MINUTES OF THE
DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD
February 4, 2016
8:30 a.m.

Convening of the Meeting – The Regular Meeting of the Dallas Fort Worth International Airport Board was duly convened and held in the Board Room of the DFW Airport Headquarters building of the Dallas-Fort Worth International Airport Board at 8:30 a.m., on Thursday, February 4, 2016, pursuant to earlier notification thereof to the members of the Board and public. The following quorum was present:

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

Board staff in attendance: Sean Donohue, John Ackerman, Ken Buchanan, Jim Crites, Khaled Naja, Chris Poinsatte, Linda Valdez Thompson, Rob Darby, Elaine Rodriguez, Mazhar Butt, Zenola Campbell, Armin Cruz, Rusty Hodapp, Robert Horton, Karen Kavanagh, Tamela Lee, Ollie Malone, Jr., Sharon McCloskey, Mike Phemister, Mary Jo Polidore, Nate Smith, Greg Spoon, John Terrell, Max Underwood, Michael Yip and Kristy Anderson

AGENDA

A. The invocation was given by Chaplain “DD” Hayes

B. The Pledge of Allegiance was recited.

C. Announcements by Lillie Biggins, Chair:
   - Board Member Sam Coats was recognized for his birthday on February 7.
   - Board Member Curtis Ransom’s birthday of February 24 was also announced; however, Mr. Ransom was not in attendance for the meeting.
   - New Board Member Amir Rupani, from the City of Dallas, was recognized and welcomed.

Announcements by Sean Donohue, CEO:
   - DFW Airport was named as one of the top 100 brand design projects in 2015 by The Branding Source.
   - The Hyatt Place officially opened at Southgate Plaza on January 27. Board Members Bernice J. Washington and William Meadows participated in a tour of the hotel. The grand opening will be held on March 1.
   - DFW Airport’s LiveWell program hosted Blue Zones expert Tony Buettner this past month, who put on a program for DFW’s senior staff and employees. Mayor Price spoke regarding the program and its positive impacts on the community.
   - DFW Airport Media Highlights were presented.

1 Non-voting Board Member from the City of Euless
• Amir Rupani, appointed by the City of Dallas to fill Position 9, was introduced and took the Oath of Office.

D. The Election of the 2016 Officers was held and the following Officers were nominated and elected:
• Sam Coats, Chair
• William Meadows, Vice Chair
• Bernice J. Washington, Secretary
• Mayors Rawlings and Price and Board Chair Sam Coats thanked and recognized former Board Chair Lillie Biggins for her leadership and service.

E. The minutes of the Regular Board Meeting of January 7, 2016, were approved.

F. Air Service Highlights were presented by John Ackerman, EVP Global Strategy and Development.

G. The Financial Report was presented by Chris Poinsatte, CFO/EVP Finance and Information Technology Services.

H. The Annual MWBE Report was presented by Tamela Lee, VP Business Development and Diversity.

RETIREMENT/INVESTMENT COMMITTEE REPORT
Retirement/Investment Committee Chair William Meadows reported that the Committee met on Tuesday, February 2, 2016, at 12:30 p.m., in the Board Room of the DFW Airport Headquarters Building and recommended approval of the following:

1. The minutes of the Retirement/Investment Committee Meeting of January 5, 2016, were approved during the Committee Meeting of February 2, 2016.

2. The Quarterly Investment was presented by Richard Holbein of the Bogdahn Group.

Action Items for Consideration

3. The Airport Board unanimously adopted Resolution No. 2016-02-028 to approve authorization to terminate the investment agreement with WHV Investments.

4. The Airport Board unanimously adopted Resolution No. 2016-02-029 to approve authorization to purchase positions in the Lone Star CRA Fund and the Lone Star Opportunity Fund V, in the amount of $750,000.00, currently held by another Limited Partner.

5. The Airport Board unanimously adopted Resolution No. 2016-02-030 to approve execution of the required documents to invest DFW Retirement Funds in the Marathon European Credit Opportunity Fund III, in an amount not to exceed $10 million.

6. The Airport Board unanimously adopted Resolution No. 2016-02-031 to approve execution of the required documents to invest DFW Retirement Funds in the LBC Credit Partners IV, L.P., in an amount not to exceed $20 million.
OPERATIONS COMMITTEE REPORT
Operations Committee Chair Sam Coats reported that the Committee met on Tuesday, February 2, 2016, at 12:50 p.m., in the Board Room of the DFW Airport Headquarters Building and recommended approval of the following:

7. The minutes of the Operations Committee Meeting of January 5, 2016, were approved during the Committee Meeting of February 2, 2016.

Consent Items for Consideration

8. The Airport Board unanimously adopted Resolution No. 2016-02-032 to approve authorization for the Chief Executive Officer or designee to file grant applications, including required understandings and assurances, for grants available to the Board during Fiscal Year 2016, and to provide information and take other grant-related actions, as needed, to apply for and administer such grants; further, that the Airport Board ratifies the acceptance of three 2015 Homeland Security Grants Program grant awards.


10. The Airport Board unanimously adopted Resolution No. 2016-02-034 to approve execution of Purchase Order No. 271303, for Air Compressor Maintenance, to Atlas Copco Compressors LLC, of Rock Hill, South Carolina, in the amount of $134,215.20.

Action Items for Consideration

11. The Airport Board unanimously adopted Resolution No. 2016-02-035 to approve execution of Contract No. 7006247, for Parking Lot Striping Services, with Magnum Power Wash LLC, of Rockwall, Texas, in an amount not to exceed $374,550.00, for the three-year term of the Contract.

12. The Airport Board unanimously adopted Resolution No. 2016-02-036 to approve execution of Contract No. 7006292, for Storm Sewer Pipe Inspection and Cleaning Services, with Metro Pipe Inspection, LLC, of Fort Worth, Texas, in an amount not to exceed $782,100.00, for the three-year term of the Contract.

13. The Airport Board unanimously adopted Resolution No. 2016-02-037 to approve an increase to Contract No. 7005484, for Terminal E Baggage Handling and Passenger Boarding Bridge Operations and Maintenance Service, with Vanderlande Industries, Inc., of Marietta, Georgia, in an amount not to exceed $925,000.00, for a revised Contract amount not to exceed $13,004,003.74.

14. The Airport Board unanimously adopted Resolution No. 2016-02-038 to approve execution of Contract No. 8500333, Design and Design Management Services (without Federal Provisions), with VAI Architects Incorporated, of Dallas, Texas, in an amount not to exceed $3,000,000.00.

15. The Airport Board unanimously adopted Resolution No. 2016-02-039 to approve execution of Contract No. 8500318, Design and Design Management Services (Federal Provisions), with CH2M Hill, Inc., of Dallas, Texas, in an amount not to exceed $22,500,000.00.
16. The Airport Board unanimously adopted Resolution No. 2016-02-040 to approve execution of Contract No. 8500327, Program Management/Construction Management Services (Federal Provisions), with AECOM Technical Services, Inc., of Los Angeles, California, in an amount not to exceed $100,000,000.00.

Discussion Items

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

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

FINANCE/AUDIT COMMITTEE REPORT

Finance/Audit Committee Chair Regina Montoya reported that the Committee met on Tuesday, February 2, 2016, at 1:10 p.m., in the Board Room of the DFW Airport Headquarters Building and recommended approval of the following:

19. The minutes of the Finance/Audit Committee Meeting of January 5, 2016, were approved during the Committee Meeting of February 2, 2016.

20. The Financial Report was presented by Max Underwood, VP Finance.

Consent Items for Consideration

21. The Airport Board unanimously adopted Resolution No. 2016-02-041 to approve an increase to Contract No. 8004306, for Employee Group Life Insurance Services, with Aetna Life Insurance Company, of Hartford, Connecticut, in an amount not to exceed $74,000.00, for a revised Contract amount not to exceed $3,042,597.00.

22. The Airport Board unanimously adopted Resolution No. 2016-02-042 to approve authorization to exercise options for multi-year Contracts for the third quarter of Fiscal Year 2016.

Action Items for Consideration

23. The Airport Board unanimously adopted Resolution No. 2016-02-043 to approve an increase to Contract No. 7003865, for Employee Shuttle Bus Service, with SP+ Transportation, an operating division of SP Plus Corporation, of Chicago, Illinois, in an amount not to exceed $5,324,965.00, for a revised Contract amount not to exceed $58,924,154.00.

24. The Airport Board unanimously adopted Resolution No. 2016-02-044 to approve authorization to bind and procure an Insurance Policy for All-Risk Property Insurance, with Lexington Insurance Company, in the amount of $4,396,934 for the policy period incepting March 1, 2016.
Discussion Items

25. The Department of Audit Services’ Quarterly Audit Update was presented by Rob Darby, Director Audit Services.

26. The Monthly D/S/M/WBE Expenditure Report was distributed to the Board.

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

CONCESSIONS/COMMERCIAL DEVELOPMENT COMMITTEE REPORT
Concessions/Commercial Development Committee Vice Chair Regina Montoya reported that the Committee met on Tuesday, February 2, 2016, at 1:20 p.m., in the Board Room of the DFW Airport Headquarters Building and recommended approval of the following:

28. The minutes of the Concessions/Commercial Development Meeting of January 5, 2016, were approved during the Committee Meeting of February 2, 2016.

Action Items for Consideration

29. The Airport Board unanimously adopted Resolution No. 2016-02-045 to approve authorization to amend Concession Leases to add storage locations to current Concessionaire Lease Agreements.

30. The Airport Board unanimously adopted Resolution No. 2016-02-046 to approve execution of Contract modifications for additional incremental work under three reimbursement agreements, for an amount not to exceed $174,800.00, for the removal, storage and relocation/reinstallation of Passenger Amenities concessionaire equipment; and approve execution of future reimbursement agreements with Passenger Amenities Concessionaires for similar costs associated with the Terminal Renewal and Improvement Program (TRIP), for an amount not to exceed $1,029,759.00.

31. The Airport Board unanimously adopted Resolution No. 2016-02-047 to approve execution of a Lease Agreement between DFW Pop Restaurants, LLC dba Rodeo Bar and the Dallas Fort Worth International Airport Board.

32. The Airport Board unanimously adopted Resolution No. 2016-02-048 to approve execution of a Lease Agreement between STAR/MGO, LLC. dba Maggiano’s Little Italy and the Dallas Fort Worth International Airport Board.

33. The Airport Board unanimously adopted Resolution No. 2016-02-049 to approve execution of a Lease Agreement between Paradies Lagardere, dba 7-Eleven, and the Dallas Fort Worth International Airport Board.

34. The Airport Board unanimously adopted Resolution No. 2016-02-050 to approve execution of an Agreement for Snack Vending Services for all Terminals, selected administrative facilities and the Rental Car Facility with the Compass Group USA, Inc. by and through its Canteen Vending Services Division.
35. The Airport Board unanimously adopted Resolution No. 2016-02-051 to approve execution of a Semi-Exclusive Agreement for Beverage Pouring Rights and Sponsorship with the Coca-Cola Company, by and through Coca-Cola North America, and Coca-Cola Refreshments USA, Inc.

Discussion Items

36. A Terminal D Concessions Update was presented by Zenola Campbell, VP Concessions.

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

38. Commercial Development Short-Term License was distributed to the Board.

FULL BOARD

CLOSED SESSION

39. This item was deferred at the request of staff.
   In accordance with provisions of Section 551.071 of the Texas Government Code, a closed session will be held for the purposes of seeking the Board’s attorney’s advice with respect to pending or contemplated litigation, a settlement offer, or other matters that are exempt from public disclosure under the Texas Disciplinary Rules of Professional Conduct of the State Bar of Texas (Article X, Section 9 of the State Bar Rules), to wit:

   a) INET Lawsuit.

OPEN SESSION

Discussion Items

40. There were no registered speakers.

41. Next Committee meetings – March 1, 2016
   Next Regular Board meeting – March 3, 2016