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, March 3, 2016, pursuant to earlier notification thereof to the members of the Board and public. The following quorum was present:

Sam Coats, Chair                      Henry Borbolla III
William Meadows, Vice Chair          Bridget M. Lopez
Bernice J. Washington, Secretary     Curtis Ransom
Mayor Mike Rawlings                   Amir Rupani
Mayor Betsy Price                     Linda Martin¹
Lillie Biggins

Board staff in attendance:
Sean Donohue, John Ackerman, Ken Buchanan, Jim Crites, Khaled Naja, Chris Poinsatte, Linda Valdez Thompson, Rob Darby, Elaine Rodriguez, Alan Black, Mazhar Butt, Zenola Campbell, Rusty Hodapp, Robert Horton, Tamela Lee, Ollie Malone, Jr., Mike Phemister, Mary Jo Polidore, Steve Shaffer, Nate Smith, Greg Spoon, Max Underwood and Kristy Anderson

AGENDA

A. The invocation was given by Chaplain "DD" Hayes

B. The Pledge of Allegiance was recited.

C. Announcements by Sam Coats, Chair:
   • Former Board Member William Tsao, whose term ended on January 31, 2016, was recognized and presented with a gift and a resolution. Mayors Rawlings and Price and Board Chair Sam Coats thanked William Tsao for his service and contribution.

   Announcements by Sean Donohue, CEO:
   • Board Member Lillie Biggins was congratulated for being recognized with the Global Vision Award by the Greater Dallas Taiwanese Chamber of Commerce at their Chinese New Year Charity Gala.
   • DFW Airport held a breakfast in February for all minority chamber partners. The breakfast was attended by all 12 presidents of the Minority Chambers and Advocacy Groups and also by Board Chair Sam Coats.
   • DFW Airport was selected as the 2015 Public Entity of the Year by the Regional Hispanic Contractor’s Association and was recognized for its role in supporting the Hispanic Community and the DFW Economy. Board Chair Sam Coats and Board Member Bridget Lopez were thanked for their attendance and support at this event.

¹ Non-voting Board Member from the City of Euless
• DFW Airport celebrated Black History month with an event hosted by African Americans Collaborating Toward Inclusion, Outreach and Networking (AACTION) Employee Resource Group and the Diversity Team.
• DFW Media Highlights were presented.
• DFW Airport’s 2015 Diversity & Inclusion Annual Report “Take off from here”, communicating the Airport’s diversity and inclusion activities and results, was announced and Board Members were directed to the copies at their seats.
• It was announced that DFW Airport will receive the “Diversity in PR” Award in the “Organization of the Year” category from PR News. EVP Linda Valdez Thompson and the Business Diversity Development and Corporate Communications Departments were recognized for leading this effort across the organization.

D. The minutes of the Regular Board Meeting of February 4, 2016, were approved.

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

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

OPERATIONS COMMITTEE REPORT
Operations Committee Chair William Meadows reported that the Committee met on Tuesday, March 1, 2016, at 12:30 p.m., in the Board Room of the DFW Airport Headquarters Building and recommended approval of the following:

1. The minutes of the Operations Committee Meeting of February 2, 2016, were approved during the Committee Meeting of March 1, 2016.

Consent Items for Consideration

2. The Airport Board unanimously adopted Resolution No. 2016-03-052 to approve an increase to Contract No. 7006128, for Fuel Separator, Storm Water Inlet and Treatment Unit Inspection and Cleaning Services, with Ace Pipe Cleaning, Inc., of Kansas City, Missouri, in an amount not to exceed $200,000.00, for a revised Contract amount not to exceed $1,004,122.00.

3. The Airport Board unanimously adopted Resolution No. 2016-03-053 to approve an increase to Contract No. 7005347, for Skylink Facility Maintenance at Terminals A and C, with Trane US, Inc., of Carrollton, Texas, in an amount not to exceed $200,000.00, for a revised Contract amount not to exceed $5,220,946.88.

4. The Airport Board unanimously adopted Resolution No. 2016-03-054 to approve execution of Contract No. 7006312, for Trash Can Liners, with Last Group Enterprises, Inc., of Arlington, Texas, in an amount not to exceed $265,870.70, for the initial one-year term of the Contract, with options to renew for four additional one-year periods.

5. The Airport Board unanimously adopted Resolution No. 2016-03-055 to approve execution of Contract No. 7006310, for Reflective Glass Beads, with Potters Industries, LLC, of Valley Forge, Pennsylvania, in an amount not to exceed $304,160.00, for the initial one-year term of the Contract, with options to renew for four additional one-year periods.
6. The Airport Board unanimously adopted Resolution No. 2016-03-056 to approve the ratification of Purchase Order Nos. 270765 and 271521, for Terminal D Baggage Matrix Safety and Security Assessment and Implementation, to Grindstone Group, LLC, of Irving, Texas, in the amount of $315,000.00.

**Action Items for Consideration**

7. The Airport Board unanimously adopted Resolution No. 2016-03-057 to approve execution of Contract No. 9500543, Waterproofing Rehabilitation DPS Station No. 5, with Mid-Continental Restoration Company, Inc., of Fort Worth, Texas, in an amount not to exceed $812,000.00.

8. The Airport Board unanimously adopted Resolution No. 2016-03-058 to approve an increase to Contract No. 7006100, for Polyurethane Foam Stabilization Services, with Uretek USA, Inc., of Tomball, Texas, in an amount not to exceed $2,000,000.00, for a revised Contract amount not to exceed $5,048,500.00.

9. The Airport Board unanimously adopted Resolution No. 2016-03-059 to approve execution of Contract No. 7006284, for Baggage Handling Systems Consultancy and Technical Advisory Services, with CAGE, Inc., of Irving, Texas, in an amount not to exceed $4,707,600.00, for the initial three-year term of the Contract, with options to renew for two additional one-year periods.

10. The Airport Board unanimously adopted Resolution No. 2016-03-060 to approve execution of a Non-reimbursable Space Act Agreement between the National Aeronautics and Space Administration Ames Research Center and the Dallas Fort Worth International Airport Board for data sharing for NextGen Research and Development.

11. The Airport Board unanimously adopted Resolution No. 2016-03-061 to approve execution of Contract No. 8005040, for Analytical Laboratory Testing Services, with ALS Group USA Corp dba ALS Environmental, of Houston, Texas, in an amount not to exceed $505,200.00, for the initial two-year term of the Contract, with options to renew for three additional one-year periods.

12. The Airport Board unanimously adopted Resolution No. 2016-03-062 to approve execution of Contract No. 7006327, for AutoDesk Modeling Suite Software and Maintenance, with Carahsoft Technology Corporation, of Reston, Virginia, in an amount not to exceed $1,049,627.03, for the initial three-year term of the Contract, with options to renew annually.

13. The Airport Board unanimously adopted Resolution No. 2016-03-063 to approve execution of Contract No. 8500331, Commissioning Services, with Burns & McDonnell Engineering Company, Inc., of Fort Worth, Texas, in an amount not to exceed $6,000,000.00.

14. The Airport Board unanimously adopted Resolution No. 2016-03-064 to approve execution of Contract No. 8500334, Design and Design Management Services (with Federal Provisions), with Exp U.S. Services, Inc., of Dallas, Texas, in an amount not to exceed $3,000,000.00.
15. The Airport Board unanimously adopted Resolution No. 2016-03-065 to approve execution of Contract No. 8500319, Design and Design Management Services (without Federal Provisions), with LVHKA (Luis Vidal + Architects, HarrisonKornberg Architects, & Arup Texas, of Fort Worth, Texas, in an amount not to exceed $25,000,000.00.

_This item was approved and amended by the Board to change the MWBE participation to 62%._

16. The Airport Board unanimously adopted Resolution No. 2016-03-066 to approve execution of Contract No. 8500332, Design and Design Management Services (without Federal Provisions), with Atkins North America, Inc., of Dallas, Texas, in an amount not to exceed $7,500,000.00.

17. The Airport Board unanimously adopted Resolution No. 2016-03-067 to approve execution of Contract No. 8500329, Program Management/Construction Management Services (without Federal Provisions), with HNTB Corporation, of Dallas, Texas, in an amount not to exceed $50,000,000.00.

18. The Airport Board unanimously adopted Resolution No. 2016-03-068 to approve execution of a Delivery Order to Contract No. 9500494, Job Order Contract, with Gilbert May, Inc., dba Phillips/May Corporation, of Dallas, Texas, in an amount not to exceed $650,000.00, for the construction of the Passport Control Primary Modifications.

19. The Airport Board unanimously adopted Resolution No. 2016-03-069 to approve execution of a Change Order(s) under Supplemental Agreement No. 05, Contract No. 9500496, Terminal E Landside Improvements, with Turner Omega Howard, of Dallas, Texas, in an amount not to exceed $6,000,000.00, for a revised Contract amount not to exceed $133,824,439.00.

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

20. The Airport Board unanimously adopted Resolution No. 2016-03-070 to approve execution of a Contract Modification to Supplemental Agreement No. 4, Contract No. 8500285, Terminal Renewal and Improvement Program, Terminal A Design Services, with Jacobs Engineering Group Inc., of Fort Worth, Texas, in an amount not to exceed $1,715,235.00, for a revised Contract amount not to exceed $50,483,690.30.

21. The Airport Board unanimously adopted Resolution No. 2016-03-071 to approve execution of a Contract Modification to Supplemental Agreement No. 11, Contract No. 9500421, Terminal A Phase 3, with Balfour/Azteca/Russell/CARCON, a joint venture, of Dallas, Texas, in an amount not to exceed $1,636,496.00, for a revised Contract amount not to exceed $164,555,941.00.

22. The Airport Board unanimously adopted Resolution No. 2016-03-072 to approve execution of a Contract Modification for additional incremental work under Supplemental Agreement No. 20, Contract No. 9500406, Terminal Renewal and Improvement Program - Terminal E Phase 4 Construction, with Manhattan/Byrne/JRT/3i, a Joint Venture, of Dallas, Texas, in an amount not to exceed $72,952,758.00, for a revised Contract amount not to exceed $121,789,210.00.
Discussion Items

23. Construction and Professional Services Contract Increase(s) approved by Authorized Staff were distributed to the Board.
24. Decrease(s)/increase(s) in Scope of Work approved by Authorized Staff were distributed to the Board.

FINANCE/AUDIT COMMITTEE REPORT

Finance/Audit Committee Vice Chair Henry Borbolla reported that the Committee met on Tuesday, March 1, 2016, at 12:50 p.m., in the Board Room of the DFW Airport Headquarters Building and recommended approval of the following:

25. The minutes of the Finance/Audit Committee Meeting of February 2, 2016, were approved during the Committee Meeting of March 1, 2016.
27. FY 2015 External Audit Results were presented by Rob Darby, Director Audit Services.

Consent Items for Consideration

28. The Airport Board unanimously adopted Resolution No. 2016-03-073 to approve execution of an Interlocal Agreement, Contract No. 7006325, between Dallas Fort Worth International Airport Board and Dallas County, Texas.

Action Items for Consideration

29. This item was deferred at the request of staff.
   Approve execution of Contract No. 8005050, for Customer Identity Management Software, Maintenance and Support, with SHI Government Solutions, Inc., of Austin, Texas, in an amount not to exceed $289,347.00, for the initial one-year term of the Contract, with options to renew annually.
30. The Airport Board unanimously adopted Resolution No. 2016-03-074 to approve an increase to Contract No. 7005917, for Automated Passport Control Kiosks, with Olea Kiosks, Inc., of Cerritos, California, in an amount not to exceed $950,000.00, for a revised Contract amount not to exceed $1,913,182.00; extend the term of the Contract by twelve months; and revise the Contract term to permit annual renewal options.
31. The Airport Board unanimously adopted Resolution No. 2016-03-075 to approve authorization to use $2.75 million of Contingency that was included in the Approved FY 2016 Budget.

Prior to the consideration of this item, a Customer Experience Update was presented by Mazhar Butt, Senior VP of Customer Experience.
**Discussion Items**

32. Permits and Agreements by the Aviation Real Estate Department were distributed to the Board.

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

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

**CONCESSIONS/COMMERCIAL DEVELOPMENT COMMITTEE**

Concessions/Commercial Development Committee Chair Bridget Lopez reported that the Committee met on Tuesday, March 1, 2016, at 1:20 p.m., in the Board Room of the DFW Airport Headquarters Building and recommended approval of the following:

35. The minutes of the Concessions/Commercial Development Committee Meeting of February 2, 2016, were approved during the Committee Meeting of March 1, 2016.

**Action Item for Consideration**

36. The Airport Board unanimously adopted Resolution No. 2016-03-076 to approve execution of a non-exclusive Commercial Advertising and Sponsorship Agreement.

**CLOSED SESSION**

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

   a) Termination of Goodfellows Shoeshine Lease.

   *The Closed Session for Item No. 41 was also conducted at this time.*

**OPEN SESSION**

38. **This item was deferred by the Board.**

   Approve termination of Lease Number 008367 with S.L.B. Inc. dba Goodfellows Shoeshine for default under the Lease due to its failure to remain open and staffed for business during required business hours. Registered Speakers Marcos Ronquillo, Esq., of Friedman & Feiger, L.L.P.; Shelley Bonner-Carson, CEO President Goodfellows; Monte Carson, Sr. VP Operations, Goodfellows; John Sauter, Controller, Goodfellows Corporate; Manuel Villa, Manager Goodfellows DFW; Catherine Bernstein, Vice President Marketing & Compliance, Goodfellows Corporate; Dorothy Prell, Goodfellows Goodwill Ambassador; and Mohammad Ahrabi, Goodfellows DFW Shoeshine Attendant, spoke in protest of this item.
Following the last registered speaker, and in accordance with provisions of Section 551.071 of the Texas Government Code, a closed session was held for the purposes of seeking the Board’s attorney’s advice with respect to pending or contemplated litigation, a settlement offer, or other matters that are exempt from public disclosure under the Texas Disciplinary Rules of Professional Conduct of the State Bar of Texas (Article X, Section 9 of the State Bar Rules), to wit:

   a) Termination of Goodfellows Shoeshine Lease.

Discussion Items

39. A Commercial Development Short-Term License was distributed to the Board.

40. Storage Amendments Issued by Concessions were distributed to the Board.

FULL BOARD

CLOSED SESSION

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

   a) INET Lawsuit.

   This item was conducted at the same time as the Closed Session in Item No. 37.

OPEN SESSION

Discussion Items

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

43. Next Committee meetings – April 5, 2016
   Next Regular Board meeting – April 7, 2016