AGENDA
OPERATIONS COMMITTEE MEETING
Tuesday, August 2, 2016
12:30 p.m.

OPERATIONS COMMITTEE

1. Approve Minutes of the Operations Committee Meeting of June 28, 2016.

Consent Items for Consideration

A. Black
2. Approve execution of Purchase Order No. 272044, for Security Booths, with Associated Time & Parking Controls, of Dallas, Texas, in the amount of $95,610.00.


4. Approve ratification of Purchase Order No. 272032, for Police Equipment, to Atlantic Diving Supply, Inc. DBA ADS, Inc., of Virginia Beach, Virginia, in the amount of $137,344.36.

R. Hodapp
5. Approve execution of Contract No. 7006370, for the Deicing Control System Rehabilitation Project, with Prime Controls, LP, of Lewisville, Texas, in an amount not to exceed $149,100.00, for the two year Contract term.

6. Approve execution of Contract No. 7006378, for Chilled Water System Chemicals, to Chemtrade Chemicals US LLC, of Parsippany, New Jersey, in an amount not to exceed $214,550.00, for the one year term on the Contract, with options to renew for four additional one-year periods.

N. Smith
7. Approve ratification of Contract No. 7006365, for Emergency Storm Sewer Repairs on the Air Operations Area, with Ace Pipe Cleaning, Inc., of Kansas City, Missouri, in an amount not to exceed $182,600.00, for a contract term of three months.

Action Items for Consideration

R. Hodapp
8. Approve execution of Contract No. 7006371, to Refurbish Terminal D Vestibules and Terminals A, B, C, D and E Skylink Station Mats, with Corporate Floors, Inc., of Grapevine, Texas, in an amount not to exceed $290,000.00, for the two month term of the Contract.
9. Approve execution of Contract No. 7006346, for Boiler Water System Maintenance, with Ultrapure & Industrial Service, LLC, of Dallas, Texas, in an amount not to exceed $305,145.23, for the initial three year term of the Contract, with options to renew for two additional one-year periods.

10. Approve execution of Contract No. 7006345, for Vent/Hood Cleaning Services, to Guardian Power Cleaning of Dallas, Inc. of Dallas, Texas, in an amount not to exceed $3,189,033.62, for the initial three-year term of the contract, with options to renew for two additional one-year terms.

11. Approve execution of Contract No. 7006343, for Airport Wide Terrazzo Floor Services, to Corporate Floors, Inc., of Grapevine, Texas, in an amount not to exceed $4,208,118.00, for the initial three-year term of the contract, with options to renew for two additional one-year terms.

Terminal Renewal and Improvement Program Action Items for Consideration

N. Smith 12. Approve execution of Contract No. 8005087, for Central Monitoring Facility Relocation Services, with Morpho Detection, LLC, of Newark, California, for an amount not to exceed $523,317.00.

13. Approve execution of additional renewals, extensions, and an increase to Management Services Contract No. 8500300, with Paslay Management Group, LP, of Fort Worth, Texas, in an amount not to exceed $4,700,000.00 for a two year term, for a revised contract amount not to exceed $15,525,000.00.

14. Approve execution of additional renewals, extensions, and an increase to Program Management Implementation Services Contract No. 8500289, with Freese and Nichols, Inc., of Fort Worth, Texas, in an amount not to exceed $6,500,000.00, for a two year term, for a revised Contract amount not to exceed $80,853,669.00.

Discussion Items

N. Smith 15. Construction and Professional Services Contract Increase(s) approved by Authorized Staff.

16. Decrease(s)/increase(s) in Scope of Work approved by Authorized Staff.
Date: 08/04/2016
Committee: Operations
Subject: Security Booths
Resolution 

**Action**
That the Chief Executive Officer or designee be authorized to execute Purchase Order No. 272044, for Security Booths, with Associated Time & Parking Controls, of Dallas, Texas, in the amount of $95,610.00.

**Description**
- Purchase two security booths for the Airport's Department of Public Safety, Security Services Division.

**Justification**
- The security booths will replace the existing booths located at the West and South West Freight Area's.
- The existing security booths are aging and nearing the end of life.

**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**
- Purchase Date: August 2016
- Delivery Date: December 2016

<table>
<thead>
<tr>
<th>Contract #</th>
<th>Agreement #</th>
<th>Purchase Order #</th>
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<tbody>
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<td>272044</td>
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For Information contact
Alan Black 3-3500

<table>
<thead>
<tr>
<th>Fund</th>
<th>Project #</th>
<th>External Funding Source</th>
<th>Amount</th>
</tr>
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<tbody>
<tr>
<td>0102</td>
<td></td>
<td></td>
<td>$95,610.00</td>
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</table>
Additional Information

- One (1) Bid, not from a SBE firm, was received on or before the due date of July 7, 2016.
- Associated Time & Parking Controls, of Dallas, Texas, is the only responsive, responsible Bidder.

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to execute Purchase Order No. 272044, for Security Booths, with Associated Time & Parking Controls, of Dallas, Texas, in the amount of $95,610.00.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Jul 21, 2016 2:47 pm

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
Jul 21, 2016 3:41 pm

Approved as to M/WBE by
Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Jul 21, 2016 2:20 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Charleo Cirrincione
Department Head
Public Safety
Jul 20, 2016 2:47 pm

Chief Executive Officer
Date
Date: 08/04/2016

Committee: Operations

Subject: Consulting Services for Continuity of Operations Plans

Resolution #

Action
That the Chief Executive Officer or designee be authorized to execute Contract No. 8005080, for Consulting Services for Continuity of Operations Plans, with Adjusters International, Inc., of Utica, New York, in an amount not to exceed $99,840.00, for a ten month term.

Description
  • Award a Contract for Consulting Services for the Airport's Department of Public Safety.

Justification
  • This Contract is for consulting services for Continuity of Operations Plans (COOP) that will support Airport critical infrastructure and defined dependent capabilities, enabling increased efficiency in prioritizing and restoring services that are fundamental to flight and customer care.
  • The process of planning for continuity of airport operations will enable the airport to more clearly identify and address those areas most vulnerable to disruption, thereby limiting the duration and scope of disruptions.
  • The Emergency Operations Center (EOC) has been activated 47 times this calendar year to enable the management of disruptions to airport and airline customers' operations, thus demonstrating the necessity of a robust COOP program.

D/S/M/WBE Information
  • In accordance with the Board's SBE Program, the SBE goal for this contract is 10%.
  • Adjusters International, Inc. has committed to achieving 14% SBE participation utilizing TransSolutions, LLC, (WF-C).

Schedule/Term
  • Start Date: September 2016
  • Contract Term: Ten Months

Contract # Agreement # Purchase Order # Action Amount Revised Amount
8005080 NTE $99,840.00 $0

For Information contact
Alan Black 3-3500

Fund Project # External Funding Source Amount
0340 26534-01 $99,840.00
Additional Information

- Four (4) proposals, none from a D/M/WBE firm, were received on or before the due date of June 20, 2016:
  - Continuity Operations Group, LLC, of McLean, Virginia
  - Plexos Group, LLC, of Baton Rouge, Louisiana
  - Tetra Tech, Inc., of Maitland, Florida
  - Adjusters International, Inc., of Utica, New York
- Continuity Operations Group, LLC, of McLean, Virginia and Plexos Group, LLC, of Baton Rouge, Louisiana were deemed non-responsive with the Small Business Enterprise (SBE) Program and Provisions outlined in the request for proposal.
- The Evaluation Committee, consisting of representatives from the Public Safety, Risk Management, Information Technology Services, and Business Diversity and Development Departments, recommends the Contract be awarded to Adjusters International, Inc. of Utica, New York.

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to execute Contract No. 8005080, for Consulting Services for Continuity of Operations Plans, with Adjusters International, Inc., of Utica, New York, in an amount not to exceed $99,840.00, for a ten month term.

Approved as to Form by

Rodriguez, Elaine
Legal Counsel
Jul 21, 2016 2:48 pm

Approved as to Funding by

Underwood, Max
Vice President Finance
Finance
Jul 21, 2016 3:47 pm

Approved as to M/WBE by

Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Jul 21, 2016 2:21 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Charlese Cunningham
Department Head
Public Safety
Jul 20, 2016 2:47 pm

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

**Date**
08/04/2016

**Committee**
Operations

**Subject**
Police Equipment

**Resolution #**

### Action
That the Airport Board ratifies Purchase Order No. 272032, for Police Equipment, to Atlantic Diving Supply, Inc. DBA ADS, Inc., of Virginia Beach, Virginia, in the amount of $137,344.36.

### Description
- Ratify the purchase of four Bomb Technician Suits for the Airport's Explosive Ordinance Disposal (EOD) Technicians of the Department of Public Safety.

### Justification
- Current bomb suits reached end of life and were no longer useable so purchase had to be expedited.
- Standardized Personal Protection Equipment used for clearing suspected hazardous devices
- Provides EOD Operators protection against the four main blasts threats: overpressure, fragmentation, impact, and heat

### 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
- Purchase Date: August 2016
- Delivery Date: September 2016

<table>
<thead>
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<th>Contract #</th>
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<td>272032</td>
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<td></td>
<td>$137,344.36</td>
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For Information contact

<table>
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<th>External Funding Source</th>
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</thead>
<tbody>
<tr>
<td>0102</td>
<td></td>
<td></td>
<td>$137,344.36</td>
</tr>
</tbody>
</table>
Additional Information

- One (1) bid, not from an SBE firm, was received on or before the due date of July 6, 2016.
- Atlantic Diving Supply, Inc. DBA ADS, Inc., of Virginia Beach, Virginia, is the only responsive, responsible Bidder.
- The purchase was issued under the safety and security exemption.

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Airport Board ratifies Purchase Order No. 272032, for Police Equipment, to Atlantic Diving Supply, Inc. DBA ADS, Inc., of Virginia Beach, Virginia, in the amount of $137,344.36.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Jul 21, 2016 2:49 pm

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
Jul 21, 2016 3:48 pm

Approved as to M/WBE by
Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Jul 21, 2016 2:21 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Department Head
Public Safety
Jul 20, 2016 2:45 pm

Chief Executive Officer

Pending
Date
<table>
<thead>
<tr>
<th>Date</th>
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<th>Subject</th>
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<tr>
<td>08/04/2016</td>
<td>Operations</td>
<td>Deicing Control System</td>
<td></td>
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</table>

**Action**
That the Chief Executive Officer or designee be authorized to execute Contract No. 7006370, for the Deicing Control System Rehabilitation Project, with Prime Controls, LP, of Lewisville, Texas, in an amount not to exceed $149,100.00, for the two year Contract term.

**Description**
- Award a Contract for Deicing Control System Rehabilitation Project for the Airport's Energy, Transportation and Asset Management Department.
- The Contract will replace the Programmable Logic Controls (PLC) in the Airport's nine deicing collection control systems.

**Justification**
- This Contract replaces obsolete Programmable Logic Controls (PLCs) at all deicing sites
- Interfaces with Energy Plaza's control network to maintain a fully integrated monitoring and control system.
- The new PLCs are compatible with the existing potable water, reclaimed water and waste water system control architecture.

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

**Schedule/Term**
- Start Date: August 2016
- Contract Term: Two years

<table>
<thead>
<tr>
<th>Contract #</th>
<th>Agreement #</th>
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<td>NTE</td>
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**For Information contact**
- Rusty Hodapp
- 3-3670

<table>
<thead>
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<th>Fund</th>
<th>Project #</th>
<th>External Funding Source</th>
<th>Amount</th>
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<td>DFW Capital Acct</td>
<td>26539-01</td>
<td></td>
<td>$149,100.00</td>
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Six (6) Bids, including none from SBE firms, were received and opened on June 23, 2016.

<table>
<thead>
<tr>
<th>Bidder</th>
<th>Bid Amount</th>
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<tr>
<td>Prime Controls, LP</td>
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<tr>
<td>Lewisville, Texas</td>
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</tr>
<tr>
<td>Integrity Integration Resources</td>
<td>$171,587.00</td>
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<tr>
<td>Plano, Texas</td>
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</tr>
<tr>
<td>Principal Technology, Inc.</td>
<td>$182,000.00</td>
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<tr>
<td>Plano, Texas</td>
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<tr>
<td>Wunderlich-Alec Systems, Inc.</td>
<td>$222,164.00</td>
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<td>Addison, Texas</td>
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<td>JMR Technology, Inc.</td>
<td>$252,242.00</td>
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<tr>
<td>Arlington, Texas</td>
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<tr>
<td>Adaptive Resources</td>
<td>$459,500.00</td>
</tr>
<tr>
<td>Plano, Texas</td>
<td></td>
</tr>
</tbody>
</table>

Prime Controls, LP of Lewisville, Texas, is the lowest, responsive and responsible Bidder.

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to execute Contract No. 7006370, for the Deicing Control System Rehabilitation Project, with Prime Controls, LP, of Lewisville, Texas, in an amount not to exceed $149,100.00, for the two year Contract term.

Approved as to Form by

Rodriguez, Elaine
Legal Counsel
Jul 21, 2016 2:49 pm

Approved as to Funding by

Underwood, Max
Vice President Finance
Finance
Jul 21, 2016 3:48 pm

Approved as to M/WBE by

Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Jul 21, 2016 2:21 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head
Energy & Transportation Mgmt
Jul 20, 2016 4:08 pm

Chief Executive Officer
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>
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</thead>
<tbody>
<tr>
<td>08/04/2016</td>
<td>Operations</td>
<td>Chilled Water System Chemicals</td>
<td></td>
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</tbody>
</table>

**Action**
That the Chief Executive Officer or designee be authorized to execute Contract No. 7006378, for Chilled Water System Chemicals, to Chemtrade Chemicals US LLC, of Parsippany, New Jersey, in an amount not to exceed $214,550.00, for the one year term on the Contract, with options to renew for four additional one-year periods.

**Description**
- Award a Contract for Chilled Water System Chemicals for the Airport's Energy, Transportation, and Asset Management Department.

**Justification**
- Replaces an existing Contract which has been in place five years.
- The Airport's Energy Plaza utilizes a chemical mixture in its chilled water system to optimize the performance of the stratified thermal energy system.
- These chemicals inhibit corrosion and biological fouling of crucial production and distribution components.
- A change in chemicals has resulted in a twenty (20) percent decrease in cost.

**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: August 2016
- Contract Term: One-year with four one-year renewal options

<table>
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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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<td>NTE</td>
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<td>$0</td>
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**For Information contact**
- Rusty Hodapp
- 3-3670

<table>
<thead>
<tr>
<th>Fund</th>
<th>Project #</th>
<th>External Funding Source</th>
<th>Amount</th>
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<tbody>
<tr>
<td>0102</td>
<td></td>
<td></td>
<td>$214,550.00</td>
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</table>
Additional Information

- Four (4) Bids, one (1) from a SBE firm, were received and opened on July 6, 2016.

<table>
<thead>
<tr>
<th>Bidder</th>
<th>Bid Amount</th>
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<tbody>
<tr>
<td>Chemtrade Chemicals US LLC Parsippany, New Jersey</td>
<td>$214,550.00</td>
</tr>
<tr>
<td>Brenntag Southwest, Inc. Lancaster, Texas</td>
<td>$271,050.00</td>
</tr>
<tr>
<td>The Bargain Source N1 Garland, Texas</td>
<td>$307,500.00</td>
</tr>
<tr>
<td>GC3 Specialty Chemicals, Inc. Houston, Texas</td>
<td>$323,250.00</td>
</tr>
</tbody>
</table>

Note:
1. SBE-Certified with NCTRCA.

- Chemtrade Chemicals US LLC, of Parsippany, New Jersey, is the lowest responsive, responsible Bidder.

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. 7006378, for Chilled Water System Chemicals, to Chemtrade Chemicals US LLC, of Parsippany, New Jersey, in an amount not to exceed $214,550.00, for the one year term on the Contract, with options to renew for four additional one-year periods.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Jul 21, 2016 2:57 pm

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
Jul 21, 2016 3:50 pm

Approved as to M/WBE by
Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Jul 21, 2016 2:24 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Huddleston
Department Head
Energy & Transportation Mgmt
Jul 20, 2016 4:20 pm

Chief Executive Officer
Pending
Date
### Official Board Action/Resolution

**Date**: 08/04/2016  
**Committee**: Operations  
**Subject**: Emergency Storm Sewer Rehab on the AOA  
**Resolution #**:  

**Action**  
That the Airport Board ratifies Contract No. 7006365, for Emergency Storm Sewer Rehab in the Air Operations Area, with Ace Pipe Cleaning, Inc., of Kansas City, Missouri, in an amount not to exceed $182,600, for a term of three months.

**Description**  
- Ratify the execution of an emergency Contract prior to Board approval to provide emergency storm sewer rehab on the Air Operations Area (AOA) for the Airport's Design, Code and Construction Department.

**Justification**  
- It was necessary to expedite the execution of this Contract prior to Board approval because storm drain pipes at airfield locations next to or inside the taxiway safety areas have separated and/or failed causing soil erosion and creating holes in a critical areas of the airfield.  
- These infrastructure failures have resulted in the affected airfield pavement being closed to aviation traffic pursuant to applicable federal regulations.  
- An expedited remediation of the affected areas was necessary to restore operations in the airfield areas affected by the storm sewer failures.

**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 (Government Code Exemption).

**Schedule/Term**  
- Start Date: July 20, 2016  
- Contract Term: Three months

<table>
<thead>
<tr>
<th>Contract #</th>
<th>Agreement #</th>
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<td>NTE</td>
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<td>NTE $182,600.00</td>
<td>$0</td>
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</table>

**For Information contact**  
Nate Smith  
3-1891

**Fund**  
Joint Capital Acct

**Project #**  
26497-01

**External Funding Source**  
**Amount**  
$182,600.00
Additional Information

- This Contract is exempt from competitive bidding in accordance with Local Government Code 252.022, as it is necessary to protect the public health and safety.
- The selection of Ace Pipe Cleaning, Inc., was based on their previous experience at Airport runways, and their technology and expertise to make the repairs without having to shut down the runways and taxiways for an extended period of time.

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Airport Board ratifies Contract No. 7006365, for Emergency Storm Sewer Rehab in the Air Operations Area, with Ace Pipe Cleaning, Inc., of Kansas City, Missouri, in an amount not to exceed $182,600, for a term of three months.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Jul 21, 2016 2:59 pm

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
Jul 21, 2016 3:59 pm

Approved as to M/WBE by
Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Jul 21, 2016 3:31 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Department Head
Jul 20, 2016 4:54 pm

Chief Executive Officer
Date

Pending
Operations

Action
Date: 08/04/2016
Committee: Operations
Subject: Terminal D Vestibules and Skylink Station Mats
Resolution #

**Action**
That the Chief Executive Officer or designee be authorized to execute Contract No. 7006371, to Refurbish Terminal D Vestibules and Terminals A, B, C, D and E Skylink Station Mats, with Corporate Floors, Inc., of Grapevine, Texas, in an amount not to exceed $290,000.00, for the two month term of the Contract.

**Description**
- Award a Contract to Refurbish Terminal D Vestibules and Terminals A, B, C, D and E Skylink Station Mats for the Airport's Energy, Transportation and Asset Management Department.

**Justification**
- This Contract will replace forty (40) existing recessed aluminum mats at all Skylink Stations and twenty-one (21) at Terminal D entry vestibules.
- The existing mats are over ten years old and have reached the end of their useful life due to heavy pedestrian traffic.
- The embedded aluminum mats are not effective at removing moisture.
- The new recessed mats specifically design for high traffic areas will provide for an enhanced customer experience through improved function and appearance.

**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.
- Corporate Floors, Inc. is a certified Small Business Enterprise (HM-C); therefore their self-performance will be counted towards the Board's overall SBE Program goals.

**Schedule/Term**
- Start Date: August 2016
- Contract Term: Two months

<table>
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<tr>
<th>Contract #</th>
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<th>Action Amount</th>
<th>Revised Amount</th>
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<td>7006371</td>
<td>NTE</td>
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**For Information contact**
Rusty Hodapp 3-3670

Fund 0102  Project #  External Funding Source  Amount

$290,000.00
Additional Information

- One (1) Bid, including one (1) from a SBE firm, were received on July 11, 2016.
- Corporate Floors, Inc., of Grapevine, Texas, is the responsive, responsible Bidder.
- Work is estimated for a two month period and will be completed by September 30, 2016.

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to execute Contract No. 7006371, to Refurbish Terminal D Vestibules and Terminals A, B, C, D and E Skylink Station Mats, with Corporate Floors, Inc., of Grapevine, Texas, in an amount not to exceed $290,000.00, for the two month term of the Contract.

Approved as to Form by

Rodriguez, Elaine
Legal Counsel
Jul 21, 2016 3:20 pm

Approved as to Funding by

Underwood, Max
Vice President Finance
Finance
Jul 21, 2016 4:00 pm

Approved as to M/WBE by

Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Jul 21, 2016 3:31 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head
Energy & Transportation Mgmt
Jul 20, 2016 4:25 pm

Chief Executive Officer
Date

Pending
Action
That the Chief Executive Officer or designee be authorized to execute Contract No. 7006346, for Boiler Water System Maintenance, with Ultrapure & Industrial Service, LLC, of Dallas, Texas, in an amount not to exceed $305,145.23, for the initial three year term of the Contract, with options to renew for two additional one-year periods.

Description
- Award a Contract for maintenance services to the four major components of the Airport’s Boiler Water System.

Justification
- Replaces an existing Contract which has been in place for five (5) years.
- This Contract includes all labor, materials and equipment necessary to maintain the Boiler Water System.
- High purity make-up water is needed for the boiler system to maintain system integrity, prevent scaling and to minimize down time due to corrective maintenance.
- The Boiler System provides heating to the Terminals and other Airport facilities.

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

Schedule/Term
- Start Date: August 2016
- Contract Term: Three years, with two 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>7006346</td>
<td>NTE</td>
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For Information contact
Rusty Hodapp
3-3670

<table>
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<tr>
<th>Fund</th>
<th>Project #</th>
<th>External Funding Source</th>
<th>Amount</th>
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<tbody>
<tr>
<td>0102</td>
<td></td>
<td></td>
<td>$305,145.23</td>
</tr>
</tbody>
</table>
Resolution #

Additional Information

- One (1) Bid, none from a SBE firm, was received on or before the due date of May 11, 2016.
- Ultrapure & Industrial Service, LLC, of Dallas, Texas, is the lowest responsive, responsible Bidder.

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to execute Contract No. 7006346, for Boiler Make-up Water System Maintenance, with Ultrapure & Industrial Service, LLC, of Dallas, Texas, in an amount not to exceed $305,145.23, for the initial three year term of the Contract, with options to renew for two additional one-year periods.

Approved as to Form by

Rodriguez, Elaine
Legal Counsel
Jul 21, 2016 3:37 pm

Approved as to Funding by

Underwood, Max
Vice President Finance
Finance
Jul 21, 2016 4:03 pm

Approved as to M/WBE by

Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Jul 21, 2016 3:31 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by

[Signature]
Department Head
Energy & Transportation Mgmt
Jul 20, 2016 4:22 pm

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

Date 08/04/2016
Committee Operations
Subject Vent/Hood Cleaning Services
Resolution #

Action
That the Chief Executive Officer or designee be authorized to execute Contract No. 7006345, for Vent/Hood Cleaning Services, to Guardian Power Cleaning of Dallas, Inc. of Dallas, Texas, in an amount not to exceed $3,189,033.62, for the initial three-year term of the contract, with options to renew for two additional one-year terms.

Description
- Award a Contract for Vent/Hood Cleaning Services for the Airport’s Energy, Transportation and Asset Management Department.
- Provides Vent/Hood cleaning services at Terminals A, B, C, D, E and other Airport facilities.

Justification
- This Contract replaces an existing Contract which has been in place for six (6) years.
- This Contract will provide for cleaning of ninety-nine (99) Type 1 and twenty-four (24) Type II Vent/Hood systems associated with food and beverage concessions on a programmed basis.
- Components to be cleaned include exhaust fans, filter banks, canopy hoods, ventilation units, and grease ducts.
- Cleaning these systems reduce fire hazards created by grease build-up.

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: September 2016
- Contract Term: Three years, with options to renew for two one-year periods

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

For Information contact
Rusty Hodapp
3-3670

Fund Project # External Funding Source Amount
0102 0102 External Funding Source $3,189,033.62
Additional Information

- This Contract was solicited in accordance with Local Government Code 252.043, which allows a contract to be awarded to the bidder that provides good or services at the best value for the entity.
- Five (5) bids, including (0) from SBE firms, were received on or before the due date of May 20, 2016.
  - Hood Boss, of Dallas, TX
  - HOODZ of North Dallas, of Garland, Texas
  - Bare Metal Standard, of Boise, Idaho
  - Guardian Power Cleaning of Dallas, Inc., of Dallas, Texas
  - Averus, of Gurnee, Illinois
- The Evaluation Committee, consisting of representatives from the Airport's Energy, Transportation and Asset Management, Business Diversity and Development and Concessions and Public Safety Departments, confirms that Guardian Power Cleaning of Dallas, Inc., of Dallas, Texas, is the Bidder meeting the criteria set forth in the Request for Best Value Bid.

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to execute Contract No. 7006345, for Vent/Hood Cleaning Services, to Guardian Power Cleaning of Dallas, Inc. of Dallas, Texas, in an amount not to exceed $3,189,033.62, for the initial three-year term of the contract, with options to renew for two additional one-year terms.

Approved as to Form by

Rodriguez, Elaine
Legal Counsel
Jul 21, 2016 3:38 pm

Approved as to Funding by

Underwood, Max
Vice President Finance
Finance
Jul 21, 2016 4:03 pm

Approved as to M/WBE by

Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Jul 21, 2016 3:32 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head
Energy & Transportation Mgmt
Jul 20, 2016 4:22 pm
Date: 08/04/2016
Committee: Operations
Subject: Airport Wide Terrazzo Floor Services
Resolution #

Action
That the Chief Executive Officer or designee be authorized to execute Contract No. 7006343, for Airport Wide Terrazzo Floor Services, to Corporate Floors, Inc., of Grapevine, Texas, in an amount not to exceed $4,208,118.00, for the initial three-year term of the contract, with options to renew for two additional one-year terms.

Description
- Award a Contract for Airport-wide terrazzo floor services, which includes reconditioning, repairing, polishing and resealing of the Terrazzo flooring located in various Airport facilities for the Airport’s Energy, Transportation and Asset Management Department.

Justification
- Replaces an existing Contract which has been in place for one (1) year.
- The scope of the work is above normal custodial floor maintenance and will be performed by experts specialized in terrazzo floor maintenance and restoration.
- The scope of work includes repairs as necessary, a multi-step sanding/polishing process and application of a new sealer.
- Once completed, routine custodial care will provide ongoing cleaning of the restored floor assets including general mopping and monthly polishing.

D/S/M/WBE Information
- In accordance with the Board's SBE Program, the SBE goal for this contract is 25%.
- Corporate Floors, Inc. is a certified Small Business Enterprise (HM-C); therefore their self-performance will be counted 100% towards the SBE Program goal.

Schedule/Term
- Start Date: August 2016
- Contract Term: Three years, with two 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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<tbody>
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<td>NTE</td>
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<td></td>
<td>$0</td>
</tr>
</tbody>
</table>

For Information contact
Rusty Hodapp
3-3670

Fund 0102
Project #
External Funding Source
Amount
$4,208,118.00
Additional Information

- This Contract was solicited in accordance with Local Government Code 252.043, which allows a contract to be awarded to the bidder that provides good or services at the best value for the entity.
- Seven (7) bids, including four (4) from SBE firms, were received on or before the due date of May 25, 2016.
  - Appro Inc., of Tulsa, Oklahoma, SBE-Certified with DFWMSDC
  - Corporate Floors, Inc., of Grapevine, Texas, SBE-Certified with NCTRCA
  - Flagship Airport Services, Inc., of Irving, Texas
  - Modern Facilities Services, of East Hanover, New Jersey
  - Oriental Building Services, Inc., of Dallas, Texas, SBE-Certified with NCTRCA
  - Renaissance Metals, Inc. dba Mid America Metals, of Ozark, Missouri
  - Sigma Polishing and Restoration, L.P., of Dallas, Texas, SBE-Certified with WBC-SW
- The Evaluation Committee, consisting of representatives from the Airport’s Energy, Transportation and Asset Management, Business Diversity and Development and Customer Experience Departments, confirms that Corporate Floors, Inc., of Grapevine, Texas, is the Bidder meeting the criteria set forth in the Request for Best Value Bid.

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. 7006343, for Airport Wide Terrazzo Floor Services, to Corporate Floors, Inc., of Grapevine, Texas, in an amount not to exceed $4,208,118.00, for the initial three-year term of the contract, with options to renew for two additional one-year terms.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Jul 21, 2016 4:22 pm

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
Jul 21, 2016 4:04 pm

Approved as to M/WBE by
Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Jul 21, 2016 3:32 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Huddlestone
Department Head
Energy & Transportation Mgmt
Jul 20, 2016 4:22 pm

Pending
Chief Executive Officer
Date
Date: 08/04/2016  Committee: Operations  Subject: Central Monitoring Facility Relocation Services

Action
That the Chief Executive Officer or designee be authorized to execute Contract No. 8005087, for Central Monitoring Facility Relocation Services, with Morpho Detection, LLC, of Newark, California, for an amount not to exceed $523,317.00.

Description
- Contract to provide for the relocation of the Central Monitoring Facility (CMF) and associated Morpho Detection Multiplex Network (MUX) equipment for the Airport's Terminal Renovation Improvement Program (TRIP).

Justification
- TRIP is currently providing renovation services at Terminal B. The CMF and associated MUX are currently located in that terminal and require relocation so TRIP contractors can complete renovations in that area.
- The current CMF in Terminal B will be relocated within Terminal B to a location approximately 700 feet from the current location. Once terminal renovations are complete, the CMF will be relocated to the new permanent CMF location.

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 (Memorandum of Understanding).

Schedule/Term
- Start Date: August 2016
- Contract Term: Two years

<table>
<thead>
<tr>
<th>Contract #</th>
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<td>NTE $523,317.00</td>
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</tbody>
</table>

For Information contact
Nate Smith
3-1891

Fund: Joint Capital Acct
Project #: 27031-01
External Funding Source: Amount

$523,317.00
The Airport and Transportation Security Administration (TSA) have negotiated a Memorandum of Understanding (MOU) relating to the CMF relocation. A condition of that MOU is that the Airport contract with the Original Equipment Manufacturer, Morpho Detection LLC, to provide the necessary services for the inventorying, relocation, installation and testing of the CMF and MUX equipment. Per this MOU, this company is the sole source provider of these relocation services.

- Morpho Detection, LLC, is the TSA-approved vendor for installation of the CMF and MUX security equipment.
- Final contract pricing may be a fixed, lump-sum price but that price will not exceed the Board approved amount.

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to execute Contract No. 8005087, for Central Monitoring Facility Relocation Services, with Morpho Detection, LLC, of Newark, California, for an amount not to exceed $523,317.00.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Jul 21, 2016 4:22 pm

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
Jul 21, 2016 4:06 pm

Approved as to M/WBE by
Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Jul 21, 2016 3:32 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Department Head
Jul 20, 2016 4:54 pm

Chief Executive Officer
Date
Date: 08/04/2016
Committee: Operations
Subject: Management Services

Resolution #

Action
That the Chief Executive Officer or designee be authorized to execute additional renewals, extensions, and an increase to Management Services Contract No. 8500300, with Paslay Management Group, LP, of Fort Worth, Texas, in an amount not to exceed $4,700,000.00 for a two year term, for a revised contract amount not to exceed $15,525,000.00.

Description
- This action authorizes the execution of an extension to the Contract term through September 30, 2018; and increase in funding in an amount not to exceed $4,700,000.00.
- This overall extension and increase in funding may be accomplished by the execution of multiple, consecutive Renewals and Extensions for such extension periods and in such amounts as determined to be desirable and in the Board's best interests, subject to the terms of the Contract and monetary requirements of this Resolution.
- The Renewals and Extensions will provide additional time and funding to provide key personnel and management support services on an as needed basis, in support of Capital Improvement Program(s), including the Terminal Renewal and Improvement Program (TRIP) and other projects and programs.

Justification
- Management services for projects and programs are necessary to assist DFW in efficiently and effectively managing and representing DFW's interests.
- The current term of the Contract through its Sixth Renewal and Extension is due to expire on September 30, 2016.

D/S/M/WBE Information
- In accordance with the Board's MWBE Program, the MWBE goal for this Contract is 5%
- Paslay Management Group, LP has committed to obtaining 5% MWBE participation on this contract and is currently achieving 7.26%.
- Paslay has committed to achieving the 5% MWBE overall commitment on this contract.

Schedule/Term
The term of the Contract may be extended through September 30, 2018, by the execution of Renewals and Extensions authorized by this Resolution.

<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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<tbody>
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</table>

For Information contact
Nate Smith 3-1891

<table>
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<tr>
<th>Fund</th>
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<th>External Funding Source</th>
<th>Amount</th>
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<td>Joint Capital Acct</td>
<td>27017-02</td>
<td>External Funding Source</td>
<td>$4,700,000.00</td>
</tr>
</tbody>
</table>
Additional Information

- In August 2011 the Board approved Resolution No. 2011-08-229 to award Contract No. 8500300, Managing Executive Services-Terminal Renewal and Improvement Plan, and to fund the contract's one year initial term.
- In May 2012 the Board approved Resolution No. 2012-05-157 (Renewal List), exercising and funding the first option year of the Contract's seven one year renewal options.
- In May 2013 the Board approved Resolution No. 2013-05-135 (Renewal List), exercising and funding the second option year under the Contract.
- Two written time extensions were also granted to the consultant by staff to extend the contract term through March 31, 2015.
- In April 2015 the Board approved Resolution No. 2015-04-039 to ratify extension of the contract term through September 30, 2015 and add funding for that period.
- In September 2015 the Board approved Resolution No. 2015-09-173 to ratify extension of the contract term through September 30, 2016 and add funding for that period.

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to execute additional renewals, extensions, and an increase to Management Services Contract No. 8500300, with Paslay Management Group, LP, of Fort Worth, Texas, in an amount not to exceed $4,700,000.00 for a two year term, for a revised contract amount not to exceed $15,525,000.00.

Approved as to Form by

Rodriguez, Elaine
Legal Counsel
Jul 20, 2016 5:29 pm

Approved as to Funding by

Underwood, Max
Vice President Finance
Finance
Jul 21, 2016 4:05 pm

Approved as to M/WBE by

Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Jul 21, 2016 9:48 am

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head
Jul 20, 2016 4:54 pm

Chief Executive Officer
Pending

Date
### Professional Services Contract Status Report

**1. CONTRACT TITLE:**
Managing Executive Services – Terminal Renewal and Improvement Plan

**2. CONSULTANT:**
Paslay Management Group, LP

**3. CONTRACT NO.:**
8500300

**4. CONTRACT DATA:**
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<tr>
<th>Description</th>
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<td>Original Expiration Date</td>
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**5. SUMMARY OF EXECUTED CHANGE ORDERS**

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<th>C.O. NO.</th>
<th>DESCRIPTION</th>
<th>AMOUNT</th>
<th>DAYS EXTENDED</th>
<th>DATE EXECUTED</th>
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<tbody>
<tr>
<td>1</td>
<td>Add Executive Admin Support &amp; Ramos Elite</td>
<td>$-</td>
<td>0</td>
<td>12/09/11</td>
<td>Staff</td>
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<td>2</td>
<td>Contracting capacity for first option year.</td>
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<td>365</td>
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<td>08/21/13</td>
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<tr>
<td>5</td>
<td>Time Extension and Rate Changes</td>
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<td>08/03/14</td>
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<td>6</td>
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<td>120</td>
<td>01/16/15</td>
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<td>7</td>
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<td>09/30/15</td>
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<td>Add New Subconsultant Position</td>
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</tr>
</tbody>
</table>

**SUB-TOTAL OF EXECUTED CHANGE ORDERS**

$8,950,000.00  1519

**6. THIS ACTION**

| OBA | Increase & Extend - to be executed incrementally (actual contract change order will be executed for a portion of the OBA amount/time) | $4,700,000.00 | 730 | 43.42% | 08/03/14 |

**7. REVISED CONTRACT DATA: (Including "This Action")**

<table>
<thead>
<tr>
<th>Description</th>
<th>AMOUNT</th>
<th>DAYS EXTENDED</th>
<th>% INCREASE (DECREASE)</th>
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</tbody>
</table>

**8. SUMMARY OF PENDING OR POTENTIAL CONTRACT CHANGE ORDERS (If Applicable):**

---

Contract Status Report_custom for Aug OBA
Date 08/04/2016
Committee Operations
Subject Program Management Implementation Services
Resolution #

Action
That the Chief Executive Officer or designee be authorized to execute additional renewals, extensions, and an increase to Program Management Implementation Services Contract No. 8500289, with Freese and Nichols, Inc., of Fort Worth, Texas, in an amount not to exceed $6,500,000.00, for a two year term, for a revised Contract amount not to exceed $80,853,669.00.

Description
- This action authorizes the execution of an extension of the Contract term through September 30, 2018; and an increase in funding under the Contract in an amount not to exceed $6,500,000.00.
- This overall extension and increase in funding may be accomplished by the execution of multiple, consecutive Renewals and Extensions for such extension periods and in such amounts as determined to be desirable and in the Board's best interests, subject to the terms of the Contract and monetary requirements of this Resolution.
- The Renewals and Extensions will provide additional time and funding for continued program management implementation services on an as needed basis, in support of Capital Improvement Program(s), including the Terminal Renewal and Improvement Program (TRIP) and other projects and programs.

Justification
- This contract provides a range of program/project professional staff support to facilitate implementation of the work of the program(s).
- The current term of the Contract through its Sixth Renewal and Extension is due to expire on September 15, 2016.

D/S/M/WBE Information
- In accordance with the Board's historical MWBE Program, the MWBE goal for this Contract is 25%
- Freese and Nichols, Inc. committed to obtaining 40% MWBE participation and is currently achieving 50.6%.
- Freese and Nichols, Inc. has committed to achieving the 40% MWBE overall commitment on this contract.

Schedule/Term
The term of the Contract may be extended through September 30, 2018, by the execution of Renewals and Extensions authorized by this Resolution.

<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>
<td>$6,500,000.00</td>
<td>NTE $80,853,669.00</td>
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</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>Joint Capital Acct</td>
<td>27017-02</td>
<td></td>
<td>$6,500,000.00</td>
</tr>
</tbody>
</table>
Additional Information

- In August 2010 the Board approved Resolution No. 2010-08-175 for the award of Contract No. 8500289, Program Management Implementation Services, and for funding the first year of the Contract's initial three year term.
- In August 2011 the Board approved Resolution No. 2011-08-226, funding the second year of the Contract.
- In July 2012 the Board approved Resolution No. 2012-07-214, funding the third year of the Contract.
- In August 2013 the Board approved Resolution No. 2013-08-226, exercising and funding the first option year of the Contract's six option years.
- In October 2014 the Board approved Resolution No. 2014-10-233, exercising and funding only a portion of the second option year of the Contract's six option years.
- In April 2015 the Board approved Resolution No. 2015-04-040, exercising and funding the remainder of the second option year and a portion of the third option year of the Contract's six option years.
- In September 2015 the Board approved Resolution 2015-09-174, extending and funding the contract through September 15, 2016.

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

That the Chief Executive Officer or designee be authorized to execute additional renewals, extensions, and an increase to Program Management Implementation Services Contract No. 8500289, with Freese and Nichols, Inc., of Fort Worth, Texas, in an amount not to exceed $6,500,000.00, for a two year term, for a revised Contract amount not to exceed $80,853,669.00.

Approved as to Form by

Rodriguez, Elaine
Legal Counsel
Jul 20, 2016 5:30 pm

Approved as to Funding by

Underwood, Max
Vice President Finance
Finance
Jul 21, 2016 4:05 pm

Approved as to M/WBE by

Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Jul 21, 2016 9:48 am

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head
Jul 20, 2016 4:55 pm
**D/FW INTERNATIONAL AIRPORT BOARD**  
**PROFESSIONAL SERVICES CONTRACT STATUS REPORT**

1. **CONTRACT TITLE:**  
Program Management Implementation Services

2. **CONTRACTOR:**  
Freese and Nichols, Inc.

3. **CONTRACT NO.:** 8500289

4. **CONTRACT DATA:**

<table>
<thead>
<tr>
<th>Description</th>
<th>Amount</th>
<th>Days Extended</th>
<th>Date Executed</th>
<th>Approved By</th>
</tr>
</thead>
<tbody>
<tr>
<td>Original Contract Amount</td>
<td>$9,500,000.00</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Contract Execution Date (NTP)</td>
<td>08/16/10</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Original Expiration Date</td>
<td>08/16/13</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

5. **SUMMARY OF EXECUTED CHANGE ORDERS**

<table>
<thead>
<tr>
<th>C.O. NO.</th>
<th>Description</th>
<th>Amount</th>
<th>Days Extended</th>
<th>Date Executed</th>
<th>Approved By</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Replace Attachment D Guidelines for Cost and Pricing Data</td>
<td>-</td>
<td>0</td>
<td>09/22/10</td>
<td>Staff</td>
</tr>
<tr>
<td>2</td>
<td>Add &quot;Concessions Program Manager&quot; Category to the Professional Rate Schedule</td>
<td>-</td>
<td>0</td>
<td>01/12/11</td>
<td>Staff</td>
</tr>
<tr>
<td>3</td>
<td>Add IT Implementation Manager to the Professional Rate Schedule with a loaded rate.</td>
<td>-</td>
<td>0</td>
<td>02/14/11</td>
<td>Staff</td>
</tr>
<tr>
<td>4</td>
<td>Add Subconsultants: Keville Enterprises, Inc., Lamb-Star Engineering, and TQD Group. Replace Attachment D Guidelines for Cost and Pricing Date</td>
<td>$</td>
<td>-</td>
<td>0</td>
<td>03/04/11</td>
</tr>
<tr>
<td>5</td>
<td>Add Subconsultants: Gensler, Reed Fire Protection and TLC Engineering. Add Classification PM - Baggage Systems. Replace Attachment D Guidelines for Cost and Pricing Data</td>
<td>$</td>
<td>-</td>
<td>0</td>
<td>04/25/11</td>
</tr>
<tr>
<td>6</td>
<td>Add Subconsultant: Garza Program Management, LLC. Replace Attachment D Guidelines for Cost and Pricing Data</td>
<td>$</td>
<td>-</td>
<td>0</td>
<td>06/02/11</td>
</tr>
<tr>
<td>7</td>
<td>Additional Funding for 2nd contract year</td>
<td>$13,300,000.00</td>
<td>0</td>
<td>08/15/11</td>
<td>2011-08-226</td>
</tr>
<tr>
<td>8</td>
<td>Add &quot;PR/Communications Manager&quot; Category to the Professional Rate Schedule. Replace Attachment D Guidelines for Cost and Pricing Data</td>
<td>$</td>
<td>-</td>
<td>0</td>
<td>08/22/11</td>
</tr>
<tr>
<td>9</td>
<td>Add Subconsultant: AirOps &amp; KavPlan, LLC. Replace Attachment D Guidelines for Cost and Pricing Data</td>
<td>$</td>
<td>-</td>
<td>0</td>
<td>09/22/11</td>
</tr>
<tr>
<td>10</td>
<td>Add Subconsultant: Winston Services, Inc. &amp; replace Attachment D Guidelines for Cost and Pricing Data</td>
<td>$</td>
<td>-</td>
<td>0</td>
<td>02/01/12</td>
</tr>
<tr>
<td>11</td>
<td>Additional Funding for 3rd contract year</td>
<td>$12,500,000.00</td>
<td>0</td>
<td>07/12/12</td>
<td>2012-07-214</td>
</tr>
<tr>
<td>12</td>
<td>Add Subconsultant: CCM Construction Services, LLC. &amp; replace Attachment D Guidelines for Cost and Pricing Data</td>
<td>$</td>
<td>-</td>
<td>0</td>
<td>06/29/12</td>
</tr>
<tr>
<td>13</td>
<td>Add Position: Environmental Operations Supervisor &amp; replace Attachment D Guidelines for Cost and Pricing Data</td>
<td>$</td>
<td>-</td>
<td>0</td>
<td>08/02/12</td>
</tr>
<tr>
<td>14</td>
<td>Replace Attachment D Guidelines for Cost and Pricing Data</td>
<td>$</td>
<td>-</td>
<td>0</td>
<td>10/31/12</td>
</tr>
<tr>
<td>15</td>
<td>Replace Attachment D Guidelines for Cost and Pricing Data - Update OH Rates</td>
<td>$</td>
<td>-</td>
<td>0</td>
<td>12/18/13</td>
</tr>
<tr>
<td>16</td>
<td>Authorize option year 1 of 6 option renewal years.</td>
<td>$14,500,000.00</td>
<td>365</td>
<td>08/14/13</td>
<td>2013-08-226</td>
</tr>
<tr>
<td>17</td>
<td>Add North Texas Project Resources &amp; replace Attachment D Guidelines</td>
<td>$</td>
<td>-</td>
<td>0</td>
<td>04/24/13</td>
</tr>
<tr>
<td>18</td>
<td>Add Paragon Project Resources, Inc. &amp; replace Attachment D Guidelines</td>
<td>$</td>
<td>-</td>
<td>0</td>
<td>05/09/13</td>
</tr>
<tr>
<td>19</td>
<td>Add personnel classification - Co-Op Internship</td>
<td>$</td>
<td>-</td>
<td>0</td>
<td>05/30/13</td>
</tr>
<tr>
<td>20</td>
<td>Replace Attachment D Guidelines for Cost and Pricing Data - Update OH Rates</td>
<td>$</td>
<td>-</td>
<td>0</td>
<td>08/14/13</td>
</tr>
<tr>
<td>21</td>
<td>Replace Attachment D Guidelines for Cost and Pricing Data - Update OH Rates</td>
<td>$</td>
<td>-</td>
<td>0</td>
<td>10/03/13</td>
</tr>
<tr>
<td>22</td>
<td>Delete General Provisions, Section 11 - OWNERSHIP OF DOCUMENTS and replace with Section 11 - Work Product/Intellectual Property</td>
<td>$</td>
<td>-</td>
<td>0</td>
<td>12/16/13</td>
</tr>
</tbody>
</table>
# Professional Services Contract Status Report

## Program Management Implementation Services

### 1. Contract Title:
Program Management Implementation Services

### 2. Contractor:
Freese and Nichols, Inc.

### 3. Contract No.:
8500289

### 4. SUB-TOTAL OF EXECUTED CHANGE ORDERS

<table>
<thead>
<tr>
<th>C.O. No.</th>
<th>Description</th>
<th>Amount</th>
<th>Days Extended</th>
<th>Revised Contract % Increase (Decrease)</th>
<th>Contract Expiration Date</th>
</tr>
</thead>
<tbody>
<tr>
<td>23</td>
<td>Replace Attachment D Guidelines for Cost and Pricing Data - revise several max hourly rates and increase max allowable reimbursement for mobile communication devices</td>
<td>$ - 0 12/05/13</td>
<td>Staff</td>
<td></td>
<td></td>
</tr>
<tr>
<td>24</td>
<td>Add personnel classification - Sr. BHS Manager</td>
<td>$ - 0 06/04/14</td>
<td>Staff</td>
<td></td>
<td></td>
</tr>
<tr>
<td>25</td>
<td>Add time</td>
<td>$ - 45 08/11/14</td>
<td>Staff</td>
<td></td>
<td></td>
</tr>
<tr>
<td>26</td>
<td>Add time</td>
<td>$ - 15 09/22/14</td>
<td>Staff</td>
<td></td>
<td></td>
</tr>
<tr>
<td>27</td>
<td>Increase and Extend (partial Yr 5 - 2nd option yr)</td>
<td>$ 2,200,000.00 151 10/08/14 2014-10-233</td>
<td>Staff</td>
<td></td>
<td></td>
</tr>
<tr>
<td>28</td>
<td>Add Sr. Construction Programs Accounting Database Warehouse Analyst position, and add new sub - Adaptive Dataviews</td>
<td>$ - 0 11/17/14</td>
<td>Staff</td>
<td></td>
<td></td>
</tr>
<tr>
<td>29</td>
<td>Replace Attachment D Guidelines for Cost and Pricing Data - Update OH rates</td>
<td>$ - 0 12/09/14</td>
<td>Staff</td>
<td></td>
<td></td>
</tr>
<tr>
<td>30</td>
<td>Increase &amp; extend through 9/15/15</td>
<td>$ 8,433,300.00 184 03/11/15 2015-04-040 (Ratify)</td>
<td>Staff</td>
<td></td>
<td></td>
</tr>
<tr>
<td>31</td>
<td>Replace Attachment D Guidelines for Cost and Pricing Data - remove KavPlan and update L+E's field OH rate</td>
<td>$ - 0 08/31/15</td>
<td>Staff</td>
<td></td>
<td></td>
</tr>
<tr>
<td>32</td>
<td>Renewal - increase and extend (Sixth Renewal &amp; Extension)</td>
<td>$ 13,920,369.00 366 09/11/15 2015-09-174</td>
<td>Staff</td>
<td></td>
<td></td>
</tr>
<tr>
<td>33</td>
<td>Update OH rates &amp; increase max. hourly rates for several positions</td>
<td>$ - 0 12/03/15</td>
<td>Staff</td>
<td></td>
<td></td>
</tr>
<tr>
<td>34</td>
<td>Update OH rates (remove KBR &amp; add Stantec)</td>
<td>$ - 0 02/25/16</td>
<td>Staff</td>
<td></td>
<td></td>
</tr>
<tr>
<td>35</td>
<td>Update OH rates (add Building Intelligence Group)</td>
<td>$ - 0 04/21/16</td>
<td>Staff</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

### 6. This Action

**OBA**

Increase & Extend - to be executed incrementally (actual contract change order will be executed for a portion of the OBA amount/time)

<table>
<thead>
<tr>
<th>OBA</th>
<th>Description</th>
<th>Amount</th>
<th>Days Extended</th>
<th>Revised Contract % Increase (Decrease)</th>
<th>Contract Expiration Date</th>
</tr>
</thead>
<tbody>
<tr>
<td>OBA</td>
<td>Increase &amp; Extend - to be executed incrementally (actual contract change order will be executed for a portion of the OBA amount/time)</td>
<td>$ 6,500,000.00 745</td>
<td>8.74%</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

### 7. Revised Contract Data: (Including "This Action")

| Contract Amount | $ 80,853,669.00 |
| Days Contract Extended | 1871 |
| Contract % Increase (Decrease) | 751.09% |
| Expiration Date | 09/30/18 |

### 8. Summary of Pending or Potential Contract Change Orders (If Applicable):

<table>
<thead>
<tr>
<th>Description</th>
<th>Amount</th>
<th>Days Extended</th>
<th>Revised Contract % Increase (Decrease)</th>
<th>Contract Expiration Date</th>
</tr>
</thead>
</table>

---

8500289 - Contract Status Report_custom for Aug OBA
Operations

Discussion
<table>
<thead>
<tr>
<th>Meeting Date</th>
<th>Subject</th>
<th>Committee</th>
</tr>
</thead>
<tbody>
<tr>
<td>08/04/2016</td>
<td>Monthly Report</td>
<td>Operations</td>
</tr>
</tbody>
</table>

**Item For Discussion**
Staff approved contracts and change orders.

The contracts and change orders listed on the attached have been approved by authorized Board Staff.
None this reporting period for Professional Services.
None this reporting period for Construction Contracts.
AGENDA
FINANCE/AUDIT COMMITTEE MEETING
Tuesday, August 2, 2016
12:45 p.m.

FINANCE/AUDIT COMMITTEE

17. Approve Minutes of the Finance/Audit Committee Meeting of June 28, 2016.


Consent Items for Consideration

E. Rodriguez 19. Approve an increase to Legal Services Contract No. 8004990 with the firm of Brackett & Ellis, P.C of Fort Worth, Texas, in an amount not to exceed $250,000.00, for a revised Contract amount not to exceed $298,750.00.

S. Shaffer 20. Approve execution of Contract No. 7006396, for a Project Governance System, with immixTechnology, Inc., of McLean, Virginia, in an amount not to exceed $233,209.00, for the initial one-year term of the Contract, with options to renew annually, subject to funding availability.


Action Items for Consideration

A. Cruz 22. Approve execution of Contract No. 7006307, for Employee Shuttle Bus Services, with ABM Parking Services, of Los Angeles, California, in an amount not to exceed $23,523,465.20, for the initial two-year term of the Contract, with options to renew for four additional two-year terms.

M. Phemister 23. Approve the form of the Fifty-First Supplemental Bond Ordinance and requesting its passage by the City Councils of Dallas and Fort Worth; and authorizing the authorized officers to take other necessary actions in connection therewith.

S. Shaffer 24. Approve execution of Contract No. 7006392, for Cellular and Data Services, with AT&T Mobility National Accounts LLC, of Atlanta, Georgia, in an amount not to exceed $250,000.00, for the initial one-year term of the Contract, with options to renew for three additional one-year periods, subject to funding availability.
M. Thorpe   25. Approve execution of Contract No. 8005086, for Cargo Business Development Consulting Services, with Logistics Capital & Strategy LLC, of Arlington, Virginia, in an amount not to exceed $750,000.00, for a three-year period.

**Discussion Items**

R. Darby   26. Department of Audit Services' Quarterly Audit Update.


Key Performance Indicator Scorecard
For the Nine Months Ended June 30, 2016 – Unaudited

<table>
<thead>
<tr>
<th>Key Performance Indicators</th>
<th>FY15 Actuals</th>
<th>FY16 Plan YTD</th>
<th>FY16 Actuals YTD</th>
<th>FY16A vs FY15A</th>
<th>FY16A vs FY16P</th>
<th>FY16 Annual Plan**</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Core Business</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Total Passengers (Ms) *</td>
<td>47.3</td>
<td>47.9</td>
<td>48.5</td>
<td>Me</td>
<td>Me</td>
<td>65.8</td>
</tr>
<tr>
<td>International Seat Capacity Growth</td>
<td>n/a</td>
<td>2.59%</td>
<td>1.87%</td>
<td>n/a</td>
<td>Me</td>
<td>3.00%</td>
</tr>
<tr>
<td><strong>Cost Competitive</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>DFW Cost Center Net Revenues (Ms)</td>
<td>$84.1</td>
<td>$80.4</td>
<td>$103.8</td>
<td>Me</td>
<td>Me</td>
<td>$109.7</td>
</tr>
<tr>
<td>Total Airline Cost (Ms)</td>
<td>$215.5</td>
<td>$249.4</td>
<td>$235.6</td>
<td>n/a</td>
<td>Me</td>
<td>$352.6</td>
</tr>
<tr>
<td>Cost Per Enplaned Passenger</td>
<td>n/a</td>
<td>$9.99</td>
<td>$9.30</td>
<td>n/a</td>
<td>Me</td>
<td>$10.21</td>
</tr>
<tr>
<td>Total 102 Fund Expenditure Budget (Ms) *</td>
<td>$519.9</td>
<td>$573.7</td>
<td>$566.2</td>
<td>n/a</td>
<td>Me</td>
<td>$796.1</td>
</tr>
<tr>
<td><strong>Customer Satisfaction</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>DFW's Passenger Survey Score</td>
<td>4.40</td>
<td>4.43</td>
<td>4.51</td>
<td>Me</td>
<td>Me</td>
<td>4.43</td>
</tr>
<tr>
<td>DFW’s Terminal Cleanliness Survey Score *</td>
<td>4.15</td>
<td>4.12</td>
<td>4.14</td>
<td>Me</td>
<td>Me</td>
<td>4.12</td>
</tr>
<tr>
<td><strong>Operational Excellence</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Regulatory Enforcement Violation Notices *</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>Me</td>
<td>Me</td>
<td>0</td>
</tr>
<tr>
<td>MBE/DBE-A&amp;E/ACDBE Programs * ^</td>
<td>45%/43%/37%</td>
<td>25%/28%/34%</td>
<td>62%/33%/43%</td>
<td>n/a</td>
<td>Me</td>
<td>25%/28%/34%</td>
</tr>
<tr>
<td># of Lost Power Incidences in Central Terminal Area</td>
<td>n/a</td>
<td>8</td>
<td>2</td>
<td>n/a</td>
<td>Me</td>
<td>12</td>
</tr>
<tr>
<td>Runway Incursions</td>
<td>3</td>
<td>0</td>
<td>0</td>
<td>Me</td>
<td>Me</td>
<td>1</td>
</tr>
<tr>
<td>Completion of TRIP Schedule *</td>
<td>3 Projects</td>
<td>2 Projects</td>
<td>3</td>
<td>n/a</td>
<td>Me</td>
<td>4 Projects</td>
</tr>
<tr>
<td>Disaster Recovery/Business Impact Plan Phase 1 *</td>
<td>15 Systems</td>
<td>67 Systems</td>
<td>46 Systems</td>
<td>n/a</td>
<td>Me</td>
<td>125 Systems</td>
</tr>
<tr>
<td>PCI Compliant for the Parking Control System</td>
<td>n/a</td>
<td>n/a</td>
<td>n/a</td>
<td>Me</td>
<td>Me</td>
<td>Compliant</td>
</tr>
<tr>
<td>New Terminal D Concessions Locations</td>
<td>n/a</td>
<td>13</td>
<td>15</td>
<td>n/a</td>
<td>Me</td>
<td>20</td>
</tr>
<tr>
<td><strong>Employee Engagement</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Engagement Index</td>
<td>79.0%</td>
<td>81.0%</td>
<td>81.0%</td>
<td>Me</td>
<td>Me</td>
<td>81.0%</td>
</tr>
<tr>
<td>Customer Centric Engagement Scores</td>
<td>70%</td>
<td>72%</td>
<td>72%</td>
<td>Me</td>
<td>Me</td>
<td>72%</td>
</tr>
<tr>
<td><strong>Key Goals and Initiatives</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Plan reflects 100% Target</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>^ Overall Concession achievements of 51.6%, ACDBE participation represents 43.3% on a 34% goal and the remaining 8.3% represents MWBE participation</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>n/a = not applicable</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>TBD = to be determined</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

---

** Improved/Constant
** Worse by 0-5%
** Worse by >5%
** End of Year/Quarter Completion
### DFW Cost Center
For the Nine Months Ended June 30, 2016 – Unaudited

<table>
<thead>
<tr>
<th>(in millions)</th>
<th>FY 2016 Actual</th>
<th>FY 2016 Budget</th>
<th>FY 2015 YTD</th>
<th>FY 2015 Actual</th>
<th>FY ‘16 Actual Increase/(Decrease) vs. FY ‘16 Budget</th>
<th>Annual Budget</th>
</tr>
</thead>
<tbody>
<tr>
<td>Revenues</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Parking</td>
<td>$104.6</td>
<td>$104.4</td>
<td>$104.2</td>
<td>$98.2</td>
<td>0.2%</td>
<td>$143.2</td>
</tr>
<tr>
<td>Concessions</td>
<td>53.2</td>
<td>51.9</td>
<td>50.6</td>
<td>50.6</td>
<td>1.4%</td>
<td>71.4</td>
</tr>
<tr>
<td>Rental Car</td>
<td>24.9</td>
<td>24.2</td>
<td>23.7</td>
<td>23.7</td>
<td>0.7%</td>
<td>32.5</td>
</tr>
<tr>
<td>Commercial Development</td>
<td>40.0</td>
<td>29.7</td>
<td>28.2</td>
<td>28.2</td>
<td>10.3%</td>
<td>39.4</td>
</tr>
<tr>
<td>Sub-total Revenue Mgmt</td>
<td>222.8</td>
<td>210.2</td>
<td>200.7</td>
<td>200.7</td>
<td>12.6%</td>
<td>266.6</td>
</tr>
<tr>
<td>Other Revenues</td>
<td>35.4</td>
<td>30.9</td>
<td>28.3</td>
<td>28.3</td>
<td>4.5%</td>
<td>41.3</td>
</tr>
<tr>
<td>Total Revenues</td>
<td>258.2</td>
<td>241.1</td>
<td>229.0</td>
<td>229.0</td>
<td>17.1%</td>
<td>327.9</td>
</tr>
<tr>
<td>DFW CC Expenditures</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Operating Expenditures</td>
<td>89.2</td>
<td>93.4</td>
<td>83.2</td>
<td>83.2</td>
<td>(4.1) (4.4%)</td>
<td>129.7</td>
</tr>
<tr>
<td>Debt Service (net of PFCs &amp; CFCs)</td>
<td>34.8</td>
<td>35.5</td>
<td>30.9</td>
<td>30.9</td>
<td>(0.7) (2.1%)</td>
<td>47.4</td>
</tr>
<tr>
<td>Total Expenditures</td>
<td>124.0</td>
<td>128.9</td>
<td>114.1</td>
<td>114.1</td>
<td>(4.9) (3.8%)</td>
<td>177.1</td>
</tr>
<tr>
<td>Gross Margin - DFW Cost Center</td>
<td>134.2</td>
<td>112.2</td>
<td>114.9</td>
<td>114.9</td>
<td>22.0 19.6%</td>
<td>150.8</td>
</tr>
<tr>
<td>Less Transfers and Skylink</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>DFW Terminal Contribution</td>
<td>4.1</td>
<td>3.3</td>
<td>3.5</td>
<td>3.5</td>
<td>0.8 23.0%</td>
<td>4.5</td>
</tr>
<tr>
<td>Skylink Costs</td>
<td>26.3</td>
<td>28.5</td>
<td>27.3</td>
<td>27.3</td>
<td>(2.2) (7.6%)</td>
<td>39.1</td>
</tr>
<tr>
<td>Net Revenues from DFW Cost Center</td>
<td>$103.8</td>
<td>$80.4</td>
<td>$84.1</td>
<td>$84.1</td>
<td>$23.4 29.1%</td>
<td>$107.2</td>
</tr>
</tbody>
</table>
### Airfield and Terminal Cost Centers

**For the Nine Months Ended June 30, 2016 – Unaudited**

<table>
<thead>
<tr>
<th>(in millions)</th>
<th>FY 2015 Actual</th>
<th>FY 2016 Actual</th>
<th>FY 2016 Budget</th>
<th>FY ’16 Actual</th>
<th>FY 2016 Annual</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Revenues</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Landing Fees</td>
<td>$80.8</td>
<td>$75.5</td>
<td>$79.0</td>
<td>($3.5)</td>
<td>(4.5%)</td>
</tr>
<tr>
<td>Other Airfield</td>
<td>7.9</td>
<td>7.7</td>
<td>7.6</td>
<td>0.0</td>
<td>0.3%</td>
</tr>
<tr>
<td>Transfer from DFW Cost Center</td>
<td>21.5</td>
<td>30.8</td>
<td>24.1</td>
<td>6.8</td>
<td>28.1%</td>
</tr>
<tr>
<td>Total Airfield Revenue</td>
<td>110.2</td>
<td>114.0</td>
<td>110.7</td>
<td>3.3</td>
<td>3.0%</td>
</tr>
<tr>
<td>Terminal Leases</td>
<td>125.8</td>
<td>147.1</td>
<td>147.4</td>
<td>0.3</td>
<td>0.2%</td>
</tr>
<tr>
<td>FIS Fees</td>
<td>15.3</td>
<td>17.0</td>
<td>15.9</td>
<td>1.1</td>
<td>6.9%</td>
</tr>
<tr>
<td>Turn Fees and Other Office Rents</td>
<td>15.4</td>
<td>17.7</td>
<td>18.8</td>
<td>(1.1)</td>
<td>(6.0%)</td>
</tr>
<tr>
<td>Other Terminal</td>
<td>11.4</td>
<td>12.3</td>
<td>10.6</td>
<td>1.7</td>
<td>16.2%</td>
</tr>
<tr>
<td>Total Terminal Revenues</td>
<td>167.9</td>
<td>194.0</td>
<td>192.6</td>
<td>1.4</td>
<td>0.7%</td>
</tr>
<tr>
<td>Terminal Contributions</td>
<td>3.5</td>
<td>4.1</td>
<td>3.3</td>
<td>0.8</td>
<td>23.0%</td>
</tr>
<tr>
<td>Joint Capital Transfer</td>
<td>9.0</td>
<td>6.0</td>
<td>6.0</td>
<td>(0.0)</td>
<td>(0.0%)</td>
</tr>
<tr>
<td>Total Transfers</td>
<td>12.5</td>
<td>10.1</td>
<td>9.3</td>
<td>0.8</td>
<td>8.2%</td>
</tr>
<tr>
<td>Total Revenues</td>
<td>290.6</td>
<td>318.1</td>
<td>312.7</td>
<td>5.4</td>
<td>1.7%</td>
</tr>
<tr>
<td><strong>Expenditures</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Operating Expenditures</td>
<td>173.2</td>
<td>182.0</td>
<td>183.1</td>
<td>(1.1)</td>
<td>(0.6%)</td>
</tr>
<tr>
<td>Debt Service (net of PFC's &amp; CFC's)</td>
<td>100.5</td>
<td>117.5</td>
<td>117.6</td>
<td>(0.2)</td>
<td>(0.1%)</td>
</tr>
<tr>
<td>Total Expenditures</td>
<td>273.7</td>
<td>299.5</td>
<td>300.8</td>
<td>(1.3)</td>
<td>(0.4%)</td>
</tr>
<tr>
<td>Total Airfield /Terminal Net Income/(Loss)</td>
<td>$16.9</td>
<td>$18.6</td>
<td>$11.9</td>
<td>$6.7</td>
<td>56.5%</td>
</tr>
</tbody>
</table>
## Operating Fund – Total Expenditures
For the Nine Months Ended June 30, 2016 – Unaudited

<table>
<thead>
<tr>
<th>(in millions)</th>
<th>FY 2015 Actual YTD</th>
<th>FY 2016 Actual YTD</th>
<th>FY 2016 Budget YTD</th>
<th>YTD Actual vs. Budget Comparison</th>
<th>Annual FY 2016 Budget</th>
</tr>
</thead>
<tbody>
<tr>
<td>Operating Expenditures</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Salaries and Wages</td>
<td>8</td>
<td>$91.9</td>
<td>$95.6</td>
<td>$98.1</td>
<td>($2.5) ($2.6%) $133.7</td>
</tr>
<tr>
<td>Benefits</td>
<td>9</td>
<td>46.8</td>
<td>46.8</td>
<td>48.0</td>
<td>(1.2) (2.6%) 63.8</td>
</tr>
<tr>
<td>Facility Maintenance Contracts</td>
<td>10</td>
<td>39.5</td>
<td>42.4</td>
<td>41.1</td>
<td>1.2 3.0% 62.5</td>
</tr>
<tr>
<td>Other Contract Services</td>
<td>11</td>
<td>55.6</td>
<td>60.9</td>
<td>63.3</td>
<td>(2.4) (3.8%) 97.7</td>
</tr>
<tr>
<td>Utilities</td>
<td>12</td>
<td>19.6</td>
<td>18.7</td>
<td>19.3</td>
<td>(0.6) (3.0%) 26.4</td>
</tr>
<tr>
<td>Equipment and Other Supplies</td>
<td>13</td>
<td>11.6</td>
<td>11.4</td>
<td>10.9</td>
<td>0.5 4.9% 16.7</td>
</tr>
<tr>
<td>Insurance</td>
<td></td>
<td>3.8</td>
<td>3.7</td>
<td>4.0</td>
<td>(0.2) (6.1%) 5.4</td>
</tr>
<tr>
<td>Fuels</td>
<td></td>
<td>2.2</td>
<td>1.6</td>
<td>3.5</td>
<td>(1.9) (53.3%) 5.0</td>
</tr>
<tr>
<td>General, Administrative, and Other</td>
<td></td>
<td>4.4</td>
<td>4.7</td>
<td>5.0</td>
<td>(0.3) (5.3%) 7.3</td>
</tr>
<tr>
<td>Change in Operating Reserves</td>
<td></td>
<td>4.0</td>
<td>7.4</td>
<td>7.4</td>
<td>(0.0) (0.0%) 7.7</td>
</tr>
<tr>
<td>Total Operating Expenditures</td>
<td></td>
<td>279.5</td>
<td>293.2</td>
<td>300.5</td>
<td>(7.3) (2.4%) 426.2</td>
</tr>
<tr>
<td>Total Debt Service</td>
<td></td>
<td>240.4</td>
<td>273.0</td>
<td>273.1</td>
<td>(0.1) (0.0%) 370.0</td>
</tr>
<tr>
<td>Total 102 Fund Expenditures</td>
<td></td>
<td>$519.9</td>
<td>$566.2</td>
<td>$573.7</td>
<td>($7.4) (1.3%) $796.1</td>
</tr>
</tbody>
</table>
## Notes to the Statement of Revenues and Expenses

For the Nine Months Ended June 30, 2016

<table>
<thead>
<tr>
<th>Category</th>
<th>Amount</th>
<th>Variance</th>
<th>Notes</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Parking</strong></td>
<td>$104.6 million</td>
<td>$0.2 million (0.2%)</td>
<td>Higher revenues from Express and Drop Off/Meeter Greeter.</td>
</tr>
<tr>
<td><strong>Concessions</strong></td>
<td>$53.2 million</td>
<td>$1.4 million (2.6%)</td>
<td>Higher sales and higher percent rent in Food &amp; Beverage and Retail.</td>
</tr>
<tr>
<td><strong>Commercial Development</strong></td>
<td>$40.0 million</td>
<td>$10.3 million (34.7%)</td>
<td>Ground lease proceeds received for AA’s new headquarter facility.</td>
</tr>
<tr>
<td><strong>Other Revenues</strong></td>
<td>$35.4 million</td>
<td>$4.5 million (14.7%)</td>
<td>Uber/Lyft revenues in ground transportation not included in the budget.</td>
</tr>
<tr>
<td><strong>Transfer from DFW Cost Center</strong></td>
<td>$30.8 million</td>
<td>$6.8 million (28.1%)</td>
<td>One-time AA Headquarters lease payment.</td>
</tr>
<tr>
<td><strong>Turn Fees &amp; Other Office Rent</strong></td>
<td>$17.7 million</td>
<td>$1.1 million (6.0%)</td>
<td>Lower turn fees related to Emirates, Spirit, JAL, KLM, Viva, Lufthansa.</td>
</tr>
<tr>
<td><strong>Other Terminal Revenues</strong></td>
<td>$12.3 million</td>
<td>$1.7 million (16.2%)</td>
<td>TSA rents and concessions.</td>
</tr>
<tr>
<td><strong>Salaries and Wages</strong></td>
<td>$95.6 million</td>
<td>$2.5 million (2.6%)</td>
<td>Vacant position savings.</td>
</tr>
<tr>
<td><strong>Benefits</strong></td>
<td>$46.8 million</td>
<td>$1.2 million (2.6%)</td>
<td>401a and 457 retirement plan contributions.</td>
</tr>
<tr>
<td><strong>Facility Maint. Contracts</strong></td>
<td>$42.4 million</td>
<td>$1.2 million (3.0%)</td>
<td>Increases in facility maintenance, custodial, and terminal maintenance contracts partially offset by savings in Skylink.</td>
</tr>
<tr>
<td><strong>Other Contract Services</strong></td>
<td>$60.9 million</td>
<td>$2.4 million (3.8%)</td>
<td>Savings in deicing, computer contracts, busing, and Skycap labor.</td>
</tr>
<tr>
<td><strong>Utilities</strong></td>
<td>$18.7 million</td>
<td>$0.6 million (3.0%)</td>
<td>Lower rates and consumption for diesel and CNG fuels.</td>
</tr>
<tr>
<td><strong>Fuels</strong></td>
<td>$1.6 million</td>
<td>$1.9 million (53.3%)</td>
<td>Fuel expenses lower due to a 2015 fuel credit.</td>
</tr>
</tbody>
</table>
Finance/ Audit

Consent
Date | Committee | Subject | Resolution #
--- | --- | --- | ---
08/04/2016 | Finance/Audit | Increase to Legal Services Contract No. 8004990 with the firm of Brackett & Ellis, P.C. | |

**Action**
That the Chief Executive Officer or designee be authorized to increase Legal Services Contract No. 8004990 with the firm of Brackett & Ellis, P.C of Fort Worth, Texas, in an amount not to exceed $250,000.00, for a revised Contract amount not to exceed $298,750.00.

**Description**
- This action would increase the Board's contract for Legal Services regarding representation in the INET lawsuit.

**Justification**
- On September 22, 2014, the Board entered into a legal services contract with Harris, Finley & Bogle, P.C. (Joe D. Tolbert) for legal representation in connection with the case styled: The Dallas Fort Worth International Airport Board, Plaintiff, v. INET Airport Systems, Inc., Michael F. Colaco; and Hartford Fire Insurance Company, Defendants; Civil Action No. 13-cv-00753-A; United States District Court, Northern District of Texas, Fort Worth Division. Effective May 1, 2016, Mr. Tolbert joined the firm of Brackett & Ellis, P.C. Thereafter, under the CEO's contracting authority, a contract was entered into with Brackett & Ellis so that Mr. Tolbert could continue as Board counsel.
- We anticipate this lawsuit to be scheduled for trial in July or August of 2016.

**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.

**Schedule/Term**

<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>8004990</td>
<td></td>
<td></td>
<td>$250,000.00</td>
<td>$298,750.00</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>$250,000.00</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 Legal Services Contract No. 8004990 with the firm of Brackett & Ellis, P.C of Fort Worth, Texas, in an amount not to exceed $250,000.00, for a revised Contract amount not to exceed $298,750.00.

<table>
<thead>
<tr>
<th>Approved as to Form by</th>
<th>Approved as to Funding by</th>
<th>Approved as to M/WBE by</th>
</tr>
</thead>
<tbody>
<tr>
<td>Rodriguez, Elaine</td>
<td>Underwood, Max</td>
<td>Lee, Tamela</td>
</tr>
<tr>
<td>Legal Counsel</td>
<td>Vice President Finance</td>
<td>Vice President Business Diversity and Development</td>
</tr>
<tr>
<td>Jul 21, 2016 4:22 pm</td>
<td>Finance</td>
<td>Jul 21, 2016 3:33 pm</td>
</tr>
</tbody>
</table>

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head
Legal
Jul 21, 2016 11:19 am

Pending

Chief Executive Officer
Date
### Action

That the Chief Executive Officer or designee be authorized to execute Contract No. 7006396, for a Project Governance System, with immixTechnology, Inc., of McLean, Virginia, in an amount not to exceed $233,209.00, for the initial one-year term of the Contract, with options to renew annually, subject to funding availability.

### Description

- Award a new Contract for a Project Governance System for the Board's Information Technology Services Department

### Justification

- This Contract is for a cloud-based project portfolio prioritization and resource optimization solution called Decision Lens that identifies, prioritizes, analyzes and measures which investments and resources will deliver the highest returns to the Airport.
- Contract will enable the Airport to make project portfolio selections, immediately see the trade-offs, and allocate resources.
- Decision Lens supports the ability to share project information with the Transportation Security Administration, Federal Aviation Administration and Airlines.
- This action will enable efficient and effective response to rapidly evolving strategic business demands on the Airport.

### 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 (Government Code Exemption).

### Schedule/Term

- Start Date: September 2016
- Contract Term: One year, 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>7006396</td>
<td>NTE</td>
<td></td>
<td>NTE $233,209.00</td>
<td>$0</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>For Information contact</th>
<th>Fund</th>
<th>Project #</th>
<th>External Funding Source</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Stephen Shaffer</td>
<td>0102</td>
<td>0102</td>
<td>$233,209.00</td>
<td>$233,209.00</td>
</tr>
</tbody>
</table>
Additional Information

- This Contract is being recommended for award through General Services Administration Federal Acquisition Services (GSA) Contract No. GS-35F-0265X, which is available to local government agencies, and which was approved by the Board by Resolution No. 94-08-215, dated August 4, 1994.

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to execute Contract No. 7006396, for a Project Governance System, with immixTechnology, Inc., of McLean, Virginia, in an amount not to exceed $233,209.00, for the initial one-year term of the Contract, with options to renew annually, subject to funding availability.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Jul 21, 2016 4:23 pm

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
Jul 21, 2016 4:07 pm

Approved as to M/WBE by
Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Jul 21, 2016 3:33 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Department Head
Information Technology Svcs
Jul 20, 2016 3:14 pm

Chief Executive Officer
Pending
Date
Date 08/04/2016  Committee Finance/Audit  Subject Contract Renewal List for the First Quarter of Fiscal Year 2017  Resolution #

Action
That the Chief Executive Officer or designee be authorized to exercise options for multi-year Contracts for the first quarter of Fiscal Year 2017.

Description

- Exercise Contract Options in the amounts set forth on the attached information sheet pending performance and D/S/M/WBE contractual compliance.

Justification

- To ensure continuity of contracted services in accordance with the terms and conditions of the Contracts listed on the attached information sheet.
- Approval to exercise future Contract Options not listed herein will be brought forth separately as required.

D/S/M/WBE Information

- Contract options are subject to D/S/M/WBE contractual compliance as stated above.

Schedule/Term

<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
Greg Spoon
3-5610
BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to exercise options for multi-year Contracts for the first quarter of Fiscal Year 2017.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Jul 21, 2016 4:24 pm

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
Jul 21, 2016 4:07 pm

Approved as to M/WBE by
Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Jul 21, 2016 3:34 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head
Procurement & Materials Mgmt
Jul 21, 2016 2:23 pm

Pending

Chief Executive Officer
Date
<table>
<thead>
<tr>
<th>Seq</th>
<th>Contract #</th>
<th>Contractor Name</th>
<th>Contract Title</th>
<th>Original Award Amount</th>
<th>Renewal Amount</th>
<th>Contract Amount</th>
<th>Remaining Contract Amount</th>
<th>Total Payment Amount</th>
<th>Original Award Amount # of Previous Renewals</th>
<th>Amount of Previous Renewals</th>
<th>Other Contract Amount Changes</th>
<th>Renewal Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>7001319</td>
<td>AIRPORT ASSISTANCE CENTER, INC. DBA TRAVELERS AND DALLAS F Worth</td>
<td>AIRPORT GUEST ASSISTANCE</td>
<td>$360,000.00</td>
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<td>$360,000.00</td>
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<tr>
<td>2</td>
<td>8004710</td>
<td>AIRPORTS COUNCIL INTERNATIONAL - ACI WORLDWIDE</td>
<td>CUSTOMER SATISFACTION BENCHMARK PROGRAM</td>
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<tr>
<td>3</td>
<td>8001665</td>
<td>ALTIXX STAFFING AND CONSULTING LLC DBA ABA STAFFING AND CONSULTING</td>
<td>TEMPORARY STAFFING SERVICES</td>
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<tr>
<td>5</td>
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<td>NTP Date</td>
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<td>0.00%</td>
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<td>12/31/2016</td>
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<td>0.00%</td>
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<td>N3</td>
<td>MULTIPLE MEMBERSHIPS &amp; SPONSORSHIPS</td>
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<td>12/2/2017</td>
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</table>

N1: Prime Contractor is a certified D/S/M/WBE therefore their self-performance counts towards the Board’s overall D/S/M/WBE goals.

N2: This is for utilization by all departments. The purchases by department are within staff authority. Board’s approval is required as the total utilization is more than $50k annually.

N3: Resolution #2015-12-258 & #2016-04-084  Airport Council International - North America (ACI); Dallas Regional Chamber of Commerce; Fort Worth Regional Chamber of Commerce; U.S. Travel Association; World Travel & Tourism Council (WTTC)
Finance/ Audit

Action
Date: 08/04/2016

Committee: Finance/Audit

Subject: Employee Shuttle Bus Services

Resolution #

Action
That the Chief Executive Officer or designee be authorized to execute Contract No. 7006307, for Employee Shuttle Bus Services, with ABM Parking Services, of Los Angeles, California, in an amount not to exceed $23,523,465.20, for the initial two-year term of the Contract, with options to renew for four additional two-year terms.

Description
- Award a Contract for Employee Shuttle Bus Services for the Airport’s Parking Business Unit.

Justification
- This is a replacement of an existing Contract which has been in place for ten years.
- The Employee Shuttle Bus Service includes operations and maintenance of the vehicles to transport employees who work for airlines, concessionaires, the Transportation Security Administration, and various services contractors. There are approximately 25,000 employees who work in the terminals.
- This Contract provides for Quarterly Incentive Bonuses up to $10,000, for a two year initial Contract term total of $80,000 available to the Contractor only if certain best practice performance goals are achieved in the following areas: Safety, Courtesy, Maintenance, Service and Cleanliness.
- Employee Shuttle Bus Services two year costs with incentives $16,680,365.20.
- American Airlines requested additional service (Option 5) will be paid solely by American Airlines, the added two year pass through cost is $6,843,100.00.

D/S/M/WBE Information
- In accordance with the Board’s SBE Program, the SBE goal for this contract is 30%.
- ABM Parking Services has committed to achieving 30% SBE participation utilizing BMR Janitorial & Pressure Washing Service, LLC,(1%), (BM-C), Abba Staffing and Consulting, (29%), (WF-C) and Regali, Inc., (0.1%), (IF-C).

Schedule/Term
- Start Date: October 2016
- Contract Term: Two years, with four two-year renewal options

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<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 $23,523,465.20</td>
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</table>

For Information contact
Armin Cruz
3-4850

Fund 0102 Project # External Funding Source Amount
$23,523,465.20
Additional Information

- This Contract was solicited in accordance with Local Government Code 252.043, which allows a contract to be awarded to the bidder that provides goods or services at the best value for the entity.
- Six (6) bids, none from SBE firms, were received on or before the due date of March 18, 2016:
  - ABM Parking Services, of Los Angeles, California
  - SP+ Transportation, an operating division of SP Plus Corporation, of Cleveland, Ohio
  - First Transit, Inc., of Cincinnati, Ohio
  - Transdev-Super Shuttle, of Lombard, Illinois
  - GDS Logisticorp, of Grapevine, Texas
  - Wynne Enterprise I, LP, of Irving, Texas
- The Airport's Evaluation Committee was comprised of staff from the Parking Business Unit, Marketing, Business Diversity and Development and Information Technology Services Departments. Their task was to examine each bid closely to determine which bid delivered the best value for the Airport.
- The Evaluation Committee confirmed that ABM Parking Services, of Los Angeles, California, is the Bidder that best met the criteria set forth in the Request for Best Value Bid.

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to execute Contract No. 7006307, for Employee Shuttle Bus Services, with ABM Parking Services, of Los Angeles, California, in an amount not to exceed $23,523,465.20, for the initial two-year term of the Contract, with options to renew for four additional two-year terms.

Approved as to Form by

Rodriguez, Elaine
Legal Counsel
Jul 21, 2016 4:24 pm

Approved as to Funding by

Underwood, Max
Vice President Finance
Finance
Jul 21, 2016 4:08 pm

Approved as to M/WBE by

Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Jul 21, 2016 3:35 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head
Parking
Jul 20, 2016 1:41 pm

Pending

Chief Executive Officer
Date
**Date** 08/04/2016  |  **Committee** Finance/Audit  |  **Subject** Approval of Fifty-First Supplemental Bond Ordinance  |  **Resolution #**

**Action**
That the Airport Board approves the attached resolution, approving the form of the Fifty-First Supplemental Bond Ordinance and requesting its passage by the City Councils of Dallas and Fort Worth; and authorizing the authorized officers to take other necessary actions in connection therewith.

**Description**
- The 51st Supplemental Bond Ordinance will provide for the issuance of the Series 2016 Bonds in an amount not to exceed $300 million, with a final maturity not to exceed 2025, with an interest rate not to exceed the maximum allowed under the Texas Government Code and that the net present value of refunding savings must be at least 3%.
- It is requested that the Airport Board approves the attached resolution, approving the form of 51st Supplemental Bond Ordinance and requesting the City Councils of Dallas and Fort Worth to approve the Ordinance.
- The Airport is currently preparing to issue bonds for the final phase of Terminal B, matching funds for two federally funded projects and to refund approximately $60 million of the 2009A bonds, which are callable on November 1, 2016.
- It is the intent of the Airport to sell the bonds through a Direct Bond Purchase Agreement with a large financial institution, who will hold the bonds until maturity. No offering disclosure will be provided.

**Justification**
- This bond issue will provide funding for the final phase of Terminal B and anticipated Net Present Value (NPV) saving in excess of 15%.

**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, (Ordinances).

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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**
Michael Phemister  
3-5447
Additional Information
The following is a schedule of meetings for the bond issuance:
August 15th City of Dallas Budget, Finance, and Audit Committee Briefing
August 16th City of Fort Worth Briefing and Approval
August 17th City of Dallas City Council Briefing
August 24th City of Dallas Council Approval

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Airport Board hereby approves the attached resolution, approving the form of the Fifty-First Supplemental Bond Ordinance and requesting its passage by the City Councils of Dallas and Fort Worth; and authorizing the authorized officers to take other necessary actions in connection therewith.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Jul 19, 2016 3:06 pm

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
Jul 21, 2016 4:10 pm

Approved as to M/WBE by
Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Jul 21, 2016 9:49 am

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Jul 19, 2016 2:27 pm

Chief Executive Officer
Date
RESOLUTION NO. __________

APPROVING THE FORM OF THE FIFTY-FIRST SUPPLEMENTAL CONCURRENT BOND ORDINANCE AND REQUESTING ITS PASSAGE BY THE CITY COUNCILS OF THE CITIES OF DALLAS AND FORT WORTH; AND AUTHORIZING THE AUTHORIZED OFFICERS TO TAKE OTHER NECESSARY ACTIONS IN CONNECTION THEREWITH

THE STATE OF TEXAS §
COUNTIES OF DALLAS AND TARRANT §
DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD §

WHEREAS, prior to the adoption of this resolution (herein defined and cited as the “Resolution”), the City Councils of the Cities of Dallas and Fort Worth (the “Cities”) passed the Master Bond Ordinance (defined and cited herein as the “Master Bond Ordinance”) relating to the Dallas Fort Worth International Airport (the “Airport”); and

WHEREAS, terms not defined herein shall have the meanings set forth in the Master Bond Ordinance; and

WHEREAS, the Master Bond Ordinance is the controlling document that relate to the financing of the Airport and that (i) prescribes the terms and conditions upon the basis of which the Additional Obligations, Credit Agreements, and Parity Credit Agreement Obligations may be issued and executed, and (ii) provides and establish the pledge, security, and liens securing the Cities’ special obligations to pay when due the Outstanding Obligations and Parity Credit Agreement Obligations, and any Additional Obligations; and

WHEREAS, this Resolution is adopted for the purpose of, among the other purposes set forth below, paying the cost of capital improvements at the Airport and refunding all or part of the outstanding Refunded Obligations, (as defined below); and

WHEREAS, in accordance with the Master Bond Ordinance, the Dallas Fort Worth International Airport Board (the “Board”) has sought and obtained the preparation of a proposed ordinance to be passed concurrently by said Cities authorizing the issuance of one or more series of Dallas Fort Worth International Airport Joint Revenue Bonds (the “Bonds”) which shall constitute Additional Obligations pursuant to the Master Bond Ordinance the proceeds of which will be used, among other things, to pay the cost of capital improvements at the Airport, refund all or a portion of Dallas Fort Worth International Airport Joint Revenue Refunding Bonds, 2009A (the “Refunded Bonds”) and for other purposes as permitted by the Master Bond Ordinance; and

WHEREAS, it is the desire of the Board by this Resolution to approve the Fifty-First Ordinance (as defined below) in substantially the form attached hereto and to respectfully request the City Councils of the Cities of Dallas and Fort Worth to pass said ordinance and thus authorize the issuance and sale of the Bonds and the other matters authorized thereby; and
WHEREAS, the Fifty-First Ordinance provides parameters subject to which the Bonds are to be sold to certain purchasers in accordance with the terms of a Direct Bond Purchase Agreement; and

WHEREAS, it is the desire of the Board to authorize the preparation of such Direct Bond Purchase Agreement(s) and authorize its execution by the proper officers of the Board, with parameters set forth in the Fifty-First Ordinance and with such subsequent modifications and terms as may be determined by the Authorized Officers; and

WHEREAS, it is the desire of the Board to authorize the preparation of one or more Escrow Agreements to be used in connection with the issuance and sale of the Bonds and the refunding of all or a portion of the Refunded Bonds; and

WHEREAS, the Board hereby determines that the meeting at which this Resolution is adopted is open to the public, and public notice of the time, place and subject matter of the public business to be considered and acted upon at said meeting, including this Resolution, was given, all as required by Applicable Law;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE DALLAS FORT WORTH INTERNATIONAL AIRPORT:

Section 1. That the proposed concurrent ordinance of the City Councils of the Cities of Dallas and Fort Worth, bearing the short title “Fifty-First Supplemental Concurrent Bond Ordinance” (the “Fifty-First Ordinance”) be and the same is hereby in all respects approved by the Board, with the parameters set forth therein and in substantially the form and substance attached hereto and made a part hereof.

Section 2. That it is hereby recommended to the City Councils of the Cities of Dallas and Fort Worth that they pass the Fifty-First Ordinance with the parameters set forth and in the forms attached hereto and said City Councils are hereby requested to do so.

Section 3. That the Chief Executive Officer is hereby directed to promptly forward copies of the Fifty-First Ordinance to the City Councils of said Cities along with a copy of this Resolution, together with the exhibits attached hereto.

Section 4. That, in accordance with the requirements of the Contract and Agreement and the Master Bond Ordinance, the Chief Executive Officer is further directed to forward by the earliest practical means a copy of the Fifty-First Ordinance to the City Attorney of each of the Cities with the request that each present the same at a meeting of the respective City Council, along with the request of the Board, respectfully submitted, that the Fifty-First Ordinance be approved and passed.

Section 5. That upon the passage of the Fifty-First Ordinance by said City Councils the appropriate officers of this Board are hereby authorized and directed to take such steps as may be necessary or considered appropriate to accomplish the issuance, sale and delivery of one or more series of Bonds in accordance with the Fifty-First Ordinance.

Section 6. That the Chief Executive Officer is hereby authorized to prepare the Escrow Agreements.
Section 7. That an Authorized Officer (as defined in the Fifty-First Ordinance) is hereby authorized to execute one or more Direct Bond Purchase Agreements, providing for the terms of sale of the Bonds by the Cities of Dallas and Fort Worth to the purchasers therein named, at such price, in the aggregate principal amount, with such installments of principal, with such interest rates and such other matters as shall be determined in accordance with the Fifty-First Ordinance, upon a determination by an Authorized Officer that the requirements of Article III of the Fifty-First Ordinance have been met.

Section 8. That each Authorized Officer is hereby authorized to take any other actions appropriate or necessary in connection with the issuance, sale and delivery of the Bonds, the preparation of any of the documents described or referenced herein, or the delivery of copies of any such documents to the City Councils of the Cities. In the absence of the Chief Executive Officer, the Executive Vice President and Chief Financial Officer and Vice President –Treasury Management are each hereby authorized to act in his stead with respect to such matters.

ADOPTED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD ON THIS ____ __, 2016.
CERTIFICATE FOR RESOLUTION

THE STATE OF TEXAS §
COUNTIES OF DALLAS AND TARRANT §
DALLAS-FORT WORTH INTERNATIONAL AIRPORT BOARD §

I, the undersigned officer of said Board, hereby certifies as follows:

1. That the Dallas Fort Worth International Airport Board convened in Regular Meeting on the ___ day of _____, 2016, at the Airport Administration Headquarters, 2400 Aviation Drive, Dallas Fort Worth Airport, Texas, its regular meeting place, and the roll was called of the duly constituted officers and members of said Board, to wit:

   Sam Coats, Chair
   William Meadows, Vice-Chair
   Bernice J. Washington, Secretary
   Mayor Betsy Price
   Mayor Michael Rawlings
   Lillie M. Biggins
   Henry Borbolla
   Bridget M. Lopez
   Regina Montoya
   Curtis Ransom
   Amir Rupani
   Mayor Linda Martin*

   and all of said persons were present, thus constituting a quorum. Whereupon, among other business, a written resolution APPROVING THE FORM OF THE FIFTY-FIRST SUPPLEMENTAL CONCURRENT BOND ORDINANCE AND REQUESTING ITS PASSAGE BY THE CITY COUNCILS OF THE CITIES OF DALLAS AND FORT WORTH; AND AUTHORIZING THE AUTHORIZED OFFICERS TO TAKE OTHER NECESSARY ACTIONS IN CONNECTION THEREWITH was duly introduced for the consideration of said Board of Directors. It was then duly moved and seconded that said Resolution be adopted; and said motion, carrying with it the adoption of said Resolution, prevailed and carried by the following vote:

   AYES: 11
   NOES: 0
   ABSTENTIONS: 0

2. That a true, full and correct copy of the aforesaid Resolution adopted at the meeting described in the above and foregoing paragraph is attached to and follows this Certificate; that said Resolution has been duly recorded in the minutes of said Meeting; that the above and foregoing paragraph is a true, full and correct excerpt from the minutes of said meeting pertaining to the adoption of said Resolution; that the persons named in the above and
foregoing paragraph are the duly chosen, qualified and acting officers and members of said Board as indicated therein; that each of the officers and members of said Board was duly and sufficiently notified officially and personally in advance, of the time, place and purpose of the aforesaid meeting, and that said Resolution would be introduced and considered for adoption at said meeting, and each of said officers and members consented, in advance, to the holding of said meeting for such purpose; and that said meeting was open to the public, and public notice of the time, place and purpose of said meeting was given, all as required by Chapter 551, Texas Government Code, as amended.

3. That the Resolution has not been modified, amended or repealed and is in full force and effect on and as of the date hereof.

SIGNED AND SEALED the __th day of ______, 2016.

____________________________________
Staff Secretary, Dallas Fort Worth International Airport Board

(SEAL)
**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>08/04/2016</td>
<td>Finance/Audit</td>
<td>Cellular and Data Services</td>
<td></td>
</tr>
</tbody>
</table>

**Action**  
That the Chief Executive Officer or designee be authorized to execute Contract No. 7006392, for Cellular and Data Services, with AT&T Mobility National Accounts LLC, of Atlanta, Georgia, in an amount not to exceed $250,000.00, for the initial one-year term of the Contract, with options to renew for three additional one-year terms, subject to funding availability.

**Description**  
- Award a new Contract for Cellular and Data Service for the Airport's Information Technology Services Department.

**Justification**  
- This is the replacement of an existing contract which has been in place two years under a state Department of Information Resources (DIR) contract.  
- This contract will allow Airport Staff to purchase shared cellular devices as needed for the Airport's Department of Public Safety and Operations Department, as well as provide monthly cellular/data service across the Airport.

**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: September 2016  
- Contract 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>7006392</td>
<td>NTE</td>
<td></td>
<td>NTE $250,000.00</td>
<td>$0</td>
</tr>
</tbody>
</table>

**For Information contact**  
Stephen Shaffer  
3-5877

<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>$250,000.00</td>
</tr>
</tbody>
</table>
Additional Information

- This Contract is being recommended for award through the Department of Information Resources (DIR) Contract No. DIR-TSO-3420, which is available to local government agencies, and which was approved by the Board by Resolution No. 1997-01-24, dated January 9, 1997.

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to execute Contract No. 7006392, for Cellular and Data Services, with AT&T Mobility National Accounts LLC, of Atlanta, Georgia, in an amount not to exceed $250,000.00, for the initial one-year term of the Contract, with options to renew for three additional one-year terms, subject to funding availability.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Jul 21, 2016 4:25 pm

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
Jul 21, 2016 4:11 pm

Approved as to M/WBE by
Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Jul 21, 2016 3:35 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Department Head
Information Technology Svcs
Jul 20, 2016 3:14 pm

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>08/04/2016</td>
<td>Finance/Audit</td>
<td>Cargo Business Development Consulting Services</td>
<td></td>
</tr>
</tbody>
</table>

**Action**
That the Chief Executive Officer or designee be authorized to execute Contract No. 8005086, for Cargo Business Development Consulting Services, with Logistics Capital & Strategy LLC, of Arlington, Virginia, in an amount not to exceed $750,000.00, for a three-year term.

**Description**
- Provide air cargo and logistics industry consulting services, commercial advisory services and continued development and maintenance of proprietary cargo databases and models developed for the Airport.

**Justification**
- The consultant is uniquely-positioned to provide strategic and financial advisement for the Airport, as well as analytical modeling expertise -- related to the global air cargo and logistics industry.
- The consultant, as a sub-contractor under an existing air service development consulting services contract, produced the Airport's 2015 Air Cargo Strategy as well as its 2016 Perishables Facility Feasibility Assessment.
- The Consultant has developed a proprietary air cargo and global trade database and model for the Airport that provides the airport with an analytical advantage, compared with other airports.
- Airport Staff can leverage the consultant's unique combination of industry expertise and familiarity with the Airport's Air Cargo Strategy to have the consultant provide advice and guidance as it pursues the development of a cold chain/perishable cargo facility at the Airport.
- The consultant unique qualifications, experience, and industry relationships will also assist Airport Staff in future cargo marketing and commercial strategies, as well as the development of robust, persuasive analytical tools.
- By establishing a direct, prime contractual relationship with this consultant, the Airport will receive its consulting services without incurring third-party prime consultant charges, as it does under the current contractual relationship.

**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 (Specified Source).

**Schedule/Term**
- Start Date: August 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>
</tr>
</thead>
<tbody>
<tr>
<td>8005086</td>
<td>NTE</td>
<td></td>
<td>NTE $750,000.00</td>
<td>$0</td>
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For Information contact
Mark Thorpe
3-4883

<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>$750,000.00</td>
</tr>
</tbody>
</table>
Additional Information:

- The award of this Contract is a specified source.
- Logistics Capital & Strategy LLC possesses unique qualifications and expertise to perform the specified work; those qualifications and expertise are provided in the Justification Section of this Official Board Action.

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to execute Contract No. 8005086, for Cargo Business Development Consulting Services, with Logistics Capital & Strategy LLC, of Arlington, Virginia, in an amount not to exceed $750,000.00, for a three-year term.

Approved as to Form by

Rodriguez, Elaine
Legal Counsel
Jul 21, 2016 4:56 pm

Approved as to Funding by

Underwood, Max
Vice President Finance
Finance
Jul 21, 2016 4:10 pm

Approved as to M/WBE by

Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Jul 21, 2016 4:13 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head
Jul 21, 2016 8:27 am

Pending

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 June 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 the delegated authority during the month of June 2016.
## PURCHASE ORDERS BETWEEN $25,000.00 AND $50,000.00 (JUNE 2016)

<table>
<thead>
<tr>
<th>VENDOR/LOCATION</th>
<th>PO/CONTRACT NO.</th>
<th>DESCRIPTION</th>
<th>DEPARTMENT</th>
<th>AMOUNT</th>
</tr>
</thead>
<tbody>
<tr>
<td>August Industries Carrollton, Texas</td>
<td>272046</td>
<td>Mobile Air System Compressor for Hazmat 1 Vehicle</td>
<td>Public Safety</td>
<td>$29,385.00</td>
</tr>
<tr>
<td></td>
<td></td>
<td>- Requisition No. 256673</td>
<td></td>
<td>Paid to Date: $0.00</td>
</tr>
<tr>
<td>Indect USA Corp Carrollton, Texas</td>
<td>271992</td>
<td>Parking Guidance System Parts</td>
<td>Information Technology Services</td>
<td>NTE $37,667.00</td>
</tr>
<tr>
<td></td>
<td></td>
<td>- Requisition No. 256406</td>
<td></td>
<td>Paid to Date: $0.00</td>
</tr>
<tr>
<td>Paradigm Traffic Systems Inc.</td>
<td>272020</td>
<td>UPS Battery Backup</td>
<td>Energy, Transportation and Asset Management</td>
<td>NTE $36,000.00</td>
</tr>
<tr>
<td>Fort Worth, Texas</td>
<td></td>
<td>- Requisition No. 256942</td>
<td></td>
<td>Paid to Date: $0.00</td>
</tr>
<tr>
<td></td>
<td></td>
<td>- Requisition No. 256538</td>
<td></td>
<td>Paid to Date: $31,290.00</td>
</tr>
<tr>
<td>Taser International, Inc. Scottsdale Arizona</td>
<td>272034</td>
<td>Body Camera’s for Police Department</td>
<td>Public Safety</td>
<td>$46,917.15</td>
</tr>
<tr>
<td></td>
<td></td>
<td>- Requisition No. 256675</td>
<td></td>
<td>Paid to Date: $0.00</td>
</tr>
<tr>
<td>Viva Railings LLC Carrolton, Texas</td>
<td>271917</td>
<td>Furnish and Install glass hand railing in Terminal D</td>
<td>Revenue Management</td>
<td>NTE $26,171.00</td>
</tr>
<tr>
<td></td>
<td></td>
<td>- Requisition No. 256050</td>
<td></td>
<td>Paid to Date: $0.00</td>
</tr>
</tbody>
</table>

**TOTAL**: $215,180.95

---

**Note:**
1. MBE-Certified with NCTRCA, State of Texas HUB Certified.
### NON-PROFESSIONAL SERVICES CONTRACTS BETWEEN $25,000.00 AND $50,000.00 (JUNE 2016)

<table>
<thead>
<tr>
<th>VENDOR/LOCATION</th>
<th>PO/CONTRACT NO.</th>
<th>DESCRIPTION</th>
<th>DEPARTMENT</th>
<th>AMOUNT</th>
</tr>
</thead>
<tbody>
<tr>
<td>Grey Wall Software LLC</td>
<td>7006368</td>
<td>Veoci Software and Services</td>
<td>Operations</td>
<td>$44,955.00</td>
</tr>
</tbody>
</table>
| New Haven, Connecticut           |                 |                              |            | Paid to Date:  
                                           |                 |                              |            | $11,238.75     |

**TOTAL**                          |                 |                              |            | **$44,955.00**  |
## PROFESSIONAL SERVICES CONTRACTS BETWEEN $25,000.00 AND $50,000.00 (JUNE 2016)

<table>
<thead>
<tr>
<th>VENDOR/LOCATION</th>
<th>PO/CONTRACT NO.</th>
<th>DESCRIPTION</th>
<th>DEPARTMENT</th>
<th>AMOUNT</th>
</tr>
</thead>
<tbody>
<tr>
<td>Brackett &amp; Ellis, P.C.</td>
<td>8004990</td>
<td>Legal Services: DFW Vs. INET Airport System</td>
<td>Legal</td>
<td>NTE $35,000.00</td>
</tr>
<tr>
<td>Fort Worth, Texas</td>
<td></td>
<td></td>
<td></td>
<td>Paid to Date:</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>$0.00</td>
</tr>
<tr>
<td>Brackett &amp; Ellis, P.C.</td>
<td>8005063</td>
<td>Legal Services: Skylink Claims and Litigation</td>
<td>Legal</td>
<td>NTE $35,000.00</td>
</tr>
<tr>
<td>Fort Worth, Texas</td>
<td></td>
<td></td>
<td></td>
<td>Paid to Date:</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>$5,657.75</td>
</tr>
<tr>
<td>Jinah Kim</td>
<td>8005084</td>
<td>Customer Experience Consulting Services</td>
<td>Customer Experience</td>
<td>NTE $28,000.00</td>
</tr>
<tr>
<td>Carrolton, Texas</td>
<td></td>
<td></td>
<td></td>
<td>Paid to Date:</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>$0.00</td>
</tr>
<tr>
<td>Sirius Solutions, LLP</td>
<td>8005079</td>
<td>Inventory Management Study</td>
<td>Procurement and</td>
<td>NTE $36,000.00</td>
</tr>
<tr>
<td>Dallas, Texas</td>
<td></td>
<td></td>
<td>Materials Management</td>
<td>Paid to Date:</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>$0.00</td>
</tr>
</tbody>
</table>

**TOTAL**  $134,000.00
<table>
<thead>
<tr>
<th>VENDOR/LOCATION</th>
<th>PO/CONTRACT NO.</th>
<th>DESCRIPTION</th>
<th>DEPARTMENT</th>
<th>CONTRACT DATA</th>
</tr>
</thead>
<tbody>
<tr>
<td>Compaq Computer Corporation</td>
<td>7002277</td>
<td>Computerized Parking Control System Hardware and Software Maintenance and License</td>
<td>Information Technology Services</td>
<td>Contract Value: $4,661,979.26</td>
</tr>
<tr>
<td>Palo Alto, California</td>
<td></td>
<td></td>
<td></td>
<td>This Action: $48,000.00</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>Revised Contract Value: $4,709,979.26</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>Paid to Date: $4,630,629.44</td>
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<tr>
<td><strong>TOTAL</strong></td>
<td></td>
<td></td>
<td></td>
<td><strong>$48,000.00</strong></td>
</tr>
</tbody>
</table>
AGENDA
CONCESSIONS/COMMERCIAL DEVELOPMENT COMMITTEE
Tuesday, August 2, 2016
1:00 p.m.

CONCESSIONS/COMMERCIAL DEVELOPMENT COMMITTEE


Action Items for Consideration

Z. Campbell


31. Approve the reduction of the number of locations approved on Resolution No. 2015-07-129 with HFF-HPH DFW, LLC.

32. Approve Lease Agreement with OdehMickens DFW Concessions JV, dba Einstein Bros Bagels / Caribou Coffee.

33. Approve sharing the current Michael Kors space, reflected on Lease Number 009394, with Kate Spade.

34. Approve authorization to enter into an exclusive mobile ordering agreement with Cursus Technologies, Inc., dba Grab, a Delaware Corporation, for a three-year term.

CLOSED SESSION

35. In accordance with provisions of Section 551.072 of the Texas Government Code, a closed session will be held for the purposes of deliberating the purchase, exchange, lease or value of real property, if the deliberation in an open meeting would have a detrimental effect on the position of the Board in negotiations with a third person, to wit:

   a) TEX Rail Easement Negotiations

OPEN SESSION

J. Terrell

36. Approve recommendation that the City Councils of Dallas and Fort Worth convey 41 +/- acres in perpetual easement to the Fort Worth Transportation Authority for public mass transit improvements.
Discussion Item

Z. Campbell

37. Upcoming Concessions Opportunities.

38. Permits Issued by Concessions.
Concessions/ Commercial Development

Action
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>08/04/2016</td>
<td>Concessions/Commercial</td>
<td>Approval to enter into a Lease Agreement with Southwest Concessions, Inc., dba Southwest News</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Development</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Action**
That the Chief Executive Officer or designee be authorized to enter into a Lease Agreement with Southwest Concessions, Inc., dba Southwest News.

**Description**
- Operation of a news/books location in Terminal A, Gate A39 (space A-2-CC1-A01) for 147 square feet.
- This would serve as a satellite location and is supported by the nearest newsstand which is Gate A34.

**Justification**
- This satellite location will provide needed services at this end of the terminal. There is no other newsstand in this location.
- This action is based on the Concessions Policy, 2.2.1 (B) Direct Negotiation.
- This action meets the Board's Concessions Policy of providing and improving the shopping, dining, and service experience at DFW International Airport.

**D/S/M/WBE Information**
- The existing ACDBE and MWBE commitments will continue to apply to the current lease modification.

**Schedule/Term**
- This lease is co-terminus with Lease Number 008129, operated by the same ownership and approved by Board Resolution No. 2011-05-141
- 12% Rent on all Gross Receipts
- $36,000 MAG

<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
Zenola Campbell
3-4830

<table>
<thead>
<tr>
<th>Fund</th>
<th>Project #</th>
<th>External Funding Source</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td>$0</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 enter into a Lease Agreement with Southwest Concessions, Inc., dba Southwest News.

Approved as to Form by

Rodriguez, Elaine
Legal Counsel
Jul 20, 2016 5:32 pm

Approved as to Funding by

Underwood, Max
Vice President Finance
Finance
Jul 21, 2016 4:13 pm

Approved as to M/WBE by

Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Jul 21, 2016 9:53 am

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head
Jul 19, 2016 3:19 pm

Pending

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

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<th>Subject</th>
<th>Resolution #</th>
</tr>
</thead>
<tbody>
<tr>
<td>08/04/2016</td>
<td>Concessions/Commercial</td>
<td>Approval to reduce the number of locations with</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Development</td>
<td>HFF-HPA DFW, LLC, as reflected in Resolution No. 2015-07-129.</td>
<td></td>
</tr>
</tbody>
</table>

**Action**
That the Chief Executive Officer or designee be authorized to reduce the number of locations approved on Resolution No. 2015-07-129 with HFF-HPH DFW, LLC.

**Description**
- Resolution No. 2015-07-129 approved lease agreements for the operation of two (2) Artisan Market locations as the result of an RFP award.
- One (1) location, Lease Agreement 009743, opened on May 28, 2016 in Terminal D, Gate D27 (ID No. D-NV106).
- The second location, Lease Agreement 009745, located in Terminal D, Gate D6 for the Kiosk will be deleted from the approved package prior to being fully constructed.

**Justification**
- Currently there is not a need for additional restaurants in that area.

**D/S/M/WBE Information**
- The existing ACDBE commitment will continue to apply to the remaining lease location.

**Schedule/Term**

<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**
Zenola Campbell
3-4930

**Fund** | **Project #** | **External Funding Source** | **Amount** |
----------|---------------|-----------------------------|------------|
         |               |                             | $0         |
BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to reduce the number of locations approved on Resolution No. 2015-07-129 with HFF-HPH DFW, LLC.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Jul 19, 2016 3:07 pm

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
Jul 21, 2016 4:12 pm

Approved as to M/WBE by
Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Jul 21, 2016 9:56 am

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head

Jul 19, 2016 1:55 pm

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>08/04/2016</td>
<td>Concessions/Commercial Development</td>
<td>Approval to enter into a Lease Agreement with OdehMickens DFW Concessions JV, dba Einstein Bros Bagels / Caribou Coffee.</td>
<td></td>
</tr>
</tbody>
</table>

**Action**  
That the Chief Executive Officer or designee be authorized to enter into a Lease Agreement with OdehMickens DFW Concessions JV, dba Einstein Bros Bagels / Caribou Coffee.

**Description**
- To operate a dual-branded Einstein Bros Bagels / Caribou Coffee location.
- Located at Terminal C, Gate C6 with 853 square feet.
- This will fulfill the obligation of awarding Einstein, a Southgate Plaza and a terminal location previously approved by Resolution No. 2014-10-259.

**Justification**
- This action is based on the Concessions Policy, 2.2.1 (B) Direct Negotiation.
- This action meets the Board's Concessions Policy of providing and improving the shopping, dining and service experience at DFW International Airport.

**D/S/M/WBE Information**
- In accordance with the Board's Business Diversity Programs, the ACDBE goal for this lease is 35% and the M/WBE goal for design and construction is 30%.
- OdehMickens DFW Concessions JV is comprised of Bassam DFW (65%) and M2 Concepts, LLC (ACDBE: BM-C, 35%). The joint venture is committed to achieving 30% MWBE participation in the design and construction of the lease space.

**Schedule/Term**  
Terms and Conditions
- Term is for seven (7) years
- Sixteen Percent (16%) of Gross Receipts for Food and Non-Alcoholic Beverages (excluding Coffee and Coffee Beverages)
- Seventeen Percent (17%) of Gross Receipts for Coffee and Coffee Beverages
- $330,224 MAG

**Contract #** | **Agreement #** | **Purchase Order #** | **Action Amount** | **Revised Amount** |
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**For Information contact**  
Zenola Campbell  
3-4830  

**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 enter into a Lease Agreement with OdehMickens DFW Concessions JV dba Einstein Bros Bagels / Caribou Coffee

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Jul 20, 2016 5:31 pm

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
Jul 21, 2016 4:13 pm

Approved as to M/WBE by
Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Jul 21, 2016 9:52 am

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head
Jul 19, 2016 3:17 pm

Chief Executive Officer
Pending
Date
Date 08/04/2016  Committee Concessions/Commercial Development  Subject Approval of additional concept to current lease with Duty Free Americas Dallas, LLC d/b/a Michael Kors  Resolution #

Action
That the Chief Executive Officer or designee be authorized to approve sharing the current Michael Kors space, reflected on Lease Number 009394, with Kate Spade.

Description

- This location is in Terminal D, Location ID D-2-NV102, with 1,946 square feet.
- This location will have two storefronts; one for Michael Kors and one for Kate Spade.
- The Kate Spade offerings will occupy approximately 500 square feet and Michael Kors will occupy the remaining 1446 square feet.
- There will be no changes in ownership, Minimum Annual Guarantee, Percent Rent or square footage.

Justification

- Michael Kors is a world-renowned, award-winning designer of luxury accessories and ready-to-wear.
- Kate Spade has over 140 retail shops and outlets across the United States and more than 175 shops internationally.
- Kate Spade offers colorful living through handbags and clothing, jewelry, shoes, stationery, eyewear, baby, fragrance, tabletop, bedding and gifts.
- Michael Kors and Kate Spade are internationally-recognized brands that match the Terminal D passenger profile for both our domestic and international passenger.
- This would be the first airport location for Kate Spade.

D/S/M/WBE Information

- The existing ACDBE and MWBE commitments will continue to apply to the current lease modification.

Schedule/Term

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For Information contact
Zenola Campbell
3-4830

Fund

Project #

External Funding Source

Amount

$0
BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to approve sharing the current Michael Kors space, reflected on Lease Number 009394, with Kate Spade.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Jul 20, 2016 5:31 pm

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
Jul 21, 2016 4:12 pm

Approved as to M/WBE by
Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Jul 21, 2016 9:51 am

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head

Jul 19, 2016 3:16 pm

Pending

Chief Executive Officer

Date
### Action
That the Chief Executive Officer or designee be authorized to enter into an exclusive mobile ordering agreement with Cursus Technologies, Inc., dba Grab, a Delaware Corporation, for a three-year term.

### Description
- Execute an agreement with Grab for the exclusive right to provide mobile commerce via the DFW Airport mobile app, including shopping, promotions, and ordering for restaurants, retail stores and services located within the DFW terminals; excluding airline lounges.
- The concessionaire marketing fund (Fund 198) will be utilized to assist in the purchase of hardware, signage, and conversion expenses for operator locations in support of program installation and launch, not to exceed $50,000.

### Justification
- The addition of mobile commerce to the DFW Airport mobile app will meet the Airport's strategic initiative of enhancing customer experience through the use of mobile technology and speed of service. Customers will be able to order on the DFW app from restaurants, retail, and services ahead of their visit to DFW's concessionaires to help expedite their journey.
- American Airlines, with 85% of DFW passengers, has partnered with Grab, and has two of the largest Concessionaires in North America.
- DFW will be the first Airport in the country with an Airport-wide mobile ordering solution.

### D/S/M/WBE Information
- In accordance with the Board's Business Diversity Programs, the ACDBE goal for this lease space is 0% and the M/WBE goal is 0% due to the proprietary nature of the service.

### Schedule/Term
- Start Date: August 2016
- Term: Three years

### Contract # Agreement # Purchase Order # Action Amount Revised Amount
| $0 | $0 |

### For Information contact
Zenola Campbell 3-4830

### Fund Project # External Funding Source Amount
| $0 |
Additional Information

- Grab will pay twelve percent (12%) of net revenue from commissions and convenience fees generated for transactions completed with DFW restaurants, retail stores and services.
- In consideration of the Airport's contributions and being the first, Grab's commission from operators will not exceed three percent (3%) for transactions completed during the initial term of this agreement.
- The Concessions Department will work directly with Grab to negotiate agreements with all DFW restaurants, retail stores and services.

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to enter into an exclusive mobile ordering agreement with Cursus Technologies, Inc., dba Grab, a Delaware Corporation, for a three-year term.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Jul 20, 2016 5:32 pm

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
Jul 21, 2016 4:12 pm

Approved as to M/WBE by
Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Jul 21, 2016 9:54 am

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head
Jul 19, 2016 3:20 pm

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

Date
08/04/2016

Committee
Concessions/Commercial Development

Subject
Easement Conveyance to the FWTA Related to Public Mass Transit

Resolution #

Action
That the Chief Executive Officer or designee be authorized to recommend that the City Councils of Dallas and Fort Worth convey 41 +/- acres in perpetual easement to the Fort Worth Transportation Authority for public mass transit improvements.

Description
- DFW Airport is partnering with the Fort Worth Transportation Authority (FWTA) to bring commuter rail service to the Airport.
- TEX Rail is a 27-mile commuter rail project being developed by FWTA, which will extend from downtown Fort Worth to DFW Airport, and include two on-Airport stations - DFW North Station and DFW Airport Station near Terminal B.
- For the TEX Rail extension on-Airport, FWTA requires 41 +/- acres of Airport land, in perpetual easement, off the Cotton Belt rail line in the northwest portion of the Airport, south over SH 121/114, under Airfield Drive and future north perimeter taxi area, and working its way to running roughly parallel along International Pkwy. to the DFW Airport Station just east of Terminal B.
- FWTA public mass transit improvements on this land will include track and guide way, a parking lot, utilities, and drainage improvements.
- Approval for the DFW Airport Station near Terminal B will be requested through a separate authority. DFW's current cost estimate of the scope-of-work is $40+/- million that will be paid for and constructed by DFW Airport.

Justification
- The valuation of the easement has been determined to be $8,855,773 as supported by appraisals commissioned by both parties. The appraisal components include the value of land and certain damages.
- As a result of the rail line construction, approximately +/- 50 acre tract of land will be severed to the east of DFW North Station and access will be denied. As a cost to cure the damages to the +/- 50 acre parcel, the parties have agreed to the following: When DFW decides to construct a roadway crossing along Dallas Road's extension, it shall cause a traffic study to be conducted. The study will assess the safety and traffic impacts associated with an at-grade crossing for the projected traffic volumes. If a grade-separated crossing is advised, then TEX Rail will be responsible for 50% of the actual program cost to construct the 4-lane grade separated crossing (less program cost to construct a typical surface roadway). If it is determined through the traffic study that an at-grade crossing is acceptable to DFW, then TEX Rail will be responsible for 100% of the program cost to construct the crossing (less cost to construct a typical surface roadway).
- FWTA's DFW North Station was designed to allow DFW to maximize land use on Airport land impacted by the TEX Rail line.
- DFW Airport Station will allow the travelling public to take advantage of the rail service from Fort Worth to connect to the Airport's Central Terminal Area.
- The public mass transit improvements will be constructed and maintained at FWTA's sole cost and expense.
- TEX Rail is projected to have 18,000 daily riders by 2035. Source: TEX Rail Final Environmental Impact Statement, January 2014.
- This Official Board Action supports the Airport's FY 2016 organizational goals.

D/S/M/WBE Information
- N/A - Not subject to the Board's D/S/M/WBE Program policies. (Conveyance of Board Property).
- Program application and the applicable goals will be determined as each method of procurement is selected and issued for design and construction of the Rail Facilities.

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For Information contact
John Terrell
3-4655

Fund  Project #  External Funding Source  Amount
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$0
Resolution #

Perpetual easement to be conveyed to FWTA subject to:

1. Approval by Owner Cities
2. Completion of a Compensation Agreement between FWTA and DFW Airport to include the following:

- Easement consideration shall be $8,855,773 less the following deductions:
  - Approximately $305,000 for FWTA's construction of a data communication utility sleeve along the rail line across SH121/114, which will be used by DFW Airport to serve communication needs in the northwest quadrant of the Airport;
  - Approximately $322,170 for upsizing water line near DFW North Station to serve DFW future developments adjacent to that line. If DFW begins using the water utility line within ten years after its construction, DFW will pay FWTA 50% of the cost of construction of such water lines less the upcharge cost previously paid (Not-to-exceed $515,000).
  - Total amounts paid by FWTA to DFW Airport as fees for a Temporary Right-of-Way License, without interest;
  - Payment by FWTA to DFW in the amount of approximately $98,700 for 1W Parking lot gate mitigation.
  - Payment by DFW to FWTA in the not-to-exceed amount of $2,200,000 for certain agreed upon improvements associated with DFW Airport Station that FWTA will construct on behalf of DFW.

3. A Construction, Operation and Maintenance Agreement between FWTA and DFW Airport.
4. Requisite Approval by Federal Aviation Administration (FAA)

To keep the TEX Rail project on schedule, FWTA's contractor will commence construction efforts, at its own risk, under a short-term construction license. Revenue generation from this license is approximately $87,496 per month. This amount includes $72,794 towards Temporary Right-of-Way License Fee and $14,702 towards Temporary Construction License Fee. The Temporary Right-of-Way License Fee previously paid will be credited against FWTA's easement consideration.

The conveyances to FWTA will reserve all mineral interests in the land and an avigation easement as required for aviation purposes.

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

That the Chief Executive Officer or designee be authorized to recommend that the City Councils of Dallas and Fort Worth convey 41 +/- acres in perpetual easement to the Fort Worth Transportation Authority for public mass transit improvements.

**Approved as to Form by**

Rodriguez, Elaine  
Legal Counsel  
Jul 26, 2016 11:08 am

**Approved as to Funding by**

Underwood, Max  
Vice President Finance  
Finance  
Jul 26, 2016 12:25 pm

**Approved as to M/WBE by**

Lee, Tamela  
Vice President Business Diversity and Development  
Business Diversity and Development  
Jul 26, 2016 11:01 am

**SIGNATURE REQUIRED FOR APPROVAL**

Approved by

Pending

Chief Executive Officer  
Date

Department Head  
Commercial Development  
Jul 26, 2016 10:17 am
Concessions/ Commercial Development

Discussion
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<th>Meeting Date</th>
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<td>08/04/2016</td>
<td>Permits Issued by Concessions</td>
<td>Concessions/Commercial Development</td>
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**Item For Discussion**
Permits Issued by Concessions

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<td>• <strong>D &amp; B Mitchell Group</strong> was issued Permit 010084 to operate a Blue Mesa Kiosk in Terminal B. Permittee shall pay rents equal to fourteen percent (14%) for food and non-alcoholic beverages, and nineteen percent (19%) for the sale of alcoholic beverages. This Permit is for six (6) months or upon receipt of 30 day notification by DFW.</td>
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<td>• <strong>Melshire DFW, LP</strong> was issued an Amendment to Lease No. 008135 for 242 square feet of storage space identified as D.S105C.2. Concessionaire will be charged a rate of $50.00 per square foot of space, per year, subject to annual increases. This Amendment is co-terminus with the lease.</td>
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