

**MINUTES OF THE
DALLAS-FORT WORTH INTERNATIONAL AIRPORT BOARD
December 3, 2009
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 December 3, 2009, 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	Forrest Smith
Robert Hsueh, Secretary	Bernice J. Washington
Mayor Tom Leppert	Jeff Wentworth
Mayor Mike Moncrief	

Board staff in attendance:

Jeff Fegan, Ken Buchanan, Jim Crites, Joe Lopano, Chris Poinsette, Phil Ritter, Linda Thompson, Rob Darby, Gary Keane, Andy Bell, Jeff Benvegna, Zenola Campbell, Armin Cruz, Don O'Bannon, Gregory 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
 - Tim McKinney, President and CEO of Tarrant County United Way, was presented a check for \$254,875 from DFW's United Way Campaign. Our goal was \$220,000.
 - The winners of the DFW Concessionaire Mystery Shop program were recognized.
 - The Finance Department was recognized for being awarded the Certificate of Achievement for Excellence in Financial Reporting by the Government Finance Office Association of the United States and Canada.
 - Board Chair Ben Muro congratulated Jeff Fegan, Chief Executive Officer, for his 25 years of service at DFW Airport.
- D. The minutes of the Regular Board Meeting of November 5, 2009 were approved.
- E. Air Service Highlights were presented by Joe Lopano, Executive Vice President Marketing and Terminal Management, as follows:
 - Current Airline Performance
 - Flash Forecast
 - Global Entry Briefing
 - Air Service Development

- Marketing Issues
 - Customer Service Issues
 - Aviation Real Estate Issues
- F. Financial Report was presented by Chris Poinsette, Chief Financial Officer.
- G. A-List Review
- Use Agreement will be presented in Closed Session.
 - Parking System was presented at the Finance/Audit Committee Meeting.
 - Retirement Plan Transition was presented at the Retirement/Investment Committee Meeting.

RETIREMENT/INVESTMENT COMMITTEE

Jeff Wentworth, Retirement/Investment Committee Chair, reported that the Committee met on Tuesday, December 1, 2009, at 12:30 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 November 3, 2009 were approved during the Committee Meeting of December 1, 2009.

Action Item

2. The Airport Board unanimously adopted Resolution 2009-12-254 to approve the Pension Plan Redesign for all new General Employees hired on or after January 1, 2010.

Discussion Item

3. Quarterly Report was presented by John Pickett, of RBC Wealth Management, during the Committee Meeting of December 1, 2009.
4. Portfolio Diversification – Private Equity Briefing was presented by John Pickett, of RBC Wealth Management, during the Committee Meeting of December 1, 2009.

OPERATIONS COMMITTEE

Robert Hsueh, acting Operations Committee Chair, reported that the Committee met on Tuesday, December 1, 2009, 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 November 3, 2009 were approved at the Committee Meeting of December 1, 2009.

Consent Agenda Items for Consideration

6. The Airport Board unanimously adopted Resolution 2009-12-255 to approve execution of a Change Order to Contract 9500329, AOA Physical Perimeter Security Upgrades, with EAS Contracting, L.P., in a deductive amount of not less than (\$293,943.01).
7. The Airport Board unanimously adopted Resolution 2009-12-256 to approve execution of a Change Order to Contract 9500326, ATSAC II Terminal A In-Line EDS TSA/ROW/Tenant Relocation, with Philips/May Corporation, in an amount not to exceed \$84,665.64.
8. The Airport Board unanimously adopted Resolution 2009-12-257 to approve execution of Reimbursement Agreement 5000069, Terminal Development Program Field Technical Support, with American Airlines, in an amount not to exceed \$208,386.86.
9. The Airport Board unanimously adopted Resolution 2009-12-258 to approve execution of a Change Order to Supplemental Agreement 34, Contract 8500245, Programming and Schematic Design for the Terminal Development Program (TDP), with URS Corporation.
10. The Airport Board unanimously adopted Resolution 2009-12-259 to approve execution of a Change Order to Contract 9500385, Rehabilitate Airfield Lighting and Pavement Systems-Runway 13L/31R, with Hypower, Inc., in an amount not to exceed \$41,000.
11. The Airport Board unanimously adopted Resolution 2009-12-260 to approve execution of Contract 9500400, Replacement Lighting for Administration Building, with Essential Energy Services, Inc., in an amount not to exceed \$101,961.17.
12. The Airport Board unanimously adopted Resolution 2009-12-261 to approve execution of a Change Order to Supplemental Agreement 24, Contract 8500245, Utility Master Planning, with URS Corporation, in the deductive amount of (\$43,910.91).

Action Items for Individual Consideration

13. The Airport Board unanimously adopted Resolution 2009-12-262 to approve execution of Contract 8500285, Design and Design Management Services, with Jacobs Engineering Group, Inc., in an amount not to exceed \$2,500,000.
14. The Airport Board unanimously adopted Resolution 2009-12-263 to approve execution of Contract 9500388, Rehabilitate Airfield Pavements Full and Shallow Depth Repairs Runway 18R/36L, with EAS Contracting, LP, in an amount not to exceed \$1,598,769.
15. The Airport Board unanimously adopted Resolution 2009-12-264 to approve execution of Contract 7005221, Non-Public Facilities Maintenance Services, with TDIndustries, Inc., in an amount not to exceed \$9,557,927.

16. The Airport Board unanimously adopted Resolution 2009-12-265 to approve execution of Contract 7005225, Operation and Maintenance of a Multi-Phase Extraction Remediation System, with H2A Environmental, Ltd., in an amount not to exceed \$702,793.37.
17. The Airport Board unanimously adopted Resolution 2009-12-266 to approve execution of Supplemental Agreement 27 to Contract 8500245, Consolidated Receiving and Distribution Study, with URS Corporation, in an amount not to exceed \$346,529.09.

Discussion Items

18. Terminal Renovation Program Update was given by Perfecto Solis, Vice President Airport Development & Engineering during the Committee Meeting of December 1, 2009.
19. Construction and Professional Services Contract Increase(s) approved by Authorized Staff were distributed to the Board.
20. There were no Decrease(s)/Increase(s) in Scope of Work approved by Authorized Staff for this reporting period.

FINANCE/AUDIT COMMITTEE

Bernice J. Washington, Finance/Audit Committee Chair, reported the Committee met on Tuesday, December 1, 2009, at 2:00 p.m., in the Board Room of the Administration Building and recommended approval of the following:

21. The minutes of the Finance/Audit Committee Meeting of November 3, 2009 were approved during the Committee Meeting of December 1, 2009.
22. Financial Report was presented in item F above.

Consent Agenda Items for Consideration

23. The Airport Board unanimously adopted Resolution 2009-12-267 to approve execution of two Contracts for Co-Financial Advisory Services: Contract 8004092, with First Southwest Company, in an amount not to exceed \$500,000.00; and Contract 8004093, with Estrada Hinojosa and Company, Inc., in an amount not to exceed \$150,000.00.
24. The Airport Board unanimously adopted Resolution 2009-12-268 to approve two Purchase Orders for Closed Circuit Television System Parts: Purchase Order 258794, to R&D Professional Services, LLC, in an amount not to exceed \$116,187.03; and Purchase Order 258830, to Siemens Industry, Inc., in an amount not to exceed \$53,226.40.
25. The Airport Board unanimously adopted Resolution 2009-12-269 to approve rejection of bids received for Solicitation 7004153, Extended Manufacturers Warranty for the CCTV Video Switching System; and Solicitation 7004154,

Extended Manufacturers Warranty for CCTV Surveillance System Head-End Control Software.

26. The Airport Board unanimously adopted Resolution 2009-12-270 to approve authorization to increase Contract 7002277, Hardware and Software Maintenance Services for the existing Computerized Parking Control System, with Hewlett-Packard Company, in an amount not to exceed \$100,000.00.
27. The Airport Board unanimously adopted Resolution 2009-12-271 to approve authorization to award Purchase Order 258836, for Passenger Processing Server Hardware Maintenance and Support, with IBM Corporation, in an amount not to exceed \$76,749.90; and approve rejection of all bids received for Solicitation 7005250, Passenger Processing Server Hardware Maintenance and Support.
28. The Airport Board unanimously adopted Resolution 2009-12-272 to approve award of Purchase Order 258843, for Business Objects Software Maintenance and Support, to Cima Solutions Group, in an amount not to exceed \$60,214.
29. The Airport Board unanimously adopted Resolution 2009-12-273 to approve award of Purchase Order 258813, for Electric Vehicle Power Charger Servers, to AeroVironment, Inc., in an amount not to exceed \$70,000.
30. The Airport Board unanimously adopted Resolution 2009-12-274 to approve execution of a Policy for Excess Workers' Compensation Insurance, with Midwest Employers Casualty Company, in an amount not to exceed \$216,840 for the policy year ending January 1, 2011.

Action Items for Individual Consideration

Items 31, 32, and 33 were voted on after Closed Session.

31. The Airport Board unanimously adopted Resolution 2009-12-279 to approve Lease Agreement for Hangar 5 (former Delta Airlines Hangar) with American Airlines for a period of one year, ending December 31, 2010.
32. The Airport Board unanimously adopted Resolution 2009-12-280 to approve Lease Extension notification period for the American Airlines Westside Hangar lease complex to April 1, 2010.
33. The Airport Board unanimously adopted Resolution 2009-12-281 to approve extension of the Restated Use Agreement, Capital Improvement Trust Account Agreement, Special Facility Fueling System Lease Agreement, and other associated ancillary agreements for a nine month period ending on September 30, 2010.
34. The Airport Board unanimously adopted Resolution 2009-12-275 to approve execution of leases necessary to reflect the relocation of airlines in Terminal E to accommodate recent airline consolidations and relocations.
35. The Airport Board unanimously adopted Resolution 2009-12-276 to approve the revised Investment Policy, Investment Strategies, and Authorized Broker/Dealers.

36. The Airport Board unanimously adopted Resolution 2009-12-277 to approve acceptance and execution of Grant Agreement for Airport Improvement Program Grant 3-48-0064-93-10, in an amount not to exceed \$5.0 million.

Discussion Items

37. 2010 Financing Plan Briefing was presented by Chris Poinsette, Chief Financial Officer, during the Committee Meeting of December 1, 2009.
38. Parking System Update was presented by William Flowers, Vice President ITS, during the Committee Meeting of December 1, 2009.
39. Purchase Orders/Contracts and Professional Services Contracts approved by Authorized Staff were distributed to the Board.
40. Monthly M/WBE Expenditure Report was distributed to the Board.

CONCESSIONS/COMMERCIAL DEVELOPMENT COMMITTEE

Forrest Smith, Concessions/Commercial Development Committee Chair, reported that the Committee met on Tuesday, December 1, 2009, at 3:00 p.m., in the Board Room of the Administration Building and recommended the approval of the following:

41. The minutes of the Concessions/Commercial Development Committee Meeting of November 3, 2009 were approved during the Committee Meeting of December 1, 2009.

Action Items for Individual Consideration

42. The Airport Board unanimously adopted Resolution 2009-12-278 to approve Termination of Lease 239036, with Harmony Pharmacy & Health Center, Inc.

Discussion Items

43. Concessions Sales Update was presented by Zenola Campbell, Vice President Concessions, during the Committee Meeting of December 1, 2009.
44. Advertising Update was presented by Zenola Campbell, Vice President Concessions, during the Committee Meeting of December 1, 2009.
45. Performance Criteria was presented by Zenola Campbell, Vice President Concession, during the Committee Meeting of December 1, 2009.
46. Permit Issued by Revenue Management-Concessions was deferred until January 2010.

CLOSED SESSION

47. 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

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:

- (b) 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:

- (c) Terminal Lease Negotiations
- (d) Use Agreement Negotiations

And;

In accordance with provision of Section 551.071 of the Texas Government Code, a closed session was held to obtain the Board's attorneys confidential legal advice regarding:

- (e) The application of Section 8 of the 1968 Contract and Agreement between the Cities of Dallas and Fort Worth.

And;

In accordance with provisions of Section 551.074 of the Texas Government Code, a closed session was held to discuss the qualifications or performance of identifiable Board employees, to wit:

- (f) Review and Evaluate the Performance of the Director of the Department of Audit Services.
- (g) Review and Evaluate the Performance of the Chief Executive Officer.

Vice Chair Francisco Hernandez and Mayor Moncrief departed the meeting and were not present for the voting of items 31, 32 and 33 which were held until after Closed Session.

OPEN SESSION

Action items 31, 32, and 33 were voted on at this time.

Discussion Items

48. Registered speaker and Concessionaire Johnnie King addressed the Board regarding Joint Ventures among the DFW Concessionaires. A copy of Mr. King's transcript is on file with the Board Secretary.
49. Next Committee meetings – January 5, 2010
Next Regular Board meeting – January 7, 2010