AGENDA
RETIREMENT/INVESTMENT COMMITTEE MEETING
Tuesday, January 5, 2016
12:30 p.m.

RETIREMENT/INVESTMENT COMMITTEE

1. Approve Minutes of the Retirement/Investment Committee Meeting of October 27, 2015.

Action Item for Consideration

M. Phemister

2. 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.
AGENDA
OPERATIONS COMMITTEE MEETING
Tuesday, January 5, 2016
12:35 p.m.

OPERATIONS COMMITTEE

3. Approve Minutes of the Operations Committee Meeting of December 1, 2015.

Consent Items for Consideration

N. Smith 4. 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. 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. 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. 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.

R. Hodapp 8. 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

R. Hodapp 9. 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. 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. 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. 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. 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.

15. Decrease(s)/increase(s) in Scope of Work approved by Authorized Staff.
FINANCE/AUDIT COMMITTEE MEETING
Tuesday, January 5, 2016
12:50 p.m.

FINANCE/AUDIT COMMITTEE

16. Approve Minutes of the Finance/Audit Committee Meeting of December 1, 2015.

M. Underwood

17. [Financial Report]

Action Items for Consideration

J. Ackerman

18. 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. 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.

S. Shaffer

20. 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. 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.

M. Underwood

22. Approve the ratification of payments made to Amazon.com during FY 2016 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. 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. 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. 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

T. Lee  

G. Spoon  
27. Purchase Orders/Contracts and Professional Services Contracts approved by Authorized Staff.
CONCESSIONS/COMMERCIAL DEVELOPMENT COMMITTEE


Consent Items for Consideration

Z. Campbell 29. 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. Approve authorization to revise the awarded location of Lease Agreement 008676 with Dickey’s DFW Terminal D JV, LLC dba Dickey’s Barbecue.

31. Approve authorization to change Lease Number 238979 with DFW International Airport Restaurant JV#2 dba Pappadeaux Seafood Kitchen.

32. 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

Z. Campbell 33. Approve authorization to amend Concession Leases to add storage locations to current Concessionaire Lease Agreements.

34. Approve execution of a Lease Agreement with D&B Mitchell Group, LLC dba Banh Shop and the Dallas/Fort Worth International Airport Board.

35. Approve execution of a Lease Agreement between The Grove, Inc. dba Dunkin Donuts and the Dallas/Fort Worth International Airport Board.

36. 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.

38. Commercial Development Short-Term Permit.
Retirement

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

Date
01/07/2016

Committee
Retirement & Investments

Subject
Approval of an investment in Constitution Capital Partners Ironsides IV

Resolution #

Action
That the Chief Executive Officer or designee be authorized to execute 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.

Description

• The DFW Retirement Plans currently have investments in Constitution Capital’s Ironsides II and Ironsides III Funds. As of June 30, 2015, Fund II has a net IRR of 14.1% and Fund III, the newer fund, has a net IRR of 6.4%.
• Constitution Capital is currently raising the Ironsides IV fund, with a goal $500 million.
• Like Ironsides III, Ironsides IV will be have two components. 50% of the fund will be a limited partnership in a fund of funds and 50% will be a co-investment component.
• If the Airport participates in the first closing and invests 50/50 in the partnership fund and the co-investment fund, Constitution Capital is offering no management fee for the partnership fund and a 100 bps fee on the co-investment fund. This would net to a management fee of 50 bps on the entire investment. The normal management fee for the partnership fund is 75 bps and for the co-investment portion 100 bps. Ironsides IV has a preferred return of 8%.
• It is the recommendation of Airport Management that the DFW Retirement Plans make a commitment of $15 to Ironsides IV to be divided 50/50 between the partnership fund and co-investment fund.

Justification

• This investment will provide the opportunity to continue in the Ironside Private Equity Funds, as Funds II and III end their investment periods and begin making distributions.

D/S/M/WBE Information

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

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

For Information contact
M. Phemister
3-5447

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 execute 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.

**Approved as to Form by**
Rodriguez, Elaine  
Legal Counsel  
Dec 17, 2015 1:15 pm

**Approved as to Funding by**
Underwood, Max  
Vice President Finance  
Finance  
Dec 17, 2015 2:18 pm

**Approved as to M/WBE by**
Lee, Tamela  
Vice President Business Diversity and Development  
Business Diversity and Development  
Dec 17, 2015 9:42 am

**SIGNATURE REQUIRED FOR APPROVAL**

**Approved by**
Department Head  
Dec 17, 2015 8:13 am

Pending

Chief Executive Officer  
Date
Operations

Consent
Date: 01/07/2016
Committee: Operations
Subject: TRIP - Terminal B Phase 2
Resolution #

Action
That the Chief Executive Officer or designee be authorized to execute 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).

Description

- This action is part of the Terminal Renewal and Improvement Program (TRIP).
- This action will reduce the value of SA12 in an amount not less than ($2,003,742.13).
- This action will close out the unused remaining portion of funds committed for miscellaneous line items within the Terminal B Phase 2 GMP.

Justification

- Work pertaining to Terminal B Phase 2 is nearing completion and the Contractor is prepared to release unused funds prior to substantial completion.
- This action will reduce the values of budget line items, including but not limited to, general requirements, general works, elevator and garage work.

D/S/M/WBE Information

- In accordance with the Board's MWBE Program, the MWBE goals for this Contract are 20% on the base and 35% aggregately for supplemental agreements.
- Manhattan/Byrne/JRT/3i, a Joint Venture, has committed to achieving 40% MWBE participation on the base and 35% aggregately for supplemental agreements.
- Actual MWBE commitments and achievements are reported on the attached MWBE status report.

Schedule/Term
The contract completion date of April 21, 2016, will not be affected by this action.

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<th>Agreement #</th>
<th>Purchase Order #</th>
<th>Action Amount</th>
<th>Revised Amount</th>
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<td>9500406</td>
<td>12</td>
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<td>NLT ($2,003,742.13)</td>
<td>$93,257,472.70</td>
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For Information contact
Nate Smith
3-1891

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<th>Fund</th>
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<td>Joint Capital Acct</td>
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<td>($2,003,742.13)</td>
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## Additional Information

- In February 2014, the Board approved Resolution No. 2014-02-031 to establish the Interim Maximum Price (IMP) for Supplemental Agreement (SA) No. 12.
- In August 2014, the Board approved Resolution No. 2014-08-184 to establish the Guaranteed Maximum Price (GMP) for SA. No. 12.
- In September 2015, the Board approved Resolution No. 2015-09-177 for Public Boarding Bridges (PBB) refurbishment.
- In December 2015, the Board approved Resolution 2015-12-240 to deduct funds from the SA and return it to the Owner.

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

That the Chief Executive Officer or designee be authorized to execute 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).

**Approved as to Form by**

Rodriguez, Elaine  
Legal Counsel  
Dec 17, 2015 1:16 pm

**Approved as to Funding by**

Underwood, Max  
Vice President Finance  
Finance  
Dec 17, 2015 2:19 pm

**Approved as to M/WBE by**

Lee, Tamela  
Vice President Business Diversity and Development  
Business Diversity and Development  
Dec 17, 2015 9:42 am

### SIGNATURE REQUIRED FOR APPROVAL

**Approved by**

Department Head  
Dec 16, 2015 5:07 pm

**Chief Executive Officer**  
Date  
Pending
### D/FW INTERNATIONAL AIRPORT BOARD
**CONSTRUCTION CONTRACT STATUS REPORT**

1. **CONTRACT TITLE:**
   Terminal B Phase 2

2. **CONTRACTOR:**
   Manhattan/Byrne/JRT/3i, a Joint Venture

3. **CONTRACT NO.:**
   9500406 SA12

4. **CONTRACT DATA:**
   - Original Contract Amount: 2014-02-031
     - Original Contract Amount: $40,639,317.24
   - Contract Execution Date (NTP + 645 days):
     - Contract Execution Date: 04/02/14
   - Original Expiration Date:
     - Original Expiration Date: 01/07/16

5. **SUMMARY OF EXECUTED CHANGE ORDERS**

<table>
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<tr>
<th>C.O. NO.</th>
<th>DESCRIPTION</th>
<th>AMOUNT</th>
<th>DAYS EXTENDED</th>
<th>DATE EXECUTED</th>
<th>STAFF/BOARD</th>
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<tr>
<td>1</td>
<td>Establish GMP &amp; time extension</td>
<td>$59,269,797.59</td>
<td>105</td>
<td>09/19/14</td>
<td>2014-08-184</td>
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<td>2</td>
<td>Increase Abatement Allowance using existing contract contingency funds</td>
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<td>-</td>
<td>05/07/15</td>
<td>staff</td>
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<td>3</td>
<td>Increase Abatement Allowance</td>
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<td>-</td>
<td>08/07/2015</td>
<td>staff</td>
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<td>4</td>
<td>Establish Allowance to Refurbish PBBs</td>
<td>$370,000.00</td>
<td>-</td>
<td>09/28/15</td>
<td>2015-09-177</td>
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**SUB-TOTAL OF EXECUTED CHANGE ORDERS**
- $59,269,797.59
- 105

6. **THIS ACTION**

7. **REVISED CONTRACT DATA: (Including "This Action")**
   - Contract Amount: $93,257,472.70
   - Days Contract Extended: 105
   - Contract % Increase (Decrease): 141.82%
   - Expiration Date: 04/21/16

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

<table>
<thead>
<tr>
<th>C.O. NO.</th>
<th>DESCRIPTION</th>
<th>AMOUNT</th>
<th>DAYS EXTENDED</th>
<th>DATE EXECUTED</th>
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<tr>
<td>5</td>
<td>Increase Abatement Allowance</td>
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<td>6</td>
<td>GMP and fireproofing allowance reduction</td>
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**TOTAL**
- $5,017,900.00
- 0
## MBJ3 JV
**Contract No. 9500406**
**MWBE Participation**

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<tr>
<th>Category</th>
<th>Contract Number</th>
<th>% Commit</th>
<th>% Achieve</th>
<th>Total MWBE $</th>
<th>Total Paid To Date</th>
<th>Contract Progress</th>
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<td>SA Rollup</td>
<td>950406000 All SAs</td>
<td>35.00%</td>
<td>38.40%</td>
<td>$235,367,906.88</td>
<td>$612,867,235.99</td>
<td>78.39%</td>
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<td>Base Rollup</td>
<td>950406000 Base</td>
<td>40.00%</td>
<td>40.73%</td>
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<td>Detail</td>
<td>950406000 SA No. 1</td>
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<td>Detail</td>
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<td>54.34%</td>
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<td>Detail</td>
<td>950406000 SA No. 18</td>
<td>35.00%</td>
<td>29.65%</td>
<td>$882,461.03</td>
<td>$2,976,019.18</td>
<td>87.54%</td>
</tr>
<tr>
<td>Detail</td>
<td>950406000 SA No. 19</td>
<td>35.00%</td>
<td>19.75%</td>
<td>$13,140,827.61</td>
<td>$66,551,300.82</td>
<td>53.96%</td>
</tr>
</tbody>
</table>

Cumulative Activity Period thru 12/9/15
**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>01/07/2016</td>
<td>Operations</td>
<td>Rehabilitate Landside Erosion Control</td>
<td></td>
</tr>
</tbody>
</table>

**Action**

That the Chief Executive Officer or designee be authorized to execute 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).

**Description**

- **This Action represents a change due to Final Quantity Adjustments.**
- This action accounts for final quantity adjustments between the estimated quantities and the actual quantities installed at the completion of the project.

**Justification**

- Final adjustments have been determined on actual quantities installed, resulting in a credit not to exceed ($69,144.35).
- The final contract work quantities are field verified by the Board’s Quality Assurance (QA) representatives.
- The effective date of this Change Order will be prior to the Board Action date.

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

- In accordance with the Board’s MBE Program, the MBE goal for this Contract is 25%.
- Gilbert May Inc., dba Phillips/May Corporation (HM-C) committed to obtaining 26% MBE participation and is currently achieving 54.2%.
- This deductive change action will not impact the overall MBE commitment originally provided by Gilbert May Inc., dba Phillips/May Corporation.

**Schedule/Term**

- The current contract completion date of November 6, 2015, is not affected by this action.

<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>9500522</td>
<td>NTE</td>
<td>($69,144.35)</td>
<td>NTE ($69,144.35)</td>
<td>$1,025,059.90</td>
</tr>
</tbody>
</table>

**For Information contact**

Nate Smith  
3-1891

<table>
<thead>
<tr>
<th>Fund</th>
<th>Project #</th>
<th>External Funding Source</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>DFW Capital Acct</td>
<td>26395-01</td>
<td></td>
<td>($69,144.35)</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 execute 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).

Approved as to Form by

Rodriguez, Elaine
Legal Counsel
Dec 17, 2015 1:16 pm

Approved as to Funding by

Underwood, Max
Vice President Finance
Finance
Dec 17, 2015 2:20 pm

Approved as to M/WBE by

Lee, Tamela
Vice President Business Diversity
and Development
Business Diversity and
Development
Dec 17, 2015 9:43 am

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head
Dec 16, 2015 5:07 pm

Chief Executive Officer
Date

Pending
1. **CONTRACT TITLE:**
   Rehabilitate Landside Erosion Control

2. **CONTRACTOR:**
   Gilbert May Inc., dba Phillips/May Corporation

3. **CONTRACT NO.:**
   9500522

4. **CONTRACT DATA:**
   - Original Contract Amount: $723,333.00
   - Contract Execution Date (NTP): 05/27/14
   - Original Expiration Date: 11/23/14

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 STAFF/BOARD</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Revise Metal Beam Guard Fence, add weather days and additional days for scope</td>
<td>$40,253.60</td>
<td>20</td>
<td>09/30/14</td>
<td>staff</td>
</tr>
<tr>
<td>2</td>
<td>Relocate High Mast Lighting Conduit</td>
<td>$8,867.12</td>
<td>2</td>
<td>09/30/14</td>
<td>staff</td>
</tr>
<tr>
<td>3</td>
<td>Rehabilitate embankment and drainage on west side of North International Parkway at crossunder #6</td>
<td>$26,099.08</td>
<td>180</td>
<td>02/03/15</td>
<td>staff</td>
</tr>
<tr>
<td>4</td>
<td>Rehabilitate embankment and drainage on East side of North International Parkway at crossunder #6</td>
<td>$47,338.20</td>
<td>120</td>
<td>04/27/15</td>
<td>staff</td>
</tr>
<tr>
<td>5</td>
<td>Rehabilitate embankment and drainage on East side of South International Parkway at crossunder #6</td>
<td>$248,313.25</td>
<td>20</td>
<td>07/25/15</td>
<td>2015-07-111</td>
</tr>
<tr>
<td>6</td>
<td>Add Six (6) consecutive days to the Substantial and Final Completion dates for weather delay May 2015</td>
<td>$ -</td>
<td>6</td>
<td>06/23/15</td>
<td>6/1/2015</td>
</tr>
</tbody>
</table>

**SUB-TOTAL OF EXECUTED CHANGE ORDERS:** $370,871.25

6. **THIS ACTION**

<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>7</td>
<td>Final Quantity Adjustment</td>
<td>$(69,144.35)</td>
<td>0</td>
<td>-6%</td>
<td></td>
</tr>
</tbody>
</table>

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

<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>
<tbody>
<tr>
<td>Contract Amount</td>
<td>$1,025,059.90</td>
<td>348</td>
<td>41.71%</td>
<td>11/06/15</td>
</tr>
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</table>

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

<table>
<thead>
<tr>
<th>DESCRIPTION</th>
<th>AMOUNT</th>
<th>DAYS EXTENDED</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>$</td>
<td>0</td>
</tr>
</tbody>
</table>
DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD
OFFICIAL BOARD ACTION/RESOLUTION

Date
01/07/2016
Committee
Operations
Subject
Expansion Joint Replacement Rental Car Center
Resolution #

Action
That the Chief Executive Officer or designee be authorized to execute 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).

Description
- This action represents a change due to an Owner Requested Change.
- This Action will reduce the contract amount due to a line item price adjustment for a moisture barrier.

Justification
- The moisture barrier was included in the purchase of the expansion joint as standard material. The project team determined this item was preventing proper installation of the expansion joints for its intended purpose.
- This action will revise the line item to reduce the cost associated with installing a moisture barrier not required for this project.

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 work.
- This deductive change action will not impact the original SBE goal.

Schedule/Term
- The current contract completion date of September 5, 2016, is not affected by this action.

<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>9500550</td>
<td>NLT</td>
<td>($54,665.00)</td>
<td>NLT ($54,665.00)</td>
<td>$935,056.25</td>
</tr>
</tbody>
</table>

For Information contact
Nate Smith
3-1891

Fund 0907
Project # 26466-01
External Funding Source
Amount ($54,665.00)
BE IT RESOLVED BY THE DALLAS-FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to execute 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).

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Dec 17, 2015 1:17 pm

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
Dec 17, 2015 2:20 pm

Approved as to M/WBE by
Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Dec 17, 2015 9:44 am

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head

Dec 16, 2015 5:08 pm

Chief Executive Officer

Pending

Date
**D/FW INTERNATIONAL AIRPORT BOARD**
**CONSTRUCTION CONTRACT STATUS REPORT**

1. **CONTRACT TITLE:**
   Expansion Joint Replacement Rent A Car Facility

2. **CONTRACTOR:**
   Chamberlin Dallas, LLC

3. **CONTRACT NO.:**
   9500550

4. **CONTRACT DATA:**
   - Original Contract Amount: $989,721.25
   - Contract Execution Date (NTP): 09/11/15
   - Original Expiration Date: 09/05/16

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 STAFF/BOARD (S)/(B)</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>2</td>
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<td></td>
</tr>
<tr>
<td>3</td>
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<td>4</td>
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<tr>
<td>5</td>
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<td>6</td>
<td></td>
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<td></td>
</tr>
</tbody>
</table>

**SUB-TOTAL OF EXECUTED CHANGE ORDERS**

<table>
<thead>
<tr>
<th>C.O. NO.</th>
<th>DESCRIPTION</th>
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<th>DAYS EXTENDED</th>
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</tr>
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<tbody>
<tr>
<td></td>
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</tbody>
</table>

6. **THIS ACTION**

<table>
<thead>
<tr>
<th>C.O. NO.</th>
<th>DESCRIPTION</th>
<th>AMOUNT</th>
<th>DAYS EXTENDED</th>
<th>DATE EXECUTED</th>
<th>REVISED CONTRACT % INCREASE (DECREASE)</th>
<th>APPROVED BY STAFF/BOARD (S)/(B)</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Remove Scope and associated cost for Moisture Barrier no longer required. Adjust unit price for line item #3</td>
<td>$(54,665.00)</td>
<td>0</td>
<td>-6%</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th></th>
<th>Contract Amount</th>
<th>$935,056.25</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Days Contract Extended</td>
<td>0</td>
</tr>
<tr>
<td></td>
<td>Contract % Increase (Decrease)</td>
<td>-5.52%</td>
</tr>
<tr>
<td></td>
<td>Expiration Date</td>
<td>09/05/16</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>C.O. NO.</th>
<th>DESCRIPTION</th>
<th>AMOUNT</th>
<th>DAYS EXTENDED</th>
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</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**SUB-TOTAL OF PENDING OR POTENTIAL CONTRACT CHANGE ORDERS**

<table>
<thead>
<tr>
<th>C.O. NO.</th>
<th>DESCRIPTION</th>
<th>AMOUNT</th>
<th>DAYS EXTENDED</th>
<th>DATE EXECUTED</th>
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</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
Date 01/07/2016  Committee Operations  Subject Rehabilitate Airfield Pavements FY14  Resolution #

Action
That the Chief Executive Officer or designee be authorized to execute 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.

Description
- This action represents changes due to an Owner Requested Change.
  - Add joint sealant quantities for additional scope on Taxiway G.
  - Add paint quantities for surface painted signage.
- This action represents changes due to Differing Site Conditions.
  - Add removal of an unanticipated concrete slab encountered during demolition on Runway 17R/35L.
  - Add the installation of a 6” concrete slab between existing structures on the south blast pad on Runway 17R/35L.
  - Add haul off costs for additional thickness of asphalt blast pad demolition.
  - Increase the length of FAA duct bank.
- This action represents changes due to Quantity Adjustments.
  - Add a line item for Unclassified Excavation.
  - Reconcile edge light quantity installed.

Justification
- The current scope of the project is to seal concrete joints on Taxiway G, which does not include cross taxiways. To prevent a future closing of Taxiway G, the project will seal the joints on all cross taxiway intersections.
- Installation of additional surface painted signs has been requested by the FAA certification inspector.
- During demolition on Runway 17R/35L a concrete slab was discovered. To accommodate the new asphalt paving section this concrete was demolished.
- During asphalt paving of Runway 17R/35L, a small area was determined to be inappropriate for asphalt pavement as originally scoped due to the proximity between existing FAA equipment foundations. The area was changed to a 6” concrete section.
- During demolition of asphalt on the north blast pad of Runway 17R/35L, the section was discovered to be 9” thick instead of the 6” specified in the construction documents requiring additional disposal costs.

D/S/M/WBE Information
- In accordance with the Board's DBE Program, the DBE goal for this Contract is 25%.
- EAS Contracting, LP has committed to obtaining 26.3% DBE participation. Their first payment has not been reported in the B2GNow system at this time.
- The estimated DBE participation for this Board Action is 21.56% utilizing Alliance Geotechnical Group, Inc. (BM-C: 1.56%) and Tomas Reyes Trucking, Inc. (HM-C: 20%).

Schedule/Term
The current contract completion date will be extended by 7 calendar days.

<table>
<thead>
<tr>
<th>Contract #</th>
<th>Agreement #</th>
<th>Purchase Order #</th>
<th>Action Amount</th>
<th>Revised Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>9500482</td>
<td>NTE</td>
<td>$224,820.00</td>
<td>$14,504,488.35</td>
<td></td>
</tr>
</tbody>
</table>

For Information contact
Nate Smith
3-1891

<table>
<thead>
<tr>
<th>Fund</th>
<th>Project #</th>
<th>External Funding Source</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>DFW Capital Account</td>
<td>26274-04</td>
<td>FAA AIP Grant No. 112-2015</td>
<td>$224,820.00</td>
</tr>
</tbody>
</table>
Justification (Cont-)

- The FAA duct bank required additional linear footage than what was anticipated.
- A line item for Unclassified Excavation is required to pay for demolition cost.
- An area of asphalt adjacent to the blast pads on Runway 17R/35L was shown for removal in the plan documents; however the replacement of lighting elements in that area was not included.
- The effective date of this change order will be prior to the Board Action date.
- This contract will be Grant Funded by the Federal Aviation Administration (75% FAA reimbursement, 25% DFW Airport Funding) for eligible expenditures.

Additional Information

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

That the Chief Executive Officer or designee be authorized to execute 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.

Approved as to Form by

Rodriguez, Elaine
Legal Counsel
Dec 17, 2015 1:17 pm

Approved as to Funding by

Underwood, Max
Vice President Finance
Finance
Dec 17, 2015 2:20 pm

Approved as to M/WBE by

Lee, Tamela
Vice President Business Diversity and Development
Dec 17, 2015 9:44 am

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head
Dec 16, 2015 5:09 pm

Chief Executive Officer
Date

Pending
## D/FW INTERNATIONAL AIRPORT BOARD
### CONSTRUCTION CONTRACT STATUS REPORT

1. **CONTRACT TITLE:**
   - Rehabilitate Airfield Pavement FY2014

2. **CONTRACTOR:**
   - EAS Contracting, LP

3. **CONTRACT NO.:**
   - 9500482

### CONTRACT DATA:

<table>
<thead>
<tr>
<th>Description</th>
<th>Original Contract Amount</th>
<th>Contract Execution Date (NTP)</th>
<th>Original Expiration Date</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>$14,279,669.00</td>
<td>09/11/15</td>
<td>02/12/17</td>
</tr>
</tbody>
</table>

### 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 STAFF/BOARD (S)/(B)</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Delete Specifications SP-P-401 and SP-P-501 at the request of the FAA. The Contractor shall use existing Specifications P-401 and P-501 to complete all airfield asphalt and full-depth concrete work.</td>
<td>$</td>
<td>-</td>
<td>0</td>
<td>12/08/15</td>
</tr>
<tr>
<td>2</td>
<td>Add additional quantities for joint sealant and paint for surface painted signage. Add removal of concrete slab. Add haul-off costs for artificial asphalt blast pad demolition. Increase length of FAA duct bank and counterpoise wire. Add line item for unclassified excavation. Add edge light quantity not accounted for in demolition plan.</td>
<td>$224,819.35</td>
<td>7</td>
<td></td>
<td>1.57%</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>C.O. NO.</th>
<th>DESCRIPTION</th>
<th>AMOUNT</th>
<th>DAYS EXTENDED</th>
<th>% INCREASE (DECREASE)</th>
<th>CONTRACT EXPANSION DATE</th>
</tr>
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<tbody>
<tr>
<td></td>
<td>SUB-TOTAL OF EXECUTED CHANGE ORDERS</td>
<td>$</td>
<td>-</td>
<td>0</td>
<td></td>
</tr>
</tbody>
</table>

### THIS ACTION

<table>
<thead>
<tr>
<th>C.O. NO.</th>
<th>DESCRIPTION</th>
<th>AMOUNT</th>
<th>DAYS EXTENDED</th>
<th>% INCREASE (DECREASE)</th>
</tr>
</thead>
<tbody>
<tr>
<td>2</td>
<td>Add additional quantities for joint sealant and paint for surface painted signage. Add removal of concrete slab. Add haul-off costs for artificial asphalt blast pad demolition. Increase length of FAA duct bank and counterpoise wire. Add line item for unclassified excavation. Add edge light quantity not accounted for in demolition plan.</td>
<td>$224,819.35</td>
<td>7</td>
<td>1.57%</td>
</tr>
</tbody>
</table>

### REVISED CONTRACT DATA: (Including "This Action")

<table>
<thead>
<tr>
<th>Description</th>
<th>AMOUNT</th>
<th>DAYS CONTRACT EXTENDED</th>
<th>CONTRACT % INCREASE (DECREASE)</th>
<th>EXPIRATION DATE</th>
</tr>
</thead>
<tbody>
<tr>
<td>Contract Amount</td>
<td>$14,504,488.35</td>
<td>7</td>
<td>1.57%</td>
<td>02/19/17</td>
</tr>
</tbody>
</table>

### SUMMARY OF PENDING OR POTENTIAL CONTRACT CHANGE ORDERS (If Applicable):

<table>
<thead>
<tr>
<th>C.O. NO.</th>
<th>DESCRIPTION</th>
<th>AMOUNT</th>
<th>DAYS EXTENDED</th>
<th>% INCREASE (DECREASE)</th>
<th>CONTRACT EXPANSION DATE</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>SUB-TOTAL OF PENDING OR POTENTIAL CONTRACT CHANGE ORDERS</td>
<td>$</td>
<td>-</td>
<td>0</td>
<td></td>
</tr>
</tbody>
</table>
Date: 01/07/2016
Committee: Operations
Subject: Rapid Setting Concrete Mix
Resolution #

**Action**
That the Chief Executive Officer or designee be authorized to execute 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.

**Description**
- Award a Contract for Rapid Setting Concrete Mix for the Airport's Energy, Transportation and Asset Management (ETAM) Department.

**Justification**
- This is a replacement for an existing Contract, which has been in place for two years.
- Rapid Setting Concrete Mix is used to accomplish repairs and maintenance of the Airport's runways, taxiways, and other concrete surfaces, including the landside roadways.
- The Rapid Setting Concrete Mix is stored in the warehouse inventory and issued as required. It will be ordered on an as-needed basis to maintain an adequate level of supply in the warehouse.

**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: January 2016
- Contract Term: One year

<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>7006287</td>
<td>NTE</td>
<td>$102,450.00</td>
<td></td>
<td>$0</td>
</tr>
</tbody>
</table>

**For Information contact**
- Rusty Hodapp 0102
- 3-3670 $102,450.00
- Chris Brammeier 3-5635
- 0102 $102,450.00
Additional Information

- Thirty-eight (38) Invitations to Bid were issued, including four (4) to SBE firms.
- Two (2) bids, including none from SBE firms, were received on or before the due date of November 19, 2015.

<table>
<thead>
<tr>
<th>Bidders</th>
<th>Bid Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>HD Supply White Cap</td>
<td>$102,450.00</td>
</tr>
<tr>
<td>Irving, Texas</td>
<td></td>
</tr>
<tr>
<td>Border Construction</td>
<td>$128,430.00</td>
</tr>
<tr>
<td>Phoenix, Arizona</td>
<td></td>
</tr>
</tbody>
</table>

- HD Supply White Cap, of Irving, 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. 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.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Dec 17, 2015 1:15 pm

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
Dec 17, 2015 2:19 pm

Approved as to M/WBE by
Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Dec 17, 2015 1:02 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head
Energy & Transportation Mgmt
Dec 16, 2015 6:14 pm

Pending

Chief Executive Officer
Date
Operations

Action
Action
That the Chief Executive Officer or designee be authorized to execute 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.

Description
- Award a Contract for maintenance services at Terminals A and C Skylink Stations for the Airport's Energy, Transportation and Asset Management Department.

Justification
- This is a replacement for an existing Contract which has been in place for five years.
- Services provided under this Contract include mechanical, electrical, plumbing and structural maintenance services for the Skylink facilities located in Terminals A and C.
- This Contract provides MEPS service for a total of four Skylink Stations, two per terminal.

D/S/M/WBE Information
- In accordance with the Board's SBE Program, the SBE goal for this contract is 35%.
- ERMC IV, LP has committed to achieving 35.6% SBE participation (exclusive of the reimbursable charges) utilizing AllTex Staffing and Consulting LLC dba Abba Staffing, (WF-C), (31.6%) and Champion Life Safety Solutions, LLC, (WF-C), (4%).

Schedule/Term
- Start Date: March 2016
- Contract Term: Three years, with two one-year renewal options.

For Information contact
Rusty Hodapp
3-3670
Bill Ellis
3-5676

Fund | Project # | External Funding Source | Amount
--- | --- | --- | ---
0102 | | | $4,574,767.00
Additional Information

- Two hundred twenty-four (224) Invitations to Bid were issued, including ten (10) to SBE firms.
- Three (3) bids, including none from SBE firms, were received on or before the due date of November 6, 2015.

<table>
<thead>
<tr>
<th>Bidders</th>
<th>Bid Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>ERMC IV, LP</td>
<td>$4,574,767.00</td>
</tr>
<tr>
<td>Haltom City, Texas</td>
<td></td>
</tr>
<tr>
<td>Trane USA, Inc.</td>
<td>$5,066,796.78</td>
</tr>
<tr>
<td>Carrollton, Texas</td>
<td></td>
</tr>
<tr>
<td>John Bean Technologies Corporation</td>
<td>$5,338,774.63</td>
</tr>
<tr>
<td>Ogden, Utah</td>
<td></td>
</tr>
</tbody>
</table>

- ERMC IV, LP, of Haltom City, 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. 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.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Dec 17, 2015 1:18 pm

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
Dec 17, 2015 2:21 pm

Approved as to M/WBE by
Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Dec 17, 2015 1:01 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head
Energy & Transportation Mgmt
Dec 16, 2015 6:15 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>01/07/2016</td>
<td>Operations</td>
<td>DPS Indoor Range Lead Exposure Prevention/Climate Control System Replacement</td>
<td></td>
</tr>
</tbody>
</table>

**Action**  
That the Chief Executive Officer or designee be authorized to execute 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.

**Description**

- This action will provide construction and equipment upgrades to replace the existing DPS Indoor Range climate control system in the firing range and front offices.

**Justification**

- These upgrades are required to meet the latest Federal requirements for lead exposure and design consideration for Indoor Ranges per the National Institute for Occupational Safety and Health (NIOSH) Technical Services Division.

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

- In accordance with the Board's SBE Program, the SBE goal for this Contract is 12%.
- Gilbert May Inc., dba Phillips/May Corporation (HM-C) has committed to obtaining 29% SBE participation utilizing Kahn Mechanical (WF-C: 29%).

**Schedule/Term**

Contract Duration: 230 calendar days

<table>
<thead>
<tr>
<th>Contract #</th>
<th>Agreement #</th>
<th>Purchase Order #</th>
<th>Action Amount</th>
<th>Revised Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>9500548</td>
<td></td>
<td></td>
<td>NTE $689,333.00</td>
<td>$0</td>
</tr>
</tbody>
</table>

**For Information contact**

Nate Smith  
3-1891

**Fund**  
DFW Capital Acct

**Project #**  
26465-01

**External Funding Source**  
$689,333.00
Additional Information
This project was advertised in local newspapers on October 25/26 and November 1/2, 2015. A pre-bid conference was held on November 3, 2015. Two bids were received and opened on November 24, 2015. The bids were as follows:

<table>
<thead>
<tr>
<th>Bidder</th>
<th>Amount of Bid</th>
</tr>
</thead>
<tbody>
<tr>
<td>Gilbert May Inc., dba Phillips/May Corporation*</td>
<td>$689,333.00</td>
</tr>
<tr>
<td>^J.C Commercial, Inc.</td>
<td>$737,777.00</td>
</tr>
</tbody>
</table>

Note: Minority/Women Owned Business Enterprises: *HM
One firm picked up a set of plans, one of which was a D/S/M/WBE firm.
^J.C Commercial, Inc. was deemed non-responsive to this solicitation.

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

That the Chief Executive Officer or designee be authorized to execute 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.

Approved as to Form by

Rodriguez, Elaine
Legal Counsel
Dec 17, 2015 1:20 pm

Approved as to Funding by

Underwood, Max
Vice President Finance
Finance
Dec 17, 2015 2:21 pm

Approved as to M/WBE by

Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Dec 17, 2015 9:45 am

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head
Dec 16, 2015 5:10 pm

Chief Executive Officer
Date

Pending
### Action

That the Chief Executive Officer or designee be authorized to execute 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, and to execute 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, to provide funding for TRIP Busing Services for 2016.

### Description

- This action is part of the Terminal Renewal and Improvement Program (TRIP).
- This action will add funding for BARC and MBJ3 Contractor Busing Service for calendar year 2016.

### Justification

- This action provides transportation of the construction personnel from the off-site parking lot to the active construction sites in the Central Terminal Area.
- The requested action amounts represent contract capacity based on needs for calendar year 2016. The contract capacity for subsequent contract years will be reviewed and requested annually.

### D/S/M/WBE Information

- In accordance with the Board's MWBE Program, the MWBE goals for this Contract are 20% on the base and 35% aggregately for supplemental agreements.
- Manhattan/Byrne/JRT/3i, a Joint Venture, has committed to achieving 40% MWBE participation on the base and 35% aggregately for supplemental agreements.
- Balfour/Azteca/Russell/CARCON, a joint venture, has committed to achieving 40% MWBE participation on the base and 35% aggregately for supplemental agreements.
- Actual MWBE commitments and achievements are reported on the attached MWBE status reports for each CMAR.

### Schedule/Term

The contract completion date of December 31, 2017 will not be affected by this action.

<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>9500421</td>
<td>10</td>
<td>NTE</td>
<td>$329,421.00</td>
<td>$2,542,682.00</td>
</tr>
<tr>
<td>9500406</td>
<td>18</td>
<td>NTE</td>
<td>$1,250,060.00</td>
<td>$4,649,768.00</td>
</tr>
</tbody>
</table>

**For Information contact**

| Nate Smith | Joint Capital Acct. | 27017-03 | $1,579,481.00 |

<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>Joint Capital Acct.</td>
<td>$1,579,481.00</td>
</tr>
</tbody>
</table>
In September 2012, the Board approved Resolution No. 2012-09-303 which provided for the initiation of Contract Busing Operations for the transportation of construction personnel from the off-site parking lot to the active construction sites within the Central Terminal Area.

In January 2013, the Board approved Resolution No. 2013-01-019 to add funding for calendar year 2014 for BARC Busing.

In January 2013, the Board approved Resolution No. 2013-01-020 to add funding for calendar year 2014 for MBJ3 Busing.

In November 2014, the Board approved Resolution No. 2014-11-273, options for multi-year contracts for second quarter of Fiscal year 2015 which added funding to both BARC and MBJ3 Busing Contracts for calendar year 2015.

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

That the Chief Executive Officer or designee be authorized to execute 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, and to execute 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, to provide funding for TRIP Busing Services for 2016.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Dec 17, 2015 1:20 pm

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
Dec 17, 2015 2:22 pm

Approved as to M/WBE by
Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Dec 17, 2015 9:45 am

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Department Head
Dec 16, 2015 5:10 pm

Pending

Chief Executive Officer
Date
**D/FW INTERNATIONAL AIRPORT BOARD**

**CONSTRUCTION CONTRACT STATUS REPORT**

1. **CONTRACT TITLE:**
   Contractor Busing Service for Terminals B & E

2. **CONTRACTOR:**
   Manhattan/BYRNE/JRT/3i, a Joint Venture

3. **CONTRACT NO.:**
   9500406 SA18

4. **CONTRACT DATA:**
   - Original Contract Amount: 2012-09-303
   - Contract Execution Date (NTP): 11/01/12
   - Original Expiration Date: 08/30/16

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>STAFF/BOARD</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Add'tl funding for Busing Service thru December 2013</td>
<td>$1,319,708.00</td>
<td>0</td>
<td>01/22/13</td>
<td>2013-01-020</td>
</tr>
<tr>
<td>2</td>
<td>Add'tl funding for Busing Service thru December 2014</td>
<td>$930,000.00</td>
<td>0</td>
<td>12/10/13</td>
<td>2013-11-313</td>
</tr>
<tr>
<td>3</td>
<td>Add'tl funding for Busing Service thru December 2015</td>
<td>$850,000.00</td>
<td>0</td>
<td>11/25/14</td>
<td>2014-11-273</td>
</tr>
</tbody>
</table>

   **SUB-TOTAL OF EXECUTED CHANGE ORDERS:**
   $3,099,708.00

6. **THIS ACTION**
   - Add'tl funding for Busing Service thru December 2016
   $1,250,060.00
   0
   36.77%

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

<table>
<thead>
<tr>
<th>Description</th>
<th>Amount</th>
<th>Days Extended</th>
<th>Contract % Increase (Decrease)</th>
<th>Expiration Date</th>
</tr>
</thead>
<tbody>
<tr>
<td>Contract Amount</td>
<td>$4,649,768.00</td>
<td></td>
<td>1449.92%</td>
<td>08/30/16</td>
</tr>
<tr>
<td>Days Contract Extended</td>
<td>0</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Description</th>
<th>Amount</th>
<th>Days Ext</th>
<th>Expiration Date</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>$</td>
<td>-</td>
<td>0</td>
</tr>
</tbody>
</table>
# MBJ3 JV
Contract No. 9500406
MWBE Participation

<table>
<thead>
<tr>
<th>Category</th>
<th>Contract Number</th>
<th>% Commit</th>
<th>% Achieve</th>
<th>Total MWBE $</th>
<th>Total Paid To Date</th>
<th>Contract Progress</th>
</tr>
</thead>
<tbody>
<tr>
<td>SA Rollup</td>
<td>950406000 All SAs</td>
<td>35.00%</td>
<td>38.40%</td>
<td>$235,367,906.88</td>
<td>$612,867,235.99</td>
<td>78.39%</td>
</tr>
<tr>
<td>Base Rollup</td>
<td>950406000 Base</td>
<td>40.00%</td>
<td>40.73%</td>
<td>$4,547,753.84</td>
<td>$11,165,292.74</td>
<td>92.06%</td>
</tr>
<tr>
<td>Detail</td>
<td>950406000 SA No. 1</td>
<td>35.00%</td>
<td>79.85%</td>
<td>$3,131,587.96</td>
<td>$3,921,846.32</td>
<td>100.00%</td>
</tr>
<tr>
<td>Detail</td>
<td>950406000 SA No. 2</td>
<td>20.00%</td>
<td>81.11%</td>
<td>$1,251,210.50</td>
<td>$1,542,560.31</td>
<td>100.00%</td>
</tr>
<tr>
<td>Detail</td>
<td>950406000 SA No. 3</td>
<td>20.00%</td>
<td>54.34%</td>
<td>$10,617,865.09</td>
<td>$19,539,639.81</td>
<td>86.77%</td>
</tr>
<tr>
<td>Detail</td>
<td>950406000 SA No. 4</td>
<td>30.00%</td>
<td>30.22%</td>
<td>$1,353,277.57</td>
<td>$4,477,958.10</td>
<td>96.77%</td>
</tr>
<tr>
<td>Detail</td>
<td>950406000 SA No. 5</td>
<td>35.00%</td>
<td>45.31%</td>
<td>$72,915,073.73</td>
<td>$160,932,249.51</td>
<td>93.72%</td>
</tr>
<tr>
<td>Detail</td>
<td>950406000 SA No. 6</td>
<td>10.00%</td>
<td>9.43%</td>
<td>$622,061.15</td>
<td>$6,596,795.31</td>
<td>95.65%</td>
</tr>
<tr>
<td>Detail</td>
<td>950406000 SA No. 7</td>
<td>10.00%</td>
<td>18.35%</td>
<td>$2,880,917.34</td>
<td>$15,701,347.79</td>
<td>89.09%</td>
</tr>
<tr>
<td>Detail</td>
<td>950406000 SA No. 8</td>
<td>35.00%</td>
<td>58.60%</td>
<td>$28,343,025.36</td>
<td>$48,364,552.66</td>
<td>99.81%</td>
</tr>
<tr>
<td>Detail</td>
<td>950406000 SA No. 9</td>
<td>35.00%</td>
<td>59.63%</td>
<td>$4,286,830.30</td>
<td>$7,188,615.31</td>
<td>96.06%</td>
</tr>
<tr>
<td>Detail</td>
<td>950406000 SA No. 10</td>
<td>35.00%</td>
<td>35.42%</td>
<td>$3,273,940.50</td>
<td>$9,241,915.93</td>
<td>92.66%</td>
</tr>
<tr>
<td>Detail</td>
<td>950406000 SA No. 11</td>
<td>35.00%</td>
<td>87.11%</td>
<td>$4,699,028.01</td>
<td>$5,394,231.10</td>
<td>65.42%</td>
</tr>
<tr>
<td>Detail</td>
<td>950406000 SA No. 12</td>
<td>35.00%</td>
<td>39.38%</td>
<td>$23,971,882.84</td>
<td>$60,870,120.29</td>
<td>60.93%</td>
</tr>
<tr>
<td>Detail</td>
<td>950406000 SA No. 13</td>
<td>35.00%</td>
<td>17.56%</td>
<td>$52,197.17</td>
<td>$297,225.24</td>
<td>1.26%</td>
</tr>
<tr>
<td>Detail</td>
<td>950406000 SA No. 14</td>
<td>35.00%</td>
<td>48.57%</td>
<td>$8,004,932.11</td>
<td>$16,482,417.04</td>
<td>99.46%</td>
</tr>
<tr>
<td>Detail</td>
<td>950406000 SA No. 15</td>
<td>35.00%</td>
<td>34.96%</td>
<td>$44,839,092.71</td>
<td>$128,242,086.14</td>
<td>92.58%</td>
</tr>
<tr>
<td>Detail</td>
<td>950406000 SA No. 16</td>
<td>35.00%</td>
<td>27.32%</td>
<td>$8,222,380.13</td>
<td>$30,093,756.10</td>
<td>97.46%</td>
</tr>
<tr>
<td>Detail</td>
<td>950406000 SA No. 17</td>
<td>10.00%</td>
<td>11.78%</td>
<td>$2,879,315.77</td>
<td>$24,452,599.03</td>
<td>57.22%</td>
</tr>
<tr>
<td>Detail</td>
<td>950406000 SA No. 18</td>
<td>35.00%</td>
<td>29.65%</td>
<td>$882,461.03</td>
<td>$2,976,019.18</td>
<td>87.54%</td>
</tr>
<tr>
<td>Detail</td>
<td>950406000 SA No. 19</td>
<td>35.00%</td>
<td>19.75%</td>
<td>$13,140,827.61</td>
<td>$66,551,300.82</td>
<td>53.96%</td>
</tr>
</tbody>
</table>

Cumulative Activity Period thru 12/9/15
# D/FW INTERNATIONAL AIRPORT BOARD

## CONSTRUCTION CONTRACT STATUS REPORT

1. **CONTRACT TITLE:**
   Contractor Busing Services

2. **CONTRACTOR:**
   Balfour/Azteca/Russell/CARCON, a Joint Venture

3. **CONTRACT NO.:**
   9500421 SA 10

## CONTRACT DATA:

| Original Contract Amount | $200,000.00 |
| Contract Execution Date (NTP) | 11/30/12 |
| Original Completion Date | 01/30/18 |

## 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 STAFF/BOARD (S) / (B)</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Additional funding for Year Two of the five year busing contract</td>
<td>$523,261.00</td>
<td>0</td>
<td>01/22/13</td>
<td>2013-01-019</td>
</tr>
<tr>
<td>2</td>
<td>Additional funding for Year Three of the five year busing contract</td>
<td>$840,000.00</td>
<td>0</td>
<td>12/27/13</td>
<td>2013-11-313</td>
</tr>
<tr>
<td>3</td>
<td>Additional funding for Year Four of the five year busing contract</td>
<td>$650,000.00</td>
<td>0</td>
<td>12/30/04</td>
<td>2014-11-273</td>
</tr>
</tbody>
</table>

**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 AMOUNT</th>
<th>% INCREASE (DECREASE)</th>
<th>REVISED CONTRACT COMPLETION DATE</th>
</tr>
</thead>
<tbody>
<tr>
<td>4</td>
<td>Additional funding for Year 5 of the busing contract</td>
<td>$329,421.00</td>
<td>0</td>
<td>2,013,261.00</td>
<td>164.71%</td>
<td>01/30/18</td>
</tr>
</tbody>
</table>

## REVISED CONTRACT DATA: (Including "This Action")

| Original Contract Amount | $2,542,682.00 |
| Days Contract Extended | 0 |
| Contract % Increase (Decrease) | 1171.34% |
| Completion Date | 01/30/18 |

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

<table>
<thead>
<tr>
<th>C.O. NO.</th>
<th>DESCRIPTION</th>
<th>AMOUNT</th>
<th>DAYS EXTENDED</th>
<th>REVISED CONTRACT AMOUNT</th>
<th>% INCREASE (DECREASE)</th>
<th>REVISED CONTRACT COMPLETION DATE</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
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</tr>
</tbody>
</table>
## BARC JV
### Contract No. 9500421
#### MWBE Participation

<table>
<thead>
<tr>
<th>Category</th>
<th>Contract Number</th>
<th>% Commit</th>
<th>% Achieve</th>
<th>Total MWBE $</th>
<th>Total Paid To Date</th>
<th>Contract Progress</th>
</tr>
</thead>
<tbody>
<tr>
<td>SA Rollup</td>
<td>950421000 All SAs</td>
<td>35.00%</td>
<td>43.88%</td>
<td>$276,800,027.83</td>
<td>$630,827,777.85</td>
<td>98.15%</td>
</tr>
<tr>
<td>Base Rollup</td>
<td>950421000 Base</td>
<td>40.00%</td>
<td>41.59%</td>
<td>$4,028,439.19</td>
<td>$9,686,800.94</td>
<td>87.16%</td>
</tr>
<tr>
<td>Detail</td>
<td>950421000 Base</td>
<td>40.00%</td>
<td>41.59%</td>
<td>$4,028,439.19</td>
<td>$9,686,800.94</td>
<td>87.16%</td>
</tr>
<tr>
<td>Detail</td>
<td>950421000 SA No. 1</td>
<td>21.00%</td>
<td>38.76%</td>
<td>$12,376,071.18</td>
<td>$31,928,156.40</td>
<td>77.72%</td>
</tr>
<tr>
<td>Detail</td>
<td>950421000 SA No. 2</td>
<td>35.00%</td>
<td>43.54%</td>
<td>$7,432,089.82</td>
<td>$17,068,666.90</td>
<td>95.15%</td>
</tr>
<tr>
<td>Detail</td>
<td>950421000 SA No. 3</td>
<td>35.00%</td>
<td>60.41%</td>
<td>$10,028,427.63</td>
<td>$16,601,949.36</td>
<td>81.04%</td>
</tr>
<tr>
<td>Detail</td>
<td>950421000 SA No. 4</td>
<td>35.00%</td>
<td>30.69%</td>
<td>$3,042,657.16</td>
<td>$9,915,591.52</td>
<td>99.81%</td>
</tr>
<tr>
<td>Detail</td>
<td>950421000 SA No. 5</td>
<td>35.00%</td>
<td>42.28%</td>
<td>$56,296,860.53</td>
<td>$133,144,678.06</td>
<td>99.96%</td>
</tr>
<tr>
<td>Detail</td>
<td>950421000 SA No. 6</td>
<td>20.00%</td>
<td>39.95%</td>
<td>$11,219,101.45</td>
<td>$28,080,393.00</td>
<td>100.00%</td>
</tr>
<tr>
<td>Detail</td>
<td>950421000 SA No. 7</td>
<td>42.00%</td>
<td>84.55%</td>
<td>$5,182,506.90</td>
<td>$6,129,851.95</td>
<td>72.00%</td>
</tr>
<tr>
<td>Detail</td>
<td>950421000 SA No. 8</td>
<td>40.00%</td>
<td>41.76%</td>
<td>$69,528,878.18</td>
<td>$166,515,932.75</td>
<td>96.31%</td>
</tr>
<tr>
<td>Detail</td>
<td>950421000 SA No. 9</td>
<td>35.00%</td>
<td>45.21%</td>
<td>$61,796,137.97</td>
<td>$136,672,074.51</td>
<td>97.11%</td>
</tr>
<tr>
<td>Detail</td>
<td>950421000 SA No. 10</td>
<td>35.00%</td>
<td>46.52%</td>
<td>$789,737.25</td>
<td>$1,697,793.52</td>
<td>76.71%</td>
</tr>
<tr>
<td>Detail</td>
<td>950421000 SA No. 11</td>
<td>35.00%</td>
<td>47.08%</td>
<td>$39,107,559.76</td>
<td>$83,072,689.88</td>
<td>52.99%</td>
</tr>
</tbody>
</table>

Cumulative Activity Period thru 12/9/15
DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD
OFFICIAL BOARD ACTION/RESOLUTION

Date 01/07/2016
Committee Operations
Subject TRIP - Construction Manager-At-Risk Services
Resolution #

Action
That the Chief Executive Officer or designee be authorized to execute 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, and Contract No. 9500421, with Balfour/Azteca/Russell/CARCON, a joint venture, in an amount not to exceed $1,100,000.00, for Construction Manager-At-Risk Services.

Description
- This action is part of the Terminal Renewal and Improvement Program (TRIP).
- This action represents an increase to the contracting capacity for year seven.
- This increase will provide additional capacity for continued Construction Manager-at-Risk services on an as needed basis to plan, program and manage Airport projects related to the Terminal Renewal and Improvement Program (TRIP).

Justification
- This contract will continue to provide resources for the Construction Manager-at-Risk to provide services such as (but not limited to): cost estimating, scheduling and phasing plans, investigation and verification of current field conditions, constructability and value engineering reviews and recommendations.
- Actual construction related services are issued as Supplemental Agreements (SA) to the Base Contract(s) and are brought to the Board, as required, for approval as the individual construction projects are defined.
- The requested increase to the contract capacity (the Action Amount) is based on the anticipated need for year seven of their contracts.
- Funding for these contracts are provided through approved project budgets.

D/S/M/WBE Information
- In accordance with the Board’s MWBE Program, the MWBE goals for this Contract are 20% on the base and 35% aggregately for supplemental agreements.
- Manhattan/Byrne/JRT/3i, a Joint Venture, has committed to achieving 40% MWBE participation on the base and 35% aggregately for supplemental agreements.
- Balfour/Azteca/Russell/CARCON, a joint venture, has committed to achieving 40% MWBE participation on the base and 35% aggregately for supplemental agreements.
- Actual MWBE commitments and achievements are reported on the attached MWBE status reports for each CMAR.

Schedule/Term
The current expiration date of December 31, 2017, will not be affected by this action.

<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>9500406</td>
<td>NTE</td>
<td></td>
<td>NTE $1,200,000.00</td>
<td>NTE $13,328,872.00</td>
</tr>
<tr>
<td>9500421</td>
<td>NTE</td>
<td></td>
<td>NTE $1,100,000.00</td>
<td>NTE $12,251,200.00</td>
</tr>
</tbody>
</table>

For Information contact
Nate Smith
3-1891

<table>
<thead>
<tr>
<th>Fund</th>
<th>Project #</th>
<th>External Funding Source</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Joint Capital Acct</td>
<td>27017-02</td>
<td></td>
<td>$2,300,000.00</td>
</tr>
</tbody>
</table>
In February 2010, the Board approved Resolution 2010-02-024 to award these contracts through December 31, 2017 and funded the first year of anticipated work. The contracts have been funded annually for each subsequent year through Board Resolutions. This action funds the seventh year of the contract.

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

That the Chief Executive Officer or designee be authorized to execute 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, and Contract No. 9500421, with Balfour/Azteca/Russell/CARCON, a joint venture, in an amount not to exceed $1,100,000.00, for Construction Manager-At-Risk Services.

Approved as to Form by

Rodriguez, Elaine
Legal Counsel
Dec 17, 2015 1:20 pm

Approved as to Funding by

Underwood, Max
Vice President Finance
Finance
Dec 17, 2015 2:23 pm

Approved as to M/WBE by

Lee, Tamela
Vice President Business Diversity and Development Business Diversity and Development
Dec 17, 2015 9:46 am

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head
Dec 16, 2015 5:11 pm

Chief Executive Officer
Pending
Date
## Construction Contract Status Report

### 1. Contract Title:
**Construction Manager-At-Risk Terminal Renewal & Improvement Program**

### 2. Contractor:
MANHATTAN/BYRNE/J RT/3i, a Joint Venture

### 3. Contract No.:
9500406

### 4. Contract Data:
- **Original Contract Amount:** $3,000,000.00
- **Contract Execution Date (NTP):** 02/04/10
- **Original Completion Date:** 12/31/17

### 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 Staff/Board</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Revise Attachment C - Guidelines for Cost &amp; Pricing Data</td>
<td>$2,573,000.00</td>
<td>0</td>
<td>09/14/10</td>
<td>Staff</td>
</tr>
<tr>
<td>2</td>
<td>Add year two contract capacity</td>
<td>$1,240,872.00</td>
<td>0</td>
<td>02/23/10</td>
<td>2011-02-035</td>
</tr>
<tr>
<td>3</td>
<td>Add year three contract capacity</td>
<td>$2,200,000.00</td>
<td>0</td>
<td>02/23/12</td>
<td>2012-02-045</td>
</tr>
<tr>
<td>4</td>
<td>Add year four contract capacity</td>
<td>$1,500,000.00</td>
<td>0</td>
<td>01/22/13</td>
<td>2012-11-389</td>
</tr>
<tr>
<td>5</td>
<td>Establish Unit Prices for Phones</td>
<td>$1,615,000.00</td>
<td>0</td>
<td>12/31/13</td>
<td>2013-11-313</td>
</tr>
</tbody>
</table>

**Sub-Total of Executed Change Orders:**
- **Amount:** $9,128,872.00
- **Days Extended:** 0

### 6. This Action
#### 8. Add year seven contract capacity
- **Amount:** $1,200,000.00
- **Days Extended:** 0
- **% Increase:** 40.00%
- **Completion Date:** 12/31/17

### 7. Revised Contract Data: (Including "This Action")
- **Contract Amount:** $13,328,872.00
- **Days Contract Extended:** 0
- **Contract % Increase:** 344.30%
- **Completion Date:** 12/31/17

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

- **0**
<table>
<thead>
<tr>
<th>Category</th>
<th>Contract Number</th>
<th>% Commit</th>
<th>% Achieve</th>
<th>Total MWBE $</th>
<th>Total Paid To Date</th>
<th>Contract Progress</th>
</tr>
</thead>
<tbody>
<tr>
<td>SA Rollup</td>
<td>950406000 All SAs</td>
<td>35.00%</td>
<td>38.40%</td>
<td>$235,367,906.88</td>
<td>$612,867,235.99</td>
<td>78.39%</td>
</tr>
<tr>
<td>Base Rollup</td>
<td>950406000 Base</td>
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<td>40.73%</td>
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<tr>
<td>Detail</td>
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<td>100.00%</td>
</tr>
<tr>
<td>Detail</td>
<td>950406000 SA No. 2</td>
<td>20.00%</td>
<td>81.11%</td>
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<td>$1,542,560.31</td>
<td>100.00%</td>
</tr>
<tr>
<td>Detail</td>
<td>950406000 SA No. 3</td>
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<td>$19,539,639.81</td>
<td>86.77%</td>
</tr>
<tr>
<td>Detail</td>
<td>950406000 SA No. 4</td>
<td>30.00%</td>
<td>30.22%</td>
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<td>$4,477,958.10</td>
<td>96.77%</td>
</tr>
<tr>
<td>Detail</td>
<td>950406000 SA No. 5</td>
<td>35.00%</td>
<td>45.31%</td>
<td>$72,915,073.73</td>
<td>$160,932,249.51</td>
<td>93.72%</td>
</tr>
<tr>
<td>Detail</td>
<td>950406000 SA No. 6</td>
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<td>$6,596,795.31</td>
<td>95.65%</td>
</tr>
<tr>
<td>Detail</td>
<td>950406000 SA No. 7</td>
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<td>89.09%</td>
</tr>
<tr>
<td>Detail</td>
<td>950406000 SA No. 8</td>
<td>35.00%</td>
<td>58.60%</td>
<td>$28,343,025.36</td>
<td>$48,364,552.66</td>
<td>99.81%</td>
</tr>
<tr>
<td>Detail</td>
<td>950406000 SA No. 9</td>
<td>35.00%</td>
<td>59.63%</td>
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<td>96.06%</td>
</tr>
<tr>
<td>Detail</td>
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<td>35.42%</td>
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<td>$9,241,915.93</td>
<td>92.66%</td>
</tr>
<tr>
<td>Detail</td>
<td>950406000 SA No. 11</td>
<td>35.00%</td>
<td>87.11%</td>
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<td>$5,394,231.10</td>
<td>65.42%</td>
</tr>
<tr>
<td>Detail</td>
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<td>$60,870,120.29</td>
<td>60.93%</td>
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<tr>
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<td>950406000 SA No. 13</td>
<td>35.00%</td>
<td>17.56%</td>
<td>$52,197.17</td>
<td>$297,225.24</td>
<td>1.26%</td>
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<tr>
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<td>48.57%</td>
<td>$8,004,932.11</td>
<td>$16,482,417.04</td>
<td>99.46%</td>
</tr>
<tr>
<td>Detail</td>
<td>950406000 SA No. 15</td>
<td>35.00%</td>
<td>34.96%</td>
<td>$44,839,092.71</td>
<td>$128,242,086.14</td>
<td>92.58%</td>
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<tr>
<td>Detail</td>
<td>950406000 SA No. 16</td>
<td>35.00%</td>
<td>27.32%</td>
<td>$8,222,380.13</td>
<td>$30,093,756.10</td>
<td>97.46%</td>
</tr>
<tr>
<td>Detail</td>
<td>950406000 SA No. 17</td>
<td>10.00%</td>
<td>11.78%</td>
<td>$2,879,315.77</td>
<td>$24,452,599.03</td>
<td>57.22%</td>
</tr>
<tr>
<td>Detail</td>
<td>950406000 SA No. 18</td>
<td>35.00%</td>
<td>29.65%</td>
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<td>$2,976,019.18</td>
<td>87.54%</td>
</tr>
<tr>
<td>Detail</td>
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<td>19.75%</td>
<td>$13,140,827.61</td>
<td>$66,551,300.82</td>
<td>53.96%</td>
</tr>
</tbody>
</table>

Cumulative Activity Period thru 12/9/15
D/FW INTERNATIONAL AIRPORT BOARD

CONSTRUCTION CONTRACT STATUS REPORT

1. CONTRACT TITLE:
   CONSTRUCTION MANAGER-AT-RISK TERMINAL DEVELOPMENT PROGRAM

2. CONTRACTOR:
   Balfour Beatty/Azteca/Russell/CARCON, a Joint Venture

3. CONTRACT NO.:
   9500421

4. CONTRACT DATA:
   - Original Contract Amount: $3,000,000.00
   - Contract Execution Date (NTP): 02/04/10
   - Original Completion Date: 12/31/17

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 STAFF/BOARD (S) / (B)</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Revise Attachment C - Guidelines for Cost &amp; Pricing Data</td>
<td>$ -</td>
<td>0</td>
<td>09/16/10</td>
<td>Staff</td>
</tr>
<tr>
<td>2</td>
<td>Add year two contract capacity</td>
<td>$1,811,000.00</td>
<td>0</td>
<td>02/23/11</td>
<td>2011-02-035</td>
</tr>
<tr>
<td>3</td>
<td>Add year three contract capacity</td>
<td>$650,047.00</td>
<td>0</td>
<td>02/21/12</td>
<td>2012-02-045</td>
</tr>
<tr>
<td>4</td>
<td>Add year four contract capacity</td>
<td>$1,940,900.00</td>
<td>0</td>
<td>01/15/13</td>
<td>2012-11-389</td>
</tr>
<tr>
<td>5</td>
<td>Establish UP for Mobile Phones</td>
<td>$ -</td>
<td>0</td>
<td></td>
<td>Staff</td>
</tr>
<tr>
<td>6</td>
<td>Add year five contract capacity</td>
<td>$1,400,000.00</td>
<td>0</td>
<td></td>
<td></td>
</tr>
<tr>
<td>7</td>
<td>Added Funding For Terminal C Preconstruction</td>
<td>$644,253.00</td>
<td>0</td>
<td></td>
<td></td>
</tr>
<tr>
<td>8</td>
<td>Add year six contract capacity</td>
<td>$1,669,000.00</td>
<td>0</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

SUB-TOTAL OF EXECUTED CHANGE ORDERS: $8,115,200.00

6. THIS ACTION
   - Add year seven contract capacity $1,100,000.00 0 36.67% 12/31/17

7. REVISED CONTRACT DATA: (Including "This Action")
   - Contract Amount: $12,215,200.00
   - Days Contract Extended: 0
   - Contract % Increase (Increase): 307.17%
   - Completion Date: 12/31/17

8. SUMMARY OF PENDING OR POTENTIAL ANTICIPATED CONTRACT CHANGE ORDERS (If Applicable): 0
### BARC JV
Contract No. 9500421
MWBE Participation

<table>
<thead>
<tr>
<th>Category</th>
<th>Contract Number</th>
<th>% Commit</th>
<th>% Achieve</th>
<th>Total MWBE $</th>
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<tbody>
<tr>
<td>SA Rollup</td>
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<td>43.88%</td>
<td>$276,800,027.83</td>
<td>$630,827,777.85</td>
<td>98.15%</td>
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<tr>
<td>Base Rollup</td>
<td>950421000 Base</td>
<td>40.00%</td>
<td>41.59%</td>
<td>$4,028,439.19</td>
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<td>Detail</td>
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<td>38.76%</td>
<td>$12,376,071.18</td>
<td>$31,928,156.40</td>
<td>77.72%</td>
</tr>
<tr>
<td>Detail</td>
<td>950421000 SA No. 2</td>
<td>35.00%</td>
<td>43.54%</td>
<td>$7,432,089.82</td>
<td>$17,068,666.90</td>
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<td>Detail</td>
<td>950421000 SA No. 3</td>
<td>35.00%</td>
<td>60.41%</td>
<td>$10,028,427.63</td>
<td>$16,601,949.36</td>
<td>81.04%</td>
</tr>
<tr>
<td>Detail</td>
<td>950421000 SA No. 4</td>
<td>35.00%</td>
<td>30.69%</td>
<td>$3,042,657.16</td>
<td>$9,915,591.52</td>
<td>99.81%</td>
</tr>
<tr>
<td>Detail</td>
<td>950421000 SA No. 5</td>
<td>35.00%</td>
<td>42.28%</td>
<td>$56,296,860.53</td>
<td>$133,144,678.06</td>
<td>99.96%</td>
</tr>
<tr>
<td>Detail</td>
<td>950421000 SA No. 6</td>
<td>20.00%</td>
<td>39.95%</td>
<td>$11,219,101.45</td>
<td>$28,080,393.00</td>
<td>100.00%</td>
</tr>
<tr>
<td>Detail</td>
<td>950421000 SA No. 7</td>
<td>42.00%</td>
<td>84.55%</td>
<td>$5,182,506.90</td>
<td>$6,129,851.95</td>
<td>72.00%</td>
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<tr>
<td>Detail</td>
<td>950421000 SA No. 8</td>
<td>40.00%</td>
<td>41.76%</td>
<td>$69,528,878.18</td>
<td>$166,515,932.75</td>
<td>96.31%</td>
</tr>
<tr>
<td>Detail</td>
<td>950421000 SA No. 9</td>
<td>35.00%</td>
<td>45.21%</td>
<td>$61,796,137.97</td>
<td>$136,672,074.51</td>
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</tr>
<tr>
<td>Detail</td>
<td>950421000 SA No. 10</td>
<td>35.00%</td>
<td>46.52%</td>
<td>$789,737.25</td>
<td>$1,697,793.52</td>
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<tr>
<td>Detail</td>
<td>950421000 SA No. 11</td>
<td>35.00%</td>
<td>47.08%</td>
<td>$39,107,559.76</td>
<td>$83,072,689.88</td>
<td>52.99%</td>
</tr>
</tbody>
</table>

Cumulative Activity Period thru 12/9/15
DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD
OFFICIAL BOARD ACTION/RESOLUTION

Date
Committee Operations
Subject TRIP - Terminal B Phase 3
Resolution #

Action
That the Chief Executive Officer or designee be authorized to execute 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.

Description
- This action is part of the Terminal Renewal and Improvement Program (TRIP)
- This action will establish the Guaranteed Maximum Price (GMP) for Supplemental Agreement (SA) No. 13 in the not to exceed amount of $109,866,377.00 of which $23,497,917.00 was the original value of the contract. This change order adds the remaining balance of $86,368,460.00.
- This board action adds the remaining scope of work from the final Issued For Construction documents for Terminal B Phase 3. This scope includes, but is not limited to, the following work:
  - Renovation of levels 1, 2 and select scope on level 3, including, but not limited to, demolition, environmental remediation (abatement), architectural revisions and finishes, fireproofing and insulation, landscaping and irrigation, structural, mechanical, electrical, plumbing, security, civil, and site utilities, communications, fire protection and alarm, PA/VE, signage, and information technology systems.

Justification
- This work is required to complete the renovation of Terminal B and provide long-term improvements to terminal building systems, amenities and finishes as part of the TRIP program.

D/S/M/WBE Information
- In accordance with the Board’s MWBE Program, the MWBE goals for this Contract are 20% on the base and 35% aggregately for supplemental agreements.
- Manhattan/Byrne/JRT/3i, a Joint Venture, has committed to achieving 40% MWBE participation on the base and 35% aggregately for supplemental agreements.
- Actual MWBE commitments and achievements are reported on the attached MWBE status report

Schedule/Term
The current contract completion date of September 6, 2016 will be extended 590 calendar days.

<table>
<thead>
<tr>
<th>Contract #</th>
<th>Agreement #</th>
<th>Purchase Order #</th>
<th>Action Amount</th>
<th>Revised Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>9500406</td>
<td>13</td>
<td></td>
<td>NTE $86,368,460.00</td>
<td>$109,866,377.00</td>
</tr>
</tbody>
</table>

For Information contact
Nate Smith
3-1891

Fund
Joint Capital Acct.
Project #
27006-03
External Funding Source
Amount
Joint Capital Acct.
$86,368,460.00
In April of 2015, the Board approved Resolution No. 2015-04-050 establishing an Interim Maximum Price for Supplemental Agreement 13. The scope of work was enabling work, including relocations and temporary systems, early demolition and abatement, and procurement of long-lead items in advance of the planned Terminal B Phase 3 construction.

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

That the Chief Executive Officer or designee be authorized to execute 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.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Dec 17, 2015 1:21 pm

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
Dec 17, 2015 2:23 pm

Approved as to M/WBE by
Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Dec 17, 2015 9:47 am

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Department Head
Dec 16, 2015 5:12 pm
# D/FW INTERNATIONAL AIRPORT BOARD
## CONSTRUCTION CONTRACT STATUS REPORT

### 1. CONTRACT TITLE:
Terminal B Phase 3

### 2. CONTRACTOR:
Manhattan/Byrne/JRT/3i, a Joint Venture

### 3. CONTRACT NO.:
9500406 SA13

### 4. CONTRACT DATA:
- Original Contract Amount: 2015-04-050
  - Contract Amount: $23,497,917.00
- Contract Execution Date (NTP + 424 days):
  - Original Expiration Date: 07/10/15
  - Days Contract Extended: 367.56%

### 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>STAFF/BOARD</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td></td>
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<tr>
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<tr>
<td>16</td>
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<tr>
<td>17</td>
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</tr>
<tr>
<td>18</td>
<td></td>
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<td></td>
</tr>
</tbody>
</table>

**SUB-TOTAL OF EXECUTED CHANGE ORDERS**
- $ - 0

### 6. THIS ACTION
- GMP: $86,368,460.00
- Days Contract Extended: 590
- Revised Contract % Increase (Decrease): 367.56%

### 7. REVISED CONTRACT DATA: (Including "This Action")
- Contract Amount: $109,866,377.00
- Days Contract Extended: 590
- Contract % Increase (Decrease): 367.56%
- Expiration Date: 04/19/18

### 8. SUMMARY OF PENDING OR POTENTIAL CONTRACT CHANGE ORDERS (If Applicable):
- $ - 0
### MBJ3 JV

**Contract No. 9500406**  
**MWBE Participation**

<table>
<thead>
<tr>
<th>Category</th>
<th>Contract Number</th>
<th>% Commit</th>
<th>% Achieve</th>
<th>Total MWBE $</th>
<th>Total Paid To Date</th>
<th>Contract Progress</th>
</tr>
</thead>
<tbody>
<tr>
<td>SA Rollup</td>
<td>950406000 All SAs</td>
<td>35.00%</td>
<td>38.40%</td>
<td>$235,367,906.88</td>
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<td>78.39%</td>
</tr>
<tr>
<td>Base Rollup</td>
<td>950406000 Base</td>
<td>40.00%</td>
<td>40.73%</td>
<td>$4,547,753.84</td>
<td>$11,165,292.74</td>
<td>92.06%</td>
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<tr>
<td>Detail</td>
<td>950406000 SA No. 1</td>
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<td>79.85%</td>
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<td>$3,921,846.32</td>
<td>100.00%</td>
</tr>
<tr>
<td>Detail</td>
<td>950406000 SA No. 2</td>
<td>20.00%</td>
<td>81.11%</td>
<td>$1,251,210.50</td>
<td>$1,542,560.31</td>
<td>100.00%</td>
</tr>
<tr>
<td>Detail</td>
<td>950406000 SA No. 3</td>
<td>20.00%</td>
<td>54.34%</td>
<td>$10,617,865.09</td>
<td>$19,539,639.81</td>
<td>86.77%</td>
</tr>
<tr>
<td>Detail</td>
<td>950406000 SA No. 4</td>
<td>30.00%</td>
<td>30.22%</td>
<td>$1,353,277.57</td>
<td>$4,477,958.10</td>
<td>96.77%</td>
</tr>
<tr>
<td>Detail</td>
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<td>45.31%</td>
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<td>$160,932,249.51</td>
<td>93.72%</td>
</tr>
<tr>
<td>Detail</td>
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<td>10.00%</td>
<td>9.43%</td>
<td>$622,061.15</td>
<td>$6,596,795.31</td>
<td>95.65%</td>
</tr>
<tr>
<td>Detail</td>
<td>950406000 SA No. 7</td>
<td>10.00%</td>
<td>18.35%</td>
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<td>$15,701,347.79</td>
<td>89.09%</td>
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<tr>
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<td>35.00%</td>
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<td>99.81%</td>
</tr>
<tr>
<td>Detail</td>
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<td>96.06%</td>
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<tr>
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<td>950406000 SA No. 10</td>
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<td>35.42%</td>
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<td>92.66%</td>
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<tr>
<td>Detail</td>
<td>950406000 SA No. 11</td>
<td>35.00%</td>
<td>87.11%</td>
<td>$4,699,028.01</td>
<td>$5,394,231.10</td>
<td>65.42%</td>
</tr>
<tr>
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<td>950406000 SA No. 12</td>
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<td>39.38%</td>
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<td>$60,870,120.29</td>
<td>60.93%</td>
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<tr>
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<td>17.56%</td>
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<td>$297,225.24</td>
<td>1.26%</td>
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<tr>
<td>Detail</td>
<td>950406000 SA No. 14</td>
<td>35.00%</td>
<td>48.57%</td>
<td>$8,004,932.11</td>
<td>$16,482,417.04</td>
<td>99.46%</td>
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<td>950406000 SA No. 15</td>
<td>35.00%</td>
<td>34.96%</td>
<td>$44,839,092.71</td>
<td>$128,242,086.14</td>
<td>92.58%</td>
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<tr>
<td>Detail</td>
<td>950406000 SA No. 16</td>
<td>35.00%</td>
<td>27.32%</td>
<td>$8,222,380.13</td>
<td>$30,093,756.10</td>
<td>97.46%</td>
</tr>
<tr>
<td>Detail</td>
<td>950406000 SA No. 17</td>
<td>10.00%</td>
<td>11.78%</td>
<td>$2,879,315.77</td>
<td>$24,452,599.03</td>
<td>57.22%</td>
</tr>
<tr>
<td>Detail</td>
<td>950406000 SA No. 18</td>
<td>35.00%</td>
<td>29.65%</td>
<td>$882,461.03</td>
<td>$2,976,019.18</td>
<td>87.54%</td>
</tr>
<tr>
<td>Detail</td>
<td>950406000 SA No. 19</td>
<td>35.00%</td>
<td>19.75%</td>
<td>$13,140,827.61</td>
<td>$66,551,300.82</td>
<td>53.96%</td>
</tr>
</tbody>
</table>

Cumulative Activity Period thru 12/9/15
Operations

Discussion
<table>
<thead>
<tr>
<th>Meeting Date</th>
<th>Subject</th>
<th>Committee</th>
</tr>
</thead>
<tbody>
<tr>
<td>01/07/2016</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.
CONTRACT ACTIONS APPROVED BY AUTHORIZED STAFF
November 1, 2015 through November 30, 2015
Professional Service New Contracts - $25,000 to $50,000
Change Orders - Increases/Decreases $25,000 to $50,000

<table>
<thead>
<tr>
<th>Consultant *Denotes D/S/M/WBE</th>
<th>Contract No.</th>
<th>Contract Title/Description</th>
<th>Action Type</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

None this reporting period for Professional Services.
CONTRACT ACTIONS APPROVED BY AUTHORIZED STAFF
November 1, 2015 through November 30, 2015
New Construction Contracts - $25,000 to $50,000
Change Orders Increases/Decreases - $25,000 to $50,000

January 7, 2015

<table>
<thead>
<tr>
<th>Consultant *Denotes D/S/M/WBE</th>
<th>Contract No.</th>
<th>Contract Title/Description</th>
<th>Action Type</th>
<th>Amount</th>
</tr>
</thead>
</table>

None this reporting period for Construction Contracts.
# Key Performance Indicator Scorecard
For the Two Months Ended November 30, 2015 – Unaudited

<table>
<thead>
<tr>
<th>Key Performance Indicator</th>
<th>FY 2015 Actual YTD</th>
<th>FY 2016 Actual YTD</th>
<th>FY 2016 Budget YTD</th>
<th>FY ’16 Actual Increase/(Decrease) vs. FY ’16 Budget</th>
<th>Annual Budget</th>
</tr>
</thead>
<tbody>
<tr>
<td>DFW CC Net Revenues</td>
<td>$19.4</td>
<td>$20.1</td>
<td>$18.2</td>
<td>$1.9, 10.7%</td>
<td>$107.8</td>
</tr>
<tr>
<td>Airline Costs</td>
<td>$44.1</td>
<td>$51.3</td>
<td>$52.9</td>
<td>($1.7), (3.2%)</td>
<td>$351.4</td>
</tr>
<tr>
<td>Total Expenditure Budget</td>
<td>$111.5</td>
<td>$125.3</td>
<td>$125.4</td>
<td>($0.1), (0.1%)</td>
<td>$791.7</td>
</tr>
<tr>
<td>Total Passengers (Ms)</td>
<td>10.08</td>
<td>10.64</td>
<td>10.16</td>
<td>0.47, 4.6%</td>
<td>64.4</td>
</tr>
<tr>
<td>Total Landed Weights (Bs)</td>
<td>6.67</td>
<td>6.69</td>
<td>6.83</td>
<td>(0.13), (1.9%)</td>
<td>41.7</td>
</tr>
</tbody>
</table>

## Results Status Bar
- Green: Improved/Constant
- Yellow: Worse by 0-5%
- Red: Worse by >5%
## DFW Cost Center

For the Two Months Ended November 30, 2015 – Unaudited

<table>
<thead>
<tr>
<th></th>
<th>FY 2015</th>
<th>FY 2016 Actual</th>
<th>FY 2016 Budget</th>
<th>FY '16 Actual Increase/(Decrease) vs. FY '16 Budget</th>
<th>Annual Budget FY 2016</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Revenues</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Parking</td>
<td>$22.7</td>
<td>$24.5</td>
<td>$23.9</td>
<td>$0.5</td>
<td>2.2%</td>
</tr>
<tr>
<td>Concessions</td>
<td>11.6</td>
<td>11.6</td>
<td>10.8</td>
<td>0.8</td>
<td>7.3%</td>
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<tr>
<td>Rental Car</td>
<td>5.7</td>
<td>5.8</td>
<td>5.8</td>
<td>(0.0)</td>
<td>(0.4%)</td>
</tr>
<tr>
<td>Commercial Development</td>
<td>6.1</td>
<td>6.9</td>
<td>6.7</td>
<td>0.1</td>
<td>2.0%</td>
</tr>
<tr>
<td>Sub-total Revenue Mgmt</td>
<td>46.1</td>
<td>48.7</td>
<td>47.3</td>
<td>1.4</td>
<td>3.0%</td>
</tr>
<tr>
<td>Other Revenues</td>
<td>6.3</td>
<td>7.6</td>
<td>7.2</td>
<td>0.4</td>
<td>5.5%</td>
</tr>
<tr>
<td><strong>Total Revenues</strong></td>
<td>52.3</td>
<td>56.4</td>
<td>54.5</td>
<td>1.8</td>
<td>3.4%</td>
</tr>
<tr>
<td><strong>DFW CC Expenditures</strong></td>
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</tr>
<tr>
<td>Operating Expenditures</td>
<td>18.7</td>
<td>21.3</td>
<td>21.5</td>
<td>(0.2)</td>
<td>(1.1%)</td>
</tr>
<tr>
<td>Debt Service (net of PFCs &amp; CFCs)</td>
<td>7.0</td>
<td>7.9</td>
<td>7.8</td>
<td>0.0</td>
<td>0.4%</td>
</tr>
<tr>
<td><strong>Total Expenditures</strong></td>
<td>25.7</td>
<td>29.1</td>
<td>29.3</td>
<td>(0.2)</td>
<td>(0.7%)</td>
</tr>
<tr>
<td><strong>Gross Margin - DFW Cost Center</strong></td>
<td>26.7</td>
<td>27.3</td>
<td>25.2</td>
<td>2.0</td>
<td>8.1%</td>
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<tr>
<td><strong>Less Transfers and Skylink</strong></td>
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<td></td>
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</tr>
<tr>
<td>DFW Terminal Contribution</td>
<td>1.1</td>
<td>0.7</td>
<td>0.7</td>
<td>(0.0)</td>
<td>(0.0%)</td>
</tr>
<tr>
<td>Skylink Costs</td>
<td>6.3</td>
<td>6.4</td>
<td>6.4</td>
<td>0.1</td>
<td>1.4%</td>
</tr>
<tr>
<td><strong>Net Revenues from DFW Cost Center</strong></td>
<td>$19.4</td>
<td>$20.1</td>
<td>$18.2</td>
<td>$1.9</td>
<td>10.7%</td>
</tr>
</tbody>
</table>
## Airfield and Terminal Cost Centers
For the Two Months Ended November 30, 2015 – Unaudited

<table>
<thead>
<tr>
<th></th>
<th>FY 2015 Actual</th>
<th>FY 2016 Actual</th>
<th>FY 2016 Budget</th>
<th>FY ’16 Actual Increase/(Decrease)</th>
<th>FY 2016 Annual Budget</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>3</td>
<td>$17.9</td>
<td>$17.1</td>
<td>($0.3)</td>
<td>(2.0%)</td>
</tr>
<tr>
<td>Other Airfield</td>
<td>1.8</td>
<td>1.8</td>
<td>1.8</td>
<td>0.0</td>
<td>1.6%</td>
</tr>
<tr>
<td>Transfer from DFW Cost Center</td>
<td>4.8</td>
<td>5.4</td>
<td>5.4</td>
<td>0.0</td>
<td>0.0%</td>
</tr>
<tr>
<td><strong>Total Airfield Revenue</strong></td>
<td>24.4</td>
<td>24.3</td>
<td>24.7</td>
<td>(0.3)</td>
<td>(1.3%)</td>
</tr>
<tr>
<td>Terminal Leases</td>
<td>27.7</td>
<td>32.8</td>
<td>32.7</td>
<td>0.1</td>
<td>0.2%</td>
</tr>
<tr>
<td>FIS Fees</td>
<td>3.1</td>
<td>3.4</td>
<td>3.2</td>
<td>0.2</td>
<td>4.9%</td>
</tr>
<tr>
<td>Turn Fees and Other Office Rents</td>
<td>3.1</td>
<td>3.8</td>
<td>4.1</td>
<td>(0.2)</td>
<td>(6.0%)</td>
</tr>
<tr>
<td>Other Terminal</td>
<td>2.5</td>
<td>2.7</td>
<td>2.5</td>
<td>0.2</td>
<td>7.7%</td>
</tr>
<tr>
<td><strong>Total Terminal Revenues</strong></td>
<td>36.4</td>
<td>42.7</td>
<td>42.6</td>
<td>0.2</td>
<td>0.4%</td>
</tr>
<tr>
<td>Terminal Contributions</td>
<td>1.1</td>
<td>0.7</td>
<td>0.7</td>
<td>(0.0)</td>
<td>(0.0%)</td>
</tr>
<tr>
<td>Joint Capital Transfer</td>
<td>2.0</td>
<td>1.3</td>
<td>1.3</td>
<td>(0.0)</td>
<td>(0.0%)</td>
</tr>
<tr>
<td><strong>Total Transfers</strong></td>
<td>3.1</td>
<td>2.0</td>
<td>2.0</td>
<td>(0.0)</td>
<td>(0.0%)</td>
</tr>
<tr>
<td><strong>Total Revenues</strong></td>
<td>63.9</td>
<td>69.1</td>
<td>69.3</td>
<td>(0.2)</td>
<td>(0.2%)</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>37.3</td>
<td>40.4</td>
<td>40.4</td>
<td>0.1</td>
<td>0.1%</td>
</tr>
<tr>
<td>Debt Service (net of PFC's &amp; CFC's)</td>
<td>20.4</td>
<td>24.3</td>
<td>24.4</td>
<td>(0.1)</td>
<td>(0.2%)</td>
</tr>
<tr>
<td><strong>Total Expenditures</strong></td>
<td>57.8</td>
<td>64.8</td>
<td>64.8</td>
<td>(0.0)</td>
<td>(0.0%)</td>
</tr>
<tr>
<td><strong>Total Airfield/Terminal Net Income/(Loss)</strong></td>
<td>$6.2</td>
<td>$4.3</td>
<td>$4.5</td>
<td>($0.2)</td>
<td>N/A</td>
</tr>
</tbody>
</table>
Operating Fund – Total Expenditures  
For the Two Months Ended November 30, 2015 – Unaudited

<table>
<thead>
<tr>
<th>Operating Expenditures</th>
<th>FY 2015</th>
<th>FY 2016</th>
<th>FY 2016</th>
<th>FY '16 Actual</th>
<th>Annual Budget</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Actual YTD</td>
<td>Actual YTD</td>
<td>Budget YTD</td>
<td>Increase/(Decrease) vs. FY ‘16 Budget</td>
<td></td>
</tr>
<tr>
<td>Salaries and Wages</td>
<td>$19.6</td>
<td>$20.8</td>
<td>$20.4</td>
<td>$0.3</td>
<td>1.5%</td>
</tr>
<tr>
<td>Benefits</td>
<td>9.8</td>
<td>10.3</td>
<td>10.4</td>
<td>(0.1)</td>
<td>(0.9%)</td>
</tr>
<tr>
<td>Facility Maintenance Contracts</td>
<td>8.7</td>
<td>8.5</td>
<td>8.6</td>
<td>(0.1)</td>
<td>(1.1%)</td>
</tr>
<tr>
<td>Other Contract Services</td>
<td>10.6</td>
<td>12.7</td>
<td>12.5</td>
<td>0.2</td>
<td>1.2%</td>
</tr>
<tr>
<td>Utilities</td>
<td>4.5</td>
<td>4.2</td>
<td>4.2</td>
<td>(0.0)</td>
<td>(0.9%)</td>
</tr>
<tr>
<td>Equipment and Other Supplies</td>
<td>1.9</td>
<td>1.5</td>
<td>1.6</td>
<td>(0.1)</td>
<td>(6.5%)</td>
</tr>
<tr>
<td>Insurance</td>
<td>0.8</td>
<td>0.8</td>
<td>0.9</td>
<td>(0.1)</td>
<td>(5.6%)</td>
</tr>
<tr>
<td>Fuels</td>
<td>0.7</td>
<td>0.7</td>
<td>0.7</td>
<td>(0.1)</td>
<td>(10.0%)</td>
</tr>
<tr>
<td>General, Administrative, and Other</td>
<td>0.6</td>
<td>0.9</td>
<td>1.0</td>
<td>(0.1)</td>
<td>(10.6%)</td>
</tr>
<tr>
<td>Change in Operating Reserves</td>
<td>4.0</td>
<td>6.9</td>
<td>6.9</td>
<td>(0.0)</td>
<td>(0.0%)</td>
</tr>
<tr>
<td>Total Operating Expenditures</td>
<td>$61.3</td>
<td>$67.2</td>
<td>$67.3</td>
<td>(0.1)</td>
<td>(0.1%)</td>
</tr>
<tr>
<td>Total Debt Service</td>
<td>50.2</td>
<td>58.2</td>
<td>58.2</td>
<td>(0.0)</td>
<td>(0.0%)</td>
</tr>
<tr>
<td>Total 102 Fund Expenditures</td>
<td>$111.5</td>
<td>$125.3</td>
<td>$125.4</td>
<td>($0.1)</td>
<td>(0.1%)</td>
</tr>
</tbody>
</table>
Notes to the Statement of Revenues and Expenses
For the Two Months Ended November 30, 2015

Parking 1  Parking revenue was $24.5 million, $0.5 million (2.2%) higher than budget primarily due to higher revenues from Express and Drop Off/Meeter Greeter.

Concessions 2  Concessions revenues were $11.6 million, $0.8 million (7.3%) higher than budget primarily due to higher percent rent in food & beverage and retail, partially offset by lower advertising/sponsorships.

Landing Fees 3  Landing fees were $17.1 million, $0.3 million (2.0%) lower than budget due to weather-related flight cancellations and slower than expected growth in scheduled flights.

Salaries and Wages 4  Salaries and wages were $20.8 million, $0.3 million (1.5%) higher than budget primarily due to DPS overtime and fewer vacant positions than budgeted.
Finance/Audit

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>01/07/2016</td>
<td>Finance/Audit</td>
<td>Ratify Payments Made for the Europe Mission Trip in June 2015</td>
<td></td>
</tr>
</tbody>
</table>

**Action**
That the Airport Board ratifies payments made to Worthy International Travel, of London, United Kingdom, for the June 2015 Europe Mission Trip, in the amount of $161,000.00.

**Description**
- Ratify payments made for certain expenditures greater than $50,000.00, which exceeded the Airport Staff's approval authority.
- These expenses were related to meetings, events and logistics costs pertaining to the Europe mission.

**Justification**
- On November 1, 2007, by Resolution No. 2007-11-306, the Board increased the Chief Executive Officer is delegated contracting/expenditure authority to $50,000.00. Board Policy states that Board Staff must obtain the Board's approval prior to making expenditures for goods and/or services in expense of $50,000.00.

**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 (Payment Ratification).

**Schedule/Term**
- N/A

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

| $161,000.00 | $0 |

**For Information contact**
- John Ackerman 3-5227
- Shannon Hamilton 3-5620

**Fund Project # External Funding Source Amount**
- 0102 0102 $161,000.00
BE IT RESOLVED BY THE DALLAS-FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Airport Board ratifies payments made to Worthy International Travel, of London, United Kingdom, for the June 2015 Europe Mission Trip, in the amount of $161,000.00.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Dec 17, 2015 1:22 pm

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
Dec 17, 2015 2:24 pm

Approved as to M/WBE by
Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Dec 17, 2015 9:48 am

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Department Head
Dec 17, 2015 8:20 am
DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD
OFFICIAL BOARD ACTION/RESOLUTION

Date 01/07/2016  Committee Finance/Audit  Subject ACI - NA 2017 Conference

<table>
<thead>
<tr>
<th>Resolution #</th>
</tr>
</thead>
</table>

**Action**
That the Chief Executive Officer or designee be authorized to enter into 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.

**Description**
- Airports Council International - North America (ACI-NA) represents local, regional and state governing bodies that own and operate commercial airports in the United States and Canada.
- ACI-NA has selected Fort Worth, Texas, to host their 2017 Annual Conference. It is the responsibility of the Host Airport to assume certain financial responsibilities in connection with the Annual Conference.
- As the Host, the Airport is required to pay a fee of $150,000 to ACI-NA.
- Airport Staff anticipates approximately $200,000 in additional expenses to sponsor a reception, provide tours of the Dallas-Fort Worth area, and provide miscellaneous services to conference delegates.
- These expenditures will take place in Fiscal Year 2017.

**Justification**
- The Annual Conference attracts 2,000 delegates and exhibitors representing more than 150 airports throughout the United States and Canada. Airport CEOs, senior airport managers, commissioners and other industry officials with decision-making authority attend the Annual Conference for education, industry insights and fun.
- This will directly benefit the Airport and its carriers, ground transportation services, rental cars, and concessions. The Airport and its staff will benefit in the form of professional development, worldwide industry information sharing, and national and international market exposure.

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

**Schedule/Term**
- The Annual Conference will be held September 17 - 20, 2017.

**Contract #  Agreement #  Purchase Order #  Action Amount  Revised Amount**
- NTE $350,000.00  $0

**For Information contact**
John Ackerman 3-5227  

**Fund  Project #  External Funding Source  Amount**
- 102  
- $350,000.00
BE IT RESOLVED BY THE DALLAS-FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to enter into 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.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Dec 17, 2015 1:23 pm

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
Dec 17, 2015 2:52 pm

Approved as to M/WBE by
Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Dec 17, 2015 9:52 am

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Department Head
Dec 16, 2015 4:21 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>
</tr>
</thead>
<tbody>
<tr>
<td>01/07/2016</td>
<td>Finance/Audit</td>
<td>Visual Communications Content Management Licenses</td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td>(Software)</td>
<td></td>
</tr>
</tbody>
</table>

**Action**
That the Chief Executive Officer or designee be authorized to execute 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.

**Description**
- The Four Winds Interactive (FWI) Platform and its associated player software are major components of the Airport's visual communication systems and control / drive / deliver content to digital signs across the campus.
- Usage of the platform has been increasing as (1) more digital signage is being requested to enhance customer service and operational experiences and (2) we retire end-of-life and / or other custom developed signage systems.
- This action will provide additional 500 software licenses to increase system capacity for new Airport projects that require digital signage:
  - Interactive digital signage for the new Terminal D Duty Free construction wall and future Duty Free retail space
  - Digital Gate Pylon concepts
  - Expansion of Corporate Communications screens in support of Employee Engagement
  - RAC and Terminal Link outdoor and on-bus signage
  - TRIP related project in Terminal E for Oversized baggage notification
  - Other way finding projects planned in FY2016

**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: January 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>8005043</td>
<td></td>
<td></td>
<td>NTE $550,000.00</td>
<td>$0</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Fund</th>
<th>Project #</th>
<th>External Funding Source</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>DFW Capital Account</td>
<td>26520-01</td>
<td></td>
<td>$550,000.00</td>
</tr>
</tbody>
</table>
Additional Information

- Additional licenses may be required in the future as other digital signage needs are identified and / or other systems are retired.
- The services of this Contract are exempt from competitive bidding, in accordance with Local Government Code 252, as they are available from only one source.

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

That the Chief Executive Officer or designee be authorized to execute 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.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Dec 17, 2015 1:23 pm

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
Dec 17, 2015 2:27 pm

Approved as to M/WBE by
Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Dec 17, 2015 1:03 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Department Head
Information Technology Svcs
Dec 16, 2015 2:54 pm

Chief Executive Officer
Pending
Date
Date           | Committee                  | Subject                                                                 | Resolution #
---             | ---                        | ---                                                                     | ---
01/07/2016     | Finance/Audit              | Terminal In-Building Distributed Antenna System for Trunked Radio      | ---

**Action**
That the Chief Executive Officer or designee be authorized to increase 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.

**Description**
- Increase the Contract for Terminal In-Building Distributed Antenna System for Trunked Radio for the Airport's Information Technology Services Department.

**Justification**
- This Contract provides for an in-building distributed radio antenna system that will be implemented to support communications where the tower signal is not sufficient to support operations. Facilities include: Terminal Buildings A, B, C, D and E and the Energy Plaza.
- This increase will provide for additional coverage to Terminal D Levels 4, 5, and 6 and the Airport Headquarters.
- The Trunked Radio System provides critical communications for the Department of Public Safety including Fire and Emergency Response services, Parking, Airfield Operations and Equipment, Transportation and Asset Management services.

**D/S/M/WBE Information**
- In accordance with the Board's SBE Program, the SBE goal for this contract is 25%.
- Dali Wireless, Inc. has committed to achieving 39.3% SBE participation and is currently achieving 0%. Only 10% of the contract has been completed to date. It is anticipated the SBE commitment will be met as the contract progresses.
- Their 39.3% SBE commitment is applicable to this contract increase.

**Schedule/Term**
- The current Contract Completion Date of September 25, 2016, is not affected by this action.

<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>7006061</td>
<td></td>
<td></td>
<td>NTE $1,082,851.50</td>
<td>$5,560,222.61</td>
</tr>
</tbody>
</table>

**For Information contact**
- Stephen Shaffer
  - 3-5877
- Sonji Killyon
  - 3-5648

<table>
<thead>
<tr>
<th>Fund</th>
<th>Project #</th>
<th>External Funding Source</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>DFW Capital Acct</td>
<td>26417-04</td>
<td></td>
<td>$797,662.31</td>
</tr>
<tr>
<td>DFW Capital Acct</td>
<td>26417-07</td>
<td></td>
<td>$285,189.19</td>
</tr>
</tbody>
</table>
On October 2, 2014, by Resolution No. 2014-10-256, the Board awarded Contract No. 7006061, for Terminal In-Building Distributed Antenna System for Trunked Radio, with Dali Wireless, Inc., of Menlo Park, California.

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

That the Chief Executive Officer or designee be authorized to increase 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.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Dec 17, 2015 1:23 pm

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
Dec 17, 2015 2:27 pm

Approved as to M/WBE by
Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Dec 17, 2015 1:04 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Department Head
Information Technology Svcs
Dec 16, 2015 2:54 pm

Pending
Chief Executive Officer
Date
Date | Committee | Subject | Resolution #
--- | --- | --- | ---
01/07/2016 | Finance/Audit | Ratify Amazon.com FY 2015 Payments and approve expenditures for FY 2016 | ---

**Action**
That the Airport Board ratifies payments made to Amazon.com during FY 2015 in the amount of $54,848.47 and approves expenditures, on an as needed basis, in an amount not to exceed $80,000 for FY 2016.

**Description**
- Ratify annual payments made to Amazon.com in FY 2015 which exceeded staff's annual approval authority of $50,000. The FY 2015 payments were $54,848.47.
- Purchases were made by multiple departments over the course of the year, primarily for IT equipment and supplies, office supplies and training materials.
- Request approval of payments to Amazon.com in an amount not to exceed $80,000 for fiscal year 2016.
- Staff will request funding for future years when the Annual Budget is presented to the Board for approval.

**Justification**
- Approval and ratification is required by DFW Airport’s Administrative Policy and Procedures FS.013.03 which states non-contractual single or cumulative purchases over $50,000 require Board of Directors approval.

**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 (Payment Ratification).

<table>
<thead>
<tr>
<th>Contract #</th>
<th>Agreement #</th>
<th>Purchase Order #</th>
<th>Action Amount</th>
<th>Revised Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>NTE</td>
<td>$134,848.47</td>
<td>$0</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**For Information contact**
Max Underwood
3-5460

<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>$134,848.47</td>
</tr>
</tbody>
</table>
BE IT RESOLVED BY THE DALLAS-FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Airport Board ratifies payments made to Amazon.com during FY 2015 in the amount of $54,848.47 and approves expenditures, on an as needed basis, in an amount not to exceed $80,000 for FY 2016.

Approved as to Form by

Rodriguez, Elaine
Legal Counsel
Dec 17, 2015 1:24 pm

Approved as to Funding by

Underwood, Max
Vice President Finance
Finance
Dec 17, 2015 8:13 am

Approved as to M/WBE by

Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Dec 17, 2015 9:52 am

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Underwood, Max
Department Head
Finance
Dec 16, 2015 3:20 pm
Date 01/07/2016  Committee Finance/Audit  Subject Ratify payments for Industrial Products and Supplies and approve expenditures for FY 2016  Resolution #

**Action**
That the Airport Board ratifies non-warehouse payments made to W.W. Grainger Inc., of Dallas, Texas, in FY 2015 in the amount of $80,269.93 and approves expenditures, on an as needed basis, in an amount not to exceed $80,000 for FY 2016.

**Description**
- Ratify payments made to W.W. Grainger Inc., of Dallas, Texas, in FY 2015 which exceeded staff's annual approval authority of $50,000. Total FY 2015 payments for these parts were $80,269.93.
- The expenditures made to W.W. Grainger Inc. encompass small purchases of a wide variety of industrial products and supplies made by multiple departments that are not stocked in the warehouse.
- Request approval of payments to W.W. Grainger Inc. for non-stocked items in amount not to exceed $80,000 for FY 2016.
- During FY 2016, staff will solicit competitive bids to cover non-stocked and warehouse purchases during and present a recommendation for award to the Board for approval.

**Justification**
- Approval and ratification is required by DFW Airport's Administrative Policy and Procedures FS.013.03, which states non-contractual single or cumulative purchases over $50,000 within a 12 month period require Board of Directors approval.

**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 (Payment Ratification).

**Schedule/Term**
- N/A

<table>
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<tr>
<th>Contract #</th>
<th>Agreement #</th>
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<th>Action Amount</th>
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<tbody>
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<td>NTE $160,269.93</td>
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**For Information contact**
Max Underwood
3-5460

<table>
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<th>Fund</th>
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<td>$160,269.93</td>
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BE IT RESOLVED BY THE DALLAS-FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Airport Board ratifies non-warehouse payments made to W.W. Grainger Inc., of Dallas, Texas, in FY 2015 in the amount of $80,269.93 and approves expenditures, on an as needed basis, in an amount not to exceed $80,000 for FY 2016.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Dec 17, 2015 1:24 pm

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
Dec 17, 2015 2:30 pm

Approved as to M/WBE by
Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Dec 17, 2015 1:05 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Underwood, Max
Vice President Finance
Finance
Dec 16, 2015 4:23 pm

Pending

Chief Executive Officer
Dec 17, 2015 2:30 pm

Date
Date 01/07/2016  Committee Finance/Audit  Subject Ratify Corporate Executive Board FY 2015 Payments and approve expenditures for FY 2016  Resolution 

**Action**
That the Airport Board ratifies payments made to the Corporate Executive Board during FY 2015 in the amount of $72,650.00 and approves expenditures, on an as needed basis, in an amount not to exceed $100,000.00 for FY 2016.

**Description**
- Ratify annual payments made to the Corporate Executive Board in FY 2015 which exceeded staff's annual approval authority of $50,000. Total FY 2015 payments were $72,650.
- Separate purchase orders (and payments) were issued for leadership councils for ITS, Procurement, Human Resources, and Corporate Communications.
- Request Board approval of payments to the Corporate Executive Board (CEB) in an amount not to exceed $100,000 of fiscal year 2016.
- In the future, staff will look into a formal contract with CEB and/or staff will request annual funding for future years when the Annual Budget is presented to the Board for approval.

**Justification**
- Approval and ratification is required by DFW Airport's Administrative Policy and Procedures FS.013.03 which states non-contractual single or cumulative purchases over $50,000 require Board of Directors approval.

**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 (Payment Ratification).

<table>
<thead>
<tr>
<th>Contract #</th>
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For Information contact Max Underwood 3-5460

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

That the Airport Board ratifies payments made to the Corporate Executive Board during FY 2015 in the amount of $72,650.00 and approves expenditures, on an as needed basis, in an amount not to exceed $100,000.00 for FY 2016.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Dec 17, 2015 1:27 pm

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
Dec 17, 2015 8:13 am

Approved as to M/WBE by
Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Dec 17, 2015 9:52 am

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Underwood
Department Head
Finance
Dec 16, 2015 4:24 pm

Pending

Chief Executive Officer
Date
Date: 01/07/2016
Committee: Finance/Audit
Subject: Ratify Hyatt Regency DFW FY 2015 Payments and approve expenditures for FY 2016
Resolution #

Action
That the Airport Board ratifies payments made to the Hyatt Regency DFW during FY 2015 in the amount of $191,433.15 and approves expenditures, on an as needed basis, in an amount not to exceed $250,000 for FY 2016.

Description
- Ratify annual payments made to the Hyatt Regency DFW in FY 2015 which exceeded staff's annual approval authority of $50,000. The FY 2015 payments were $191,433.15.
- These payments were primarily related to meetings for Concessions' requests for proposals, forums, and outreach meetings in addition to various receptions, luncheons, and other Board events. Each of these meetings was arranged separately. DFW receives preferred customer pricing from the Hyatt Regency DFW.
- Request approval of payments to the Hyatt Regency DFW in an amount not to exceed $250,000 for FY 2016.
- Staff will request funding for future years when the Annual Budget is presented to the Board for approval.

Justification
- Approval and ratification is required by DFW Airport's Administrative Policy and Procedures FS.013.03 which states non-contractual single or cumulative purchases over $50,000 require Board of Directors approval.

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 (Payment Ratification).

<table>
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<tr>
<th>Contract #</th>
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For Information contact
Max Underwood
3-5460
Fund: 0102
Project #: 0102
External Funding Source: $441,433.15
BE IT RESOLVED BY THE DALLAS-FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Airport Board ratifies payments made to the Hyatt Regency DFW during FY 2015 in the amount of $191,433.15 and approves expenditures, on an as needed basis, in an amount not to exceed $250,000 for FY 2016.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Dec 17, 2015 1:29 pm

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
Dec 17, 2015 8:12 am

Approved as to M/WBE by
Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Dec 17, 2015 9:53 am

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Underwood, Max
Finance
Dec 16, 2015 4:37 pm

Pending
Chief Executive Officer
Date
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<tr>
<td>01/07/2016</td>
<td>Monthly Report</td>
<td>Finance/Audit</td>
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**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 November 2015.

**Description**

- Attached is a list of all Contracts and Purchase Orders valued between $25,000.00 and $50,000.00 and Contract/Purchase Order Increases/Decreases valued between $25,000.00 and $50,000.00, which were approved by Board Staff under delegated authority during the month of November 2015.
<table>
<thead>
<tr>
<th>VENDOR/LOCATION</th>
<th>PO/CONTRACT NO.</th>
<th>DESCRIPTION</th>
<th>DEPARTMENT</th>
<th>AMOUNT</th>
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<tr>
<td>Flexkrete Technologies</td>
<td>271233</td>
<td>Patch Material</td>
<td>Energy, Transportation and Asset Management</td>
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<td>Infolob Solutions N° Irving, Texas</td>
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<td>Oracle Blade Server Memory and Support</td>
<td>Information Technology Services</td>
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<td>271310</td>
<td>On Screen Takeoff Software</td>
<td>Design, Code and Construction</td>
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<td>Swarco Reflex, Inc. Mexia, Texas</td>
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<td>Glass Beads</td>
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**TOTAL** $295,673.59

Note:
1. MBE-Certified with NCTRCA/State of Texas HUB.
2. State of Texas HUB.
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<tr>
<th>VENDOR/LOCATION</th>
<th>PO/CONTRACT NO.</th>
<th>DESCRIPTION</th>
<th>DEPARTMENT</th>
<th>AMOUNT</th>
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<tr>
<td>Moses Palmer &amp; Howell</td>
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<td>TOTAL $35,000.00</td>
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Concessions/Commercial Development

Consent
Date: 01/07/2016
Committee: Concessions/Commercial Development
Subject: Approval to extend Clear Channel Airports of Texas Advertising and Visitor Information Centers Agreements
Resolution #:

Action
That the Chief Executive Officer or designee be authorized 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.

Description
- On April 7, 2005, Resolution No.: 2005-04-170 was approved to enter into a static advertising contract with Clear Channel Airports of Texas Joint Venture, a Texas General Partnership for a 10 year period to provide the sale of advertising space in the Terminals and Rental Car Center (RAC) that currently terminates February 28, 2016.
- On October 4, 2007, Resolution No.: 2007-10-293 was approved to enter into a contract with Inter-space Services, Inc. DBA Clear Channel Interspace Airports, a division of Clear Channel Outdoor, Inc. to continue and expand operations of the Visitor Information Centers (VICs) in multiple terminal locations to provide essential passenger information for lodging, entertainment, restaurants, transportation, and other services via advertisements that currently terminates February 28, 2016.
- To allow time for the solicitation process to be completed we are requesting to holdover these contracts until a new contract is awarded.

Justification
- Holding over these contracts will allow the Board to continue to receive revenue through the sale of advertising while providing essential information to passengers and creating brand awareness for advertisers.
- The holdover request will allow DFW to extend both contracts for two (2) additional months to April 30, 2016.

D/S/M/WBE Information
- Clear Channel Airports of Texas Joint Venture committed to 15% M/WBE participation on Agreement No. 238850 and is currently achieving 15%.
- Clear Channel Interspace Airports committed to 10% M/WBE participation on Agreement No. 239002 and is currently achieving 15%.
- The historical M/WBE commitments will continue to apply to the lease extensions.

<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>$0</td>
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</tbody>
</table>

For Information contact:
Zenola Campbell
3-4830

Fund Project # External Funding Source Amount

$0
Additional Information

- During this additional term, revenue schedule will be as follows:
  - Advertising Sales will be 61.5% of total gross receipts to DFW
  - Advertising Sales for Visitor Information Centers (VICs) will be 30% of total gross receipts to DFW
  - The contracts will not be subject to a minimum monthly guarantee during the extension term.

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

That the Chief Executive Officer or designee be authorized 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.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Dec 17, 2015 1:34 pm

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
Dec 17, 2015 2:31 pm

Approved as to M/WBE by
Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Dec 17, 2015 4:28 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Department Head
Dec 16, 2015 4:21 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>
</tr>
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<tbody>
<tr>
<td>01/07/2016</td>
<td>Concessions/Commercial Development</td>
<td>Revise the location for Concessions Lease No 008676 with Dickey's DFW Terminal D JV, LLC</td>
<td></td>
</tr>
</tbody>
</table>

**Action**

That the Chief Executive Officer or designee be authorized to revise the awarded location of Lease Agreement 008676 with Dickey's DFW Terminal D JV, LLC dba Dickey's Barbecue.

**Description**

- Dickey's DFW Terminal D JV, LLC will operate one (1) Dickey's Barbecue location in Terminal C, Gate C8.
- Resolution No. 2012-07-246 awarded space in Terminal C for a Dickey's Barbecue location to a joint venture comprising of Dickey's Barbecue Restaurants, Inc. (60%) and Southwest Minority Financial Group, Inc. (40%).
- All lease terms defined in Resolution No. 2012-07-246 remain in effect.

**Justification**

- The lease was approved for execution by the DFW International Airport Board on July 12, 2012.
- A location has been identified at Terminal C Gate 8 to implement this concept. At time of award no location was identified.
- This will allow for a better food service experience for the passengers.

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

- Dickey's DFW Terminal D JV, LLC is comprised of Dickey's Barbecue Restaurants, Inc. (60%) and Southwest Minority Financial Group, ACDBE: BM (40%).
- The existing 40% ACDBE and 30% MWBE commitments remain unchanged.

<table>
<thead>
<tr>
<th>Contract #</th>
<th>Agreement #</th>
<th>Purchase Order #</th>
<th>Action Amount</th>
<th>Revised Amount</th>
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</thead>
<tbody>
<tr>
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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 revise the awarded location of Lease Agreement 008676 with Dickey's DFW Terminal D JV, LLC dba Dickey's Barbecue.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Dec 17, 2015 1:35 pm

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
Dec 17, 2015 2:32 pm

Approved as to M/WBE by
Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Dec 17, 2015 9:56 am

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Dec 16, 2015 4:23 pm

Pending

Chief Executive Officer
Dec, 2015
Date
DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD
OFFICIAL BOARD ACTION/RESOLUTION

Date
Committee
Subject
Resolution #

01/07/2016
Concessions/Commercial Development
Approval to change Lease Number 238979 with DFW International Airport Restaurant JV#2 dba Pappadeaux Seafood Kitchen

Action
That the Chief Executive Officer or designee be authorized to change Lease Number 238979 with DFW International Airport Restaurant JV#2 dba Pappadeaux Seafood Kitchen.

Description

• Lease Number 238979 for Pappadeaux Seafood Kitchen located in Terminal C Gate C27 was approved by Resolution No 2007-11-321 for approximately 5,500 square feet and amended by Resolution No 2010-10-241.
• Due to space constraints, the square footage for this location will be allocated as follows; 1,500 square feet for Pappasitos Cantina and 3,850 square feet for Pappadeaux Seafood Kitchen.
• All other terms and conditions remain in effect.

Justification

• The lease was approved for execution by the DFW International Airport Board on November 1, 2007 and amended on October 7, 2010.
• As a result of space constraints reallocating of the existing lease space into two locations optimizes the available square footage.
• These locations will enhance the food experience for the passengers.

D/S/M/WBE Information

• Dallas/Fort Worth International Restaurant Joint Venture #2, dba Pappasito's is comprised of National Pizza Restaurants, Inc. (65%) and KG Concessions DFW, L.P., (ACDBE, BF-C:35%).
• The existing 35% ACDBE and 30% D/M/WBE commitments apply to the lease modifications.

Contract #  Agreement #  Purchase Order #  Action Amount  Revised Amount

0  0  0  $0  $0

For Information contact
Zenola Campbell
3-4830

Fund  Project #  External Funding Source  Amount

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

That the Chief Executive Officer or designee be authorized to change Lease Number 238979 with DFW International Airport Restaurant JV#2 dba Pappadeaux Seafood Kitchen.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Dec 17, 2015 1:35 pm

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
Dec 17, 2015 2:32 pm

Approved as to M/WBE by
Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Dec 17, 2015 9:56 am

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Dec 16, 2015 4:27 pm

Chief Executive Officer

Dec 16, 2015 4:27 pm
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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<tbody>
<tr>
<td>01/07/2016</td>
<td>Concessions/Commercial Development</td>
<td>Revise the Location and Ownership Entity for Concessions Lease No 009321</td>
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</table>

**Action**
That the Chief Executive Officer or designee be authorized to revise the ownership entity and location of Lease Agreement 009321 with MBC/CI Joint Venture dba Drew Pearson's Sports 88 Grill

**Description**
- Resolution No. 2014-03-075 awarded space in the B/D Connector for a Drew Pearson's Sports 88 Bar and Grill location to MBC/CI Joint Venture.
- Under mutual agreement, MBC communicated its desire to remove itself from the ownership for this lease agreement.
- A new entity was formed between Concessions International and Southwest Minority Financial Group for the proposed assumption of the lease agreement forming CI/SMFG LLC.
- CI/SMFG, LLC will operate one (1) Drew Pearson's Sports 88 Bar and Grill location in Terminal E, Gate E5.
- The Minimum Annual Guarantee will increase to $161,600.
- Lease term of eight (8) years.
- All other lease terms defined in Resolution No. 2014-03-075 remain in effect.

**Justification**
- The lease was approved for execution by the DFW International Airport Board on May 13, 2014.
- Awarded location in the B/D connector never constructed due to limited infrastructure build capacity to accommodate concept.
- Terminal E in need of additional F&B operations to support expanding air service and enhance the passenger experience.

**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/construction is 30%.
- CI/SMFG, LLC is comprised of Concessions International, LLC (MBE, BM-C, 60%) and Southwest Minority Financial Group, Inc. (ACDBE, BM-C, 40%). The joint venture also committed to achieving 30% M/WBE participation in the design/construction of the lease space.

<table>
<thead>
<tr>
<th>Contract #</th>
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<th>Action Amount</th>
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<tbody>
<tr>
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For Information contact
Zenola Campbell
3-4830

<table>
<thead>
<tr>
<th>Fund</th>
<th>Project #</th>
<th>External Funding Source</th>
<th>Amount</th>
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<tbody>
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</table>
BE IT RESOLVED BY THE DALLAS-FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to revise the location for Concessions Lease No 009321 with MBC/CI Joint Venture

Approved as to Form by

Rodriguez, Elaine
Legal Counsel
Dec 17, 2015 1:35 pm

Approved as to Funding by

Underwood, Max
Vice President Finance
Finance
Dec 17, 2015 2:35 pm

Approved as to M/WBE by

Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Dec 17, 2015 9:57 am

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head
Dec 16, 2015 4:28 pm

Chief Executive Officer
Pending
Date
Concessions/Commercial Development

Action
**Date**  
01/07/2016

**Committee**  
Concessions/Commercial Development

**Subject**  
Approval to Amend Concession Lease Agreements to add storage locations.

**Resolution #**  

<table>
<thead>
<tr>
<th>Action</th>
</tr>
</thead>
<tbody>
<tr>
<td>That the Chief Executive Officer or designee be authorized to Amend Concession Leases to add storage locations to current Concessionaire Lease Agreements.</td>
</tr>
</tbody>
</table>

**Description**

- The Amendments will be co-terminus with the Concessionaires Lease Agreement as detailed on the attachment.
- The storage locations are for both food and beverage and retail locations in Terminals A, B, D and E.
- Please see attachment for further details.
- The storage rate will be charged at $50.00 per square foot of space per year, subject to annual increases.

**Justification**

- The additional space will allow Concessionaires to have additional product on-site to meet the needs of our passengers.

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

- The ACDBE and M/WBE participation commitments applicable to each agreement are not impacted by this Board Action and will remain the same for each agreement.

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</tbody>
</table>

**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 Amend Concession Leases to add storage locations to current Concessionaire Lease Agreements.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Dec 18, 2015 10:23 am

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
Dec 17, 2015 3:28 pm

Approved as to M/WBE by
Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Dec 17, 2015 4:39 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Department Head
Dec 17, 2015 3:12 pm

Pending

Chief Executive Officer
Date
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<tr>
<th>Concessionaire</th>
<th>Lease Number</th>
<th>Terminal</th>
<th>Storage Location ID</th>
<th>Expiration</th>
<th>Annual Revenue</th>
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<tr>
<td>Host International, Inc.</td>
<td>008639</td>
<td>B</td>
<td>B-2-115D-A03</td>
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<td>Host International, Inc.</td>
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<td>B-2-102Y-L01</td>
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<td>DFW International Airport Restaurant JV #3</td>
<td>238980</td>
<td>A</td>
<td>A-1069.E01</td>
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<td>The Grove, Inc.</td>
<td>008644</td>
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<td>B-2-104Y-L01</td>
<td>1/21/2022</td>
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<td>Paradies-Southwest, LLC</td>
<td>008865</td>
<td>E</td>
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<td>Puente Enterprises, Inc.</td>
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<td>D-2-ST004-A01</td>
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<td>DFW Pop Restaurants, LLC</td>
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<td>Host/DFW AF LLC</td>
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<td>DNC/Four Leaf Joint Venture</td>
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<td>A-2-086B-A01</td>
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<td>Texas Pretzels, Inc.</td>
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<td>D.S105D1</td>
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<td>MBC/CI Joint Venture</td>
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<td>The Jethro Pugh Shops II, LLC</td>
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</table>
DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD
OFFICIAL BOARD ACTION/RESOLUTION

Date
01/07/2016

Committee
Concessions/Commercial Development

Subject
Approval of a Concessions Lease with D&B Mitchell Group, LLC

Resolution #

Action
That the Chief Executive Officer or designee be authorized to approve a Lease Agreement with D&B Mitchell Group, LLC dba Banh Shop and the Dallas/Fort Worth International Airport Board.

Description

- D&B Mitchell Group, LLC will operate one (1) Banh Shop location in Terminal D serving Asian cuisine.
- The term of the lease is for five (5) years.
- The Minimum Annual Guarantee (MAG) is $248,443.
- The Percent Rent is twelve percent (12%) of Gross Receipts for the sale of all food and non-alcoholic beverages and eighteen percent (18%) for alcoholic beverages.
- Supports terminal D Asian flights.

Justification

- This action is based on the Concessions Policy, 2.2.1 (A) 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 30% and the M/WBE goal for design and construction is 30%.
- D&B Mitchell Group, LLC, a certified Airport Concession Disadvantaged Business Enterprise (BM-C, 100%) has committed to achieving the ACDBE goal through self-performance and 30% M/WBE participation in the design and construction of the lease space.

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</table>

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 a Lease Agreement with D&B Mitchell Group, LLC dba Banh Shop and the Dallas/Fort Worth International Airport Board.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Dec 17, 2015 1:36 pm

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
Dec 17, 2015 2:35 pm

Approved as to M/WBE by
Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Dec 17, 2015 9:57 am

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Campbell
Department Head
Dec 16, 2015 4:31 pm

Pending

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

<table>
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<tr>
<td>01/07/2016</td>
<td>Concessions/Commercial Development</td>
<td>Approval of a Concessions Lease with The Grove, Inc.</td>
<td></td>
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</tbody>
</table>

**Action**
That the Chief Executive Officer or designee be authorized to approve a Lease Agreement between The Grove, Inc. dba Dunkin Donuts and the Dallas/Fort Worth International Airport Board.

**Description**
- The Grove, Inc. will operate one (1) Dunkin Donuts location in Terminal D International Arrivals.
- The lease term is for seven (7) years.
- The Percent Rent is fifteen percent (15%) of Gross Receipts for Food and Non-Alcoholic Beverages (excluding coffee and coffee beverages) and seventeen percent (17%) for Coffee and Coffee Beverages.
- The Minimum Annual Guarantee (MAG) is $21,467

**Justification**
- This action is based on the Concessions Policy, 2.2.1 (A) 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 0% and the M/WBE goal for design and construction is 10%.
- The Grove, Inc., a certified Airport Concessionaire Disadvantaged Business Enterprise (WF-C, 100%) has committed to achieving the ACDBE goal through self-performance and 10% M/WBE participation in the design and construction of the lease space.

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**For Information contact**
Zenola Campbell
3-4830

**Fund** | **Project #** | **External Funding Source** | **Amount**
----------|---------------|-----------------------------|--------|
For Information contact | Fund | Project # | External Funding Source | Amount |
Zenola Campbell | 3-4830 |                  |                      | $0     |
BE IT RESOLVED BY THE DALLAS-FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to approve a Lease Agreement between The Grove, Inc. dba Dunkin Donuts and the Dallas/Fort Worth International Airport Board.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Dec 17, 2015 1:36 pm

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
Dec 17, 2015 2:33 pm

Approved as to M/WBE by
Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Dec 17, 2015 10:00 am

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head
Dec 16, 2015 4:54 pm

Pending
Chief Executive Officer
Date
# OFFICIAL BOARD ACTION/RESOLUTION

**Date:** 01/07/2016  
**Committee:** Concessions/Commercial Development  
**Subject:** Approval of a Concessions Lease with HBF M2 Concepts JV, LLC  
**Resolution #:**

## Action
That the Chief Executive Officer or designee be authorized to execute a Lease Agreement between HBF M2 Concepts JV, LLC dba Chick-Fil-A and the Dallas/Fort Worth International Airport Board.

## Description
- HBF M2 Concepts JV, LLC will operate one (1) Chick-Fil-A location in Terminal C.
- The term for this lease is seven (7) years.
- The Minimum Annual Guarantee (MAG) is $242,671.
- The Percent Rent is fifteen percent (15%) of Gross Receipts for the sale of all food and non-alcoholic beverages.

## Justification
- This Action is based on the Concessions Policy, 2.2.1 (A) Direct Negotiation.
- This Action meets the Board's Concessions Policy of providing and improving the shopping, dining and service experience at DFW International Airport.
- Per the new 2015 QSR Report, Chick-Fil-A is the number one (1) fastest growing Fast Food Chicken Restaurant Chain and has per location sales higher than any other fast food brand.
- HBF M2 Concepts JV, LLC is sole ownership entity chosen by Chick-Fil-A, Inc. to have the right to operate a Chick-Fil-A location at the 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%.
- HBF M2 Concepts JV, LLC is comprised of Hojeij Branded Foods, LLC (60%) and M2 Concepts, LLC (ACDBE: BM-C, 40%). The joint venture is committed to achieving 30% M/WBE participation in the design and construction of the lease space.

## Schedule/Term
- Minimum Annual Guarantee (MAG): $242,671
- Percentage Rent: 15% for Food, Non-Alcoholic Beverages, Limited Retail Offerings and all other Gross Receipts
- Term: Seven (7) Years

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**For Information contact**  
Zenola Campbell  
3-4830
BE IT RESOLVED BY THE DALLAS-FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to execute a Lease Agreement between HBF M2 Concepts JV, LLC dba Chick-Fil-A and the Dallas/Fort Worth International Airport Board.

Approved as to Form by

Rodriguez, Elaine
Legal Counsel
Dec 17, 2015 1:36 pm

Approved as to Funding by

Underwood, Max
Vice President Finance
Finance
Dec 17, 2015 2:33 pm

Approved as to M/WBE by

Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Dec 17, 2015 9:58 am

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Dec 16, 2015 4:33 pm

Chief Executive Officer

Pending

Date
**OdehMickens DFW Concessions** was issued Permit Number 009918 for the operation of a Bleu Mediterranean Bar kiosk. Permittee shall pay rents equal to fourteen percent (14%) of all gross receipts for the sale of food and non-alcoholic beverages and nineteen percent (19%) for the sale of all alcoholic beverages.

**Clear Channel Airports of Texas Joint Venture, a Texas General Partnership dba Clear Channel Airports** was issued Permit Number 009900 to install a soffit wrap near gate D24 for the promotion of Cartier. Permittee shall pay a Concession Fee of $46,125. The term of this Permit is November 30, 2015 to December 27, 2015.

**Exchange Concessions, LLC** was issued Permit Number 009903 for the operation of a storage location. Permittee shall pay a monthly fee of $662.50 equally $50.00 per square foot per year for 159 square feet of space.
### Item For Discussion
Commercial Development entered into a short-term permit with LGSTX Distribution Services, Inc.

#### Description
- LGSTX Distribution Services ("LGSTX") is a subtenant in a warehouse and distribution facility at 1717 W. Airfield Drive, operating a mail processing facility for the U.S. Postal Service.
- Due to holiday demand, LGSTX has entered into a permit with DFW Commercial Development to use a nearby parking lot for temporary employee parking.
- The permit is for 30 days.

#### Justification
- This permit will generate $1,000 in revenue for the Airport.