AGENDA
DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD
April 7, 2016
8:30 a.m.

Meeting Place
2400 Aviation Drive
Board Room – DFW Airport Headquarters Building
DFW Airport, TX 75261
A closed executive session may be held with respect to a posted agenda item if the discussion concerns one of the following:

1. Contemplated or pending litigation or matters where legal advice is requested of the Board’s Legal Counsel. Texas Government Code Section 551.071.

2. Personnel matters involving discussions of the qualifications or performance of identifiable individuals already employed or being considered for employment by the Board. Texas Government Code Section 551.074.

3. The deployment, or specific occasions for implementation, of security personnel or devices. Texas Government Code Section 551.076.

4. Discussion concerning 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. Texas Government Code Section 551.072.

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AGENDA

A. Invocation – Chaplain “DD” Hayes

B. Pledge of Allegiance

C. Announcements

D. Approve Minutes of the Regular Board Meeting of March 3, 2016

E. Air Service Highlights – John Ackerman

F. Financial Report – Chris Poinsatte
OPERATIONS COMMITTEE

1. Approve Minutes of the Operations Committee Meeting of March 1, 2016.

Consent Items for Consideration

A. Black

2. Approve execution of a Cooperative Agreement between the Transportation Security Administration and the DFW Airport Department of Public Safety that provides partial salary reimbursement for Law Enforcement services in support of TSA passenger screening activities at DFW Airport.

3. Approve execution of a Cooperative Agreement between the Transportation Security Administration and the DFW Airport Department of Public Safety that provides partial reimbursement of expenses associated with the provision of explosives detection canine teams in support of aviation passenger and cargo security.

Action Items for Consideration

R. Hodapp

4. Approve execution of Contract No. 7006285, for Overhead Door Inspection and Maintenance Services, with Door Control Services, Inc., of Ben Wheeler, Texas, in an amount not to exceed $1,216,228.00, for the three-year term of the Contract.

5. Approve execution of Contract No. 7006309, for Conveyance System Parts, with ThyssenKrupp Elevator Corporation, of Fort Worth, Texas, in an amount not to exceed $1,593,187.15, for the initial one-year term of the Contract, with options to renew for four additional one-year periods.

6. Approve execution of Reimbursement Agreement No. 5000837, with Oncor Electric Delivery Company LLC, in an amount not to exceed $3,965,489.00, to install an electrical duct bank at DFW Airport.

N. Smith

7. Approve execution of Contract No. 9500571, Rehabilitate Deicing System Larger Storage Areas - Southeast Holding Pond (Phase II), with North Texas Contracting, Inc., of Keller, Texas, in an amount not to exceed $833,450.00.


Discussion Items

N. Smith

9. Construction and Professional Services Contract Increase(s) approved by Authorized Staff.

10. Decrease(s)/increase(s) in Scope of Work approved by Authorized Staff.
FINANCE/AUDIT COMMITTEE

11. Approve Minutes of the Finance/Audit Committee Meeting of March 1, 2016.


Consent Items for Consideration

A. Cruz 13. Approve execution of Contract No. 8005038, for Mobile License Plate Inventory System, with Cintel, LLC, of Peachtree City, Georgia, in an amount not to exceed $104,570.00, for the initial three-year term of the Contract, with options to renew annually.

M. Polidore 14. Approve the renewal of DFW Airport’s Annual Global Membership with the World Travel & Tourism Council in the amount of $68,000.00, and approve three one-year renewal options for this annual membership.

E. Rodriguez 15. Approve an increase to Legal Services Contract No. 8004983, with the firm of Wilson Elser Moskowitz Edelman & Dicker LLP of Dallas, Texas, in an amount not to exceed $50,000.00, for a revised Contract amount not to exceed $98,750.00.

16. Approve an increase to Legal Services Contract No. 8004985, with the firm of Moses, Palmer & Howell, L.L.P., of Fort Worth, Texas, in an amount not to exceed $50,000.00, for a revised Contract amount not to exceed $98,750.00.

17. Approve an increase to Legal Services Contract No. 8004976, with the firm of Harris, Finley & Bogle, P.C. of Fort Worth, Texas, in an amount not to exceed $50,000.00, for a revised Contract amount not to exceed $197,500.00.

18. Approve an increase to Contract No. 8004986 with Alvarez & Marsal Insurance and Risk Advisory Services, LLC of New York, New York in an amount not to exceed $75,000.00, for a revised Contract amount not to exceed $123,750.00.

S. Shaffer 19. Approve execution of Contract No. 7006344, for Avecto Software License Maintenance and Support, with SHI Government Solutions, of Austin, Texas, in an amount not to exceed $134,364.35, for the initial one-year term of the Contract, with options to renew for four additional one-year periods.

Discussion Items


CONCESSIONS/COMMERCIAL DEVELOPMENT COMMITTEE

22. Approve Minutes of the Concessions/Commercial Development Meeting of March 1, 2016.

Consent Items for Consideration

J. Terrell

23. Approve execution of a Reimbursement Agreement with LIT-RPC Trade Center VIII, LLC, a Delaware limited liability company, for an amount not to exceed $55,033.24.

Action Items for Consideration

S. McCloskey

24. Approve execution of Contract No. 8005044, for Multilingual Concierge Program, with EAB Marketing Corp. DBA The Barber Shop Marketing, of Dallas, Texas, in an amount not to exceed $736,692.75, for the initial one-year term of the Contract, with options to renew for four additional one-year periods.

25. Approve execution of Contract No. 7006216, for Vehicle Graphics, with Synergy Signs & Services LLC of Fort Worth, Texas, in an amount not to exceed $1,219,002.00, for the initial one-year term of the Contract, with options to renew for four additional one-year periods.

J. Terrell

26. Approve execution of a Lease Agreement with DFW Logistics - Metro 1, LLC, a Texas limited liability company, (“Tenant”) for approximately 12.9 acres of land.

27. Approve execution of a Lease Agreement with DFW Logistics - Metro 2, LLC, a Texas limited liability company, (“Tenant”) for approximately 9.65 acres of land.


29. Approve execution of a Reimbursement Agreement with DFW Logistics - Metro 1, LLC, (“Tenant”) for an amount not to exceed $785,000.00.

Discussion Items

Z. Campbell

30. Permits Issued by Concessions.

J. Terrell

31. Commercial Development Short-Term License Renewal.
FULL BOARD

Action Item for Consideration

Z. Campbell 32. **Approve termination of Lease Number 008367 with S.L.B. Inc. dba Goodfellows Shoeshine for default under the Lease due to its failure to remain open and staffed for business during required business hours.**

CLOSED SESSION

33. In accordance with provisions of Section 551.071 of the Texas Government Code, a closed session will be held for the purposes 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) INET Lawsuit.
   b) Termination of Goodfellows Shoeshine Lease.

OPEN SESSION

Discussion Items

34. Registered Speakers (item unrelated to agenda items).

35. Next Committee meetings – May 3, 2016
   Next Regular Board meeting – May 5, 2016
### Action
That the Chief Executive Officer or designee be authorized to execute a Cooperative Agreement between the Transportation Security Administration and the DFW Airport Department of Public Safety that provides partial salary reimbursement for Law Enforcement services in support of TSA passenger screening activities at DFW Airport.

### Description
- The Law Enforcement Officer (LEO) Reimbursement Program was implemented in 2002 to assist with meeting post September 11 security requirements at the airport passenger screening checkpoints. Those reimbursement agreements have expired and are being replaced by Cooperative Agreements. Through the Cooperative Agreement the airport will receive partial reimbursement of Law Enforcement salaries in exchange for the deployment of those Law Enforcement Officers in support of TSA. This cooperative effort is designed to deploy sufficient law enforcement officers to ensure the safety of passengers and counter risks to transportation security.

### Justification
- Participation makes DFW eligible to receive reimbursement of approximately $5 million for Law Enforcement Officer salary and benefits over the next three (3) years.

### D/S/M/WBE Information
- N/A - Not subject to the Board's D/S/M/WBE Program Policies (Interagency Agreement).

### Schedule/Term
- Effective upon execution by the Board and each party. Terminate upon five (5) business days written notice to discontinue participation.

<table>
<thead>
<tr>
<th>Contract #</th>
<th>Agreement #</th>
<th>Purchase Order #</th>
<th>Action Amount</th>
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For Information contact
- Alan Black
- 3-3500

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<tr>
<th>Fund</th>
<th>Project #</th>
<th>External Funding Source</th>
<th>Amount</th>
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</thead>
<tbody>
<tr>
<td></td>
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</table>
Additional Information

- The rate for Category X airports in FY2016 is a not to exceed ceiling of $20.00 per man hour. DFW Airport has made grant application for and received approval to request 240 man hours per day. The performance period for the agreement is April 1, 2016 - December 31, 2018.

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to execute a Cooperative Agreement between the Transportation Security Administration and the DFW Airport Department of Public Safety that provides partial salary reimbursement for Law Enforcement services in support of TSA

Approved as to Form by

Rodriguez, Elaine
Legal Counsel
Mar 24, 2016 1:18 pm

Approved as to Funding by

Underwood, Max
Vice President Finance
Finance
Mar 23, 2016 5:40 pm

Approved as to M/WBE by

Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Mar 23, 2016 6:37 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head
Public Safety
Mar 23, 2016 2:46 pm

Pending

Chief Executive Officer
Date


<table>
<thead>
<tr>
<th>Date</th>
<th>Committee</th>
<th>Subject</th>
<th>Resolution #</th>
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<tbody>
<tr>
<td>04/07/2016</td>
<td>Operations</td>
<td>Cooperative Agreement with TSA for Explosives Detection Canine Program</td>
<td></td>
</tr>
</tbody>
</table>

**Action**

That the Chief Executive Officer or designee be authorized to execute a Cooperative Agreement between the Transportation Security Administration and the DFW Airport Department of Public Safety that provides partial reimbursement of expenses associated with the provision of explosives detection canine teams in support of aviation passenger and cargo security.

**Description**

- The National Explosive Detection Canine Team Program reimbursement was established in 1996 as a result of the Presidential Commission on Aviation Safety and Security review of current threat response capabilities at the Nation's airports. The reimbursement program was carried forward in the Homeland Security Act of 2002 to assist in the meeting post 9-11 explosive detection security for passenger and cargo operations in aviation and other mass transportation venues. The existing agreements are expiring and will be replaced by a new Cooperative Agreement / Statement of Joint Objectives (SOJO). Through the Cooperative agreement / SOJO, the airport will receive partial reimbursement of salaries associated with the deployment of Explosive Detection Canine Teams at DFW to ensure the safety of passengers, aircraft and count risks to transportation security.

**Justification**

- Participation makes DFW eligible to receive reimbursement of approximately $3,000,000.00 in salaries, equipment and other costs over the next four (4) years.

**D/S/M/WBE Information**

- N/A - Not subject to the Board's D/S/M/WBE Program Policies (Interagency Agreement).

**Schedule/Term**

- Effective upon execution by the Board and each party. Terminate upon 90 calendars days after written notice.

**Contract # Agreement # Purchase Order # Action Amount Revised Amount**

| $0 | $0 |

For Information contact

<table>
<thead>
<tr>
<th>Alan Black</th>
</tr>
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<td>3-3500</td>
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Fund | Project # | External Funding Source | Amount |
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<tr>
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<td>$0</td>
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</tbody>
</table>
Additional Information

- The effective date of this Agreement is January 1, 2016. The agreement shall be in effect for a period of four (4) years from the effective date. The Agreement shall be comprised of four (4) one (1) year funding periods, with the base year funding period beginning on the effective date. All funding is subject to the availability of funds. The TSA share is calculated utilizing current number of authorized teams (15) at $50,500 per team for a yearly total of $757,500.

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to execute a Cooperative Agreement between the Transportation Security Administration and the DFW Airport Department of Public Safety that provides partial reimbursement of expenses associated with the provision of explosives detection canine teams in support of aviation passenger and cargo security.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Mar 24, 2016 1:29 pm

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
Mar 23, 2016 5:41 pm

Approved as to M/WBE by
Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Mar 23, 2016 6:37 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Department Head
Public Safety
Mar 23, 2016 2:46 pm

Chief Executive Officer
Date

Pending
Operations

Action
# Official Board Action/Resolution

**Date**

04/07/2016

**Committee**

Operations

**Subject**

Overhead Door Inspection and Maintenance Services

**Resolution #**


## Action

That the Chief Executive Officer or designee be authorized to execute Contract No. 7006285, for Overhead Door Inspection and Maintenance Services, with Door Control Services, Inc., of Ben Wheeler, Texas, in an amount not to exceed $1,216,228.00, for the three-year term of the Contract.

## Description

- Award a Contract for Overhead Door Inspection Services for the Airport's Energy, Transportation and Asset Management Department.

## Justification

- This is a replacement for an existing Contract which has been in place for three years.
- The Contract will provide for inspections, service, maintenance and repairs to 74 overhead doors on the apparatus bays at six Department of Public Safety (DPS) Fire Stations and other Airport facilities.
- Apparatus bay doors must function properly in order for DPS to comply with fire and life safety standards for response times.
- The Contract provides 24/7/365 service with a response time of four hours or less for door repairs.
- The recommended Bidder will be a new provider to the Board for this service at a base service fee that is 24% lower than the previous Contract.

## D/S/M/WBE Information

- In accordance with the Board's SBE Program, no SBE goal was set for this Contract due to the limited availability of SBE firms that perform this service.

## Schedule/Term

- Start Date: April 2016
- Contract Term: Three years

<table>
<thead>
<tr>
<th>Contract #</th>
<th>Agreement #</th>
<th>Purchase Order #</th>
<th>Action Amount</th>
<th>Revised Amount</th>
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<td>NTE</td>
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<td>NTE $1,216,228.00</td>
<td>$0</td>
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## For Information contact

- **Rusty Hodapp**
  - Fund: 0102
  - Project #: 3-3670
- **Raquel Cleveland**
  - Fund: 0102
  - Project #: 3-4872

## Fund Project # External Funding Source Amount

<table>
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<th>Fund</th>
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<td>0102</td>
<td>3-3670</td>
<td></td>
<td>$1,216,228.00</td>
</tr>
</tbody>
</table>
Resolution #

**Additional Information**

- Two (2) bids, including none from SBE firms, were received on or before the due date of February 12, 2016.

<table>
<thead>
<tr>
<th>Bidders</th>
<th>Bid Amount</th>
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<tbody>
<tr>
<td>Door Control Services, Inc. Ben Wheeler, Texas</td>
<td>$1,216,228.00</td>
</tr>
<tr>
<td>CE-DFW Warehouse Solutions Grapevine, Texas</td>
<td>$1,260,599.00</td>
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</tbody>
</table>

- Door Control Services, Inc., of Ben Wheeler, Texas is the lowest responsive, responsible Bidder.
- The company recommended for award is a new contractor for these services. The incumbent contractor is CE-DFW Warehouse Solutions.

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**BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD**

That the Chief Executive Officer or designee be authorized to execute Contract No. 7006285, for Overhead Door Inspection and Maintenance Services, with Door Control Services, Inc., of Ben Wheeler, Texas, in an amount not to exceed $1,216,228.00, for the three-year term of the Contract.

**Approved as to Form by**
Rodriguez, Elaine
Legal Counsel
Mar 24, 2016 2:13 pm

**Approved as to Funding by**
Underwood, Max
Vice President Finance
Finance
Mar 24, 2016 3:50 pm

**Approved as to M/WBE by**
Lee, Tamela
Vice President Business Diversity
and Development
Business Diversity and Development
Mar 24, 2016 10:49 am

**SIGNATURE REQUIRED FOR APPROVAL**

**Approved by**
Department Head
Energy & Transportation Mgmt
Mar 22, 2016 8:56 pm

Pending

Chief Executive Officer
Date
DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD
OFFICIAL BOARD ACTION/RESOLUTION

Date
04/07/2016
Committee
Operations
Subject
Conveyance System Parts
Resolution #

Action
That the Chief Executive Officer or designee be authorized to execute Contract No. 7006309, for Conveyance System Parts, with ThyssenKrupp Elevator Corporation, of Fort Worth, Texas, in an amount not to exceed $1,593,187.15, for the initial one-year term of the Contract, with options to renew for four additional one-year periods.

Description
- Award a Contract for conveyance systems parts for the Airport's Energy, Transportation and Asset Management (ETAM) Department.

Justification
- This is a replacement for an existing Contract that has been in place for four years.
- These parts comply with applicable elevator and escalator safety codes.
- Parts are utilized by the Airport's conveyance maintenance service provider to service, maintain and repair elevators, escalators and moving walkways in Terminal D, the Terminal D Parking Garage, and the Grand Hyatt Hotel.
- Items under this Contract will be ordered on an as-needed basis.

D/S/M/WBE Information
- N/A - Not subject to the goal per the Board's SBE Policy due to the nature of the procurement (Goods/Finished Products).

Schedule/Term
- Start Date: April 2016
- Contract Term: One year, with four one-year renewal options

<table>
<thead>
<tr>
<th>Contract #</th>
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<th>Purchase Order #</th>
<th>Action Amount</th>
<th>Revised Amount</th>
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</thead>
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<tr>
<td>7006309</td>
<td>NTE</td>
<td></td>
<td>NTE $1,593,187.15</td>
<td>$0</td>
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</tbody>
</table>

For Information contact
Rusty Hodapp
3-3670
Kay Foster
3-5616

Fund | Project # | External Funding Source | Amount |
---|-----------|--------------------------|--------|
0102 | 0910      | Fund                     | $1,497,595.92 |
0910 |           | Fund                     | $95,591.23  |
Additional Information

- One (1) bid, not from a SBE firm, was received on or before the due date of March 9, 2016.
- ThyssenKrupp Elevator Corporation, of Fort Worth, Texas, is the only responsive, responsible Bidder.
- The company recommended for award is the incumbent contractor.

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to execute Contract No. 7006309, for Conveyance System Parts, with ThyssenKrupp Elevator Corporation, of Fort Worth, Texas, in an amount not to exceed $1,593,187.15, for the initial one-year term of the Contract, with options to renew for four additional one-year periods.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Mar 24, 2016 2:29 pm

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
Mar 24, 2016 3:51 pm

Approved as to M/WBE by
Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Mar 24, 2016 10:49 am

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Department Head
Energy & Transportation Mgmt
Mar 22, 2016 8:56 pm

Chief Executive Officer
Pending
Date
<table>
<thead>
<tr>
<th>Date</th>
<th>Committee</th>
<th>Subject</th>
<th>Resolution #</th>
</tr>
</thead>
<tbody>
<tr>
<td>04/07/2016</td>
<td>Operations</td>
<td>Install Electrical Utilities West Airfield Drive</td>
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**Action**

That the Chief Executive Officer or designee be authorized to execute Reimbursement Agreement No. 5000837, with Oncor Electric Delivery Company LLC, in an amount not to exceed $3,965,489.00, to install an electrical duct bank at DFW Airport.

**Description:**

- This Resolution authorizes a Reimbursement Agreement for Oncor to install an electrical utility bank and associated civil infrastructure along the east side of West Airfield Drive.
- The new infrastructure will allow Oncor to install a new feeder tie along West Airfield Drive to connect to numerous existing and to be constructed circuit feeders, including those in a new southeast substation.
- This new electrical system infrastructure will help alleviate power outages the Airport has experienced recently and rebalance the electrical distribution system between the two existing Airport substations and the new substation.

**Justification:**

- DFW and Oncor are parties to an Agreement for Electric Facilities ("Electric Agreement") executed in December 2007.
- The Electric Agreement obligates Oncor to furnish electricity to DFW and other retail customers at the Airport.
- The construction of the electrical duct bank and associated civil infrastructure to alleviate power outages at the Airport is a matter of public safety and is, accordingly, exempt from competitive procurement under Section 252.022 of the Texas Local Government Code.
- DFW has determined that it is desirable and in its best interests to have Oncor construct the new infrastructure and to reimburse Oncor for its costs.
- This approach is authorized by the Electric Agreement and will allow Oncor to coordinate the duct bank installation with the electrical infrastructure installation, making the project more cost effective from a financial and scheduling standpoint.

**D/S/M/WBE Information**

- N/A - Not subject to the Board's D/S/M/WBE Program Policies (Reimbursements).

**Schedule/Term**

Contract Duration: One year

<table>
<thead>
<tr>
<th>Contract #</th>
<th>Agreement #</th>
<th>Purchase Order #</th>
<th>Action Amount</th>
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<tr>
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**For Information contact**

Rusty Hodapp
3-3670

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<th>Fund</th>
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<td>DFW Capital Acct</td>
<td>26556-01</td>
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<td>$3,965,489.00</td>
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BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to execute Reimbursement Agreement No. 5000837, with Oncor Electric Delivery Company LLC, in an amount not to exceed $3,965,489.00, to install an electrical duct bank at DFW Airport.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Mar 24, 2016 2:31 pm

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
Mar 24, 2016 3:51 pm

Approved as to M/WBE by
Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Mar 24, 2016 2:18 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head
Energy & Transportation Mgmt
Mar 23, 2016 5:59 pm

Pending

Chief Executive Officer
Date
Date: 04/07/2016

Committee: Operations

Subject: Rehabilitate Deicing System Larger Storage Areas - Southeast Holding Pond (Phase II)

Resolution #

**Action**

That the Chief Executive Officer or designee be authorized to execute Contract No. 9500571, Rehabilitate Deicing System Larger Storage Areas - Southeast Holding Pond (Phase II), with North Texas Contracting, Inc., of Keller, Texas, in an amount not to exceed $833,450.00.

**Description**

- This action will provide for construction services for the rehabilitation of existing Deicing System Large Storage Areas - Southeast Holding Pond (Phase II).
- Work includes, but is not limited to, improvements to the following existing Southeast Holding Pond (SEHP) and Ponds 1, 2, 3 and 4 facilities:
  - Repair existing pond clay liner deficiencies
  - Remove and replace existing pond liner and floating cover
  - Rehabilitate connections to DFW's existing controls system for Ponds 1, 2, 3 and 4

**Justification**

- The existing deicing system large storage areas were constructed in 1990 and consist of earthen basins with a 2-foot thick clay liner, a high density polyethylene (HDPE) liner, and a polyethylene (PE) cover.
- The liner and cover at SEHP have deteriorated to a point where quick patches and repairs are not beneficial for the system's integrity, and system components require renewal, replacement and/or rehabilitation to remain operational.
- Replacement of SEHP pond liner and cover and rehabilitation of the existing controls connections for Ponds 1, 2, 3 and 4 will ensure the integrity of DFW's Spent Aircraft Deicing Fluid (SADF) containment and the existing deicing system capacity is not reduced.

**D/S/M/WBE Information**

- In accordance with the Board's MBE Program, the MBE goal for this Contract is 12%.
- North Texas Contracting, Inc. has committed to achieving 12% utilizing Alman Construction Services, LP (HM-C: 8.3%) and Duran Industries, Inc. (HM-C: 3.7%)

**Schedule/Term**

Contract Duration: 180 calendar days

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<tr>
<th>Contract #</th>
<th>Agreement #</th>
<th>Purchase Order #</th>
<th>Action Amount</th>
<th>Revised Amount</th>
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For Information contact

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<th>Nate Smith</th>
<th>Fund</th>
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**Additional Information**

This project was advertised in local newspapers on February 7/8 and February 14/15, 2016. A pre-bid conference was held on February 12, 2016. Two bids were received and opened on March 1, 2016. The bids were as follows:

<table>
<thead>
<tr>
<th>Bidder</th>
<th>Amount of Bid</th>
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<tbody>
<tr>
<td>North Texas Contracting, Inc. Keller, TX</td>
<td>$833,450.00</td>
</tr>
<tr>
<td>Gilbert May, Inc. dba Phillips/May Corporation* Lewisville, TX</td>
<td>$1,092,333.00</td>
</tr>
</tbody>
</table>

Note: Minority/Women Owned Business Enterprises: * HM

---

**BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD**

That the Chief Executive Officer or designee be authorized to execute Contract No. 9500571, Rehabilitate Deicing System Larger Storage Areas - Southeast Holding Pond (Phase II), with North Texas Contracting, Inc., of Keller, Texas, in an amount not to exceed $833,450.00.

**Approved as to Form by**

Rodriguez, Elaine  
Legal Counsel  
Mar 24, 2016 2:42 pm

**Approved as to Funding by**

Underwood, Max  
Vice President Finance  
Mar 23, 2016 5:41 pm

**Approved as to M/WBE by**

Lee, Tamela  
Vice President Business Diversity and Development  
Mar 23, 2016 7:15 pm

**SIGNATURE REQUIRED FOR APPROVAL**

**Approved by**

Department Head  
Mar 23, 2016 3:48 pm

Chief Executive Officer  
Date
DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD
OFFICIAL BOARD ACTION/RESOLUTION

Date 04/07/2016  Committee Operations  Subject Rehabilitate Airfield Lighting Systems FY2015 Vault Modifications  Resolution #

Action
That the Chief Executive Officer or designee be authorized to execute Contract No. 9500569, Rehabilitate Airfield Lighting Systems FY2015 Vault Modifications with M.C. Dean, Inc., of Addison, Texas, in an amount not to exceed $1,426,258.00.

Description

- This action will provide for the rehabilitation of the airfield lighting systems vault modifications.
- Work includes, but is not limited to, replacing the main lighting switchgear in the southwest lighting vault and replacing the standby emergency generator.

Justification

- The components of the lighting vault have reached the end of their useful life and are in need of replacement.
- Specific areas programmed for rehabilitation are derived from Energy, Transportation and Asset Management's Ten Year Rehabilitation program, an annually updated outlook which identifies where airfield lighting systems useful life may be extended by rehabilitating elements of the lighting system.
- **This contract will be Grant funded by the Federal Aviation Administration (75% FAA reimbursement, 25% DFW Airport funding) for eligible expenditures.**

D/S/M/WBE Information

- In accordance with the Board's DBE Program, the DBE goal for this Contract is 16%.
- M.C. Dean, Inc. has committed to achieving 17.82% utilizing GNS Electric, Inc. (WF-C: 17.12%) and Ponce Contractors, Inc. (HF-C: 0.7%).

Schedule/Term
Contract Duration: 270 Calendar days.

<table>
<thead>
<tr>
<th>Contract #</th>
<th>Agreement #</th>
<th>Purchase Order #</th>
<th>Action Amount</th>
<th>Revised Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>9500569</td>
<td>NTE</td>
<td></td>
<td>$1,426,258.00</td>
<td>$0</td>
</tr>
</tbody>
</table>

For Information contact
Nate Smith
3-1891

<table>
<thead>
<tr>
<th>Fund</th>
<th>Project #</th>
<th>External Funding Source</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>DFW Capital Acct</td>
<td>26272-05</td>
<td>FAA Grant-3-48-0064-112-2015</td>
<td>$1,426,258.00</td>
</tr>
</tbody>
</table>
Additional Information
This project was advertised in local newspapers on January 24/25/31 and February 1, 2016. A pre-bid conference was held on February 10, 2016. Two bids were received and opened on March 9, 2016. The bids were as follows:

<table>
<thead>
<tr>
<th>Bidder</th>
<th>Amount of Bid w/Alternates One, Two and Three</th>
</tr>
</thead>
<tbody>
<tr>
<td>M.C. Dean, Inc.</td>
<td>$1,426,258.00</td>
</tr>
<tr>
<td>EAS Contracting, LP</td>
<td>$1,647,969.00</td>
</tr>
</tbody>
</table>

One firm picked up a set of plans, which was not a D/S/M/WBE firm.

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to execute Contract No. 9500569, Rehabilitate Airfield Lighting Systems FY2015 Vault Modifications with M.C. Dean, Inc., of Addison, Texas, in an amount not to exceed $1,426,258.00.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Mar 24, 2016 2:57 pm

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
Mar 23, 2016 5:42 pm

Approved as to M/WBE by
Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Mar 23, 2016 7:15 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head
Mar 23, 2016 3:49 pm

Chief Executive Officer
Pending
Operations

Discussion
Staff approved contracts and change orders.

The contracts and change orders listed on the attached have been approved by authorized Board Staff.
## CONTRACT ACTIONS APPROVED BY AUTHORIZED STAFF

February 1, 2016 through February 29, 2016

Professional Service New Contracts - $25,000 to $50,000
Change Orders - Increases/Decreases $25,000 to $50,000

### April 7, 2016

<table>
<thead>
<tr>
<th>Consultant</th>
<th>Contract No.</th>
<th>Contract Title/Description</th>
<th>Action Type</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>HKS, Inc.</td>
<td>8500304 SA 11</td>
<td>Terminal D Fire Strategy Update</td>
<td>Change Order</td>
<td>NTE $48,963.45</td>
</tr>
</tbody>
</table>

**Consultant *Denotes D/S/M/WBE**

This action authorized the contractor to provide a Computational Fluid Dynamics (CFD) study.

**D/S/M/WBE Information**

HKS has a 17.3% MWBE Commitment on SA 11. The MWBE commitment will remain the same and be part of this increase. HKS is currently achieving 45.3% on this SA.
None this reporting period for Construction Contracts.
Dallas/Fort Worth International Airport
For the Five Months Ended February 29, 2016 - Unaudited
### Key Performance Indicator Scorecard
For the Five Months Ended February 29, 2016 – Unaudited

<table>
<thead>
<tr>
<th>Key Performance Indicator</th>
<th>FY 2015 Actual YTD</th>
<th>FY 2016 Actual YTD</th>
<th>FY 2016 Budget YTD</th>
<th>FY '16 Actual Increase/(Decrease) vs. FY '16 Budget</th>
<th>Annual FY 2016 Budget</th>
</tr>
</thead>
<tbody>
<tr>
<td>DFW CC Net Revenues</td>
<td>$42.3</td>
<td>$55.4</td>
<td>$40.5</td>
<td>$14.9 36.7%</td>
<td>$107.2</td>
</tr>
<tr>
<td>Airline Costs</td>
<td>$119.3</td>
<td>$124.6</td>
<td>$138.5</td>
<td>($13.9) (10.0%)</td>
<td>$354.0</td>
</tr>
<tr>
<td>Total Expenditure Budget</td>
<td>$282.8</td>
<td>$311.1</td>
<td>$314.8</td>
<td>($3.7) (1.2%)</td>
<td>$794.5</td>
</tr>
<tr>
<td>Total Passengers (Ms)</td>
<td>25.1</td>
<td>25.5</td>
<td>24.8</td>
<td>0.8 3.1%</td>
<td>64.4</td>
</tr>
<tr>
<td>Total Landed Weights (Bs)</td>
<td>16.4</td>
<td>16.8</td>
<td>16.9</td>
<td>(0.1) (0.5%)</td>
<td>41.7</td>
</tr>
</tbody>
</table>

**Results Status Bar**
- Improved/Constant
- Worse by 0-5%
- Worse by >5%
DFW Cost Center  
For the Five Months Ended February 29, 2016 – Unaudited

<table>
<thead>
<tr>
<th></th>
<th>FY 2015 Actual</th>
<th>FY 2016 Actual</th>
<th>FY 2016 Budget</th>
<th>FY '16 Actual Increase/(Decrease) vs. FY '16 Budget</th>
<th>Annual FY 2016 Budget</th>
</tr>
</thead>
<tbody>
<tr>
<td>(in millions)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Revenues</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Parking</td>
<td>1</td>
<td>$51.2</td>
<td>$55.2</td>
<td>$54.7</td>
<td>$0.6</td>
</tr>
<tr>
<td>Concessions</td>
<td>2</td>
<td>28.3</td>
<td>28.5</td>
<td>27.3</td>
<td>1.2</td>
</tr>
<tr>
<td>Rental Car</td>
<td>3</td>
<td>12.9</td>
<td>13.6</td>
<td>13.2</td>
<td>0.4</td>
</tr>
<tr>
<td>Commercial Development</td>
<td>4</td>
<td>15.5</td>
<td>26.7</td>
<td>16.5</td>
<td>10.2</td>
</tr>
<tr>
<td><strong>Sub-total Revenue Mgmt</strong></td>
<td></td>
<td>107.9</td>
<td>124.0</td>
<td>111.7</td>
<td>12.3</td>
</tr>
<tr>
<td>Other Revenues</td>
<td>5</td>
<td>15.9</td>
<td>19.1</td>
<td>17.9</td>
<td>1.2</td>
</tr>
<tr>
<td><strong>Total Revenues</strong></td>
<td></td>
<td>123.8</td>
<td>143.1</td>
<td>129.6</td>
<td>13.5</td>
</tr>
<tr>
<td><strong>DFW CC Expenditures</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Operating Expenditures</td>
<td></td>
<td>46.5</td>
<td>50.6</td>
<td>52.0</td>
<td>(1.4)</td>
</tr>
<tr>
<td>Debt Service (net of PFCs &amp; CFCs)</td>
<td></td>
<td>17.5</td>
<td>19.6</td>
<td>19.6</td>
<td>0.1</td>
</tr>
<tr>
<td><strong>Total Expenditures</strong></td>
<td>ugles</td>
<td>64.0</td>
<td>70.2</td>
<td>71.5</td>
<td>(1.3)</td>
</tr>
<tr>
<td><strong>Gross Margin - DFW Cost Center</strong></td>
<td>ugles</td>
<td>59.8</td>
<td>72.9</td>
<td>58.0</td>
<td>14.8</td>
</tr>
<tr>
<td>Less Transfers and Skylink</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>DFW Terminal Contribution</td>
<td></td>
<td>2.3</td>
<td>2.0</td>
<td>1.7</td>
<td>0.3</td>
</tr>
<tr>
<td>Skylink Costs</td>
<td></td>
<td>15.2</td>
<td>15.5</td>
<td>15.8</td>
<td>(0.3)</td>
</tr>
<tr>
<td><strong>Net Revenues from DFW Cost Center</strong></td>
<td></td>
<td>$42.3</td>
<td>$55.4</td>
<td>$40.5</td>
<td>$14.9</td>
</tr>
</tbody>
</table>
## Airfield and Terminal Cost Centers
### For the Five Months Ended February 29, 2016 – Unaudited

<table>
<thead>
<tr>
<th>(in millions)</th>
<th>FY 2015</th>
<th>FY 2016</th>
<th>FY 2016 Budget</th>
<th>FY '16 Actual YTD vs. FY '16 Budget</th>
<th>Annual Budget</th>
<th>YTD Actual vs. Budget Comparison</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Revenues</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Landing Fees</td>
<td>$44.0</td>
<td>$42.9</td>
<td>$43.1</td>
<td>($0.1) (0.3%)</td>
<td>$106.6</td>
<td></td>
</tr>
<tr>
<td>Other Airfield</td>
<td>4.1</td>
<td>4.2</td>
<td>4.2</td>
<td>(0.0) (0.0%)</td>
<td>10.8</td>
<td></td>
</tr>
<tr>
<td>Transfer from DFW Cost Center</td>
<td>6</td>
<td>15.3</td>
<td>13.5</td>
<td>1.8</td>
<td>13.4%</td>
<td>31.9</td>
</tr>
<tr>
<td><strong>Total Airfield Revenue</strong></td>
<td>$60.1</td>
<td>$62.5</td>
<td>$60.8</td>
<td>1.7</td>
<td>2.7%</td>
<td>149.4</td>
</tr>
<tr>
<td>Terminal Leases</td>
<td>69.6</td>
<td>81.9</td>
<td>81.9</td>
<td>(0.0)</td>
<td>196.5</td>
<td></td>
</tr>
<tr>
<td>FIS Fees</td>
<td>8.1</td>
<td>8.9</td>
<td>8.5</td>
<td>0.4</td>
<td>4.4%</td>
<td>22.4</td>
</tr>
<tr>
<td>Turn Fees and Other Office Rents</td>
<td>7</td>
<td>8.2</td>
<td>9.3</td>
<td>10.1</td>
<td>(0.8)</td>
<td>(7.9%)</td>
</tr>
<tr>
<td>Other Terminal</td>
<td>6.1</td>
<td>6.6</td>
<td>6.1</td>
<td>0.4</td>
<td>7.0%</td>
<td>14.5</td>
</tr>
<tr>
<td><strong>Total Terminal Revenues</strong></td>
<td>$92.0</td>
<td>$106.6</td>
<td>$106.6</td>
<td>0.0</td>
<td>0.0%</td>
<td>$259.2</td>
</tr>
<tr>
<td>Terminal Contributions</td>
<td>2.3</td>
<td>2.0</td>
<td>1.7</td>
<td>0.3</td>
<td>16.8%</td>
<td>4.5</td>
</tr>
<tr>
<td>Joint Capital Transfer</td>
<td>5.0</td>
<td>3.3</td>
<td>3.3</td>
<td>(0.0)</td>
<td>(0.0%)</td>
<td>8.0</td>
</tr>
<tr>
<td><strong>Total Transfers</strong></td>
<td>7.3</td>
<td>5.3</td>
<td>5.1</td>
<td>0.3</td>
<td>5.7%</td>
<td>12.5</td>
</tr>
<tr>
<td><strong>Total Revenues</strong></td>
<td>$159.5</td>
<td>$174.5</td>
<td>$172.5</td>
<td>2.0</td>
<td>1.1%</td>
<td>$421.1</td>
</tr>
<tr>
<td><strong>Expenditures</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Operating Expenditures</td>
<td>93.4</td>
<td>99.1</td>
<td>101.1</td>
<td>(1.9)</td>
<td>(1.9%)</td>
<td>261.7</td>
</tr>
<tr>
<td>Debt Service (net of PFC's &amp; CFC's)</td>
<td>54.7</td>
<td>62.8</td>
<td>62.9</td>
<td>(0.1)</td>
<td>(0.2%)</td>
<td>162.0</td>
</tr>
<tr>
<td><strong>Total Expenditures</strong></td>
<td>148.1</td>
<td>162.0</td>
<td>164.0</td>
<td>(2.0)</td>
<td>(1.2%)</td>
<td>423.7</td>
</tr>
<tr>
<td><strong>Total Airfield /Terminal Net Income/(Loss)</strong></td>
<td>$11.3</td>
<td>$12.5</td>
<td>$8.5</td>
<td>$4.0</td>
<td>47.3%</td>
<td>($2.6)</td>
</tr>
</tbody>
</table>
## Operating Fund – Total Expenditures
For the Five Months Ended February 29, 2016 – Unaudited

<table>
<thead>
<tr>
<th>(in millions)</th>
<th>FY 2015 Actual</th>
<th>FY 2015 YTD</th>
<th>FY 2016 Budget</th>
<th>FY 2016 YTD</th>
<th>FY ’16 Actual Increase/(Decrease) vs. FY ’16 Budget</th>
<th>Annual Budget</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Operating Expenditures</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Salaries and Wages</td>
<td>9</td>
<td>$50.9</td>
<td>$52.9</td>
<td>$53.4</td>
<td>($0.6) (1.0%)</td>
<td>$134.0</td>
</tr>
<tr>
<td>Benefits</td>
<td></td>
<td>25.9</td>
<td>26.3</td>
<td>26.5</td>
<td>(0.2) (0.7%)</td>
<td>63.8</td>
</tr>
<tr>
<td>Facility Maintenance Contracts</td>
<td></td>
<td>21.5</td>
<td>22.8</td>
<td>22.8</td>
<td>0.0 0.2%</td>
<td>61.2</td>
</tr>
<tr>
<td>Other Contract Services</td>
<td>10</td>
<td>27.4</td>
<td>31.6</td>
<td>33.1</td>
<td>(1.4) (4.4%)</td>
<td>95.2</td>
</tr>
<tr>
<td>Utilities</td>
<td></td>
<td>11.3</td>
<td>10.9</td>
<td>10.9</td>
<td>0.1 0.7%</td>
<td>26.4</td>
</tr>
<tr>
<td>Equipment and Other Supplies</td>
<td>11</td>
<td>5.9</td>
<td>5.6</td>
<td>6.2</td>
<td>(0.6) (9.6%)</td>
<td>16.7</td>
</tr>
<tr>
<td>Insurance</td>
<td></td>
<td>2.4</td>
<td>2.0</td>
<td>2.2</td>
<td>(0.2) (8.7%)</td>
<td>5.4</td>
</tr>
<tr>
<td>Fuels</td>
<td>12</td>
<td>1.7</td>
<td>1.5</td>
<td>1.9</td>
<td>(0.4) (21.9%)</td>
<td>5.0</td>
</tr>
<tr>
<td>General, Administrative, and Other</td>
<td>13</td>
<td>1.9</td>
<td>2.2</td>
<td>2.6</td>
<td>(0.4) (15.5%)</td>
<td>9.4</td>
</tr>
<tr>
<td>Change in Operating Reserves</td>
<td></td>
<td>4.0</td>
<td>6.9</td>
<td>6.9</td>
<td>(0.0) (0.0%)</td>
<td>7.4</td>
</tr>
<tr>
<td><strong>Total Operating Expenditures</strong></td>
<td></td>
<td>152.8</td>
<td>162.7</td>
<td>166.4</td>
<td>(3.7) (2.2%)</td>
<td>424.5</td>
</tr>
<tr>
<td><strong>Total Debt Service</strong></td>
<td></td>
<td>130.0</td>
<td>148.4</td>
<td>148.4</td>
<td>(0.0) (0.0%)</td>
<td>370.0</td>
</tr>
<tr>
<td><strong>Total 102 Fund Expenditures</strong></td>
<td></td>
<td>$282.8</td>
<td>$311.1</td>
<td>$314.8</td>
<td>($3.7) (1.2%)</td>
<td>$794.5</td>
</tr>
<tr>
<td>Notes to the Statement of Revenues and Expenses For the Five Months Ended February 29, 2016</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>---------------------------------------------------------------</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Parking</strong> 1 Parking revenue was $55.2 million, $0.6 million (1.0%) higher than budget primarily due to higher revenues from Express and Drop Off/Meeter Greeter.</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Concessions</strong> 2 Concessions revenues were $28.5 million, $1.2 million (4.5%) higher than budget primarily due to higher than expected sales and higher percent rent in Food &amp; Beverage and Retail, partially offset by lower advertising/sponsorships.</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Rental Car</strong> 3 RAC revenues were $13.6 million, $0.4 million (2.8%) higher than budget due to one-time billing resulting from internal audit.</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Commercial Development</strong> 4 Commercial Development revenues were $26.7 million, $10.2 million (61.7%) higher than budget primarily due to a prepaid ground lease from AA new headquarter.</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Other Revenues</strong> 5 Other Revenues revenues were $19.1 million, $1.2 million (6.7%) higher than budget primarily due to Uber/Lyft revenues in ground transportation not included in the budget, partially offset by lower revenues from taxis and limos.</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Transfer from DFW Cost Center</strong> 6 Transfer from DFW Cost Center revenues were $15.3 million, $1.8 million (13.4%) higher than budget primarily due to one-time AA Headquarter lease payment.</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Turn Fees &amp; Other Office Rent</strong> 7 Turn Fees &amp; Other Office Rents were $9.3 million, $0.8 million (7.9%) lower than budget primarily due to lower turn fees related to Spirit leasing an additional gate, JAL delayed start, cancelled Lufthansa flights during strike and holidays, and reduced service beginning in January, Viva Aerobus delayed service at DFW, and Envoy using leased gates at Terminal B.</td>
<td></td>
<td></td>
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<td></td>
</tr>
<tr>
<td><strong>Other Terminal Revenues</strong> 8 Other Terminal revenues were $6.6 million, $0.3 million (7.0%) higher than budget primarily due to TSA rents and concessions O &amp; M reimbursables.</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Salaries and Wages</strong> 9 Salaries and wages were $52.9 million, $0.6 million (1.0%) lower than budget primarily due to vacant position savings.</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Other Contract Services</strong> 10 Other Contract Services were $31.6 million, $1.4 million (4.4%) lower than budget primarily due to savings in deicing, computer contracts, consulting, busing, hardstand operations and outside legal partially offset by increases in Skycap.</td>
<td></td>
<td></td>
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<td></td>
<td></td>
</tr>
<tr>
<td><strong>Equipment &amp; Supplies</strong> 11 Equipment &amp; Supplies were $5.6 million, $0.6 million (9.6%) lower than budget primarily due to savings in deicing supplies, uniforms, and non-capital equipment partially offset by increases in computer software licenses.</td>
<td></td>
<td></td>
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<td></td>
<td></td>
</tr>
<tr>
<td><strong>Fuels</strong> 12 Fuel expenses were $1.5 million, $0.4 million (21.9%) lower than budget primarily due to lower rates for diesel and CNG fuels and lower consumption.</td>
<td></td>
<td></td>
<td></td>
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</tr>
<tr>
<td><strong>G&amp;A and Other</strong> 13 General, Administrative, and Other expenses were $2.2 million, $0.4 million (15.5%) lower than budget primarily due to savings in travel and business development.</td>
<td></td>
<td></td>
<td></td>
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<td></td>
</tr>
</tbody>
</table>
Finance/Audit

Consent
Action
That the Chief Executive Officer or designee be authorized to execute Contract No. 8005038, for Mobile License Plate Inventory System, with Cintel, LLC, of Peachtree City, Georgia, in an amount not to exceed $104,570.00, for the initial three-year term of the Contract, with options to renew annually.

Description
- Award a Contract for Mobile License Plate Inventory System for the Airport's Parking Business Unit.

Justification
- This Contract will provide for the purchase, installation, and maintenance of a mobile license plate inventory system (MLPI).
- This MLPI system will capture vehicle license plate numbers for the database to facilitate customer service activities such as helping patrons locate a lost vehicle and in support of revenue collection.
- The system will include 24 hour/7 days per week utilization, support and maintenance.
- The Airport's Department of Public Safety will be using the MLPI system for special inventory needs to support investigative efforts.

D/S/M/WBE Information
- In accordance with the Board's SBE Program, no SBE goal was set for this Contract due to limited availability of SBE firms that perform this service.

Schedule/Term
- Start Date: May 2016
- Contract Term: Three years, with annual renewal options

<table>
<thead>
<tr>
<th>Contract #</th>
<th>Agreement #</th>
<th>Purchase Order #</th>
<th>Action Amount</th>
<th>Revised Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>8005038</td>
<td>NTE</td>
<td></td>
<td>$104,570.00</td>
<td>$0</td>
</tr>
</tbody>
</table>

For Information contact
- Armin Cruz 3-4850
- Miriam Seymour 3-5631

- Fund
  - DFW Capital Acct.

- Project # 26541-01

- External Funding Source
  - Amount $104,570.00
Additional Information

- Three (3) proposals, including one (1) from a SBE firm, were received on or before the due date of January 20, 2016:
  - Cintel, LLC, of Peachtree City, Georgia
  - Portable Computer Systems, Inc. dba PCS Mobile, of Denver, Colorado
  - Driven Technical Solutions, LLC, of Plano, Texas, SBE-Certified with Dallas/Fort Worth Minority Supplier Development Council

- The Evaluation Committee, including representatives from the Airport's Parking Business Unit, Public Safety, Information Technology Services and Business Diversity and Development Departments, recommends that the Contract be awarded to Cintel, LLC, of Peachtree City, Georgia.

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to execute Contract No. 8005038, for Mobile License Plate Inventory System, with Cintel, LLC, of Peachtree City, Georgia, in an amount not to exceed $104,570.00, for the initial three-year term of the Contract, with options to renew annually.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Mar 24, 2016 4:15 pm

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
Mar 24, 2016 3:52 pm

Approved as to M/WBE by
Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Mar 24, 2016 10:50 am

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head
Parking
Mar 23, 2016 2:17 pm

Chief Executive Officer
Pending
Action
That the Chief Executive Officer or designee be authorized to renew DFW Airport’s Annual Global Membership with the World Travel & Tourism Council in the amount of $68,000.00, and approve three one-year renewal options for this annual membership.

Description
- The World Travel & Tourism Council (WTTC) is the forum for business leaders in the Travel & Tourism industry. With Chief Executives of some one hundred of the world’s leading Travel & Tourism companies as its members, WTTC has a unique mandate and overview on all matters related to Travel & Tourism. WTTC works to raise awareness of Travel & Tourism as one of the world’s largest industries, supporting 284 million jobs and generating 9.8 per cent of world gross domestic product (GDP).

Justification
- DFW Airport participates in various trade, business and industry organizations to drive policies, education and services that support the ability of commercial airports to serve their passengers, customers and communities.

D/S/M/WBE Information
- N/A - Not subject to the goal per the Board’s SBE Policy due to the nature of the procurement (Memberships/Sponsorships).

Schedule/Term
- One year, with three one-year renewal options.

<table>
<thead>
<tr>
<th>Contract #</th>
<th>Agreement #</th>
<th>Purchase Order #</th>
<th>Action Amount</th>
<th>Revised Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td>$68,000.00</td>
<td>$0</td>
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</table>

For Information contact
Mary Jo Polidore
3-5550

<table>
<thead>
<tr>
<th>Fund</th>
<th>Project #</th>
<th>External Funding Source</th>
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</thead>
<tbody>
<tr>
<td>0102</td>
<td></td>
<td></td>
<td>$68,000.00</td>
</tr>
</tbody>
</table>
BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to renew DFW Airport's Annual Global Membership with the World Travel & Tourism Council in the amount of $68,000.00, and approve three one-year renewal options for this annual membership.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Mar 24, 2016 4:16 pm

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
Mar 23, 2016 5:43 pm

Approved as to M/WBE by
Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Mar 23, 2016 8:17 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Mary Jo A. Galindez
Department Head
Mar 23, 2016 11:00 am

Chief Executive Officer
Pending
Date
Date
04/07/2016

Committee
Finance/Audit

Subject
Increase to Legal Services Contract No. 8004983 with the firm of Wilson Elser Moskowitz Edelman & Dicker LLP

Resolution #

Action
That the Chief Executive Officer or designee be authorized to increase Legal Services Contract No. 8004983, with the firm of Wilson Elser Moskowitz Edelman & Dicker LLP of Dallas, Texas, in an amount not to exceed $50,000.00, for a revised Contract amount not to exceed $98,750.00.

Description

- This action would increase the Boards' contract for legal services in connection with drafting documents and agreements.

Justification

- On September 1, 2015, the Board selected Wilson Elser (Mitch Milby) to assist the Legal Department reviewing and updating various design, construction and related services solicitation documents and agreements.
- This increase will continue to fund the contract on an as needed basis.

D/S/M/WBE Information

- In accordance with the Board's SBE Program, no SBE goal was set for this Contract due to the original contract amount being under $50,000.00.

<table>
<thead>
<tr>
<th>Contract #</th>
<th>Agreement #</th>
<th>Purchase Order #</th>
<th>Action Amount</th>
<th>Revised Amount</th>
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<td>NTE</td>
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<td>NTE $50,000.00</td>
<td>$98,750.00</td>
</tr>
</tbody>
</table>

For Information contact
Elaine Rodriguez
3-5487

Fund 0102
Project #
External Funding Source
Amount
$50,000.00
BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to increase Legal Services Contract No. 8004983, with the firm of Wilson Elser Moskowitz Edelman & Dicker LLP of Dallas, Texas, in an amount not to exceed $50,000.00, for a revised Contract amount not to exceed $98,750.00.

Approved as to Form by

Rodriguez, Elaine
Legal Counsel
Mar 24, 2016 2:46 pm

Approved as to Funding by

Underwood, Max
Vice President Finance
Finance
Mar 24, 2016 3:53 pm

Approved as to M/WBE by

Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Mar 24, 2016 10:51 am

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head
Legal
Mar 23, 2016 11:35 am

Chief Executive Officer

Pending Date
### Action

That the Chief Executive Officer or designee be authorized to increase Legal Services Contract No. 8004985, with the firm of Moses, Palmer & Howell, L.L.P., of Fort Worth, Texas, in an amount not to exceed $50,000.00, for a revised Contract amount not to exceed $98,750.00.

### Description

- This action would increase the Board's contract for legal services in connection with oil and gas matters.

### Justification

- On October 30, 2015, the Board selected Moses, Palmer & Howell, L.L.P. (Shayne Moses) to provide legal representation in connection with oil and gas matters.
- This increase will continue to fund the contract on an as needed basis.

### D/S/M/WBE Information

- In accordance with the Board's SBE Program, no SBE goal was set for this Contract due to the original contract amount being under $50,000.00.

<table>
<thead>
<tr>
<th>Contract #</th>
<th>Agreement #</th>
<th>Purchase Order #</th>
<th>Action Amount</th>
<th>Revised Amount</th>
</tr>
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<tbody>
<tr>
<td>8004985</td>
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<td>NTE $50,000.00</td>
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### For Information contact

<table>
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<th>Fund</th>
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<tbody>
<tr>
<td>Joint Capital Acct</td>
<td>26024-09</td>
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<td>$50,000.00</td>
</tr>
</tbody>
</table>

Elaine Rodriguez
3-5487
BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to increase Legal Services Contract No. 8004985, with the firm of Moses, Palmer & Howell, L.L.P., of Fort Worth, Texas, in an amount not to exceed $50,000.00, for a revised Contract amount not to exceed $98,750.00.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Mar 24, 2016 2:46 pm

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
Mar 24, 2016 3:53 pm

Approved as to M/WBE by
Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Mar 24, 2016 10:51 am

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Department Head
Legal
Mar 23, 2016 11:35 am

Pending
Chief Executive Officer
Date
Date | Committee | Subject | Resolution 
--- | --- | --- | --- 
04/07/2016 | Finance/Audit | Increase to Legal Services Contract No. 8004976 with the firm of Harris, Finley & Bogle P.C. of Fort Worth, Texas | 

**Action**

That the Chief Executive Officer or designee be authorized to increase Legal Services Contract No. 8004976, with the firm of Harris, Finley & Bogle, P.C. of Fort Worth, Texas, in an amount not to exceed $50,000.00, for a revised Contract amount not to exceed $197,500.00.

**Description**

- This action would increase the Board’s contract for Legal Services regarding Skylink, the automated people mover system.

**Justification**

- On January 1, 2015, the Board entered into a legal services contract with Harris, Finley & Bogle, P.C. to provide legal representation to the Board in connection with Skylink, the automated people mover system at the Dallas/Fort Worth International Airport, and any claims (including the filing of appropriate litigation) the Board may have against the designer, contractors, insurers or other persons or entities involved in the design and construction of the system.

---

**D/S/M/WBE Information**

- In accordance with the Board’s SBE Program, no SBE goal was set for this Contract due to the original contract being under $50,000.

<table>
<thead>
<tr>
<th>Contract #</th>
<th>Agreement #</th>
<th>Purchase Order #</th>
<th>Action Amount</th>
<th>Revised Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>8004976</td>
<td>NTE</td>
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<td>$50,000.00</td>
<td>$197,500.00</td>
</tr>
</tbody>
</table>

For Information contact

Elaine Rodriguez
3-5487

<table>
<thead>
<tr>
<th>Fund</th>
<th>Project #</th>
<th>External Funding Source</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>0102</td>
<td></td>
<td></td>
<td>$50,000.00</td>
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</tbody>
</table>
BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to increase Legal Services Contract No. 8004976, with the firm of Harris, Finley & Bogle, P.C. of Fort Worth, Texas, in an amount not to exceed $50,000.00, for a revised Contract amount not to exceed $197,500.00.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Mar 24, 2016 2:47 pm

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
Mar 24, 2016 3:54 pm

Approved as to M/WBE by
Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Mar 24, 2016 10:51 am

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Department Head
Legal
Mar 23, 2016 11:36 am

Chief Executive Officer
Pending
Date
DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD
OFFICIAL BOARD ACTION/RESOLUTION

<table>
<thead>
<tr>
<th>Date</th>
<th>Committee</th>
<th>Subject</th>
<th>Resolution #</th>
</tr>
</thead>
<tbody>
<tr>
<td>04/07/2016</td>
<td>Finance/Audit</td>
<td>Increase to Contract No. 8004986 with Alvarez &amp; Marsal Insurance and Risk Advisory Services, LLC of New York, New York</td>
<td></td>
</tr>
</tbody>
</table>

**Action**
That the Chief Executive Officer or designee be authorized to increase Contract No. 8004986 with Alvarez & Marsal Insurance and Risk Advisory Services, LLC of New York, New York in an amount not to exceed $75,000.00, for a revised Contract amount not to exceed $123,750.00.

**Description**
- This action would increase the Board's contract for services in connection with Project Controlled Insurance Program (“PCIP”) Analysis and Reporting.

**Justification**
- On September 21, 2015, the Board executed an agreement with Alvarez & Marsal in the amount of $48,750.00 to assist the Legal Department in connection with issues related to the Board's Project Controlled Insurance Program.
- This increase is necessary to fund additional services under the agreement.

**D/S/M/WBE Information**
- In accordance with the Board's SBE Program, no SBE goal was set for this Contract due to the original contract amount being under $50,000.00.

<table>
<thead>
<tr>
<th>Contract #</th>
<th>Agreement #</th>
<th>Purchase Order #</th>
<th>Action Amount</th>
<th>Revised Amount</th>
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For Information contact
Elaine Rodriguez
3-5487

<table>
<thead>
<tr>
<th>Fund</th>
<th>Project #</th>
<th>External Funding Source</th>
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<tbody>
<tr>
<td>0102</td>
<td></td>
<td></td>
<td>$75,000.00</td>
</tr>
</tbody>
</table>
BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to increase Contract No. 8004986 with Alvarez & Marsal Insurance and Risk Advisory Services, LLC of New York, New York in an amount not to exceed $75,000.00, for a revised Contract amount not to exceed $123,750.00.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Mar 24, 2016 2:47 pm

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
Mar 24, 2016 3:54 pm

Approved as to M/WBE by
Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Mar 24, 2016 10:52 am

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head
Legal
Mar 23, 2016 11:36 am

Chief Executive Officer
Date

Pending
DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD
OFFICIAL BOARD ACTION/RESOLUTION

Date 04/07/2016  Committee Finance/Audit  Subject Avecto Software License Maintenance and Support
Resolution #

Action
That the Chief Executive Officer or designee be authorized to execute Contract No. 7006344, for Avecto Software License Maintenance and Support, with SHI Government Solutions, of Austin, Texas, in an amount not to exceed $134,364.35, for the initial one-year term of the Contract, with options to renew for four additional one-year periods.

Description
- Award a Contract for Avecto Software License, Maintenance, and Support for the Airport's Information Technology Services.

Justification
- This Contract will support recommended actions based on a data security systems audit.
- This Contract will provide for software that allows compliance with the Airport's Payment Card Industry/Data Security Standards Policies. Phase I was deployed in November 2015 to test the software to ensure it met the data security objectives and this testing was successful. This Action will complete Phase II to deploy the data security software campus-wide to include software, maintenance and support services.
- Licensing enables prevention of unauthorized installation of both approved and non-approved software by removing the necessity of personnel having administrator rights on their machines.
- Software will prevent the elevation of malicious software and malware preventing the spread of computer viruses by controlling software permissions.

D/S/M/WBE Information
- N/A - Not subject to the goal per the Board's SBE Policy due to the nature of the procurement (DIR).

Schedule/Term
- Start Date: April 2016
- Contract Term: One year, with four one-year renewal options

<table>
<thead>
<tr>
<th>Contract #</th>
<th>Agreement #</th>
<th>Purchase Order #</th>
<th>Action Amount</th>
<th>Revised Amount</th>
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</thead>
<tbody>
<tr>
<td>7006344</td>
<td>NTE</td>
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<td>NTE $134,364.35</td>
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</table>

For Information contact
- Stephen Shafer 3-5877
- Shannon Hamilton 3-5620

<table>
<thead>
<tr>
<th>Fund</th>
<th>Project #</th>
<th>External Funding Source</th>
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<tbody>
<tr>
<td>DFW Capital Acct</td>
<td>26555-01</td>
<td></td>
<td>$134,364.35</td>
</tr>
</tbody>
</table>
This Contract is being recommended for award through the Texas Department of Information Resources (DIR) Contract No. DIR-SDD-1951, which is available to local government entities and which was approved by the Board by Resolution No. 1997-01-24, dated January 8, 1997.

Renewal options are subject to Board approval and the State having an active Contract for the specified items.

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to execute Contract No. 7006344, for Avecto Software License Maintenance and Support, with SHI Government Solutions, of Austin, Texas, in an amount not to exceed $134,364.35, for the initial one-year term of the Contract, with options to renew for four additional one-year periods.

Approved as to Form by

Rodriguez, Elaine
Legal Counsel
Mar 24, 2016 2:50 pm

Approved as to Funding by

Underwood, Max
Vice President Finance
Finance
Mar 24, 2016 3:54 pm

Approved as to M/WBE by

Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Mar 24, 2016 10:52 am

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head
Information Technology Svcs
Mar 23, 2016 3:43 pm

Chief Executive Officer
Date
Finance/Audit

Discussion
### Item For Discussion

Report to the Airport Board all Contracts and Purchase Orders valued between $25,000.00 and $50,000.00 and Contract/Purchase Order Increases/Decreases valued between $25,000.00 and $50,000.00, for the month of February 2016.

### Description

- Attached is a list of all Contracts and Purchase Orders valued between $25,000.00 and $50,000.00 and Contract/Purchase Order Increases/Decreases valued between $25,000.00 and $50,000.00, which were approved by Board Staff under delegated authority during the month of February 2016.
<table>
<thead>
<tr>
<th>VENDOR/LOCATION</th>
<th>PO/CONTRACT NO.</th>
<th>DESCRIPTION</th>
<th>DEPARTMENT</th>
<th>AMOUNT</th>
<th>Paid to Date:</th>
</tr>
</thead>
<tbody>
<tr>
<td>ADS Inc. (Atlantic Diving Supply)</td>
<td>271536</td>
<td>X-Ray Image Capture Unit</td>
<td>Public Safety</td>
<td>$35,300.00</td>
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<td></td>
<td>• Requisition No. 254368</td>
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<td></td>
</tr>
<tr>
<td>Austin Turf &amp; Tractor</td>
<td>271399</td>
<td>Lawn Mower Parts</td>
<td>Energy, Transportation and Asset Management</td>
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<td>Marble Falls, Texas</td>
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<td></td>
<td></td>
<td>• Requisition No. 254752</td>
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<tr>
<td>City of Hurst</td>
<td>271535</td>
<td>Rental of Hurst Convention Center for Customer Experience Managers Forum</td>
<td>Corporate Communications</td>
<td>NTE $33,550.80</td>
<td>$33,500.80</td>
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<tr>
<td>Hurst, Texas</td>
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<td></td>
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<td>• Requisition No. 255025</td>
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<tr>
<td>Partners in Leadership, Inc.</td>
<td>271541</td>
<td>Strategic Plan Facilitation Services</td>
<td>Business Diversity and Development</td>
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<td>Temecula, California</td>
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<tr>
<td>The Perryman Group</td>
<td>270520</td>
<td>Economic and Financial Consultation Services</td>
<td>Business Diversity and Development</td>
<td>NTE $49,900.00</td>
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<tr>
<td>Waco, Texas</td>
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<td>• Requisition No. 252851</td>
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<tr>
<td>Potters Industries LLC.</td>
<td>271628</td>
<td>Reflective Glass Beads</td>
<td>Procurement and Materials Management</td>
<td>$29,280.00</td>
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<td>Valley Forge, Pennsylvania</td>
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<tr>
<td>SHI Government Solutions, Inc.</td>
<td>271526</td>
<td>Cisco Servers for the Baggage Handling System</td>
<td>Information Technology Services</td>
<td>$48,340.00</td>
<td>$48,340.00</td>
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<td>Austin, Texas</td>
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<td>• Requisition No. 254909</td>
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**TOTAL** $254,303.96
<table>
<thead>
<tr>
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<th>PO/CONTRACT NO.</th>
<th>DESCRIPTION</th>
<th>DEPARTMENT</th>
<th>AMOUNT</th>
</tr>
</thead>
<tbody>
<tr>
<td>Dallas Morning News</td>
<td>7006313</td>
<td>Legal Advertisements</td>
<td>Procurement and Materials Management</td>
<td>NTE $40,000.00</td>
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<tr>
<td>Dallas, Texas</td>
<td></td>
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<td></td>
<td>Paid to Date: $0.00</td>
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<tr>
<td>The Devine Group, Inc.</td>
<td>7006322</td>
<td>Hiring Assessment Tool</td>
<td>Human Resources</td>
<td>NTE $39,999.84</td>
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<tr>
<td>Cincinnati, Ohio</td>
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<td></td>
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<td>Paid to Date: $1,666.66</td>
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</tbody>
</table>

**TOTAL** $79,999.84
## CONTRACT/PURCHASE ORDER INCREASES/DECREASES ($25,000 OR GREATER)
(APPROVED BY BOARD STAFF UNDER THEIR DELEGATED AUTHORITY – FEBRUARY 2016)

<table>
<thead>
<tr>
<th>VENDOR/LOCATION</th>
<th>PO/CONTRACT NO.</th>
<th>DESCRIPTION</th>
<th>DEPARTMENT</th>
<th>CONTRACT DATA</th>
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<tbody>
<tr>
<td>BOKF, NA Bank of Texas, Fort Worth, Texas</td>
<td>8004791</td>
<td>Mineral Revenue Processing and Consulting Services</td>
<td>Commercial Development</td>
<td>Contract Value: $120,000.00</td>
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<td><strong>This Action:</strong> $30,000.00</td>
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<td>Revised Contract Value: $150,000.00</td>
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<td>Paid to Date: $52,425.00</td>
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<td>CompliancePoint, Inc., Duluth, Georgia</td>
<td>8005003</td>
<td>Parking Control System Continuous Compliance and Assurance Services</td>
<td>Information Technology Services</td>
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<td><strong>This Action:</strong> $43,750.00</td>
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<td>Paid to Date: $150,400.72</td>
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<td>PAVLOV Advertising, LLC, Fort Worth, Texas</td>
<td>8004838</td>
<td>Business to Consumer Public Relations Services</td>
<td>Corporate Communications</td>
<td>Contract Value: $1,295,000.00</td>
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<td>Revised Contract Value: $1,340,000.00</td>
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<td>Paid to Date: $898,431.58</td>
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<tr>
<td>Cantey &amp; Hanger, LLP, Fort Worth, Texas</td>
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<td>Legal Services: Environmental Matters</td>
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<td>Contract Value: $147,500.00</td>
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<tr>
<td>Harris, Finley &amp; Bogle PC, Fort Worth, Texas</td>
<td>8004976</td>
<td>Legal Services: Skylink Litigation Matters</td>
<td>Legal</td>
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<td>Integrated Environmental Solutions, Inc., Gary, Indiana</td>
<td>8004915</td>
<td>NEPA Documentation and Related Studies</td>
<td>Environmental Affairs</td>
<td>Contract Value: $189,107.48</td>
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<td><strong>This Action:</strong> $48,925.00</td>
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<td>Olea Kiosks Inc., Cerritos, California</td>
<td>7005917</td>
<td>Automated Passport Control Kiosks</td>
<td>Information Technology Services</td>
<td>Contract Value: $962,859.40</td>
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<td>Paid to Date: $962,859.40</td>
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</tbody>
</table>

**TOTAL** $311,175.00

---

**Note:**

1. SBE-Certified with Women’s Business Council-SW, DBE – Certified with NCTRCA and State of Texas HUB.
Concessions/Commercial Development

Consent
DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD
OFFICIAL BOARD ACTION/RESOLUTION

<table>
<thead>
<tr>
<th>Date</th>
<th>Committee</th>
<th>Subject</th>
<th>Resolution #</th>
</tr>
</thead>
<tbody>
<tr>
<td>04/07/2016</td>
<td>Concessions/Commercial Development</td>
<td>Reimbursement Agreement with LIT-RPC Trade Center VIII, LLC</td>
<td></td>
</tr>
</tbody>
</table>

**Action**
That the Chief Executive Officer or designee be authorized to execute a Reimbursement Agreement with LIT-RPC Trade Center VIII, LLC, a Delaware limited liability company, for an amount not to exceed $55,033.24.

**Description**
- Resolution No. 2012-03-098 approved at the March 2012 Board meeting authorized DFW to lease approximately 13.63 acres to Tenant for development of approximately 208,000 square feet of industrial facilities in International Commerce Park (ICP).
- The Lease references DFW Design Criteria for the required landscaping and irrigation in ICP. Landscaping and irrigation between the street and the lease line are the responsibility of DFW. Landscaping and irrigation within the Lease Premises are the responsibility of Tenant.
- Execution of a Reimbursement Agreement will allow reimbursement for landscaping and irrigation improvements, which are the responsibility of DFW, installed by Tenant on behalf of DFW.

**Justification**
- It was determined that the DFW landscaping and irrigation between the street and the lease line would be substantially damaged when the site was leased and the Tenant improvements were being constructed.
- This action allows the Tenant's contractor to simultaneously install landscaping and irrigation within the street Right-of-Way and the adjacent lease area, thereby reducing overall costs.

**D/S/M/WBE Information**
- LIT-RPC Trade Center VIII, LLC committed to achieving 20% M/WBE participation in the construction of all improvements and facilities to be constructed on proposed ground lease area.
- LIT-RPC Trade Center VIII, LLC utilized a Non-M/WBE firm for the scope of work associated with the reimbursement amount and therefore achieved 0% M/WBE participation.

**Schedule/Term**
- Tenant has completed the work.
- Funding:
  - Increase in O&M expense for landscape maintenance is offset by revenue from landscape maintenance fee collected from all ICP tenants.

<table>
<thead>
<tr>
<th>Contract #</th>
<th>Agreement #</th>
<th>Purchase Order #</th>
<th>Action Amount</th>
<th>Revised Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>NTE</td>
<td>$55,033.24</td>
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</table>

For Information contact
John Terrell
3-4655

<table>
<thead>
<tr>
<th>Fund</th>
<th>Project #</th>
<th>External Funding Source</th>
<th>Amount</th>
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</thead>
<tbody>
<tr>
<td>DFW Capital Acct.</td>
<td>Various</td>
<td></td>
<td>$55,033.24</td>
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</tbody>
</table>
BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to execute a Reimbursement Agreement with LIT-RPC Trade Center VIII, LLC, a Delaware limited liability company, for an amount not to exceed $55,033.24.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Mar 24, 2016 2:50 pm

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
Mar 23, 2016 5:43 pm

Approved as to M/WBE by
Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Mar 23, 2016 8:17 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head
Commercial Development
Mar 23, 2016 2:34 pm

Pending
Chief Executive Officer
Date
DETAIL INFORMATION SHEET FOR:

REIMBURSEMENT AGREEMENT WITH LIT-RPC TRADE CENTER VIII, LLC, a
DELAWARE LIMITED LIABILITY COMPANY

Background

DFW Design Criteria require landscaping and irrigation in International Commerce Park. Landscaping and irrigation along the roadway, between the street and the tenant lease line, are the responsibility of DFW. Landscaping and irrigation within the lease area are the responsibility of the tenant.

An approximately 13.63 acre site was leased to LIT-RPC Trade Center VIII, LLC, generating initial annual ground rent of approximately $189,991. The site fronts on Regent Boulevard and was leased before installation of landscaping and irrigation along the roadways by DFW. It was determined that construction of the facility by the tenant would substantially damage landscaping and irrigation installed by DFW.

Approval by the Board of the proposed action will allow the tenant’s contractor to install DFW and Tenant landscaping and irrigation simultaneously. The landscape areas are adjacent to each other. The proposed action will eliminate damage to the landscaping and irrigation if separate contractors were used. The reimbursement is not to exceed $55,033.24.

M/WBE Information

LIT-RPC Trade Center VIII, LLC has met with the Business Diversity & Development Department and agreed to achieve 20% M/WBE participation in the development of the warehouse facility.

Funding Source

Financing is provided from Fund 303 Project 26111-02, in the amount of $44,026.59 (80%), and $11,006.65 (20%) from DFWCA-JRB.
Concessions/Commercial Development

Action
DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD
OFFICIAL BOARD ACTION/RESOLUTION

Date
04/07/2016
Committee
Concessions/Commercial Development
Subject
Multilingual Concierge Program
Resolution #

Action
That the Chief Executive Officer or designee be authorized to execute Contract No. 8005044, for Multilingual Concierge Program, with EAB Marketing Corp. DBA The Barber Shop Marketing, of Dallas, Texas, in an amount not to exceed $736,692.75, for the initial one-year term of the Contract, with options to renew for four additional one-year periods.

Description
• Award a Contract for a Multilingual Concierge Program for the Airport's Marketing Services and Customer Experience Departments.

Justification
• This is a replacement Contract that will provide onsite multilingual and English speaking concierges at strategic points in Terminal D to assist customers as they navigate through the Airport.
• Travelers from China and Brazil, in particular, have shown a high propensity to spend at airports but are challenged by the English language.
• DFW is experiencing a high amount of construction in Terminal D in order to refresh the shops, restaurants and services the Airport offers its customers in this terminal. Concierges can assist customers with general wayfinding and provide information on existing quality shops, dining options and services during the construction.

D/S/M/WBE Information
• In accordance with the Board's SBE Program, no SBE goal was set for this Contract due to the limited availability of SBE firms that perform this service.
• The Barber Shop Marketing is a certified Small Business Enterprise, (WF-C); therefore their self-performance will be counted towards the Board's overall SBE Program goals.

Schedule/Term
• Start Date: May 2016
• Contract Term: One year, with four one-year renewal options

<table>
<thead>
<tr>
<th>Contract #</th>
<th>Agreement #</th>
<th>Purchase Order #</th>
<th>Action Amount</th>
<th>Revised Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>8005044</td>
<td></td>
<td></td>
<td>NTE $736,692.75</td>
<td>$0</td>
</tr>
</tbody>
</table>

For Information contact
Sharon McCloskey
3-4620
Shannon Hamilton
3-5620

Fund
Project #
External Funding Source
Amount
0102

$736,692.75
Three (3) Proposals, including two (2) from a SBE firms, were received on or before the due date of February 23, 2016:

- EAB Marketing Corp. DBA The Barber Shop Marketing, of Dallas, Texas, SBE-Certified with Women’s Business Enterprise National Council.
- Catholic Charities Diocese of Fort Worth Inc. dba Translation & Interpretation, Inc., of Fort Worth, Texas
- MNK Infotech, Inc. of Irving, Texas, MBE-Certified with NCTRCA and State of Texas HUB.

The Evaluation Team, consisting of representatives from the Airport’s Marketing Services, Customer Experience, International Marketing and Public Relations, Cargo Services, and Business Diversity and Development Departments, recommends that the Contract be awarded to The Barber Shop Marketing, of Dallas, Texas.

The company recommended for award is the incumbent contractor.

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to execute Contract No. 8005044, for Multilingual Concierge Program, with EAB Marketing Corp. DBA The Barber Shop Marketing, of Dallas, Texas, in an amount not to exceed $736,692.75, for the initial one-year term of the Contract, with options to renew for four additional one-year periods.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Mar 24, 2016 2:52 pm

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
Mar 24, 2016 3:55 pm

Approved as to M/WBE by
Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Mar 24, 2016 10:53 am

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head
Marketing Services
Mar 23, 2016 9:13 am

Pending

Chief Executive Officer
Date
Date: 04/07/2016  
Committee: Concessions/Commercial Development  
Subject: Vehicle Graphics  
Resolution #:  

**Action**
That the Chief Executive Officer or designee be authorized to execute Contract No. 7006216, for Vehicle Graphics, with Synergy Signs & Services LLC of Fort Worth, Texas, in an amount not to exceed $1,219,002.00, for the initial one-year term of the Contract, with options to renew for four additional one-year periods.

**Description**
- Awards a Contract for Vehicle Graphics for the Airport's Marketing Services Department.

**Justification**
- This is a replacement Contract that will provide for the annual supply of vehicle graphics for fleet vehicles in support of the operations and maintenance of the Dallas Fort Worth International Airport.
- Under this Contract, the vendor will produce and install complete graphics packages for nearly 400 vehicles, including vehicles for Parking, Department of Public Safety, Customer Experience, and Energy, Transportation, and Asset Management Departments. These vehicles will be updated with the new brand.
- The award amount is less than the evaluated amount based on reduction of estimates for repair panels and full graphic wraps on Terminal Link vehicles, which have already been completed. The renewal amounts will be less than the initial one-year term.

**D/S/M/WBE Information**
- In accordance with the Board's SBE Program, the SBE goal for this contract is 20%.
- Synergy Signs & Services LLC has committed to achieving a minimum of 35% SBE participation utilization through self-performance, (WF-C).

**Schedule/Term**
- Start Date: April 2016  
- Contract Term: One year, with four one-year renewal options

<table>
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<tr>
<th>Contract #</th>
<th>Agreement #</th>
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<td>7006216</td>
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<td>NTE $1,219,002.00</td>
<td>$0</td>
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</tbody>
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**For Information contact**
- Sharon McCloskey  
  3-4620  
- Kay Foster  
  3-5616

**Fund**  
0102

**Project #**  

**External Funding Source**  

**Amount**  
$1,219,002.00
Additional Information

- Six (6) Bids, including one (1) from a SBE firm, were received on or before the due date of March 8, 2016.

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<th>Evaluated Bid Amount</th>
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<tr>
<td>Synergy Signs and Services LLC N1</td>
<td>$1,729,792.00</td>
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<tr>
<td>Fort Worth, Texas</td>
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<tr>
<td>The Vomela Companies/Vomela Specialty Company</td>
<td>$1,998,924.65</td>
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<td>St. Paul, Minnesota</td>
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<td>Graphix in Motion Inc. dba BusGraphix.com</td>
<td>$2,131,931.39</td>
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<td>Endagraph, Inc.</td>
<td>$2,248,237.00</td>
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<td>Export, Pennsylvania</td>
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<td>Signature Graphics, Inc.</td>
<td>$2,275,660.00</td>
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<td>Porter, Indiana</td>
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<tr>
<td>Digital Color Print</td>
<td>Non-Responsive</td>
</tr>
<tr>
<td>Garland, Texas</td>
<td></td>
</tr>
</tbody>
</table>

- Synergy Signs & Services LLC, of Fort Worth, Texas, is the lowest responsive, responsible Bidder.
- The company recommended for award is a new contractor for these products and services. The incumbent contractor is The Vomela Companies/Vomela Specialty Company.

Additional Attachments: N

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to execute Contract No. 7006216, for Vehicle Graphics, with Synergy Signs & Services LLC of Fort Worth, Texas, in an amount not to exceed $1,219,002.00, for the initial one-year term of the Contract, with options to renew for four additional one-year periods.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Mar 24, 2016 2:52 pm

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
Mar 24, 2016 3:55 pm

Approved as to M/WBE by
Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Mar 24, 2016 2:18 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Department Head
Marketing Services
Mar 23, 2016 1:58 pm

Chad McCloskey
Chief Executive Officer
Pending
Date
DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD
OFFICIAL BOARD ACTION/RESOLUTION

Date  
04/07/2016

Committee  
Concessions/Commercial Development

Subject  
Ground lease agreement with DFW Logistics - Metro 1, LLC, for approximately 12.9 acres in Grapevine

Resolution #

Action  
That the Chief Executive Officer or designee be authorized to execute a Lease Agreement with DFW Logistics - Metro 1, LLC, a Texas limited liability company, ("Tenant") for approximately 12.9 acres of land.

Description

- Enter into a ground lease on approximately 12.9 acres in Grapevine (the "Premises") for development of distribution, warehouse, office, assembly and operations incidental thereto located in Grapevine, Texas for a term of 40 years.
- The single building facility is to contain a total of approximately 158,460 S.F of space.
- Execution of lease contemplated in this OBA is contingent on (i) finalizing lease terms and (ii) obtaining National Environmental Policy Act (NEPA) permit from Federal Aviation Administration (FAA).

Justification

- The development of this facility will generate initial rent income of approximately $210,720 per year.
- Strategy Plan Benefits:
  - Assists with development of land on DFW Airport in support of Board's Land Use Plan.
  - Encourages non-core business developments consistent with the Board policies.
  - Increases non-airline revenues and supports trade within the Dallas/ Fort Worth region.
- Board will reimburse DFW Logistics - Metro 1, LLC, through a separate Reimbursement Agreement, for actual costs incurred to construct Board Improvements including mass grading, site preparation, removal of abandoned utilities and relocation of an "in-service" Atmos line on site. Reimbursement to the Tenant shall not exceed $785,000. The reimbursement will be paid not more than monthly with receipt of paid invoices. Details of the Reimbursement Agreement are elaborated in a separate OBA request titled "Reimbursement Agreement with DFW Logistics - Metro 1, LLC".
- These Board improvements are designed to benefit two other concurrent leases (DFW Logistics - Metro 2, LLC and DFW Logistics - Metro 3, LLC). The payback on the investment towards these three industrial developments will be approximately 2 years. The Internal Rate of Return is fifty one and one tenths (51.1%) percent.

D/S/M/WBE Information

- DFW Logistics - Metro 1, LLC has committed to achieving 30% M/WBE participation in the design and construction of the facilities associated with this ground lease.

<table>
<thead>
<tr>
<th>Contract #</th>
<th>Agreement #</th>
<th>Purchase Order #</th>
<th>Action Amount</th>
<th>Revised Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td>$0</td>
<td>$0</td>
</tr>
</tbody>
</table>

For Information contact  
John Terrell  
3-4655

Fund  
Project #  
External Funding Source  
Amount

$0
Schedule/Term

- 40 years.

Funding:

- No impact on O&M Budget is anticipated.

Additional Information:

- Initial ground rent is 10% per year of value of land, or $0.375/S.F. on a value of $3.75/S.F. Initial ground rent is approximately $17,560/month or $210,720/year.
- The lease contains ground rent escalations throughout the 40 year term. Ground rent escalations occur every five (5) years at a rate of 3% per year compounded annually for the first 20 years. After 20 years, the land will be appraised and ground rent reestablished based upon the new appraised value. Ground rent will increase with CPI (Consumer Price Index) after years 25, 30, 35.

Detailed Information Sheet:

- See attached.

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to execute a Lease Agreement with DFW Logistics - Metro 1, LLC, a Texas limited liability company, ("Tenant") for approximately 12.9 acres of land.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Mar 24, 2016 2:53 pm

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
Mar 23, 2016 5:44 pm

Approved as to M/WBE by
Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Mar 23, 2016 8:18 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Department Head
Commercial Development
Mar 23, 2016 2:35 pm

Pending
Chief Executive Officer Date
DFW Logistics – Metro 1, 2, 3
Location Map
DFW Logistics – Metro 1, 2, 3
Board Funded Improvements

Area to be Mass Graded (approx. 24 acres)

Removal of abandoned gas and water lines

Realignment of 8” Atmos Gas line at this location
DFW Logistics – Metro 1, LLC is 100% owned by Steven Bradford. Mr. Bradford is the development principal responsible for the successful DFW Global Logistics I and II projects. Mr. Bradford is a former Partner at Trammell Crow Company (15 years) and has worked in partnership with Bandera Ventures on other airport development projects. Mr. Bradford has in excess of 20 years of commercial real estate experience.

Mr. Bradford was Founder and Managing Director of Trammell Crow Company’s National Initiative for Airport Development. Under Mr. Bradford’s leadership and fifteen year tenure at Trammell Crow Company, the Airport Initiative developed in excess of 11,000,000 S.F. of industrial and office space at major international airports throughout North America including the following projects at Dallas/Fort Worth International Airport:

DFW Air CargoCentre I (1997)
DFW Air CargoCentre II (2000)
DFW Air CargoCentre III (2005)
DFW AirFreight & LogisticsCentre 1 (2005)
DFW AirFreight & LogisticsCentre 2 (2005)
DFW AirFreight & LogisticsCentre 3 (2005)

DFW Logistics – Metro 1, LLC, a Texas limited liability company, requests to lease approximately 12.9 acres of land for the development of approximately 158,460 S.F. of buildings.

This 40-year ground lease with DFW Logistics – Metro 1, LLC supports the Strategic Imperatives by increasing non-airline revenues, and increasing the economic benefits that Dallas and Fort Worth receive from concurrent commercial development.

This proposed lease of land will generate initial ground rent income of approximately $210,720 per year ($17,560 per month) for the approximately 12.9 acre lease premises, which represents 10% per year of appraised value of $3.75 per square foot on the premises or $0.375 per square foot. The appraisal of the lease premises used to establish the ground rent was performed by Integra Realty, Fort Worth, Texas, in January, 2016.

The ground rental will be increased every five years at a rate of 3% per year compounded annually for the first 20 years totaling 56% increase over this period of time. After 20 years, the lease premises will be appraised and ground rent re-
established based upon 10% of the new appraised value. Ground rent will thereafter increase with the CPI (Consumer Price Index) after years 25, 30, and 35.

Upon construction, the facility will become property of DFW Airport to be occupied by DFW Logistics – Metro 1, LLC under the leasehold estate created by the ground lease. Upon expiration or termination of this 40 year lease, the possession and control of the facility will belong to DFW Airport. At that time, the facility can be available for DFW Airport to refurbish, if necessary, and then lease thereby generating facility rent in addition to ground rent. The cost to construct the initial new facilities containing approximately 158,460 S.F. is approximately $7.2 million.
**DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD**  
**OFFICIAL BOARD ACTION/RESOLUTION**

<table>
<thead>
<tr>
<th>Date</th>
<th>Committee</th>
<th>Subject</th>
<th>Resolution #</th>
</tr>
</thead>
<tbody>
<tr>
<td>04/07/2016</td>
<td>Concessions/Commercial Development</td>
<td>Ground Lease agreement with DFW Logistics - Metro 2, LLC, for approximately 9.65 acres in Grapevine</td>
<td></td>
</tr>
</tbody>
</table>

**Action**

That the Chief Executive Officer or designee be authorized to execute a Lease Agreement with DFW Logistics - Metro 2, LLC, a Texas limited liability company, ("Tenant") for approximately 9.65 acres of land.

**Description**

- Enter into a ground lease on approximately 9.65 acres in Grapevine (the "Premises") for development of distribution, warehouse, office, assembly and operations incidental thereto located in Grapevine, Texas for a term of 40 years.
- This single building facility is to contain a total of approximately 122,000 S.F. of space.
- Execution of lease contemplated in this OBA is contingent on (i) finalizing lease terms and (ii) obtaining National Environmental Policy Act (NEPA) permit from Federal Aviation Administration (FAA).

**Justification**

- The development of this facility will generate initial rent income of approximately $157,630 per year.
- Strategic Plan Benefits:
  - Assists with development of land on DFW Airport in support of Board's Land Use Plan.
  - Encourages non-core business developments consistent with the Board policies.
  - Increases non-airline revenues and supports trade within the Dallas/ Fort Worth region.

**D/S/M/WBE Information**

- DFW Logistics - Metro 2, LLC has committed to achieving 30% M/WBE participation in the design and construction of the facilities associated with this ground lease.

**Schedule/Term**

40 Years

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<th>Contract #</th>
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<th>Purchase Order #</th>
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</tbody>
</table>

**For Information contact**

John Terrell  
3-4655
**Funding:** No impact on O&M is anticipated.

**Additional Information:**

- Initial ground rent is 10% per year of value of land, or $0.375/S.F. on a value of $3.75/S.F. Initial ground rent is approximately $13,136/month or $157,630/year.
- The lease contains ground rent escalations throughout the 40 year term. Ground rent escalations occur every five (5) years at a rate of 3% per year compounded annually for the first 20 years. After 20 years, the land will be appraised and ground rent reestablished based upon the new appraised value. Ground rent will increase with CPI (Consumer Price Index) after years 25, 30 and 35.
DFW Logistics – Metro 1, 2, 3
Location Map
DFW Logistics – Metro 1, 2, 3
Board Funded Improvements

- **Area to be Mass Graded** (approx. 24 acres)
- **Removal of abandoned gas and water lines**
- **Realignment of 8” Atmos Gas line at this location**
DETAILED INFORMATION SHEET(S) FOR:

DFW Logistics – Metro 2, LLC
a Texas limited liability company

Project Summary and Justification

DFW Logistics – Metro 2, LLC is 100% owned by Steven Bradford. Mr. Bradford is the development principal responsible for the successful DFW Global Logistics I and II projects. Mr. Bradford is a former Partner at Trammell Crow Company (15 years) and has worked in partnership with Bandera Ventures on other airport development projects. Mr. Bradford has in excess of 20 years of commercial real estate experience.

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DFW Logistics – Metro 2, LLC, a Texas limited liability company, requests to lease approximately 9.65 acres of land for the development of approximately 122,000 S.F. of buildings.

This 40-year ground lease with DFW Logistics – Metro 2, LLC supports the Strategic Imperatives by increasing non-airline revenues, and increasing the economic benefits that Dallas and Fort Worth receive from concurrent commercial development.

This proposed lease of land will generate initial ground rent income of approximately $157,630 per year ($13,136 per month) for the approximately 9.65 acre lease premises, which represents 10% per year of appraised value of $3.75 per square foot on the premises or $0.375 per square foot. The appraisal of the lease premises used to establish the ground rent was performed by Integra Realty, Fort Worth, Texas, in January, 2016.

The ground rental will be increased every five years at a rate of 3% per year compounded annually for the first 20 years totaling 56% increase over this period of time. After 20 years, the lease premises will be appraised and ground rent re-
established based upon 10% of the new appraised value. Ground rent will thereafter increase with the CPI (Consumer Price Index) after years 25, 30, and 35.

Upon construction, the facility will become property of DFW Airport to be occupied by DFW Logistics – Metro 2, LLC under the leasehold estate created by the ground lease. Upon expiration or termination of this 40 year lease, the possession and control of the facility will belong to DFW Airport. At that time, the facility can be available for DFW Airport to refurbish, if necessary, and then lease thereby generating facility rent in addition to ground rent. The cost to construct the initial new facilities containing approximately 122,000 S.F. is approximately $5.5 million.
**DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD**  
**OFFICIAL BOARD ACTION/RESOLUTION**

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**Action**  
That the Chief Executive Officer or designee be authorized to execute a Lease Agreement with DFW Logistics - Metro 3, LLC, a Texas Limited Liability Company, ("Tenant") for approximately 5.7 acres of land.

**Description**
- Enter into a ground lease on approximately 5.7 acres in Grapevine (the "Premises") for development of distribution, warehouse, office, assembly and operations incidental thereto located in Grapevine, Texas for a term of 40 years.
- This single building facility is to contain a total of approximately 93,000 S.F. of space.
- Execution of lease contemplated in this OBA is contingent on (i) finalizing lease terms and (ii) obtaining National Environmental Policy Act (NEPA) permit from Federal Aviation Administration (FAA).

**Justification**
- The development of this facility will generate initial rent income of approximately $93,109 per year.
- Strategic Plan Benefits:
  - Assists with development of land on DFW Airport in support of Board's Land Use Plan.
  - Encourages non-core business developments consistent with the Board policies.
  - Increases non-airline revenues and supports trade within the Dallas/ Fort Worth region.

**D/S/M/WBE Information**
- DFW Logistics - Metro 3, LLC has committed to achieving 30% M/WBE participation in the design and construction of the facilities associated with this ground lease.

**Schedule/Term**  
40 years.

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For Information contact  
John Terrell  
3-4655

<table>
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<tr>
<th>Fund</th>
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<th>External Funding Source</th>
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<tbody>
<tr>
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</table>
Funding: No impact on O&M Budget is anticipated.

Additional Information:

- Initial ground rent is 10% per year of value of land, or $0.375/S.F. on a value of $3.75/S.F. Initial ground rent is approximately $7,760/month or $93,109/year.
- The lease contains ground rent escalations throughout the 40 year term. Ground rent escalations occur every five (5) years at a rate of 3% per year compounded annually for the first 20 years. After 20 years, the land will be appraised and ground rent reestablished upon the new appraised value. Ground rent will increase with CPI (Consumer Price Index) after years 25, 30 and 35.

Detailed Information:
See attached.

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to execute a Lease Agreement with DFW Logistics - Metro 3, LLC, a Texas Limited Liability Company, ("Tenant") for approximately 5.7 acres of land.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Mar 24, 2016 2:55 pm

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
Mar 23, 2016 5:44 pm

Approved as to M/WBE by
Lee, Tamela
Vice President Business Diversity
and Development
Business Diversity and
Development
Mar 23, 2016 8:18 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Department Head
Commercial Development
Mar 23, 2016 2:35 pm

Pending
Chief Executive Officer
Date
DFW Logistics – Metro 1, 2, 3
Location Map
DFW Logistics – Metro 1, 2, 3
Board Funded Improvements

Area to be Mass Graded (approx. 24 acres)

Removal of abandoned gas and water lines

Realignment of 8” Atmos Gas line at this location
DETAILLED INFORMATION SHEET(S) FOR:

DFW Logistics – Metro 3, LLC
a Texas limited liability company

Project Summary and Justification

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Date: 04/07/2016
Committee: Concessions/Commercial Development
Subject: Reimbursement Agreement with DFW Logistics - Metro 1, LLC
Resolution #

Action
That the Chief Executive Officer or designee be authorized to execute a Reimbursement Agreement with DFW Logistics - Metro 1, LLC, (“Tenant”) for an amount not to exceed $785,000.00.

Description

• Three separate Official Board Actions are being requested at the April 7th Board Meeting to authorize DFW Airport to lease approximately 12.9 acres to DFW Logistics - Metro 1, LLC, approximately 9.65 acres to DFW Logistics - Metro 2, LLC, and approximately 5.7 acres to DFW Logistics - Metro 3, LLC.

• The subject Reimbursement Agreement associated with the above mentioned leases reference Board Improvements to be designed and constructed by the Tenant DFW Logistics - Metro 1, LLC and reimbursed by DFW. These Board Improvements will support the development of the following three developments at the Airport.
  ♦ DFW Logistics - Metro 1, LLC (12.9 acres)
  ♦ DFW Logistics - Metro 2, LLC (9.65 acres)
  ♦ DFW Logistics - Metro 3, LLC (5.7 acres)

• In order to execute the above mentioned leases their sites will have to be mass graded; existing abandoned utilities on site will need to be removed and an existing “in-service” Atmos line will need to be relocated.

Justification

• To DFW Logistics - Metro 1,2,3 planned for these sites will be excellent long term assets that provide an ideal fit for Freight Forwarders and Cargo Logistics Providers benefiting from close proximity to the DFW Air Cargo areas.

• Helps Commercial Development contribute to DFW Airport’s strategic plan of staying cost competitive and increasing non-airline revenues.

• The payback on the investment benefiting the three industrial leases will be approximately 2 years. The Internal Rate of Return is fifty one and one tenths (51.1%) percent.

D/S/M/WBE Information

• The 30% M/WBE commitment applicable to the design and construction of the three facilities noted above is also applicable to the site improvements needed to support the development of the three facilities noted above and this reimbursement agreement.

<table>
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<tr>
<th>Contract #</th>
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<td>NTE</td>
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<td>$785,000.00</td>
<td>$0</td>
</tr>
</tbody>
</table>

For Information contact
John Terrell
3-4655

Fund: DFW Capital Acct.
Project #: 26553-01
External Funding Source: $785,000.00
Schedule/Term

- Tenant is to complete the work within twelve (12) months from start of construction.

Financial Analysis:

- Reimbursement Amt. = $785,000
- Annual Rent from three leases = $461,459
- Net Present Value of Investment = $6,864,209
- Internal Rate of Return = 51.1%
- Project Payback = 2 years

Additional Attachments: Y

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to execute a Reimbursement Agreement with DFW Logistics - Metro 1, LLC, ("Tenant") for an amount not to exceed $785,000.00.

Approved as to Form by

Rodriguez, Elaine
Legal Counsel
Mar 24, 2016 2:55 pm

Approved as to Funding by

Underwood, Max
Vice President Finance
Mar 23, 2016 5:45 pm

Approved as to M/WBE by

Lee, Tamela
Vice President Business Diversity and Development
Mar 24, 2016 2:19 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head
Commercial Development
Mar 23, 2016 2:35 pm

Pending

Chief Executive Officer

Date
DFW Logistics – Metro 1, 2, 3
Location Map
DFW Logistics – Metro 1, 2, 3
Board Funded Improvements

Area to be Mass Graded (approx. 24 acres)

Removal of abandoned gas and water lines

Realignment of 8” Atmos Gas line at this location
Concessions/Commercial Development

Discussion
Clear Channel Airports of Texas Joint Venture, A Texas General Partnership d/b/a Clear Channel Airports was issued Permit Number 009992 to install an attended advertising display near Gate A21 for the promotion of the Citi AAdvantage Credit Card. Permittee shall pay a Concession Fee of $29,981.25. The term of this Permit is January 4, 2016 to April 3, 2016.

Clear Channel Airports of Texas Joint Venture, A Texas General Partnership d/b/a Clear Channel Airports was issued Permit Number 009996 to install a wall wrap to promote Prudential near Gate A10. Permittee shall pay a Concession Fee of $207,562.50. The term of this Permit is March 7, 2016 to December 11, 2016.

Coca-Cola Company, by and through Coca-Cola North America, and Coca-Cola Refreshments USA, Inc. was issued Permit Number 010003 to install non-alcoholic beverage dispensing equipment and bottled beverage coolers within certain locations scheduled to open prior to the final execution of the long-term Agreement. The effective date of the Permit is February 17, 2016 and expires upon execution of the aforementioned Agreement.

Coca-Cola Company, by and through Coca-Cola North America, and Coca-Cola Refreshments USA, Inc. was issued Permit Number 010019 to install non-alcoholic beverage dispensing equipment and bottled beverage coolers within certain locations scheduled to open prior to the final execution of the long-term Agreement. Permittee will pay a Concession Fee of forty four percent (44%) of gross receipts on vending machines. The effective date of the Permit is February 17, 2016 and expires upon execution of the aforementioned Agreement.
### Item For Discussion
Commercial Development short-term license renewal with the Institute for the Study of Earth and Man (ISEM).

### Description
- License renewal with the Institute for the Study of Earth and Man (ISEM) at Southern Methodist University for the visible examination of the geology and manual excavation of exposed fossils within rock formations within Designed Operating Areas at Dallas Fort Worth International Airport.
- The license is for one year term, set to expire March 27, 2017.

### Justification
- For the purpose of paleontological and geological education, research, and environmental outreach.
- All excavated fossils, artifacts, and other significant earth-related scientific discoveries made by Licensee shall remain the property of the Board.
Full Board

Action
Date: 04/07/2016  
Committee: Full Board  
Subject: Termination of Goodfellow's Shoeshine Concession Contract

Action
That the Chief Executive Officer or designee be authorized to terminate Lease Number 008367 with S.L.B. Inc. dba Goodfellows Shoeshine for default under the Lease due to its failure to remain open and staffed for business during required business hours.

Description

- This action will authorize the CEO or designee to terminate the subject contract based on the concessionaire's default.

Justification

- This lease commenced May 1, 2012, and has a 5-year term ending May 1, 2017. The lease gives the Airport Board the right to extend the term an additional 5 years if certain performance standards are met, including among other things responsiveness to compliance issues as it relates to the contract and store operations.
- The lease obligates the concessionaire to open at least one hour prior to the scheduled departure of the first flight originating from a holdroom area within three gates either side of the entrance of such location, and to remain open for customers until the last departure in the evening from such holdroom areas. In Terminal D, the operating hours are 5:30 a.m. to 10:00 p.m. daily.
- The Airport Concessions Department has documented repeated instances of shoeshine stations being unstaffed and unavailable to conduct business during business hours. The concessionaire was advised in writing that continued failure to meet this obligation would eventually result in termination, but there has been no improvement.

D/S/M/WBE Information

- S.L.B. Inc. dba Goodfellows Shoeshine is a certified ACDBE firm (100%: WF-C).

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<tr>
<th>Contract #</th>
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Fund | Project # | External Funding Source | Amount
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BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to terminate Lease Number 008367 with S.L.B. Inc. dba Goodfellows Shoeshine for default under the Lease due to its failure to remain open and staffed for business during required business hours.

Approved as to Form by

Rodriguez, Elaine
Legal Counsel
Mar 24, 2016 2:57 pm

Approved as to Funding by

Underwood, Max
Vice President Finance
Finance
Mar 24, 2016 3:52 pm

Approved as to M/WBE by

Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Mar 24, 2016 10:50 am

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head
Mar 23, 2016 1:30 pm

Chief Executive Officer
Date