AGENDA
RETIREMENT/INVESTMENT COMMITTEE MEETING
TUESDAY, MARCH 5, 2019
12:30 p.m.

RETIREMENT/INVESTMENT COMMITTEE

1. Approve Minutes of the Retirement/Investment Committee Meeting of January 8, 2019.

Discussion Item


Action Items

M. Phemister

3. Approve an Asset Management Agreement with the Brookfield Super-Core Infrastructure Partners Fund, in a commitment amount of $10 million.

4. Approve an Asset Management Agreement with the Contrarian Distressed Real Estate Debt Fund IV, with a commitment amount of $12.5 million.
Date 03/07/2019  Committee Retirement & Investments  Subject Approval of an Asset Management Agreement with the Brookfield Super-Core Infrastructure Partners Fund.

Resolution #

Action
That the Chief Executive Officer or designee be authorized to enter into an Asset Management Agreement with the Brookfield Super-Core Infrastructure Partners Fund, in a commitment amount of $10 million.

Description
- Brookfield is one of the largest and most active infrastructure managers in the world, with $105 billion of assets under management.
- The Super-Core Infrastructure Fund is an open-ended fund, not having a targeted investment size or the constraints of a fixed investment period. The fund will invest primarily in infrastructure for utilities, energy, power, transportation and a limited number of public/private partnerships.
- The management fee is 75 basis points, but is being reduced to 67.5 basis points for the first three years. Instead of the typical preferred returns, the manager will receive as their incentive 5% of the operating distributions and none from capital gains.
- Brookfield is expecting an annualized net return of 8 - 9%.
- It is recommended that a commitment of $10 million be made to this fund, on behalf of the DFW Retirement Plans.

Justification
- This action will provide further diversification of the portfolio and increase the allocation to real asset, bringing the portfolio closer to its targeted goal.

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 (Investments).

<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 is hereby authorized to enter into an Asset Management Agreement with the Brookfield Super-Core Infrastructure Partners Fund, in a commitment amount of $10 million.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Feb 21, 2019 3:09 pm

Approved as to Funding by
Miyashita, Glenn
Assistant Vice President Capital Planning
Finance
Feb 21, 2019 4:50 pm

Approved as to M/WBE by
Burks Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Feb 21, 2019 5:37 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by

March 1, 2019
Department Head

Feb 19, 2019 10:55 am

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>03/07/2019</td>
<td>Retirement &amp; Investments</td>
<td>Approval of an Asset Management Agreement with the Contrarian Distressed Real Estate Fund IV</td>
<td></td>
</tr>
</tbody>
</table>

**Action**
That the Chief Executive Officer or designee be authorized to enter into an Asset Management Agreement with the Contrarian Distressed Real Estate Debt Fund IV, with a commitment amount of $12.5 million.

**Description**
- Contrarian Capital Management is an asset manager specializing in acquiring distressed first mortgages and other debt secured by real estate, as well as a limited amount of actual real estate which they believe is substantially discounted to the underlying value. The previous three funds raised over $1.2 billion and have a net return of 14%. It is anticipated that this fund will have a net return of 15%.
- The management fee for the fund is 150 basis points, with a 9% preferred return, after which the limited partners will receive 80% of the profits.
- It is recommended that a commitment of $12.5 million be made to this fund on behalf of the DFW Retirement Plans.

**Justification**
- This action will further diversify the portfolio and increase the allocation to Non-Core Fixed Income, bring it closer to its target allocation.

**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 (Investments).

<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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</thead>
<tbody>
<tr>
<td></td>
<td></td>
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<td>$0</td>
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For Information contact
M. Phemister
3-5447

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

That the Chief Executive Officer or designee is hereby authorized to enter into an Asset Management Agreement with the Contrarian Distressed Real Estate Debt Fund IV, with a commitment amount of $12.5 million.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Feb 21, 2019 3:12 pm

Approved as to Funding by
Miyashita, Glenn
Assistant Vice President Capital Planning
Finance
Feb 21, 2019 4:50 pm

Approved as to M/WBE by
Burks Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Feb 21, 2019 5:38 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Department Head
Feb 19, 2019 10:55 am

Pending
Chief Executive Officer
Date
AGENDA
OPERATIONS COMMITTEE MEETING
TUESDAY, MARCH 5, 2019
12:40 p.m.

OPERATIONS COMMITTEE

5. Approve Minutes of the Operations Committee Meeting of February 12, 2019.

Consent Item for Consideration

R. Hodapp 6. Approve execution of Purchase Order No. 275539, for Roof Top Air Handling Units, to Denali Construction Services LP, dba Denali CS, dba Thermal Dynamix Insulation, of Carrollton, Texas, in the amount of $169,668.00.

Action Items for Consideration

R. Hodapp 7. Approve execution of Contract No. 9500664, Fire Station No. 5 Heating, Ventilation, Air Conditioning (HVAC) System Replacement, with DMI Corp., Decker Mechanical, of Cedar Hill, Texas, in an amount not to exceed $1,365,222.00, for the initial 240-day term of this Contract.

T. Huddleston 8. Approve execution of Contract No. 7006730, for Elevator, Escalator, and Moving Walkway Parts, with Kone, Inc., of Moline, Illinois, in an amount not to exceed $662,162.55, for the initial one-year term of the Contract, with options to renew for four additional one-year periods.

Discussion Items

R. Hodapp 9. There are no Construction and Professional Services Contract increase(s) approved by Authorized Staff for this reporting period.

10. There are no decrease(s)/increase(s) in Scope of Work approved by Authorized Staff for this reporting period.
### Date
03/07/2019

### Committee
Operations

### Subject
Roof Top Air Handling Units

### Resolution #

<table>
<thead>
<tr>
<th>Date</th>
<th>Committee</th>
<th>Subject</th>
<th>Resolution #</th>
</tr>
</thead>
<tbody>
<tr>
<td>03/07/2019</td>
<td>Operations</td>
<td>Roof Top Air Handling Units</td>
<td></td>
</tr>
</tbody>
</table>

### Action
That the Chief Executive Officer or designee be authorized to execute Purchase Order No. 275539, for Roof Top Air Handling Units, to Denali Construction Services LP, dba Denali CS, dba Thermal Dynamix Insulation, of Carrollton, Texas, in the amount of $169,668.00.

### Description
- Purchase thirty-two (32) Roof Top Heating, Ventilation, Air Conditioning (HVAC) units for the Airport's Design, Code and Construction Department.

### Justification
- The units will provide cooling to the passenger boarding bridges and the fixed walkways for Terminal E, which currently have little to no cooling capability.
- Pre-purchasing these units will expedite installation in an effort to have the units in place for the upcoming cooling season.
- Installation will be provided under a separate construction contract to be bid.

### 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).
- Denali Construction Services LP is a certified Small Business Enterprise (WF-C); therefore their participation will be counted towards the Board's overall SBE Program goals.

### Schedule/Term

<table>
<thead>
<tr>
<th>Purchase Date: March 2019</th>
</tr>
</thead>
<tbody>
<tr>
<td>Delivery Date: May 2019</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Contract #</th>
<th>Agreement #</th>
<th>Purchase Order #</th>
<th>Action Amount</th>
<th>Revised Amount</th>
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</thead>
<tbody>
<tr>
<td>275539</td>
<td></td>
<td></td>
<td>$169,668.00</td>
<td>$0</td>
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</table>

### For Information contact

<table>
<thead>
<tr>
<th>Rusty Hodapp</th>
<th>Joint Capital Acct</th>
<th>Project #</th>
<th>External Funding Source</th>
<th>Amount</th>
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<tbody>
<tr>
<td>3-3670</td>
<td></td>
<td>26590-01</td>
<td></td>
<td>$169,668.00</td>
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</table>

<table>
<thead>
<tr>
<th>Keith White</th>
<th></th>
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<tbody>
<tr>
<td>3-5638</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
Additional Information

- Four (4) bids, one (1) from an SBE firm, were received on or before the due date of February 6, 2019.
- Bid tabulation attached.
- Denali Construction Services LP, dba Denali CS, dba Thermal Dynamix Insulation, of Carrollton, 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. 275539, for Roof Top Air Handling Units, to Denali Construction Services LP, dba Denali CS, dba Thermal Dynamix Insulation, of Carrollton, Texas, in the amount of $169,668.00.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Feb 21, 2019 3:13 pm

Approved as to Funding by
Miyashita, Glenn
Assistant Vice President Capital Planning
Finance
Feb 21, 2019 4:51 pm

Approved as to M/WBE by
Burks Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Feb 21, 2019 5:38 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Department Head
Feb 20, 2019 10:47 am

Pending

Chief Executive Officer
Date
### Purchase No. 275539
Purchase Roof Top Air Handling Units
Bid Tabulation

<table>
<thead>
<tr>
<th>Bidders</th>
<th>Bid Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Denali Construction Services LP, dba Denali CS, dba Thermal Dynamix Insulation&lt;sup&gt;N1&lt;/sup&gt; Carrollton, Texas</td>
<td>$169,668.00</td>
</tr>
<tr>
<td>Elstonaire, Inc.&lt;sup&gt;N2&lt;/sup&gt; DeSoto, Texas</td>
<td>$170,918.93</td>
</tr>
<tr>
<td>John Bean Technologies Ogden, Utah</td>
<td>$497,295.00</td>
</tr>
<tr>
<td>AC Supply Company Fort Worth, Texas</td>
<td>$152,349.44</td>
</tr>
<tr>
<td>(Non-responsive)</td>
<td></td>
</tr>
</tbody>
</table>

**Note:**
1. SBE-Certified through North Central Texas Regional Certification Agency; State of Texas-HUB Certified and the Women’s Business Council – Southwest Certified.
2. State of Texas-HUB Certified and North Central Texas Regional Certification Agency.
Date: 03/07/2019
Committee: Operations
Subject: Fire Station No. 5 Heating, Ventilation, Air Conditioning System Replacement

Resolution #

**Action**
That the Chief Executive Officer or designee be authorized to execute Contract No. 9500664, Fire Station No. 5 Heating, Ventilation, Air Conditioning (HVAC) System Replacement, with DMI Corp., Decker Mechanical, of Cedar Hill, Texas, in an amount not to exceed $1,365,222.00, for the initial 240-day term of this Contract.

**Description**
- This action will provide construction work to replace the existing Heating, Ventilating and Air Conditioning (HVAC) system with a new Variable Refrigerant Flow (VRF) Heating and Air Conditioning system.
- The VRF system consists of air cooled condensing units and ceiling cassette indoor air conditioning units.

**Justification**
- Programed replacement of the existing HVAC system in Fire Station No. 5 which has exceeded its useful life and is no longer maintaining adequate indoor environmental quality or reliable service.
- Replacing the current HVAC system with a VRF heating and air conditioning system will provide the fire station with enhanced indoor environmental quality and energy efficiency.

**D/S/M/WBE Information**
- In accordance with the Board's MBE Program, the MBE goal for this contract is 15%.
- DMI Corp., Decker Mechanical has committed to achieving 16% MBE participation utilizing Joshua Mechanical Services, LLC (HM-C: 16%).

**Schedule/Term**
- Contract Start Date: March 2019
- Contract Duration: 240 Calendar days

<table>
<thead>
<tr>
<th>Contract #</th>
<th>Agreement #</th>
<th>Purchase Order #</th>
<th>Action Amount</th>
<th>Revised Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>9500664</td>
<td>NTE</td>
<td></td>
<td>NTE 1,365,222.00</td>
<td>$0</td>
</tr>
</tbody>
</table>

**For Information contact**
- Rusty Hodapp 3-1891
- Lisa Arthurs 3-1748

<table>
<thead>
<tr>
<th>Fund</th>
<th>Project #</th>
<th>External Funding Source</th>
<th>Amount</th>
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</thead>
<tbody>
<tr>
<td>DFW Capital</td>
<td>26704-01</td>
<td>$1,365,222.00</td>
<td></td>
</tr>
</tbody>
</table>
Resolution #

Additional Information

- Three (3) bids were received on or before December 21, 2018.
- Bid Tabulation attached.
- The bid submitted by J.C. Commercial, Inc., was determined to be non-responsible during the bid evaluation process due to the Contractor’s performance history with the current U.S. Postal Service Facility construction project.

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to execute Contract No. 9500664, Fire Station No. 5 Heating, Ventilation, Air Conditioning (HVAC) System Replacement, with DMI Corp., Decker Mechanical, of Cedar Hill, Texas, in an amount not to exceed $1,365,222.00, for the initial 240-day term of this Contract.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Feb 21, 2019 3:14 pm

Approved as to Funding by
Miyashita, Glenn
Assistant Vice President Capital Planning Finance
Feb 21, 2019 4:51 pm

Approved as to M/WBE by
Burks Lee, Tamela
Vice President Business Diversity and Development
Feb 21, 2019 5:38 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Department Head
Feb 20, 2019 10:48 am

Chief Executive Officer
Date

Pending
# Fire Station No. 5 Heating, Ventilation, Air Conditioning System Replacement

## Bid Tabulation

<table>
<thead>
<tr>
<th>Bidders</th>
<th>Bid Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>DMI Corp., Decker Mechanical Cedar Hill, Texas</td>
<td>$1,365,222.00</td>
</tr>
<tr>
<td>Gadberry Construction Company, Inc. Dallas, Texas&lt;sup&gt;N1&lt;/sup&gt;</td>
<td>$1,596,000.00</td>
</tr>
<tr>
<td>J.C. Commercial, Inc. Lewisville, Texas (Non-Responsible)</td>
<td>$1,357,777.00</td>
</tr>
</tbody>
</table>

**Note:**

1. SBE-Certified through North Central Texas Regional Certification Agency; MBE-Certified through North Central Texas Regional Certification Agency; State of Texas HUB-Certified; and DBE-Certified through North Central Texas Regional Certification Agency
### Action

That the Chief Executive Officer or designee be authorized to execute Contract No. 7006730, for Elevator, Escalator, and Moving Walkway Parts, with Kone, Inc., of Moline, Illinois, in an amount not to exceed $662,162.55, for the initial one-year term of the Contract, with options to renew for four additional one-year periods.

### Description

- Award a Contract for Elevator, Escalator, and Moving Walkway Parts.

### Justification

- Replaces an existing Contract that has been in place for four years.
- Contract provides replacement parts for some of the elevators, escalators and moving walkways.
- Conveyance systems are required in order to meet the provisions within the Americans with Disabilities Act.
- Replacement parts are essential in maintaining the conveyance equipment and will be ordered on an as-needed basis, the Airport is not obligated to purchase any specific quantity.

### 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

- Start Date: March 2019
- End Date: March 2020

<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>7006730</td>
<td>NTE</td>
<td>$662,162.55</td>
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### For Information contact

<table>
<thead>
<tr>
<th>Tammy Huddleston</th>
<th>0102</th>
<th>Fund</th>
</tr>
</thead>
<tbody>
<tr>
<td>Cathy Halliburton</td>
<td>3-6132</td>
<td>Project #</td>
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<tr>
<td></td>
<td>3-5776</td>
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<table>
<thead>
<tr>
<th>Amount</th>
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</thead>
<tbody>
<tr>
<td>$662,162.55</td>
</tr>
</tbody>
</table>
Additional Information

- Two (2) bids, none from an SBE firm, were received on or before January 23, 2019.

<table>
<thead>
<tr>
<th>Bidders</th>
<th>Bid Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Kone, Inc. Moline, Illinois</td>
<td>$662,162.55</td>
</tr>
<tr>
<td>Elevator Cable &amp; Supply Corp. dba ESC Corp. Broadview, Illinois</td>
<td>$201,360.50 (partial bid)</td>
</tr>
</tbody>
</table>

- Kone, Inc., was the lowest responsive, responsible Bidder and is the incumbent.

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to execute Contract No. 7006730, for Elevator, Escalator, and Moving Walkway Parts, with Kone, Inc., of Moline, Illinois, in an amount not to exceed $662,162.55, for the initial one-year term of the Contract, with options to renew for four additional one-year periods.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Feb 21, 2019 3:14 pm

Approved as to Funding by
Miyashita, Glenn
Assistant Vice President Capital Planning Finance
Feb 21, 2019 4:51 pm

Approved as to M/WBE by
Burks Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Feb 21, 2019 5:38 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Department Head
Energy & Transportation Mgmt
Feb 20, 2019 11:31 am

Pending

Chief Executive Officer
Date
FINANCE/AUDIT COMMITTEE MEETING
TUESDAY, MARCH 5, 2019
12:45 p.m.

FINANCE/AUDIT COMMITTEE

11. Approve Minutes of the Finance/Audit Committee Meeting of February 12, 2019.

R. Darby 13. FY 2018 External Audit Results.

Consent Item for Consideration

M. Phemister 14. Approve execution of a Continuing Disclosure Agreement with the Trinity River Authority of Texas.

15. Approve acceptance of additional funding under a FY2016 Urban Area Security Initiative Grant #3165801; that the Board agrees that the project, 2016 UASI - DFW Airport Hazmat Equipment, will be operated through the DFW Department of Public Safety; that the Board agrees that in the event of loss or misuse of the Office of the Governor funds that the Board will return to the Office of the Governor the full amount of funding; that the Board designates the Vice President of Treasury Management as the grantee's authorized official and gives the authorized official the power to apply for, accept, reject, alter or terminate the grant on behalf of the Board; and that the Board approves the acceptance of additional funding from grant #3165801 for project, 2016 UASI - DFW Airport Hazmat Equipment, from the Office of the Governor in an amount of $38,643.87.

M. Yip 16. Approve ratification of the execution of Purchase Order No. 275568, for Hyatt Regency Hotel Emergency Repair Services, with MBW SERV Corporation dba ServPro of North Irving, of Dallas, Texas, in an amount not to exceed $221,789.24.

M. Youngs 17. Approve execution of Contract No. 7006738, for Master Antenna Television and Satellite Master Antenna Television Systems Maintenance Services, with Satellite Systems & Service, Inc., of Irving, Texas, in an amount not to exceed $188,680.00, for the initial one-year term of the Contract, with options to renew for four additional one-year periods.

18. Approve execution of Contract No. 7006775, for Maintenance and Remote Technical Support for Parking Control System Readers, with Neology Inc., of San Diego, California, in an amount not to exceed $257,000.00, for the initial three-year term of the Contract, with options to renew for two additional one-year periods.
Action Items for Consideration

M. Phemister 19. Approve authority under Chapter 2269, Subchapter B of the Texas Government Code, to procure construction services necessary to complete the construction of a new Automated Access Control System using methods authorized by Chapter 2269 other than competitive bidding.

M. Youngs 20. Approve execution Contract No. 7006702, for Airport Security Surveillance System, with M.C. Dean, Inc., of Addison, Texas, in an amount not to exceed $1,750,542.50, for the initial one-year term of the Contract, with options to renew for four additional one-year periods.

21. Approve execution of two Contracts with Honeywell International, Inc., through its Honeywell Building Solutions business unit, of Richardson, Texas: Contract No. 7006765, for Consolidated Fire Alarm System Maintenance Services in an amount not to exceed $9,241,417.43 for the five-year term of the Contract; and Contract No. 7006784, for Fire Alarm System Upgrade Services, in an amount not to exceed $13,137,108.00 for the thirty-month term of the Contract. Total Amount of Action is $22,378,525.43.

CLOSED SESSION

22. 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) The Dallas/Fort Worth International Airport Board v. Hensel Phelps Construction Company and Kellogg Brown & Root, Inc. Cause No. DC -15-04400, in the 134th District Court, Dallas, County, Texas


Discussion Items


Dallas/Fort Worth International Airport
KPIs and Financial Report – FY 2019
For the Four Months Ended January 31, 2019 – Unaudited
### Key Performance Indicator Scorecard
For the Four Months Ended January 31, 2019 – Unaudited

<table>
<thead>
<tr>
<th></th>
<th></th>
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<tbody>
<tr>
<td>DFW CC Net Revenues</td>
<td>$39.2</td>
<td>$44.2</td>
<td>$39.4</td>
<td>$4.8 12.2%</td>
<td>$132.4</td>
</tr>
<tr>
<td>Total Expenditure Budget</td>
<td>$301.9</td>
<td>$330.6</td>
<td>$328.7</td>
<td>$1.8 0.6%</td>
<td>$1,012.9</td>
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<tr>
<td>Airline Costs</td>
<td>$146.6</td>
<td>$161.5</td>
<td>$163.7</td>
<td>($2.2) (1.3%)</td>
<td>$502.6</td>
</tr>
<tr>
<td>Total Passengers* (Ms)</td>
<td>22.13</td>
<td>22.46</td>
<td>22.41</td>
<td>0.05 0.2%</td>
<td>72.3</td>
</tr>
</tbody>
</table>

**Results Status Bar**
- Green: Improved/Constant
- Yellow: Worse

* * Updated FY 2019 Passenger Forecast
# DFW Cost Center

## For the Four Months Ended January 31, 2019 – Unaudited

### Year-To-Date FY 2019

<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
<th></th>
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</thead>
<tbody>
<tr>
<td><strong>Revenues</strong></td>
<td></td>
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<td></td>
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<td></td>
</tr>
<tr>
<td>Parking</td>
<td>$52.2</td>
<td>$55.5</td>
<td>$54.7</td>
<td>$0.8</td>
<td>1.5%</td>
</tr>
<tr>
<td>Concessions</td>
<td>27.4</td>
<td>29.5</td>
<td>27.8</td>
<td>1.8</td>
<td>6.3%</td>
</tr>
<tr>
<td>Rental Car</td>
<td>10.9</td>
<td>11.0</td>
<td>10.9</td>
<td>0.0</td>
<td>0.3%</td>
</tr>
<tr>
<td>Commercial Development</td>
<td>15.4</td>
<td>16.1</td>
<td>16.0</td>
<td>0.1</td>
<td>0.8%</td>
</tr>
<tr>
<td>Other Revenues</td>
<td>12.4</td>
<td>14.3</td>
<td>13.0</td>
<td>1.3</td>
<td>9.9%</td>
</tr>
<tr>
<td><strong>Total Revenues</strong></td>
<td>118.4</td>
<td>126.4</td>
<td>122.4</td>
<td>4.0</td>
<td>3.3%</td>
</tr>
<tr>
<td><strong>DFW CC Expenditures</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Operating Expenditures</td>
<td>43.8</td>
<td>46.1</td>
<td>47.4</td>
<td>(1.3)</td>
<td>(2.7%)</td>
</tr>
<tr>
<td>Debt Service, net</td>
<td>21.3</td>
<td>20.6</td>
<td>20.6</td>
<td>0.0</td>
<td>0.2%</td>
</tr>
<tr>
<td><strong>Total Expenditures</strong></td>
<td>65.2</td>
<td>66.7</td>
<td>67.9</td>
<td>(1.3)</td>
<td>(1.9%)</td>
</tr>
<tr>
<td><strong>Gross Margin - DFW Cost Center</strong></td>
<td>53.2</td>
<td>59.7</td>
<td>54.4</td>
<td>5.3</td>
<td>9.7%</td>
</tr>
<tr>
<td><strong>Less Transfers and Skylink</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>DFW Terminal Contribution</td>
<td>1.0</td>
<td>1.0</td>
<td>1.0</td>
<td>0.0</td>
<td>0.0%</td>
</tr>
<tr>
<td>Skylink Costs</td>
<td>13.0</td>
<td>14.6</td>
<td>14.1</td>
<td>0.5</td>
<td>3.6%</td>
</tr>
<tr>
<td><strong>Net Revenues from DFW Cost Center</strong></td>
<td>$39.2</td>
<td>$44.2</td>
<td>$39.4</td>
<td>$4.8</td>
<td>12.2%</td>
</tr>
</tbody>
</table>
# Airfield and Terminal Cost Centers
## For the Four Months Ended January 31, 2019 – Unaudited

<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Revenues</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Landing Fees</td>
<td>$51.3</td>
<td>$39.1</td>
<td>$39.0</td>
<td>$0.1</td>
<td>0.4%</td>
</tr>
<tr>
<td>Other Airfield</td>
<td>3.8</td>
<td>4.2</td>
<td>3.9</td>
<td>0.4</td>
<td>9.1%</td>
</tr>
<tr>
<td>Transfer from DFW Cost Center</td>
<td>9.6</td>
<td>16.1</td>
<td>12.5</td>
<td>3.6</td>
<td>28.8%</td>
</tr>
<tr>
<td><strong>Total Airfield Revenue</strong></td>
<td>64.8</td>
<td>59.4</td>
<td>55.3</td>
<td>4.1</td>
<td>7.4%</td>
</tr>
<tr>
<td>Terminal Leases</td>
<td>89.3</td>
<td>103.1</td>
<td>102.8</td>
<td>0.3</td>
<td>0.3%</td>
</tr>
<tr>
<td>FIS Fees</td>
<td>7.9</td>
<td>8.2</td>
<td>7.9</td>
<td>0.3</td>
<td>3.7%</td>
</tr>
<tr>
<td>Turn Fees and Other</td>
<td>17.5</td>
<td>18.2</td>
<td>18.1</td>
<td>0.1</td>
<td>0.7%</td>
</tr>
<tr>
<td><strong>Total Terminal Revenues</strong></td>
<td>114.6</td>
<td>129.5</td>
<td>128.8</td>
<td>0.7</td>
<td>0.5%</td>
</tr>
<tr>
<td>DFW Terminal Contributions</td>
<td>1.0</td>
<td>1.0</td>
<td>1.0</td>
<td>0.0</td>
<td>0.0%</td>
</tr>
<tr>
<td><strong>Total Revenues</strong></td>
<td>180.4</td>
<td>189.8</td>
<td>185.1</td>
<td>4.8</td>
<td>2.6%</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>90.8</td>
<td>103.7</td>
<td>101.0</td>
<td>2.8</td>
<td>2.7%</td>
</tr>
<tr>
<td>Debt Service, net *</td>
<td>80.3</td>
<td>86.2</td>
<td>86.4</td>
<td>(0.2)</td>
<td>(0.2%)</td>
</tr>
<tr>
<td><strong>Total Expenditures</strong></td>
<td>171.1</td>
<td>190.0</td>
<td>187.4</td>
<td>2.6</td>
<td>1.4%</td>
</tr>
<tr>
<td><strong>Total Airfield /Terminal Net Income/(Loss)</strong></td>
<td>$9.3</td>
<td>($0.1)</td>
<td>($2.3)</td>
<td>$2.2</td>
<td>(94.5%)</td>
</tr>
</tbody>
</table>

* - Net of Passenger Facility Charges (PFC's) and Customer Facility Charges (CFC's)
## Operating Fund – Total Expenditures
### For the Four Months Ended January 31, 2019 – Unaudited

<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></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>$48.6</td>
<td>$51.2</td>
<td>$51.3</td>
<td>($0.1)</td>
<td>(0.3%)</td>
</tr>
<tr>
<td>Benefits</td>
<td>5</td>
<td>22.9</td>
<td>23.3</td>
<td>24.6</td>
<td>(1.3)</td>
</tr>
<tr>
<td>Facility Maintenance Contracts</td>
<td>21.9</td>
<td>23.3</td>
<td>22.9</td>
<td>0.4</td>
<td>1.7%</td>
</tr>
<tr>
<td>Other Contract Services</td>
<td>6</td>
<td>29.1</td>
<td>38.2</td>
<td>35.8</td>
<td>2.4</td>
</tr>
<tr>
<td>Utilities</td>
<td>8</td>
<td>8.0</td>
<td>8.7</td>
<td>8.5</td>
<td>0.2</td>
</tr>
<tr>
<td>Equipment and Other Supplies</td>
<td>7</td>
<td>4.9</td>
<td>5.9</td>
<td>4.9</td>
<td>0.9</td>
</tr>
<tr>
<td>Insurance</td>
<td></td>
<td>1.6</td>
<td>1.9</td>
<td>1.8</td>
<td>0.1</td>
</tr>
<tr>
<td>Fuels</td>
<td></td>
<td>1.4</td>
<td>1.3</td>
<td>1.4</td>
<td>(0.1)</td>
</tr>
<tr>
<td>General, Administrative, and Other</td>
<td>8</td>
<td>2.1</td>
<td>2.0</td>
<td>2.4</td>
<td>(0.5)</td>
</tr>
<tr>
<td>Change in Operating Reserves</td>
<td></td>
<td>4.6</td>
<td>6.8</td>
<td>6.8</td>
<td>0.0</td>
</tr>
<tr>
<td><strong>Total Operating Expenditures</strong></td>
<td>145.2</td>
<td>162.5</td>
<td>160.5</td>
<td>2.0</td>
<td>1.2%</td>
</tr>
<tr>
<td><strong>Debt Service, gross</strong></td>
<td>156.8</td>
<td>168.1</td>
<td>168.2</td>
<td>(0.2)</td>
<td>(0.1%)</td>
</tr>
<tr>
<td><strong>Total 102 Fund Expenditures</strong></td>
<td>$301.9</td>
<td>$330.6</td>
<td>$328.7</td>
<td>$1.8</td>
<td>0.6%</td>
</tr>
</tbody>
</table>
## Notes to the Statement of Revenues and Expenses
For the Four Months Ended January 31, 2019 – Unaudited

<table>
<thead>
<tr>
<th>Category</th>
<th>Description</th>
</tr>
</thead>
<tbody>
<tr>
<td>Parking 1</td>
<td>Parking revenue was $55.5 million, $0.8 million (1.5%) higher than budget as a result of changes in the utilization of parking products and an increase in the average length of stay.</td>
</tr>
<tr>
<td>Concessions 2</td>
<td>Concessions revenues were $29.5 million, $1.8 million (6.3%) higher than budget primarily in food &amp; beverage and passenger services.</td>
</tr>
<tr>
<td>Other Revenues 3</td>
<td>Other revenues were $14.3 million, $1.3 million (9.9%) higher than budget primarily due to building permit fees and interest income as a result of higher than expected interest rates.</td>
</tr>
<tr>
<td>Transfer from DFW Cost Center 4</td>
<td>Transfer from DFW Cost Center revenues were $16.1 million, $3.6 million (28.8%) higher than budget primarily due to increased DFW Cost Center net revenues, 75% of which are shared with the airlines.</td>
</tr>
<tr>
<td>Benefits 5</td>
<td>Benefits were $23.3 million, $1.3 million (5.5%) lower than budget primarily due to lower healthcare costs as a result of stop loss reimbursements received in October, November and December and lower than budgeted workers comp claims.</td>
</tr>
<tr>
<td>Other Contract Services 6</td>
<td>Other contract services were $38.2 million, $2.4 million (6.7%) higher than budget primarily due to maintenance contracts (deicing, roofing and waterproofing, storm sewer and foam injection), bussing and contract labor and other professional partially offset by outside contracts and marketing services.</td>
</tr>
<tr>
<td>Equipment &amp; Supplies 7</td>
<td>Equipment &amp; Supplies were $5.9 million, $0.9 million (18.3%) higher than budget primarily due to maintenance supplies.</td>
</tr>
<tr>
<td>G&amp;A and Other 8</td>
<td>General, administrative, and other expenses were $2.0 million, $0.5 million (19.1%) lower than budget primarily due to savings in travel, business development, memberships and miscellaneous expenses.</td>
</tr>
</tbody>
</table>
Date
03/07/2019

Committee
Finance/Audit

Subject
Approval of a Resolution relating to disclosure on behalf of the Trinity River Authority

Resolution #

Action
That the Airport Board approves the attached resolution authorizing the execution of a Continuing Disclosure Agreement with the Trinity River Authority of Texas.

Description

• DFW Airport contracts with the Trinity River Authority (TRA) of Texas for wastewater treatment. As such DFW is an indirect obligor for bonds issued by TRA.
• The SEC has recently amended Rule 15c2-12, which requires issuers to file certain material events or provide disclosures required under bond documents to bondholders.
• DFW is subject to and also complies with Rule 15c2-12 for its outstanding bonds.
• Because of these recent amendments to Rule 15c2-12, TRA has reviewed their Continuing Disclosure Agreements (CDA) and is requesting that each contracting entity approve a resolution providing for a new CDA to be executed between the entity and TRA.
• What this Agreement requires is that when DFW makes a filing it also links that filing to all outstanding TRA bonds, in addition to DFW’s outstanding bonds.
• The resolution is attached for Board consideration.

Justification

• This action will provide compliance with SEC Rule 15c2-12.

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 (Resolutions).

<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
Michael Phemister
3-5447

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

That the Airport Board hereby approves the attached resolution authorizing the execution of a Continuing Disclosure Agreement with the Trinity River Authority of Texas.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Feb 21, 2019 3:51 pm

Approved as to Funding by
Miyashita, Glenn
Assistant Vice President Capital Planning
Finance
Feb 21, 2019 4:51 pm

Approved as to M/WBE by
Burks Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Feb 21, 2019 5:39 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head
Feb 19, 2019 10:55 am

Chief Executive Officer
Pending
Date
RESOLUTION AUTHORIZING THE EXECUTION AND DELIVERY OF A CONTINUING DISCLOSURE AGREEMENT

THE STATE OF TEXAS
Dallas Fort Worth International Airport Board

WHEREAS, the Dallas Fort Worth International Airport Board (the "Airport") and the Trinity River Authority of Texas (the "Issuer") have heretofore entered into, and may in the future enter into, contracts relating to the provision of facilities and/or services by the Issuer for the benefit of the Airport; and

WHEREAS, in connection with the financing of the facilities and/or services provided by the Issuer for the benefit of the Airport, the Issuer has, and/or will, from time to time authorize, issue and deliver bonds (the "Bonds") of the Issuer supported by payments to be made by the Airport pursuant to such contracts; and

WHEREAS, the United States Securities and Exchange Commission has adopted Rule 15c2-12, as amended from time to time (the "Rule"); and

WHEREAS, the Rule provides that a broker, dealer or municipal securities dealer of Bonds issued after the effective dates set forth in the Rule, may not purchase or sell Bonds in connection with an offering thereof unless, prior to the purchase or sale thereof, "obligated persons", or entities acting on behalf of "obligated persons", have undertaken to provide certain updated financial information and operating data annually, and timely notice of specified material events, to certain information vendors; and

WHEREAS, the Issuer and the Airport heretofore entered into a Continuing Disclosure Agreement, as amended, in conformance with the Rule (the "Original CDA"); and

WHEREAS, in order to reflect the Rule, as recently amended, and provide adequate flexibility to accommodate any subsequent amendments to the Rule, it is deemed appropriate and necessary to enter into a new Continuing Disclosure Agreement (the "CDA"), which supercedes the Original CDA; and

WHEREAS, it is the intent of both the Issuer and the Airport that any and all obligations and/or duties of the respective party under the Original CDA with respect to any heretofore issued series of Bonds shall continue to be observed as carried forward into the CDA; and

WHEREAS, in order to comply with the Rule and facilitate the future issuance of Bonds, the Airport and the Issuer have agreed that it is deemed appropriate and necessary to enter into the CDA hereinafter authorized to be executed and delivered.

THEREFORE, BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD:
Section 1. That the recitals set forth in the preamble hereof are incorporated herein and shall have the same force and effect as if set forth in this Section.

Section 2. That the Chief Executive Officer or other Authorized Officer is hereby authorized and directed to execute and deliver, and the Board Secretary is authorized and directed to attest, the CDA substantially in the form and substance attached hereto.

Section 3. That the Chief Executive Officer or other Authorized Officer is hereby authorized and directed to execute and deliver, and the Board Secretary is authorized and directed to attest, any amendment or supplement to the CDA hereinafter required or appropriate in response to further amendment of the Rule in order to maintain compliance with the requirements of the Rule.

Section 4. That the CDA, and any amendment or supplement thereof, shall become effective and enforceable in accordance with its terms immediately upon execution and delivery thereof for all intents and purposes.

Section 5. That each of the officers and members of the Dallas Fort Worth International Airport Board was duly and sufficiently notified officially and personally, in advance, of the time, place and purpose of the meeting at which this Resolution was introduced, and that said Resolution would be introduced and considered for passage at said meeting, and each of said officers and members consented, in advance, to the holding of said meeting for such purpose, and that said meeting was open to the public and public notice of the time, place and purpose of said meeting was given, all as required by the Texas Government Code, Chapter 551.

PASSED AND APPROVED this ____ day of __________, 2019.

___________________________________
William Meadows
Chair, Dallas Fort Worth International Airport Board

ATTEST:

___________________________________
Donna J. Schnell
Board Staff Secretary
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>03/07/2019</td>
<td>Finance/Audit</td>
<td>Authorize the acceptance of additional funds from a 2016 Urban Area Security Initiative Grant</td>
<td></td>
</tr>
</tbody>
</table>

**Action**
That the Chief Executive Officer or designee be authorized to accept additional funding under a FY2016 Urban Area Security Initiative Grant #3165801; that the Board agrees that the project, 2016 UASI - DFW Airport Hazmat Equipment, will be operated through the DFW Department of Public Safety; that the Board agrees that in the event of loss or misuse of the Office of the Governor funds that the Board will return to the Office of the Governor the full amount of funding; that the Board designates the Vice President of Treasury Management as the grantee's authorized official and gives the authorized official the power to apply for, accept, reject, alter or terminate the grant on behalf of the Board; and that the Board approves the acceptance of additional funding from grant #3165801 for project, 2016 UASI - DFW Airport Hazmat Equipment, from the Office of the Governor in an amount of $38,643.87.

**Description**
- In 2016, the Airport was awarded a $100,000 grant to purchase Hazmat Equipment. That equipment was purchased and the grant closed.
- It was recently learned that additional funds are available, due to other entities not having spent all their funds, and that the Airport is eligible to receive another $38,643.87 to purchase additional equipment.
- No matching funds are required and the Board will use its normal procurement procedures, with reimbursement from grant funds.

**Justification**
- This action is required to satisfy requirements set forth by the Office of the Governor to secure these funds.
- The purchase of this equipment allows the Department of Public Safety to better perform its role in the event of a Hazmat incident.

**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 (Grants).

<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>$38,643.87</td>
<td>$0</td>
</tr>
</tbody>
</table>

For Information contact
Michael Phemister
3-5447

<table>
<thead>
<tr>
<th>Fund</th>
<th>Project #</th>
<th>External Funding Source</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>DFW Capital Account</td>
<td>26534-06</td>
<td>2016 UASI Grant #3165801</td>
<td>$38,643.87</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 accept additional funding under a FY2016 Urban Area Security Initiative Grant #3165801; that the Board agrees that the project, 2016 UASI - DFW Airport Hazmat Equipment, will be operated through the DFW Department of Public Safety; that the Board agrees that in the event of loss or misuse of the Office of the Governor funds that the Board will return to the Office of the Governor the full amount of funding; that the Board designates the Vice President of Treasury Management as the grantee's authorized official and gives the authorized official the power to apply for, accept, reject, alter or terminate the grant on behalf of the Board; and that the Board approves the acceptance of additional funding from grant #3165801 for project, 2016 UASI - DFW Airport Hazmat Equipment, from the Office of the Governor in an amount of $38,643.87.

Approved as to Form by

Rodriguez, Elaine
Legal Counsel
Feb 21, 2019 10:12 am

Approved as to Funding by

Underwood, Max
Vice President Finance
Finance
Feb 21, 2019 2:38 pm

Approved as to M/WBE by

Burks Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Feb 21, 2019 9:01 am

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head
Feb 21, 2019 8:58 am

Chief Executive Officer
Date
Date  | Committee   | Subject                                | Resolution # |
03/07/2019 | Finance/Audit | Hyatt Regency Hotel DFW Airport Emergency Repair Services | |

**Action**
That the Airport Board hereby ratify the execution of Purchase Order No. 275568, for Hyatt Regency Hotel Emergency Repair Services, with MBW SERV Corporation dba ServPro of North Irving, of Dallas, Texas, in an amount not to exceed $221,789.24.

**Description**
- Ratify a purchase order to perform services that addressed a water damage incident at the Hyatt Regency Hotel for the Airport's Risk Management Department.

**Justification**
- On December 28, 2018, a water main break occurred at the Hyatt Regency Hotel. Water flowed into the sub-level areas creating substantial damage to property, including structures, drywall, carpeting and furnishings.
- Airport structural and public safety crews responded to stop the water flow, begin clean-up and protect affected guest and address traffic issues caused by this incident.
- ServPro of North Irving was also called out that day to assist in damage remediation, clean-up and restoration of property to operational status; their services were provided for ten days.

**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**
- Start Date: January 28, 2019
- Contract Term: 10 Calendar days

<table>
<thead>
<tr>
<th>Contract #</th>
<th>Agreement #</th>
<th>Purchase Order #</th>
<th>Action Amount</th>
<th>Revised Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>275568</td>
<td></td>
<td>NTE $221,789.24</td>
<td></td>
<td>$0</td>
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</tbody>
</table>

**For Information contact**

<table>
<thead>
<tr>
<th>Fund</th>
<th>Project #</th>
<th>External Funding Source</th>
<th>Amount</th>
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</thead>
<tbody>
<tr>
<td>0102</td>
<td></td>
<td></td>
<td>$221,789.24</td>
</tr>
</tbody>
</table>
Additional Information

- This purchase is exempt from competitive bidding in accordance with Local Government Code 252.022, as it was necessary to protect the public health and safety.

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Airport Board hereby ratify the execution of Purchase Order No. 275568, for Hyatt Regency Hotel Emergency Repair Services, with MBW SERV Corporation dba ServPro of North Irving, of Dallas, Texas, in an amount not to exceed $221,789.24.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Feb 21, 2019 3:53 pm

Approved as to Funding by
Miyashita, Glenn
Assistant Vice President Capital Planning
Finance
Feb 21, 2019 4:51 pm

Approved as to M/WBE by
Burks Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Feb 21, 2019 5:39 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Department Head
Feb 20, 2019 3:03 pm

Chief Executive Officer
Date

Pending
Date: 03/07/2019
Committee: Finance/Audit
Subject: Master Antenna Television and Satellite Master Antenna Television Systems Maintenance Services
Resolution #

Action
That the Chief Executive Officer or designee be authorized to execute Contract No. 7006738, for Master Antenna Television and Satellite Master Antenna Television Systems Maintenance Services, with Satellite Systems & Service, Inc., of Irving, Texas, in an amount not to exceed $188,680.00, for the initial one-year term of the Contract, with options to renew for four additional one-year periods.

Description

• Execute a new Contract for Master Antenna Television (MATV)/Satellite Master Antenna Television (SMATV) Maintenance Services in support of the Airport.

Justification

• This Contract will provide design, installation, and maintenance of MATV/SMATV systems in support of the Airport's objectives. The increase in contract capacity will enable upgrades and enhancements for Terminal C as needed.
• This Contract will allow ITS to support over three-hundred (300) displays located across the Airport.

D/S/M/WBE Information

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

Schedule/Term

• Start Date: April 2019
• Contract Term: One year, with four one-year renewal options.

<table>
<thead>
<tr>
<th>Contract #</th>
<th>Agreement #</th>
<th>Purchase Order #</th>
<th>Action Amount</th>
<th>Revised Amount</th>
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<td>NTE</td>
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For Information contact
Michael Youngs
3-5350
Christian Brewer
3-5322

Fund                  Project #     External Funding Source    Amount
0102                  0102                           $188,680.00
BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to execute Contract No. 7006738, for Master Antenna Television and Satellite Master Antenna Television Systems Maintenance Services, with Satellite Systems & Service, Inc., of Irving, Texas, in an amount not to exceed $188,680.00, for the initial one-year term of the Contract, with options to renew for four additional one-year periods.

Approved as to Form by

Rodriguez, Elaine
Legal Counsel
Feb 21, 2019 3:54 pm

Approved as to Funding by

Miyashita, Glenn
Assistant Vice President Capital Planning
Finance
Feb 21, 2019 4:52 pm

Approved as to M/WBE by

Burks Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Feb 21, 2019 5:40 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head
Information Technology Svcs
Feb 20, 2019 2:56 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>
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<tr>
<td>03/07/2019</td>
<td>Finance/Audit</td>
<td>Maintenance and Remote Technical Support for Parking Control System Readers</td>
<td></td>
</tr>
</tbody>
</table>

### Action
That the Chief Executive Officer or designee be authorized to execute Contract No. 7006775, for Maintenance and Remote Technical Support for Parking Control System Readers, with Neology Inc., of San Diego, California, in an amount not to exceed $257,000.00, for the initial three-year term of the Contract, with options to renew for two additional one-year periods.

### Description
- Award a Contract for annual maintenance and upgrades for the Automatic Vehicle Identification (AVI) Readers in support of the Airport's Parking Control System.

### Justification
- Contract will include on-site annual maintenance, remote technical support, and firmware upgrades to cover all existing Radio Frequency Identification (RFID) systems at the Airport.
- Hardware setups and software configurations will be checked to ensure they are correct and parameters are configured to optimize RFID performance.
- The Airport currently owns and uses 121 AVI Readers in the Parking Control System and each one needs to be working 100 percent of the time.

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

### Schedule/Term
- Start Date: April 2019
- Contract Term: Three years, with two one-year renewal options.

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<td>0102</td>
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<tr>
<td>Shannon Hamilton</td>
<td></td>
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<td>$257,000.00</td>
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</table>
Additional Information

- The services of the Contract are exempt from competitive bidding, in accordance with local Government Code 252.022, as they are available only from one source.

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to execute Contract No. 7006775, for Maintenance and Remote Technical Support for Parking Control System Readers, with Neology Inc., of San Diego, California, in an amount not to exceed $257,000.00, for the initial three-year term of the Contract, with options to renew for two additional one-year periods.

Approved as to Form by

Rodriguez, Elaine
Legal Counsel
Feb 21, 2019 3:58 pm

Approved as to Funding by

Miyashita, Glenn
Assistant Vice President Capital Planning
Finance
Feb 21, 2019 4:52 pm

Approved as to M/WBE by

Burks Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Feb 21, 2019 5:40 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head
Information Technology Svcs
Feb 20, 2019 2:57 pm

Chief Executive Officer

Pending
### Action

That the Board delegate to the Chief Executive Officer or designee its authority under Chapter 2269, Subchapter B of the Texas Government Code, to procure construction services necessary to complete the construction of a new Automated Access Control System using methods authorized by Chapter 2269 other than competitive bidding.

### Description

- This action will delegate authority to the Chief Executive Officer or his designee, pursuant to Sections 2269.053 and 2269.056 of the Texas Government Code, and in lieu of competitive bidding, to procure services necessary to complete the replacement of the existing Airport-wide automated access control system with a new system using a method authorized under Chapter 2269, Subchapter B of the Texas Government Code.

### Justification

- The Automated Access Control System provides for the Airport's comprehensive access security, control, and monitoring to all secured areas as required by federal regulations and Airport security protocols. The current system has been in place for approximately twenty years and is being declared end-of-life status by the manufacturer. This declaration necessitates the procurement of a new access control system.
- Chapter 2269, Subchapter B of the Texas Government Code authorized the Board to consider procuring a construction contract using a project delivery method (e.g. construction manager at risk, design build, request for proposal, etc.) other than competitively bidding by considering whether alternate project delivery methods available under the statute may provide a better value.
- The law also allows the Board to delegate its authority by providing notice of the delegation, the limits of the delegation, and the name or title of each person to whom the delegation is made. This Action is intended to satisfy those notice requirements.

### D/S/M/WBE Information

- The applicable Business Diversity Program and contract-specific goal will be determined once the alternate delivery method has been selected.

<table>
<thead>
<tr>
<th>Contract #</th>
<th>Agreement #</th>
<th>Purchase Order #</th>
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<tr>
<td>3-5613</td>
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BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Board delegate to the Chief Executive Officer or designee its authority under Chapter 2269, Subchapter B of the Texas Government Code, to procure construction services necessary to complete the construction of a new Automated Access Control System using methods authorized by Chapter 2269 other than competitive bidding.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Feb 21, 2019 3:59 pm

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
Feb 21, 2019 4:53 pm

Approved as to M/WBE by
Burks Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Feb 21, 2019 5:41 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Department Head
Procurement & Materials Mgmt
Feb 21, 2019 3:04 pm

Pending
Chief Executive Officer
Date
### Action

That the Chief Executive Officer or designee be authorized to execute Contract No. 7006702, for Airport Security Surveillance System, with M.C. Dean, Inc., of Addison, Texas, in an amount not to exceed $1,750,542.50, for the initial one-year term of the Contract, with options to renew for four additional one-year periods.

### Description

- Award a Contract for Closed Circuit Television Equipment Maintenance and Installation Services in support of DFW Airport.

### Justification

- The Closed Circuit Television (CCTV) system provides visual and audio information to various entities at the Airport in support of security and operational groups.
- This Contract will provide capacity to support system maintenance, purchasing, and Airport projects requiring CCTV including:
  - Department of Public Safety (DPS) Station Project
  - Integrated Operation Center (IOC) Project
  - CCTV System upgrade and expansion projects.
- This action supports the Airport’s goal of a safe and secure environment and operational excellence.

### D/S/M/WBE Information

- In accordance with the Board’s SBE Program, the SBE goal for this contract is 15%.
- M.C. Dean has committed to achieving 15% SBE participation utilizing Real Network Services (HM-C:16%), and Voice Products (WM-C:4%)

### Schedule/Term

- Start Date: April, 2019
- Contract Term: One year, with four one-year renewal options.

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<td>Shannon Hamilton</td>
<td>3-5350</td>
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<tr>
<td></td>
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</table>
Additional Information

- Two (2) Proposals, none from an SBE firm, were received on or before December 27, 2018.
  - Siemens Industry, Inc. of Irving Texas.
  - M.C. Dean, Inc., of Addison, Texas
- Based on evaluations of the Proposals submitted, the Evaluation Committee, consisting of representatives for the Airport's Information Technology Services and Department of Public Safety, recommends that the Contract be awarded to M.C. Dean, Inc., of Addison, 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. 7006702, for Airport Security Surveillance System, with M.C. Dean, Inc., of Addison, Texas, in an amount not to exceed $1,750,542.50, for the initial one-year term of the Contract, with options to renew for four additional one-year periods.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Feb 21, 2019 4:00 pm

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
Feb 21, 2019 4:53 pm

Approved as to M/WBE by
Burks Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Feb 21, 2019 5:41 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head
Information Technology Svcs
Feb 20, 2019 2:57 pm

Chief Executive Officer
Pending

Date
Action  
That the Chief Executive Officer or designee be authorized to execute two Contracts with Honeywell International, Inc., through its Honeywell Building Solutions business unit, of Richardson, Texas: Contract No. 7006765, for Consolidated Fire Alarm System Maintenance Services in an amount not to exceed $9,241,417.43 for the five-year term of the Contract; and Contract No. 7006784, for Fire Alarm System Upgrade Services, in an amount not to exceed $13,137,108.00 for the thirty-month term of the Contract. Total Amount of Action is $22,378,525.43.

Description  
- Provide comprehensive fire alarm system maintenance that consolidates services for all terminals and sixty Airport facilities with the system's manufacturer.
- Upgrade the fire alarm system end devices for Terminals A, B, D and E, and sixty other Airport facilities, to the latest fire and smoke detection technology available from the system's manufacturer.

Justification  
- The Central Fire Alarm System provides monitoring and alarming for Airport facilities as required by State law and the national Fire Protection Association.

D/S/M/WBE Information  
- N/A - Not subject to a goal per the Board's SBE Policy due to the nature of the procurement. (Government Code Exemption - Sole Source)
- Contract 7006765: Honeywell International, Inc. has committed to achieving 7.3% SBE participation utilizing Low Voltage Solutions, Inc. (WF-C).
- Contract 7006784: Honeywell International, Inc. has committed to achieving 23% SBE participation utilizing Low Voltage Solutions, Inc. (WF-C, 11.5%) and Real Network Services, (HM-C, 11.5%).

Schedule/Term  
- Start Date: April 2019
- Contract Term: Five years for maintenance services and 30 months for upgrade services.

<table>
<thead>
<tr>
<th>Contract #</th>
<th>Agreement #</th>
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<td>7006784</td>
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For Information contact  
Michael Youngs  
3-5350
Ron Duncan  
3-5613

<table>
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<tr>
<th>Fund</th>
<th>Project #</th>
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## Justification Continued

- Historically, fire alarm system maintenance was performed under various facility maintenance contracts with multiple contractors. This action will consolidate fire alarm service and responsibility to the system manufacturer, and its authorized subcontractor, to ensure comprehensive, consistent system support to manufacturer standards.
- The current fire alarm system detection devices have been declared end-of-life by the manufacturer.
- This action will also support installation of Honeywell's latest fire and smoke detection devices to ensure long-term sustainability of the integrated fire alarm system.

## Additional Information

- The services of the Contract are exempt from competitive bidding, in accordance with local Government Code 252.022, as they are available only from one source.
- Both Contracts include a five percent allowance to cover device installations for future new construction and expanded maintenance services when new facilities come online.

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

That the Chief Executive Officer or designee be authorized to execute two Contracts with Honeywell International, Inc., through its Honeywell Building Solutions business unit, of Richardson, Texas: Contract No. 7006765, for Consolidated Fire Alarm System Maintenance Services in an amount not to exceed $9,241,417.43 for the five-year term of the Contract; and Contract No. 7006784, for Fire Alarm System Upgrade Services, in an amount not to exceed $13,137,108.00 for the thirty-month term of the Contract. Total Amount of Action is $22,378,525.43

### Approved as to Form by

Rodriguez, Elaine  
Legal Counsel  
Feb 21, 2019 4:01 pm

### Approved as to Funding by

Underwood, Max  
Vice President Finance  
Finance  
Feb 21, 2019 4:52 pm

### Approved as to M/WBE by

Burks Lee, Tamela  
Vice President Business Diversity and Development  
Business Diversity and Development  
Feb 21, 2019 5:41 pm

### SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head  
Information Technology Svcs  
Feb 20, 2019 2:57 pm

Chief Executive Officer

Pending
Date | Committee | Subject | Resolution
--- | --- | --- | ---
03/07/2019 | Finance/Audit | Compromise Settlement Agreement and Mutual Release with Hensel Phelps Construction Company and Kellogg Brown & Root | 

**Action**
That the Chief Executive Officer or designee be authorized to enter into a Compromise Settlement Agreement and Mutual Release with Hensel Phelps Construction Company and Kellogg Brown & Root, Inc. to settle the lawsuit styled Dallas/Fort Worth International Airport Board v. Hensel Phelps Construction Company and Kellogg Brown & Root, Inc.

**Description**
- On or about August 3, 2000, DFW Airport entered into Supplemental Agreement No. 21 “APM Foundation Piers and Concrete” with Hensel Phelps Construction Company (“HP”). The work to be performed by HP included all excavation, demolition, traffic control, site preparation, drilling haul off, materials, labor and equipment to install all of the drilled piers required for guideway foundations for the Automated People Mover (“APM”) Project at DFW Airport (hereinafter the "Project"). This work included, among other things, construction of concrete piers, pier caps, column bases, special bents, guideway deck, ramp paving and station foundations.
- On or about May 4, 2000, DFW entered into Contract No 8500142 with Brown and Root Services, a division of Kellogg, Brown & Root (“KBR”) entitled Design, Design Management and Construction Administration Automated People Mover (APM) Guideway, Stations and Infrastructure. The work to be performed by KBR included, among other things, design development, design management and construction administration of services related to the construction of the guideway facilities and station facilities, of the APM system at DFW Airport.
- On April 17, 2015, DFW Airport filed suit against HP and KBR in Case No. 15-04400; styled The Dallas/Fort Worth International Airport Board v Hensel Phelps Construction Company and Kellogg, Brown & Root, Inc. in the 134th Judicial District of Dallas County, Texas, alleging defects in the work related to the inverted capbeams and guideway support columns because of design error, construction defect, or both.
- A mediation of the case was conducted on February 18, 2019. Under the terms of the mediated settlement, which is hereby submitted to the Board for approval, HP and KBR (through their insurance carriers) will pay $6 million to DFW Airport in settlement of the claims in exchange for dismissal of the suit with prejudice and a full release of claims related to the Project.

**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 (Legal Settlements).

<table>
<thead>
<tr>
<th>Contract #</th>
<th>Agreement #</th>
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For Information contact
Elaine Rodriguez
3-5487

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<tr>
<th>Fund</th>
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<th>Amount</th>
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</table>
**BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD**

That the Chief Executive Officer or designee be authorized to enter into a Compromise Settlement Agreement and Mutual Release with Hensel Phelps Construction Company and Kellogg Brown & Root, Inc. to settle the lawsuit styled Dallas/Fort Worth International Airport Board v. Hensel Phelps Construction Company and Kellogg Brown & Root, Inc.

<table>
<thead>
<tr>
<th>Approved as to Form by</th>
<th>Approved as to Funding by</th>
<th>Approved as to M/WBE by</th>
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<tbody>
<tr>
<td>Rodriguez, Elaine</td>
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<td>Burks Lee, Tamela</td>
</tr>
<tr>
<td>Legal Counsel</td>
<td>Assistant Vice President Capital Planning Finance</td>
<td>Vice President Business Diversity and Development Business Diversity and Development</td>
</tr>
<tr>
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<td>Feb 21, 2019 11:05 am</td>
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**SIGNATURE REQUIRED FOR APPROVAL**

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<th>Approved by</th>
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<tr>
<td>Department Head Legal</td>
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<td>Feb 21, 2019 10:44 am</td>
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Chief Executive Officer

Pending

Date
<table>
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<tr>
<th><strong>Meeting Date</strong></th>
<th><strong>Subject</strong></th>
<th><strong>Committee</strong></th>
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<tbody>
<tr>
<td>03/07/2019</td>
<td>Monthly Report</td>
<td>Finance/Audit</td>
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</table>

**Item For Discussion**
Report to the Airport Board all Contracts valued between $25,000.00 and $50,000.00 and Contracts Increases/Decreases valued between $25,000.00 and $50,000.00, for the month of January 2019.

**Description**
- Report to the Airport Board all Contracts valued between $25,000.00 and $50,000.00 and Contracts Increases/Decreases valued between $25,000.00 and $50,000.00, for the month of January 2019.
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<thead>
<tr>
<th>VENDOR/LOCATION</th>
<th>PO/CONTRACT NO.</th>
<th>DESCRIPTION</th>
<th>DEPARTMENT</th>
<th>AMOUNT</th>
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<tbody>
<tr>
<td>Reece Supply of Dallas, Inc.</td>
<td>275617</td>
<td>Purchase A Flat Bed Vinyl Sign Fabricator</td>
<td>Energy Transportation and Asset Management</td>
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<td>Sunbelt Rentals, Inc. Grapevine, Texas</td>
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<td>Purchase Floor Scrubbers</td>
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<td>Turn-Key Mobile, Inc. Jefferson City, Missouri</td>
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<td><strong>$177,158.72</strong></td>
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Note: 1. SBE-Certified with North Central Texas Regional Certification Agency and State of Texas-HUB Certified.
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<th>VENDOR/LOCATION</th>
<th>PO/ CONTRACT NO.</th>
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<td>Transportation Network Company (TNC) Tracking System</td>
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<td>Tire Repair and Parts Services for Large Vehicles and Heavy Equipment</td>
<td>Energy Transportation and Asset Management</td>
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<td>Horizon Software as a Service (SaaS)</td>
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<td>Legal Ads</td>
<td>Procurement and Materials Management</td>
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<td>Fiscalnote Software as a Service (SaaS)</td>
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<td>Bearing Distributors, Inc. dba BDI</td>
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<td>Baggage Handling Parts</td>
<td>Energy Transportation and Asset</td>
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<td>Cleveland, Ohio</td>
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<td>Management</td>
<td>This Action: $30,532.30</td>
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<td>Van Der Graaf, Inc.</td>
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<td>Revised Contract Value: $542,500.00</td>
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AGENDA
CONCESSIONS/COMMERCIAL DEVELOPMENT COMMITTEE
TUESDAY, MARCH 5, 2019
12:55 p.m.

CONCESSIONS/COMMERCIAL DEVELOPMENT COMMITTEE

26. Approve the minutes of the Concessions/Commercial Development Meeting of February 12, 2019.

Action Items for Consideration

Z. Campbell

27. Approve execution of two Lease Agreements with Premium Port Dallas Fort Worth, LLC as recommended by the DFW Selection Committee.

J. Terrell

28. Approve amendment and restatement of an existing agreement with the City of Irving, City of Dallas and City of Fort Worth related to extension of Texas Local Government Code Chapter 380 tax incentives for Aviall Services, Inc. retention, and that the Board recommends that the City of Dallas and the City of Fort Worth likewise approve said amended and restated agreement.

Discussion Item

Z. Campbell

29. Meet and Greet Permits.
Date 03/07/2019
Committee Concessions/Commercial Development
Subject Common Use Lounge Concessions
Resolution #

Action
That the Chief Executive Officer or designee be authorized to execute two Lease Agreements with Premium Port Dallas Fort Worth, LLC as recommended by the DFW Selection Committee.

Description
- Premium Port Dallas Fort Worth, LLC was selected as the Airport's common use lounge operator by the DFW Selection Committee.
- Concessionaire will operate two lounges; one (1) in Terminal D at Gate D21 and one (1) in Terminal E at Gate E31.
- The lounge in Terminal D, will primarily serve international carriers without dedicated lounges to include Emirates, Lufthansa and Qatar Airways. Lounge membership guests and day pass guests will be allowed as space is available.
- The lounge in Terminal E will be open, primarily to domestic passengers, to lounge membership guests as well as day pass guests.
- The lounges in Terminals D and E will include, but not limited to the following services:
  - Complimentary food and beverage with bar service
  - Workstations with computer access
  - Concierge and entertainment programs
  - Assortment of comfortable and spacious seating options
- The lease term is ten (10) years and Concessionaire shall pay eleven (11%) of Gross Receipts for Allowances and fifteen percent (15%) of Gross Receipts for the sale of Airline, Day and Member Network guest passes.
- The Minimum Annual Guarantee for Terminal D is $1,023,000 and for Terminal E is $155,000.

Justification
- This action is based on the Concessions Policy, 2.1 Selection Criteria and the criteria within the Request for Proposal.
- This action supports the Board's Concession Policy to provide and improve the shopping, dining, and service experience at DFW International Airport.

D/S/M/WBE Information
- In accordance with the Board’s ACDBE Program, the ACDBE goal for this lease is 0% and the M/WBE goal for tenant finish out is 30%.
- Premium Port Dallas Fort Worth, LLC has committed to achieving 15% ACDBE participation by partnering with M2 Concepts (ACDBE: BM-C) and 30% M/WBE participation for the tenant finish out.

<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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For Information contact
Zenola Campbell
3-4830

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 two Lease Agreements with Premium Port Dallas Fort Worth, LLC as recommended by the DFW Selection Committee.

**Approved as to Form by**

Rodriguez, Elaine  
Legal Counsel  
Feb 21, 2019 9:53 am

**Approved as to Funding by**

Underwood, Max  
Vice President Finance  
Finance  
Feb 21, 2019 8:44 am

**Approved as to M/WBE by**

Burks Lee, Tamela  
Vice President Business Diversity and Development  
Feb 20, 2019 5:48 pm

**SIGNATURE REQUIRED FOR APPROVAL**

Approved by

Feb 19, 2019 10:57 am

Chief Executive Officer  
Date
Action
That the Chief Executive Officer or designee be authorized to amend and restate an existing agreement with the City of Irving, City of Dallas and City of Fort Worth related to extension of Texas Local Government Code Chapter 380 tax incentives for Aviall Services, Inc. retention, and that the Board recommends that the City of Dallas and the City of Fort Worth likewise approve said amended and restated agreement.

Description

• Aviall Services, Inc. (Aviall), a wholly owned subsidiary of The Boeing Company, relocated its corporate headquarters to DFW Airport's International Commerce Park (ICP), within the Irving city limits, in November 2001.
• A previously approved and amended City of Irving tax incentive agreement pursuant to Chapter 380 of the Texas Local Government Code, aided in Aviall's decision to relocate to ICP.
• Aviall’s 340 employees occupied a 239,120 square foot (sf) facility and generated $506 million in sales in 2001. In 2007, Aviall expanded its warehouse by 250,000 sf and constructed a 57,225 sf shop building. In 2010 Aviall reported $3.22 billion in sales. Currently, Aviall has grown to over 950 employees at the DFW Airport location.
• As an incentive to remain in its existing facilities rather than relocate out of the county, the City of Irving is offering to Aviall to amend and restate the existing agreement to extend the same incentives for an additional ten-year term to coincide with Aviall's renewed lease:
  ♦ Grant of 100 percent (100%) of the business personal property taxes paid to the City of Irving on business personal property owned by Aviall Services, Inc., at 2750 and 2755 Regent Blvd. less the required base value through 2031.

Justification

• Aviall agrees to provide the additional public benefits through December 31, 2031:
  ♦ maintain business operations and renew current lease for a minimum of 605,000 sf of warehouse/office space at 2750 and 2755 Regent Blvd.
  ♦ retain 951 current employees in region.
  ♦ create at least 100 new full-time jobs at the current location by December 31, 2023.

D/S/M/WBE Information

• N/A - Not subject to a goal per the Board's SBE Policy due to the nature of the procurement.
(Resolutions/Ordinances)

<table>
<thead>
<tr>
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<td>$0</td>
<td>$0</td>
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</table>

For Information contact
John Terrell
3-4655
Justification continued

- Aviall’s retention will maintain and enhance the commercial and industrial economic and employment base as well as provide direct revenues to the Host City and Owner Cities.
- As a result of the Chapter 380 agreement, the City of Irving estimates that, by the end of tax year 2031, Dallas and Fort Worth will have received over $5.4 million in total business personal property tax revenues. It is estimated that $309,137 will be distributed this year to the cities of Dallas and Fort Worth, based on 2018 tax assessments.

Additional Information

- American Airlines and BBA Aviation are two of the largest customers of Aviall.

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to amend and restate an existing agreement with the City of Irving, City of Dallas and City of Fort Worth related to extension of Texas Local Government Code Chapter 380 tax incentives for Aviall Services, Inc. retention, and that the Board recommends that the City of Dallas and the City of Fort Worth likewise approve said amended and restated agreement.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Feb 21, 2019 4:05 pm

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
Feb 21, 2019 8:44 am

Approved as to M/WBE by
Burks Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Feb 21, 2019 5:13 am

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Department Head
Commercial Development
Feb 20, 2019 9:31 am

Chief Executive Officer
Pending

Date
Tax Incentives for Aviall Services, Inc. Retention

Background:
Aviall, headquartered in Irving, TX, is the world's largest diversified aircraft parts distributor delivering airplane parts and repair services. The company manages inventory for the global aerospace and defense industry and holds significant inventory at its facility in Irving.

Aviall was purchased by Boeing in 2006 and is on the path to become a fully integrated subsidiary, though it will retain the Aviall brand.

Due to Texas' emphasis on taxes on property and inventory, the State of Texas and City of Irving have offered incentives to keep Texas competitive with other states given Aviall's specific, high inventory, business model. Aviall entered into an agreement with the City of Irving in 2001 that has been extended multiple times with a current expiration at the end of 2020.

Aviall is pleased with their current location and extension of the current agreement will keep the Irving location competitive. However, given the uncertainty, Aviall has begun to evaluate other locations in North Texas to move operations to a locale that already offers the inventory exemption.

Request:
As Aviall looks at options for lease renewal in 2020, the extension of the tax agreement is required to provide predictability in operating costs and maintain current location. Aviall/Boeing is requesting that this agreement be extended for ten years.

Economic Implications:
- With the agreement in place, Aviall remains a major taxpayer in the region. Their 2018 net tax payments were $4.8M to all entities (including GCISD, Dallas County, and DCCD among others) with $581K to the City of Irving to be split per the interlocal agreement.
- Over the full term of the existing agreement, 2012-2021, Aviall will pay Irving $2.4M and Dallas and Fort Worth $2.9M.
- All of the employees that work at Aviall's Irving facilities reside in the North Texas Region and over 30% of the workforce live in the city limits of Dallas, Fort Worth, and Irving.
- Aviall expects to grow by 100 jobs over the next three years and is looking at other growth opportunities in the future.
- Aviall employs nearly 1,000 employees in the region. When combined with Boeing’s workforce the total is over 1,400 in North Texas.
  - Boeing/Aviall significant investments in the region:
    - $10M gift to the Bush Institute at SMU
    - $126k to Frontiers of Flight Museum
    - $100k to Npower Foundation
    - $100k to the GCISD Foundation
    - Involved with over 30 Chambers of Commerce and non-profit organizations
<table>
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<tr>
<th>Meeting Date</th>
<th>Subject</th>
<th>Committee</th>
</tr>
</thead>
<tbody>
<tr>
<td>03/07/2019</td>
<td>Meet and Greet Permits</td>
<td>Concessions/Commercial</td>
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<tr>
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### Item For Discussion
Permits issued for Meet and Greet Services

### Description
- DFW Airport has issued the following Permits for Meet and Greet Services:
  - **Jourve** was issued Permit No. 010751; Concessionaire shall pay fifteen percent (15%) of gross receipts and the term shall be for three (3) years.
  - **Airport Terminal Services, Inc. d/b/a Airport Butler** was issued Permit No. 010742; Concessionaire shall pay fifteen percent (15%) of gross receipts and the term shall be for three (3) years.
  - **Air General, Inc.** was issued Permit No. 010712; Concessionaire shall pay fifteen percent (15%) of gross receipts and the term shall be for three (3) years.