MINUTES OF THE
DALLAS-FORT WORTH INTERNATIONAL AIRPORT BOARD
February 3, 2011
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, February 3, 2011, pursuant to earlier notification thereof to the members of the Board and public. The following quorum was present:

Francisco Hernandez, Chair	Councilmember Sheffie Kadane[1]
Robert Hsueh, Vice Chair	Lillie Biggins
Jeff Wentworth, Secretary	Forrest Smith
Mayor Tom Leppert	Bernice J. Washington
Mayor Pro Tem Danny Scarth[2]	

Board staff in attendance:
Jeff Fegan, Ken Buchanan, Jim Crites, Chris Poinsatte, Phil Ritter, Rob Darby, Sandra Perkins, Paul Tomme, Zenola Campbell, Armin Cruz, Norma Essary, William Flowers, Paul Martinez, Mary Jo Polidore, Suzanne Cruz-Sewell, Perfecto Solis, Greg Spoon, John Terrell, Byford Treanor, Max Underwood, Leslie Mullins, Donna Schnell

A. The invocation was given by Board Member Lillie Biggins.

B. The Pledge of Allegiance was recited.

C. Announcements
- Luis Perez, the new VP of Air Service Development, was introduced.

D. The Election of the 2011 Officers was held and the following Officers were nominated and elected:
- Francisco Hernandez, Chair
- Robert Hsueh, Vice Chair
- Jeff Wentworth, Secretary

E. The minutes of the Regular Board Meeting of January 6, 2011 were approved.

F. Air Service Highlights were presented by Damian Brooke, AVP Air Service Development and Luis Perez, VP Air Service Development, as follows:
- Current Airline Performance
- Flash Forecast
- Air Service Development
- Current Events

G. Financial Report was presented by Chris Poinsatte, CFO.

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

Immediately following item G the Board conducted Closed Session items 5 and 40 which began at 9:52 a.m. and ended at 11:05 a.m. At this time the Board proceeded with item 9. Mayor Leppert departed the meeting during Closed Session and was absent for the remainder of the meeting.

RETIREMENT/INVESTMENT COMMITTEE

The Retirement/Investment Committee Meeting scheduled for February 1, 2011, was cancelled due to inclement weather. The minutes, action, and discussion items will be brought before the Committee in March.

1. Approve minutes of the Retirement/Investment Committee Meeting of January 4, 2011.

Action Item for Consideration

2. Approve Appointment of various fund managers for the DFW Retirement Plans.

Discussion Item

3. Retirement Report Briefing by Richard Holbien of the Bogdahn Group.

CONCESSIONS/COMMERCIAL DEVELOPMENT COMMITTEE

The Concessions/Commercial Development Committee Meeting scheduled for February 1, 2011, was cancelled due to inclement weather. The minutes and discussion items will be brought before the Committee in March.

4. Approve minutes of the Concessions/Commercial Development Committee Meeting of January 4, 2011.

CLOSED SESSION

5. In accordance with the provisions of Section 551.071 of the Texas Government Code, a closed session was held during the Regular Board Meeting of February 3, 2011, for the purpose of seeking the Board's attorney's advice with respect to pending or contemplated litigation, a settlement offer, or other matters that are exempt from public disclosure under the Texas Disciplinary Rules of Professional Conduct of the State Bar of Texas (Article X, Section 9 of the State Bar Rules), to wit:

    (a) Dispute regarding Blue Star Concessions' failure to maintain lease property

    (b) MultiRestaurant Concepts et al v. DFW International Airport Board, Cause No. 10-14465-A

OPEN SESSION

Discussion Items

6. Concessions Update

7. Concessions Sales

OPERATIONS COMMITTEE

The Operations Committee Meeting scheduled for February 1, 2011, was cancelled due to inclement weather. The minutes will be brought before the Committee in March. Consent and Action Items were covered during the Regular Board Meeting of February 3, 2011.

8. Approve minutes of the Operations Committee Meeting of January 4, 2011.

Consent Agenda Items for Consideration

9. The Airport Board unanimously adopted Resolution 2011-02-027 to approve Execution of an Interlocal Agreement with the Dallas County Community College District and Approve Execution of Contract 7005376, for Vehicle Simulation Training Classes.

10. The Airport Board unanimously adopted Resolution 2011-02-028 to approve Execution of Contract 9500444, Northwest Cargo Area C6 Hydraulic Lift Removal, with MK Construction, in the amount not to exceed $72,025.00.

11. The Airport Board unanimously adopted Resolution 2011-02-029 to approve Award of Purchase Order 261741, Files and Shelving for TRIP, BKM Total Office of Texas, LLC, in the amount of $103,986.79.

Action Items for Consideration

12. The Airport Board unanimously adopted Resolution 2011-02-030 to approve Authorization to bind insurance coverage for a Rolling/Owner Controlled Insurance Program (R/OCIP) associated with the Terminal Renewal and Improvement Program (TRIP) through the R/OCIP Broker of Record, Willis of Texas, Inc., in the amount not to exceed $20,213,759.

13. The Airport Board unanimously adopted Resolution 2011-02-031 to approve Execution of Change Order to Supplemental Agreement 6, Contract 8500271, Terminal Renewal and Improvement Program – Reactivation of Terminal E Satellite, with DMJM/EJES Joint Venture, in the amount not to exceed $1,380,032.13.

14. The Airport Board unanimously adopted Resolution 2011-02-032 to approve Execution of Supplemental Agreement to Contract 8500271, Terminal Renewal and Improvement Program – Subcontractor Construction Area, with DMJM/EJES Joint Venture, in the amount not to exceed $282,922.28.

15. The Airport Board unanimously adopted Resolution 2011-02-033 to approve Execution of Supplemental Agreement to Contract 8500271, Terminal Renewal and Improvement

Program – Terminal B Design and Design Management Services, with DMJM/EJES Joint Venture, in the amount not to exceed $7,635,989.30.

16. The Airport Board unanimously adopted Resolution 2011-02-034 to approve Execution of Change Order to Supplemental Agreement 1 to Contract 9500421, Terminal Renewal and Improvement Program – Terminals A and C Re-Gating, with Balfour Beatty/Azteca/Russell/CARCON, a Joint Venture, in the amount not to exceed $1,466,376.

17. The Airport Board unanimously adopted Resolution 2011-02-035 to approve Execution of Change Orders for Construction Manager-At-Risk Services supporting projects related to Terminal Renewal and Improvement. Contract 9500406, Manhattan/Byrne/JRT/3i, a Joint Venture, in the amount not to exceed $2,573,000; and Contract 9500421 Balfour Beatty/Azteca/Russell/ CARCON, a Joint Venture, in the amount not to exceed $1,811,000.

18. The Airport Board unanimously adopted Resolution 2011-02-036 to approve Execution of Supplemental Agreement to Contract 8500285, Terminal A Rail Station, with Jacobs Engineering Group, Inc., in the amount not to exceed $2,023,119.

19. The Airport Board unanimously adopted Resolution 2011-02-037 to approve Execution of Contract 8004173, Laboratory Testing Services, with B&A Laboratories, Inc., dba Xenco Laboratories, in the amount not to exceed $700,000.

Discussion Items

20. Terminal D Custodial Update was not presented.

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

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

FINANCE/AUDIT COMMITTEE

The Finance/Audit Committee Meeting scheduled for February 1, 2011, was cancelled due to inclement weather. The minutes will be brought before the Committee in March. Consent and Action Items were covered during the Regular Board Meeting of February 3, 2011.

23. Approve Minutes of the Finance/Audit Committee Meeting of January 4, 2011.

24. Quarterly Financial Report was presented in item H above.

Consent Agenda Item for Consideration

25. The Airport Board unanimously adopted Resolution 2011-02-038 to approve Award of Purchase Order 261743, Computer Hardware, Dell Marketing, LP, in the amount of $192,388.65.

26. The Airport Board unanimously adopted Resolution 2011-02-039 to approve Award of Purchase Order 261740, Computer Printers for TRIP, CAD & Graphic Supply, Inc., in the amount of $142,393.50.

27. The Airport Board unanimously adopted Resolution 2011-02-040 to approve Award of Purchase Order 261732, Software Licenses for TRIP, Dell Marketing, LP, in the amount of $66,693.11.

28. The Airport Board unanimously adopted Resolution 2011-02-041 to approve Termination of Contract 7005297, Current (CPCS) Parking System Support for North and South Remote Parking Lots, with ACS Transport Solutions, Inc.

29. The Airport Board unanimously adopted Resolution 2011-02-042 to approve Appointment of Zenola Campbell, VP Concessions, to the Facility Improvement Corporation Board of Directors.

30. The Airport Board unanimously adopted Resolution 2011-02-043 to approve Appointment of Linda Thompson, EVP Administration & Diversity and John Terrell, VP Commercial Development, to the Public Facility Improvement Corporation Board of Directors.

31. This item was deferred. Approve Increase to Contract 8004175 with Thompson & Knight LLP, in the amount not to exceed $100,000.

32. The Airport Board unanimously adopted Resolution 2011-02-044 to approve Contract Renewal List for Third Quarter of Fiscal Year 2011.

Action Items for Consideration

33. The Airport Board unanimously adopted Resolution 2011-02-045 to approve Execution of Contract 7005355, Gate Attendant Services (Unarmed), with Blue Shield Security and Protection, Inc., in the amount not to exceed $341,640.

34. The Airport Board unanimously adopted Resolution 2011-02-046 to approve Execution of Contract with FM Global for All Risk Property Insurance, in the amount of $2,616,025.

Discussion Items

35. FY 2011 Debt Issue Update was deferred until March.

36. SEC's proposed Rules 15Ba1 to 15Ba7 – Reporting Requirements for Appointed Board Members briefing was deferred until March.

37. Department of Audit Services' Quarterly Audit Update was not presented.

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

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

FULL BOARD

CLOSED SESSION

40. 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, a settlement offer, or other matters that are exempt from public disclosure under the Texas Disciplinary Rules of Professional Conduct of the State Bar of Texas (Article X, Section 9 of the State Bar Rules), 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) Reporting of ancillary revenues of newsstand vendors

    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) TGI Friday's contract negotiations

    (e) North Airport Commercial Development Opportunities

    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

41. There were no registered speakers.

42. Next Committee meetings – March 1, 2011
    Next Regular Board meeting – March 3, 2011