MINUTES OF THE
DALLAS-FORT WORTH INTERNATIONAL AIRPORT BOARD
June 2, 2016
8:30 a.m.

Convening of the Meeting – The Regular Meeting of the Dallas-Fort Worth International Airport Board was duly convened and held in the Board Room of the DFW Airport Headquarters building of the Dallas-Fort Worth International Airport Board at 8:30 a.m., on Thursday, June 2, 2016, pursuant to earlier notification thereof to the members of the Board and public. The following quorum was present:

Sam Coats, Chair
William Meadows, Vice Chair
Bernice J. Washington, Secretary
Mayor Mike Rawlings
Mayor Pro Tem Sal Espino1
Linda Martin2

Henry Borbolla III
Bridget M. Lopez
Regina Montoya
Amir Rupani
Lillie Biggins

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

AGENDA

A. The invocation was given by Chaplain DD Hayes.

B. The Pledge of Allegiance was recited.

C. Board Chair Sam Coats welcomed Mayor Pro Tem Sal Espino from the City of Fort Worth, and Mayor Pro Tem Monica Alonzo from the City of Dallas in the audience.

D. Board Chair Sam Coats recognized Board Members Henry Borbolla, Linda Martin, Lillie Biggins, and Amir Rupani for having birthdays in June.

E. Announcements by Sean Donohue, CEO:
   • DFW Airport sponsored and attended the Fort Worth Sister Cities International Dinner. DFW Airport supported Mayor Betsy Price on this important event.
   • DFW Airport received the Client of the Year Award from the Construction Management Association of North Texas.
   • DFW Airport hosted the annual Champions of Diversity luncheon in May. The luncheon honored many DFW Partners that made significant contributions to promoting diversity.
   • Paula Jordan of DFW Airport’s Aviation Real Estate Department was recognized in front of the board for having received the Chairman’s Award from the American Association of Airport Executives during their annual conference.

1 Designated voting representative appointed by the City of Fort Worth
2 Non-Voting Board Member from the City of Euless
• DFW Media Highlights were presented.

F. The minutes of the Regular Board Meeting of May 5, 2016, were approved.

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

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

I. A Customer Experience update was presented by Ken Buchanan, EVP Revenue Management.

J. An update to the DFW Airport Strategic Plan was presented by Sean Donohue, Chief Executive Officer.

RETIREMENT/INVESTMENT COMMITTEE
Retirement/Investment Committee Acting Chair Bridget Lopez reported that the Committee met on Tuesday, May 31, 2016, at 12:30 p.m., in the Board Room of the DFW Airport Headquarters Building and recommended approval of the following:

1. The Minutes of the Retirement/Investment Committee Meeting of May 3, 2016 were approved during the Committee Meeting of May 31, 2016

Discussion Items

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

3. The Annual Valuation Study was presented by Gabriel Roeder Smith & Company.

Action Item for Consideration

4. The Airport Board unanimously adopted Resolution No. 2016-06-124 to approve execution of the required documents to invest DFW Retirement Plans Trust funds in the Capital Dynamics Global Secondaries Fund IV, in an amount not to exceed $20 million.

OPERATIONS COMMITTEE
Operations Committee Chair William Meadows reported that the Committee met on Tuesday, May 31, 2016, at 12:50 p.m., in the Board Room of the DFW Airport Headquarters Building and recommended approval of the following:

5. The Minutes of the Operations Committee Meeting of May 3, 2016 were approved during the Committee Meeting of May 31, 2016.
Consent Items for Consideration

6. The Airport Board unanimously adopted Resolution No. 2016-06-125 to approve execution of Purchase Order No. 271568, for Police Equipment, to Atlantic Diving Supply, Inc. DBA ADS, Inc., of Virginia Beach, Virginia, in the amount of $169,853.10.

7. The Airport Board unanimously adopted Resolution No. 2016-06-126 to approve execution of Purchase Order No. 271578, for Runway Friction Testing Equipment, to Chemtek, Inc., of Morrisville, North Carolina, in the amount of $144,075.76.

8. The Airport Board unanimously adopted Resolution No. 2016-06-127 to approve execution of Contract No. 8005073, for Process Automation and Control System Software at Energy Plaza, with Vinson Process Controls, LP, of Lewisville, Texas, in an amount not to exceed $160,000.00, for the one-year term of the Contract.


10. The Airport Board unanimously adopted Resolution No. 2016-06-129 to approve execution of Contract No. 8005049, for Asbestos Analytical Laboratory Testing Services, with Cates Laboratories, Inc., of Dallas, Texas, in an amount not to exceed $170,050.00, for the initial two-year term of the Contract, with options to renew for three additional one-year periods.

11. The Airport Board unanimously adopted Resolution No. 2016-06-130 to approve execution of a Change Order to Contract No. 9500548, DPS Indoor Range Lead Exposure Prevention/Climate Control System Replacement, with Gilbert May Inc., dba Phillips/May Corporation, of Dallas, Texas, in an amount not to exceed $149,826.00.

Action Items for Consideration

12. The Airport Board unanimously adopted Resolution No. 2016-06-131 to approve an increase to Contract No. 7006257, for Fire Station Alerting Software Upgrade, with Westnet, Inc., of Huntington Beach, California, in an amount not to exceed $333,082.39, for a revised Contract amount not to exceed $378,528.66.

13. The Airport Board unanimously adopted Resolution No. 2016-06-132 to approve execution of two Contracts for On-Site Concrete Services: Contract No. 7006354, with DDM Materials, Inc., of Valley View, Texas, in an amount not to exceed $299,535.00; and Contract No. 7006361, with Redi Mixx LLC, DBA Custom Crete, of Euless, Texas, in an amount not to exceed $311,901.00. The initial term of each Contract is one-year, with options to renew for four additional one-year periods. Total amount of this action is $611,436.00.

14. The Airport Board unanimously adopted Resolution No. 2016-06-133 to approve execution of Contract No. 7006358, for Roofing and Waterproofing Maintenance Service, with Supreme Systems, Inc., of Dallas, Texas, in an amount not to exceed $1,500,000.00, for the one-year term of the Contract.
15. The Airport Board unanimously adopted Resolution No. 2016-06-134 to approve execution of five Purchase Orders for Snow and Ice Removal Equipment: Purchase Order No. 271582, to Trecan Combustion Limited, of Hubley, Nova Scotia, Canada, in the amount of $1,100,000.00; Purchase Order No. 271899, to Team Eagle, Inc., of Tilton, New Hampshire, in the amount of $88,200.00; Purchase Order No. 271900, to HOLT Texas, LTD., of San Antonio, Texas, in the amount of $122,000.00; Purchase Order No. 271901, to Morris Moore Chev-Buick, Inc., DBA Cowboy Chevrolet-Buick-GMC-Cadillac, of Silsbee, Texas, in the amount of $298,149.95; Purchase Order No. 271910, to Silsbee Ford, of Silsbee, Texas, in the amount of $110,187.75. Total amount of action is $1,718,537.70.

16. The Airport Board unanimously adopted Resolution No. 2016-06-135 to approve the termination of Contract No. 7006292, for Storm Sewer Pipe Inspection and Cleaning Services, with Metro Pipe Inspection LLC, of Fort Worth, Texas; and execution of Contract No. 7006360, for Storm Sewer Pipe Inspection and Cleaning Services, with Hoffman Southwest Corp. dba Professional Pipe Services, of Mission Viejo, California, in an amount not to exceed $1,953,000.00, for the three-year term of the Contract.

17. The Airport Board unanimously adopted Resolution No. 2016-06-136 to approve execution of three Job Order Contracts: Contract No. 9500551, with Brown & Root Industrial Services LLC, of Houston, Texas; Contract No. 9500583, with Azteca Enterprises, Inc., of Dallas, Texas; and Contract No. 9500584, with Carcon Industries, of Dallas, Texas; in an amount not to exceed $7,000,000.00 for each Contract. Total amount of action is $21,000,000.00.

Discussion Items

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

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

FINANCE/AUDIT COMMITTEE

Finance/Audit Committee Chair Regina Montoya reported that the Committee met on Tuesday, May 31, 2016, at 1:10 p.m., in the Board Room of the DFW Airport Headquarters Building and recommended approval of the following:

20. The Minutes of the Finance/Audit Committee Meeting of May 3, 2016 were approved at the Committee Meeting of May 31, 2016.


22. An FY2017 Budget Preview was presented by Chris Poinsatte, CFO/EVP Finance and Information Technology Services.
Consent Items for Consideration

23. The Airport Board unanimously adopted Resolution No. 2016-06-137 to approve execution of Contract No. 7006366, for Credit Card Payment Processing Gateway Services, with Payment Express USA LLC, of Los Angeles, California, in an amount not to exceed $81,000.00, for the initial one-year term of the Contract, with options to renew annually for one-year periods.

24. The Airport Board unanimously adopted Resolution No. 2016-06-138 to approve an increase to Legal Services Contract No. 8004258 with Munck Wilson Mandala in the amount of $50,000.00 for a new not to exceed amount of $198,750.00.

25. The Airport Board unanimously adopted Resolution No. 2016-06-139 to approve authorization to enter into an Exclusive Software Marketing and Licensing Agreement with ACI-North America, for the purpose of licensing ACI-North America to market and sell a North American airport benchmarking application using DFW’s intellectual property.

26. The Airport Board unanimously adopted Resolution No. 2016-06-140 to approve execution of Contract No. 8005076, for LocusLabs Location Platform Services, with LocusLabs, Inc., of San Francisco, California, in an amount not to exceed $140,000.00, for the initial two-year term of the Contract, with options to renew annually for additional one-year terms.

Action Items for Consideration

27. The Airport Board unanimously adopted Resolution No. 2016-06-141 to approve execution of Contract No. 8005078, for Airport Data Pattern Analysis Services, with AT&T Corporation, of Dallas, Texas, in an amount not to exceed $600,012.00, for the three-year term of the Contract.

28. The Airport Board unanimously adopted Resolution No. 2016-06-142 to approve ratification of an increase to Contract No. 7004046, Parking Control System, with SKIDATA, Inc., of Hillsborough, New Jersey, in an amount not to exceed $791,700.00, for a revised Contract amount not to exceed $25,858,722.16.

29. This item was deferred at the request of staff. 
Approve execution of Contract No. 7006342, for Salesforce Enterprise License, with Carahsoft Technology Corporation, of Reston, Virginia, in an amount not to exceed $1,478,160.00, for the initial one-year term of the Contract, with options to renew for two additional one-year periods.

Discussion Items

30. The Monthly D/S/MWBE Expenditure Report was distributed to the Board.

31. Purchase Orders/Contracts and Professional Services Contracts approved by Authorized Staff were distributed to the Board.
CONCESSIONS/COMMERCIAL DEVELOPMENT COMMITTEE
Concessions/Commercial Development Committee Chair Bridget Lopez reported that the Committee met on Tuesday, May 31, 2016, at 1:40 p.m., in the Board Room of the DFW Airport Headquarters Building and recommended approval of the following:

32. The Minutes of the Concessions/Commercial Development Meeting of May 3, 2016 were approved at the Committee Meeting of May 31, 2016.

Action Items for Consideration

33. The Airport Board unanimously adopted Resolution No. 2016-06-143 to approve execution of Contract No. 7005367, for Terminal D Custodial Services, with UBM Enterprise, Inc., of Dallas, Texas, in an amount not to exceed $675,000.00 for a revised contract amount not to exceed $18,268,761.47 and extend the term of the Contract by 45 calendar days.

34. The Airport Board unanimously adopted Resolution No. 2016-06-144 to approve the revision of the ownership entity and award an additional location for Cousin’s Bar-B-Q in Terminal B.

Discussion Item

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

FULL BOARD

CLOSED SESSION

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

   a) INET Lawsuit.
   b) Chesapeake Litigation.

OPEN SESSION

Action Item for Consideration

37. The Airport Board unanimously adopted Resolution No. 2016-06-145 to approve authorization to pursue any and all necessary legal action, including litigation, to enforce the terms of an Oil and Gas Lease with Chesapeake Exploration Limited Partnership as a result of Chesapeake’s breach of the Lease; and further seek the approval of the Owner Cities to pursue such litigation.
Discussion Items

38. There were no Registered Speakers (item unrelated to agenda items).

    Next Regular Board meeting – June 30, 2016