MINUTES OF THE
DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD
January 7, 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, January 7, 2016, pursuant to earlier notification thereof to the members of the Board and public. The following quorum was present:

Lillie Biggins, Chair   Henry Borbolla III
Sam Coats, Vice Chair   Regina Montoya
William Meadows, Secretary   William Tsao
Councilmember Lee Kleinman¹   Bernice J. Washington
Mayor Betsy Price   Linda Martin²

Board staff in attendance:
Sean Donohue, John Ackerman, Ken Buchanan, Jim Crites, Khaled Naja, Chris Poinsatte, Linda Valdez Thompson, Rob Darby, Elaine Rodriguez, Zenola Campbell, Armin Cruz, Rusty Hodapp, Robert Horton, Karen Kavanagh, Tamela Lee, Ollie Malone, Jr., Sharon McCloskey, Mike Phemister, Mary Jo Polidore, Steve Shaffer, Nate Smith, John Terrell, Max Underwood, 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:
   - Dallas Councilmember Lee Kleinman, designated voting representative by the City of Dallas and Chair of the Dallas Transportation and Trinity River Project Committee, was introduced and welcomed.

Announcements by Sean Donohue, CEO:
   - In December, DFW Airport sponsored a contractor open house, attended by over 400 people representing 233 different companies. Board Member Sam Coats was thanked for attending and supporting the event.

   Board Member William Tsao joined the meeting.

¹ Designated voting representative appointed by the City of Dallas
² Non-voting Board Member from the City of Euless
• Mr. Jose Arturo Gonzalez, a passenger from DFW Airport was chosen by Volaris for their annual event to surprise one of their frequent fliers with free airfare for a year, and name a plane after that passenger. DFW partnered with Volaris and also offered this passenger free valet parking for a year.
• DFW Airport partnered with Dallas Love Field and the FAA to help support the announcement regarding the FAA’s new Drone Registration System and remind the community on the rules related to flying drones.
• During the winter storm event, DFW Airport experienced over 1,500 cancellations, about 100 flight diversions to other cities, and a total of 13 Ground Stops. 7,000 customers stayed overnight in the Terminals. A United 787 flight was diverted to DFW after the Flight Crew timed out. DFW Airport provided cots and blankets and delivered over 500 pizzas to customers waiting in line to re-book their flights. Pizza Hut and Pizza Pub employees were thanked. The Terminal Management, Operations, Public Safety, and Customer Experience teams were also thanked.
• DFW Airport Media Highlights were presented.
• EVP Jim Crites presented statistics regarding on-time flight performance at DFW Airport in comparison to other major US airports.

D. The minutes of the Regular Board Meeting of December 3, 2015, were approved.

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

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

RETIREMENT/INVESTMENT COMMITTEE REPORT
Retirement/Investment Committee Vice Chair Bernice Washington reported that the Committee met on Tuesday, January 5, 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 October 27, 2015, were approved during the Committee Meeting of January 5, 2016.

Action Item for Consideration

2. The Airport Board unanimously adopted Resolution No. 2016-01-001 to approve execution of the required document to invest DFW retirement funds in Constitution Capital Partners Ironsides IV Private Equity Fund, in an amount not to exceed $15 million.
OPERATIONS COMMITTEE REPORT
Operations Committee Chair Sam Coats reported that the Committee met on Tuesday, January 5, 2016, at 12:35 p.m., in the Board Room of the DFW Airport Headquarters Building and recommended approval of the following:

3. The minutes of the Operations Committee Meeting of December 1, 2015, were approved during the Committee Meeting of January 5, 2016.

Consent Items for Consideration

4. The Airport Board unanimously adopted Resolution No. 2016-01-002 to approve execution of a deductive Change Order to Supplemental Agreement No. 12, Contract No. 9500406, Terminal Renewal and Improvement Program, Terminal B Phase 2, with Manhattan/Byrne/JRT/3i, a joint venture, of Dallas, Texas, in a deductive amount not less than ($2,003,742.13), for a revised Contract amount not to exceed $93,257,472.70.

5. The Airport Board unanimously adopted Resolution No. 2016-01-003 to approve execution of a deductive Change Order to Contract 9500522, Rehabilitate Landside Erosion Control with Gilbert May Inc., dba Phillips/May Corporation, of Dallas, Texas, in a deductive amount not to exceed ($69,144.35), for a revised Contract amount not to exceed $1,025,059.90.

6. The Airport Board unanimously adopted Resolution No. 2016-01-004 to approve execution of a deductive Change Order to Contract No. 9500550, Expansion Joint Replacement Rental Car Center, with Chamberlin Dallas, LLC, of Dallas, Texas, in a deductive amount not less than ($54,665.00), for a revised Contract amount not to exceed $935,056.25.

7. The Airport Board unanimously adopted Resolution No. 2016-01-005 to approve execution of a Change Order to Contract No. 9500482, Rehabilitate Airfield Pavements FY14, with EAS Contracting, LP, of Princeton, Texas, in an amount not to exceed $224,820.00, for a revised Contract amount not to exceed $14,504,488.35.

8. The Airport Board unanimously adopted Resolution No. 2016-01-006 to approve execution of Contract No. 7006287, for Rapid Setting Concrete Mix, with HD Supply White Cap, of Irving, Texas, in an amount not to exceed $102,450.00, for the one-year term of the Contract.

Action Items for Consideration

9. The Airport Board unanimously adopted Resolution No. 2016-01-007 to approve execution of Contract No. 7006263, for Skylink Facilities Maintenance at Terminals A and C, with ERMC IV, LP, of Haltom City, Texas, in an amount not to exceed $4,574,767.00, for the initial three-year term of the Contract, with options to renew for two additional one-year periods.

10. The Airport Board unanimously adopted Resolution No. 2016-01-008 to approve execution of Contract No. 9500548, DPS Indoor Range Lead Exposure Prevention/Climate Control System Replacement, with Gilbert May Inc., dba Phillips/May Corporation, of Dallas, Texas, in an amount not to exceed $689,333.00.
Terminal Renewal and Improvement Program Action Items for Consideration

11. The Airport Board unanimously adopted Resolution No. 2016-01-009 to approve execution of a Contract Modification to Supplemental Agreement No. 10, Contract No. 9500421, Terminal Renewal and Improvement Program-Contract Busing Service, with Balfour/Azteca/Russell/CARCON, a joint venture, of Dallas, Texas, in an amount not to exceed $329,421.00, for a revised Contract amount not to exceed $2,542,682.00; and execution of a Contract Modification to Supplemental Agreement No. 18, Contract No. 9500406, Terminal Renewal and Improvement Program-Contract Busing Service, with Manhattan/Byrne/JRT/3i, a Joint Venture, of Dallas, Texas, in amount not to exceed $1,250,060.00, for a revised Contract amount not to exceed $4,649,768.00, to provide funding for TRIP Busing Services for 2016. Total amount of action is $1,579,481.00.

12. The Airport Board unanimously adopted Resolution No. 2016-01-010 to approve execution of a Contract Modification to Contract No. 9500406, with Manhattan/Byrne/JRT/3i, a Joint Venture, in an amount not to exceed $1,200,000.00, for a revised Contract amount not to exceed $13,328,872.00, and Contract No. 9500421, with Balfour/Azteca/Russell/CARCON, a joint venture, in an amount not to exceed $1,100,000.00, for a revised Contract amount not to exceed $12,251,200.00, for Construction Manager-At-Risk Services. Total amount of action is $2,300,000.00.

13. The Airport Board unanimously adopted Resolution No. 2016-01-011 to approve execution of a Contract Modification for additional incremental work under Supplemental Agreement No. 13, Contract No. 9500406, Terminal Renewal and Improvement Program - Terminal B Phase 3, with Manhattan/Byrne/JRT/3i, a Joint Venture, of Dallas, Texas, in an amount not to exceed $86,368,460.00, for a revised Contract amount not to exceed $109,866,377.00.

Discussion Items

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

15. 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, January 5, 2016, at 12:50 p.m., in the Board Room of the DFW Airport Headquarters Building and recommended approval of the following:

16. The minutes of the Finance/Audit Committee Meeting of December 1, 2015, were approved during the Committee Meeting of January 5, 2016.

17. The Financial Report was presented by Max Underwood, VP Finance.
**Action Items for Consideration**

18. The Airport Board unanimously adopted Resolution No. 2016-01-012 to approve the ratification of payments made to Worthy International Travel, of London, United Kingdom, for the June 2015 Europe Mission Trip, in the amount of $161,000.00.

19. The Airport Board unanimously adopted Resolution No. 2016-01-013 to approve an agreement with Airports Council International - North America for the 2017 Annual Conference in Fort Worth, Texas, in an amount not to exceed $150,000.00, and authorize the expenditure of funds associated with hosting the conference in an amount not to exceed $200,000.00. Total amount of action is $350,000.00.

20. The Airport Board unanimously adopted Resolution No. 2016-01-014 to approve execution of Contract No. 8005043, for Visual Communications Content Management Licenses (Software), with Four Winds Interactive LLC, of Denver, Colorado, in an amount not to exceed $550,000.00, for the initial three-year term of the Contract, with options to renew for two additional one-year periods.

21. The Airport Board unanimously adopted Resolution No. 2016-01-015 to approve an increase to Contract No. 7006061, for Terminal In-Building Distributed Antenna System for Trunked Radio, with Dali Wireless, Inc., of Menlo Park, California, in an amount not to exceed $1,082,851.50, for a revised Contract amount not to exceed $5,560,222.61.

22. The Airport Board unanimously adopted Resolution No. 2016-01-016 to approve the ratification of payments made to Amazon.com during FY 2015 in the amount of $54,848.47 and approve expenditures, on an as needed basis, in an amount not to exceed $80,000.00 for FY 2016.

23. The Airport Board unanimously adopted Resolution No. 2016-01-017 to approve the ratification of non-warehouse payments made to W.W. Grainger Inc., of Dallas, Texas, in FY 2015 in the amount of $80,269.93 and approve expenditures, on an as needed basis, in an amount not to exceed $80,000.00 for FY 2016.

24. The Airport Board unanimously adopted Resolution No. 2016-01-018 to approve the ratification of payments made to the Corporate Executive Board during FY 2015 in the amount of $72,650.00 and approve expenditures, on an as needed basis, in an amount not to exceed $100,000.00 for FY 2016.

25. The Airport Board unanimously adopted Resolution No. 2016-01-019 to approve the ratification of payments made to the Hyatt Regency DFW during FY 2015 in the amount of $191,433.15 and approve expenditures, on an as needed basis, in an amount not to exceed $250,000.00 for FY 2016.

**Discussion Items**

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

Concessions/Commercial Development Committee Chair Curtis Ransom reported that the Committee met on Tuesday, January 5, 2016, at 1:05 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 December 1, 2015, were approved during the Committee Meeting of January 5, 2016.

Consent Items for Consideration

29. The Airport Board unanimously adopted Resolution No. 2016-01-020 to approve extension of the Clear Channel Airports Operating Agreement No. 238850 (main contract) and Visitor Information Centers Agreement No. 239002 through April 30, 2016.

30. The Airport Board unanimously adopted Resolution No. 2016-01-021 to approve authorization to revise the awarded location of Lease Agreement 008676 with Dickey’s DFW Terminal D JV, LLC dba Dickey’s Barbecue.

31. The Airport Board unanimously adopted Resolution No. 2016-01-022 to approve authorization to change Lease Number 238979 with DFW International Airport Restaurant JV#2 dba Pappadeaux Seafood Kitchen.

32. The Airport Board unanimously adopted Resolution No. 2016-01-023 to approve authorization to revise the ownership entity and location of Lease Agreement 009321 with MBC/CI Joint Venture dba Drew Pearson’s Sports 88 Grill

Action Items for Consideration

33. The Airport Board unanimously adopted Resolution No. 2016-01-024 to approve authorization to amend Concession Leases to add storage locations to current Concessionaire Lease Agreements.

34. The Airport Board unanimously adopted Resolution No. 2016-01-025 to approve execution of a Lease Agreement with D&B Mitchell Group, LLC dba Banh Shop and the Dallas/Fort Worth International Airport Board.

35. The Airport Board unanimously adopted Resolution No. 2016-01-026 to approve execution of a Lease Agreement between The Grove, Inc. dba Dunkin Donuts and the Dallas/Fort Worth International Airport Board.

36. The Airport Board unanimously adopted Resolution No. 2016-01-027 to approve execution of a Lease Agreement between HBF M2 Concepts JV, LLC dba Chick-Fil-A and the Dallas/Fort Worth International Airport Board.


**Discussion Items**

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

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

**FULL BOARD**

**Discussion Items**

39. There were no registered speakers.

40. Next Committee meetings – February 2, 2016
   Next Regular Board meeting – February 4, 2016