MINUTES OF THE
DALLAS-FORT WORTH INTERNATIONAL AIRPORT BOARD
September 2, 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 Thursday, September 2, 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
Lillie Biggins	Darlene Freed[2]

Board staff in attendance:
Jeff Fegan, Ken Buchanan, Jim Crites, Joe Lopano, Chris Poinsatte, Phil Ritter, Linda Thompson, Rob Darby, Gary Keane, Alan Black, Zenola Campbell, Armin Cruz, Norma Essary, Rusty Hodapp, Paul Martinez, Don O'Bannon, 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
- Incoming Board Member Darlene Freed from the City of Grapevine was introduced. This will be the third time that Darlene has served on the Board.
- Departing Board Member Rick Stopfer from the City of Irving was recognized and thanked for his service.

D. The minutes of the Special Board Meetings of July 27 and 29, 2010 and the Regular Board Meeting of August 5, 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
- Air Service Development
- Marketing Issues
- Customer Service Issues
- Aviation Real Estate Issues

[1] Designated voting representative by the City of Fort Worth.
[2] Non-voting Member from the City of Grapevine.

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

FINANCE/AUDIT COMMITTEE REPORT

Finance/Audit Committee Chair Bernice J. Washington reported that the Committee met on Tuesday, August 31, 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 Finance/Audit Committee Meeting of August 3, 2010 were approved at the Committee Meeting of August 31, 2010.

2. Financial Report was given in item F above.

Consent Agenda Items for Consideration

3. The Airport Board unanimously adopted Resolution 2010-09-190 to approve Procurement of Airport Public Officials Liability Insurance Coverage, with ACE INA, effective October 1, 2010, in an amount not to exceed $95,269.

4. The Airport Board unanimously adopted Resolution 2010-09-191 to approve Procurement of Airport Operator's General Liability Insurance Coverage, with ACE INA Group, effective October 1, 2010, in an amount not to exceed $362,000.

5. The Airport Board unanimously adopted Resolution 2010-09-192 to approve Interlocal Agreement, Contract 7005326 between the Airport Board and the City of Houston,Texas, that authorizes the City of Houston to purchase goods and services from Airport Board Contracts.

6. The Airport Board unanimously adopted Resolution 2010-09-193 to approve Renewal and Increase of Contract 7003873, Free Standing Office Furniture, with Facilitech, Inc., dba Business Interiors, in an amount not to exceed $250,000, and extend the terms of the contract by one year.

7. The Airport Board unanimously adopted Resolution 2010-09-194 to approve Execution of Contract 8004159, Cargo Scheduler and Consolidated Cargo Database, with Seabury Cargo Advisory, BV, in an amount not to exceed $60,000.

8. The Airport Board unanimously adopted Resolution 2010-09-195 to approve Execution of Contract 8004146, Forecast, Trend Analyses, and Strategic Planning Consulting Services, with Boyd Group International Inc., in an amount not to exceed $75,000.

9. The Airport Board unanimously adopted Resolution 2010-09-196 to approve Execution of Contract 8004164, Consulting Services for Implementation of Data Analytics, with Andrews Consulting Group, Inc., in an amount not to exceed $198,900.

10. The Airport Board unanimously adopted Resolution 2010-09-197 to approve Award of Purchase Order 260553, for Storage Area Network Equipment, to Lumenate, LP, in an amount not to exceed $148,850.90.

11. The Airport Board unanimously adopted Resolution 2010-09-198 to approve Execution of Contract 7005321, Tape Backup System Maintenance, with Lumenate, LP, in an amount not to exceed $57,993.62.

Action Items for Consideration

12. The Airport Board unanimously adopted Resolution 2010-09-199 to approve the Schedule of Charges as amended for Fiscal Year 2011.

13. The Airport Board unanimously adopted Resolution 2010-09-200 to approve Audit Services FY 2011 Audit Plan.

14. The Airport Board adopted Resolution 2010-09-201 to approve Execution of two contracts for Business Intelligence Implementation Services: Contract 8004143, with iOLAP, Inc., in an amount not to exceed $1,000,000; and Contract 8004163, with MicroStrategy, Inc., in an amount not to exceed $1,000,000. Board Members Jeff Wentworth and Forrest Smith opposed.

15. The Airport Board unanimously adopted Resolution 2010-09-202 to approve Execution of Contract 7005324, CUTE/EVIDS Maintenance Services, with Arinc, Inc., in an amount not to exceed $5,592,997.

16. The Airport Board unanimously adopted Resolution 2010-09-203 to approve Increase of Contract 7004046, Parking Control System, with SKIDATA, Inc., in an amount not to exceed $659,000.

17. The Airport Board unanimously adopted Resolution 2010-09-204 to approve Award of Purchase Order 260087, Replacement CNG-Powered Shuttle Vans and Passenger Buses, to Lasseter Bus Company, Inc., in an amount not to exceed $7,438,167.

18. The Airport Board unanimously adopted Resolution 2010-09-205 to approve Execution of Settlement Agreement in the bankruptcy case styled in re: ATA Airlines, Inc., Case No. 08-03675-BHL-11.

19. The Airport Board unanimously adopted Resolution 2010-09-206 to approve Execution of Contract 8004141, Broker of Record and Administrator Services for the Airport's Rolling Owner Controlled Insurance Program (ROCIP), with Willis of Texas, Inc., in an amount not to exceed $6,633,861.

20. The Airport Board unanimously adopted Resolution 2010-09-207 to approve Authorization to contribute an additional amount to the DFW Retirement Plans based on excess of revenues over expenses resulting in airlines costs being no more than $203 million.

21. The Airport Board unanimously adopted Resolution 2010-09-208 to approve Master Bond Ordinance, amending and restating the 1968 Concurrent Bond Ordinance, as amended by the Thirtieth Supplemental Bond Ordinance.

22. The Airport Board unanimously adopted Resolution 2010-09-209 to approve the form of the Forty-Fourth Supplemental Bond Ordinance.

23. The Airport Board unanimously adopted Resolution 2010-09-210 to approve the form of the Forty-Fifth Supplemental Bond Ordinance.

24. The Airport Board unanimously adopted Resolution 2010-09-211 to approve the form of the Forty-Sixth Supplemental Bond Ordinance.

25. The Airport Board unanimously adopted Resolution 2010-09-212 to approve the Fiscal Year 2011 Budget for the Public Facility Improvement Corporation (PFIC) and the Renovation Budget for the Grand Hyatt Hotel.

26. The Airport Board unanimously adopted Resolution 2010-09-240 to approve Authorization to Execute the DFW Airline Lease and Use Agreement ("Agreement") and any related documents with Airlines who have executed the Agreement. This item was voted on following Closed Session.

Discussion Items

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

28. Monthly M/WBE Expenditure Report was distributed to the Board via the Board Portal.

OPERATIONS COMMITTEE REPORT

Operations Committee Chair Francisco Hernandez reported that the Committee met on Tuesday, August 31, 2010 at 2:00 p.m., in the Board Room of the Administration Building and recommended approval of the following:

29. The minutes of the Operations Committee Meeting of August 3, 2010 were approved at the Committee Meeting of August 31, 2010.

Consent Agenda Items for Consideration

30. The Airport Board unanimously adopted Resolution 2010-09-213 to approve Interlocal Agreement with North Central Texas Council of Governments (NCTCOG) allowing Board to accept a $1,088,162, Federal Transit Administration (FTA) grant, for Trinity Rail Express Centreport Station to Remote South Parking bus shuttle operating costs and for a bus service planning study.

31. The Airport Board unanimously adopted Resolution 2010-09-214 to approve Execution of Contract 7005325, Maintenance Services for Virtual Driving Simulators, with Adacel Systems, Inc., in an amount not to exceed $89,627.00.

32. The Airport Board unanimously adopted Resolution 2010-09-215 to approve Execution of Supplemental Agreement 37 to Contract 8500245, Commissioning Services for Reclaimed Water Delivery System, with URS Corporation, in an amount not to exceed $182,829.43.

33. The Airport Board unanimously adopted Resolution 2010-09-216 to approve Execution of Change Order to Contract 9500432, Corporate Aviation (CA) Facility Roadway, with North Texas Contracting, Inc., in an amount not to exceed $51,775.00.

34. The Airport Board unanimously adopted Resolution 2010-09-217 to approve Execution of Change Orders for Contract extensions for URS Corporation and PGAL/JMA Joint Venture.

35. The Airport Board unanimously adopted Resolution 2010-09-218 to approve Execution of Contract 9500437, North Remote Canopy, with USASHADE & Fabric Structure, Inc., in an amount not to exceed $75,700.

36. The Airport Board unanimously adopted Resolution 2010-09-219 to approve Ratification of Execution of Contract 9500438, Repair Terminal B Sanitary Sewer Main, with North Texas Contracting, Inc., in an amount not to exceed $71,762.03.

37. The Airport Board unanimously adopted Resolution 2010-09-220 to approve formatting changes and corrections to the recently amended Code of Rules and Regulations of the Dallas-Fort Worth International Airport Board.

Action Items for Consideration

38. The Airport Board unanimously adopted Resolution 2010-09-221 to approve Authorization to enter into an Agreement with the Federal Aviation Administration to reimburse it for costs not to exceed $291,582.50, allowing FAA to analyze and determine if any relocation, replacement, or modification of any existing or future FAA facility, system, and/or equipment that could be impacted by DART's planned light rail extension into the Terminal area; and that a similar Agreement be authorized concurrently for DART to reimburse the Airport Board.

39. The Airport Board unanimously adopted Resolution 2010-09-222 to approve Execution of Contract 7005276, Consolidated Grounds Maintenance Services, with TruGreen Landcare, in an amount not to exceed $5,992,045.60.

Mayor Leppert entered the meeting.

40.

a. The Airport Board unanimously adopted Resolution 2010-09-223 to approve Termination, by mutual agreement of the parties, Contract 7005245, Terminal D Custodial Services, with Olympus Airport Services.

b. The Airport Board unanimously adopted Resolution 2010-09-224 to approve Increase and Extension of Purchase Order 260566, Custodial Services for Ramp and Gate Houses at Terminal D, with ERMC IV, LP, in the amount of $126,932.18.

c. The Airport Board adopted Resolution 2010-09-225 to approve Execution of Contract 7005332, Custodial Services for Non-Secure Areas of Terminal D, with Total Enterprise, Inc., in an amount not to exceed $1,145,000. Board Members Robert Hsueh and Betty J. Culbreath opposed.

d. The Airport Board unanimously adopted Resolution 2010-09-226 to approve Execution of Contract 7005331, Custodial Services for Secure Areas of Terminal D, with UBM Enterprise, Inc, in an amount not to exceed $1,835,978.47.

41. This item was deferred at the request of staff. Approve Execution of Contract 7005315, Custodial Services for Non-Public Board Facilities, with Members Building Maintenance Services, Ltd., in the amount not to exceed $2,685,814.55.

42. The Airport Board unanimously adopted Resolution 2010-09-227 to approve Execution of Contract 7005312, Type 1 Vent/Hood Cleaning Services, with ERMC IV, LP, in an amount not to exceed $1,275,092.83.

43. The Airport Board unanimously adopted Resolution 2010-09-228 to approve Execution of Contract 7005329, Agreement for Wholesale Treated Water, with the City of Fort Worth, Texas.

44. The Airport Board unanimously adopted Resolution 2010-09-229 to approve Execution of Change Order to Contract 9500325, ATSAC II Terminal A In-Line EDS Baggage Handling System, with Jervis B. Webb Company, in an amount not to exceed $1,075,000.

45. The Airport Board unanimously adopted Resolution 2010-09-230 to approve Execution of Change Order for contract extension and increase to Airport Development Team Consultant, DMJM/EJES Joint Venture, in an amount not to exceed $2,000,000.

46. The Airport Board unanimously adopted Resolution 2010-09-231 to approve Execution of Change Order to Contract 9500379, Restroom Rehabilitation at Terminal B, with Con-Real, LP, in a deductive amount of not less than ($761,480.73).

47. The Airport Board unanimously adopted Resolution 2010-09-232 to approve Execution of Supplemental Agreement 6 to Contract 8500271, Terminal Renewal and Improvement Plan - Reactivation of Terminal E Satellite, with DMJM/EJES Joint Venture, in an amount not to exceed $3,403,384.96.

48. The Airport Board unanimously adopted Resolution 2010-09-233 to approve Execution of Change Order to Supplemental Agreement 1, Contract 9500421, Terminal Renewal and Improvement Plan – Terminals A and C Re-Gating, with Balfour Beatty/Azteca/Russell/ CARCON, a Joint Venture, in an amount not to exceed $12,103,917.

49. The Airport Board unanimously adopted Resolution 2010-09-234 to approve Execution of Change Order to Supplemental Agreement 2, Contract 9500421, Terminal Renewal and Improvement Plan – Terminal A Temporary Facilities, with Balfour Beatty/Azteca/ Russell/CARCON, a Joint Venture, in an amount not to exceed $8,000,000.

50. The Airport Board unanimously adopted Resolution 2010-09-235 to approve Execution of two contracts for Airline Tenant Support Services, Terminal Renewal and Improvement Plan, Contract 8500293 with JOBE Corporation, in an amount not to exceed $312,000; and Contract 8500294 with R.M. Chin and Associates, Inc., in an amount not to exceed $301,600.

Discussion Items

51. Construction and Professional Services Contract Increase(s) approved by Authorized Staff were distributed to the Board.

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

CONCESSIONS/COMMERCIAL DEVELOPMENT COMMITTEE REPORT

Concessions/Commercial Development Committee Chair Forrest Smith reported that the Committee met on Tuesday, August 31, 2010 at 3:00 p.m., in the Board Room of the Administration Building and recommended approval of the following:

53. The minutes of the Concessions/Commercial Development Committee Meeting of August 3, 2010 were approved at the Committee Meeting of August 31, 2010.

Consent Agenda Items for Consideration

54. The Airport Board adopted Resolution 2010-09-236 to approve Interlocal Agreement on behalf of the Airport Board for the sharing of Municipal Hotel Occupancy Taxes between the Cities of Dallas, Fort Worth, and Euless. Board Member Jeff Wentworth opposed.

55. The Airport Board unanimously adopted Resolution 2010-09-237 to approve increase to Contract 8004138, Legal Services for Natural Gas Lease, with Economic Insight, Inc., in the amount of $45,000.

CLOSED SESSION

56. In accordance with provision of Section 551.072 of the Texas Government Code, a closed session was held during the Committee Meeting of August 31, 2010 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:

    (a)TGI Friday's contract negotiations.

OPEN SESSION

Action Items for Consideration

57. The Airport Board unanimously adopted Resolution 2010-09-238 to approve Authorization to continue the temporary MAG reduction for locations in Terminal B, Section C, that continue to fall below the natural sales breakpoint due to reduced flight activity.

58. The Airport Board unanimously adopted Resolution 2010-09-239 to approve Execution of Contract 7005307, Concessions Kiosk Program, with Phillips/May Corporation, in an amount not to exceed $639,333.

Discussion Items

59. Concessions Sales Update was presented by Zenola Campbell, VP Concessions, during the Committee Meeting of August 31, 2010.

60. Concessions Plan Review was presented by Zenola Campbell, VP Concessions, during the Committee Meeting of August 31, 2010.

61. Super Bowl Update was presented by Zenola Campbell, VP Concessions, during the Committee Meeting of August 31, 2010.

62. Permits Issued by Concessions were distributed to the Board.

CLOSED SESSION

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

    (c) Concession Gross Receipts and Reduction for Mixed Beverage Taxes.

    And;

    In accordance with provisions 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) 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

64. Registered Speakers (items unrelated to agenda items)

    Tom Tatham, General Manager with INET Airport Systems, addressed the Board about Contract 9500415 which will be on the October 2010 Board agenda. INET submitted a bid for this contract and is requesting that the contract be rebid citing that the length of time that the Airport allowed to provide a good faith effort and responsible bid was insufficient.

65. Next Committee meetings – October 5, 2010
    Next Regular Board meeting – October 7, 2010