AGENDA
DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD
January 9, 2020
8:30 a.m.

– NOTICE –
DALLAS FORT WORTH INTERNATIONAL AIRPORT
BOARD OF DIRECTORS
COMMITTEE MEETINGS TUESDAY, JANUARY 7, 2020

Operations Committee: 12:30 p.m.
Finance/Audit Committee: 12:35 p.m.
Concessions/Commercial Development Committee: 12:50 p.m.
Consent Agenda – all items under this heading are a part of the Consent Agenda and require little or no deliberation by the Board. Approval of the Consent Agenda authorizes the Chief Executive Officer or his designee to implement each item in accordance with staff recommendation.

A closed executive session may be held with respect to a posted agenda item if the discussion concerns one of the following:

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

2. Discussion concerning sale or lease of real property, or negotiated contracts for donations to the Board, when such discussions would have a detrimental effect on the negotiating position of the Board. Texas Government Code Section 551.072.

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

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

---

AGENDA

A. Invocation – Chaplain DD Hayes

B. Pledge of Allegiance

C. Announcements

D. Approve Minutes of the Regular Board Meeting of December 5, 2019.

E. Air Service Highlights – Milton De La Paz

F. Financial Report – Chris Poinsatte

G. Overview of Digital Evolution Plans - Chad Makovsky and Paul Puopolo

H. Annual Business Diversity Report – Tamela Lee
OPERATIONS COMMITTEE

1. Approve Minutes of the Operations Committee Meeting of December 3, 2019.

Consent Item for Consideration

Rusty Hodapp 2. Approve an increase to Contract No. 9500661, for the North and South Control Plaza Generators, with Gadberry Construction Company, Inc., of Dallas, Texas, in an amount not to exceed $96,000.00, for a revised Contract amount of $1,192,000.00.

Action Items for Consideration

Rusty Hodapp 3. Approve procurement of services necessary to complete the design build of the Employee Inspection Portals using a method, authorized under Chapter 2269, Section B of the Texas Government Code, to determine which solicitation method, other than competitive bidding, provides the best value for the Airport.

4. Approve execution of Contract No. 9500679, for Terminal A Roofing Project, with Supreme Systems, Inc., of Dallas, Texas, in an amount not to exceed $15,615,390.00, for the 790 calendar day term of the Contract.

5. Approve execution of Contract No. 9500698, for Runway 18R-36L Rehabilitation, with Austin Bridge & Road, LP, of Irving, Texas, in an amount not to exceed $130,388,211.46, for the 665 calendar day term of the Contract.

Tammy Huddleston 6. Approve execution of Contract No. 7006877, for Lamps and Ballasts with Voss Electric Co. dba Voss Lighting, of Farmers Branch, Texas, in an amount not to exceed $488,012.84, for the initial one year term of the Contract, with options to renew for four additional one-year periods.

Discussion Items

Rusty Hodapp 7. Construction and Professional Services Contract increase(s) approved by authorized staff.

8. There were no decrease(s)/increase(s) in Scope of Work approved by authorized staff for this reporting period.

FINANCE/AUDIT COMMITTEE

9. Approve Minutes of the Finance/Audit Committee Meeting of December 3, 2019.

Consent Items for Consideration

Al Kalmbach 11. Approve a sponsorship agreement with the World Cargo Association (WCA), of the United Kingdom, in an amount not to exceed $60,000.00, for a sponsorship of the 2020 conference with no renewal options.

Elaine Rodriguez 12. Approve an increase to Legal Services Contract No. 8005119 with the firm of Littler Mendelson, P.C. of Dallas, Texas, in an amount not to exceed $200,000.00 for a revised contract amount not to exceed $546,500.00.

Action Items for Consideration

John Ackerman 13. Approve expenses for hosting the Skift Global Forum, in an amount not to exceed $800,000.00, for conferences in October 2020 and 2021.

Rob Darby 14. Approve an increase to Contract No. 8004992, for External Audit Services, with Deloitte & Touche LLP, of Dallas, Texas, in an amount not to exceed $415,803.00, for a revised Contract amount of $2,360,932.43, extend the term of the contract by one year, and add an option to renew for an additional one-year period.

Colette Holt / Tamela Lee 15. Approve adoption of the findings of the 2019 Disparity Study and the Minority/Women Business Enterprise (M/WBE) policy, and authorize the Chief Executive Officer or designee to develop administrative procedures to implement the policy.

Michael Youngs 16. Approve an increase to Contract No. 7006668, with Cloudaction LLC, of Tulsa, Oklahoma, for an Information Technology Service Management Tool in an amount not to exceed $150,000.00, for a revised Contract amount of $941,371.00.

17. Approve execution of Contract No. 7006890, for the Parking Control System Upgrade and Maintenance, with SkiData, Inc., of New Brunswick, New Jersey, in an amount not to exceed $5,700,000.00, for the 10-year term of the Contract.

Discussion Items


CONCESSIONS/COMMERCIAL DEVELOPMENT COMMITTEE

20. Approve the minutes of the Concessions/Commercial Development Committee Meeting of December 3, 2019.
Action Items for Consideration

Zenola Campbell

21. Approve a lease agreement with Gameway, Inc. and the Dallas Fort Worth International Airport Board.

22. Approve termination of Permit Number 010669 and Agreement Number 010354 between the Dallas Fort Worth International Airport Board and NewZoom, LLC.

23. Approve amendment of the Products and Pricing section of all Concession tenant leases.

FULL BOARD

24. Registered Speakers (items unrelated to agenda items)

25. Next Committee meetings – February 4, 2020

Next Regular Board meeting – February 6, 2020
OPERATIONS COMMITTEE MEETING
TUESDAY, JANUARY 7, 2020
12:30 p.m.

1. Approve Minutes of the Operations Committee Meeting of December 3, 2019.

Discussion Item for Consideration

Rusty Hodapp 2. Approve an increase to Contract No. 9500661, for the North and South Control Plaza Generators, with Gadberry Construction Company, Inc., of Dallas, Texas, in an amount not to exceed $96,000.00, for a revised Contract amount of $1,192,000.00.

Action Items for Consideration

Rusty Hodapp 3. Approve procurement of services necessary to complete the design build of the Employee Inspection Portals using a method, authorized under Chapter 2269, Section B of the Texas Government Code, to determine which solicitation method, other than competitive bidding, provides the best value for the Airport.

4. Approve execution of Contract No. 9500679, for Terminal A Roofing Project, with Supreme Systems, Inc., of Dallas, Texas, in an amount not to exceed $15,615,390.00, for the 790 calendar day term of the Contract.

5. Approve execution of Contract No. 9500698, for Runway 18R-36L Rehabilitation, with Austin Bridge & Road, LP, of Irving, Texas, in an amount not to exceed $130,388,211.46, for the 665 calendar day term of the Contract.

Tammy Huddleston 6. Approve execution of Contract No. 7006877, for Lamps and Ballasts, with Voss Electric Co. dba Voss Lighting, of Farmers Branch, Texas, in an amount not to exceed $488,012.84, for the initial one year term of the Contract, with options to renew for four additional one-year periods.

Discussion Items

7. Construction and Professional Services Contract increase(s) approved by authorized staff.
8. There were no decrease(s)/increase(s) in Scope of Work approved by authorized staff for this reporting period.
## Action
That the Chief Executive Officer or designee be authorized to increase Contract No. 9500661, for the North and South Control Plaza Generators, with Gadberry Construction Company, Inc., of Dallas, Texas, in an amount not to exceed $96,000.00, for a revised Contract amount of $1,192,000.00.

## Description
- Increase the Contract due to unforeseen site conditions associated with the installation of full backup generator power at both the North and South Entry Plazas.

## Justification
- Relocation of the existing Oncor transformers outside the equipment yards is required at both the North and South Entry Plaza locations.
- This relocation, paired with the installation of new primary circuits to existing switchgear, will resolve the unforeseen site condition issues encountered during construction.

## D/S/M/WBE Information
- The annual goal for the SBE Program is 20%.
- In accordance with the Board's SBE Program, the SBE goal for this contract is 15%.
- Gadberry Construction Company, Inc. is a Certified Small Business Enterprise (NM- C) and has committed to achieving 15% through self-performance.

## Schedule/Term
- Start Date: April 2019
- Contract Duration: Extended by 65 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>9500661</td>
<td>NTE</td>
<td></td>
<td>Action Amount</td>
<td>Revised Amount</td>
</tr>
<tr>
<td></td>
<td>NTE $96,000.00</td>
<td></td>
<td>$1,192,000.00</td>
<td></td>
</tr>
</tbody>
</table>

## For Information contact
- Rusty Hodapp  
  3-1891
- Brett Peveto  
  3-1730

<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>26616-01</td>
<td></td>
<td>$96,000.00</td>
</tr>
</tbody>
</table>
On April 11, 2019, by Resolution No. 2019-04-064, the Board awarded Contract No. 9500661, for North and South Control Plaza Generators, with Gadberry Construction Company, Inc., of Dallas, Texas.

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to increase Contract No. 9500661, for the North and South Control Plaza Generators, with Gadberry Construction Company, Inc., of Dallas, Texas, in an amount not to exceed $96,000.00, for a revised Contract amount of $1,192,000.00.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Dec 19, 2019 9:59 am

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
Dec 19, 2019 7:15 am

Approved as to M/WBE by
Burks Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Dec 18, 2019 4:05 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head
Dec 18, 2019 10:20 am

Chief Executive Officer
Pending
Date
**Action**
That the Chief Executive Officer or his designee be authorized to procure services necessary to complete the design build of the Employee Inspection Portals using a method, authorized under Chapter 2269, Section B of the Texas Government Code, to determine which solicitation method, other than competitive bidding, provides the best value for the Airport.

**Description**
- Delegates authority to the CEO or his designee to determine which solicitation method, other than competitive bidding, provides the best value for the Airport and to procure services necessary for the design build of the Employee Inspection Portals.

**Justification**
- Improving employee screening process by building modern sterile portal locations that will enhance security and reduce inspection times for employees. This project will provide sufficient capacity to meet current and future (10 year) throughput demand. This project will adhere to expected future DHS/TSA regulatory mandates for 100% employee inspection/screening.
- Chapter 2269, Subchapter B of the Texas Government Code authorizes the Board to consider procuring a construction Contract using a method, other than competitive bidding, that is available under the statute and provides a better value.
- The law also allows the Board to delegate its authority by providing notice of the delegation, the limits of the delegation, and the name or title of each person to whom the delegation is made. This action is intended to satisfy those notice requirements.

**D/S/M/WBE Information**
- The applicable Business Diversity Program and contract-specific goal will be determined prior to advertising.

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

**For Information contact**
- Rusty Hodapp
  - Fund: 3-3670
- Brett Peveto
  - Fund: 3-1730

**External Funding Source**
- Amount: $0
BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or his designee be authorized to procure services necessary to complete the design build of the Employee Inspection Portals using a method, authorized under Chapter 2269, Section B of the Texas Government Code, to determine which solicitation method, other than competitive bidding, provides the best value for the Airport.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Dec 19, 2019 9:51 am

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
Dec 19, 2019 7:15 am

Approved as to M/WBE by
Burks Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Dec 18, 2019 4:05 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Department Head
Dec 18, 2019 10:20 am

Pending
Chief Executive Officer
Date
Date: 01/09/2020
Committee: Operations
Subject: Terminal A Roofing

**Action**
That the Chief Executive Officer or designee be authorized to execute Contract No. 9500679, for Terminal A Roofing Project, with Supreme Systems, Inc., of Dallas, Texas, in an amount not to exceed $15,615,390.00, for the 790 calendar day term of the Contract.

**Description**
- This action will award a Contract to replace the Terminal A Roof.

**Justification**
- Programmed replacement of a roofing system that has exceeded its rated service life.
- The existing roofing material will be removed and replaced with a modified style roof to reduce leaks and lifecycle maintenance costs.
- The new roofing system will have an innovative eco-active roof membrane that will offset air emissions equivalent to approximately 800 light passenger vehicles annually.

**D/S/M/WBE Information**
- The annual goal for the MBE Program is 25%.
- In accordance with the Board's MBE Program, the MBE goal for this contract is 25%.
- Supreme Systems, Inc., has committed to achieving 40.7% MBE participation utilizing Allied Supply Chain Support & Services, LLC (BF-C).

**Schedule/Term**
- Start Date: January 2020
- Contract Duration: 790 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>9500679</td>
<td>NTE</td>
<td></td>
<td>NTE $15,615,390.00</td>
<td>$0</td>
</tr>
</tbody>
</table>

**For Information contact**
- Rusty Hodapp 3-1891
- Dalia Sanders 3-1889

**Fund**
- Joint Capital Acct

**Project #**
- 26744-01

**External Funding Source**
- $15,615,390.00
Four bids, including 2 from MBE firms, were received on or before the due date of November 19, 2019.
Supreme Systems, Inc., of Dallas, Texas, is the lowest responsive, responsible Bidder.
Contract award includes a $400,000.00 allowance.

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to execute Contract No. 9500679, for Terminal A Roofing Project, with Supreme Systems, Inc., of Dallas, Texas, in an amount not to exceed $15,615,390.00, for the 790 calendar day term of the Contract.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Dec 19, 2019 11:04 am

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
Dec 19, 2019 7:16 am

Approved as to M/WBE by
Burks Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Dec 18, 2019 4:06 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Department Head
Dec 18, 2019 10:21 am

Chief Executive Officer
Pending
Date
## Contract No. 9500679
### Terminal A Roofing
### Bid Tabulation

<table>
<thead>
<tr>
<th>Bidders</th>
<th>Bid Amount with Alternate One</th>
</tr>
</thead>
<tbody>
<tr>
<td>Supreme Systems, Inc. Dallas, Texas</td>
<td>$15,615,390.00</td>
</tr>
<tr>
<td>Castro Roofing of Texas, LLC&lt;sup&gt;N1&lt;/sup&gt; Dallas, Texas</td>
<td>$17,321,433.00</td>
</tr>
<tr>
<td>Kpost Roofing &amp; Waterproofing Dallas, Texas</td>
<td>$19,786,715.00</td>
</tr>
<tr>
<td>Azteca Enterprises, Inc.&lt;sup&gt;N1/N2&lt;/sup&gt; Dallas, Texas</td>
<td>$31,491,751.49</td>
</tr>
</tbody>
</table>

**Note:**

1. MBE – Certified through the North Central Texas Regional Certification Agency
2. Bid price difference is attributed to this company being a general contractor whereas the other three bidders are roofing contractors.
Date: 01/09/2020
Committee: Operations
Subject: Runway 18R - 36L Rehabilitation

Action
That the Chief Executive Officer or designee be authorized to execute Contract No. 9500698, for Runway 18R-36L Rehabilitation, with Austin Bridge & Road, LP, of Irving, Texas, in an amount not to exceed $130,388,211.46, for the 665 calendar day term of the Contract.

Description
- Award a Contract for the Rehabilitation of Runway 18R-36L. The work will include but not be limited to: pavement reconstruction and asphalt overlay, reconstruction of shoulders and blast pads, drainage improvements, new electrical infrastructure and lighting system conversion to Light Emitting Diode (LED), and extension of portions of Taxiways D2, WR, WQ and E.

Justification
- The Runway has experienced a number of pavement surface and sub-surface distresses and is need of a comprehensive rehabilitation.
- The design and construction methodology for this rehabilitation is similar to, and based upon the recently completed rehabilitation of Runway 17C-35C.
- The project will support critically needed landing capacity to support the Airport's global hub operation.
- Completion of this rehabilitation will maintain airfield capacity and extend the runway's useful service life.

D/S/M/WBE Information
- The annual goal for the MBE Program is 25%.
- In accordance with the Board's MBE Program, the MBE goal for this contract is 20%.
- Austin Bridge & Road, LP has committed to achieving 20%. MBE participation utilizing Chambers Engineering, LLC (BM-C: 4.8%), C. Greenscaping, LP. (HF-C: 1.9%), EAS Contracting, LP (BM-C: 11.9%), Freight Operations Services, LLC. (HM-C: 0.8%), and Terradyne Engineering, LLC (IM-C: 0.7%).

Schedule/Term
- Start Date: February 2020
- Contract Duration: 665 calendar days

For Information contact
Rusty Hodapp
3-3670
Brett Peveto
3-1730

<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>9500698</td>
<td>NTE</td>
<td></td>
<td>$130,388,211.46</td>
<td>$0</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>For Information contact</th>
<th>Fund</th>
<th>Project #</th>
<th>External Funding Source</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Rusty Hodapp</td>
<td>Joint Capital Acct</td>
<td>26757-01</td>
<td></td>
<td>$127,129,277.56</td>
</tr>
<tr>
<td>Brett Peveto</td>
<td>Joint Capital Acct</td>
<td>26719-02</td>
<td>$608,335.62</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Joint Capital Acct</td>
<td>26839-01</td>
<td>$2,650,598.28</td>
<td></td>
</tr>
</tbody>
</table>
One bid, not from an MBE firm, was received on or before the due date of December 10, 2019. Austin Bridge & Road, LP, of Irving, Texas, is the lowest responsive, responsible Bidder.

Joint Capital Acct funding is for 3 capital projects as follows:

- $127M rehabilitation of runway 18R.
- $608K rehabilitation of airfield storm sewers.
- $2.7M replacement of runway 18L airfield lighting (contingent on airline MII approval).

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to execute Contract No. 9500698, for Runway 18R-36L Rehabilitation, with Austin Bridge & Road, LP, of Irving, Texas, in an amount not to exceed $130,388,211.46, for the 665 calendar day term of the Contract.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Dec 19, 2019 11:05 am

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
Dec 19, 2019 7:19 am

Approved as to M/WBE by
Burks Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Dec 18, 2019 4:06 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Department Head
Dec 18, 2019 10:21 am

Pending

Chief Executive Officer
Date
Date: 01/09/2020
Committee: Operations
Subject: Lamps and Ballasts
Resolution #

**Action**
That the Chief Executive Officer or designee be authorized to execute Contract No. 7006877, for Lamps and Ballasts, with Voss Electric Co. dba Voss Lighting, of Farmers Branch, Texas, in an amount not to exceed $488,012.84, for the initial one year term of the Contract, with options to renew for four additional one-year periods.

**Description**
- Award a Contract for the supply of lamps and ballasts for the Airport’s Energy, Transportation & Asset Management (ETAM) Department.

**Justification**
- This is replacing two existing Contracts that have each been in place for five years.
- ETAM maintains a stock of lamps and ballasts for replacement and maintenance of Airport lighting fixtures.
- This Contract will provide for the purchase of incandescent, LED, florescent, high intensity discharge (HID), and miscellaneous lamps and ballasts, which are used in both interior and exterior applications throughout the Airport.
- Items will be ordered on an as needed basis and the Airport will have no obligation to purchase any quantity under the Contract. The Contract amount reflects a one-year estimate usage of lamps and ballasts.

**D/S/M/WBE Information**
- The annual goal for the SBE Program is 20%.
- 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: February 2020
- Contract Term: One year, with four one-year renewal options

<table>
<thead>
<tr>
<th>Contract #</th>
<th>Agreement #</th>
<th>Purchase Order #</th>
<th>Action Amount</th>
<th>Revised Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>7006877</td>
<td>NTE</td>
<td></td>
<td>NTE $488,012.84</td>
<td>$0</td>
</tr>
</tbody>
</table>

**For Information contact**
Tammy Huddleston 3-6132
Joy Tuider 3-5634

**Fund**  Operating Fund
**Project #**
**External Funding Source**
$488,012.84
Additional Information

- Four bids, including one from an SBE firm, were received on or before the due date of December 6, 2019.
- Bid Tabulation attached
- Voss Electric Co. dba Voss Lighting, of Farmers Branch, Texas, is the lowest responsive, responsible Bidder, and is the incumbent.
- Projected total of the Contract including renewals, if approved, is $2,440,064.20.

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to execute Contract No. 7006877, for Lamps and Ballasts, with Voss Electric Co. dba Voss Lighting, of Farmers Branch, Texas, in an amount not to exceed $488,012.84, for the initial one year term of the Contract, with options to renew for four additional one-year periods.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Dec 19, 2019 11:07 am

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
Dec 19, 2019 7:20 am

Approved as to M/WBE by
Burks Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Dec 18, 2019 9:58 am

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head
Energy & Transportation Mgmt
Dec 18, 2019 9:17 am
## Contract No. 7006877
Lamps and Ballasts
Bid Tabulation

<table>
<thead>
<tr>
<th>Bidders</th>
<th>Bid Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Voss Electric Co. dba Voss Lighting</td>
<td>$488,012.84</td>
</tr>
<tr>
<td>Farmers Branch, Texas</td>
<td></td>
</tr>
<tr>
<td>Mavich, LLC</td>
<td>$509,941.73</td>
</tr>
<tr>
<td>Southlake, Texas</td>
<td></td>
</tr>
<tr>
<td>Facility Solutions Group</td>
<td>$517,049.48</td>
</tr>
<tr>
<td>Dallas, Texas</td>
<td></td>
</tr>
<tr>
<td>Ilumens by Innosys</td>
<td>$306,950.00</td>
</tr>
<tr>
<td>Salt Lake City, Utah</td>
<td>Partial Bid</td>
</tr>
</tbody>
</table>

### Note:
1. SBE – Certified through the Texas Department of Transportation
<table>
<thead>
<tr>
<th>Meeting Date</th>
<th>Subject</th>
<th>Committee</th>
</tr>
</thead>
<tbody>
<tr>
<td>01/09/2020</td>
<td>Monthly Report</td>
<td>Operations</td>
</tr>
</tbody>
</table>

**Item For Discussion**

Report to the Airport Board all Contracts valued between $25,000.00 and $50,000.00 and Contracts Increases/Decreases valued between $25,000.00 and $50,000.00, for the month of November 2019.

**Description**

- Report to the Airport Board all Contracts valued between $25,000.00 and $50,000.00 and Contracts Increases/Decreases valued between $25,000.00 and $50,000.00, for the month of November 2019.
## CONTRACT/PURCHASE ORDER INCREASES/DECREASES ($25,000 OR GREATER)
(Approved by Board Staff under their delegated authority – November 2019)

<table>
<thead>
<tr>
<th>CONSULTANT</th>
<th>CONTRACT NO.</th>
<th>CONTRACT TITLE/DESCRIPTION</th>
<th>ACTION TYPE</th>
<th>AMOUNT</th>
</tr>
</thead>
<tbody>
<tr>
<td>Flatiron Constructors, Inc.</td>
<td>9500623</td>
<td>Northeast End Around Taxiway Package 1 – East Airfreight and Utilities</td>
<td>Change Order</td>
<td>$41,724.62</td>
</tr>
<tr>
<td>Broomfield, Colorado</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**TOTAL** $41,724.62
AGENDA
FINANCE/AUDIT COMMITTEE
MEETING TUESDAY, JANUARY 7, 2020
12:35 p.m.

FINANCE/AUDIT COMMITTEE

9. Approve Minutes of the Finance/Audit Committee Meeting of December 3, 2019.

Max Underwood


Consent Items for Consideration

Al Kalmbach

11. Approve a sponsorship agreement with the World Cargo Association (WCA), of the United Kingdom, in an amount not to exceed $60,000.00, for a sponsorship of the 2020 conference with no renewal options.

Elaine Rodriguez

12. Approve an increase to Legal Services Contract No. 8005119 with the firm of Littler Mendelson, P.C. of Dallas, Texas, in an amount not to exceed $200,000.00 for a revised contract amount not to exceed $546,500.00.

Action Items for Consideration

John Ackerman

13. Approve expenses for hosting the Skift Global Forum, in an amount not to exceed $800,000.00, for conferences in October 2020 and 2021.

Rob Darby

14. Approve an increase to Contract No. 8004992, for External Audit Services, with Deloitte & Touche LLP, of Dallas, Texas, in an amount not to exceed $415,803.00, for a revised contract amount of $2,360,932.43, extend the term of the contract by one year, and add an option to renew for an additional one-year period.

Tamela Lee

15. Approve adoption of the findings of the 2019 Disparity Study and the Minority/Women Business Enterprise (M/WBE) policy, and authorizes the Chief Executive Officer or designee to develop administrative procedures to implement the policy.

Michael Youngs

16. Approve an increase to Contract No. 7006668, with Cloudaction LLC, of Tulsa, Oklahoma, for an Information Technology Service Management Tool in an amount not to exceed $150,000.00, for a revised contract amount of $941,371.00.

17. Approve execution of Contract No. 7006890, for the Parking Control System Upgrade and Maintenance, with SkiData, Inc., of New Brunswick, New Jersey, in an amount not to exceed $5,700,000.00, for the 10-year term of the Contract.
Discussion Items


KPIs and Financial Report – FY 2020

Two months ending November 30, 2019 - Unaudited
## Key Performance Indicator Scorecard

Two months ending November 30, 2019 - Unaudited

<table>
<thead>
<tr>
<th>Key Performance Indicator</th>
<th>FY 2019 Actuals</th>
<th>FY 2020 Actuals</th>
<th>FY 2020 Budget</th>
<th>Year-To-Date Increase/(Decrease)</th>
<th>FY 2020 Annual Budget</th>
</tr>
</thead>
<tbody>
<tr>
<td>DFW CC Net Revenues</td>
<td>$25.5</td>
<td>$30.3</td>
<td>$28.9</td>
<td>$1.5</td>
<td>5.1%</td>
</tr>
<tr>
<td>Total Expenditure Budget</td>
<td>$162.0</td>
<td>$165.1</td>
<td>$166.2</td>
<td>($1.2)</td>
<td>(0.7%)</td>
</tr>
<tr>
<td>Airline Costs</td>
<td>$74.3</td>
<td>$76.8</td>
<td>$79.0</td>
<td>($2.2)</td>
<td>(2.7%)</td>
</tr>
<tr>
<td>Total Passengers (Ms)</td>
<td>11.35</td>
<td>12.38</td>
<td>12.23</td>
<td>0.15</td>
<td>1.2%</td>
</tr>
</tbody>
</table>

**Results Status Bar**

- Green: Improved/Constant
- Yellow: Worse
DFW Cost Center
Two months ending November 30, 2019 - Unaudited

<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></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>$30.1</td>
<td>$30.4</td>
<td>$30.5</td>
<td>($0.1)</td>
<td>($0.2%)</td>
</tr>
<tr>
<td>Concessions</td>
<td>14.8</td>
<td>15.9</td>
<td>15.6</td>
<td>0.3</td>
<td>1.9%</td>
</tr>
<tr>
<td>Rental Car</td>
<td>5.9</td>
<td>6.1</td>
<td>5.8</td>
<td>0.3</td>
<td>5.2%</td>
</tr>
<tr>
<td>Commercial Development</td>
<td>8.2</td>
<td>9.1</td>
<td>9.1</td>
<td>0.0</td>
<td>0.2%</td>
</tr>
<tr>
<td>Other Revenues</td>
<td>7.2</td>
<td>7.7</td>
<td>7.0</td>
<td>0.7</td>
<td>10.4%</td>
</tr>
<tr>
<td>Total Revenues</td>
<td>66.2</td>
<td>69.3</td>
<td>68.1</td>
<td>1.3</td>
<td>1.9%</td>
</tr>
<tr>
<td><strong>DFW CC Expenditures</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Operating Expenditures</td>
<td>22.9</td>
<td>23.1</td>
<td>23.7</td>
<td>(0.6)</td>
<td>(2.5%)</td>
</tr>
<tr>
<td>Debt Service, net</td>
<td>10.1</td>
<td>9.8</td>
<td>9.6</td>
<td>0.2</td>
<td>2.4%</td>
</tr>
<tr>
<td>Total Expenditures</td>
<td>33.0</td>
<td>32.9</td>
<td>33.3</td>
<td>(0.4)</td>
<td>(1.1%)</td>
</tr>
<tr>
<td><strong>Gross Margin - DFW Cost Center</strong></td>
<td>33.2</td>
<td>36.4</td>
<td>34.8</td>
<td>1.6</td>
<td>4.7%</td>
</tr>
<tr>
<td><strong>Less Transfers and Skylink</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>DFW Terminal Contribution</td>
<td>0.5</td>
<td>0.5</td>
<td>0.5</td>
<td>0.0</td>
<td>0.0%</td>
</tr>
<tr>
<td>Skylink Costs</td>
<td>7.2</td>
<td>5.6</td>
<td>5.4</td>
<td>0.2</td>
<td>3.1%</td>
</tr>
<tr>
<td><strong>Net Revenues from DFW Cost Center</strong></td>
<td>$25.5</td>
<td>$30.3</td>
<td>$28.9</td>
<td>$1.5</td>
<td>5.1%</td>
</tr>
</tbody>
</table>
## Airfield and Terminal Cost Centers

**Two months ending November 30, 2019 - Unaudited**

<table>
<thead>
<tr>
<th>(in millions)</th>
<th>Year-To-Date</th>
<th>FY 2020</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>FY 2019</td>
<td>FY 2020</td>
</tr>
<tr>
<td></td>
<td>Actuals</td>
<td>Budget</td>
</tr>
<tr>
<td><strong>Revenues</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Landing Fees</td>
<td>$19.4</td>
<td>$17.8</td>
</tr>
<tr>
<td>Other Airfield</td>
<td>2.2</td>
<td>2.2</td>
</tr>
<tr>
<td>Transfer from DFW Cost Center</td>
<td>10.6</td>
<td>14.0</td>
</tr>
<tr>
<td><strong>Total Airfield Revenue</strong></td>
<td>32.2</td>
<td>34.0</td>
</tr>
<tr>
<td>Terminal Leases</td>
<td>51.5</td>
<td>55.3</td>
</tr>
<tr>
<td>FIS Fees</td>
<td>3.8</td>
<td>4.1</td>
</tr>
<tr>
<td>Turn Fees and Other</td>
<td>9.3</td>
<td>8.7</td>
</tr>
<tr>
<td><strong>Total Terminal Revenues</strong></td>
<td>64.7</td>
<td>68.1</td>
</tr>
<tr>
<td>DFW Terminal Contributions</td>
<td>0.5</td>
<td>0.5</td>
</tr>
<tr>
<td><strong>Total Revenues</strong></td>
<td>97.4</td>
<td>102.6</td>
</tr>
<tr>
<td><strong>Expenditures</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Operating Expenditures</td>
<td>50.7</td>
<td>56.1</td>
</tr>
<tr>
<td>Debt Service, net *</td>
<td>41.3</td>
<td>41.1</td>
</tr>
<tr>
<td><strong>Total Expenditures</strong></td>
<td>92.0</td>
<td>97.2</td>
</tr>
<tr>
<td><strong>Total Airfield /Terminal Net Income/(Loss)</strong></td>
<td>$5.4</td>
<td>$5.4</td>
</tr>
</tbody>
</table>

* - Net of Passenger Facility Charges (PFC’s) and Customer Facility Charges (CFC’s)
## Operating Fund – Total Expenditures

Two months ending November 30, 2019 - Unaudited

### Operating Expenditures

<table>
<thead>
<tr>
<th>Item</th>
<th>FY 2019 Actuals</th>
<th>FY2020 Actuals</th>
<th>FY 2020 Budget</th>
<th>Actuals vs. Budget Increase/(Decrease)</th>
<th>FY 2020 Annual Budget</th>
</tr>
</thead>
<tbody>
<tr>
<td>Salaries and Wages</td>
<td>$25.5</td>
<td>$26.3</td>
<td>$26.3</td>
<td>($0.1)</td>
<td>($0.2%) $168.0</td>
</tr>
<tr>
<td>Benefits</td>
<td>10.9</td>
<td>11.8</td>
<td>12.2</td>
<td>(0.4)</td>
<td>(2.9%) 78.2</td>
</tr>
<tr>
<td>Facility Maintenance Contracts</td>
<td>11.3</td>
<td>12.5</td>
<td>12.6</td>
<td>(0.1)</td>
<td>(0.5%) 82.1</td>
</tr>
<tr>
<td>Other Contract Services</td>
<td>16.4</td>
<td>15.9</td>
<td>16.5</td>
<td>(0.6)</td>
<td>(3.5%) 126.4</td>
</tr>
<tr>
<td>Utilities</td>
<td>4.5</td>
<td>4.4</td>
<td>4.3</td>
<td>0.1</td>
<td>3.2% 27.2</td>
</tr>
<tr>
<td>Equipment and Other Supplies</td>
<td>2.6</td>
<td>2.5</td>
<td>2.4</td>
<td>0.1</td>
<td>2.8% 20.0</td>
</tr>
<tr>
<td>Insurance</td>
<td>0.9</td>
<td>0.9</td>
<td>0.8</td>
<td>0.1</td>
<td>10.7% 5.6</td>
</tr>
<tr>
<td>Fuels</td>
<td>0.7</td>
<td>0.6</td>
<td>0.6</td>
<td>(0.0)</td>
<td>(1.3%) 4.2</td>
</tr>
<tr>
<td>General, Administrative, and Other</td>
<td>1.0</td>
<td>1.0</td>
<td>1.1</td>
<td>(0.1)</td>
<td>(10.3%) 14.4</td>
</tr>
<tr>
<td>Change in Operating Reserves</td>
<td>5.9</td>
<td>8.1</td>
<td>8.1</td>
<td>0.0</td>
<td>0.0% 8.1</td>
</tr>
<tr>
<td><strong>Total Operating Expenditures</strong></td>
<td><strong>79.7</strong></td>
<td><strong>83.9</strong></td>
<td><strong>84.8</strong></td>
<td><strong>(0.9)</strong></td>
<td><strong>(1.0%) 534.2</strong></td>
</tr>
<tr>
<td>Debt Service, gross</td>
<td>82.3</td>
<td>81.1</td>
<td>81.4</td>
<td>(0.3)</td>
<td>(0.4%) 497.9</td>
</tr>
<tr>
<td><strong>Total 102 Fund Expenditures</strong></td>
<td><strong>$162.0</strong></td>
<td><strong>$165.1</strong></td>
<td><strong>$166.2</strong></td>
<td><strong>($1.2)</strong></td>
<td><strong>(0.7%) $1,032.1</strong></td>
</tr>
</tbody>
</table>
## Notes to the Statement of Revenues and Expenses

Two months ending November 30, 2019

<table>
<thead>
<tr>
<th>Notes</th>
<th>Description</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Other Revenues</strong> 1</td>
<td>Other revenues were $7.7 million, $0.7 million (10.4%) higher than budget primarily due to utilities revenues and interest income as a result of higher than expected interest rates.</td>
</tr>
<tr>
<td><strong>Transfer from DFW Cost Center</strong> 2</td>
<td>Transfer from DFW Cost Center revenues were $14.0 million, $1.1 million (8.5%) higher than budget primarily due to increased DFW Cost Center net revenues, 75% of which are shared with the airlines.</td>
</tr>
<tr>
<td><strong>Other Contract Services</strong> 3</td>
<td>Other contract services were $15.9 million, $0.6 million (3.5%) lower than budget primarily due to outside contracts, employee checkpoint screening and computer contracts (software, hardware and maintenance).</td>
</tr>
</tbody>
</table>
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>01/09/2020</td>
<td>Finance/Audit</td>
<td>World Cargo Association - Specialty Logistics Fair 2020</td>
<td></td>
</tr>
</tbody>
</table>

**Action**

That the Chief Executive Officer or designee be authorized to approve a sponsorship agreement with the World Cargo Association (WCA), of the United Kingdom, in an amount not to exceed $60,000.00, for a sponsorship of the 2020 conference with no renewal options.

**Description**

- Sponsor the WCA Specialty Logistics Fair 2020 that will be held in Dallas in June of 2020

**Justification**

- WCA is the world's largest and most powerful network of independent freight forwarders, with over 7,400 member offices, in 192 countries and 848 cities worldwide. This conference provides DFW with face-to-face access to small and medium sized freight forwarders specializing in the handling and shipment of time critical, pharma and perishable cargo to and from all regions of the world.
- A key DFW air cargo strategic initiative is the development of cold chain facilities and capabilities to increase perishables traffic. The specialty pharma perishables focus of this event allows DFW to meet the influencers of how pharma products are shipped from/to the U.S. and develop long term relationships built on trust and commitment achieved through workshops, training and face-to-face networking.

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

- The annual goal for the SBE Program is 20%.
- N/A - Not subject to the goal per the Board's SBE Policy due to the nature of the procurement (Sponsorships).

<table>
<thead>
<tr>
<th>Contract #</th>
<th>Agreement #</th>
<th>Purchase Order #</th>
<th>Action Amount</th>
<th>Revised Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td>NTE $60,000.00</td>
<td>$0</td>
</tr>
</tbody>
</table>

**For Information contact**

Al Kalmbach
3-5762

**Fund**

Operating Fund

**Project #**

External Funding Source

Amount

$60,000.00

For Information contact

Al Kalmbach
3-5762
BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to approve a sponsorship agreement with the World Cargo Association (WCA), of the United Kingdom, in an amount not to exceed $60,000.00, for a sponsorship of the 2020 conference with no renewal options.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Dec 19, 2019 11:08 am

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
Dec 19, 2019 7:23 am

Approved as to M/WBE by
Burks Lee, Tamela
Vice President Business Diversity
and Development
Business Diversity and
Development
Dec 18, 2019 9:58 am

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Department Head
Dec 18, 2019 9:18 am

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

**Date:** 01/09/2020  
**Committee:** Finance/Audit  
**Subject:** Increase to Legal Services Contract No. 8005119 with the firm of Littler Mendelson, P.C.  

### Resolution #

<table>
<thead>
<tr>
<th>Action</th>
</tr>
</thead>
<tbody>
<tr>
<td>That the Chief Executive Officer or designee be authorized to increase Legal Services Contract No. 8005119 with the firm of Littler Mendelson, P.C. of Dallas, Texas, in an amount not to exceed $200,000.00 for a revised contract amount not to exceed $546,500.00</td>
</tr>
</tbody>
</table>

### Description

- This action would increase the Board's contract for Legal Services regarding representation in the Douglas Patterson lawsuit.

### Justification

- The Board entered into a legal services contract with Littler Mendelson, P.C. (Dennis M. Brown and Edward F. Berbarie) for legal representation in connection with the case styled: **Douglas Patterson, Individually and on behalf of all others similarly situated under 29 USC 216(b) Plaintiffs, v. Dallas/Fort Worth International Airport Board, Defendant**, in the United States District Court for the Northern District of Texas, Dallas Division, Case No.:3:18-cv-00307-N.

### D/S/M/WBE Information

- The annual goal for the SBE Program is 20%.
- In accordance with the Board's SBE Program, no SBE goal was set for this Contract due to the original contract being less than $50,000.00.

<table>
<thead>
<tr>
<th>Contract #</th>
<th>Agreement #</th>
<th>Purchase Order #</th>
<th>Action Amount</th>
<th>Revised Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>8005119</td>
<td>NTE</td>
<td></td>
<td>$200,000.00</td>
<td>$546,500.00</td>
</tr>
</tbody>
</table>

### For Information contact

<table>
<thead>
<tr>
<th>Elaine Rodriguez</th>
<th>Fund</th>
<th>Project #</th>
<th>External Funding Source</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>3-5487</td>
<td>Operating fund</td>
<td></td>
<td></td>
<td>$200,000.00</td>
</tr>
</tbody>
</table>
BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to increase Legal Services Contract No. 8005119 with the firm of Littler Mendelson, P.C. of Dallas, Texas, in an amount not to exceed $200,000.00 for a revised contract amount not to exceed $546,500.00

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Dec 19, 2019 11:09 am

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
Dec 19, 2019 7:23 am

Approved as to M/WBE by
Burks Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Dec 18, 2019 9:58 am

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head
Legal
Dec 18, 2019 9:40 am

Chief Executive Officer
Pending
Date
Date: 01/09/2020  
Committee: Finance/Audit  
Subject: Skift Global Forum 2020 and 2021  

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

**Action**

That the Chief Executive Officer or designee be authorized to approve expenses for hosting the Skift Global Forum, in an amount not to exceed $800,000.00, for conferences in October 2020 and 2021.

**Description**

- DFW will be the title sponsor and exclusive airport sponsor of the Skift Global forums in 2020 and 2021, with one forum to be held in Dallas and the other in Fort Worth.
- Skift is the largest travel industry intelligence platform, providing media, insights, and marketing to top executives, marketers, strategists, journalists, and technologists in key travel sectors.
- Skift owns and publishes Airline Weekly, one of the most widely read newsletters among aviation decision makers.

**Justification**

- Sponsoring the events will help position DFW Airport as an innovative growth hub and global gateway.
- The event will showcase the DFW region to more than 400 attendees from around the world.
- DFW will benefit from the established and respected Skift brand, and will be prominently featured in multiple channels before, during, and after the event.
- DFW will gain access to the speakers, VIPs, and other special guests who attend the event.

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

- The annual goal for the SBE Program is 20%.
- N/A - Not subject to the goal per the Board’s SBE Policy due to the nature of the procurement (Sponsorships).

**Schedule/Term**

2 year term for local conference in October of 2020 and 2021

<table>
<thead>
<tr>
<th>Contract #</th>
<th>Agreement #</th>
<th>Purchase Order #</th>
<th>Action Amount</th>
<th>Revised Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td>NTE $800,000.00</td>
<td>$0</td>
</tr>
</tbody>
</table>

**For Information contact**

John Ackerman  
3-5227

<table>
<thead>
<tr>
<th>Fund</th>
<th>Project #</th>
<th>External Funding Source</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Operating</td>
<td></td>
<td></td>
<td>$800,000.00</td>
</tr>
</tbody>
</table>
BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to approve expenses for hosting the Skift Global Forum, in an amount not to exceed $800,000.00, for conferences in October 2020 and 2021.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Dec 19, 2019 11:10 am

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
Dec 19, 2019 7:24 am

Approved as to M/WBE by
Burks Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Dec 18, 2019 9:58 am

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Department Head
Dec 18, 2019 9:19 am

Chief Executive Officer
Date
Pending
**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>01/09/2020</td>
<td>Finance/Audit</td>
<td>External Audit Services</td>
<td></td>
</tr>
</tbody>
</table>

**Action**  
That the Chief Executive Officer or designee be authorized to increase Contract No. 8004992, for External Audit Services, with Deloitte & Touche LLP, of Dallas, Texas, in an amount not to exceed $415,803.00, for a revised Contract amount of $2,360,932.43, extend the term of the contract by one year, and add an option to renew for an additional one-year period.

**Description**  
- Increase and extend the contract for annual external audits of the Board's financial statements and the pension plans' financial statements.

**Justification**  
- This extension will provide continuity of external audit firms during the Board's implementation of Government Accounting Standards Board (GASB) 84 in Fiscal Year 2020 and GASB 87 in Fiscal Year 2021.  
- Implementing GASB 84 involves preparing fiduciary financial statements for certain of the Board's defined contribution plans for the Fiscal Year 2020 Comprehensive Annual Financial Report.  
- Implementing GASB 87 involves determining the proper accounting treatment for more than 500 leases and is a major initiative for Finance and several other Board departments.  
- Staff has been coordinating with Deloitte for more than a year with respect to how different types of leases should be recorded in the Board's financial records.

**D/S/M/WBE Information**  
- The annual goal for the SBE Program is 20%.  
- The SBE contract specific goal for this Board Action is 20%.  
- Deloitte & Touche LLP has committed to achieving 20% SBE participation and currently achieving 20.2%.  
- The contract specific goal is applicable to this increase.

**Schedule/Term**  
- Contract Start Date: April 2015  
- Current Contract Completion Date: April 2020  
- Extension by This Action: One year with one additional one-year renewal option, subject to funding availability.  
- Revised Contract Completion Date: April 2022

<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>8004992</td>
<td>NTE</td>
<td></td>
<td>$415,803.00</td>
<td>$2,360,932.43</td>
</tr>
</tbody>
</table>

**For Information contact**  
Robert R. Darby  
3-5525

<table>
<thead>
<tr>
<th>Fund</th>
<th>Project #</th>
<th>External Funding Source</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Operating Fund</td>
<td></td>
<td></td>
<td>$327,681.35</td>
</tr>
<tr>
<td>Pension Funds</td>
<td></td>
<td></td>
<td>$88,121.65</td>
</tr>
</tbody>
</table>
Deloitte has been the Board's external audit firm since April 2010. This extension and the additional option year will result in Deloitte providing services for a total of 12 years—the same number of years as the Board's previous external audit firm. Deloitte rotated its engagement partner for the Board's audit in 2018.

This action will suspend for two years the Finance/Audit Committee Charter section that states the external audit firm contract will be for one year with four one-year options.

All other contract terms will remain the same. However, staff may authorize additional funding (less than $50,000 total) for Deloitte to provide additional hours to audit the implementation of GASB 84 in FY20 and GASB 87 in FY21.

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to increase Contract No. 8004992, for External Audit Services, with Deloitte & Touche LLP, of Dallas, Texas, in an amount not to exceed $415,803.00, for a revised Contract amount of $2,360,932.43, extend the term of the contract by one year, and add an option to renew for an additional one-year period.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Dec 19, 2019 11:12 am

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
Dec 19, 2019 7:25 am

Approved as to M/WBE by
Burks Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Dec 18, 2019 9:59 am

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Department Head
Audit Services
Dec 18, 2019 8:35 am

Pending
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>01/09/2020</td>
<td>Finance/Audit</td>
<td>Adoption of the Disparity Study Findings and Associated Minority/Women Business Enterprise Policy</td>
<td></td>
</tr>
</tbody>
</table>

| Action | That the Board hereby adopts the findings of the 2019 Disparity Study and the Minority/Women Business Enterprise (M/WBE) policy, and authorizes the Chief Executive Officer or designee to develop administrative procedures to implement the policy. |

<table>
<thead>
<tr>
<th>Description</th>
</tr>
</thead>
</table>
| • This action requests the adoption of the 2019 Minority and Women Business Enterprise Disparity Study Findings and the adoption of the Board's revised M/WBE Policy.  
• In addition, this action requests that the Chief Executive Officer be authorized to develop administrative procedures to implement the policy.  
• It is the policy of the DFW Airport Board to use race conscious measures to enhance the participation of minority and women-owned business in Airport contracts and subcontracts to the extent permitted by law.  
• The revised M/WBE Policy outlines the key objectives that will be used to eliminate the present and ongoing effects of past and present discrimination against minority and women-owned business utilization. |

<table>
<thead>
<tr>
<th>Justification</th>
</tr>
</thead>
<tbody>
<tr>
<td>• DFW is required to conduct periodic Availability &amp; Disparity Studies to ensure there is a legal basis for continuing race- and gender-conscious programs</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>D/S/M/WBE Information</th>
</tr>
</thead>
<tbody>
<tr>
<td>• N/A</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Schedule/Term</th>
</tr>
</thead>
<tbody>
<tr>
<td>• Effective June 1, 2020 through September 30, 2027</td>
</tr>
</tbody>
</table>

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

For Information contact
Tamela Lee  
3-5515

<table>
<thead>
<tr>
<th>Fund</th>
<th>Project #</th>
<th>External Funding Source</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td>$0</td>
</tr>
</tbody>
</table>
On February 20, 2018, Colette Holt & Associates, (CHA) was retained to conduct a Disparity Study for the Dallas/Fort Worth International Airport to determine whether there was a compelling interest for the Airport to establish a narrowly-tailored minority- and women-owned business enterprise (M/WBE) program. The study also covered the Disadvantaged Business Enterprise (DBE) and Airport Concessions Disadvantaged Business Enterprise (ACDBE) programs.

CHA’S 2019 Disparity Study (Study) established findings from the contracting period between January 1, 2012 through December 30, 2017, that confirm that although the Board’s Small Business Enterprise and Minority/Women Business Enterprise programs have reduced barriers to its contracting opportunities on the basis of race or gender, significant disparities in the Airport’s utilization of MWBEs continue to persist.

The Disparity Study findings will apply to the Disadvantaged Business Enterprise (DBE) and Airport Concessions Disadvantaged Business Enterprise (ACDBE), however, the recommended M/WBE policy will not apply to the federal DBE and ACDBE programs. The DBE and ACDBE policies will be developed in accordance with FAA regulations and guidelines and presented to the Board for approval at a later time.

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Board hereby adopts the findings of the 2019 Disparity Study and the Minority/Women Business Enterprise (M/WBE) policy, and authorizes the Chief Executive Officer or designee to develop administrative procedures to implement the policy.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Dec 19, 2019 11:23 am

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
Dec 19, 2019 7:25 am

Approved as to M/WBE by
Burks Lee, Tamela
Vice President Business Diversity and Development
Dec 18, 2019 8:40 am

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Pending
Chief Executive Officer
Date
Minority and Women Business Enterprise (MWBE) Program Policy

Business Diversity & Development Department

Effective: June 1, 2020
TABLE OF CONTENTS

I. PROGRAM PREAMBLE ............................................................................................................. 1

II. POLICY STATEMENT ............................................................................................................. 3

III. SCOPE OF THE MWBE PROGRAM .................................................................................. 3

IV. MWBE PROGRAM ELEMENTS .......................................................................................... 4

   A. MWBE Annual Aspirational Goal ..................................................................................... 4
   B. Race- and Gender-Neutral Program Elements ................................................................. 4
      1. Race- and Gender-Neutral Bidder Outreach ............................................................... 4
      2. Technical and Business Development Resources ....................................................... 5
      3. Subcontractor Mobilization Payments ....................................................................... 5
   C. Race - Conscious Program Elements ............................................................................... 5

V. ADMINISTRATION OF THE PROGRAM ........................................................................... 5

   A. Counting and Tracking M/WBE Participation ............................................................... 5
   B. Role of Business Diversity & Development Department in Program Administration .... 6

VI. AUTHORIZATION AND PROMULGATION OF PROCEDURES ..................................... 8

VII. DEFINITIONS .................................................................................................................... 9

VIII. SEVERABILITY ................................................................................................................ 10
I. PROGRAM PREAMBLE

WHEREAS, on February 20, 2018, Colette Holt & Associates, (CHA) was retained to conduct a Disparity Study for the Dallas/Fort Worth International Airport to determine whether there was a compelling interest for the Airport to establish a narrowly-tailored minority- and women-owned business enterprise (MWBE) program; and

WHEREAS, CHA’S 2019 Disparity Study (Study) established findings from the contracting period between January 1, 2012 through December 30, 2017, that confirm that although the Board’s Small Business Enterprise and Minority/Women Business Enterprise programs have reduced barriers to its contracting opportunities on the basis of race or gender, significant disparities in the Airport’s utilization of MWBEs continue to persist; and

WHEREAS, the CHA Study found, based upon quantitative and qualitative evidence, that minority- and women-owned firms do not yet enjoy a fully level playing field for Airport prime contracts and associated subcontracts; and

WHEREAS, the Board is relying upon the strong basis in evidence provided by the Study findings in concluding that the Airport has a compelling interest in remedying the ongoing effects of marketplace discrimination adversely affecting the utilization of MWBEs in Airport contracts and in the Airport’s relevant marketplace; and

WHEREAS, the CHA Study was reviewed and formally recommended for acceptance by an independent legal expert; and

WHEREAS, on January 9, 2020 the Board voted to formally accept the findings of the CHA studies for purposes of policy formulation; and

WHEREAS, the significant underutilization of available MWBEs is also a drain on the local economy and undermines the economic vitality and development of the Dallas/Fort Worth region; and

WHEREAS, this Board is fully committed to not only remedying the ongoing effects of marketplace discrimination, but to also using its spending powers in a manner that promotes a robust and inclusive economy that fully utilizes all segments of its business population regardless of race or gender; and

WHEREAS, based upon an extensive factual predicate, the Board has determined that a narrowly tailored combination of race- and gender-neutral and race- and gender-conscious remedies and programs are necessary to serve these compelling interests and needs of the DFW International Airport; NOW THEREFORE:
The following Minority Business Enterprise Program Policy is adopted effective June 1, 2020.

Sean Donohue
Chief Executive Officer
Dallas/Fort Worth International Airport
II. POLICY STATEMENT

Dallas/Fort Worth International Airport (DFW) has a long history of supporting small businesses owned by minority, women and disadvantaged individuals, including small businesses. This Minority and Women Business Enterprise (MWBE) Policy seeks to reduce race- and gender-based barriers to and foster participation by minority- and women-owned businesses in contracting and procurement opportunities at DFW by increasing the capacities of such firms to perform as prime vendors and subcontractors and as suppliers. This Policy will allow DFW to more effectively target MWBE participation and create opportunities relating to the Airport’s contracting and procurement.

This Policy seeks to promote full and fair opportunities for MWBEs certified by an entity recognized by the Airport, and whose place of business is located in the Airport’s relevant market area.

III. SCOPE OF THE MWBE PROGRAM

The intent of the MWBE Program is to provide full and fair opportunities for equal participation by minority-, and women-owned businesses in locally-funded Airport contracting and procurement opportunities. This program shall not be applicable to any contracts or procurement opportunities that are federally funded or subject to the Disadvantaged Business Enterprise (DBE) or the Airport Concessions Disadvantaged Business Enterprise (ACDBE) Programs or to contracts or solicitations that have been issued prior to the effective date of this Policy.

The MWBE Program requires contractors to make good faith efforts to use MWBEs in certain contracting and procurement opportunities determined by DFW. Compliance with requirements for bidders to exercise good faith efforts shall be measured utilizing guidance provided in 49 C.F.R. Part 26, Appendix A.

Every locally funded contract will be evaluated by the Airport’s Business Diversity and Development Department (BDDD) to determine the appropriate method for enhancing MWBE participation to be counted towards the achievement of the annual aspirational MWBE goal and other program objectives. For contracts determined to be inappropriate for the application of MWBE contract goals, various race- and gender-neutral methods may be employed. The criteria used to set a MWBE contract goal shall include business availability, the nature of the contract, the Airport’s past experiences with MWBE participation in similar contracts, price competitiveness, subcontracting opportunities and progress towards meeting the annual goal.

For those locally-funded contracts that BDDD determines race-neutral remedies alone will likely be insufficient to fully overcome the effects of marketplace discrimination, the BDDD may, pursuant to the criteria stated herein, apply race / gender-conscious MWBE
program elements in an effort to assist MWBE firms in overcoming the effects of marketplace discrimination that have adversely affected their ability to compete for DFW subcontracts and prime contracts.

Procedures for implementation, including good faith efforts requirements, information submitted with bid/proposals, reporting procedures, etc., shall be consistent with procedures utilized in the Airport’s Administrative Procedures Manual.

IV. MWBE PROGRAM ELEMENTS

The BDDD shall have the responsibility of evaluating categories of Informal Solicitations and each prospective Formal Solicitation document in advance of posting an advertisement to the public to determine which of the following MWBE program elements should be applied to a given contract.

A. MWBE Annual Aspirational Goal

For each fiscal year, the BDDD may establish an annual aspirational percentage goal for overall MWBE participation on DFW contracts.

This annual aspirational goal is to be established and adjusted by the BDDD on an annual basis based upon the Study and any additional accurate and reliable measure of relative MWBE availability.

The annual aspirational goal is not to be applied to individual solicitations but will serve as a benchmark against which to measure the overall effectiveness of the MWBE Program on an annual basis, and to gauge the need for future adjustments to the mix and aggressiveness of remedies and Program Elements being applied pursuant to this Policy.

B. Race- and Gender-Neutral Program Elements

1. Race- and Gender-Neutral Bidder Outreach

The following race- and gender-neutral Program Element shall be applied by the Airport to all appropriate bid solicitations regardless of the industry segment affected:

Pursuant to Board Resolution #2007-11-306, titled as “Delegation of Expenditure Authority,” whereby the Board approved increasing the CEO’s delegated contracting/expenditure authority up to $50,000 for all contracts, and raised the threshold at which biddable contracts must be competitively bid to those valued above $50,000, for all procurement contracts valued at between $3,000 and $50,000, the Airport shall contact and solicit bids or quotes from at least two Historically Under-utilized Businesses (HUB) as required by State law, and shall also contact and solicit bids from at least two HUB and/or MWBEs.
2. Technical and Business Development Resources

DFW may offer a wide range of technical assistance and business development resources to MWBEs and small businesses, including capital assistance, bonding assistance and support resources. Such assistance may include guidance with general administrative, personnel management, invoicing, preparation of business plans, change orders and project budgets. In addition, to services offered or funded directly by DFW, numerous assistance programs are offered to small businesses throughout the North Texas Region.

3. Subcontractor Mobilization Payments

To account for the preparatory work and operations necessary for the movement of subcontractor personnel, equipment, supplies, and incidentals to the project site and for all other work or operations that must be performed or costs incurred when beginning work approved for subcontracting in accordance with Article 108.01 of Standard Specifications for construction contracts, the prime contractor shall be required to make a mobilization payment to each subcontractor as determined by the Airport.

C. Race - Conscious Program Elements

The BDDD may, on a contract-by-contract basis, at its discretion, set a predetermined percentage of a specific contract that would be expected to be performed by qualified MWBEs. Factors to be considered by the BDDD in making this determination shall include the relative availability of MWBEs, the nature of the contract, the Airport’s past experiences with MWBE participation in similar contracts, price competitiveness, subcontracting opportunities and progress towards meeting the annual goal.

V. ADMINISTRATION OF THE PROGRAM

A. Counting and Tracking M/WBE Participation

Only small businesses that are certified as MWBEs shall be counted towards satisfaction of the Airport’s MWBE goals. MWBE prime bidders may count the entire amount of that portion of the contract that is performed by the MWBE’s own forces (inclusive of the cost of supplies and materials obtained by the MBE for completion of the work for the contract, including supplies purchased or equipment leased by the MWBE) towards satisfaction of the MBWE contract goal. The Airport will use the guidance provided in 49 C.F.R. Part 26.55 for counting purposes.

DFW shall monitor and track participation by M/WBEs in locally funded projects.
B. Role of Business Diversity & Development Department in Program Administration

BDDD is responsible for the establishment, implementation, coordination, and monitoring of the MWBE Policy and Procedures. BDDD will coordinate and cooperate with the Airport operational staff as necessary for effective implementation of the MWBE Policy and Procedures.

BDDD will:

• Be responsible for establishing the administrative procedures in support of the MWBE Policy, including but not limited to:
  
  o Goal setting
  o Certification Standards and Procedures for MBEs, and WBEs
  o Graduation Standards and Procedures for MBEs, and WBEs
  o Determining a Commercially Useful Function
  o Determining Good Faith Efforts
  o Counting MWBE Participation
  o Monitoring and Reporting
  o Potential Violations

• Establish, distribute, interpret, and administer the Airport’s MWBE Policy and Procedures Manual’s policies, standards and procedures as well as govern the implementation, interpretation, and application of this Policy and Procedures Manual.

• Develop and maintain procedures to ensure that MWBEs are able to compete on all locally funded Airport and commercial development contracts.

• Develop listings of MWBEs for prime and subcontracting opportunities. These listings reflect suppliers or services for which the Airport and/or its contractors have a business use.

• Review and verify the certification status of MWBEs. The Vice President of BDDD makes the final determination on appeals regarding MWBE certification eligibility.

• Review bids and solicitations to ensure that MWBEs have an equal opportunity to participate in locally-funded Airport and commercial development contracts, including, but not limited to reviewing the scope of work, bonding requirements, insurance requirements and the conditions in which retainage is held, etc.

• Verify the utilization of MWBEs by Airport contractors and consultants.

• Prepare and present periodic reports to the Airport Board of Directors on compliance with the MWBE Policy and Procedures Manual.
• Assess and recommend periodically any process changes that may be necessary to improve the overall effectiveness of the MWBE Policy and Procedures.

• Assess the procurement methods that can be applied on individual contracts to implement the MWBE Policy and Procedures.

• Monitor and report the progress of MBE and WBE, and non-MWBE participation in all procurements by Airport departments.

• Determine whether a MWBE is performing a Commercially Useful Function (CUF) on an Airport procurement.

• Determine whether a bidder/proposer made Good Faith Efforts (GFEs) to achieve the MWBE contract goal.

• Promote and educate Airport personnel and contractors about the Expedited Payment Program and other programs and identify Airport solicitations for participation per the program requirement.

• Monitor and ensure MWBE compliance for Airport procurements in the contract closeout process.

• Promote and conduct outreach functions to the MWBE community and other stakeholders.

• Assist all Airport departments and contractors with the implementation and/or application of the MWBE Policy and Procedures Manual.

• Participate in pre-solicitation discussions including any design review meetings to take into consideration factors including, but not limited, to MWBE availability, bonding limits, opportunities for unbundling larger contracts into smaller units for bidding purposes, and type of work capabilities available from MWBEs in the development of drawing and specifications.

• Attend pre-bid/proposal and pre-construction/design conferences to explain the MWBE Policy and Procedures and respond to pertinent questions.

• Review requests for bids/proposals and other solicitation documentation, including the evaluation criteria to ensure inclusion of MWBE Policy and Procedures and remove artificial barriers to potential MWBE participation.

• Promote the MWBE Policy and Procedures and its accomplishments through innovative initiatives such as recognition programs and awards as well as annual reports and newsletters.
C. Other Airport Departments’ Roles and Responsibilities

Each Airport department that has or shares responsibility for the awarding or monitoring of Airport contracts is responsible for promoting, supporting and assisting in carrying out the MWBE Program Policy and administrative procedures. Such departments are to be held accountable for exercising specific functions in support of the MWBE Policy and Procedures, as well as any other function(s) deemed necessary by management to implement the goals and objectives of the Board’s MWBE Program Policy.

Legal Department

- Provide legal assistance, as necessary, to ensure that the MWBE Policies and Administrative Procedures and their implementation meet legal standards.

Audit Services Department

- As appropriate, audit and provide other assistance with respect to compliance with the MWBE Program Policy and Procedures.

The following Airport departments have specific additional implementation responsibilities outlined in the administrative procedures:

- Risk Management Department
- Design, Code and Construction Department
- Revenue Management Department
- Procurement and Materials Management Department

D. Periodic Review and Sunset of Policy

Beginning no later than January 1, 2026, and every seven years thereafter, the Airport shall issue a Request For Proposals to undertake a comprehensive update of the full disparity study, and upon completion of each disparity study, the BDDD or designee shall present the disparity study findings and recommendations to the Board for review and approval. Following review of those study findings and recommendations, the BDDD shall consider any proposed modifications to, or sunset of, this Policy, and shall propose modifications to this Policy and submit any policy amendments to the Board for adoption as appropriate to effectuate the continuation, modification or termination of the MWBE Program Elements of this Policy. Absent an extension of this MWBE Program Policy by the Board, the provisions of this Policy shall be void and may not be enforced after September 1, 2027.

VI. AUTHORIZATION AND PROMULGATION OF PROCEDURES

The MWBE Program Policy is promulgated by the Chief Executive Officer pursuant to his powers and duties as defined by the Contract and Agreement between the City of Dallas
and the City of Fort Worth dated and effective as of April 15, 1968. The Executive Vice President of Administration and Diversity or the Vice President of Business Diversity and Development is authorized to issue exceptions to this Policy, and to promulgate and enforce procedures and practices necessary to effectuate its objectives.

VII. DEFINITIONS

Relevant Market Area – for purposes of this Policy, the Airport’s relevant market area, as established by the Study, consists of the counties of Dallas, Tarrant, Denton, and Collin.

Minority Business Enterprise – a Minority Business Enterprise ("MBE") shall be defined as a “for-profit" business concern which is at least 51 percent owned and controlled by one or more minority person(s), or in the case of any publicly owned business, at least 51 percent of the stock of which is owned by one or more minorities; and whose management and daily business operations are controlled by one or more of the minority individuals who own it. An MBE is a firm that is certified by an approved Airport certification entity in accordance with the standards and procedures identified in the Certification section of the MWBE Policies and Procedures Manual. BDDD incorporates by reference the certification standards of 459 C.F.R. Part 26 and the NCTRCA Certification Guidelines (http://nctrca.org/docs/MBE-WBE_Manual.pdf) as model certification guidelines and reserves the right to independently certify MBEs.

Minority Persons – individuals who are citizens of the United States (or lawfully admitted permanent residents) and who are:

- “Asian-Pacific Americans,” which includes persons whose origins are from Japan, China, Taiwan, Korea, Burma (Myanmar), Vietnam, Laos, Cambodia (Kampuchea), Thailand, Malaysia, Indonesia, the Philippines, Brunei, Samoa, Guam, the U.S. Trust Territories of the Pacific Islands, Republic of Palau, the Commonwealth of the Northern Marianas Islands, Macao, Fiji, Tonga, Kiribati, Juvalu, Nauru, Federated States of Micronesia, or Hong Kong;
- “Black Americans,” which includes persons having origins in any of the Black racial groups of Africa;
- “Hispanic Americans,” which includes persons of Mexican, Puerto Rican, Cuban, Central or South American, or other Spanish or Portuguese cultures or origins, regardless of race;
- “Native Americans,” which includes persons who are American Indians or members of the any of the native tribes of indigenous people of North America recognized by the United States Department of the Interior’s Bureau of Indian Affairs; and
- “Subcontinent Asian Americans,” which includes persons whose origins are from India, Pakistan, Bangladesh, Bhutan, the Maldives Islands, Nepal, or Sri Lanka.
**Women Business Enterprise** – Women Business Enterprise ("WBE") shall be defined as for a “for-profit” business concern which is at least 51 percent owned and controlled by one or more non-minority female person(s), or in the case of any publicly owned business, at least 51 percent of the stock of which is owned by one or more non-minority women; and whose management and daily business operations are controlled by one or more of the female individuals who own it. A WBE is a firm that is certified by an approved Airport certification entity in accordance with the standards and procedures identified in the Certification section of the MWBE Policies and Procedures Manual. BDDD incorporates by reference the certification standards of 459 C.F.R. Part 26 and the NCTRCA Certification Guidelines ([http://nctrca.org/docs/MBE-WBE Manual.pdf](http://nctrca.org/docs/MBE-WBE Manual.pdf)) as model certification guidelines and reserves the right to independently certify WBEs.

**VIII. SEVERABILITY**

If any section, paragraph, sentence, clause, phrase or word of this MWBE Program Policy, or the application thereof, to any person or circumstance is for any reason held by a Court of competent jurisdiction to be unconstitutional, inoperative, invalid or void, such holding shall not affect the remainder of this Policy or the application of any other provisions of this Policy which can be given effect without the invalid provision or application, and to this end, all the provisions of this Policy are hereby declared to be severable.
Date: 01/09/2020
Committee: Finance/Audit
Subject: Information Technology Service Management Tool
Resolution #

**Action**
That the Chief Executive Officer or designee be authorized to increase Contract No. 7006668, with Cloudaction LLC, of Tulsa, Oklahoma, for an Information Technology Service Management Tool in an amount not to exceed $150,000.00, for a revised Contract amount of $941,371.00.

**Description**
- Increase the Contract for an Information Technology Service Management Tool in support of the Airport’s technology program.

**Justification**
- DFW IT Department recently implemented RemedyForce, an Information Technology Service Management Tool to provide for asset tracking and lifecycle management, management of customer requests, change management, and incident resolution.
- Contract increase will address the need for continual process improvements to ensure compliance with best practices and process optimization.
- Initial implementation scope was increased to successfully address open audit findings related to IT asset management.
- These professional services will provide the resources necessary to address newly identified enhancements to process and workflow management to better serve the DFW customers.

**D/S/M/WBE Information**
- The annual goal for the SBE Program is 20%.
- N/A - In accordance with the Board's SBE Program, no SBE goal was set for this contract due to nature of the procurement (Goods/Finished Products).

**Schedule/Term**
- The current Contract completion date of December 27, 2021, 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>7006668</td>
<td>NTE</td>
<td></td>
<td>$150,000.00</td>
<td>$941,371.00</td>
</tr>
</tbody>
</table>

**For Information contact**
- Michael Youngs
  - 3-5350
- Christian Brewer
  - 3-5322

<table>
<thead>
<tr>
<th>Fund</th>
<th>Project #</th>
<th>External Funding Source</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Operating Fund</td>
<td></td>
<td></td>
<td>$150,000.00</td>
</tr>
</tbody>
</table>
On December 6, 2018, by Resolution No. 2018-12-287, the Board awarded Contract No. 7006668, for an Information Technology Service Management Tool, with Cloudaction LLC, of Tulsa, Oklahoma.

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to increase Contract No. 7006668, with Cloudaction LLC, of Tulsa, Oklahoma, for an Information Technology Service Management Tool in an amount not exceed to $150,000.00, for a revised Contract amount of $941,371.00.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Dec 19, 2019 11:23 am

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
Dec 19, 2019 7:26 am

Approved as to M/WBE by
Burks Lee, Tamela
Vice President Business Diversity and Development
Dec 18, 2019 4:07 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Department Head
Information Technology Svcs
Dec 18, 2019 12:05 pm

Chief Executive Officer
Date

Pending
Action
That the Chief Executive Officer or designee be authorized to execute Contract No. 7006890, for the Parking Control System Upgrade and Maintenance, with SkiData, Inc., of New Brunswick, New Jersey, in an amount not to exceed $5,700,000.00, for the 10-year term of the Contract.

Description
- Award a new contract for the Parking Control System in support of the Airport's Parking initiatives.

Justification
- This Contract provides maintenance and support of hardware and software used to control access of vehicles into the central terminal areas including integration of license plate recognition, toll tags, and credit card payment.
- This is a replacement to a Contract that has been in place for 10 years.
- The new maintenance agreement reduces the annual fee to SKIDATA for hardware and software maintenance and support versus the remaining 5 years of the existing Contract:
  - Year 1: 30%
  - Years 2 - 5: 32% (estimated due to potential annual CPI adjustments)
  - Total SKIDATA fee reduction over 5 years (estimated): $1,037,857.13
- The Contract will include professional services to complete a major software upgrade in the next year.

D/S/M/WBE Information
- The annual goal for the SBE Program is 20%.
- N/A - In accordance with the Board's SBE Program, no SBE goal was set for this contract due to nature of the procurement (Sole Source).

Schedule/Term
- Start Date: January 2020
- Contract Term: 10 years

<table>
<thead>
<tr>
<th>Contract #</th>
<th>Agreement #</th>
<th>Purchase Order #</th>
<th>Action Amount</th>
<th>Revised Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>7006890</td>
<td>NTE</td>
<td></td>
<td>NTE $5,700,000.00</td>
<td>$0</td>
</tr>
</tbody>
</table>

For Information contact
- Michael Youngs 3-5350
- Miriam Seymour 3-5631

Fund       | Project #     | External Funding Source | Amount
------------|---------------|-------------------------|--------
Various     |               |                         | $5,700,000.00 |
Additional Information

- The services of this Contract are exempt from competitive bidding, in accordance with Local Government Code 252.022, as it is available from only one source.
- Annual system maintenance is $500,000 or $5,000,000 if all options are exercised
- Licensing and professional services costs to complete a software upgrade next year are $700,000

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to execute Contract No. 7006890, for the Parking Control System Upgrade and Maintenance, with SkiData, Inc., of New Brunswick, New Jersey, in an amount not to exceed $5,700,000.00, for the 10-year term of the Contract.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Dec 19, 2019 11:24 am

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
Dec 19, 2019 7:20 am

Approved as to M/WBE by
Burks Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Dec 18, 2019 4:08 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Department Head
Information Technology Svcs
Dec 18, 2019 12:05 pm

Pending

Chief Executive Officer
Date
Item For Discussion
Report to the Airport Board all Contracts valued between $25,000.00 and $50,000.00 and Contracts Increases/Decreases valued between $25,000.00 and $50,000.00, for the month of November 2019.

Description

- Report to the Airport Board all Contracts valued between $25,000.00 and $50,000.00 and Contracts Increases/Decreases valued between $25,000.00 and $50,000.00, for the month of November 2019.
<table>
<thead>
<tr>
<th>VENDOR/LOCATION</th>
<th>PO/ CONTRACT NO.</th>
<th>DESCRIPTION</th>
<th>DEPARTMENT</th>
<th>AMOUNT</th>
</tr>
</thead>
<tbody>
<tr>
<td>Big Al's Smokehouse BBQ</td>
<td>276310</td>
<td>Catering Services for Holiday Event</td>
<td>Human Resources</td>
<td>NTE $44,475.00</td>
</tr>
<tr>
<td>Dallas, Texas</td>
<td></td>
<td></td>
<td></td>
<td>Paid to Date: $0.00</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>• Requisition No. 271404</td>
<td></td>
</tr>
<tr>
<td>Kubota Tractor Corporation</td>
<td>276330</td>
<td>Kawasaki Mule Replacements</td>
<td>Energy, Transportation &amp; Asset Management</td>
<td>NTE $35,424.44</td>
</tr>
<tr>
<td>Grapevine, Texas</td>
<td></td>
<td></td>
<td></td>
<td>Paid to Date: $0.00</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>• Requisition No. 271578</td>
<td></td>
</tr>
<tr>
<td>Simba Industries&lt;sup&gt;NT&lt;/sup&gt;</td>
<td>276631</td>
<td>Heating Elements</td>
<td>Procurement &amp; Materials Management</td>
<td>NTE $36,575.00</td>
</tr>
<tr>
<td>Grapevine, Texas</td>
<td></td>
<td></td>
<td></td>
<td>Paid to Date: $0.00</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>• Requisition No. 271830</td>
<td></td>
</tr>
<tr>
<td>The Anchor Group, Inc.</td>
<td>276554</td>
<td>Furnish and Install AOA Fencing</td>
<td>Energy Transportation and Asset Management</td>
<td>NTE $40,594.00</td>
</tr>
<tr>
<td>Dallas, Texas</td>
<td></td>
<td></td>
<td></td>
<td>Paid to Date: $0.00</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>• Requisition No. 271431</td>
<td></td>
</tr>
<tr>
<td><strong>TOTAL</strong></td>
<td></td>
<td></td>
<td></td>
<td><strong>$157,068.44</strong></td>
</tr>
</tbody>
</table>

Note:
1. SBE – Certified through the Texas Department of Transportation
## CONTRACT/PURCHASE ORDER INCREASES/DECREASES ($25,000 OR GREATER)
(APPROVED BY BOARD STAFF UNDER THEIR DELEGATED AUTHORITY – NOVEMBER 2019)

<table>
<thead>
<tr>
<th>VENDOR/LOCATION</th>
<th>PO/CONTRACT NO.</th>
<th>DESCRIPTION</th>
<th>DEPARTMENT</th>
<th>CONTRACT DATA</th>
</tr>
</thead>
<tbody>
<tr>
<td>ADB Safegate, Americas, LLC Columbus, Ohio</td>
<td>7006566</td>
<td>Aircraft Auto-Docking Upgrade and Replacement Services</td>
<td>Information Technology Services</td>
<td>Contract Value: $5,918,684.97</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>This Action:  $39,696.00</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>Revised Contract Value: $5,958,380.97</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>Paid to Date: $5,100,058.18</td>
</tr>
<tr>
<td>Environmental Lighting Service, LLC¹¹ Grand Prairie, Texas</td>
<td>7006224</td>
<td>Street Light Maintenance/Repair Services</td>
<td>Energy, Transportation &amp; Asset Management</td>
<td>Contract Value: $92,841.00</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>This Action:  $48,750.00</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>Revised Contract Value: $141,591.00</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>Paid to Date: $91,801.00</td>
</tr>
<tr>
<td>ConstructConnect, Inc. Cincinnati, Ohio</td>
<td>7006453</td>
<td>Software Subscription: Oasis Takeoff</td>
<td>Information Technology Services</td>
<td>Contract Value: $117,000.00</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>This Action:  $27,000.00</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>Revised Contract Value: $144,000.00</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>Paid to Date: $90,000.00</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>This Action:  $25,000.00</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>Revised Contract Value: $453,795.92</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>Paid to Date: $720.00</td>
</tr>
</tbody>
</table>

**TOTAL** $140,446.00

**Note:**
1. SBE – Certified through the Texas Department of Transportation
AGENDA
CONCESSIONS/COMMERCIAL DEVELOPMENT
COMMITTEE TUESDAY, January 7, 2020
12:50 p.m.

CONCESSIONS/COMMERCIAL DEVELOPMENT COMMITTEE

20. Approve the minutes of the Concessions/Commercial Development Meeting of December 3, 2019.

Action Items for Consideration

Zenola Campbell 21. Approve a lease agreement with Gameway, Inc. and the Dallas Fort Worth International Airport Board.

22. Approve termination of Permit Number 010669 and Agreement Number 010354 between the Dallas Fort Worth International Airport Board and NewZoom, LLC.

23. Approve amendment of the Products and Pricing section of all Concession tenant leases.
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>01/09/2020</td>
<td>Concessions/Commercial Development</td>
<td>Approval to enter into a Lease Agreement with Gameway, Inc.</td>
<td></td>
</tr>
</tbody>
</table>

**Action**
That the Chief Executive Officer or designee be authorized to enter into a Lease Agreement with Gameway, Inc. and the Dallas Fort Worth International Airport Board.

**Description**
- Gameway, Inc. will operate a Gameway Entertainment and Retail location in Terminal D, Gate D20.
- The term will be for seven years.
- Concessionaire shall pay an initial Minimum Annual Guarantee of $22,000.00 for 1,165 square feet of space.
- Concessionaire shall pay Percent Rents as follows for Services:
  - Years 1-2: 8%
  - Year 3: 10%
  - Years 4-7: 12%
- Concessionaire shall pay Percent Rents as follows for Retail:
  - Years 1-2: 10%
  - Year 3: 12%
  - Year 4-7: 15%

**Justification**
- Gameway, Inc. currently operates two locations; one in Terminal B, Gate B42 and one in Terminal E, Gate E16.
- This action is based on the Concessions Policy, 2.2.1 (B) Direct Negotiation, Additional Locations.
- This action supports the Board's Concession Policy to provide and improve the shopping, dining, and service experience at DFW International Airport.

**D/S/M/WBE Information**
- The annual goal for the ACDBE Program is 33%.
- In accordance with the Board's ACDBE program, no ACDBE goal was determined for this Lease Agreement due to lack of available ACDBE firms that operate this type of concept.
- The M/WBE goal for design and construction of this lease space is 30%.

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

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

**Fund** | **Project #** | **External Funding Source** | **Amount**
<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td>$0</td>
</tr>
</tbody>
</table>
BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to enter into a Lease Agreement with Gameway, Inc. and the Dallas Fort Worth International Airport Board.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Dec 19, 2019 11:26 am

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
Dec 19, 2019 7:26 am

Approved as to M/WBE by
Burks Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Dec 18, 2019 8:41 am

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head
Dec 17, 2019 2:03 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>01/09/2020</td>
<td>Concessions/Commercial Development</td>
<td>Termination of Agreements with NewZoom, LLC</td>
<td></td>
</tr>
</tbody>
</table>

**Action**
That the Chief Executive Officer or designee be authorized to terminate Permit Number 010669 and Agreement Number 010354 between the Dallas Fort Worth International Airport Board and NewZoom, LLC.

**Description**
- This action will authorize the CEO or designee to terminate Permit Number 010669 and Agreement Number 010354 per the financial policy.

**Justification**
- The Agreement commenced on November 1, 2017 and has a three year term expiring on October 31, 2020. The Permit commenced on November 28, 2018 and is co-terminus with the Agreement.
- Concessionaire has received multiple demand notices for failure to pay outstanding past due balances.
- Concessionaire was notified, in writing, that the Permit and Agreement would be terminated 30 days from the date of the last notification on December 6, 2019.

**D/S/M/WBE Information**
- N/A

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

For Information contact
Zenola Campbell
3-4830

<table>
<thead>
<tr>
<th>Fund</th>
<th>Project #</th>
<th>External Funding Source</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td>$0</td>
</tr>
</tbody>
</table>
**BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD**

That the Chief Executive Officer or designee be authorized to terminate Permit Number 010669 and Agreement Number 010354 between the Dallas Fort Worth International Airport Board and NewZoom, LLC.

<table>
<thead>
<tr>
<th>Approved as to Form by</th>
<th>Approved as to Funding by</th>
<th>Approved as to M/WBE by</th>
</tr>
</thead>
<tbody>
<tr>
<td>Rodriguez, Elaine</td>
<td>Underwood, Max</td>
<td>Burks Lee, Tamela</td>
</tr>
<tr>
<td>Legal Counsel</td>
<td>Vice President Finance</td>
<td>Vice President Business Diversity and Development</td>
</tr>
<tr>
<td>Dec 19, 2019 11:26 am</td>
<td>Dec 19, 2019 9:01 am</td>
<td>Dec 19, 2019 12:14 pm</td>
</tr>
</tbody>
</table>

**SIGNATURE REQUIRED FOR APPROVAL**

<table>
<thead>
<tr>
<th>Approved by</th>
</tr>
</thead>
<tbody>
<tr>
<td>Department Head</td>
</tr>
</tbody>
</table>

Dec 19, 2019 8:45 am
### Action
That the Chief Executive Officer or designee be authorized to amend the Products and Pricing section of all Concession tenant leases.

### Description
- Resolution No. 97-09-274 authorized the increase to the limit on prices charged for products and services sold to the public at the Airport from five percent to ten percent over street pricing.
- This action would allow the Vice President of Concessions to amend leases to allow Airport pricing up to 15% over street-level pricing, and would allow the Vice President to measure street-level pricing by a competitive set tailored to each concessionaire’s product line.
- Concessionaire must adhere to policies and programs established by the Board to include sustainability, point of sale integration, mobile ordering and service level agreements.

### Justification
- The costs of doing business at the Airport, market trends and concepts are constantly evolving.
- This action would support the Airport’s goal of being an industry leader in price-value management, minimize compliance issues, and establish a pricing model based on flexibility and meeting customer expectations for most commonly purchased products.

### D/S/M/WBE Information
- Not applicable.

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

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

For Information contact
Zenola Campbell
3-4830

<table>
<thead>
<tr>
<th>Fund</th>
<th>Project #</th>
<th>External Funding Source</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td>$0</td>
</tr>
</tbody>
</table>
BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to amend the Products and Pricing section of all concession tenant leases.

Approved as to Form by

Rodriguez, Elaine  
Legal Counsel  
Dec 19, 2019 11:25 am  

Approved as to Funding by

Underwood, Max  
Vice President Finance  
Finance  
Dec 19, 2019 7:26 am  

Approved as to M/WBE by

Burks Lee, Tamela  
Vice President Business Diversity and Development  
Business Diversity and Development  
Dec 18, 2019 8:40 am  

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head  
Dec 17, 2019 2:03 pm  

Chief Executive Officer  
Pending  
Date