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

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

Sam Coats, Chair
William Meadows, Vice Chair
Bernice J. Washington, Secretary
Mayor Pro Tem Monica Alonzo
Lillie Biggins

Henry Borbolla III
Bridget M. Lopez
Regina Montoya
Amir Rupani
Linda Martin

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

AGENDA

A. The Invocation was given by Chaplain DD Hayes

B. The Pledge of Allegiance was recited.

C. Chairman Coats welcomed Mayor Pro Tem Monica Alonzo from the City of Dallas.

D. Announcements by Sean Donohue, CEO:

- It was announced that Board Member Lillie Biggins received the Susan Halsey Award from the Fort Worth Chamber of Commerce.
- The Mexico City Mission Trip was briefed to the Board. Board Members Bridget Lopez, Henry Borbolla, Mayors Rawlings and Price, and Mayor Pro Tem Monica Alonzo were thanked for attending and leading.
- The Design Code and Construction Department held a contracting forum in June that had over 600 business persons attend to learn more information regarding upcoming contracting opportunities
- DFW Airport hosted its own Heartwalk to support the American Heart Association. The walk was for employees and their families to raise awareness of heart disease.
- Paul Sichko was introduced as the new Vice President of Operations, reporting to Executive Vice President Jim Crites.

1 Designated voting representative by the City of Dallas
2 Non-Voting Board Member from the City of Euless
• The Media Highlights were presented.

E. The Minutes of the Regular Board Meeting of June 2, 2016 were approved.

• The Air Service Highlights were presented by John Ackerman EVP Global Strategy and Development

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

RETIREMENT/INVESTMENT COMMITTEE
Retirement/Investment Committee Chair Henry Borbolla reported that the Committee met on Tuesday, June 28, 2016, at 12:30 p.m., in the Board Room of the DFW Airport Headquarters Building and recommended approval of the following:

1. The Retirement/Investment Committee Meeting of May 31, 2016 were approved during the Committee Meeting of June 28, 2016.

Discussion Item

2. External Audit of the Pension Plans was presented by Deloitte & Touche.

Action Items for Consideration

3. The Airport Board unanimously adopted Resolution No. 2016-07-146 to 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.

OPERATIONS COMMITTEE
Operations Committee Chair William Meadows reported that the Committee met on Tuesday, June 28, 2016, at 12:45 p.m., in the Board Room of the DFW Airport Headquarters Building and recommended approval of the following:

4. The Minutes of the Operations Committee Meeting of May 31, 2016 were approved during the Committee Meeting of June 28, 2016.

Consent Items for Consideration

5. The Airport Board unanimously adopted Resolution No. 2016-07-147 to 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. The Airport Board unanimously adopted Resolution No. 2016-07-148 to 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. The Airport Board unanimously adopted Resolution No. 2016-07-149 to 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.

8. The Airport Board unanimously adopted Resolution No. 2016-07-150 to 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

10. The Airport Board unanimously adopted Resolution No. 2016-07-152 to 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. The Airport Board unanimously adopted Resolution No. 2016-07-153 to 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. The Airport Board unanimously adopted Resolution No. 2016-07-154 to 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. The Airport Board unanimously adopted Resolution No. 2016-07-155 to 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

N. Smith 14. Construction and Professional Services Contract Increase(s) approved by Authorized Staff were distributed to the board.
15. Decrease(s)/increase(s) in Scope of Work approved by Authorized Staff were distributed to the board.

OPERATIONS COMMITTEE ADDENDUM

ADDENDUM Action Item for Consideration


FINANCE/AUDIT COMMITTEE

Finance/Audit Committee Chair Regina Montoya reported that the Committee met on Tuesday, June 28, 2016, at 12:55 p.m., in the Board Room of the DFW Airport Headquarters Building and recommended approval of the following:

16. The Minutes of the Finance/Audit Committee Meeting of May 31, 2016 were approved at the Committee Meeting of June 28, 2016.

17. The Financial Report was presented by Max Underwood, VP Finance.

18. A Parking Update was presented by Ken Buchanan EVP Revenue Management.

Consent Items for Consideration

19. The Airport Board unanimously adopted Resolution No. 2016-07-157 to 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.

20. The Airport Board unanimously adopted Resolution No. 2016-07-158 to 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. The Airport Board unanimously adopted Resolution No. 2016-07-159 to 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

22. The Airport Board unanimously adopted Resolution No. 2016-07-160 to 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. The Airport Board unanimously adopted Resolution No. 2016-07-161 to 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.

24. The Airport Board unanimously adopted Resolution No. 2016-07-162 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.

25. The Airport Board unanimously adopted Resolution No. 2016-07-163 to approve the FY 2017 Operation Revenue and Expense Fund Budget (Fund 102).


Discussion Items

27. Monthly D/S/M/WBE Expenditure Report was distributed to the Board.

28. Purchase Orders/Contracts and Professional Services Contracts approved by Authorized Staff were distributed to the Board.

CONCESSIONS/COMMERCIAL DEVELOPMENT COMMITTEE

Concessions/Commercial Development Committee Acting Chair Lillie Biggins reported that the Committee met on Tuesday, June 28, 2016, at 1:25 p.m., in the Board Room of the DFW Airport Headquarters Building and recommended approval of the following:

29. The Minutes of the Concessions/Commercial Development Meeting of May 31, 2016 were approved at the Committee Meeting of June 28, 2016.

Consent Items for Consideration

30. The Airport Board unanimously adopted Resolution No. 2016-07-165 to 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

31. The Airport Board unanimously adopted Resolution No. 2016-07-166 to 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.

32. The Airport Board unanimously adopted Resolution No. 2016-07-167 to 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. The Airport Board unanimously adopted Resolution No. 2016-07-168 to 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 551.072 of the Texas Government Code, a closed session will be held for the purposes of deliberating the purchase, exchange, lease or value of real property, if the deliberation in an open meeting would have a detrimental effect on the position of the Board in negotiations with a third person, to wit:
   a) TEX Rail Easement Negotiations

OPEN SESSION

35. The Airport Board unanimously adopted Resolution No. 2016-07-169 to approve execution of the DFW Airport Station Commitment Agreement ("Agreement") with the Fort Worth Transportation Authority regarding the TEX Rail transit project.

Discussion Item

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

FULL BOARD

Discussion Items

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

38. Next Committee meetings – August 2, 2016

   Next Regular Board meeting – August 4, 2016