MINUTES OF THE
DALLAS-FORT WORTH INTERNATIONAL AIRPORT BOARD
June 3, 2010
9:00 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 9:00 a.m. on June 3, 2010, pursuant to earlier notification thereof to the members of the Board and public. The following quorum was present:

Ben Muro, Chair	Lillie Biggins
Francisco Hernandez, Vice Chair	Betty J. Culbreath
Robert Hsueh, Secretary	Forrest Smith
Councilmember Sheffie Kadane[1]	Bernice J. Washington
Mayor Mike Moncrief	Jeff Wentworth

Board staff in attendance:
Jeff Fegan, Ken Buchanan, Jim Crites, Chris Poinsatte, Phil Ritter, Rob Darby, Gary Keane, Alan Black, Zenola Campbell, Armin Cruz, Perfecto Solis, Greg Spoon, John Terrell, David Magana, Donna Schnell

A. The invocation was given by Chaplain "DD" Hayes.

B. The Pledge of Allegiance was recited.

C. Announcements
- DFW DPS Officer Robert Ward and his K9 Partner Brenda were recognized for graduating from the TSA Explosive Detection Canine Hander's School.
- The Board Retreat, which will be June 24, 2010, was announced.

D. The minutes of Regular Board Meeting of May 6, 2010 were approved.

E. Air Service Highlights were presented by Damian Brooke, AVP Air Service Development, as follows:
- Current Airline Performance
- Flash Forecast

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

[1] Designated voting representative by the City of Dallas.

RETIREMENT/INVESTMENT COMMITTEE

Retirement/Investment Committee Chair Jeff Wentworth reported that the Committee met on Tuesday, June 1, 2010 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 May 4, 2010 were approved at the Committee Meeting of June 1, 2010.

Discussion Items

2. Annual Actuarial Report Presentation and OPEB Plans Presentation was presented by Lewis Ward of GRS.

3. Portfolio Review Presentation was given by Mike Welker and Richard Holbien of The Bogdahn Group.

4. 2009 External Audit Results for the Board's Retirement Plans was presented by consultant Calvin Person of Calvin Person & Associates.

OPERATIONS COMMITTEE

Operations Committee Chair Francisco Hernandez reported that the Committee met on Tuesday, June 1, 2010 at 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 May 4, 2010 were approved at the Committee Meeting of June 1, 2010.

Consent Items for Consideration

6. The Board unanimously adopted Resolution 2010-06-109 to approve Increase to Contract 8002333, Asbestos Abatement Air Monitoring Services, with ATC Group, Inc., dba ATC Associates, Inc., in an amount not to exceed $125,000.

7. The Board unanimously adopted Resolution 2010-06-110 to approve Execution of Contract 7005274, Automated Access Control System (AACS) Badge Cards, with Access Control Integration, Inc., in an amount not to exceed $145,200.

8. The Board unanimously adopted Resolution 2010-06-111 to approve Authorization to Accept and Execute the 2009 Sub-recipient Grant from Texas Division of Emergency Management in the amount of $76,446.35.

9. The Board unanimously adopted Resolution 2010-06-112 to approve Increase to Contract 7003668, Custodial Services at Non-Public Facilities, with Flagship Airport Services, Inc., in an amount not to exceed $178,562.52, and extend the term of the contract by three months.

10. The Board unanimously adopted Resolution 2010-06-113 to approve Execution of Contract 7005291, Maintenance of Open Channels, with Signature Contracting Services, LLC in an amount not to exceed $78,760.

11. The Board unanimously adopted Resolution 2010-06-114 to approve Execution of Contract 7005293, Roadway and Guardrail Repairs, with Gibson and Associates, Inc., in an amount not to exceed $183,156.

12. The Board unanimously adopted Resolution 2010-06-115 to approve Execution of Contract 9500426, Terminal A - C Connector Repair, with North American Information Systems, Inc., in an amount not to exceed $114,000.

13. The Board unanimously adopted Resolution 2010-06-116 to approve Award of two Purchase Orders for Uninterruptible Power Supply Batteries: Purchase Order 259493 to Dell Marketing, L.P., in the amount of $417,224.22; and Purchase Order 260015, to LED Enterprises, Inc., in the amount of $83,122.30.

14. The Board unanimously adopted Resolution 2010-06-117 to approve Execution of Change Order to Contract 9500326, ATSAC II Terminal A In-Line EDS TSA/ROW/Tenant Relocation with Phillips/May Corporation, in an amount not to exceed $133,861.65.

Action Items for Individual Consideration

15. The Board unanimously adopted Resolution 2010-06-118 to approve Execution of Contract 7005269, Sustainable Enterprise Airport Management System, with John Bean Technologies Corporation - JBT Aerotech Services, in an amount not to exceed $1,500,000.

16. The Board adopted Resolution 2010-06-126 to approve Rejection of all bids received for Solicitation 7005260, Terminal D Facility Maintenance Services. Board Members Betty Culbreath and Forrest Smith opposed.

    There were two registered speakers. Bill Capps with ERMC withdrew his request to speak and Larry Noakes with COFELY spoke in opposition of this item. Michael Smith with Bickel & Brewer, attorneys who represent COFELY, was not registered but was permitted to address the Board. Mr. Smith also distributed a document that is on file with the Board Secretary.

17. The Board unanimously adopted Resolution 2010-06-119 to approve Increase to Contract 7003639, Terminal D Integrated Facilities Maintenance Services, with Meridian Management Corporation, in an amount not to exceed $3,720,360.

18. The Board unanimously adopted Resolution 2010-06-120 to approve Execution of Contract 7005285, Filter Membrane Replacement for the Wastewater Reverse Osmosis System, with NEXGEN Process Systems, Inc., in an amount not to exceed $2,411,444.23.

19. The Board unanimously adopted Resolution 2010-06-121 to approve Execution of Supplemental Agreement 5 to Contract 8500285, Business Continuity Program Management, with Jacobs Engineering Group, Inc., in an amount not to exceed $2,531,612.63.

20. The Board unanimously adopted Resolution 2010-06-122 to approve Execution of Supplemental Agreement 6 to Contract 8500285, Concessions Support Services, with Jacobs Engineering Group, Inc., in the amount not to exceed $603,327.66.

21. The Board unanimously adopted Resolution 2010-06-123 to approve Execution of Contract 9500416, Reclaimed Water Delivery System, with S.J. Louis Construction of Texas Ltd., in an amount not to exceed $11,542,006.

22. The Board unanimously adopted Resolution 2010-06-124 to approve Execution of Supplemental Agreement 5 to Contract 8500271, Terminal Development Program - Infrastructure Design for IT Rooms in Terminals B and E, with DMJM/EJES Joint Venture, in an amount not to exceed $682,078.32.

23. The Board unanimously adopted Resolution 2010-06-125 to approve Execution of Change Order to Supplemental Agreement 1, Contract 9500421, Terminal Development Program - Terminals A and C Re-gating, with Balfour Beatty/Azteca/Russell/CARCON, a joint venture, in an amount not to exceed $4,130,000.

Discussion Items

24. Rolling Owner Controlled Insurance Program Overview was presented by Norma Essary, Vice President Risk Management.

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

26. Decrease(s)/Increase(s) in Scope of Work approved by Authorized Staff were distributed to the Board.

FINANCE/AUDIT COMMITTEE

Finance/Audit Committee Chair Bernice J. Washington reported that the Committee met on Tuesday, June 1, 2010 at 2:00 p.m., in the Board Room of the Administration Building and recommended approval of the following:

27. The Minutes of the Finance/Audit Committee Meeting of May 4, 2010 were approved at the Committee Meeting of June 1, 2010.

28. Financial Report was presented in Item F above.

Consent Agenda Items for Consideration

29. The Board unanimously adopted Resolution 2010-06-127 to approve Execution of Contract 8004109, Long-Term Airport Parking Strategy Study with Ricondo and Associates, in the amount of $188,224.

30. The Board unanimously adopted Resolution 2010-06-128 to approve Award of Purchase Order 259497, for Application Server Hardware Refresh, to Lumenate, L.P., in the amount of $249,618.45.

31. The Board unanimously adopted Resolution 2010-06-129 to approve Award of Purchase Order 259491, for Enterprise Backup Software, to Lumenate L.P., in the amount of $71,599.68.

32. The Board unanimously adopted Resolution 2010-06-130 to approve Decrease to Contract 7003934, Maintenance Services for the CUTE/EVIDS System, with ARINC International, in the deductive amount of ($ 97,018).

33. The Board unanimously adopted Resolution 2010-06-131 to approve Increase to Contract 7002660, Oracle Governmental Financial Software Maintenance and Support, with Oracle Corporation, in an amount not to exceed $177,205.

Action Items for Consideration

34. The Board unanimously adopted Resolution 2010-06-132 to approve Execution of Contract 8004118, Business Intelligence Software, with MicroStrategy, Inc., in an amount not to exceed $838,551.55.

35. The Board unanimously adopted Resolution 2010-06-133 to approve Execution of Interlocal Agreement Contract 7005264 and four Project Agreements under this Interlocal Agreement with the North Texas Tollway Authority, in an amount not to exceed $6,070,000 for the four project agreements.

36. The Board unanimously adopted Resolution 2010-06-134 to approve Execution of Contract 7005297, Current (CPCS) Parking System Support, with ACS Transport Solutions, Inc., in an amount not to exceed $382,000.

37. The Board unanimously adopted Resolution 2010-06-135 to approve Execution of Contract 7005270, Information Technology Cabling Services, with Premier Communications, in an amount not to exceed $1,900,000.

38. The Board unanimously adopted Resolution 2010-06-136 to approve Award of Contract 7005257, Lease of Production Grade Digital Copiers, with Xerox Corporation, in an amount not to exceed $999,180.60.

Discussion Items

39. Rolling Owner Controlled Insurance Program Overview was presented at the Operations Committee Meeting only.

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

41. Monthly M/WBE Expenditure Report was distributed to the Board via the Board portal.

CONCESSIONS/COMMERCIAL DEVELOPMENT COMMITTEE

Finance/Audit Committee Chair Forrest Smith reported that the Committee met on Tuesday, June 1, 2010 at 2:30 p.m., in the Board Room of the Administration Building and recommended approval of the following:

42. The Minutes of the Concessions/Commercial Development Committee Meeting of May 4, 2010 were approved at the Committee Meeting of June 1, 2010.

CLOSED SESSION

43. During the Committee Meeting of June 1, 2010, a closed session was held under Government Code Section 551.071 (2) for the purpose of obtaining the Board's attorneys' confidential legal advice regarding Concession Gross Receipts and the deduction of mixed beverage taxes.

OPEN SESSION

Action Agenda Items for Consideration

44. The Board unanimously adopted Resolution 2010-06-138 to approve Option 3:
    a) Not waive any concessionaire rental arrearages resulting from the improper reduction of reported Gross Receipts by the amount of Mixed Beverage Taxes owed by concessionaires; (b) recommend a payment plan for said arrearages; and (c) report on the revenue impact of allowing said reduction of Gross Receipts in the future.

45. The Board unanimously adopted Resolution 2010-06-138 to approve Execution of Contract 8004125, Commercial Development Business Model Analysis, with Jones Lang LaSalle Americas, Inc., in an amount not to exceed $205,000.

Discussion Items

46. Concessions Plan Update was presented by Zenola Campbell, Vice President Concessions, during the Committee Meeting of June 1, 2010.

47. Sales Update was presented by Zenola Campbell, Vice President Concessions, during the Committee Meeting of June 1, 2010.

48. Inclusion of TABC Tax in Gross Sales was presented by Zenola Campbell, Vice President Concessions and Ken Buchanan, Executive Vice President Revenue Management, during the Committee Meeting of June 1, 2010.

49. Permits issued by Concessions were distributed to the Board.

50. Consolidated Headquarters Evaluation Process was presented by John Terrell, Vice President Commercial Development, during the Committee Meeting of June 1, 2010 and again at the Board Meeting.

51. License issued by Commercial Development was distributed to the Board.

CLOSED SESSION

52. In accordance with the provisions of Section 551.071 of the Texas Government Code, a closed session will be held for the purpose of seeking the Board's attorneys' 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) Association of Taxicab Operators, USA v. Dallas-Fort Worth International Airport Board, Cause No. 05-10-00209-CV.

    And;

    A closed session was not held under Government Code Section 551.071 (2) for the purpose of obtaining the Board's attorneys' confidential legal advice regarding Concession Gross Receipts and the deduction of mixed beverage taxes.

    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

    (f) Consolidated Headquarters Solicitation

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

53. There were no registered speakers unrelated to agenda items.

54. Next Committee meetings – June 29, 2010
    Next Regular Board meeting – July 1, 2010