 were approved.
- E. Air Service Highlights were presented by Joe Lopano, Executive Vice President Marketing & Air Service Development, as follows:
 - Current Airline Performance
 - Flash Forecast
 - Air Service Development
 - Marketing Issues
 - Customer Service Issues
 - Aviation Real Estate Issues

¹ Non-voting Member from the City of Irving.

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

RETIREMENT/INVESTMENT COMMITTEE

Retirement/Investment Committee Chair Jeff Wentworth reported that the Committee met on Tuesday, May 4, 2010 at 9:30 a.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 March 30, 2010 were approved at the Committee Meeting of May 4, 2010.

Discussion Item

2. The Pension Advisory Services Presentation was given by Joe Bogdahn and Mike Welker of The Bogdahn Group at the Committee Meeting of May 4, 2010.

CONCESSIONS/COMMERCIAL DEVELOPMENT COMMITTEE

Concessions/Commercial Development Committee Chair, Forrest Smith reported that the Committee met on Tuesday, May 4, 2010 at 1:00 p.m., in the Board Room of the Administration Building and recommended the approval of the following:

3. The minutes of the Concessions/Commercial Development Committee Meeting of March 30, 2010 were approved at the Committee Meeting of May 4, 2010.

Consent Agenda Items for Consideration

- 4. The Board unanimously adopted Resolution 2010-05-081 to approve Assignment and Assumption of Lease 238811 from Mallasadi International, Inc., dba Mallasadi Men's Boutique to Ertekin, Inc., dba Ertekin Fashions.
- 5. The Board unanimously adopted Resolution 2010-05-082 to approve Change of Control of Lease 238822 from The Paradies Shop, Inc.
- 6. No action taken since account was brought up-to-date on Friday, April 30, 2010. Approve Termination of Lease Agreement 238793 with S Properties, Inc., dba Camille's Sidewalk Café.
- 7. The Board unanimously adopted Resolution 2010-05-083 to approve Authorization to utilize the costs indicated on the construction permits filed to determine the amount of unamortized costs due concessionaire.

Discussion Items

8. Concessions Plan Update was presented by Zenola Campbell, Vice President Concessions.

9. Sales Update was presented by Zenola Campbell, Vice President Concessions.

FINANCE/AUDIT COMMITTEE

Finance/Audit Committee Chair Bernice J. Washington reported that the Committee met on Tuesday, May 4, 2010 at 1:30 p.m. in the Board Room of the Administration Building and recommended approval of the following:

- 10. The minutes of the Finance/Audit Committee Meeting of March 30, 2010 were approved at the Committee Meeting of May 4, 2010.
- 11. Financial Report was presented in item F above.

Consent Agenda Items for Consideration

- 12. The Board unanimously adopted Resolution 2010-05-084 to approve an Amendment to the current Air Services Incentive Program (ASIP).
- 13. The Board unanimously adopted Resolution 2010-05-085 to approve Award of Purchase Order 259456, for Application Services Gateway Hardware, to Future Com, Ltd., in the amount not to exceed \$186,034.80.
- 14. The Board unanimously adopted Resolution 2010-05-086 to approve Increase to Contract 7003276, DPS Computer-Aided Dispatch/Records Management System, with Tiburon, Inc., in the amount not to exceed \$75,854.
- 15. The Board unanimously adopted Resolution 2010-05-087 to approve Award of Purchase Order 259434, for Database Server Refresh to Lumenate, LP, in the amount not to exceed \$152,467.20.
- The Board unanimously adopted Resolution 2010-05-088 to approve Award of Purchase Order 259455, for Domain Name System Hardware, to Future Com, Ltd., in the amount not to exceed \$190,219.55.
- 17. The Board unanimously adopted Resolution 2010-05-089 to approve Award of Purchase Order 259454, for Thinklogical and Dell Keyboard, Video, and Mouse Equipment, to World Wide Technology, Inc., in the amount not to exceed \$142,655.45; and Purchase Order 259492, for Avocent Keyboard, Video, and Mouse Equipment, to Compuquick, Inc., in the amount not to exceed \$45,674.
- 18. The Board unanimously adopted Resolution 2010-05-090 to approve Award of Purchase Order No. 259458, for Storage Area Network Maintenance, to Lumenate, LP, in the amount not to exceed \$59,956.67.
- 19. The Board unanimously adopted Resolution 2010-05-091 to approve Execution of Change Order to Legal Services Contract 8002400 with Sullivan & Holston, increasing not-to-exceed amount by \$50,000.

- 20. The Board unanimously adopted Resolution 2010-05-092 to approve Execution of Change Order to Legal Services Contract 8004117 with Andrews Kurth LLP, increasing the not-to-exceed amount by \$35,000.
- 21. The Board unanimously adopted Resolution 2010-05-093 to approve Contract Renewal List for Fourth Quarter of Fiscal Year 2010.
- 22. The Board unanimously adopted Resolution 2010-05-094 to approve Purchase of a Certificate of Deposit in the amount not to exceed \$1 Million from One World Bank, a local financial institution, in accordance with Section 7.0 of the Board's Investment Policy.

Action Items for Consideration

- 23. The Board unanimously adopted Resolution 2010-05-095 to approve Execution to Contract 7005243, Skycap, Dock, and Guest Assistance Services for Board Facilities in Terminal D, with Prospect Airport Services, Inc., in the amount not to exceed \$1,999,650.56.
- 24. The Board unanimously adopted Resolution 2010-05-096 to approve Award of Purchase Order 259453, for Computer Servers, to Austin Ribbon & Computer Supplies, Inc., in the amount not to exceed \$364,287.87.
- 25. The Board unanimously adopted Resolution 2010-05-097 to approve Execution of two Contracts for Website Consulting Services; Contract 8004121, with Team Informatics, in an amount not to exceed \$250,000; and Contract 8004134, with Insite Interactive LLC, in an amount not to exceed \$250,000.
- 26. The Board unanimously adopted Resolution 2010-05-098 to approve Award of Purchase Order 259432, for Storage Area Network Equipment, Professional Installation, and Configuration Services, to Lumenate, LP, in the amount of \$545,954.97.
- 27. The Board unanimously adopted Resolution 2010-05-099 to approve Execution of Contract 8004114, Depository Services, with JPMorgan Chase Bank, N.A., in the amount not to exceed \$224,709.

Discussion Items

- 28. Department of Audit Services' Quarterly Audit Update was presented at the Committee Meeting of May 4, 2010 by Rob Darby, Director of Audit Services.
- 29. Intelligent Board Technologies Presentation update was given by Phil Ritter, Executive Vice President Government & Stakeholder Affairs at the Committee Meeting and Board Meeting.
- 30. Purchase Orders/Contracts and Professional Services Contracts approved by Authorized Staff were distributed to the Board.
- 31. Monthly M/WBE Expenditure Report was distributed to the Board via board portal.

OPERATIONS COMMITTEE

Operations Committee Chair Francisco Hernandez reported that the Operations Committee met on Tuesday, May 4, 2010 at 2:30 p.m., in the Board Room of the Administration Building and recommended approval of the following:

32. The minutes of the Operations Committee Meeting of March 30, 2010 were approved at the Committee Meeting of May 4, 2010.

Consent Agenda Items for Consideration

- 33. The Board unanimously adopted Resolution 2010-05-100 to approve Award of Purchase Order 259484 for a Mobile Intensive Care Unit, to Freeway Ford, Ltd., in the amount not to exceed \$129,075.
- 34. The Board unanimously adopted Resolution 2010-05-101 to approve Award of Purchase Order 259425, for HVAC Variable Frequency Drives, to Timberlake and Dickson, Inc., in the amount not to exceed \$54,330.

Action Items for Consideration

- 35. Deferred until June, 2010. Approve Execution of Contract 7005260, Terminal D Facility Maintenance Services, with John Bean Technologies Corporation JBT Aerotech Services, in the amount not to exceed \$27,375,820.24.
- 36. The Board unanimously adopted Resolution 2010-05-102 to approve Execution of Contract 9500417, Fire Alarm/Voice Evacuation Backbone Terminals A, B, C, & E, with Robinson Industries, Inc., in the amount not to exceed \$966,956.
- 37. The Board unanimously adopted Resolution 2010-05-103 to approve Execution of Supplemental Agreement 4 to Contract 8500285, Terminal A Design Services, with Jacobs Engineering Group, Inc., in the amount not to exceed \$9,998,130.48.
- 38. The Board unanimously adopted Resolution 2010-05-104 to approve Execution of Change Order to Supplemental Agreement 1, Contract 9500421, Terminal Development Program Terminals A & C Re-Gating, with Balfour Beatty/Azteca/Russell/CARCON, a Joint Venture, in the amount not to exceed \$16,700,000.
- 39. The Board unanimously adopted Resolution 2010-05-105 to approve Execution of Change Order to Contract 9500379, Restroom Rehabilitation at Terminal B, with Con-Real, LP, in the amount not to exceed \$37,252.44.
- 40. The Board unanimously adopted Resolution 2010-05-106 to approve Execution of Contract 9500401, Improvements to Expansion Joints, Drainage, & Waterproofing at the DFW Rental Car Facility, with Southwest Construction Services, in the amount not to exceed \$453.723.

- 41. The Board unanimously adopted Resolution 2010-05-107 to approve Execution of Contract 9500419, Reconfigure Southwest Hold Pad Deicing Site, with North Texas Contracting, Inc., in the amount not to exceed \$4,376,301.
- 42. The Board unanimously adopted Resolution 2010-05-108 to approve Execution of Change Order to Legal Services Contract 8001501 with Cantey & Hanger, LLP, increasing the not-to-exceed amount by \$150,000.

Discussion Items

- 43. Terminal Development Program Update was presented by Perfecto Solis, Vice President Airport Developing and Engineering, at the Committee Meeting of May 4, 2010 and again at the Board Meeting.
- 44. There were no Construction and Professional Services Contract Increase(s) approved by Authorized Staff for this reporting period.
- 45. There were no Decrease(s)/Increase(s) in Scope of Work approved by Authorized Staff for this reporting period.

CLOSED SESSION

- 46. In accordance with the provisions of Section 551.071 of the Texas Government Code, a closed session was not 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) <u>Association of Taxicab Operators, USA v. Dallas-Fort Worth International Airport Board, Cause No. 10-00279</u>

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:

- (c) Terminal Lease Negotiations
- (d) Use Agreement Negotiations
- (e) Natural Gas Negotiations

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.

OPEN SESSION

Discussion Items

- 47. There were no registered speakers.
- 48. Next Committee meetings June 1, 2010 Next Regular Board meeting – June 3, 2010