AGENDA
RETIREMENT/INVESTMENT COMMITTEE MEETING
Tuesday, June 28, 2016
12:30 p.m.

RETIREMENT/INVESTMENT COMMITTEE

1. Approve Minutes of the Retirement/Investment Committee Meeting of May 31, 2016.

Discussion Item

R. Darby  2. External Audit of the Pension Plans

Action Item for Consideration

M. Phemister  3. Approve execution of the required documents to invest DFW Retirement Plans Trust funds in the Tortoise Direct Opportunities Fund, in an amount not to exceed $20 million.
Retirement

Action
Date  
06/30/2016

Committee  
Retirement & Investments

Subject  
Approve investment with Tortoise Direct Opportunities Strategy Fund

Resolution #

Action
That the Chief Executive Officer or designee be authorized to execute the required documents to invest DFW Retirement Plans Trust funds in the Tortoise Direct Opportunities Fund, in an amount not to exceed $20 million.

Description
- Tortoise Capital Advisers is the leader in MLP (Master Limited Partnerships) investing, managing $10.7 billion. Tortoise has found an opportunity due to a dislocation of the traditional MLP market in midstream energy infrastructure.
- MLPs are investment vehicles used to construct/purchase energy infrastructure, such as pipelines, storage facilities, transmission lines. With the decline of energy prices, MLPs, which should have little correlation to the price of energy, have seen a drop in their value and their ability to raise capital to construct new infrastructure.
- Tortoise believes that the opportunity exists to create a short term fund to take advantage of this need for capital and is proposing to raise $250 million for this purpose.
- The term of the fund is 4 years, with a possible 1 year extension. The investment period for the fund is 1.5 years. By investing in the first close on July 29, a management fee of 75 bps is being offered, a discount of 25 bps. The fund has a preferred return of 7% and for those in the first close a 5% carried interest. The expected net IRR for the fund is 17% to 22%.

Justification
- This action will complete the allocation to Real Assets.

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

Schedule/Term

<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
M. Phemister
3-5447

Fund  Project #  External Funding Source  Amount

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

That the Chief Executive Officer or designee be authorized to execute the required documents to invest DFW Retirement Plans Trust funds in the Tortoise Direct Opportunities Fund, in an amount not to exceed $20 million.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Jun 15, 2016 4:34 pm

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
Jun 15, 2016 8:29 pm

Approved as to M/WBE by
Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Jun 16, 2016 1:19 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Department Head
Jun 15, 2016 9:53 am

Chief Executive Officer
Pending
Date
AGENDA
OPERATIONS COMMITTEE MEETING
Tuesday, June 28, 2016
12:45 p.m.

OPERATIONS COMMITTEE

4. Approve Minutes of the Operations Committee Meeting of May 31, 2016.

Consent Items for Consideration

R. Hodapp
5. Approve execution of Contract No. 7006381, for the Rehabilitation of the Andover HVAC Controllers, with Entech Sales and Service, of Dallas, Texas, in the amount not to exceed $60,345.00, for the sixteen week term of the Contract.

6. Approve execution of Purchase Order No. 271937, for Bench Seating, with Forms and Surfaces, Inc., of Pittsburgh, Pennsylvania, in the amount of $88,871.84.

7. Approve an increase to Contract No. 7005350, for Skylink Operations and Maintenance, with Bombardier Transportation (Holdings) USA, Inc., of Pittsburgh, Pennsylvania, in an amount not to exceed $189,227.00, for a revised Contract amount not to exceed $166,807,794.90.

N. Smith
8. Approve execution of a deductive Change Order to Contract No. 9500520, Rehabilitate Landside Roadways and Bridges Phase II, with Gilbert May Inc., dba Phillips/May Corporation, Texas, in a deductive amount not less than ($143,988.97).


Action Items for Consideration

R. Hodapp
10. Approve an increase to Contract No. 7005484, for Terminal E Baggage Handling and Passenger Boarding Bridge Operations and Maintenance Service, with Vanderlande Industries, Inc., of Marietta, Georgia, in an amount not to exceed $1,422,978.98, for a revised Contract Amount not to exceed $14,473,754.67, and extend the term on a month to month basis up to six months.
11. **Approve execution of a Change Order to Contract No. 9500482, Rehabilitate Airfield Pavements FY2014, with EAS Contracting, LP, of Princeton, Texas, in an amount not to exceed $598,538.00.**

12. **Approve execution of three Job Order Contracts:**
   - Contract No. 9500582, with North American Information Systems, Inc. of Duncanville, Texas; Contract No. 9500587, with Gilbert May Inc., dba Phillips/May Corporation of Dallas, Texas; and Contract No. 9500588, with 3i Contracting LLC, of Dallas, Texas; in an amount not to exceed $3,000,000.00 for each Contract. Total amount of action is $9,000,000.00.

**Terminal Renewal and Improvement Program Action Item for Consideration**

13. **Approve execution of Contract No. 7006003, for Terminal Renewal and Improvement Program Enterprise Integration and Operations System, with Schneider Electric Buildings Americas, Inc., of Carrollton, Texas, in an amount not to exceed $1,932,904.00, for the initial five-year term of the Contract, with options to renew annually.**

**Discussion Items**

14. **Construction and Professional Services Contract Increase(s) approved by Authorized Staff.**

15. **Decrease(s)/increase(s) in Scope of Work approved by Authorized Staff.**
Operations

Consent
<table>
<thead>
<tr>
<th>Date</th>
<th>Committee</th>
<th>Subject</th>
<th>Resolution #</th>
</tr>
</thead>
<tbody>
<tr>
<td>06/30/2016</td>
<td>Operations</td>
<td>Rehabilitation Andover HVAC Controllers</td>
<td></td>
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</table>

**Action**
That the Chief Executive Officer or designee be authorized to execute Contract No. 7006381, for the Rehabilitation of the Andover HVAC Controllers, with Entech Sales and Service, Inc., of Dallas, Texas, in the amount not to exceed $60,345.00, for the sixteen week term of the Contract.

**Description**
- Award a Contract to replace the Andover Continuum Network Controllers at designated Airport facilities for the Airport's Parking and Energy, Transportation and Asset Management Departments.

**Justification**
- The Airport currently operates an Andover Building Automation System for controlling the HVAC equipment at many Airport facilities.
- The equipment at several of these facilities has reached the end of its useful life, is outdated and is utilizing non-secure IT systems.
- This action provides for the purchase, installation, set-up and configuration of new controllers compatible with the existing database and which will meet current IT security standards.

**D/S/M/WBE Information**
- N/A - Not subject to the goal per the Board's SBE Policy due to the nature of the procurement (Government Code Exemption).

**Schedule/Term**

<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>7006381</td>
<td>NTE</td>
<td>$60,345.00</td>
<td>NTE $60,345.00</td>
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For Information contact
Rusty Hodapp
3-3670

<table>
<thead>
<tr>
<th>Fund</th>
<th>Project #</th>
<th>External Funding Source</th>
<th>Amount</th>
</tr>
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<tbody>
<tr>
<td>DFW Capital Acct</td>
<td>26546-01</td>
<td></td>
<td>$60,345.00</td>
</tr>
</tbody>
</table>
Resolution #

Additional Information

- This Contract is exempt from competitive bidding, in accordance with Local Government Code 252.022, as this network controller upgrade is available from only one source. Entech Sales and Service is the only authorized service provider for warranty and repair of the Continuum Network Controller products for the territory designated by Schneider Electric Market Channel Policy.

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to execute Contract No. 7006381, for the Rehabilitation of the Andover HVAC Controllers, with Entech Sales and Service, Inc., of Dallas, Texas, in the amount not to exceed $60,345.00, for the sixteen week term of the Contract.

Approved as to Form by

Rodriguez, Elaine
Legal Counsel
Jun 16, 2016 9:30 am

Approved as to Funding by

Underwood, Max
Vice President Finance
Finance
Jun 16, 2016 1:48 pm

Approved as to M/WBE by

Lee, Tamela
Vice President Business Diversity
and Development
Business Diversity and
Development
Jun 16, 2016 1:19 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head
Energy & Transportation Mgmt
Jun 15, 2016 2:15 pm

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>06/30/2016</td>
<td>Operations</td>
<td>Bench Seating</td>
<td></td>
</tr>
</tbody>
</table>

**Action**

That the Chief Executive Officer or designee be authorized to execute Purchase Order No. 271937, for Bench Seating, with Forms and Surfaces, Inc., of Pittsburgh, Pennsylvania, in the amount of $88,871.84.

**Description**

- Purchase thirty-eight Bench Seats for the Airport's travelling public at Terminal D.

**Justification**

- This action will replace the original curbside bench seating, in Terminal D, which is at the end of its useful life.
- New curbside seating will enhance the customer experience and improve the Airport's image.
- The existing seating will be declared surplus and sold at public auction.

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

- N/A - Not subject to the goal per the Board's SBE Policy due to the nature of the procurement (Goods/Finished Products).

**Schedule/Term**

- Purchase Date: June 2016
- Delivery Date: September 2016

<table>
<thead>
<tr>
<th>Contract #</th>
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<th>Purchase Order #</th>
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<th>Revised Amount</th>
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<tbody>
<tr>
<td>271937</td>
<td></td>
<td></td>
<td>$88,871.84</td>
<td>$0</td>
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</table>

For Information contact

**Fund** 0102
**Project #**
**External Funding Source**
**Amount** $88,871.84

Rusty Hodapp 3-3670
Additional Information

- This purchase will be made through the State of Texas Cooperative Purchasing Program Contact No. TXMAS-13-780100, which is available to local government agencies, and which was approved by the Board by Resolution No. 94-08-215, dated August 4, 1994.

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to execute Purchase Order No. 271937, for Bench Seating, with Forms and Surfaces, Inc., of Pittsburgh, Pennsylvania, in the amount of $88,871.84.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Jun 16, 2016 9:31 am

Approved as to Funding by
Underwood, Max
Vice President Finance
Jun 16, 2016 1:49 pm

Approved as to M/WBE by
Lee, Tamela
Vice President Business Diversity and Development
Jun 16, 2016 1:19 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Department Head
Energy & Transportation Mgmt
Jun 15, 2016 2:15 pm

Pending

Chief Executive Officer
Date
Date: 06/30/2016
Committee: Operations
Subject: Skylink Operations and Maintenance
Resolution #

Action
That the Chief Executive Officer or designee be authorized to increase Contract No. 7005350, for Skylink Operations and Maintenance, with Bombardier Transportation (Holdings) USA, Inc., of Pittsburgh, Pennsylvania, in an amount not to exceed $189,227.00, for a revised Contract amount not to exceed $166,807,794.90.

Description
• Increase the Contract for Skylink Operations and Maintenance to adjust the lump sum price for the sixth year of rehabilitation and replacement, for the Airport's Energy Transportation and Asset Management Department.

Justification
• In accordance with the Contract, the annual lump sum price for each year of Skylink operations will be adjusted for inflation at the beginning of each Contract year.
• Prices for labor, parts and materials are adjusted to specified Consumer Price Index (CPI) and Producer Price Indices (PPI) for the DFW metropolitan area, as published by the U.S. Bureau of Labor Statistics. Prices for parts and materials only for the Rehabilitation and Replacement Plan will be adjusted to specified Producer Price indices for the DFW metropolitan area, as stated above.
  • O&M funding is for the labor component which adjusted to CPI which is increasing.
  • DFW Capital funding is for the parts component which is adjusted to PPI which is decreasing.
• Escalation of prices at the beginning of each Contract Year benefits the Airport by eliminating inflation risk. Without escalation provisions, proposal prices would have had to forecast ten years in the future at the time of the offer.
• This Contract provides for the maintenance and repair of the entire Skylink System, including all operating system equipment and fixed facilities incidental to the operation.
• This Contract also provides programmed rehabilitation of equipment and systems, including major vehicle subsystems, wayside equipment (station doors, door locks and other components, and the close-circuit television system) central control systems, and train to wayside communications system.

D/S/M/WBE Information
• In accordance with the Board's historical M/WBE Program, the M/WBE goal for this Contract is 20%.
• Bombardier Transportation (Holdings) USA, Inc. committed to 20.12% M/WBE participation and is currently achieving 21.06%.
• The M/WBE subcontracting commitment is applicable to the increase amount.

Schedule/ Term
• The current Contract Completion Date of May 17, 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>
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<tbody>
<tr>
<td>7005350</td>
<td></td>
<td></td>
<td>NTE $189,227.00</td>
<td>$166,807,794.90</td>
</tr>
</tbody>
</table>

For Information contact
Rusty Hodapp
3-3670

<table>
<thead>
<tr>
<th>Fund</th>
<th>Project #</th>
<th>External Funding Source</th>
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<tbody>
<tr>
<td>DFW Capital Acct</td>
<td>various</td>
<td></td>
<td>$370,615.00</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>($181,388.00)</td>
</tr>
</tbody>
</table>
On April 7, 2011, by Resolution No. 2011-04-089, the Board awarded Contract No. 7005350, for Skylink Operations and Maintenance, with Bombardier Transportation (Holdings) USA, Inc., of Pittsburgh, Pennsylvania.

This Contract provides for the programmed maintenance, and rehabilitation of the entire Skylink System, including maintenance of all operating system equipment, maintenance of the fixed facilities incidental to the operation, and maintenance of the Skylink equipment.

This Contract also provides programmed rehabilitation of equipment and systems, including major vehicle subsystems, wayside equipment (station doors, door locks, and other components, and the Closed-Circuit Television System), and Train to Wayside Communications System.
Date 06/30/2016  Committee Operations  Subject Rehabilitate Landside Roadways and Bridges Phase II  Resolution#

Action
That the Chief Executive Officer or designee be authorized to execute a deductive Change Order to Contract No. 9500520, Rehabilitate Landside Roadways and Bridges Phase II, with Gilbert May Inc., dba Phillips/May Corporation, of Dallas, Texas, in a deductive amount not less than ($143,988.97).

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

Justification
- Final adjustments have been determined on actual quantities installed, resulting in a credit of ($143,988.97).
- The final contract work quantities are field verified by the Board’s Quality Assurance (QA) representatives.
- The effective date of the change order will be prior to the Board Action date.

D/S/M/WBE Information
- In accordance with the Board's MBE Program, the MBE goal for this Contract is 28%.
- Gilbert May Inc. dba Phillips/May Corporation (HM-C) committed to obtaining 28% MBE participation and is currently achieving 54.56% including their self-performance.
- This deductive change action will not impact the overall MBE commitment originally provided by Gilbert May Inc. dba Phillips/May Corporation.

Schedule/Term

<table>
<thead>
<tr>
<th>Contract #</th>
<th>Agreement #</th>
<th>Purchase Order #</th>
<th>Action Amount</th>
<th>Revised Amount</th>
</tr>
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<tbody>
<tr>
<td>9500520</td>
<td></td>
<td></td>
<td>NLT($143,988.97)</td>
<td>$8,147,388.73</td>
</tr>
</tbody>
</table>

For Information contact
Nate Smith
3-1891

Fund          Project #     External Funding Source Amount
DFW Capital Acct 26376-01 ($143,988.97)
BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to execute a deductive Change Order to Contract No. 9500520, Rehabilitate Landside Roadways and Bridges Phase II, with Gilbert May Inc., dba Phillips/May Corporation, of Dallas, Texas, in a deductive amount not less than ($143,988.97).

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Jun 16, 2016 1:02 pm

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
Jun 16, 2016 2:12 pm

Approved as to M/WBE by
Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Jun 16, 2016 1:20 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Department Head
Jun 15, 2016 4:59 pm

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

### 1. CONTRACT TITLE:

Rehabilitate Landside Roadways and Bridges Phase II

### 2. CONTRACTOR:

Gilbert May Inc., dba Phillips/May Corporation

### 3. CONTRACT NO.:

9500520

### 4. CONTRACT DATA:

<table>
<thead>
<tr>
<th>Description</th>
<th>Amount</th>
<th>Days Extended</th>
<th>Date Executed</th>
<th>Approved by</th>
</tr>
</thead>
<tbody>
<tr>
<td>Original Contract Amount</td>
<td>$7,834,894.10</td>
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<td></td>
<td></td>
</tr>
<tr>
<td>Contract Execution Date (NTP)</td>
<td>06/02/14</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Original Expiration Date</td>
<td>01/18/15</td>
<td></td>
<td></td>
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</table>

### 5. SUMMARY OF EXECUTED CHANGE ORDERS

<table>
<thead>
<tr>
<th>C.O. No.</th>
<th>Description</th>
<th>Amount</th>
<th>Days Extended</th>
<th>Date Executed</th>
<th>Approved by</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Quantity Adjustment. Increase Line Item #29 Concrete Pavement Slab Stabilization by Polyurethane Pressure Grouting by 141 SY. Decrease Line Item #10 Full Depth Repair of Concrete Pavement (8&quot;) by 430 SY.</td>
<td>(3,245.19)</td>
<td>0</td>
<td>11/17/14</td>
<td>STAFF</td>
</tr>
<tr>
<td>2</td>
<td>Add 51 consecutive calendar days to the Substantial Completion and Final Completion Dates.</td>
<td>-</td>
<td>51</td>
<td>11/18/14</td>
<td>STAFF</td>
</tr>
<tr>
<td>3</td>
<td>Provide for joint repair and partial depth repair of the bridge deck of the North Airfield Road Bridge.</td>
<td>426,740.66</td>
<td>45</td>
<td>12/22/14</td>
<td>2014-12-295</td>
</tr>
<tr>
<td>4</td>
<td>Remove 2250 LF of existing irrigation. Retain and re-use sprinkler heads. Furnish, install, and test new PVC irrigation piping.</td>
<td>14,088.64</td>
<td>0</td>
<td>01/02/15</td>
<td>STAFF</td>
</tr>
<tr>
<td>5</td>
<td>Furnish and install wood post and steel cable for 250 LF on South Bound Service Road.</td>
<td>4,402.50</td>
<td>33</td>
<td>03/10/15</td>
<td>STAFF</td>
</tr>
<tr>
<td>6</td>
<td>Place backfill per TXDOT Spec 134. Seed for winter grass and re-seed for permanent grass per TXDOT Spec 164.</td>
<td>14,699.12</td>
<td>0</td>
<td>04/06/15</td>
<td>STAFF</td>
</tr>
<tr>
<td>7</td>
<td>Spall repair on North Airfield Drive Bridge.</td>
<td>(14.93)</td>
<td>0</td>
<td>05/07/2015</td>
<td>STAFF</td>
</tr>
<tr>
<td>8</td>
<td>Furnish and install headwall on north side of 17th Street at current location of 42&quot; pipe culvert.</td>
<td>(187.20)</td>
<td>0</td>
<td>05/19/2015</td>
<td>STAFF</td>
</tr>
<tr>
<td>9</td>
<td>Add 120 consecutive calendar days to the Final Completion Date to allow for SWPPP to be formally closed.</td>
<td>-</td>
<td>120</td>
<td>06/15/15</td>
<td>STAFF</td>
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</table>

### SUB-TOTAL OF EXECUTED CHANGE ORDERS

<table>
<thead>
<tr>
<th>C.O. No.</th>
<th>Description</th>
<th>Amount</th>
<th>Days Extended</th>
<th>Revised Contract % Increase (Decrease)</th>
<th>Contract Expiration Date</th>
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<tbody>
<tr>
<td></td>
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<td>$456,483.60</td>
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### 6. THIS ACTION

<table>
<thead>
<tr>
<th>C.O. No.</th>
<th>Description</th>
<th>Amount</th>
<th>Days Extended</th>
<th>Revised Contract % Increase (Decrease)</th>
<th>Contract Expiration Date</th>
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<tbody>
<tr>
<td>10</td>
<td>Final quantity adjustments.</td>
<td>(143,988.97)</td>
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### 7. REVISED CONTRACT DATA: (Including "This Action")

<table>
<thead>
<tr>
<th>Description</th>
<th>Amount</th>
<th>Days Contract Extended</th>
<th>Contract % Increase (Decrease)</th>
<th>Expiration Date</th>
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<tbody>
<tr>
<td>Contract Amount</td>
<td>$8,147,388.73</td>
<td>249</td>
<td>3.99%</td>
<td>09/24/15</td>
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</table>

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

<table>
<thead>
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<th>C.O. No.</th>
<th>Description</th>
<th>Amount</th>
<th>Days</th>
<th>Revised Contract % Increase (Decrease)</th>
<th>Contract Expiration Date</th>
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</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td>$ -</td>
<td>0</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
### Action

That the Chief Executive Officer or designee be authorized to execute Contract No. 9500578, DPS K9 Outdoor Dog Runs Expansion, with Joe Funk Construction, Inc., of Dallas, Texas, in an amount not to exceed $169,510.00.

### Description

- This action will provide construction upgrades for the Department of Public Safety K9 Outdoor Dog Runs.
- Work will include, but is not limited to the following:
  - Remove chain link fence dog runs, concrete bases and gates.
  - Construct new chain link fence for the dog runs including, concrete bases and wide chain linked gates.
  - Install concrete sidewalks
  - Construct a new metal canopy cover over the sidewalk to the Kennel Building.

### Justification

- The number of Explosive Detection Canines assigned to protect DFW Airport has increased over the past several years. There are currently three kennel runs which are insufficient for the canines.
- Due to the limited number of dog runs, additional time is required by officers to give canines respite and overuse of the kennels can lead to health issues.

### D/S/M/WBE Information

- In accordance with the Board's SBE Program, no SBE goal was set for this Contract due to the limited availability of SBE firms that perform this work.

### Schedule/Term

Contract Duration: 150 calendar days

<table>
<thead>
<tr>
<th>Contract #</th>
<th>Agreement #</th>
<th>Purchase Order #</th>
<th>Action Amount</th>
<th>Revised Amount</th>
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<tbody>
<tr>
<td>9500578</td>
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<td>NTE $169,510.00</td>
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<table>
<thead>
<tr>
<th>For Information contact</th>
<th>Fund</th>
<th>Project #</th>
<th>External Funding Source</th>
<th>Amount</th>
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</thead>
<tbody>
<tr>
<td>Nate Smith</td>
<td>DFW Capital Acct</td>
<td>26518-01</td>
<td></td>
<td>$169,510.00</td>
</tr>
</tbody>
</table>
Additional Information
This project was advertised in local newspapers on May 15/16 and May 22/23, 2016. A pre-bid conference was held on May 24, 2016. Four bids were received and opened on June 10, 2016.
The bids were as follows:

<table>
<thead>
<tr>
<th>Bidder</th>
<th>Amount of Bid</th>
</tr>
</thead>
<tbody>
<tr>
<td>Joe Funk Construction, Inc.</td>
<td>$169,510.00</td>
</tr>
<tr>
<td>North Texas Contracting</td>
<td>$194,632.00</td>
</tr>
<tr>
<td>Gilbert May, Inc. dba Phillips/May Corporation*</td>
<td>$221,333.00</td>
</tr>
<tr>
<td>Skye Building Services, LLC</td>
<td>$229,974.00</td>
</tr>
</tbody>
</table>

Note: Minority/Women Owned Business Enterprises: *HM
Two firms picked up a set of plans, none of which were a D/S/M/WBE firm.

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to execute Contract No. 9500578, DPS K9 Outdoor Dog Runs Expansion, with Joe Funk Construction, Inc., of Dallas, Texas, in an amount not to exceed $169,510.00.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Jun 16, 2016 1:03 pm

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
Jun 16, 2016 2:12 pm

Approved as to M/WBE by
Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Jun 16, 2016 1:20 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Department Head
Jun 15, 2016 4:59 pm
Operations

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

Date 06/30/2016
Committee Operations
Subject Terminal E Baggage Handling and Passenger Boarding Bridge Operations and Maintenance
Resolution #

Action
That the Chief Executive Officer or designee be authorized to increase Contract No. 7005484, for Terminal E Baggage Handling and Passenger Boarding Bridge Operations and Maintenance Service, with Vanderlande Industries, Inc., of Marietta, Georgia, in an amount not to exceed $1,422,978.98, for a revised Contract Amount not to exceed $14,473,754.67, and extend the term on a month to month basis up to six months.

Description

• Terminal E Baggage Handling System and Passenger Boarding Bridge Operations and Maintenance Service in Terminal E for the Airport's Energy and Transportation Department.

Justification

• Extending the current service contract will provide Airport Staff with the opportunity to develop a consolidated and streamlined Baggage Handling System service delivery model and solicit a replacement contract.
• The extension will allow for the Airport's immediate and long-term operations and maintenance requirements while supporting DFW Airport's Strategic Baggage Handling System program.

D/S/M/WBE Information

• In accordance with the Board's historical M/WBE Program, the M/WBE goal for this Contract is 15%.
• Vanderlande Industries Inc. committed to achieving 15% M/WBE participation and is currently achieving 15.67%.
• The M/WBE goal for this Contract is applicable to this specific action as each delivery order and other purchases are applied.

Schedule/Term

• The current contract completion date of September 30, 2016 will be extended on a month to month basis up to 6 months.

<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>7005484</td>
<td>NTE</td>
<td>$1,422,978.98</td>
<td>14,473,754.67</td>
<td></td>
</tr>
</tbody>
</table>

For Information contact
Rusty Hodapp
3-3670

Fund 0102
Project #
External Funding Source
Amount $1,422,978.98

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to increase Contract No. 7005484, for Terminal E Baggage Handling and Passenger Boarding Bridge Operations and Maintenance Service, with Vanderlande Industries, Inc., of Marietta, Georgia, in an amount not to exceed $1,422,978.98, for a revised Contract Amount not to exceed $14,473,754.67, and extend the term on a month to month basis up to six months.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Jun 16, 2016 9:55 am

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
Jun 16, 2016 2:13 pm

Approved as to M/WBE by
Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Jun 16, 2016 1:20 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Department Head
Energy & Transportation Mgmt
Jun 15, 2016 2:16 pm

Pending
Chief Executive Officer
Date
Action
That the Chief Executive Officer or designee be authorized to execute a Change Order to Contract No. 9500482, Rehabilitate Airfield Pavements FY2014, with EAS Contracting, LP, of Princeton, Texas, in an amount not to exceed $598,538.00.

Description

- **This action represents changes due to an Owner Requested Change.**
  - This action will increase and add new line items required to repair the west shoulder of Runway 18R/36L due to additional scope of work.
  - These items include, but are not limited to:
    - Add quantity for the removal of asphalt paving
    - Add quantity for Asphalt Pavement surface course
    - Add quantity for Asphalt Pavement base course
    - Add quantity for edge joint sealant
    - Add new line item to Install non-reinforced lean concrete base repair
    - Add new line item to Install concrete with rebar for paving shoulder repair
- **This action represents changes due to Differing Site Conditions.**
  - This action will add a line item to remove, store, and reinstall existing Taxiways A and B center line light fixtures and transformers with a new connector kits and base cans.

Justification

- Use of a portion of the south end of Runway 18R/36L is restricted due to delaminating when exposed to jet blast creating Foreign Object Debris (FOD) on the runway and the shoulder is in need of repair.
- During demolition of the full depth concrete pavement repair of Taxiways A and B some of the center line light fixtures required removal. Therefore, a new line is required to replace the taxiway centerline lights and transformers.
- **This contract will be Grant Funded by the Federal Aviation Administration (75% FAA reimbursement, 25% DFW Airport Funding) for eligible expenditures.**

D/S/M/WBE Information

- In accordance with the Board's DBE Program, the DBE goal for this Contract is 25%.
- EAS Contracting, LP committed to obtaining 26.23% DBE participation and is currently achieving 18.81%.
- EAS has committed to achieving 43.7% DBE participation on this action item utilizing Premier Paving LTD (WF-C) and meeting the overall 26.23% DBE commitment.

Schedule/Term

The current contract completion date of 2/19/17 is extended by 10 days, for a revised contract completion date of 3/1/17.

<table>
<thead>
<tr>
<th>Contract #</th>
<th>Agreement #</th>
<th>Purchase Order #</th>
<th>Action Amount</th>
<th>Revised Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>9500482</td>
<td>NTE</td>
<td>15,103,026.35</td>
<td>$598,538.00</td>
<td>$15,103,026.35</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>Nate Smith</td>
<td>DFW Capital Acct</td>
<td>26274-04</td>
<td>External Funding Source</td>
<td>$598,538.00</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 execute a Change Order to Contract No. 9500482, Rehabilitate Airfield Pavements FY2014, with EAS Contracting, LP, of Princeton, Texas, in an amount not to exceed $598,538.00.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Jun 16, 2016 1:32 pm

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
Jun 16, 2016 2:15 pm

Approved as to M/WBE by
Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Jun 16, 2016 1:21 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Department Head
Jun 15, 2016 4:59 pm

Chief Executive Officer
Date

Pending
1. CONTRACT TITLE:  
Rehabilitate Airfield Pavement FY2014

2. CONTRACTOR:  
EAS Contracting, LP

3. CONTRACT NO.:  
9500482

4. CONTRACT DATA:

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

5. SUMMARY OF EXECUTED CHANGE ORDERS:

<table>
<thead>
<tr>
<th>C.O. NO.</th>
<th>DESCRIPTION</th>
<th>AMOUNT</th>
<th>DAYS EXTENDED</th>
<th>DATE EXECUTED</th>
<th>APPROVED BY</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Delete Specifications SP-P-401 and SP-P-501 at the request of the FAA. The Contractor shall use existing Specifications P-401 and P-501 to complete all airfield asphalt and full-depth concrete work.</td>
<td>$</td>
<td>-</td>
<td>12/08/15</td>
<td>STAFF</td>
</tr>
<tr>
<td>2</td>
<td>Add additional quantities for joint sealant and paint for surface painted signage. Add removal of concrete slab. Add haul-off costs for additional asphalt blast pad demolition. Increase length of FAA duct bank and counterpoise wire. Add line item for unclassified excavation. Add edge light quantity not accounted for in demolition plan.</td>
<td>$224,819.35</td>
<td>7</td>
<td>02/12/16</td>
<td>2016-01-005</td>
</tr>
<tr>
<td>3</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>4</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
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<tr>
<td>5</td>
<td></td>
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<tr>
<td>6</td>
<td></td>
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<tr>
<td>7</td>
<td></td>
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<tr>
<td>8</td>
<td></td>
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<td></td>
</tr>
<tr>
<td>9</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>10</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

| SUB-TOTAL OF EXECUTED CHANGE ORDERS              | $224,819.35  | 7             |               |             |

6. THIS ACTION:

<table>
<thead>
<tr>
<th>C.O. NO.</th>
<th>DESCRIPTION</th>
<th>Amount</th>
<th>Days Extended</th>
<th>4.13%</th>
</tr>
</thead>
<tbody>
<tr>
<td>3</td>
<td>Repair the west shoulder of Runway 18R/36L, and install taxiway centerline light cans</td>
<td>$598,538.00</td>
<td>10</td>
<td></td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Description</th>
<th>Amount</th>
<th>Days Contract Extended</th>
<th>Contract % Increase (Decrease)</th>
<th>Expiration Date</th>
</tr>
</thead>
<tbody>
<tr>
<td>Contract Amount</td>
<td>$15,103,026.35</td>
<td>17</td>
<td>5.77%</td>
<td>03/01/17</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Description</th>
<th>AMOUNT</th>
<th>Days Extended</th>
<th>0</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>$</td>
<td>-</td>
<td>0</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
Action

That the Chief Executive Officer or designee be authorized to execute three Job Order Contracts: Contract No. 9500582, with North American Information Systems, Inc. of Duncanville, Texas; Contract No. 9500587, with Gilbert May Inc., dba Phillips/May Corporation of Dallas, Texas; and Contract No. 9500588, with 3i Construction, LLC, of Dallas, Texas; in an amount not to exceed $3,000,000.00 for each Contract. Total amount of action is $9,000,000.00.

Description

- This Job Order Contract (JOC) will provide indefinite delivery of construction services for facility maintenance, repair and improvements, to be performed on an as needed basis.

Justification

- Providing construction services under a JOC affords a means to accomplish facility renovation and construction projects in a timely fashion by eliminating the need to individually bid these typically small construction projects.
- Work under the JOC will be issued by individual delivery order and priced utilizing the R.S. Means Facilities Construction Cost Data Unit Price Books.
- Requested action amount per contract is for the first two contract years of each contract.
- The prior JOC contract awarded August 2013, averaged an annual spend of roughly $5,000,000.
- Awarding three contracts with a total contracting capacity of $4,500,000 per year will provide the resources necessary to quickly complete work assignments, and provide additional contracting capacity in the event it is needed.

D/S/M/WBE Information

- In accordance with the Board's MBE Program, the MBE goal for these Contracts is 25%.
- North American Information Systems, Inc. (BM-C) has committed to achieving 75% overall MBE participation (including 50% self-performance); Gilbert May Inc. dba Phillips May Corporation (HM-C) has committed to achieving 25% MBE participation (including self-performance); and 3i Construction, LLC (BM-C) has committed to achieving 30% overall MBE participation (including 15% self-performance) utilizing the attached MBE firms.

Schedule/Term

Contract Duration: Two years with three, one-year 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>9500582</td>
<td>NTE</td>
<td></td>
<td>NTE $3,000,000.00</td>
<td>$0</td>
</tr>
<tr>
<td>9500587</td>
<td>NTE</td>
<td></td>
<td>NTE $3,000,000.00</td>
<td>$0</td>
</tr>
<tr>
<td>9500588</td>
<td>NTE</td>
<td></td>
<td>NTE $3,000,000.00</td>
<td>$0</td>
</tr>
</tbody>
</table>

For Information contact

Nate Smith
3-1891

Fund
Various

Project #

External Funding Source

Amount

$9,000,000.00
Additional Information
In addition to posting on the DFW Airport website, the Request for Proposals (RFP) for this solicitation was advertised in local newspapers on March 13/14 and 20/21, 2016. Seven Proposals were received. Based on the evaluation of the Proposals, the selection committee recommends awarding contracts to three contractors: North American Information Systems, Inc. of Duncanville, Texas; Phillips/May Corporation of Dallas, Texas; and 3i Construction, LLC of Dallas, Texas.

Proposals were received from the following firms:
- 3i Construction, LLC
- DMCA, Inc.
- LMC Corporation
- MK Construction Company
- North American Information Systems, Inc.
- Phillips May Corporation
- Unified Services of Texas, Inc.

The winning contractors are as follows:

<table>
<thead>
<tr>
<th>Contractor</th>
<th>Duration</th>
<th>Action Amount</th>
<th>Contracting Capacity</th>
</tr>
</thead>
<tbody>
<tr>
<td>North American Information Systems, Inc.</td>
<td>2 years</td>
<td>$3,000,000.00</td>
<td>$1,500,000.00 yearly</td>
</tr>
<tr>
<td>Gilbert May Inc., dba Phillips/May Corporation</td>
<td>2 years</td>
<td>$3,000,000.00</td>
<td>$1,500,000.00 yearly</td>
</tr>
<tr>
<td>3i Construction LLC</td>
<td>2 years</td>
<td>$3,000,000.00</td>
<td>$1,500,000.00 yearly</td>
</tr>
</tbody>
</table>

Phillips May was the incumbent on the previous JOC contract.
Work will be awarded on a rotating basis, as DFW deems appropriate and in its best interests, with the intent of distributing the work equally among the three contracts.

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to execute three Job Order Contracts: Contract No. 9500582, with North American Information Systems, Inc. of Duncanville, Texas; Contract No. 9500587, with Gilbert May Inc., dba Phillips/May Corporation of Dallas, Texas; and Contract No. 9500588, with 3i Construction, LLC, of Dallas, Texas; in an amount not to exceed $3,000,000.00 for each Contract. Total amount of action is $9,000,000.00.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Jun 16, 2016 3:03 pm

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
Jun 16, 2016 2:48 pm

Approved as to M/WBE by
Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Jun 16, 2016 2:38 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Department Head
Jun 15, 2016 5:00 pm

Pending

Chief Executive Officer
Date
### JOC Contracts

**Contract No. 9500582**  
North American Information Systems, Inc.  
**MBE Subcontractors**

<table>
<thead>
<tr>
<th>Subcontractor</th>
<th>Type</th>
<th>Percentage</th>
</tr>
</thead>
<tbody>
<tr>
<td>Polar Bear Plumbing HVAC, LLC</td>
<td>BF-C</td>
<td>7.50%</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td>BF-C</td>
<td><strong>7.50%</strong></td>
</tr>
<tr>
<td>Alman Construction Services, L.P.</td>
<td>HM-C</td>
<td>2.50%</td>
</tr>
<tr>
<td>Saldana Renovations, LLC</td>
<td>HM-C</td>
<td>15.00%</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td>HM-C</td>
<td><strong>17.50%</strong></td>
</tr>
<tr>
<td>North American Information Systems (Prime)</td>
<td>BM-C</td>
<td>50.00%</td>
</tr>
<tr>
<td><strong>Overall Total</strong></td>
<td></td>
<td><strong>75.00%</strong></td>
</tr>
</tbody>
</table>

---

### Contract No. 9500587

Gilbert May, Inc. dba Phillips/May Corp.

<table>
<thead>
<tr>
<th>Subcontractor</th>
<th>Type</th>
<th>Percentage</th>
</tr>
</thead>
<tbody>
<tr>
<td>Gilbert May, Inc. dba Phillip/Mays Corp. (Prime)</td>
<td>HM-C</td>
<td>25.00%</td>
</tr>
<tr>
<td><strong>Overall Total</strong></td>
<td></td>
<td><strong>25.00%</strong></td>
</tr>
</tbody>
</table>
### MBE Subcontractors

<table>
<thead>
<tr>
<th>Company</th>
<th>Type</th>
<th>Percentage</th>
</tr>
</thead>
<tbody>
<tr>
<td>Momentum Mechanical, Inc.</td>
<td>BM-C</td>
<td>5.00%</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td>BM-C</td>
<td>5.00%</td>
</tr>
<tr>
<td>Galindo &amp; Boyd Wall Systems, Inc.</td>
<td>HM-C</td>
<td>8.00%</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td>HM-C</td>
<td>10.00%</td>
</tr>
<tr>
<td>3i Contracting LLC (Prime)</td>
<td>BM-C</td>
<td>15.00%</td>
</tr>
<tr>
<td><strong>Overall Total</strong></td>
<td></td>
<td>30.00%</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>06/30/2016</td>
<td>Operations</td>
<td>TRIP - Enterprise Integration and Operations System</td>
<td></td>
</tr>
</tbody>
</table>

**Action**

That the Chief Executive Officer or designee be authorized to execute Contract No. 7006003, for Terminal Renewal and Improvement Program Enterprise Integration and Operations System, with Schneider Electric Buildings Americas, Inc., of Carrollton, Texas, in an amount not to exceed $1,932,904.00, for the initial five-year term of the Contract, with options to renew annually.

**Description**

- **This action is part of the Terminal Renewal and Improvement Program (TRIP).**
  - Award a Contract for Enterprise Integration and Operations System (EIOS) Services for the Airport's Design, Code and Construction Department.
  - The project will implement an airport-wide EIOS and the associated contracting for installation, setup, integration, programming, training and maintenance.
  - This system will unite the terminals' individual Building Automation Systems (BAS's) under one umbrella system that provides supervisory monitoring, control and data collection for a variety of building control and operation systems.
  - The EIOS is a non-proprietary system that is expandable for future Terminals and other facilities.

**Justification**

- TRIP provides for the complete renovation of Terminals A, B and E. As part of this program, the Airport will replace all existing control systems in the Terminals with a new Building Automation System (BAS).
- The EIOS will centralize the gathering and storage of BAS related information and provides Airport Staff a central system for monitoring and control of Airport's Terminals.
- EIOS Services will be authorized by DFW's issuance of Delivery Orders.

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

- In accordance with the Board's SBE Program, the SBE goal for this contract is 15%.
- Schneider Electric Buildings Americas, Inc. has committed to achieving 18.9% SBE participation utilizing Argent Associates, Inc., (HF-C).

**Schedule/Term**

- Contract Term: Five years, with options to renew annually

<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>7006003</td>
<td></td>
<td></td>
<td>NTE $1,932,904.00</td>
<td>$0</td>
</tr>
</tbody>
</table>

**For Information contact**

Nate Smith  
3-1891

<table>
<thead>
<tr>
<th>Fund</th>
<th>Project #</th>
<th>External Funding Source</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Various</td>
<td></td>
<td></td>
<td>$1,932,904.00</td>
</tr>
</tbody>
</table>
Additional Information

- Two (2) Proposals, including none from SBE firms, were received on or before the due date of November 6, 2015:
  - Schneider Electric Buildings Americas, Inc., of Carrollton, Texas
  - Siemens Industry, Inc., of Irving, Texas
- The Evaluation Committee, consisting of representatives from the Airport's Design, Code and Construction, Information Technology Services, Asset Management, and Business Diversity and Development Departments, recommends that the Contract be awarded to Schneider Electric Buildings Americas, Inc., of Carrollton, Texas.

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to execute Contract No. 7006003, for Terminal Renewal and Improvement Program Enterprise Integration and Operations System, with Schneider Electric Buildings Americas, Inc., of Carrollton, Texas, in an amount not to exceed $1,932,904.00, for the initial five-year term of the Contract, with options to renew annually.

Approved as to Form by

Rodriguez, Elaine
Legal Counsel
Jun 16, 2016 1:32 pm

Approved as to Funding by

Underwood, Max
Vice President Finance
Finance
Jun 16, 2016 4:30 pm

Approved as to M/WBE by

Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Jun 16, 2016 1:21 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head
Jun 15, 2016 5:01 pm

Chief Executive Officer
Pending Date
<table>
<thead>
<tr>
<th>Meeting Date</th>
<th>Subject</th>
<th>Committee</th>
</tr>
</thead>
<tbody>
<tr>
<td>06/30/2016</td>
<td>Monthly Report</td>
<td>Operations</td>
</tr>
</tbody>
</table>

**Item For Discussion**
Staff approved contracts and change orders.

The contracts and change orders listed on the attached have been approved by authorized Board Staff.
**CONTRACT ACTIONS APPROVED BY AUTHORIZED STAFF**
May 1, 2016 through May 31, 2016
Professional Service New Contracts - $25,000 to $50,000
Change Orders - Increases/Decreases $25,000 to $50,000

<table>
<thead>
<tr>
<th>Consultant *Denotes D/S/M/WBE</th>
<th>Contract No.</th>
<th>Contract Title/Description</th>
<th>Action Type</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>AC Holdings, Inc.</td>
<td>5000079</td>
<td>Passenger Amenities Removal, Storage and Relocation Reimbursement Agreement - TRIP</td>
<td>Change Order</td>
<td>NTE $40,800.00</td>
</tr>
</tbody>
</table>

This action reimbursed the passenger amenities concessionaire for actual costs associated for the removal, relocation and reinstallation of news monitors as a result of TRIP activities in the following terminal locations:
- Terminal A, Phase 3
- Terminal B, Phase 3
- Terminal E, Phase 4
- Terminal E Satellite

D/S/M/WBE Information
N/A – Not subject to the Board’s D/S/M/WBE Program Policies (reimbursement).
June 30, 2016

<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>Chamberlin Dallas, LLC</td>
<td>9500550</td>
<td>Expansion Joint Replacement Rent a Car Facility</td>
<td>Change Order</td>
<td>NTE ($42,959.76)</td>
</tr>
</tbody>
</table>

This action provided for a contract reduction, deleting the line item to remove and replace the expansion control joint material.

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

In accordance with the Board's SBE Program, no SBE goal was set for this Contract due to the limited availability of SBE firms that perform this work.
AGENDA
FINANCE/AUDIT COMMITTEE MEETING
Tuesday, June 28, 2016
12:55 p.m.

FINANCE/AUDIT COMMITTEE

16. Approve Minutes of the Finance/Audit Committee Meeting of May 31, 2016.


K. Buchanan 18. Parking Update

Consent Items for Consideration

O. Malone 19. Approve execution of Contract No. 8005060, for Total Rewards Optimization Study, with Aon Consulting, Inc., of New York, New York, in the amount not to exceed $125,000.00.

E. Rodriguez 20. Approve an increase to Legal Services Contract No. 8004974, with the firm of Cantey Hanger LLP, of Fort Worth, Texas, in an amount not to exceed $50,000.00, for a revised Contract amount not to exceed $197,500.00.

21. Approve an increase to Legal Services Contract No. 8004978 with Luis A. Galindo, Attorney at Law of Fort Worth, Texas, in an amount not to exceed $50,000.00, for a revised Contract amount not to exceed $98,750.00.

Action Items for Consideration

A. Cruz 22. Approve an extension and increase to Contract No. 7003912, for Terminal Link Van Services, with ABM Parking Services, of Los Angeles, California, in an amount not to exceed $705,268.87, for an additional two month period, increasing the contract value to $32,736,445.49.

23. Approve an extension and increase to Contract No. 7003865, for Employee Shuttle Bus Services, with SP Plus Corporation, of Cleveland, Ohio, in an amount not to exceed $1,867,857.18, for an additional two month period, increasing the contract value to $59,568,289.68.

C. Poinsatte 24. Approve $1.8 million TSA reimbursement and authorized to use $1.625 million of Contingency that was included in the Approved FY 2016 Budget.

25. Approve the FY 2017 Operation Revenue and Expense Fund Budget (Fund 102).

Discussion Items

T. Lee


G. Spoon

Dallas/Fort Worth International Airport
For the Eight Months Ended May 31, 2016 - Unaudited
## Key Performance Indicator Scorecard
For the Eight Months Ended May 31, 2016 – Unaudited

($ in millions)

<table>
<thead>
<tr>
<th>Key Performance Indicator</th>
<th>FY 2015 Actual YTD</th>
<th>FY 2016 Actual YTD</th>
<th>FY 2016 Budget YTD</th>
<th>FY ’16 Actual Increase/(Decrease) vs. FY ’16 Budget</th>
<th>FY 2016 Annual Budget</th>
</tr>
</thead>
<tbody>
<tr>
<td>DFW CC Net Revenues</td>
<td>$73.0</td>
<td>$91.2</td>
<td>$69.5</td>
<td>$21.7 31.2%</td>
<td>$107.2</td>
</tr>
<tr>
<td>Airline Costs</td>
<td>$190.5</td>
<td>$201.8</td>
<td>$221.8</td>
<td>($20.0) (9.0%)</td>
<td>$354.0</td>
</tr>
<tr>
<td>Total Expenditure Budget</td>
<td>$457.0</td>
<td>$500.5</td>
<td>$508.1</td>
<td>($7.6) (1.5%)</td>
<td>$794.5</td>
</tr>
<tr>
<td>Total Passengers (Ms) *</td>
<td>41.3</td>
<td>42.6</td>
<td>41.9</td>
<td>0.7 1.7%</td>
<td>65.8</td>
</tr>
<tr>
<td>Total Landed Weights (Bs)</td>
<td>26.5</td>
<td>27.2</td>
<td>27.4</td>
<td>(0.1) (0.5%)</td>
<td>41.7</td>
</tr>
</tbody>
</table>

**Results Status Bar**
- **Green**: Improved/Constant
- **Yellow**: Worse by 0-5%
- **Red**: Worse by >5%

DFW
DFW Cost Center  
For the Eight Months Ended May 31, 2016 – Unaudited

<table>
<thead>
<tr>
<th>(in millions)</th>
<th>FY 2015 Actual</th>
<th>FY 2016 Actual vs. Budget Comparison</th>
<th>Annual Budget</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>YTD</td>
<td>FY 2016 Actual</td>
<td>FY 2016 Budget</td>
</tr>
<tr>
<td>Revenues</td>
<td></td>
<td>YTD</td>
<td>YTD</td>
</tr>
<tr>
<td>Parking</td>
<td>1</td>
<td>$85.7</td>
<td>$91.8</td>
</tr>
<tr>
<td>Concessions</td>
<td>2</td>
<td>44.8</td>
<td>46.4</td>
</tr>
<tr>
<td>Rental Car</td>
<td></td>
<td>21.1</td>
<td>21.9</td>
</tr>
<tr>
<td>Commercial Development</td>
<td>3</td>
<td>25.1</td>
<td>36.7</td>
</tr>
<tr>
<td>Sub-total Revenue Mgmt</td>
<td></td>
<td>176.7</td>
<td>196.8</td>
</tr>
<tr>
<td>Other Revenues</td>
<td>4</td>
<td>25.0</td>
<td>31.2</td>
</tr>
<tr>
<td>Total Revenues</td>
<td></td>
<td>201.7</td>
<td>228.0</td>
</tr>
<tr>
<td>DFW CC Expenditures</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Operating Expenditures</td>
<td></td>
<td>73.3</td>
<td>78.7</td>
</tr>
<tr>
<td>Debt Service (net of PFCs &amp; CFCs)</td>
<td></td>
<td>27.6</td>
<td>30.8</td>
</tr>
<tr>
<td>Total Expenditures</td>
<td></td>
<td>100.9</td>
<td>109.5</td>
</tr>
<tr>
<td>Gross Margin - DFW Cost Center</td>
<td></td>
<td>100.8</td>
<td>118.5</td>
</tr>
<tr>
<td>Less Transfers and Skylink</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>DFW Terminal Contribution</td>
<td></td>
<td>3.3</td>
<td>3.6</td>
</tr>
<tr>
<td>Skylink Costs</td>
<td></td>
<td>24.5</td>
<td>23.7</td>
</tr>
<tr>
<td>Net Revenues from DFW Cost Center</td>
<td></td>
<td>$73.0</td>
<td>$91.2</td>
</tr>
</tbody>
</table>
## Airfield and Terminal Cost Centers
For the Eight Months Ended May 31, 2016 – Unaudited

<table>
<thead>
<tr>
<th></th>
<th>FY 2015 Actual YTD</th>
<th>FY 2016 Actual YTD</th>
<th>FY 2016 Budget YTD</th>
<th>FY '16 Actual Increase/(Decrease) vs. FY '16 Budget</th>
<th>FY 2016 Annual Budget</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Revenues</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Landing Fees</td>
<td>$71.4</td>
<td>$67.4</td>
<td>$69.9</td>
<td>($2.5) (3.6%)</td>
<td>$106.6</td>
</tr>
<tr>
<td>Other Airfield</td>
<td>6.6</td>
<td>6.8</td>
<td>6.8</td>
<td>0.0 0.3%</td>
<td>10.8</td>
</tr>
<tr>
<td>Transfer from DFW Cost Center</td>
<td>5</td>
<td>19.1</td>
<td>26.9</td>
<td>21.4 5.5 25.8%</td>
<td>31.9</td>
</tr>
<tr>
<td><strong>Total Airfield Revenue</strong></td>
<td>97.1</td>
<td>101.2</td>
<td>98.2</td>
<td>3.0 3.1%</td>
<td>149.4</td>
</tr>
<tr>
<td>Terminal Leases</td>
<td>111.7</td>
<td>130.8</td>
<td>131.0</td>
<td>(0.2) (0.2%)</td>
<td>196.5</td>
</tr>
<tr>
<td>FIS Fees</td>
<td>13.4</td>
<td>14.7</td>
<td>13.8</td>
<td>0.9 6.3%</td>
<td>22.4</td>
</tr>
<tr>
<td>Turn Fees and Other Office Rents</td>
<td>6</td>
<td>13.4</td>
<td>15.4</td>
<td>16.5 (1.0) (6.3%)</td>
<td>25.8</td>
</tr>
<tr>
<td>Other Terminal</td>
<td>9.7</td>
<td>10.7</td>
<td>9.4</td>
<td>1.3 13.8%</td>
<td>14.5</td>
</tr>
<tr>
<td><strong>Total Terminal Revenues</strong></td>
<td>148.1</td>
<td>171.6</td>
<td>170.7</td>
<td>0.9 0.5%</td>
<td>259.2</td>
</tr>
<tr>
<td>Terminal Contributions</td>
<td>3.3</td>
<td>3.6</td>
<td>2.9</td>
<td>0.6 22.1%</td>
<td>4.5</td>
</tr>
<tr>
<td>Joint Capital Transfer</td>
<td>8.0</td>
<td>5.3</td>
<td>5.3</td>
<td>(0.0) (0.0%)</td>
<td>8.0</td>
</tr>
<tr>
<td><strong>Total Transfers</strong></td>
<td>11.3</td>
<td>8.9</td>
<td>8.3</td>
<td>0.6 7.8%</td>
<td>12.5</td>
</tr>
<tr>
<td><strong>Total Revenues</strong></td>
<td>256.5</td>
<td>281.7</td>
<td>277.1</td>
<td>4.6 1.6%</td>
<td>421.1</td>
</tr>
<tr>
<td><strong>Expenditures</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Operating Expenditures</td>
<td>151.0</td>
<td>161.2</td>
<td>162.8</td>
<td>(1.6) (1.0%)</td>
<td>261.7</td>
</tr>
<tr>
<td>Debt Service (net of PFC's &amp; CFC's)</td>
<td>89.2</td>
<td>103.0</td>
<td>103.1</td>
<td>(0.2) (0.2%)</td>
<td>162.0</td>
</tr>
<tr>
<td><strong>Total Expenditures</strong></td>
<td>240.2</td>
<td>264.2</td>
<td>266.0</td>
<td>(1.8) (0.7%)</td>
<td>423.7</td>
</tr>
<tr>
<td><strong>Total Airfield/Terminal Net Income/(Loss)</strong></td>
<td>$16.3</td>
<td>$17.5</td>
<td>$11.1</td>
<td>$6.4 57.3%</td>
<td>($2.6)</td>
</tr>
</tbody>
</table>
### Operating Fund – Total Expenditures
For the Eight Months Ended May 31, 2016 – Unaudited

<table>
<thead>
<tr>
<th>(in millions)</th>
<th>FY 2015 Actual</th>
<th>FY 2016 Actual</th>
<th>FY 2016 Budget</th>
<th>FY '16 Increase/(Decrease) vs. FY '16 Budget</th>
<th>Annual FY 2016 Budget</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Operating Expenditures</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Salaries and Wages</td>
<td>8</td>
<td>$81.3</td>
<td>$84.7</td>
<td>($2.2)</td>
<td>(2.6%)</td>
</tr>
<tr>
<td>Benefits</td>
<td>9</td>
<td>41.4</td>
<td>41.8</td>
<td>(0.9)</td>
<td>(2.1%)</td>
</tr>
<tr>
<td>Facility Maintenance Contracts</td>
<td></td>
<td>34.6</td>
<td>37.2</td>
<td>0.6</td>
<td>1.7%</td>
</tr>
<tr>
<td>Other Contract Services</td>
<td>10</td>
<td>47.7</td>
<td>52.9</td>
<td>(2.6)</td>
<td>(4.8%)</td>
</tr>
<tr>
<td>Utilities</td>
<td></td>
<td>17.4</td>
<td>16.9</td>
<td>(0.1)</td>
<td>(0.5%)</td>
</tr>
<tr>
<td>Equipment and Other Supplies</td>
<td></td>
<td>9.7</td>
<td>10.0</td>
<td>(0.1)</td>
<td>(0.9%)</td>
</tr>
<tr>
<td>Insurance</td>
<td></td>
<td>3.5</td>
<td>3.3</td>
<td>(0.3)</td>
<td>(7.7%)</td>
</tr>
<tr>
<td>Fuels</td>
<td>11</td>
<td>1.8</td>
<td>1.4</td>
<td>3.1</td>
<td>(55.3%)</td>
</tr>
<tr>
<td>General, Administrative, and Other</td>
<td></td>
<td>3.6</td>
<td>4.0</td>
<td>(0.2)</td>
<td>(4.3%)</td>
</tr>
<tr>
<td>Change in Operating Reserves</td>
<td></td>
<td>4.0</td>
<td>7.4</td>
<td>7.4</td>
<td>(0.0%)</td>
</tr>
<tr>
<td><strong>Total Operating Expenditures</strong></td>
<td></td>
<td>245.0</td>
<td>259.7</td>
<td>267.2</td>
<td>(2.8%)</td>
</tr>
<tr>
<td><strong>Total Debt Service</strong></td>
<td></td>
<td>211.9</td>
<td>240.8</td>
<td>240.9</td>
<td>(0.0%)</td>
</tr>
<tr>
<td><strong>Total 102 Fund Expenditures</strong></td>
<td></td>
<td>$457.0</td>
<td>$500.5</td>
<td>$508.1</td>
<td>($7.6)</td>
</tr>
</tbody>
</table>
**Notes to the Statement of Revenues and Expenses**  
**For the Eight Months Ended May 31, 2016**

<table>
<thead>
<tr>
<th>Category</th>
<th>Amount</th>
<th>Description</th>
</tr>
</thead>
<tbody>
<tr>
<td>Parking</td>
<td>$91.8</td>
<td>Parking revenue was $91.8 million, $0.6 million (0.7%) higher than budget primarily due to higher revenues from Express and Drop Off/Meeter Greeter.</td>
</tr>
<tr>
<td>Concessions</td>
<td>$46.4</td>
<td>Concessions revenues were $46.4 million, $1.1 million (2.4%) higher than budget primarily due to higher than expected sales and higher percent rent in Food &amp; Beverage and Retail, partially offset by lower advertising/sponsorships.</td>
</tr>
<tr>
<td>Commercial Development</td>
<td>$36.7</td>
<td>Commercial Development revenues were $36.7 million, $10.3 million (38.9%) higher than budget primarily due to ground lease proceeds received for AA’s new headquarter facility.</td>
</tr>
<tr>
<td>Other Revenues</td>
<td>$31.2</td>
<td>Other Revenues revenues were $31.2 million, $3.7 million (13.4%) higher than budget primarily due to Uber/Lyft revenues in ground transportation not included in the budget, partially offset by lower revenues from taxis and limos.</td>
</tr>
<tr>
<td>Transfer from DFW Cost Center</td>
<td>$26.9</td>
<td>Transfer from DFW Cost Center revenues were $26.9 million, $5.5 million (25.8%) higher than budget primarily due a one-time AA Headquarter lease payment.</td>
</tr>
<tr>
<td>Turn Fees &amp; Other Office Rent</td>
<td>$15.4</td>
<td>Turn Fees &amp; Other Office Rents were $15.4 million, $1.0 million (6.3%) lower than budget primarily due to lower turn fees related to Emirates using smaller aircraft, Spirit leasing an additional gate, JAL delayed start, Viva Aerobus delayed service at DFW, cancelled Lufthansa flights during strike and holidays, and reduced service beginning in January, and Envoy using leased gates at Terminal B.</td>
</tr>
<tr>
<td>Other Terminal Revenues</td>
<td>$10.7</td>
<td>Other Terminal revenues were $10.7 million, $1.3 million (13.8%) higher than budget primarily due to TSA rents and concessions O &amp; M reimbursables.</td>
</tr>
<tr>
<td>Salaries and Wages</td>
<td>$84.7</td>
<td>Salaries and wages were $84.7 million, $2.2 million (2.6%) lower than budget primarily due to vacant position savings.</td>
</tr>
<tr>
<td>Benefits</td>
<td>$41.8</td>
<td>Benefits were $41.8 million, $0.9 million (2.1%) lower than budget primarily due to 401a and 457 retirement plan contributions and vacant position savings.</td>
</tr>
<tr>
<td>Other Contract Services</td>
<td>$52.9</td>
<td>Other Contract Services were $52.9 million, $2.6 million (4.8%) lower than budget primarily due to savings in deicing, computer contracts, consulting, busing, hardstand operations and outside legal partially offset by</td>
</tr>
<tr>
<td>Fuels</td>
<td>$1.4</td>
<td>Fuel expenses were $1.4 million, $1.7 million (55.3%) lower than budget primarily due to a 2015 fuel credit and lower rates and consumption for diesel and CNG fuels.</td>
</tr>
</tbody>
</table>
Finance/ Audit

Consent
Date: 06/30/2016
Committee: Finance/Audit
Subject: Total Rewards Optimization Study
Resolution #

Action
That the Chief Executive Officer or designee be authorized to execute Contract No. 8005060, for Total Rewards Optimization Study, with Aon Consulting, Inc., of New York, New York, in the amount not to exceed $125,000.00.

Description
- Award a Contract for an Employees Total Rewards Optimization Study

Justification
- The Airport utilizes a Total Rewards Optimization study to determine the benefits that employees value most using an analytical process.
- This study provides information to support an effective plan and utilization of the Airport's investment in employee benefits and also identifies immediate and future changes to the benefit mix of compensation, benefits, and recognition to enhance the airport's ability to attract, motivate, and retain talent.
- Aon's proposal included two years of access to their software system following the study which will allow for additional analysis and design considerations.
- The outcomes of this study will enable DFW Airport to update the Total Rewards strategy to achieve the maximum positive perception for the associated costs.

D/S/M/WBE Information
- In accordance with the Board's SBE Program, no SBE goal was set for this Contract due to the limited amount of SBE firms who could meet the quick turnaround time scope requirements.

Schedule/Term
- Start Date: July 1, 2016
- Contract Term: Three months

<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>8005060</td>
<td>NTE</td>
<td></td>
<td>NTE $125,000.00</td>
<td>$0</td>
</tr>
</tbody>
</table>

For Information contact
Ollie Malone
3-1161

Fund: 0102
Project #: 0102
External Funding Source: $125,000.00
Additional Information

- Four (4) Request for Proposals including one (1) from SBE firm, were received on or before the due date of May 19, 2016:
  - Aon Consulting, Inc., of New York, New York
  - CEB, Inc. of Arlington, Virginia
  - Excellian HR, of Plano, Texas - SBE Certified with Women's Business Council Southwest and NCTRCA, State of Texas-HUB Certified.
  - Willis Towers Watson, Inc., of Arlington, Virginia
- Responses were evaluated based on the criteria set forth in the Request for Proposal. The Evaluation Team, consisting of Representatives from the Executive Office, Human Resources, and Business Diversity and Development Departments, recommends that the Contract be awarded to Aon Consulting, Inc., of New York, New York.

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to execute Contract No. 8005060, for Total Rewards Optimization Study, with Aon Consulting, Inc., of New York, New York, in the amount not to exceed $125,000.00, for the ten-week term of the contract.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Jun 16, 2016 11:32 am

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
Jun 16, 2016 2:26 pm

Approved as to M/WBE by
Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Jun 16, 2016 1:21 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Department Head
Human Resources
Jun 15, 2016 4:58 pm

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

Date 06/30/2016  Committee Finance/Audit  Subject Increase to Legal Services Contract No. 8004974 with the firm of Cantey Hanger LLP of Fort Worth, Texas  Resolution #

Action
That the Chief Executive Officer or designee be authorized to increase Legal Services Contract No. 8004974, with the firm of Cantey Hanger LLP, of Fort Worth, Texas, in an amount not to exceed $50,000.00, for a revised Contract amount not to exceed $197,500.00.

Description
- This action would increase the Board's contract for Legal Services regarding general environmental matters.

Justification
- On January 1, 2015, the Board entered into a legal services contract with the firm of Cantey Hanger LLP to provide legal representation to the Board in connection with general environmental matters. This action would fund the continued work on an as needed basis.

D/S/M/WBE Information
- In accordance with the Board's SBE Program, no SBE goal was set for this Contract due to the original contract being under $50,000.

Schedule/Term

<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>8004974</td>
<td></td>
<td></td>
<td>$50,000.00</td>
<td>$197,500.00</td>
</tr>
</tbody>
</table>

For Information contact
Elaine Rodriguez
Fund 0102
Project # 3 5487
External Funding Source
Amount $50,000.00
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. 8004974, with the firm of Cantey Hanger LLP, of Fort Worth, Texas, in an amount not to exceed $50,000.00, for a revised Contract amount not to exceed $197,500.00.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Jun 16, 2016 9:57 am

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
Jun 16, 2016 2:26 pm

Approved as to M/WBE by
Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Jun 16, 2016 1:22 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head
Legal
Jun 15, 2016 4:25 pm

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>06/30/2016</td>
<td>Finance/Audit</td>
<td>Increase to Legal Services Contract No. 8004978 with the Luis A. Galindo, Attorney at Law of Fort Worth, Texas.</td>
<td></td>
</tr>
</tbody>
</table>

**Action**
That the Chief Executive Officer or designee be authorized to increase Legal Services Contract No. 8004978 with Luis A. Galindo, Attorney at Law of Fort Worth, Texas, in an amount not to exceed $50,000.00, for a revised Contract amount not to exceed $98,750.00.

**Description**
- This action would increase the Board's contract for Legal Services regarding Skylink, the automated people mover system.

**Justification**
- On January 1, 2015, the Board entered into a legal services contract with Luis A. Galindo, Attorney at Law to provide legal representation to the Board in connection with Skylink, the automated people mover system at the Dallas/Fort Worth International Airport, and any claim (including the filing of appropriate litigation) the Board may have against the designer, contractors, insurers or other persons or entities involved in the design and construction of the system.

**D/S/M/WBE Information**
- In accordance with the Board's SBE Program, no SBE goal was set for this Contract due to the original contract being under $50,000.
- Luis A. Galindo is a certified Small Business Enterprise (HM-C); therefore their self-performance will be counted towards the Board's overall SBE Program goals.

**Schedule/Term**

<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>$50,000.00</td>
<td>$98,750.00</td>
</tr>
</tbody>
</table>

For Information contact
Elaine Rodriguez
Fund 0102  Project #  External Funding Source  Amount
3 5487   $50,000.00
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. 8004978 with Luis A. Galindo, Attorney at Law of Fort Worth, Texas, in an amount not to exceed $50,000.00, for a revised Contract amount not to exceed $98,750.00.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Jun 16, 2016 9:57 am

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
Jun 16, 2016 2:26 pm

Approved as to M/WBE by
Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Jun 16, 2016 1:22 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head
Legal
Jun 15, 2016 4:26 pm

Pending

Chief Executive Officer
Date
Finance/ Audit

Action
Date: 06/30/2016
Committee: Finance/Audit
Subject: Terminal Link Shuttle Services
Resolution #

Action
That the Chief Executive Officer or designee be authorized to extend and increase Contract No. 7003912, for Terminal Link Van Services, with ABM Parking Services, of Los Angeles, California, in an amount not to exceed $705,268.87, for an additional two month period, increasing the contract value to $32,736,445.49.

Description
- Increase and extend the Contract for Terminal Link Van Services for the Airport's Parking Department.

Justification
- Extend the Contract by two months to November 30, 2016 to allow award and transition of new Contract.
- Terminal Link operates outside of security on the Airport roadway network. Service is frequent and bi-directional.
- Additional time will be needed to transition and train the new drivers/contractor and familiarize them with the routes and schedule requirement.

D/S/M/WBE Information
- In accordance with the Board's historical M/WBE Program, the MWBE goal for this Contract is 25%.
- ABM Parking Services has committed to achieving 21.01% M/WBE participation and currently achieving 20.9%. The Contractor has restated their intention to meet their M/WBE commitment.
- The M/WBE subcontracting commitment is applicable to the increase amount.

Schedule/Term
- Start Date: September 2016
- End Date: November 30, 2016

Contract # Agreement # Purchase Order # Action Amount Revised Amount
7003912 NTE $705,268.87 $32,736,445.49

For Information contact
Armin Cruz 3-4850
Fund Project # External Funding Source Amount
0102  $705,268.87

Fund Project # External Funding Source Amount
0102  $705,268.87
BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to extend and increase Contract No. 7003912, for Terminal Link Van Services, with ABM Parking Services, of Los Angeles, California, in an amount not to exceed $705,268.87, for an additional two month period, increasing the contract value to $32,736,445.49.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Jun 16, 2016 2:46 pm

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
Jun 16, 2016 2:25 pm

Approved as to M/WBE by
Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Jun 16, 2016 2:02 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Department Head
Parking
Jun 16, 2016 11:14 am
Date 06/30/2016  Committee Finance/Audit  Subject Employee Shuttle Bus Services

Action
That the Chief Executive Officer or designee be authorized to extend and increase Contract No. 7003865, for Employee Shuttle Bus Services, with SP+ Transportation, an operating division of SP Plus Corporation, of Cleveland, Ohio, in an amount not to exceed $1,867,857.18, for an additional two month period, increasing the contract value to $59,568,289.68.

Description
• Extend and increase the current Contract for Employee Shuttle Bus Services for the Airport’s Parking Business Unit.

Justification
• Provide funding to extend the contract for two months of service to allow for final review, award and preparation for the new contract transition
• Employee Shuttle Bus Services provides transportation for employees working for the airlines, concessionaires, the Transportation Security Administration, and various contract employees from the employee parking lot to the central terminal areas.

D/S/M/WBE Information
• In accordance with the Board’s historical M/WBE Program, the M/WBE goal for this Contract is 25%.
• SP+ Transportation, an operating division of SP Plus Corporation has committed to achieving 60.3% M/WBE participation and is currently achieving 53.74%. The Contractor has restated their intention to meet their M/WBE commitment.
• The M/WBE subcontracting commitment is applicable to the increase amount.

Schedule/Term
• Start Date: August 1, 2016
• End Date: September 30, 2016

<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>7003865</td>
<td>NTE</td>
<td>$1,867,857.18</td>
<td></td>
<td>$59,568,289.68</td>
</tr>
</tbody>
</table>

For Information contact
Armin Cruz
3-4850

Fund 0102  Project #  External Funding Source Amount

$1,867,857.18
BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to extend and increase Contract No. 7003865, for Employee Shuttle Bus Services, with SP+ Transportation, an operating division of SP Plus Corporation, of Cleveland, Ohio, in an amount not to exceed $1,867,857.18, for an additional two month period, increasing the contract value to $59,568,289.68.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Jun 16, 2016 3:03 pm

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
Jun 16, 2016 2:25 pm

Approved as to M/WBE by
Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Jun 16, 2016 2:03 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Department Head
Parking
Jun 16, 2016 11:14 am

Chief Executive Officer
Pending
Date
Date 06/30/2016  Committee Finance/Audit  Subject TSA Reimbursement and Use of Contingency in Approved FY 2016 Budget  Resolution \\

Action
That the Chief Executive Officer or designee be authorized to approve $1.8 million TSA reimbursement and authorized to use $1.625 million of Contingency that was included in the Approved FY 2016 Budget.

Description
- American Airlines has agreed to provide personnel to help TSA reduce queue times at DFW Airport in Terminals A, C, D, and E for the summer and the Thanksgiving and Christmas holidays during 2016.
- The total cost of this assistance is estimated to be approximately $1.8 million. These funds were not included in DFW's FY 2016 Budget.
- American Airlines has requested to be reimbursed for these costs by DFW.
- It is estimated that $1.3 million will be spent in FY 2016 with the remaining $500,000 in FY 2017.
- On July 2, 2015 the Board approved the FY 2016 Operating and Expense Fund Budget (Resolution 2015-07-126) in the amount of $801.7 million. This amount included $791.7 million for Expenses and Debt Service and $10 million for Contingency outside of the rate base.
- On March 3, 2016 the Board approved the use of contingency for $2.75 million for various projects (Resolution 2016-03-075), leaving a balance of $7.25 million.
- Management requests the use of Contingency in the amount of $1.625 million for reimbursement to American Airlines ($1.3 million for additional TSA staffing in FY 2016 and $325,000 for the required 25% operating reserve).

Justification
- American Airlines' request to be reimbursed for these costs is reasonable because all airlines benefit from the services. The costs will be charged to the terminal cost center and be repaid to DFW through terminal rents.

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

Schedule/Term

<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>$1,800,000</td>
<td>$0</td>
</tr>
</tbody>
</table>

For Information contact
Chris Poinsatte
3-5210

Fund 102  Project # External Funding Source Amount

<table>
<thead>
<tr>
<th>For Information contact</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Chris Poinsatte</td>
<td>$1,800,000</td>
</tr>
</tbody>
</table>
Additional Information
Once approved, this action will reduce approved available contingency outside of the rate base to $5.625 million.

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to approve $1.8 million TSA reimbursement and authorized to use $1.625 million of Contingency that was included in the Approved FY 2016 Budget.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Jun 16, 2016 1:47 pm

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
Jun 15, 2016 8:26 pm

Approved as to M/WBE by
Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Jun 16, 2016 1:22 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head
Finance
Jun 15, 2016 8:25 pm

Pending
Chief Executive Officer
Date
Date 06/30/2016
Committee Finance/Audit
Subject Approval of the FY 2017 Operation Revenue and Expense Fund Budget
Resolution #

Action
That the Airport Board approve the FY 2017 Operation Revenue and Expense Fund Budget (Fund 102).

Description

- Approve the FY 2017 Operation Revenue and Expense Fund Budget (Fund 102) in the amount of $894.6 million (consisting of $454.2 million of operating expenses, $430.4 million of debt service and coverage, and $10.0 million of contingency).
- The use of contingency requires Board Approval. The OBA to request approval of the use of contingency will include the current estimated impact on rates, fees and charges, if any.
- Total Airline Cost is budgeted at $407.1 million. This amount is before reductions in airline costs for the Air Service Incentive program.
- Fiscal Year 2017 commences on October 1, 2016 and ends on September 30, 2017.

Justification

- Section 8J of the Contract and Agreement between the Cities of Dallas and Fort Worth requires the DFW Airport Board to approve the annual expenditures of the Airport (as included in the Operating Revenue and Expense Fund) and forward the approved budget to the Owner Cities by August 15, 2016 with approval by the Owner Cities by September 30, 2016.

D/S/M/WBE Information

- N/A - Not subject to the Board's D/S/M/WBE Program Policies (Budget Contingency).

<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>For Information contact</td>
<td>Fund 102</td>
<td>Project #</td>
<td>External Funding Source</td>
<td>Amount $0</td>
</tr>
</tbody>
</table>

For Information contact
Chris Poinsatte 3-5210
BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Airport Board approve the FY 2017 Operation Revenue and Expense Fund Budget (Fund 102).

Approved as to Form by

Rodriguez, Elaine
Legal Counsel
Jun 16, 2016 4:32 pm

Approved as to Funding by

Underwood, Max
Vice President Finance
Finance
Jun 16, 2016 4:17 pm

Approved as to M/WBE by

Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Jun 17, 2016 9:38 am

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head
Finance
Jun 16, 2016 4:16 pm

Pending

Chief Executive Officer
Date
Date: 06/30/2016
Committee: Finance/Audit
Subject: Schedule of Charges for FY 2017

Action
That the Chief Executive Officer or designee be authorized to approve the Schedule of Charges as amended for Fiscal Year 2017.

Description
- The Schedule of Charges (SOC) is revised annually and distributed to tenants and users of airport facilities. It will be posted on the Airport's external website.
- The proposed SOC represents the rates and charges that support revenues shown in the proposed FY 2017 Budget.
- The Quick Reference guide summaries changes to key rates, fees and charges. This summary document is attached to the OBA. A full red-lined version of the FY 2017 SOC has been provided to the Board.
- The following airline rates will be effective October 1, 2016:
  - Signatory landing rate of $2.40 per thousand pounds
  - Preferential terminal rental rates of $258.98 per square foot
  - Net Terminal Rental Rate for Terminals A and C of $197.19 per square foot
  - Signatory FIS rate of $6.64 per deplaned international passenger clearing customs
  - Terminal common use gate turn rates are increasing at the same rate as the preferential terminal rental rate per the Use Agreement. Turn rates for hardstand operations have been established at 50% of terminal turn rates as the result of a lower service level for a hardstand operation compared to a terminal flight.
- Increases in vehicle parking rates as shown on attached Quick Reference Guide (effective September 1, 2016).

Justification
- This OBA is required to comply with the terms of the Use Agreement

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

Schedule/Term

<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
Chris Poinsatte
3-5210

Fund | Project # | External Funding Source | Amount
---|----------|-------------------------|---
     |          |                         | $0
BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to approve the Schedule of Charges as amended for Fiscal Year 2017.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Jun 16, 2016 5:24 pm

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
Jun 16, 2016 4:47 pm

Approved as to M/WBE by
Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Jun 17, 2016 9:38 am

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Underwood, Max
Vice President Finance
Finance
Jun 16, 2016 4:46 pm
## AIRCRAFT OPERATIONS

### Aircraft Landing Fees

<table>
<thead>
<tr>
<th>Airline Type</th>
<th>Period</th>
<th>Fee</th>
<th>Units (1)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Signatory Airlines</td>
<td>10-01-156 - 09-30-167</td>
<td>$2.56</td>
<td>$2.40</td>
</tr>
<tr>
<td>Signatory-Airlines</td>
<td>04-01-16 - 09-30-16</td>
<td>$2.25</td>
<td>1,000 lbs</td>
</tr>
<tr>
<td>Non-Signatory Airlines</td>
<td>10-01-156 - 09-30-167</td>
<td>$3.20</td>
<td>$3.00</td>
</tr>
<tr>
<td>Non-Signatory-Airlines</td>
<td>04-01-16 - 09-30-16</td>
<td>$2.81</td>
<td>1,000 lbs</td>
</tr>
</tbody>
</table>

(1) Fee is charged per 1,000 pounds maximum approved landed weight.

### Common Use Airline Terminal Office Space Rental Rates

<table>
<thead>
<tr>
<th>Period</th>
<th>Rent per Square Foot</th>
</tr>
</thead>
<tbody>
<tr>
<td>Signatory</td>
<td>10-01-156 - 09-30-167</td>
</tr>
<tr>
<td></td>
<td>04-01-16 - 09-30-16</td>
</tr>
<tr>
<td>Non-Signatory</td>
<td>10-01-156 - 09-30-167</td>
</tr>
<tr>
<td></td>
<td>04-01-16 - 09-30-16</td>
</tr>
</tbody>
</table>

### Non-Airline Terminal Support Space Rental Rates

Non-Airline Terminal Support Space rental rates vary depending upon market conditions, type and use of space and specific agreement. Please contact Aviation Real Estate at 972-973-4630 for additional information.
## QUICK REFERENCE GUIDE
(For additional detail, see each pertaining section)

### Net Terminal Rents A & C

<table>
<thead>
<tr>
<th>Period</th>
<th>Gross Rent per Square Foot</th>
</tr>
</thead>
<tbody>
<tr>
<td>Terminal A 10-01-156 - 09-30-167</td>
<td>$148.41 $197.19</td>
</tr>
<tr>
<td>04-01-16 - 09-30-16</td>
<td>$132.25</td>
</tr>
<tr>
<td>Terminal C 10-01-156 - 09-30-167</td>
<td>$148.41 $197.19</td>
</tr>
<tr>
<td>04-01-16 - 09-30-16</td>
<td>$132.25</td>
</tr>
</tbody>
</table>

Credits in certain terminals resulting in the above Net Terminal Rental Rates for Terminals A & C.

---

### FIS Charge

- $6.78 64 per deplaned signatory/permittee passenger
- $8.48 30 per deplaned non-signatory/non-permittee passenger
QUICK REFERENCE GUIDE
(For additional detail, see each pertaining section)

Vehicle Parking Fees^{1}(^{2}\text{)}

<table>
<thead>
<tr>
<th>Duration</th>
<th>Terminal</th>
<th>Express Covered</th>
<th>Express Uncovered</th>
<th>Remote</th>
</tr>
</thead>
<tbody>
<tr>
<td>0 min - 8 min</td>
<td>$4</td>
<td>$2</td>
<td>$2</td>
<td>$1</td>
</tr>
<tr>
<td>9 8 min - 30 min</td>
<td>$2</td>
<td>$2</td>
<td>$2</td>
<td>$1</td>
</tr>
<tr>
<td>30 min - 2 hours</td>
<td>$3</td>
<td>$2</td>
<td>$2</td>
<td>$1</td>
</tr>
<tr>
<td>2 - 4 hours</td>
<td>$7 $9</td>
<td>$3</td>
<td>$3</td>
<td>$2</td>
</tr>
<tr>
<td>4 - 6 hours</td>
<td>$9 $10</td>
<td>$4</td>
<td>$4</td>
<td>$3</td>
</tr>
<tr>
<td>6 - 24 hours</td>
<td>$22 $24</td>
<td>$13 $15</td>
<td>$14 $12</td>
<td>$9 $10</td>
</tr>
</tbody>
</table>

^{(1)} All Parking fees, excluding valet parking, include sales tax. The sales tax is based on applicable tax jurisdiction.

^{(2)} Effective September 1, 2016

Insufficient Funds (ISF) – Unpaid Parking Fees

A $10 charge will be applied to all ISF’s.

Employee Transportation Charges (ETC)

<table>
<thead>
<tr>
<th>Fee</th>
<th>Frequency</th>
</tr>
</thead>
<tbody>
<tr>
<td>Concession Employees</td>
<td>$54 $50 Monthly</td>
</tr>
<tr>
<td>Non Concession Employees</td>
<td>$56 $50 Monthly</td>
</tr>
</tbody>
</table>

DFW Airport has the right to periodically audit tenants' payroll records to validate ETC fees assessed.

1. Entities operating under separate agreements with the Airport Board are subject to the charges outlined in those agreements.

2. Federal agencies may have a modification to the requirement to submit an annual headcount that may address the specific employee of that agency and require the employee to pay the ETC.

3. Payroll Personnel listings are required when submitting the Annual or any Revised ETC report. ETC reports will not be processed without payroll documents. Payroll Personnel listings are required to include the following:
   A. Last name, first name, and position title of all employees who work at the DFW Airport, regardless of the number of hours worked.
QUICK REFERENCE GUIDE
(For additional detail, see each pertaining section)

**Ground Rental Rates**

<table>
<thead>
<tr>
<th>Type</th>
<th>Fee</th>
<th>Unit</th>
</tr>
</thead>
<tbody>
<tr>
<td>Annual Ground Rental Rate</td>
<td>$26,897 $27,058</td>
<td>Acres</td>
</tr>
</tbody>
</table>

**GROUND TRANSPORTATION**

**Access Fees**

<table>
<thead>
<tr>
<th>Class Type</th>
<th>Class</th>
<th>Total Fee</th>
</tr>
</thead>
<tbody>
<tr>
<td>Taxicab (1)(2)</td>
<td>Three</td>
<td>$4.00</td>
</tr>
<tr>
<td>Limousine (2)</td>
<td>Four</td>
<td>$4.43</td>
</tr>
<tr>
<td>Pre-Arranged (Other) (2)</td>
<td>Eleven</td>
<td>$4.00</td>
</tr>
<tr>
<td>Bus (2)</td>
<td>Five</td>
<td>$6.36</td>
</tr>
<tr>
<td>Courtesy Vehicle (2)</td>
<td>Eight</td>
<td>$2.19</td>
</tr>
<tr>
<td>Pre-Arranged (TNC) (3)(4)</td>
<td></td>
<td>$4.00</td>
</tr>
<tr>
<td>Shared Ride/Shuttle</td>
<td>Two</td>
<td>$3.49</td>
</tr>
</tbody>
</table>

(1) This fee applies to dispatched pick up and drop off within the central terminal area. The total fee is the amount to be collected from the customer, and it includes the NTTA transaction fee.

(2) Use of the NTTA TollTag system is required for all classes, unless another payment process is approved. Failure to utilize this system will result in a $22 $24 charge.

(3) Effective August 1, 2015

(4) Transportation Network Company (TNC) operators shall pay the Board $2.00 for each trip to the Airport. In addition, drivers shall pay public parking rates (a minimum of $2.00) while at the Airport. $4.00 of the total charge is considered an access fee and not public parking revenue.

(5) Access fees are charged per trip. Commercial vehicle operators on airport property in excess of twenty-four (24) hours shall pay public parking rates. Effective November 1, 2015, access fees will apply to the first two (2) hours at the Airport. After the first two (2) hours, additional charges apply at the public parkers rate. Any amount paid over the listed access fees will be considered as public parking revenue.

**Driver Permit Fees**

<table>
<thead>
<tr>
<th>Permit Type</th>
<th>Fee</th>
</tr>
</thead>
<tbody>
<tr>
<td>Renewal Driver Application</td>
<td>$40</td>
</tr>
<tr>
<td>New Driver Application</td>
<td>$60</td>
</tr>
<tr>
<td>Duplicate/Replacement Driver Permit</td>
<td>$25</td>
</tr>
<tr>
<td>Change/Add driver or provisional permit</td>
<td>$10</td>
</tr>
</tbody>
</table>

(4) Driver Permit Fees expire on December 31, 2015
Decal Fees

<table>
<thead>
<tr>
<th>Type</th>
<th>Fee</th>
<th>Frequency</th>
</tr>
</thead>
<tbody>
<tr>
<td>Taxicab/Limousine/Pre-Arranged(Other)</td>
<td>$0</td>
<td>Annual</td>
</tr>
<tr>
<td>Re-issue/replacement</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Taxicab/Limousine/Pre-Arranged(Other)</td>
<td>$25</td>
<td>Per occurrence</td>
</tr>
<tr>
<td>Courtesy Vehicle</td>
<td>$25</td>
<td>Per occurrence</td>
</tr>
<tr>
<td>Courtesy Vehicle</td>
<td>$0</td>
<td>Annual</td>
</tr>
<tr>
<td>Temporary Courtesy Vehicle</td>
<td>$0</td>
<td>Per occurrence</td>
</tr>
<tr>
<td>Vehicles placed back into service within thirty (30) days after being removed</td>
<td>$20-$9</td>
<td>Per occurrence</td>
</tr>
<tr>
<td>Motor Vehicle Title/Registration Search</td>
<td>$1</td>
<td>Per search</td>
</tr>
<tr>
<td>Late Document Fees (1)</td>
<td>$5</td>
<td>Daily up to 30 days per vehicle</td>
</tr>
</tbody>
</table>

(1)Late Document fees apply to Taxicabs, Limousine, Pre-Arranged (Other), and Courtesy operating authority holders who fail to submit required inspection documents by the due date.

Meet & Greet Service Fees

<table>
<thead>
<tr>
<th>Service</th>
<th>Fee</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Meet &amp; Greet Request</td>
<td>$20</td>
<td></td>
</tr>
<tr>
<td>Staging Fee</td>
<td>$10</td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Service</th>
<th>Fee</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Staging Fee</td>
<td>$10</td>
<td></td>
</tr>
</tbody>
</table>

UTILITIES

Water

<table>
<thead>
<tr>
<th>Type</th>
<th>Fee</th>
<th>Unit</th>
</tr>
</thead>
<tbody>
<tr>
<td>Treated Water Charge</td>
<td>$4.45</td>
<td>1,000 Gallons</td>
</tr>
<tr>
<td>Reclaimed Water Charge</td>
<td>$4.45</td>
<td>1,000 Gallons</td>
</tr>
<tr>
<td>Sewer</td>
<td>$3.25</td>
<td>1,000 Gallons</td>
</tr>
</tbody>
</table>
QUICK REFERENCE GUIDE
(For additional detail, see each pertaining section)

Trash Service Fees

<table>
<thead>
<tr>
<th>Service Type</th>
<th>Fee</th>
<th>Unit</th>
</tr>
</thead>
<tbody>
<tr>
<td>Front Load Service</td>
<td>$3.30</td>
<td>Cubic Yard</td>
</tr>
<tr>
<td>Roll-Off Truck Open Top Service</td>
<td>$9.60</td>
<td>Cubic Yard</td>
</tr>
<tr>
<td>Compactor Service</td>
<td>$10.50</td>
<td>Cubic Yard</td>
</tr>
<tr>
<td>Compactor Monitoring Service (Optional with</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Compactor Service) (1)</td>
<td>$350</td>
<td>Monthly</td>
</tr>
</tbody>
</table>

(1) Compactor Monitor -charges do not include sales tax.

Trash Containers-Rental Fees

<table>
<thead>
<tr>
<th>Trash Containers-Rental Fees</th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Front Load Container</td>
<td>$30</td>
<td>Monthly</td>
</tr>
<tr>
<td>Open Top Container</td>
<td>$110</td>
<td>Monthly</td>
</tr>
<tr>
<td>Compactor Container</td>
<td>$130</td>
<td>Monthly</td>
</tr>
</tbody>
</table>

Administrative Fees

<table>
<thead>
<tr>
<th>Administrative Fees</th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Security Deposit (1)</td>
<td>2 months</td>
<td>Per container</td>
</tr>
<tr>
<td>Re-Instatement fee (2)</td>
<td>$150</td>
<td>Per event</td>
</tr>
</tbody>
</table>

(1) Security deposit does not apply to trash containers located within the central terminal areas.

(2) Solid Waste containers will be removed from service for non-payment. In order to resume solid waste service, the past-due invoices must be made current and a $150 re-instatement fee must be paid.
Finance/ Audit

Discussion
DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD
COMMITTEE DISCUSSION ITEM

<table>
<thead>
<tr>
<th>Meeting Date</th>
<th>Subject</th>
<th>Committee</th>
</tr>
</thead>
<tbody>
<tr>
<td>06/30/2016</td>
<td>Monthly Report</td>
<td>Finance/Audit</td>
</tr>
</tbody>
</table>

**Item For Discussion**
Report to the Airport Board all Contracts and Purchase Orders valued between $25,000.00 and $50,000.00 and Contract/Purchase Order Increases/Decreases valued between $25,000.00 and $50,000.00, for the month of May 2016.

**Description**

- Attached is a list of all Contracts and Purchase Orders valued between $25,000.00 and $50,000.00 and Contract/Purchase Order Increases/Decreases valued between $25,000.00 and $50,000.00, which were approved by Board Staff under the delegated authority during the month of May 2016.
# PURCHASE ORDERS BETWEEN $25,000.00 AND $50,000.00 (MAY 2016)

<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>Calibre Systems Inc. Alexandria, Virginia</td>
<td>271911</td>
<td>Active Navigation Software</td>
<td>Information Technology Services</td>
<td>NTE $49,995.00 Paid to Date: $49,995.00</td>
</tr>
<tr>
<td></td>
<td></td>
<td>• Requisition No. 256402</td>
<td></td>
<td></td>
</tr>
<tr>
<td>ComputerMinds.com Euless, Texas</td>
<td>271926</td>
<td>Microsoft Windows 10 Technical and End User Training</td>
<td>Information Technology Services</td>
<td>NTE $27,540.00 Paid to Date: $0.00</td>
</tr>
<tr>
<td></td>
<td></td>
<td>• Requisition No. 255804</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Core Telecom Systems Inc. Saint Louis, Missouri</td>
<td>271931</td>
<td>Fiber Optic Communications Equipment</td>
<td>Design, Code and Construction</td>
<td>$49,934.48 Paid to Date: $0.00</td>
</tr>
<tr>
<td></td>
<td></td>
<td>• Requisition No. 256239</td>
<td></td>
<td></td>
</tr>
<tr>
<td>HYATT Regency DFW DFW Airport, Texas</td>
<td>271891</td>
<td>Contracting Opportunity Forum</td>
<td>Design, Code and Construction</td>
<td>NTE $45,000.00 Paid to Date: $0.00</td>
</tr>
<tr>
<td></td>
<td></td>
<td>• Requisition No. 256090, 256095, 256177, 256186</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Skidata Inc Hillsborough, New Jersey</td>
<td>271764</td>
<td>Parking Control System Parts</td>
<td>Information Technology Services</td>
<td>$25,870.00 Paid to Date: $0.00</td>
</tr>
<tr>
<td></td>
<td></td>
<td>• Requisition No. 256065</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Skidata Inc Hillsborough, New Jersey</td>
<td>271782</td>
<td>Parking Control System Repair Services</td>
<td>Risk Management</td>
<td>$25,696.00 Paid to Date: $0.00</td>
</tr>
<tr>
<td></td>
<td></td>
<td>• Requisition No. 256171</td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>TOTAL</strong></td>
<td></td>
<td></td>
<td></td>
<td><strong>$224,035.48</strong></td>
</tr>
<tr>
<td>VENDOR/LOCATION</td>
<td>PO/CONTRACT NO.</td>
<td>DESCRIPTION</td>
<td>DEPARTMENT</td>
<td>AMOUNT</td>
</tr>
<tr>
<td>-----------------</td>
<td>----------------</td>
<td>-------------</td>
<td>------------</td>
<td>--------</td>
</tr>
<tr>
<td>SoapBox Innovations Inc. Toronto, Ontario, Canada</td>
<td>7006364</td>
<td>Inbox Software Program</td>
<td>Human Resources</td>
<td>NTE $39,000.00</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>Paid to Date: $0.00</td>
</tr>
</tbody>
</table>

**TOTAL** $39,000.00
# Professional Services Contracts Between $25,000.00 and $50,000.00 (May 2016)

<table>
<thead>
<tr>
<th>Vendor/Location</th>
<th>PO/Contract No.</th>
<th>Description</th>
<th>Department</th>
<th>Amount</th>
<th>Paid to Date</th>
</tr>
</thead>
<tbody>
<tr>
<td>Almeida, Rotenberg &amp; Boscoli</td>
<td>8004988</td>
<td>Legal Services: Business Practices</td>
<td>Legal</td>
<td>$45,000.00</td>
<td></td>
</tr>
<tr>
<td>de Advogados Sao Paulo, Brazil</td>
<td></td>
<td></td>
<td></td>
<td>$45,000.00</td>
<td>Paid to Date: $0.00</td>
</tr>
<tr>
<td>Johnson, Vaughn &amp; Heiskell</td>
<td>8004989</td>
<td>Legal Services: Contracting Practices</td>
<td>Legal</td>
<td>$35,000.00</td>
<td></td>
</tr>
<tr>
<td>Fort Worth, Texas</td>
<td></td>
<td></td>
<td></td>
<td>$35,000.00</td>
<td>Paid to Date: $0.00</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td></td>
<td></td>
<td></td>
<td><strong>$80,000.00</strong></td>
<td></td>
</tr>
</tbody>
</table>
# CONTRACT/PURCHASE ORDER INCREASES/DECREASES ($25,000 OR GREATER)
## (APPROVED BY BOARD STAFF UNDER THEIR DELEGATED AUTHORITY – MAY 2016)

<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>BOKF, NA DBA Bank of Texas Fort Worth, Texas</td>
<td>8004791</td>
<td>Mineral Revenue Processing and Consulting Services</td>
<td>Commercial Development</td>
<td>Contract Value: $76,675.00</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>This Action: $30,000.00</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>Revised Contract Value: $106,475.00</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>Paid to Date: $62,107.62</td>
</tr>
<tr>
<td>Dunbar Armored, Inc. Hunt Valley, Maryland</td>
<td>8004304</td>
<td>Armored Car Services</td>
<td>Treasury Management</td>
<td>Contract Value: $148,824.00</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>This Action: $49,608.00</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>Revised Contract Value: $198,432.00</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>Paid to Date: $108,946.23</td>
</tr>
<tr>
<td>Luis A. Galindo Fort Worth, Texas</td>
<td>8004963</td>
<td>Legal Services: DFW vs. INET Airport Systems</td>
<td>Legal</td>
<td>Contract Value: $148,750.00</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: $197,500.00</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>Paid to Date: $143,460.62</td>
</tr>
<tr>
<td>Skidata Inc. Hillsborough, New Jersey</td>
<td>7004046</td>
<td>Parking Control System</td>
<td>Information Technology Services</td>
<td>Contract Value: $19,407,355.11</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>This Action: $28,067.50</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>Revised Contract Value: $19,435,422.61</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>Paid to Date: $17,941,684.46</td>
</tr>
</tbody>
</table>

**TOTAL** $156,425.50
AGENDA
CONCESSIONS/COMMERCIAL DEVELOPMENT COMMITTEE
Tuesday, June 28, 2016
1:25 p.m.

CONCESSIONS/COMMERCIAL DEVELOPMENT COMMITTEE


Consent Items for Consideration

K. Smith
30. Approve execution of Purchase Order No. 271915, for Floor Maintenance Equipment, with Torrez Paper Company, of Dallas, Texas, in the amount of $87,184.89.

Action Items for Consideration

K. Smith
31. Approve execution of Contract No. 7006363, for Terminal D Custodial and Floor Cleaning Services, to UBM Enterprises, Inc., of Dallas, Texas, in an amount not to exceed $6,926,275.40 for a term not to exceed twelve months.

J. Terrell
32. Approve execution of a Lease Agreement with Drive Nation Sports LLC ("Tenant") for approximately 16.2 acres of land to develop and operate a youth sports complex

33. Approve execution of a Reimbursement Agreement with Drive Nation Sports LLC (TENANT) for an amount not to exceed $850,000

CLOSED SESSION

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

   a) TEX Rail Easement Negotiations

OPEN SESSION

J. Terrell
35. Approve execution of the DFW Airport Station Commitment Agreement ("Agreement") with the Fort Worth Transportation Authority regarding the TEX Rail transit project.
**Discussion Item**

Z. Campbell  

36. **Permits Issued by Concessions.**
Concessions/ Commercial Development

Consent
Date: 06/30/2016  
Committee: Concessions/Commercial Development  
Subject: Floor Maintenance Equipment  
Resolution #:  

**Action**
That the Chief Executive Officer or designee be authorized to execute Purchase Order No. 271915, for Floor Maintenance Equipment, with Torrez Paper Company, of Dallas, Texas, in the amount of $87,184.89.

**Description**
- Purchase twenty-two pieces of floor maintenance equipment, three walk-behind floor scrubbers, two ride-on floor scrubbers, six floor stripping machines, two carpet extractor machines, two low speed floor machines, three wet/dry vacuums, four floor dryers.

**Justification**
- Replace ten year old floor equipment in Terminal D to ensure we meet the new standards and keep to the specifications outlined in the Terrazzo polishing program.
- The new equipment will give our service providers the opportunity to maintain and keep the Terminal clean and friendly.

**D/S/M/WBE Information**
- N/A - Not subject to the goal per the Board's SBE Policy due to the nature of the procurement (Goods/Finished Products).
- Torrez Paper Company is a certified Small Business Enterprise (NF-C); therefore their self-performance will be counted towards the Board's overall SBE Program goals.

**Schedule/Term**
- Purchase Date: June 2016  
- Delivery Date: July 2016

<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>271915</td>
<td></td>
<td>$87,184.89</td>
<td></td>
<td>$0</td>
</tr>
</tbody>
</table>

For Information contact  
Kevin Smith
3-8402

<table>
<thead>
<tr>
<th>Fund</th>
<th>Project #</th>
<th>External Funding Source</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>0102</td>
<td></td>
<td></td>
<td>$87,184.89</td>
</tr>
</tbody>
</table>
**Additional Information**

- Six (6) Bids, including one (1) from SBE firm, were received on or before the due date of June 1, 2016.

<table>
<thead>
<tr>
<th>Bidders</th>
<th>Bid Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Torrez Paper Company, Dallas, Texas</td>
<td>$34,503.95 (Partial Bid)</td>
</tr>
<tr>
<td>Professional Polish, Inc., Fort Worth, Texas</td>
<td>$84,444.58 (Partial Bid)</td>
</tr>
<tr>
<td>Torrez Paper Company, Dallas, Texas</td>
<td>$87,184.89</td>
</tr>
<tr>
<td>Praetorian Operating, Inc. dba Campbell Paper Company, Fort Worth, Texas</td>
<td>$96,105.34</td>
</tr>
<tr>
<td>Pollock Paper Distributors, Grand Prairie, Texas</td>
<td>$99,956.28</td>
</tr>
<tr>
<td>Unica Janitorial Solutions LLC, Fort Worth, Texas</td>
<td>$106,782.68</td>
</tr>
</tbody>
</table>

**Note:**
1. SBE-Certified with NCTRCA and National Minority Supplier Diversity Council, State of Texas-HUB Certified.

- Torrez Paper Company, of Dallas, Texas, is the lowest responsive, responsible Bidder.

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

That the Chief Executive Officer or designee be authorized to execute Purchase Order No. 271915, for Floor Maintenance Equipment, to Torrez Paper Company, of Dallas, Texas, in the amount of $87,184.89.

**Approved as to Form by**

Rodriguez, Elaine  
Legal Counsel  
Jun 16, 2016 1:48 pm

**Approved as to Funding by**

Underwood, Max  
Vice President Finance  
Jun 16, 2016 2:27 pm

**Approved as to M/WBE by**

Lee, Tamela  
Vice President Business Diversity and Development  
Jun 16, 2016 1:23 pm

**SIGNATURE REQUIRED FOR APPROVAL**

**Approved by**

Department Head  
Customer Service  
Jun 15, 2016 4:42 pm

Chief Executive Officer  
Pending
Concessions/ Commercial Development

Action
**Action**

That the Chief Executive Officer or designee be authorized to execute Contract No. 7006363, for Terminal D Custodial and Floor Cleaning Services, to UBM Enterprises, Inc., of Dallas, Texas, in an amount not to exceed $6,926,275.40, for a term not to exceed twelve months.

**Description**

- Award a Contract for Terminal D Custodial and Floor Cleaning Services.

**Justification**

- This interim Contract award is based on Local Government Code 252.022 exemption as an action necessary to preserve and protect the public's health and safety.
- Custodial Services for DFW Airport Terminals are now under the direction of Customer Experience as of March 31, 2016.

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

- In accordance with the Board's SBE Program, the SBE goal for this contract is 20%.
- UBM Enterprises, Inc. has committed to achieving 20% SBE participation utilizing Master Cleaning Supply, Inc., (PF-C).

**Schedule/Term**

- Start Date: August 2016
- Contract Term: Not to exceed twelve months.

<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>7006363</td>
<td>NTE</td>
<td></td>
<td>NTE $6,926,275.40</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>Kevin Smith</td>
<td>102</td>
<td></td>
<td></td>
<td>$6,926,275.40</td>
</tr>
</tbody>
</table>
BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to execute Contract No. 7006363, for Terminal D Custodial and Floor Cleaning Services, to UBM Enterprises, Inc., of Dallas, Texas, in an amount not to exceed $6,926,275.40, for a term not to exceed twelve months.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Jun 16, 2016 4:07 pm

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
Jun 16, 2016 2:27 pm

Approved as to M/WBE by
Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Jun 16, 2016 1:23 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head
Customer Service
Jun 15, 2016 4:47 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>06/30/2016</td>
<td>Concessions/Commercial</td>
<td>Ground lease agreement with Drive Nation</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Development</td>
<td>Sports LLC, in Irving</td>
<td></td>
</tr>
</tbody>
</table>

**Action**
That the Chief Executive Officer or designee be authorized to execute a Lease Agreement with Drive Nation Sports LLC, ("Tenant") for approximately 16.2 acres of land to develop and operate a youth sports complex

**Description**
- Enter into a ground lease on approximately 16.2 acres for the development and operation of a youth sports complex located at the southeast corner of Rental Car Drive and the proposed Passport Drive south extension, for a term of 40-years.
- The Tenant will construct a training/event facility to contain approximately 75,613 square feet of space, an outdoor football field/track, a practice field, and two ancillary buildings to the outdoor fields.
- Execution of lease contemplated in this OBA is contingent on (i) finalizing lease terms, (ii) National Environmental Policy Act (NEPA) approval, and (iii) airspace approval by Federal Aviation Administration (FAA).
- Tenant shall have no entitlement to have Premises included within DFW's Foreign Trade Zone Boundaries.

**Justification**
- The development of this facility will generate initial rent income of approximately $145,839 per year or $12,153 per month and rent starting at year four (4) will be $282,269 per year or $23,522 per month.
- Strategic Plan Benefits:
  - Assists with development of land on DFW Airport in support of Board's Land Use Plan.
  - Encourages non-core business developments consistent with the Board's policies.
  - Increases non-airline revenues and supports trade within the Dallas/Fort Worth region.

**D/S/M/WBE Information**
- In accordance with the Board's Business Diversity Programs, no ACDBE goal was set for this lease due to the size and scope which does not lend itself to ACDBE participation.
- Drive Nation Sports, LLC has committed to achieving 20% MBE participation in the construction of the facilities associated with this ground lease inclusive of the associated site improvements in the reimbursement agreement.

**Schedule/Term**
The ground lease term will be for a 40-year period.

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<th>Contract #</th>
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**For Information contact**
John Terrell
3-4655

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Additional Information

- Initial ground rent on the 7.5-acre, Phase 1, area is based on 10% per year of value of the $4.00 appraised value of the land, or $0.40 per square foot. The rent on the 8.7-acre, Phase 2, area is $0.04 per square foot for the four year period or until the outdoor fields and ancillary buildings are constructed. The initial ground rent is approximately $145,839 per year or $12,153 per month, and rent starting at year four (4) will be $282,269 per year or $23,522 per month.
- The lease contains ground rent escalations throughout the 40-year term. Rent escalations occur every five (5) years at a rate of 3% per year compounded annually for the first 20 years. After 20 years, the land will be appraised and ground rent reestablished based on 10% of the new appraised value. Ground rent will thereafter increase with the CPI (Consumer Price Index) after 25, 30, and 35.

Funding

- Board will reimburse Drive Nation Sports LLC, through a separate Reimbursement Agreement, for actual costs incurred towards Board Improvements. Reimbursement shall not exceed $850,000. The pay back for these improvements will be approximately 5 years and 5 months. The Internal Rate of Return is 22.5%.
- No impact on O&M Budget is anticipated.

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to execute a Lease Agreement with Drive Nation Sports LLC, ("Tenant") for approximately 16.2 acres of land to develop and operate a youth sports complex

Approved as to Form by

Rodriguez, Elaine
Legal Counsel
Jun 16, 2016 2:06 pm

Approved as to Funding by

Underwood, Max
Vice President Finance
Finance
Jun 15, 2016 8:27 pm

Approved as to M/WBE by

Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Jun 16, 2016 1:23 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head
Commercial Development
Jun 15, 2016 2:36 pm

Pending
Chief Executive Officer
Date
Drive Nation Sports LLC
A Texas Limited Liability Company

Project Summary and Justification

Drive Nation Sports LLC is a Texas limited liability company licensed to do business in the state of Texas. Drive Nation Sports LLC, requests to lease approximately 16.2 acres of land for the development of a youth sports complex training facility to contain approximately 75,613 S.F. of space, an outdoor football field/track, a practice field, and two ancillary buildings to the outdoor fields.

Drive Nation is the brainchild of NBA All-Star Jermaine O’Neal creating a national destination for athlete development and tournament play. The proposed facility will host year round youth basketball leagues, weekend tournaments, boot-camp training for adults, USA volleyball tournaments, AAU tournaments for both regional and national events and the NIKE EYBL tournament once a year which brings the top high school players and top college coaches in the country to this facility. Mr. O’Neal has big plans for securing scholarship dollars to ensure that Drive Nation is accessible to athletes of all backgrounds. The Youth Sports Complex facility will include a training facility offering the best in trainers, coaches, equipment, and technology. The building includes indoor basketball courts convertible to volleyball courts; an indoor half-football field; 50-yard indoor track; and fitness and conditioning areas stocked with top-of-the-line equipment and training technology. The project will also feature a health-focused cafeteria and a large mezzanine where friends and family can watch and relax between games.

The 75,613 S.F. building will be constructed on approximately 7.5 acre, Phase 1, area and initial rent is based on 10% per year of value of the land, or $0.40 per S.F. Drive Nation Sports LLC will also lease an adjacent 8.7-acre must-take, Phase 2, area for four years at a rent of $0.04 per S.F. The Phase 2 area is to construct two outdoor fields and two ancillary buildings complimentary to the 75,613 facility. If the fields are constructed within the four-year period, the rent on the Phase 2 area will automatically increase to the full rental rate of $0.40 per S.F. If the fields are not expanded during the four-year period, or never constructed, the rent will automatically increase to the full rental on the Phase 2 area at the end of the four-year period.

DFW is the preferred site location for development of the facility due to its central location in the metroplex and its high visibility and convenient roadway access. The subject site location enables convenience to college recruitment and tournament activities from athletes across the country supporting travel to the region.

This 40-year ground lease with Drive Nation Sports LLC, supports the Strategic Imperatives by increasing non-airline revenues, and increasing the economic benefits that Dallas and Fort Worth receive from concurrent commercial development providing
hotel room demand and retail/restaurant activity in Southgate Plaza. This proposed development and use conforms to the Land Use Plan.

This proposed lease of land will generate initial ground rent income of approximately $145,839 per year or $12,153 per month and rent starting at year four (4) will be $282,269 per year or $23,522 per month. The rent represents 10% per year of the appraised value of $4.0 per square foot on 7.5 acre, Phase 1, or $0.40 per square foot, and $0.04 per square foot on the 8.7-acre, Phase 2, area.

The ground rental will be increased every five years at a rate of 3% per year compounded annually for the first 20 years, totaling 56% increase over this period of time. After 20 years, the lease premises will be appraised and ground rent re-established based upon 10% of the new appraised value. Ground rent will thereafter increase with the CPI (Consumer Price Index) after years 25, 30, and 35.

Upon construction, the facility will become property of DFW Airport to be occupied by Drive Nation Sports LLC under the leasehold estate created by the ground lease. Upon expiration or termination of this 40-year lease, the possession and control of the facility will belong to DFW Airport. At that time, the facility can be available for DFW Airport to refurbish, if necessary, and then lease thereby generating facility rent in addition to ground rent. The cost to construct the initial new facility, Phase 1, containing approximately 75,613 S.F. is approximately $7,900,000 and the cost to construct the outdoor fields and ancillary buildings, Phase 2, is approximately $2,500,000.
### Official Board Action/Resolution

**Date**
06/30/2016

**Committee**
Concessions/Commercial Development

**Subject**
Reimbursement Agreement with Drive Nation Sports LLC.

**Resolution #**

### Action

That the Chief Executive Officer or designee be authorized to execute a Reimbursement Agreement with Drive Nation Sports LLC (TENANT) for an amount not to exceed $850,000.

### Description

- An Official Board Action is being requested at the June 30th Board Meeting to authorize DFW Airport to lease approximately 16.2 acres to Drive Nation Sports LLC for development of a Youth Sports Complex.
- The proposed Drive Nation Youth Sports Complex plans to host year-round weekend tournaments for youth basketball leagues, boot-camp training for adults, USA Volleyball tournaments, AAU tournaments for both regional and national events and the Nike EYBL tournament once a year which brings the top high school players and top college coaches in the country to this facility.
- The Reimbursement Agreement associated with the Lease references Board Improvements to be designed and constructed by the Tenant and reimbursed by DFW Airport.
- The following activities need to be designed and constructed in order to render the site ready for development:
  - Sitework (including but not limited to mass grading, tree clearing, demolition of abandoned batch-plant remnants)
  - Sanitary Sewer extension from offsite tie-in location approximately 750 feet west of the site.

### Justification

- Contributes DFW Airport Strategic Plan of staying cost competitive by increasing non-airline revenues.
- In order to execute the above mentioned lease, the site will have to be rendered ready for development by ensuring that (1) all utilities are brought to site proximity and (2) the site has been cleared (of trees and existing abandoned structures) and mass graded.
- The payback on the investment benefiting the Drive Nation Youth Sports Complex will be approximately 5.47 years.

### D/S/M/WBE Information

- Drive Nation committed to achieving 20% MBE participation in the construction of the facility associated with this ground lease inclusive of the associated site improvements in the reimbursement agreement.
- The 20% MBE commitment applies cumulatively to the construction of the facility noted above is also applicable in aggregate to site improvements needed to support the development of the facility noted above and this reimbursement agreement.

### Contract, Agreement, Purchase Order

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<tr>
<td>John Terrell</td>
<td>DFW Capital Acct - JRB</td>
<td>26570-01</td>
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Schedule:
TENANT is to complete the work within twelve (12) months from start of construction.

Financial Analysis:

- Reimbursement Amount = $850,000
- Annual Rent in Year 1 (with 4 year must-take option) = $145,839, Year 4 = $282,269
- Net Present Value of Investment = $3,305,714
- Internal Rate of Return = 22.5%
- Project Payback = 5.47 years

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to execute a Reimbursement Agreement with Drive Nation Sports LLC (TENANT) for an amount not to exceed $850,000

Approved as to Form by

Rodriguez, Elaine
Legal Counsel
Jun 16, 2016 2:13 pm

Approved as to Funding by

Underwood, Max
Vice President Finance
Finance
Jun 15, 2016 8:27 pm

Approved as to M/WBE by

Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Jun 16, 2016 1:57 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head
Commercial Development
Jun 15, 2016 2:37 pm

Pending

Chief Executive Officer
Date
Drive Nation Youth Sports Complex

Site Location

Board Improvements
- Sitework area approx. 16.2 acres
- Sanitary sewer extension
Date 06/30/2016  Committee Concessions/Commercial Development  Subject DFW Airport Station Commitment Agreement with Fort Worth Transportation Authority  Resolution #

**Action**

That the Chief Executive Officer or designee be authorized to execute the DFW Airport Station Commitment Agreement ("Agreement") with the Fort Worth Transportation Authority regarding the TEX Rail transit project.

**Description**

- DFW Airport is partnering with the Fort Worth Transportation Authority (FWTA) to bring commuter rail service to the Airport.
- TEX Rail is a 27-mile commuter rail project being developed by FWTA, which will extend from downtown Fort Worth to DFW Airport, and include two on-Airport stations - DFW North Station and DFW Airport Station near Terminal B.
- FWTA is expecting to receive a grant from the Federal Transit Administration (FTA) to complete funding requirements for the project. The FTA requires certain assurances concerning the construction of the DFW Airport Station near Terminal B in order to release the grant funds to FWTA.
- The assurances documented in the Agreement entail the following commitments by DFW Airport:
  - At DFW's cost and direction, DFW will design and construct the DFW Rail Facilities, subject to Majority-In-Interest approval by the signatory airlines. "DFW Rail Facilities" shall consist of the platform, walkways, canopy and landscaping for the DFW Airport Station, but will expressly exclude the TEX Rail trackway and signal systems within the DFW Airport Station. DFW's current cost estimate of the scope of work, including insurance and other appropriate soft costs, is $40 Million.
  - DFW agrees to complete the DFW Rail Facilities in accordance with certain federal procurement standards relating to requirements for federal grant awards and the FTA's contracting requirements including the Buy America provisions. If, notwithstanding DFW's use of good faith efforts and reasonable diligence to comply with the procurement requirements, there is noncompliance by DFW, FWTA shall fully release and indemnify DFW for any lawsuit, loss, cost, liability and penalty of any kind.
  - DFW intends to work collaboratively with FWTA regarding the construction, operation and maintenance of the TEX Rail project at the Airport. DFW will grant the FWTA a temporary Construction License allowing for timely commencement of construction of the FWTA Rail Facilities according to FWTA's schedule.

**Justification**

- DFW Airport Station will allow the traveling public to take advantage of rail service from Fort Worth to connect to the Airport's Central Terminal Area.
- The public mass transit improvements will be constructed and maintained at FWTA's sole cost and expense.
- TEX Rail is projected to have 18,000 daily riders by 2035. Source: TexRail Final Environmental Impact Statement, January 2014.

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

- N/A - Not subject to the Board's D/S/M/WBE Program policies. (Conveyance of Board Property).
- Program application and the applicable goals will be determined as each method of procurement is selected and issued for design and construction of the Rail Facilities.

**Schedule/Term**

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John Terrell 3-4655
BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to execute the DFW Airport Station Commitment Agreement ("Agreement") with the Fort Worth Transportation Authority regarding the TEX Rail transit project.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
 Jun 16, 2016 2:09 pm

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
 Jun 15, 2016 8:27 pm

Approved as to M/WBE by
Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
 Jun 16, 2016 1:57 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Department Head
Commercial Development
 Jun 15, 2016 5:40 pm

Pending

Chief Executive Officer
 Date
Concessions/ Commercial Development

Discussion
# Dallas Fort Worth International Airport Board

## Committee Discussion Item

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<th>Meeting Date</th>
<th>Subject</th>
<th>Committee</th>
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<tr>
<td>06/30/2016</td>
<td>Permits Issued by Concessions</td>
<td>Concessions/Commercial Development</td>
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### Item For Discussion

Permits Issued by Concessions

See Attachment
Permits Issued by Concessions

- **Coca-Cola Refreshments USA, Inc.**, The Coca-Cola Company was issued Permit 010057 to operate one (1) attended promotional sampling event in Terminal C, near Gate C19. This activity is part of the marketing privileges pursuant to the Coca-Cola Company, Agreement No. 009986, to participate in certain advertising and promotional activities.

- **Paradies Lagardere @ Terminal D, LLC** was issued an Amendment to Lease Number 009988 for 334 square feet of storage space identified as D.S107B.1. The Amendment is co-terminus with the Lease. Concessionaire will be charged a rate of $50.00 per square foot of space, per year, subject to annual increases.

- **The Jethro Pugh Shops III, LLC** was issued an Amendment to Lease Number 009708 for 527 square feet of storage space identified as D.S104C. The Amendment is co-terminus with the Lease. Concessionaire will be charged a rate of $50.00 per square foot of space, per year, subject to annual increases.

- **Paradies-DFW 2015 (F&B), LLC** was issued an Amendment to Lease Number 009813 for two (2) storage spaces identified as D.S107B.2 for 335 square feet and D.2.ST005.A01 for 129 square feet. The Amendment is co-terminus with the Lease. Concessionaire will be charged a rate of $50.00 per square foot of space, per year, subject to annual increases.

- **Paradies-Southwest, LLC** was issued an Amendment to Lease Number 009317 for 664 square feet of storage space identified as D.S104B. The Amendment is co-terminus with the Lease. Concessionaire will be charged a rate of $50.00 per square foot of space, per year, subject to annual increases.

- **HDS & Partners at DFW, LLC** was issued an Amendment to Lease Number 008133 for 179 square feet of storage space identified as A2-096D-A03. The Amendment is co-terminus with the Lease. Concessionaire will be charged a rate of $50.00 per square foot of space, per year, subject to annual increases.

- **Host International, Inc.** was issued an Amendment to Lease Number 008647 for 168 square feet of storage space identified as E-1-053B-L03. The Amendment is co-terminus with the Lease. Concessionaire will be charged a rate of $50.00 per square foot of space, per year, subject to annual increases.

- **Host International, Inc.** was issued an Amendment to Lease Number 008646 for 166 square feet of storage space identified as E-1-053B-L02. The Amendment is co-terminus with the Lease. Concessionaire will be charged a rate of $50.00 per square foot of space, per year, subject to annual increases.

- **Coca-Cola Refreshments USA, Inc.** was issued an Amendment to Lease Number 009986 for three (3) storage spaces identified as A-2-096D-A02 for 167 square feet, B-2-013B-A07 for 216 square feet of space and D-2-ST010-A01 for 130 square feet of space. The Amendment is co-terminus with the Lease. Concessionaire will be charged a rate of $50.00 per square foot of space, per year, subject to annual increases.

- **OdehMickens DFW Concessions II** was issued an Amendment to Lease Number 009753 for 166 square feet of storage space identified as E-1-053B-L04. The Amendment is co-terminus with the Lease. Concessionaire will be charged a rate of $50.00 per square foot of space, per year, subject to annual increases.

- **HDS & Partners at DFW, LLC** was issued an Amendment to Lease Number 008648 for 300 square feet of storage space identified as E-1-053B-L01. The Amendment is co-terminus with the Lease. Concessionaire will be charged a rate of $50.00 per square foot of space, per year, subject to annual increases.