AGENDA
DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD
May 30, 2019
8:30 a.m.

– NOTICE –
DALLAS FORT WORTH INTERNATIONAL AIRPORT
BOARD OF DIRECTORS
COMMITTEE MEETINGS TUESDAY, MAY 28, 2019

Retirement/Investment Committee: 12:30 p.m.
Operations Committee: 12:40 p.m.
Finance/Audit Committee: 1:00 p.m.
Concessions/Commercial Development Committee: 1:10 p.m.
Executive Compensation Committee: 1:20 p.m.
Consent Agenda – all items under this heading are a part of the Consent Agenda and require little or no deliberation by the Board. Approval of the Consent Agenda authorizes the Chief Executive Officer or his designee to implement each item in accordance with staff recommendation.

A closed executive session may be held with respect to a posted agenda item if the discussion concerns one of the following:

1. Contemplated or pending litigation or matters where legal advice is requested of the Board's Legal Counsel. Texas Government Code Section 551.071.

2. Discussion concerning sale or lease of real property, or negotiated contracts for donations to the Board, when such discussions would have a detrimental effect on the negotiating position of the Board. Texas Government Code Section 551.072.

3. Personnel matters involving discussions of the qualifications or performance of identifiable individuals already employed or being considered for employment by the Board. Texas Government Code Section 551.074.

4. The deployment, or specific occasions for implementation, of security personnel or devices. Texas Government Code Section 551.076.

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AGENDA

A. Invocation – Chaplain DD Hayes

B. Pledge of Allegiance

C. Announcements

D. Approve Minutes of the Regular Board Meeting of May 2, 2019.

E. Air Service Highlights – Milton De La Paz

F. Financial Report – Chris Poinsatte

G. Sustainability Update – Robert Horton
RETIREMENT/INVESTMENT COMMITTEE

1. Approve Minutes of the Retirement/Investment Committee Meeting of March 5, 2019.

Discussion Items


Action Item for Consideration

Mike Phemister 4. Approve Asset Management Agreement with the Veritas Capital Fund VII, in a commitment amount of $5 million.

OPERATIONS COMMITTEE

5. Approve Minutes of the Operations Committee Meeting of May 2, 2019.

Consent Items for Consideration

Alan Black 6. Approve execution of an agreement between the City of Irving and the DFW International Airport Board for the provision of canine explosive detection services and right to reimbursement.


Rusty Hodapp 8. Approve execution of Contract No. 5000978, Terminal F Phase 1 Oncor Reimbursement, with Oncor Electric Delivery Company, LLC, of Carrollton, Texas, in an amount not to exceed $267,107.22.

Action Items for Consideration

Austin Frith 9. Approve execution of Contract No. 7006790, for Roadway Signage Fabrication and Installation Services, with Synergy Signs & Services, LLC, of Fort Worth, Texas, in an amount not to exceed $2,225,430.00, for the initial three-year term of the Contract, with options to renew for two additional one-year periods.
10. **Approve execution of Contract No. 7006786, for Facilities Signage Fabrication and Installation Services, with Synergy Signs & Services, LLC, of Fort Worth, Texas, in an amount not to exceed $3,255,120.00, for the initial three-year term of the Contract, with options to renew for two additional one-year periods.**

Rusty Hodapp

11. **Approve execution of Contract No. 9500627, Runway 18R Aircraft Rescue and Firefighting (ARFF) Road Improvements, with Gilbert May, Inc., Philips/May Corporation, of Dallas, Texas in an amount not exceed $6,290,333.00, for the 218 calendar day term of the Contract.**

12. **Approve authorization to procure construction services necessary to complete the construction of the Skylink Restroom Project using a method, authorized under Chapter 2269, Section B of the Texas Government Code, to determine which solicitation method, other than competitive bidding, provides the best value for the Airport.**

13. **Approve execution of Contract No. 9500652, for Southeast Quadrant Main Sanitary Sewer, with Reyes Group, Ltd., of Grand Prairie, Texas, in an amount not to exceed $1,545,458.00, for the 210 calendar day term of the Contract.**

14. **Approve an increase to Contract No. 9500614, Runway 17C-35C Rehabilitation, with Austin Bridge & Road, LP, of Irving, Texas, in an amount not to exceed $3,523,498.34, for a revised Contract amount of $107,064,018.24.**

15. **Approve execution of Contract No. 9500678, for Terminal D Uninterrupted Power Supply (UPS) Replacement, with Rosendin Electric, Inc., of Grapevine, Texas, in an amount not to exceed $4,441,180.00, for the 389 calendar day term of the Contract.**

16. **Approve execution of Contract No. 8500369, for Spent Aircraft Deicing Fluid Treatment and Recovery Program Master Plan and Design Services, to Kimley-Horn and Associates, Inc., of Dallas, Texas, in an amount not to exceed $5,000,000.00, for the three-year term of the Contract.**

17. **Approve execution of Contract No. 9500675, Terminals B & E Loading Bridge Equipment Replacement, with Gadberry Construction Company, Inc., of Dallas, Texas, in an amount not to exceed $7,950,000.00, for the initial 270 calendar day term of the Contract.**

18. **Approve execution of Contract No. 9500643, Northeast End Around Taxiway Package III - Glycol Facilities Relocation, with Austin Bridge & Road, LP, of Irving, Texas, in an amount not to exceed $46,421,373.37, for the 405 calendar day term of the Contract; and execute change orders to such Contract on an as-needed basis, in the aggregate amount not to exceed $3,000,000.00.**
19. **Approve an increase to Contract No. 9500647, for Terminal F Phase 1 - Construction Manager at Risk, with APR Aviation Partners, of Irving, Texas, in an amount not to exceed $69,250,000.00, for a revised Contract amount of $74,050,000.00.**

Tammy Huddleston

20. **Approve execution of Contract 7006794, for Pre-Mixed Concrete Services, with Redi-Mix LLC, dba Custom Crete of Euless, Texas, in an amount not to exceed $525,696.00, for the initial one-year term of the Contract, with options to renew for four additional one-year periods.**

21. **Approve execution of Contract No. 7006769, for Uninterruptible Power Supply Batteries, to TKC Enterprises, Inc., of Irving, Texas, in an amount not to exceed $1,032,928.53, for the initial one-year term of the Contract, with options to renew for four additional one-year periods.**

22. **Approve execution of Purchase Order No. 275903, for Compressed Natural Gas-Powered Buses, with Alliance Bus Group, Inc., of Lewisville, Texas, in the amount of $3,095,853.00.**

**Discussion Items**

23. **Construction and Professional Services Contract increase(s) approved by authorized staff.**

24. **Decrease(s)/increase(s) in Scope of Work approved by authorized staff.**

**FINANCE/AUDIT COMMITTEE**

25. **Approve Minutes of the Finance/Audit Committee Meeting of May 2, 2019.**

Max Underwood

26. **Financial Report.**

Chris Poinsatte

27. **Fiscal Year 2020 Budget Preview.**

**Consent Items for Consideration**

Elaine Rodriguez

28. **Approve an increase to Legal Services Contract No. 8004974 with the firm of Cantey Hanger, LLP of Fort Worth, Texas, in an amount not to exceed $100,000.00, for a revised contract amount not to exceed $593,750.00.**

Michael Youngs

29. **Approve an increase to Contract No. 8005003, for Payment Card Industry Data Security Standard Continuous Compliance and Assurance Services, with CompliancePoint, Inc., of Duluth, Georgia, in an amount not to exceed $40,000.00, for a revised Contract amount of $994,560.00.**
30. **Approve execution of Contract No. 7006811**, for Vulnerability Management Software Licenses, with Critical Start, Inc., of Plano, Texas, in an amount not to exceed $68,154.80, for the initial one-year term of the Contract, with options to renew annually.

31. **Approve execution of Contract No. 7006806**, for Geographic Information System Software and Maintenance, with Environmental Systems Research Institute, Inc., of Redlands, California, in an amount not to exceed $85,923.68, for the initial one-year term of the Contract, with options to renew for four additional one-year periods.

### Action Items for Consideration

**John Ackerman**

32. **Approve authorization to modify the current Air Service Incentive Program** to increase marketing funds for cargo service.

**Catrina Gilbert**

33. **Approve execution of Contract No. 8005282**, for Integrated Absence Management Services, with Reliance Standard Life Insurance Company/Matrix Absence Management, of Dallas, Texas, in an amount not to exceed $585,364.00, for the initial one-year term of the Contract, with options to renew for four additional one-year periods.

**Chris Poinsatte**

34. **Approve the form of the Fifty-Fifth Supplemental Bond Ordinance** and request its passage by the City Councils of Dallas and Fort Worth; and authorize officers to take other necessary actions in connection therewith.

35. **Approve the form of the Fifty-Sixth Supplemental Bond Ordinance** and request its passage by the City Councils of Dallas and Fort Worth; and authorize the officers to take other necessary actions in connection therewith.

36. **Approve amendments to the Airport’s Debt Policy**, relating to the management of a self-liquidity commercial paper program.

37. **Approve the form of the Preliminary Official Statement**, prepared in connection with the sale of the Dallas Fort Worth International Airport Joint Revenue Refunding Bonds, Series 2019A and authorize officers to take any necessary actions in connection with the sale of the Bonds.

**Michael Youngs**

38. **Approve rejection of all bids received for Solicitation No. 7006753**, Cisco Hardware, Software and Professional Services; and execute Contract No. 7006798, for Cisco Hardware and Professional Services, with Netsync Network Solutions, of Carrollton, Texas, in an amount not to exceed $3,375,000.00, for the initial one-year term of the Contract, with options to renew for four additional one-year periods.

### Discussion Items

**Tamela Lee**


CONCESSIONS/COMMERCIAL DEVELOPMENT COMMITTEE

41. Approve the minutes of the Concessions/Commercial Development Meeting of April 9, 2019.

Consent Items for Consideration

Zenola Campbell 42. Approve extension to Lease No. 238980 between Dallas/Fort Worth International Airport Restaurant JV #3 d/b/a Pappasito’s Cantina and the Dallas Fort Worth International Airport Board.

43. Approve extension to Lease No. 238978 between Dallas/Fort Worth International Airport Restaurant JV#1 d/b/a Pappadeaux Seafood Kitchen and the Dallas Fort Worth International Airport Board.

44. Approve extension to Lease No. 238979 between Dallas/Fort Worth International Airport Restaurant JV#2 d/b/a Pappadeaux Seafood Kitchen and Pappasito’s Mexican Cantina and the Dallas Fort Worth International Airport Board.

45. Approve amendment to the Lease between Dallas Fort Worth International Airport Board and EAN Holdings, LLC.

46. Approve authorization to extend the term of Lease No. 009428 and to terminate Lease No. 009427.

Action Items for Consideration

Julio Badin 47. Approve an increase to Contract No. 7006685, Custodial Services for Non-Public Facilities, with ABM Aviation, Inc., of Atlanta, Georgia, in an amount not to exceed $1,200,000.00, for a revised Contract amount of $5,204,897.10.

48. Approve execution of Contract No. 7006770, for Terminal D Custodial Services, with APPRO, Inc., of Dallas, Texas, in an amount not to exceed $24,290,869.00, for the initial three-year term of the Contract, with options to renew for two additional one-year periods.

John Terrell 49. Approve execution of a lease agreement with DFW Commerce Center III, LLC for +/-57.5 acres of land.

50. Approve execution of a reimbursement agreement with DFW Commerce Center III, LLC for an amount not-to-exceed $1,208,028.00.

51. Approve execution of a lease agreement with LPC Dallas DFW I, LLC for +/-32.49 acres of land.
52. Approve execution of a lease agreement with LPC Dallas DFW II, LLC for +/-24.98 acres of land.

53. Approve execution of a reimbursement agreement with LPC Dallas DFW I, LLC for an amount not-to-exceed $4,774,154.00.

54. Approve a revision to the Logistics Center 8, LLC lease to include a two-year right to terminate.

55. Approve modification to the reimbursement agreement to be associated with the Logistics Center 9, LLC lease rather than the Logistics Center 8, LLC lease.

Discussion Items

John Terrell
56. Commercial Development non-aeronautical flat-rate permit.

Zenola Campbell
57. Permits Issued by Concessions.

EXECUTIVE COMPENSATION COMMITTEE

58. Approve Minutes of the Executive Compensation Committee Meeting of December 4, 2018.

CLOSED SESSION

59. In accordance with provisions of Section 551.074 of the Texas Government Code, a closed session will be held for the purpose of personnel matters involving discussions of the qualifications or performance of identifiable Board employees, to wit:

a) Discuss amendment and extension of employment agreement with Chief Executive Officer;
   b) Discuss compensation for Chief Executive Officer.

OPEN SESSION

Action Items for Consideration

60. Approve Amended and Restated Employment Agreement for Chief Executive Officer.

61. Approve Section 457(f) Deferred Compensation Agreement for Chief Executive Officer.
FULL BOARD

62. Registered Speakers (items unrelated to agenda items)

63. Next Committee meetings – July 30, 2019
   Next Regular Board meeting – August 1, 2019
RETIREMENT/INVESTMENT COMMITTEE

1. Approve Minutes of the Retirement/Investment Committee Meeting of March 5, 2019.

Discussion Items


Action Item

Mike Phemister 4. Approve Asset Management Agreement with the Veritas Capital Fund VII, in a commitment amount of $5 million.
Date: 05/30/2019
Committee: Retirement & Investments
Subject: Asset Management Agreement with the Veritas Capital Fund VII
Resolution #

**Action**
That the Chief Executive Officer or designee be authorized to enter into an Asset Management Agreement with the Veritas Capital Fund VII, in a commitment amount of $5 million.

**Description**
- Veritas Capital is a private equity firm, specializing in the acquisition of companies related to U.S. Government spending such as defense, communications, education, government services, and national security.
- With total assets under management in excess of $10 billion, they are currently raising their seventh fund.
- Performance of past funds has collectively exceeded 31% Net Internal Rate of Return (IRR). Every past fund has ranked in the top 10% of all funds raised in the year that fund was founded.
- It is anticipated that this fund will return a minimum 20% Net IRR.
- The management fee is 175 bps. While this fee is on the high end of the average range (150 bps) for this type of fund, the consistently high performance of past funds justifies this level of the management fee.
- Funding for this fund will come from distributions from other maturing private equity funds.

**Justification**
- This action will provide additional diversification of the portfolio, with a top tier Investment Manager, and maintain our allocation to Private Equity.

**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 (Financial Investments).

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<tr>
<th>Contract #</th>
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**For Information contact**
Michael Phemister  
3-5447
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 Veritas Capital Fund VII, in a commitment amount of $5 million.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
May 15, 2019 5:09 pm

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
May 16, 2019 2:11 pm

Approved as to M/WBE by
Burks Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
May 15, 2019 1:59 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Department Head
May 15, 2019 10:39 am

Pending

Chief Executive Officer
Date
AGENDA
OPERATIONS COMMITTEE MEETING
TUESDAY, MAY 28, 2019
12:40 p.m.

OPERATIONS COMMITTEE

5. Approve Minutes of the Operations Committee Meeting of April 30, 2019.

Consent Items for Consideration

Alan Black
6. Approve execution of an agreement between the City of Irving and the DFW International Airport Board for the provision of canine explosive detection services and right to reimbursement.

Tammy Huddleston

Rusty Hodapp
8. Approve execution of Contract No. 5000978, Terminal F Phase 1 - Oncor Reimbursement, with Oncor Electric Delivery Company, LLC, of Carrollton, Texas, in an amount not to exceed $267,107.22.

Action Items for Consideration

Austin Frith
9. Approve execution of Contract No. 7006790, for Roadway Signage Fabrication and Installation Services, with Synergy Signs & Services, LLC, of Fort Worth, Texas, in an amount not to exceed $2,225,430.00, for the initial three-year term of the Contract, with options to renew for two additional one-year periods.

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19. Approve an increase to Contract No. 9500647, for Terminal F Phase 1 - Construction Manager at Risk, with APR Aviation Partners, of Irving, Texas, in an amount not to exceed $69,250,000.00, for a revised Contract amount of $74,050,000.00.

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Tammy Huddleston
21. Approve execution of Contract No. 7006769, for Uninterruptible Power Supply Batteries, to TKC Enterprises, Inc., of Irving, Texas, in an amount not to exceed $1,032,928.53, for the initial one-year term of the Contract, with options to renew for four additional one-year periods.

22. Approve execution of Purchase Order No. 275903, for Compressed Natural Gas-Powered Buses, with Alliance Bus Group, Inc., of Lewisville, Texas, in the amount of $3,095,853.00.

**Discussion Items**

23. Construction and Professional Services Contract increase(s) approved by authorized staff.

24. Decrease(s)/increase(s) in Scope of Work approved by authorized staff.
Action
That the Chief Executive Officer or designee be authorized to execute an agreement between the City of Irving and the DFW International Airport Board for the provision of canine explosive detection services and right to reimbursement.

Description
- Approve a new agreement with the City of Irving for the provision of canine explosive detection services.

Justification
- The City of Irving upon occasion may have a need for the presence of a canine trained to detect the presence of explosives handled by a certified peace officer to provide the necessary law enforcement services ensure the safety of the public.
- This agreement sets the terms, conditions and procedures by which the City of Irving may request and obtain the stated services.
- This agreement provides the right to reimbursement from the City of Irving for such services at an hourly rate of $70.28.
- This agreement is intended to support the City of Irving for special events and is separate from the Airport’s mutual aid agreement with the City.

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 (Interlocal Agreement).

Schedule/Term
- This agreement shall be in effect for a period of one-year from the date of execution by both parties and shall automatically renew for successive one-year terms until and unless either party provides thirty-day written notice prior to the end of the initial or renewal term.

For Information contact
Alan Black
3-3500
Additional Information

- The agreement specifies liabilities, qualifications, operational control, and terms for services.

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to execute an agreement between the City of Irving and the DFW International Airport Board for the provision of canine explosive detection services and right to reimbursement.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
May 16, 2019 9:41 am

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
May 16, 2019 2:12 pm

Approved as to M/WBE by
Burks Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
May 16, 2019 1:10 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Charles Pace
Department Head
Public Safety
May 14, 2019 7:23 pm

Chief Executive Officer
Date

Pending
**Date** 
05/30/2019  
**Committee** 
Operations  
**Subject** 
Furnish & Install Vehicle Warning Lighting  
**Resolution #**

### Action
That the Chief Executive Officer or designee be authorized to execute Purchase Order No. 275894, to Furnish & Install Vehicle Warning Lighting, with Dana Safety Supply dba Fleet Safety Equipment, Inc., of Saginaw, Texas, in the amount of $132,218.30.

### Description
- Purchase warning lighting to be installed on 40 existing Airport vehicles.

### Justification
- Texas Transportation Code requires highway maintenance vehicles to meet "Maintenance and Service Equipment Lighting Standards".
- Warning lights are used by:
  - Vehicles involved in incident response when parked at an incident location.
  - Highway maintenance and service equipment stopped on the roadway or shoulder.
  - On-road equipment used to perform specific functions on the roadway.

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

### Schedule/Term
- Purchase Date: May 2019  
- Delivery Date: August 2019

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**For Information contact**
- Tammy Huddleson  
  3-6132  
- Keith White  
  3-5638

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Additional Information

- Three (3) bids, none from an SBE firm, were received on or before May 6, 2019.
- Bid Tabulation attached.
- Dana Safety Supply dba Fleet Safety Equipment, Inc., of Saginaw, 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. 275894, to Furnish & Install Vehicle Warning Lighting, with Dana Safety Supply dba Fleet Safety Equipment, Inc., of Saginaw, Texas, in the amount of $132,218.30.

Approved as to Form by

Rodriguez, Elaine  
Legal Counsel  
May 16, 2019 9:43 am

Approved as to Funding by

Underwood, Max  
Vice President Finance  
Finance  
May 16, 2019 2:13 pm

Approved as to M/WBE by

Burks Lee, Tamela  
Vice President Business Diversity and Development  
Business Diversity and Development  
May 16, 2019 1:11 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Pending

Department Head  
Energy & Transportation Mgmt  
May 15, 2019 5:32 pm

Chief Executive Officer  
Date
### Bid Tabulation

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<td>Kerr Industries of Texas, Inc.</td>
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Date: 05/30/2019  
Committee: Operations  
Subject: Terminal F Phase 1 - Oncor Reimbursement  
Resolution #

**Action**
That the Chief Executive Officer or designee be authorized to execute Contract No. 5000978, Terminal F Phase 1 - Oncor Reimbursement, with Oncor Electric Delivery Company, LLC, of Carrollton, Texas, in an amount not to exceed $267,107.22.

**Description**
- Award a Contract to reimburse Oncor Electric Delivery, LLC, for costs associated with relocating switchgear, duct banks and transformer equipment; and providing new switchgear and transformers to serve Terminal F Phase 1.

**Justification**
- This action is necessary as the current location of existing switchgear and transformer conflicts with the proposed Terminal F Phase 1 location.
- New switchgear and transformers are needed to serve Terminal F Phase 1.
- Oncor Electric Delivery is a regulated Transmission, Distribution Service Provider and holds franchise agreements with all five cities in which the Airport resides, as well as a long term Agreement for Electric Facilities with the airport to own, operate and maintain the transmission and distribution system on the Airport.

**D/S/M/WBE Information**
- N/A - Per the Board's MBE Program, not subject to the MBE goal due to the nature of the Contract (utilities).

**Schedule/Term**
- Start Date: June 2019
- Contract Duration: 365 calendar days

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**For Information contact**
- Rusty Hodapp 3-1891
- Eric Washington 3-1743

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Additional Information

- This work will take place in advance of the construction of the Terminal F Phase 1 to avoid impact to these construction activities.
- The project name, originally Terminal D South Expansion, was amended to Terminal F Phase I.

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to execute Contract No. 5000978, Terminal F Phase 1 - ONCOR Reimbursement, with ONCOR Electric Delivery Company, LLC, of Carrollton, Texas, in an amount not to exceed $267,107.22.

Approved as to Form by

Rodriguez, Elaine
Legal Counsel
May 16, 2019 9:42 am

Approved as to Funding by

Underwood, Max
Vice President Finance
Finance
May 16, 2019 2:12 pm

Approved as to M/WBE by

Burks Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
May 16, 2019 1:10 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head
May 15, 2019 1:14 pm

Chief Executive Officer
Date
Date: 05/30/2019
Committee: Operations
Subject: Roadway Signage Fabrication and Installation Services
Resolution #

**Action**
That the Chief Executive Officer or designee be authorized to execute Contract No. 7006790, for Roadway Signage Fabrication and Installation Services, with Synergy Signs & Services, LLC, of Fort Worth, Texas, in an amount not to exceed $2,225,430.00, for the initial three-year term of the Contract, with options to renew for two additional one-year periods.

**Description**
- Award a Contract for the fabrication and installation of signage for civil and roadway throughout the Airport's campus, for the Airport's Planning Department.

**Justification**
- This is a replacement for an existing Contract that has been in place for two years.
- This Contract will establish capacity for Roadway Signage Fabrication and Installation requirements.
- Roadway Signage Fabrication and Installation Services will enable the Airport to maintain and improve a critical and dynamic part of the Airport's way finding system.
- All roadway signage will meet Texas Department of Transportation standards.

**D/S/M/WBE Information**
- In accordance with the Board's SBE Program, the SBE goal for this contract is 25%.
- Synergy Signs & Services, LLC is a certified Small Business Enterprise (WF-C); therefore will be counted towards the Board's overall SBE Program goals.

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

**Contract #** | **Agreement #** | **Purchase Order #** | **Action Amount** | **Revised Amount**
--- | --- | --- | --- | ---
7006790 | NTE | $2,225,430.00 | $0

**For Information contact**
Austin Frith
3-4678
Suzanne DeVasher
3-1749

**Fund** | **Project #** | **External Funding Source** | **Amount**
--- | --- | --- | ---
Various | | | $2,225,430.00
Additional Information

- Two (2) bids, including two (2) from SBE firms, were received on or before May 1, 2019.
- Bid Tabulation attached.
- Synergy Signs & Services, LLC, of Fort Worth, Texas, is 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. 7006790, for Roadway Signage Fabrication and Installation Services, with Synergy Signs & Services, LLC, of Fort Worth, Texas, in an amount not to exceed $2,225,430.00, 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
May 16, 2019 9:44 am

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
May 16, 2019 2:13 pm

Approved as to M/WBE by
Burks Lee, Tamela
Vice President Business Diversity and Development
May 16, 2019 1:11 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Department Head
Planning
May 15, 2019 4:19 pm

Chief Executive Officer
Pending
Date
<table>
<thead>
<tr>
<th>Bidders</th>
<th>Bid Amount</th>
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<tr>
<td>Synergy Signs &amp; Services, LLC</td>
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<tr>
<td>Fort Worth, Texas</td>
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<tr>
<td>SSC Signs &amp; Lighting, LLC</td>
<td>$6,689,668.50</td>
</tr>
<tr>
<td>Dallas, Texas</td>
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Note:

1. SBE-Certified through the Texas Department of Transportation
Date: 05/30/2019  
Committee: Operations  
Subject: Facilities Signage Fabrication and Installation Services  
Resolution #:  

**Action**  
That the Chief Executive Officer or designee be authorized to execute Contract No. 7006786, for Facilities Signage Fabrication and Installation Services, with Synergy Signs & Services, LLC, of Fort Worth, Texas, in an amount not to exceed $3,255,120.00, for the initial three-year term of the Contract, with options to renew for two additional one-year periods.  

**Description**  
- Award a Contract for the fabrication and installation of facilities signage throughout the Airport campus, for the Airport's Planning Department.  

**Justification**  
- This is a replacement for an existing Contract that has been in place for more than two years.  
- This Contract will allow the Airport to have increased capacity for various facilities related signage applications that support Customer Experience, Wayfinding, Branding, Construction and Concessions.  
- Facilities signage is a critical and dynamic piece of the Airport's overall wayfinding system.  

**D/S/M/WBE Information**  
- In accordance with the Board's SBE Program, the SBE goal for this contract is 25%.  
- Synergy Signs & Services, LLC is a certified Small Business Enterprise (WF-C); therefore will be counted towards the Board's overall SBE Program goals.  

**Schedule/Term**  
- Start Date: June 2019  
- Contract Term: Three years, with two 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>
<td>$3,255,120.00</td>
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**For Information contact**  
| Austin Frith | 3-4678  
Robert Ramert | 3-5677 |  

<table>
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<th>Amount</th>
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<tr>
<td>Various</td>
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<td></td>
<td>$3,255,120.00</td>
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Additional Information

- Two (2) bids, both from SBE firms, were received on or before May 6, 2019.
- Bid Tabulation attached.
- Synergy Signs & Services, LLC, of Fort Worth, Texas, is 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. 7006786, for Facilities Signage Fabrication and Installation Services, with Synergy Signs & Services, LLC, of Fort Worth, Texas, in an amount not to exceed $3,255,120.00, for the initial three-year term of the Contract, with options to renew for two additional one-year periods.

Signed as to Form by
Rodriguez, Elaine
Legal Counsel
May 16, 2019 9:45 am

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
May 16, 2019 2:13 pm

Approved as to M/WBE by
Burks Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
May 16, 2019 1:11 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Department Head
Planning
May 15, 2019 4:20 pm

Pending

Chief Executive Officer
Date
# Contract No. 7006786
## Fabrication and Installation of Facilities Signage
### Bid Tabulation

<table>
<thead>
<tr>
<th>Bidders</th>
<th>Bid Amount</th>
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<tbody>
<tr>
<td>Synergy Signs &amp; Services, LLC&lt;sup&gt;NT&lt;/sup&gt; Fort Worth, Texas</td>
<td>$3,255,120.00</td>
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<tr>
<td>SSC Signs &amp; Lighting, LLC&lt;sup&gt;NT&lt;/sup&gt; Dallas, Texas</td>
<td>$3,996,520.20</td>
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</table>

**Note:**
1. SBE-Certified through the Texas Department of Transportation
### Action
That the Chief Executive Officer or designee be authorized to execute Contract No. 9500627, Runway 18R Aircraft Rescue and Firefighting (ARFF) Road Improvements, with Gilbert May, Inc., Phillips/May Corporation, of Dallas, Texas, in an amount not exceed $6,290,333.00, for the 218 calendar day term of the Contract.

### Description:
- Award a Contract for the demolition and reconstruction of the Aircraft Rescue and Firefighting (ARFF) Roadway located on the west side of Runway 18R/36L.

### Justification:
- Heavy duty vehicle and equipment traffic has accelerated pavement deterioration requiring a full pavement replacement.
- Reconstruction of roadway pavement and ramp area within the fire lane, and replacement of underground utilities will maintain necessary ARFF and cargo traffic circulation for essential operational routes.
- Work will include, but is not limited to: demolition, new concrete pavement, drainage improvements, signage, and pavement markings.

### D/S/M/WBE Information
- In accordance with the Board's MBE Program, the MBE goal for this contract is 30%.
- Gilbert May, Inc. dba Phillips/May Corporation (HM-C) has committed to achieving 31.80% MBE participation (including 12.72% self-performance) and utilizing ConSys Concrete Corp. (BM-C: 19.08%).

### Schedule/Term
- Start Date: June 2019
- Contract Duration: 218 calendar days

### Contract # Agreement # Purchase Order # Action Amount Revised Amount
| 9500627 | NTE | $6,290,333.00 | $0 |

### For Information contact
| Rusty Hodapp | Lisa Arthurs |
| 3-1891 | 3-1748 |

### Fund Project # External Funding Source Amount
| Various | 26712-01 | Various | $6,290,333.00 |
### Additional Information

- Three (3) bids were received, including one (1) from an MBE firm, on or before April 25, 2019.
- Bid Tabulation attached.
- Gilbert May, Inc. dba Phillips/May Corporation, of Dallas, Texas, is the lowest responsive, responsible Bidder.
- Contingent on airline MII approval.
- The bid submitted by Flatiron Constructors, Broomfield, Colorado, was determined non-responsive as the submission did not meet the specifications outlined in the Airport's solicitation.

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

That the Chief Executive Officer or designee be authorized to execute Contract No. 9500627, Runway 18R Aircraft Rescue and Firefighting (ARFF) Road Improvements, with Gilbert May, Inc., Phillips/May Corporation, of Dallas, Texas, in an amount not exceed $6,290,333.00, for the 218 calendar day term of the Contract.

#### Approved as to Form by

Rodriguez, Elaine  
Legal Counsel  
May 22, 2019 1:03 pm

#### Approved as to Funding by

Miyashita, Glenn  
Assistant Vice President Capital Planning  
Finance  
May 22, 2019 1:17 pm

#### Approved as to M/WBE by

Burks Lee, Tamela  
Vice President Business Diversity and Development  
Business Diversity and Development  
May 22, 2019 1:07 pm

### SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head  
May 22, 2019 12:24 pm

Chief Executive Officer  
Date

Pending
## Bid Tabulation

<table>
<thead>
<tr>
<th>Bidders</th>
<th>Bid Amount</th>
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<tbody>
<tr>
<td>Gilbert May, Inc., dba Phillips/May Corporation&lt;sup&gt;NI&lt;/sup&gt; Dallas, Texas</td>
<td>$6,290,333.00</td>
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<tr>
<td>McCarthy Dallas, Texas</td>
<td>$9,431,495.79</td>
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**Note:**
1. MBE-Certified through the North Central Texas Regional Certification Agency.
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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<tbody>
<tr>
<td>05/30/2019</td>
<td>Operations</td>
<td>Delegation of Authority to Determine Alternate Contracting Methods - Skylink Restroom Project</td>
<td></td>
</tr>
</tbody>
</table>

**Action**
That the Chief Executive Officer or his designee be authorized to procure construction services necessary to complete the construction of the Skylink Restroom Project using a method, authorized under Chapter 2269, Section B of the Texas Government Code, to determine which solicitation method, other than competitive bidding, provides the best value for the Airport.

**Description**
- Delegates authority to the CEO or his designee to determine which solicitation method, other than competitive bidding, provides the best value for the Airport and to procure services necessary to construct the Skylink Restroom Project.

**Justification**
- Using current passenger traffic data, it has been determined the restrooms in Terminal A between Gates A23 to A38 and Terminal C between Gates C28 to C35, are unsatisfactory based on forecasted traffic for the next fifteen (15) years.
- The Skylink Restroom project will provide two (2) new restroom locations which will better meet the customer demand with these improvements.
- Chapter 2269, Subchapter B of the Texas Government Code authorizes the airport 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 prior to advertising.

<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>$0</td>
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**For Information contact**
<table>
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<tr>
<th>Fund</th>
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<th>External Funding Source</th>
<th>Amount</th>
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<tbody>
<tr>
<td>Rusty Hodapp</td>
<td></td>
<td></td>
<td>$0</td>
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<tr>
<td>3-3670</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Janny Grammer</td>
<td></td>
<td></td>
<td>$0</td>
</tr>
<tr>
<td>3-1892</td>
<td></td>
<td></td>
<td></td>
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</table>
BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or his designee be authorized to procure construction services necessary to complete the construction of the Skylink Restroom Project using a method, authorized under Chapter 2269, Section B of the Texas Government Code, to determine which solicitation method, other than competitive bidding, provides the best value for the Airport.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
May 16, 2019 9:51 am

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
May 16, 2019 2:14 pm

Approved as to M/WBE by
Burks Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
May 16, 2019 1:12 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Department Head
May 16, 2019 8:16 am

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

Date
05/30/2019
Committee
Operations
Subject
Southeast Quadrant Main Sanitary Sewer
Resolution #

Action
That the Chief Executive Officer or designee be authorized to execute Contract No. 9500652, for Southeast Quadrant Main Sanitary Sewer, with Reyes Group, Ltd., of Grand Prairie, Texas, in an amount not to exceed $1,545,458.00, for the 210 calendar day term of the Contract.

Description:

- Award a Contract to replace the sanitary sewer line from Passport Park Development Area and Trinity River Authority (TRA) manhole metering station to the main TRA sanitary sewer interceptor line south of Bear Creek tributary.
- This project will increase the size of the existing sanitary sewer line and install an inverted siphon under the Bear Creek tributary.

Justification:

- Current and future development in the Passport Park area require the existing sanitary sewer line size be increased to meet service demand.
- The current sanitary sewer line from Passport Park crosses the Bear Creek tributary by means of a pipe suspended by concrete pylons.
- Replacing the suspended sewer line with an inverted siphon will minimize the potential for contamination of the Bear Creek tributary in events where debris from heavy rainfall collects around the suspended pipe and concrete pylons potentially compromising the integrity of the sewer line.

D/S/M/WBE Information

- In accordance with the Board's MBE Program, the MBE goal for this contract is 18%.
- Reyes Group, Ltd., a certified Minority Business Enterprise (HM-C), has committed to achieving 18% through self-performance.

Schedule/Term

- Start Date: June 2019
- Contract Duration: 210 calendar days

<table>
<thead>
<tr>
<th>Contract #</th>
<th>Agreement #</th>
<th>Purchase Order #</th>
<th>Action Amount</th>
<th>Revised Amount</th>
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<tr>
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<td>NTE</td>
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<td>$1,545,458.00</td>
<td>$0</td>
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For Information contact

- Rusty Hodapp 3-1891
- Ivonne Gonzalez 3-1725

<table>
<thead>
<tr>
<th>Fund</th>
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<tr>
<td>DFW Capital Acct</td>
<td>26685-01</td>
<td></td>
<td>$1,545,458.00</td>
</tr>
</tbody>
</table>
Additional Information

- Five (5) bids, including two (2) from MBE firms, were received on or before April 22, 2019.
- Bid Tabulation attached.
- Reyes Group, Ltd., of Grand Prairie, Texas, is the lowest responsive, responsible Bidder.
- The bid submitted by Atkins Bros., of Midlothian, Texas, was determined to be non-responsive as the submission did not meet the specifications outlined in the Airport’s solicitation.

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to execute Contract No. 9500652, for Southeast Quadrant Main Sanitary Sewer, with Reyes Group, Ltd., of Grand Prairie, Texas, in an amount not to exceed $1,545,458.00, for the 210 calendar day term of the Contract.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
May 16, 2019 9:52 am

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
May 16, 2019 2:14 pm

Approved as to M/WBE by
Burks Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
May 16, 2019 1:15 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Department Head
May 15, 2019 1:16 pm

Pending

Chief Executive Officer
Date
<table>
<thead>
<tr>
<th>Bidders</th>
<th>Bid Amount w/Alternate One</th>
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<tbody>
<tr>
<td>Reyes Group, Ltd.(^{N1}) Grand Prairie, Texas</td>
<td>$1,545,458.00</td>
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<tr>
<td>Belt Construction, Inc. Texarkana, Arkansas</td>
<td>$1,845,480.69</td>
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<tr>
<td>Flow-Line Construction, Inc.(^{N1}) Dallas, Texas</td>
<td>$1,889,936.40</td>
</tr>
<tr>
<td>North Texas Contracting Keller, Texas</td>
<td>$1,897,629.70</td>
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Note:
1. MBE-Certified through the North Central Texas Regional Certification Agency.
**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>05/30/2019</td>
<td>Operations</td>
<td>Runway 17C-35C Rehabilitation</td>
<td></td>
</tr>
</tbody>
</table>

**Action**

That the Chief Executive Officer or designee be authorized to increase Contract No. 9500614, Runway 17C-35C Rehabilitation, with Austin Bridge & Road, LP, of Irving, Texas, in an amount not to exceed $3,523,498.34, for a revised Contract amount of $107,064,018.24.

**Description**

- Increase the Contract for Runway 17C-35C Rehabilitation to account for weather delay costs, final as-built quantity adjustments, and Federal Aviation Administration (FAA) required equipment revisions.
- This action will result in a final Contract amount and allow for close out to proceed.
- The Runway 17C-35C Rehabilitation project was delivered $33.5 million under budget.

**Justification**

- Excessive rainfall, seasonal temperatures and suspension of services during the federal government shutdown delayed construction completion resulting in additional costs for extended general conditions and loss of productivity.
- Quantities of sod installed were substantially increased to control erosion and maintain airfield drainage under the conditions created by excessive rainfall amounts and winter temperatures.
- Final quantity adjustments to the Contract have been determined based on actual quantities required as field verified by the Board’s Quality Assurance representatives.
- FAA revised their equipment installation requirements, resulting in replacement of equipment which was already installed, replacement of in-pavement lighting fixture bolts, accelerated pavement reconstruction in a critical area, and the associated additional costs.

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

- In accordance with the Board's DBE Program, the DBE goal for this contact is 20%
- Austin Bridge & Road, LP committed to achieving 20.02% DBE participation inclusive of this Action, and is currently achieving 22.18%.

**Schedule/Term**

- Contract Term: The Contract duration is not affected by this action.

<table>
<thead>
<tr>
<th>Contract #</th>
<th>Agreement #</th>
<th>Purchase Order #</th>
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<th>Revised Amount</th>
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<tr>
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<th>Fund</th>
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<tr>
<td>Rusty Hodapp 3-1891</td>
<td>Joint Capital Acct</td>
<td>26581-01</td>
<td></td>
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<tr>
<td>Tegene Kirubel Tegene 3-1881</td>
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<td>$3,523,498.34</td>
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</table>
**Additional Information**

- On March 8, 2018, by Resolution No. 2018-03-037, the Board approved award of Contract No. 9500614, for Runway 17C-35C Rehabilitation, with Austin Bridge & Road, LP, of Irving, Texas.

---

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

That the Chief Executive Officer or designee be authorized to increase Contract No. 9500614, Runway 17C-35C Rehabilitation, with Austin Bridge & Road, LP, of Irving, Texas, in an amount not to exceed $3,523,498.34, for a revised Contract amount of $107,064,018.24.

**Approved as to Form by**

Rodriguez, Elaine  
Legal Counsel  
May 16, 2019 9:53 am

**Approved as to Funding by**

Underwood, Max  
Vice President Finance  
Finance  
May 16, 2019 2:14 pm

**Approved as to M/WBE by**

Burks Lee, Tamela  
Vice President Business Diversity and Development  
Business Diversity and Development  
May 16, 2019 1:15 pm

**SIGNATURE REQUIRED FOR APPROVAL**

**Approved by**

Department Head  
May 15, 2019 1:40 pm

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

<table>
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<th>Date</th>
<th>Committee</th>
<th>Subject</th>
<th>Resolution #</th>
</tr>
</thead>
<tbody>
<tr>
<td>05/30/2019</td>
<td>Operations</td>
<td>Terminal D Uninterrupted Power Supply Replacement</td>
<td></td>
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</table>

**Action**
That the Chief Executive Officer or designee be authorized to execute Contract No. 9500678, for Terminal D Uninterrupted Power Supply (UPS) Replacement, with Rosendin Electric, Inc., of Grapevine, Texas, in an amount not to exceed $4,441,180.00, for the 389 calendar day term of the Contract.

**Description:**
- Award a Contract to replace the Uninterruptible Power Supply (UPS) systems located in Terminal D.
- Contract award will include a $200,000 allowance for unforeseen conditions.

**Justification:**
- The existing UPS units in Terminal D have reached the end of their useful life, are obsolete, and replacement parts and batteries have become increasingly expensive and difficult to find.
- The new UPS units will conform to current airport standards for capacity, maintenance and service, battery management, and code compliance.

**D/S/M/WBE Information**
- In accordance with the Board's MBE Program, the MBE goal for this contract is 10%.
- Rosendin Electric, Inc. has committed to achieving 86% MBE participation utilizing Alpha & Omega Industries, LLC (BM-C).

**Schedule/Term**
- Start Date: June 2019
- Contract Duration: 389 calendar days

<table>
<thead>
<tr>
<th>Contract #</th>
<th>Agreement #</th>
<th>Purchase Order #</th>
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<td>9500678</td>
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<td>NTE $4,441,180.00</td>
<td>$0</td>
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**For Information contact**
- Rusty Hodapp
  3-1891
- Janny Grammer
  3-1892

**Fund**
- DFW Capital Acct

**Project #**
- 26725-01

**External Funding Source**
- $4,441,180.00
Additional Information

- Three (3) bids, including one (1) from an MBE firm, were received on or before April 19, 2019.
- Bid Tabulation attached.
- Rosendin Electric, Inc. of Grapevine, Texas, is the lowest responsive Bidder.
- E2 Optics, LLC., of Addison, Texas, was determined non-responsive as the submission did not meet the specifications outlined in the Airport's solicitation.

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to execute Contract No. 9500678, for Terminal D Uninterrupted Power Supply (UPS) Replacement, with Rosendin Electric, Inc., of Grapevine, Texas, in an amount not to exceed $4,441,180.00, for the 389 calendar day term of the Contract.

Approved as to Form by

Rodriguez, Elaine
Legal Counsel
May 16, 2019 10:16 am

Approved as to Funding by

Miyashita, Glenn
Assistant Vice President Capital Planning
Finance
May 17, 2019 1:04 pm

Approved as to M/WBE by

Burks Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
May 16, 2019 1:16 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by

May 15, 2019 1:17 pm

Chief Executive Officer
Date
Contract No. 9500678  
Terminal D Uninterrupted Power Supply Replacement  
Bid Tabulation

<table>
<thead>
<tr>
<th>Bidders</th>
<th>Bid Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Rosendin Electric, Inc. Grapevine, Texas</td>
<td>$4,441,180.00</td>
</tr>
<tr>
<td>Gilbert May, Inc., dba Phillips May CorporationN1 Dallas, Texas</td>
<td>$4,800,333.00</td>
</tr>
</tbody>
</table>

Note:  
1. MBE-Certified through the North Central Texas Regional Certification Agency.
Date | Committee | Subject | Resolution #
--- | --- | --- | ---
05/30/2019 | Operations | Spent Aircraft Deicing Fluid Treatment and Recovery Program Master Plan and Design Services | 

**Action**
That the Chief Executive Officer or designee be authorized to execute Contract No. 8500369, for Spent Aircraft Deicing Fluid Treatment and Recovery Program Master Plan and Design Services, to Kimley-Horn and Associates, Inc., of Dallas, Texas, in an amount not to exceed $5,000,000.00, for the three-year term of the Contract.

**Description**
- Award a Contract for Spent Aircraft Deicing Fluid (SADF) Treatment and Recovery Program Master Plan and Design Services for the Airport’s Design, Code and Construction Department.

**Justification**
- Expert professional services are needed to perform a system-wide evaluation of the existing SADF infrastructure for a master plan to identify best practice options, alternate technologies and propose improvements to the existing infrastructure to sustain and improve the overall long-term management of spent aircraft deicing fluid.
- Work will be ordered on an indefinite delivery basis through individual delivery orders. After master plan development, design services may be deployed to address improvements to the existing system as well as any expansion to meet projected aircraft deicing requirements and ensure efficient and environmentally safe recovery and disposal of spent aircraft deicing fluid.
- Design services may include removal, replacement and upgrade of existing system components and programming of additional new facilities and infrastructure as required, to meet SADF program objectives.

**D/S/M/WBE Information**
- In accordance with the Board’s M/WBE Program, the M/WBE goal for this contract is 35%.
- Kimley-Horn has committed to achieving 36% M/WBE participation utilizing 2M Associates, LLC (IM-C: 10%), Campos Engineering, Inc. (HM-C: 5%), Criado & Associates, Inc. (HF-C: 5%), JQ Infrastructure, LLC (IM-C: 5%), HVJ North Texas Chelliah Consultants, Inc. (IM-C: 4%), Sunland Group, Inc. (WF-C: 4%) and Moye I.T. Consulting, LLC (WF-3%).

**Schedule/Term**
- Start Date: June 2019
- Contract Duration: Three years

<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>8500369</td>
<td>NTE</td>
<td>$5,000,000.00</td>
<td></td>
<td></td>
</tr>
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</table>

**For Information contact**
- Rusty Hodapp 3-1891
- Ron Duncan 3-5613

<table>
<thead>
<tr>
<th>Fund</th>
<th>Project #</th>
<th>External Funding Source</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Various</td>
<td></td>
<td>Various</td>
<td>$5,000,000.00</td>
</tr>
</tbody>
</table>
Additional Information

- Three (3) Qualification Statements were received on or before March 22, 2019.
  - Burns & McDonnell Engineering Company, Inc., of Fort Worth, Texas
  - Kimley-Horn and Associates, Inc., of Dallas, Texas
  - WSP USA, Inc., of Dallas, Texas
- Based on evaluations of the Qualification Statements submitted, the Evaluation Committee, consisting of representatives for the Airport's Business Diversity and Development; Design, Code and Construction; Energy, Transportation and Asset Management and Environmental Affairs Departments, recommends that the Contract be awarded to Kimley-Horn and Associates, Inc., of Dallas, 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. 8500369, for Spent Aircraft Deicing Fluid Treatment and Recovery Program Master Plan and Design Services, to Kimley-Horn and Associates, Inc., of Dallas, Texas, in an amount not to exceed $5,000,000.00, for the three-year term of the Contract.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
May 16, 2019 10:17 am

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
May 16, 2019 2:20 pm

Approved as to M/WBE by
Burks Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
May 16, 2019 1:18 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Department Head
May 15, 2019 1:21 pm

Pending
Chief Executive Officer
Date
### Action

That the Chief Executive Officer or designee be authorized to execute Contract No. 9500675, Terminals B & E Loading Bridge Equipment Replacement, with Gadberry Construction Company, Inc., of Dallas, Texas, in an amount not to exceed $7,950,000.00, for the initial 270 calendar day term of the Contract.

### Description

- Award a Contract to install, replace and reconfigure heating, cooling and ground power equipment on 72 Passenger Boarding Bridges (PBBs) in Terminals B & E.

### Justification

- Programed replacement of equipment that has exceeded its rated service life, is performing deficiently and/or unreliably, or does meet current operational demands.
- Installation of new Heating, Ventilating and Air Conditioning units on PBBs and fixed walkways in Terminal E which currently lack heating and cooling capability.
- Work will include, but is not limited to,
  - Replacement of condensate pumps, aircraft Pre-Conditioned Air (PCA) units, Roof Top Heating, Ventilating and Air Conditioning Units (RTUs), aircraft ground power cabling, and grounding rods
  - Reconfiguration of existing RTU ductwork.
  - Installation of new RTUs for PBBs and fixed walkways that currently lack heating or cooling capability.
  - Configuration of new equipment to the existing Building Automation System (BAS) for control, monitoring, alarming and asset management.
- This project will improve the customer experience and operational efficiency.

### D/S/M/WBE Information

- In accordance with the Board's MBE Program, the MBE goal for this contract is 12%.
- Gadberry Construction Company, Inc., a certified Minority Business Enterprise (NM-C), has committed to achieving 12% through self-performance.

### Schedule/Term

- Start Date: June 2019
- Contract Duration: 270 calendar days

<table>
<thead>
<tr>
<th>Contract #</th>
<th>Agreement #</th>
<th>Purchase Order #</th>
<th>Action Amount</th>
<th>Revised Amount</th>
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<td>9500675</td>
<td></td>
<td></td>
<td>NTE $7,950,000.00</td>
<td>$0</td>
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<table>
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<th>For Information contact</th>
<th>Fund</th>
<th>Project #</th>
<th>External Funding Source</th>
<th>Amount</th>
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<tbody>
<tr>
<td>Rusty Hodapp</td>
<td>Joint Capital Acct</td>
<td>26590-01</td>
<td></td>
<td>$3,742,832.00</td>
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<tr>
<td>Ivonne Gonzalez</td>
<td>Joint Capital Acct</td>
<td>27039-01</td>
<td></td>
<td>$4,207,168.00</td>
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</table>
Additional Information:

- Two (2) bids, including two (2) from MBE firms, were received on or before April 1, 2019.
- Bid Tabulation attached.
- Gadberry Construction Company, Inc., 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 Contract No. 9500675, Terminals B & E Loading Bridge Equipment Replacement, with Gadberry Construction Company, Inc., of Dallas, Texas, in an amount not to exceed $7,950,000.00, for the initial 270 calendar day term of the Contract.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
May 16, 2019 11:21 am

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
May 16, 2019 2:21 pm

Approved as to M/WBE by
Burks Lee, Tamela
Vice President Business Diversity
and Development
Business Diversity and
Development
May 16, 2019 1:18 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head
May 15, 2019 1:19 pm

Chief Executive Officer
Pending
Date
Contract No. 9500675  
Terminals B & E Loading Bridge Equipment Replacement  
Bid Tabulation

<table>
<thead>
<tr>
<th>Bidders</th>
<th>Bid Amount</th>
</tr>
</thead>
</table>
| Gadberry Construction Company, Inc.\textsuperscript{N1}  
Dallas, Texas                                    | $7,950,000.00  |
| Gilbert May, Inc. dba Phillips/May Corporation\textsuperscript{N1}  
Dallas, Texas                                      | $8,697,333.00  |

Note:  
1. MBE-Certified through the North Central Texas Regional Certification Agency.
**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>05/30/2019</td>
<td>Operations</td>
<td>Northeast End Around Taxiway Package III - Glycol Facilities Relocation</td>
<td></td>
</tr>
</tbody>
</table>

**Action**
That the Chief Executive Officer or designee be authorized to execute Contract No. 9500643, Northeast End Around Taxiway Package III - Glycol Facilities Relocation, with Austin Bridge & Road, LP, of Irving, Texas, in an amount not to exceed $46,421,373.37, for the 405 calendar day term of the Contract; and execute change orders to such Contract on an as-needed basis, in the aggregate amount not to exceed $3,000,000.00.

**Description**
- Award a Contract for construction of the Northeast End Around Taxiway system (NE-EAT) Package III.
- This action specifically authorizes the CEO or his designee to execute change orders for future Contract change requirements on an as-needed basis up to an amount not to exceed $3,000,000.00.

**Justification**
- This project will construct taxiway connectors K, EE, M and associated operational elements of the Northeast End Around Taxiway system (NE-EAT) including, but not limited to:
  - Relocation of existing glycol facilities and adjacent utilities, ARFF roadway, AOA fencing, and FAA facilities;
  - Installation of new Oncor electric and Frontier Communication ductbanks;
  - Airfield lighting and signage modifications;
  - Construction of Runway 35L visual screens; and
  - Storm drainage system upgrades.
- Completion of construction will allow for partial operation of the end around taxiway system.
- Joint Capital Acct funding ($43M) for Northeast End Around Taxiway glycol facilities relocation. DFW Capital Acct funding ($3.4M) for utility ductbanks for redundant feeds to minimize power outages which is a separate project scope unrelated to the Northeast End Around Taxiway.

**D/S/M/WBE Information**
- In accordance with the Board's DBE Program, the DBE goal for this contract is 35%.
- Austin Bridge and Road, LP has committed to achieving 35% DBE participation utilizing the attached DBE firms.

<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>9500643</td>
<td>NTE</td>
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<td>NTE $46,421,373.37</td>
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For Information contact
- Rusty Hodapp 3-1891
- Tegene Kirubel Tegene 3-1881

<table>
<thead>
<tr>
<th>Fund</th>
<th>Project #</th>
<th>External Funding Source</th>
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<tr>
<td>Joint Capital Account</td>
<td>26640-03</td>
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<td>$43,020,482.37</td>
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<tr>
<td>DFW Capital Acct</td>
<td>26709-01</td>
<td></td>
<td>$3,400,891.00</td>
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</table>
Schedule/Term:

- Start Date: June 2019
- Contract Duration: 405 calendar days

Additional Information

- Three (3) bids were received, none from DBE firms, on or before April 26, 2019.
- Bid Tabulation attached.
- Austin Bridge & Road, LP, of Irving, 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 Contract No. 9500643, Northeast End Around Taxiway Package III - Glycol Facilities Relocation, with Austin Bridge & Road, LP, of Irving, Texas, in an amount not to exceed $46,421,373.37, for the 405 calendar day term of the Contract; and execute change orders to such Contract on an as-needed basis, in the aggregate amount not to exceed $3,000,000.00.

Approved as to Form by

Rodriguez, Elaine
Legal Counsel
May 16, 2019 11:26 am

Approved as to Funding by

Underwood, Max
Vice President Finance
Finance
May 16, 2019 2:21 pm

Approved as to M/WBE by

Burks Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
May 16, 2019 1:18 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head
May 15, 2019 1:34 pm

Chief Executive Officer
Pending
Date
Contract No. 9500643  
Northeast End Around Taxiway Package III – Glycol Facilities Relocation  
Bid Tabulation

<table>
<thead>
<tr>
<th>Bidders</th>
<th>Bid Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Austin Bridge &amp; Road, LP Irving, Texas</td>
<td>$46,421,373.37</td>
</tr>
<tr>
<td>Flatiron Construction, Inc. Broomfield, Colorado</td>
<td>$47,100,000.00</td>
</tr>
<tr>
<td>Oscar Renda Contracting, Inc. Roanoke, Texas</td>
<td>$64,298,401.80</td>
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</tbody>
</table>
## Contract 9500643 – NE End Around Taxiway Package III

**Austin Bridge & Road**

**DBE Subcontractors**

<table>
<thead>
<tr>
<th>Company</th>
<th>Category</th>
<th>Percentage</th>
</tr>
</thead>
<tbody>
<tr>
<td>Chambers Engineering, LLC</td>
<td>BM</td>
<td>1.3%</td>
</tr>
<tr>
<td>Total</td>
<td>BM</td>
<td>1.3%</td>
</tr>
<tr>
<td>C Greenscaping, LP</td>
<td>HF</td>
<td>3.1%</td>
</tr>
<tr>
<td>Renaissance Contractors, Inc.</td>
<td>HF</td>
<td>19.1%</td>
</tr>
<tr>
<td>Total</td>
<td>HF</td>
<td>22.2%</td>
</tr>
<tr>
<td>Freight Operation Services, LLC</td>
<td>HM</td>
<td>3.4%</td>
</tr>
<tr>
<td>SurveWest, LLC</td>
<td>HM</td>
<td>0.3%</td>
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<tr>
<td>Total</td>
<td>HM</td>
<td>7.7%</td>
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<tr>
<td>Terradyne Engineering, Inc.</td>
<td>IM</td>
<td>0.5%</td>
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<tr>
<td>Total</td>
<td>IM</td>
<td>0.5%</td>
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<tr>
<td>Airport Lighting Systems</td>
<td>WF</td>
<td>1.1%</td>
</tr>
<tr>
<td>MCL Contracting, LLC</td>
<td>WF</td>
<td>0.5%</td>
</tr>
<tr>
<td>McRyan Hauling</td>
<td>WF</td>
<td>1.1%</td>
</tr>
<tr>
<td>SB Fleet-Lube, LLC</td>
<td>WF</td>
<td>2.4%</td>
</tr>
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<td>Universal Fence Company, Inc.</td>
<td>WF</td>
<td>2.1%</td>
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<tr>
<td>Total</td>
<td>WF</td>
<td>7.2%</td>
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<tr>
<td><strong>Overall Total</strong></td>
<td></td>
<td>35.00%</td>
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</table>
DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD
OFFICIAL BOARD ACTION/RESOLUTION

<table>
<thead>
<tr>
<th>Date</th>
<th>Committee</th>
<th>Subject</th>
<th>Resolution #</th>
</tr>
</thead>
<tbody>
<tr>
<td>05/30/2019</td>
<td>Operations</td>
<td>Terminal F Phase 1 - Construction Manager at Risk</td>
<td></td>
</tr>
</tbody>
</table>

**Action**

That the Chief Executive Officer or designee be authorized to increase Contract No. 9500647, for Terminal F Phase 1 - Construction Manager at Risk, with APR Aviation Partners, of Irving, Texas, in an amount not to exceed $69,250,000.00, for a revised Contract amount of $74,050,000.00.

**Description**

- Increase Contract to establish the first Component Guaranteed Maximum Price (CGMP), allowing Terminal F Phase 1 construction to commence.

**Justification**

- Construction of Terminal F Phase 1, will provide four swing gates, capable of accommodating both domestic and international flights, at the southern end of Terminal D.
- This CGMP will include, but is not limited to: enabling project elements such as earthwork, site demolition, electrical duct banks, site utilities, building concrete, masonry; long lead procurement items such as structural steel, elevators, escalators, moving walks, passenger boarding bridges and baggage handling system; and an owner controlled allowance.

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

- In accordance with the Board's MBE Program, the MBE goal for Pre-Construction Services is 15% and for Construction Services is 35%.
- APR Aviation Partners Joint Venture has committed to achieving 60% MBE self-performance and percentage participation for Pre-Construction Services and 42% MBE percentage participation for Construction Services.
- APR Aviation Partners Joint Venture is comprised of Archer Western Construction (60%), Phillips/May Corporation (HM-C: 25%) and Reyes Group Ltd, (HM-C: 15%). MBE Subcontracting participation for Construction Services will be identified as bid packages are released and awarded per their Compliance Plan.

**Schedule/Term**

- Completion of the work of this CGMP is planned for March 30, 2021. Overall contract completion date will be set when the GMP is established.

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

| 9500647 | NTE | $69,250,000.00 | $74,050,000.00 |

**For Information contact**

Rusty Hodapp 3-3670
Ivonne Gonzalez 3-1725

**Fund Project # External Funding Source Amount**

| Joint Capital Acct 26698-01 | 26698-01 | $69,250,000.00 |
Additional Information

- On December 6, 2018, by Resolution No. 2018-12-275, the Board approved the award of Contract No. 9500647, Terminal D South Expansion - Construction Manager at Risk, with APR Aviation Partners, of Irving, Texas.
- The Contract name was amended to Terminal F Phase 1 - Construction Manager at Risk (CMAR).
- Additional CGMP’s and a final Guaranteed Maximum Price (GMP) will be brought back to the Board in the future for approval, as required.

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to increase Contract No. 9500647, for Terminal F Phase 1 - Construction Manager at Risk, with APR Aviation Partners, of Irving, Texas, in an amount not to exceed $69,250,000.00, for a revised Contract amount of $74,050,000.00.

Approved as to Form by

[Signature]
Rodriguez, Elaine
Legal Counsel
May 16, 2019 11:26 am

Approved as to Funding by

[Signature]
Underwood, Max
Vice President Finance
Finance
May 16, 2019 2:21 pm

Approved as to M/WBE by

[Signature]
Burks Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
May 16, 2019 1:20 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by

[Signature]
Department Head
May 16, 2019 8:16 am

Pending

Chief Executive Officer
Date
Date 05/30/2019  Committee Operations  Subject Pre-Mixed Concrete Services  Resolution #

Action
That the Chief Executive Officer or designee be authorized to execute Contract 7006794, for Pre-Mixed Concrete Services, with Redi-Mix LLC, dba Custom Crete of Euless, Texas, in an amount not to exceed $525,696.00, for the initial one-year term of the Contract, with options to renew for four additional one-year periods.

Description
- Award a Contract for pre-mixed concrete services for the Airport's Energy, Transportation and Asset Management (ETAM) Department.

Justification
- This is a replacement for an existing Contract that has been in place for more than two years.
- ETAM periodically requires delivered pre-mixed concrete for repair of airfield, road and parking infrastructure pavements.
- The Contractor will provide concrete for small to medium sized pours.
- On-site production will allow Airport Staff to tailor concrete production to their product, volume and schedule requirements.
- Services under these Contracts will be on an as-needed basis.

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: June 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>
</tr>
</thead>
<tbody>
<tr>
<td>7006794</td>
<td>NTE</td>
<td></td>
<td>$525,696.00</td>
<td>$0</td>
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</table>

For Information contact
- Tammy Huddleston 3-6132
- Kelly Cleveland 3-4872

<table>
<thead>
<tr>
<th>Fund</th>
<th>Project #</th>
<th>External Funding Source</th>
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</thead>
<tbody>
<tr>
<td>Operating Fund</td>
<td></td>
<td></td>
<td>$525,696.00</td>
</tr>
</tbody>
</table>
Resolution #

Additional Information

- One (1) bid, not from an SBE firm, was received on or before May 3, 2019.
- Redi-Mix LLC, dba Custom Crete of Euless, 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 Contract 7006794, for Pre-Mixed Concrete Services, with Redi-Mix LLC, dba Custom Crete of Euless, Texas, in an amount not to exceed $525,696.00, 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
May 16, 2019 11:27 am

Approved as to Funding by
Palacios, Abel
Assistant Vice President Business Financial Planning
Finance
May 16, 2019 2:21 pm

Approved as to M/WBE by
Burks Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
May 16, 2019 1:21 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head
Energy & Transportation Mgmt
May 15, 2019 5:33 pm

Pending

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

<table>
<thead>
<tr>
<th>Date</th>
<th>Committee</th>
<th>Subject</th>
<th>Resolution #</th>
</tr>
</thead>
<tbody>
<tr>
<td>05/30/2019</td>
<td>Operations</td>
<td>Uninterruptible Power Supply Batteries</td>
<td></td>
</tr>
</tbody>
</table>

**Action**
That the Chief Executive Officer or designee be authorized to execute Contract No. 7006769, for Uninterruptible Power Supply Batteries, to TKC Enterprises, Inc., of Irving, Texas, in an amount not to exceed $1,032,928.53, for the initial one-year term of the Contract, with options to renew for four additional one-year periods.

**Description**
- Award a Contract for Uninterruptible Power Supply Batteries in support of the Airport’s Energy, Transportation, and Asset Management Department.

**Justification**
- This is a replacement for an existing Contract that has been in place for one year.
- These batteries provide emergency power to critical support systems, such as the Security Access Control System and emergency lighting, in the event of a power outage.
- This Contract is a key component in the comprehensive battery replacement program designed to ensure batteries are replaced before their expiration date.
- The batteries will be ordered on an as-needed basis.

**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).
- TKC Enterprises, Inc. is a certified Small Business Enterprise (PM-C); therefore will be counted towards the Board's overall SBE Program goals.

**Schedule/Term**
- Start Date: June 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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<tbody>
<tr>
<td>7006769</td>
<td>NTE</td>
<td></td>
<td>$1,032,928.53</td>
<td>$0</td>
</tr>
</tbody>
</table>

**For Information contact**
- Tammy Huddleston  
  3-6132
- Cathy Halliburton  
  3-5776

<table>
<thead>
<tr>
<th>Fund</th>
<th>Project #</th>
<th>External Funding Source</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Operating Fund</td>
<td></td>
<td></td>
<td>$1,032,928.53</td>
</tr>
</tbody>
</table>
Additional Information

- Seven (7) bids, including one (1) from an SBE firm, were received on or before May 1, 2019.
- Bid Tabulation attached.
- TKC Enterprises, Inc., of Irving, 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 Contract No. 7006769, for Uninterruptible Power Supply Batteries, to TKC Enterprises, Inc., of Irving, Texas, in an amount not to exceed $1,032,928.53, 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
May 16, 2019 11:31 am

Approved as to Funding by
Palacios, Abel
Assistant Vice President Business
Financial Planning
Finance
May 16, 2019 2:19 pm

Approved as to M/WBE by
Burks Lee, Tamela
Vice President Business Diversity
and Development
Business Diversity and
Development
May 16, 2019 1:21 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head
Energy & Transportation Mgmt
May 15, 2019 5:33 pm

Chief Executive Officer Date
Pending
<table>
<thead>
<tr>
<th>Bidders</th>
<th>Evaluation Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>TKC Enterprises, Inc.\textsuperscript{N1} Irving, Texas</td>
<td>$1,032,928.53</td>
</tr>
<tr>
<td>Telecom Electrical Supply Company Plano, Texas</td>
<td>$1,036,114.80</td>
</tr>
<tr>
<td>Eola Power, LLC Miami, Florida</td>
<td>$1,067,060.81</td>
</tr>
<tr>
<td>Dartpoints Holdings, LLC Dallas, Texas</td>
<td>$1,526,703.62</td>
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<tr>
<td>Tristar Power Solutions, LLC Edina, Minnesota</td>
<td>$1,844,284.50</td>
</tr>
<tr>
<td>FTI Belman, LLC Plano, Texas</td>
<td>$2,185,511.31</td>
</tr>
<tr>
<td>Battery Systems, Inc. Garden Grove, California</td>
<td>$2,489,683.59</td>
</tr>
</tbody>
</table>

Note:
1. SBE-Certified through Dallas/Fort Worth Minority Supplier Development Council and State of Texas – HUB Certified.
**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>05/30/2019</td>
<td>Operations</td>
<td>Replacement Buses</td>
<td></td>
</tr>
</tbody>
</table>

**Action**

That the Chief Executive Officer or designee be authorized to execute Purchase Order No. 275903, for Compressed Natural Gas-Powered Buses, with Alliance Bus Group, Inc., of Lewisville, Texas, in the amount of $3,095,853.00.

**Description**

- Purchase seven Compressed Natural Gas-Powered Employee Buses for the Airport's Energy, Transportation and Asset Management Department.

**Justification**

- These buses will provide continuous transportation for Terminal Employees from Employee Parking Lots to the Terminals, with return service.
- Vehicles selected for replacement have met the criteria established in the Airport's Fleet Vehicle Policy and Procedures (accumulated mileage, condition, life cycle costs, etc.), and are assessed for replacement by the Vehicle Maintenance Shop.
- Replaced vehicles will be declared surplus and sold at public auction.

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

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

**Schedule/Term**

- Purchase Date: May 2019
- Delivery 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>275903</td>
<td></td>
<td></td>
<td>$3,095,853.00</td>
<td>$0</td>
</tr>
</tbody>
</table>

**For Information contact**

- Tammy Huddleston
  - 3-6132
- Keith White
  - 3-5638

**Fund**

- DFW Capital Acct

**Project #**

- 26773-01

**External Funding Source**

- Amount $3,095,853.00
Additional Information

- This purchase will be made through an Interlocal Agreement with the Houston-Galveston Area Council of Governments in accordance with Board Resolution No. 97-07-181, dated July 3, 1997.

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. 275903, for Compressed Natural Gas-Powered Buses, with Alliance Bus Group, Inc., of Lewisville, Texas, in the amount of $3,095,853.00.

Approved as to Form by

Rodriguez, Elaine
Legal Counsel
May 16, 2019 11:32 am

Approved as to Funding by

Palacios, Abel
Assistant Vice President Business Financial Planning
Finance
May 16, 2019 2:18 pm

Approved as to M/WBE by

Burks Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
May 16, 2019 1:22 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head
Energy & Transportation Mgmt
May 15, 2019 5:33 pm

Chief Executive Officer

Pending
Date
<table>
<thead>
<tr>
<th>Meeting Date</th>
<th>Subject</th>
<th>Committee</th>
</tr>
</thead>
<tbody>
<tr>
<td>05/30/2019</td>
<td>Monthly Report</td>
<td>Operations</td>
</tr>
</tbody>
</table>

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

**Description**
- Report to the Airport Board all Contracts valued between $25,000.00 and $50,000.00 and Contract Increases/Decreases valued between $25,000.00 and $50,000.00, for the month of April 2019.
<table>
<thead>
<tr>
<th>CONSULTANT *Denotes M/WBE</th>
<th>CONTRACT NO.</th>
<th>CONTRACT TITLE/DESCRIPTION</th>
<th>ACTION TYPE</th>
<th>AMOUNT</th>
</tr>
</thead>
<tbody>
<tr>
<td>CFG Industries, LLC</td>
<td>9500547</td>
<td>Rehabilitate East &amp; West Potable Water Storage Tanks</td>
<td>Change Order</td>
<td>($46,162.42)</td>
</tr>
<tr>
<td>Magnolia, Texas</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Gilbert May, Inc. dba</td>
<td>9500657</td>
<td>Terminal C – C21 Checkpoint Modifications</td>
<td>Change Order</td>
<td>$40,569.46</td>
</tr>
<tr>
<td>Phillips May Corporation</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Dallas, Texas*</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
FINANCE/AUDIT COMMITTEE MEETING
TUESDAY, MAY 28, 2019
1:00 p.m.

FINANCE/AUDIT COMMITTEE

25. Approve Minutes of the Finance/Audit Committee Meeting of April 30, 2019.


Chris Poinsatte 27. Fiscal Year 2020 Budget Preview.

Consent Items for Consideration

Elaine Rodriguez 28. Approve an increase to Legal Services Contract No. 8004974 with the firm of Cantey Hanger, LLP of Fort Worth, Texas, in an amount not to exceed $100,000.00, for a revised contract amount not to exceed $593,750.00.

Michael Youngs 29. Approve an increase to Contract No. 8005003, for Payment Card Industry Data Security Standard Continuous Compliance and Assurance Services, with CompliancePoint, Inc., of Duluth, Georgia, in an amount not to exceed $40,000.00, for a revised Contract amount of $994,560.00.

30. Approve execution of Contract No. 7006811, for Vulnerability Management Software Licenses, with Critical Start, Inc., of Plano, Texas, in an amount not to exceed $68,154.80, for the initial one-year term of the Contract, with options to renew annually.

31. Approve execution of Contract No. 7006806, for Geographic Information System Software and Maintenance, with Environmental Systems Research Institute, Inc., of Redlands, California, in an amount not to exceed $85,923.68, for the initial one-year term of the Contract, with options to renew for four additional one-year periods.

Action Items for Consideration

John Ackerman 32. Approve authorization to modify the current Air Service Incentive Program to increase marketing funds for cargo service.

Catrina Gilbert 33. Approve execution of Contract No. 8005282, for Integrated Absence Management Services, with Reliance Standard Life Insurance Company/Matrix Absence Management, of Dallas, Texas, in an amount not to exceed $585,364.00, for the initial one-year term of the Contract, with options to renew for four additional one-year periods.
34. Approve the form of the Fifty-Fifth Supplemental Bond Ordinance and request its passage by the City Councils of Dallas and Fort Worth; and authorize officers to take other necessary actions in connection therewith.

35. Approve the form of the Fifty-Sixth Supplemental Bond Ordinance and request its passage by the City Councils of Dallas and Fort Worth; and authorize the officers to take other necessary actions in connection therewith.

36. Approve amendments to the Airport’s Debt Policy, relating to the management of a self-liquidity commercial paper program.

37. Approve the form of the Preliminary Official Statement, prepared in connection with the sale of the Dallas Fort Worth International Airport Joint Revenue Refunding Bonds, Series 2019A and authorize officers to take any necessary actions in connection with the sale of the Bonds.

38. Approve rejection of all bids received for Solicitation No. 7006753, Cisco Hardware, Software and Professional Services; and execute Contract No. 7006798, for Cisco Hardware and Professional Services, with Netsync Network Solutions, of Carrollton, Texas, in an amount not to exceed $3,375,000.00, for the initial one-year term of the Contract, with options to renew for four additional one-year periods.

Discussion Items


40. Purchase Orders/Contracts and Professional Services Contracts approved by Authorized Staff.
KPIs and Financial Report – FY 2019

Seven months ending April 30, 2019 - Unaudited
## Key Performance Indicator Scorecard

Seven months ending April 30, 2019 - Unaudited

<table>
<thead>
<tr>
<th>($) in millions)</th>
<th>Year-To-Date</th>
<th>FY 2019</th>
</tr>
</thead>
<tbody>
<tr>
<td>Key Performance Indicator</td>
<td>FY 2018 Actuals</td>
<td>FY 2019 Actuals</td>
</tr>
<tr>
<td>DFW CC Net Revenues</td>
<td>$71.0</td>
<td>$81.5</td>
</tr>
<tr>
<td>Total Expenditure Budget</td>
<td>$529.5</td>
<td>$576.1</td>
</tr>
<tr>
<td>Airline Costs</td>
<td>$255.0</td>
<td>$280.6</td>
</tr>
<tr>
<td>Total Passengers* (Ms)</td>
<td>38.43</td>
<td>39.69</td>
</tr>
</tbody>
</table>

### Results Status Bar

- Green: Improved/Constant
- Yellow: Worse

* Updated FY 2019 Passenger Forecast
## DFW Cost Center

### Seven months ending April 30, 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>Parking</td>
<td>1</td>
<td>92.5</td>
<td>97.5</td>
<td>96.3</td>
<td>$1.2</td>
</tr>
<tr>
<td>Concessions</td>
<td>2</td>
<td>48.1</td>
<td>52.2</td>
<td>49.0</td>
<td>3.3</td>
</tr>
<tr>
<td>Rental Car</td>
<td></td>
<td>19.1</td>
<td>19.3</td>
<td>19.6</td>
<td>(0.4)</td>
</tr>
<tr>
<td>Commercial Development</td>
<td></td>
<td>26.8</td>
<td>28.6</td>
<td>28.0</td>
<td>0.6</td>
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<tr>
<td>Other Revenues</td>
<td>3</td>
<td>22.4</td>
<td>24.7</td>
<td>22.8</td>
<td>1.9</td>
</tr>
<tr>
<td><strong>Total Revenues</strong></td>
<td></td>
<td>208.8</td>
<td>222.3</td>
<td>215.6</td>
<td>6.6</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></td>
<td>74.8</td>
<td>78.2</td>
<td>81.7</td>
<td>(3.6)</td>
</tr>
<tr>
<td>Debt Service, net</td>
<td></td>
<td>37.5</td>
<td>36.0</td>
<td>36.0</td>
<td>0.0</td>
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<tr>
<td><strong>Total Expenditures</strong></td>
<td></td>
<td>112.3</td>
<td>114.1</td>
<td>117.7</td>
<td>(3.6)</td>
</tr>
<tr>
<td><strong>Gross Margin - DFW Cost Center</strong></td>
<td></td>
<td>96.5</td>
<td>108.2</td>
<td>98.0</td>
<td>10.2</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></td>
<td>1.2</td>
<td>1.7</td>
<td>1.8</td>
<td>(0.1)</td>
</tr>
<tr>
<td>Skylink Costs</td>
<td></td>
<td>24.3</td>
<td>24.9</td>
<td>24.8</td>
<td>0.1</td>
</tr>
<tr>
<td><strong>Net Revenues from DFW Cost Center</strong></td>
<td></td>
<td>$71.0</td>
<td>$81.5</td>
<td>$71.4</td>
<td>$10.1</td>
</tr>
</tbody>
</table>
## Airfield and Terminal Cost Centers

**Seven months ending April 30, 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>$88.5</td>
<td>$68.3</td>
<td>$67.7</td>
<td>$0.7</td>
<td>1.0%</td>
</tr>
<tr>
<td>Other Airfield</td>
<td>7.0</td>
<td>7.4</td>
<td>6.9</td>
<td>0.5</td>
<td>7.3%</td>
</tr>
<tr>
<td>Transfer from DFW Cost Center</td>
<td>19.1</td>
<td>31.3</td>
<td>23.8</td>
<td>7.6</td>
<td>31.9%</td>
</tr>
<tr>
<td><strong>Total Airfield Revenue</strong></td>
<td>114.6</td>
<td>107.1</td>
<td>98.4</td>
<td>8.8</td>
<td>8.9%</td>
</tr>
<tr>
<td>Terminal Leases</td>
<td>156.2</td>
<td>180.4</td>
<td>179.9</td>
<td>0.5</td>
<td>0.3%</td>
</tr>
<tr>
<td>FIS Fees</td>
<td>13.9</td>
<td>14.6</td>
<td>13.9</td>
<td>0.7</td>
<td>5.4%</td>
</tr>
<tr>
<td>Turn Fees and Other</td>
<td>30.0</td>
<td>31.3</td>
<td>31.5</td>
<td>(0.1)</td>
<td>(0.4%)</td>
</tr>
<tr>
<td><strong>Total Terminal Revenues</strong></td>
<td>200.2</td>
<td>226.3</td>
<td>225.3</td>
<td>1.1</td>
<td>0.5%</td>
</tr>
<tr>
<td>DFW Terminal Contributions</td>
<td>1.2</td>
<td>1.7</td>
<td>1.8</td>
<td>(0.1)</td>
<td>(4.5%)</td>
</tr>
<tr>
<td><strong>Total Revenues</strong></td>
<td>316.0</td>
<td>335.1</td>
<td>325.4</td>
<td>9.8</td>
<td>3.0%</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>157.2</td>
<td>179.7</td>
<td>176.3</td>
<td>3.4</td>
<td>1.9%</td>
</tr>
<tr>
<td>Debt Service, net *</td>
<td>142.4</td>
<td>153.9</td>
<td>154.2</td>
<td>(0.3)</td>
<td>(0.2%)</td>
</tr>
<tr>
<td><strong>Total Expenditures</strong></td>
<td>299.7</td>
<td>333.6</td>
<td>330.5</td>
<td>3.1</td>
<td>0.9%</td>
</tr>
<tr>
<td><strong>Total Airfield /Terminal Net Income/(Loss)</strong></td>
<td>$16.4</td>
<td>$1.6</td>
<td>($5.1)</td>
<td>$6.7</td>
<td>(130.4%)</td>
</tr>
</tbody>
</table>

* - Net of Passenger Facility Charges (PFC's) and Customer Facility Charges (CFC's)
### Operating Fund – Total Expenditures

Seven months ending April 30, 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>5</td>
<td>$84.1</td>
<td>$88.4</td>
<td>$89.7</td>
<td>(1.2)</td>
</tr>
<tr>
<td>Benefits</td>
<td>6</td>
<td>40.0</td>
<td>40.8</td>
<td>43.1</td>
<td>(2.3)</td>
</tr>
<tr>
<td>Facility Maintenance Contracts</td>
<td>7</td>
<td>38.6</td>
<td>41.9</td>
<td>41.1</td>
<td>0.8</td>
</tr>
<tr>
<td>Other Contract Services</td>
<td>8</td>
<td>52.1</td>
<td>66.2</td>
<td>63.6</td>
<td>2.6</td>
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<tr>
<td>Utilities</td>
<td>9</td>
<td>14.1</td>
<td>14.8</td>
<td>14.4</td>
<td>0.4</td>
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<tr>
<td>Equipment and Other Supplies</td>
<td>10</td>
<td>9.1</td>
<td>11.4</td>
<td>10.6</td>
<td>0.8</td>
</tr>
<tr>
<td>Insurance</td>
<td>11</td>
<td>2.9</td>
<td>3.3</td>
<td>3.2</td>
<td>0.1</td>
</tr>
<tr>
<td>Fuels</td>
<td>12</td>
<td>2.1</td>
<td>2.3</td>
<td>2.4</td>
<td>(0.2)</td>
</tr>
<tr>
<td>General, Administrative, and Other</td>
<td>13</td>
<td>4.1</td>
<td>3.6</td>
<td>4.6</td>
<td>(1.0)</td>
</tr>
<tr>
<td>Change in Operating Reserves</td>
<td>14</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></td>
<td>251.8</td>
<td>279.5</td>
<td>279.6</td>
<td>(0.0)</td>
</tr>
<tr>
<td>Debt Service, gross</td>
<td></td>
<td>277.7</td>
<td>296.6</td>
<td>296.9</td>
<td>(0.3)</td>
</tr>
<tr>
<td><strong>Total 102 Fund Expenditures</strong></td>
<td></td>
<td>$529.5</td>
<td>$576.1</td>
<td>$576.5</td>
<td>($0.4)</td>
</tr>
<tr>
<td>Category</td>
<td>Description</td>
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<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>-------------------------------</td>
<td>----------------------------------------------------------------------------------------------------------------------------------------------</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Parking</td>
<td>Parking revenue was $97.5 million, $1.2 million (1.3%) higher than budget as a result of changes in the utilization of parking products.</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Concessions</td>
<td>Concessions revenues were $52.2 million, $3.3 million (6.7%) higher than budget primarily in food &amp; beverage and passenger services.</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Other Revenues</td>
<td>Other revenues were $24.7 million, $1.9 million (8.3%) higher than budget primarily due to building permit fees and interest income.</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Transfer from DFW Cost Center</td>
<td>Transfer from DFW Cost Center revenues were $31.3 million, $7.6 million (31.9%) higher than budget primarily due to increased DFW Cost Center net revenues, 75% of which are shared with the airlines.</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Salaries and Wages</td>
<td>Salaries and wages were $88.4 million, $1.2 million (1.4%) lower than budget primarily due to vacancies partially offset by overtime.</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Benefits</td>
<td>Benefits were $40.8 million, $2.3 million (5.3%) lower than budget primarily due to lower healthcare costs as a result of stop loss reimbursements and lower than budgeted workers comp claims.</td>
<td></td>
<td></td>
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<tr>
<td>Facility Maint. Contracts</td>
<td>Facility maintenance contracts were $41.9 million, $0.8 million (2.0%) higher than budget primarily due to custodial and Skylink maintenance, partially offset by lower terminal maintenance expense.</td>
<td></td>
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<tr>
<td>Other Contract Services</td>
<td>Other contract services were $66.2 million, $2.6 million (4.0%) higher than budget primarily due to contract labor, maintenance contracts (deicing, cabling, UPS batteries, and power washing), bussing, consulting and other professional partially offset by outside contracts, marketing services and hardware maintenance.</td>
<td></td>
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<tr>
<td>Equipment &amp; Supplies</td>
<td>Equipment &amp; Supplies were $11.4 million, $0.8 million (7.5%) higher than budget primarily due to maintenance supplies.</td>
<td></td>
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</tr>
<tr>
<td>G&amp;A and Other</td>
<td>General, administrative, and other expenses were $3.6 million, $1.0 million (21.7%) lower than budget primarily due to savings in business development, travel, memberships and miscellaneous expenses.</td>
<td></td>
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</tbody>
</table>
DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD
OFFICIAL BOARD ACTION/RESOLUTION

Date 05/30/2019
Committee Finance/Audit
Subject Increase to Legal Services Contract No. 8004974 with the law firm of Cantey Hanger, LLP
Resolution #

Action
That the Chief Executive Officer or designee be authorized to increase Legal Services Contract No. 8004974 with the firm of Cantey Hanger, LLP of Fort Worth, Texas, in an amount not to exceed $100,000.00, for a revised contract amount not to exceed $593,750.00.

Description

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

Justification

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

D/S/M/WBE Information

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

<table>
<thead>
<tr>
<th>Contract #</th>
<th>Agreement #</th>
<th>Purchase Order #</th>
<th>Action Amount</th>
<th>Revised Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>8004974</td>
<td></td>
<td></td>
<td>$100,000.00</td>
<td>$593,750.00</td>
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</tbody>
</table>

For Information contact
Elaine Rodriguez
3-5487

Fund Operating fund
Project #
External Funding Source
Amount

$100,000.00
BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to increase Legal Services Contract No. 8004974 with the firm of Cantey Hanger, LLP of Fort Worth, Texas, in an amount not to exceed $100,000.00, for a revised Contract amount not to exceed $593,750.00.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
May 16, 2019 11:33 am

Approved as to Funding by
Palacios, Abel
Assistant Vice President Business Financial Planning
Finance
May 16, 2019 2:16 pm

Approved as to M/WBE by
Burks Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
May 16, 2019 1:22 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Department Head
Legal
May 15, 2019 4:48 pm

Chief Executive Officer
Pending
Date
Date 05/30/2019  Committee Finance/Audit  Subject Payment Card Industry Data Security Standard Continuous Compliance and Assurance Services  Resolution #

**Action**
That the Chief Executive Officer or designee be authorized to increase Contract No. 8005003, for Payment Card Industry Data Security Standard Continuous Compliance and Assurance Services, with CompliancePoint, Inc., of Duluth, Georgia, in an amount not to exceed $40,000.00, for a revised Contract amount of $994,560.00.

**Description**
- Increase the Contract for Payment Card Industry Data Security Standard (PCI DSS) Continuous Compliance and Assurance Services for the Airport's cyber security program.

**Justification**
- This action will allow the Airport to adopt and obtain certification based on PCI DSS 3.2 for information security management program.
- This will enable the Airport to certify new Systems/Merchant identification for payment card industry PCI compliance using a risk based process.

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

**Schedule/Term**
- Contract Term: The Contract term is not affected by this action.

<table>
<thead>
<tr>
<th>Contract #</th>
<th>Agreement #</th>
<th>Purchase Order #</th>
<th>Action Amount</th>
<th>Revised Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>8005003</td>
<td>NTE</td>
<td>$40,000.00</td>
<td>$994,560.00</td>
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**For Information contact**
- Michael Youngs 3-5350
- Miriam Seymour 3-5631

<table>
<thead>
<tr>
<th>Fund</th>
<th>Project #</th>
<th>External Funding Source</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Operating Fund</td>
<td></td>
<td></td>
<td>$40,000.00</td>
</tr>
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</table>
On August 6, 2015, by Resolution No. 2015-08-157, the Board awarded Contract No. 8005003 for PCI DSS Continuous Compliance and Assurance Services, with CompliancePoint, Inc., of Duluth, Georgia.

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to increase Contract No. 8005003, for Payment Card Industry Data Security Standard Continuous Compliance and Assurance Services, with CompliancePoint, Inc., of Duluth, Georgia, in an amount not to exceed $40,000.00, for a revised Contract amount of $994,560.00.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
May 16, 2019 11:33 am

Approved as to Funding by
Palacios, Abel
Assistant Vice President Business Financial Planning
Finance
May 16, 2019 2:15 pm

Approved as to M/WBE by
Burks Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
May 16, 2019 1:24 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head
Information Technology Svcs
May 15, 2019 10:20 am

Chief Executive Officer

Pending

Date
Date: 05/30/2019  
Committee: Finance/Audit  
Subject: Vulnerability Management Software Licenses  
Resolution #: 

**Action**
That the Chief Executive Officer or designee be authorized to execute Contract No. 7006811, for Vulnerability Management Software Licenses, with Critical Start, Inc., of Plano, Texas, in an amount not to exceed $68,154.80, for the initial one-year term of the Contract, with options to renew annually.

**Description**
- Award a Contract for Vulnerability Management Software Licenses for Information Technology Services (ITS) Department in support of the Airport's cyber security program.

**Justification**
- This is a replacement for a Contract that has been in place for two years.
- The Contract provides the ITS Security team with a vulnerability software management tool to better secure Airport systems from potential internal and external threats.
- The software will help secure Personal Identification Information (PII) and Payment Card Industry (PCI) information, in addition to other sensitive information maintained on the Airport's devices and system.

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

**Schedule/Term**
- Start date: June 2019
- Contract Term: One year, with options to renew annually

<table>
<thead>
<tr>
<th>Contract #</th>
<th>Agreement #</th>
<th>Purchase Order #</th>
<th>Action Amount</th>
<th>Revised Amount</th>
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<tr>
<td>7006811</td>
<td></td>
<td></td>
<td>NTE $68,154.80</td>
<td>$0</td>
</tr>
</tbody>
</table>

**For Information contact**
- Michael Youngs  
  3-5350  
- Christian Brewer  
  3-5322  

**Fund**  
Operating Fund

**Project #**

**External Funding Source**  
- Amount: $68,154.80
This Contract is being recommended for award through the Texas Department of Information Resources (DIR) Contract No. DIR-TSO-3898, which is available to government entities, and which was approved by Board Resolution No. 1997-01-24, dated January 9, 1997.

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to execute Contract No. 7006811, for Vulnerability Management Software Licenses, with Critical Start, Inc., of Plano, Texas, in an amount not to exceed $68,154.80, for the initial one-year term of the Contract, with options to renew annually.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
May 16, 2019 11:35 am

Approved as to Funding by
Palacios, Abel
Assistant Vice President Business Financial Planning
Finance
May 16, 2019 2:14 pm

Approved as to M/WBE by
Burks Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
May 16, 2019 1:24 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Department Head
Information Technology Svcs
May 15, 2019 10:20 am

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

Date  
05/30/2019

Committee  
Finance/Audit

Subject  
Geographic Information System Software and Maintenance

Resolution #

Action
That the Chief Executive Officer or designee be authorized to execute Contract No. 7006806, for Geographic Information System Software and Maintenance, with Environmental Systems Research Institute, Inc., of Redlands, California, in an amount not to exceed $85,923.68, for the initial one-year term of the Contract, with options to renew for four additional one-year periods.

Description
• Award a Contract for Geographic Information System (GIS) Software and Maintenance in support of the Airport's technology program.

Justification
• Software is needed to maintain and distribute Geographic data necessary for mapping.
• GIS will be a key component of the new situational awareness platform being developed to support the Integrated Operations Center (IOC) and provide location based data and services.
• Contract will provide software used for mapping of incidents, assets, and resources as well as tools for distributing location based services and routing in real time.

D/S/M/WBE Information
• N/A - Not subject to a goal per the Board’s D/S/M/WBE Policy due to the nature of the procurement, (Sole Source).

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

Contract # Agreement # Purchase Order # Action Amount Revised Amount
7006806 NTE $85,923.68 $0

For Information contact
Michael Youngs  
3-5350
Shannon Hamilton  
3-5620

Fund  
Operating Fund

Project #  
External Funding Source  
Amount

$85,923.68
Additional Information

- This is a Sole Source.
- 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.
- Contract No. 7006711, GIS Software Maintenance Services, was awarded to Environmental Systems Research Institute, Inc., of Redlands, California, on November 9, 2018, in the amount of $34,281.92. This Action allows for the purchase of additional licenses.

<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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</thead>
<tbody>
<tr>
<td>Rodriguez, Elaine</td>
<td>Palacios, Abel</td>
<td>Burks Lee, Tamela</td>
</tr>
<tr>
<td>Legal Counsel</td>
<td>Assistant Vice President Business Planning</td>
<td>Vice President Business Diversity and Development</td>
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<tr>
<td>May 16, 2019 11:36 am</td>
<td>Finance</td>
<td>May 16, 2019 2:13 pm</td>
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<td>May 16, 2019 1:25 pm</td>
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</tbody>
</table>

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head
Information Technology Svcs
May 15, 2019 10:31 am

Chief Executive Officer
Pending
Date
Date 05/30/2019  Committee Finance/Audit  Subject Revision of Air Service Incentive Program

Resolution #

Action
That the Chief Executive Officer or designee be authorized to modify the current Air Service Incentive Program to increase marketing funds for cargo service.

Description
- This is a revision to the current Air Service Incentive Program, which was originally approved by the Airport Board in May 2006 and was last amended in 2016 and addresses current global cargo and logistics market dynamics. The key objective is to increase marketing incentive levels for cargo markets critical to DFW's strategic objective of being the number one U.S. gateway for cargo flowing between Asian and Latin America.
- This revision will increase the maximum available cargo marketing incentive from $100,000 to $200,000.
- This revision will eliminate the proration of cargo marketing incentives for target markets, increasing the funding available for flights to/from markets critical to DFW's strategic objectives.

Justification
- Established cargo trade lanes are difficult to change, with considerable switching costs and attendant risks for market participants.
- DFW's Asia-Latin America strategy depends on securing main deck freighter operations to/from key Latin America cargo hubs to compliment existing American Airlines "belly" cargo capacity in the region.
- DFW must build awareness of our geographic and infrastructure advantages with the global cargo and logistics community to overcome decades of familiarity with LAX, JFK, ORD, and MIA.
- The increased funds will allow for marketing on both ends of a route.

D/S/M/WBE Information
- As part of the program guidelines, the Applicant Carrier is required to submit a marketing plan seeking M/WBE media participation.

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<tr>
<th>Contract #</th>
<th>Agreement #</th>
<th>Purchase Order #</th>
<th>Action Amount</th>
<th>Revised Amount</th>
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<td>$0</td>
<td>$0</td>
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</tbody>
</table>

For Information contact
John Ackerman  
3-5227

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 modify the ASIP to better align cargo carrier incentives with DFW's strategic objective of connecting Asia and Latin America.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
May 15, 2019 5:20 pm

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
May 16, 2019 2:22 pm

Approved as to M/WBE by
Burks Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
May 15, 2019 2:00 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Department Head
May 14, 2019 5:06 pm

Pending

Chief Executive Officer
Date
DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD’S
AIR SERVICE INCENTIVE PROGRAM

This revised Air Service Incentive Program replaces the existing Air Service Incentive Program.

OBJECTIVE
The DFW Airport Board continues to pursue long term growth opportunities in domestic and international markets. However the Airport’s substantial growth in both domestic and international markets over the last five years has reduced the number of viable markets requiring a more strategically targeted approach. In the context of both passenger and air cargo service, the Airport Board has identified Europe, Latin America, and Asia-Pacific as the regions with the optimal opportunities for the Airport. To maximize these opportunities, the Airport Board will continue to be very active in recruiting both passenger and cargo airlines to offer new service to important domestic and international destinations by offering a new target-market driven incentive program.

To this end, the Air Service Incentive Program (ASIP) has been revised to enable the Airport to better attract new air carriers, encourage new domestic and international air service from incumbent carriers, and enhance its global network in under-served regions of the world. As a result of increased air service at DFW Airport, travelers will gain access to a more extensive global network, and economic development will be further stimulated for the North Texas region.

TERM and FUNDING
The ASIP shall begin on September 1, 2016 and end on May 30, 2019. An Applicant Carrier announcing or commencing new air service pursuant to the ASIP on or after September 1, 2016 will be afforded the benefits of the ASIP for the applicable time period set forth herein; provided, however, that the Airport Board reserves the right to amend, modify, alter or terminate the ASIP at any time without notice, and, if the ASIP is so amended, modified, altered or terminated, no qualifying airline shall have any continuing property right or other vested interest in the ASIP in force prior to such amendment, modification, alteration or termination. The ASIP will be funded solely through the DFW Capital Account. As a result, any incentive received by a Qualifying Airline will be revenue neutral to all other tenant airlines.
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<td>3</td>
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<td>International Air Cargo Service</td>
<td>5</td>
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<tr>
<td>Program Guidelines</td>
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<td>Guidelines for Rebated Fees and Charges</td>
<td>6</td>
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<td>7</td>
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<td>Program Requirements</td>
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<tr>
<td>Definitions</td>
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</table>
PASSENGER AIR SERVICE

New Service/Increase in Service

Eligibility Requirements
Any Airline meeting all of the following criteria shall be eligible for the incentives listed below:

1. Adding new roundtrip non-stop passenger service at DFW Airport to Unserved Markets at least one (1) time per week; -which may include service with a Blind Sector or Technical Stop; or

2. An increase in passenger air service resulting from any one of the following:
   a. Frequency increase for incumbent carrier in an international market with less than daily service, or
   b. Seasonal service increase to year-round service for incumbent carrier in an international market, or
   c. Up-gauging of aircraft by an incumbent carrier in an international market.

3. For both 1 and 2 above, the new or increased services will need to be scheduled, published for sale, and operated for at least 1) a consecutive twenty-four (24) month period for year-round international service; or 2) a consecutive twelve (12) month period for year-round domestic service; or 3) a consecutive three (3) month period for seasonal service.

For new service, ASIP benefits will be eligible only for the first carrier to commence qualifying service, unless one of the following exceptions applies:
   1) It is an Eligible Under-served Market, as outlined in the ASIP Supplement, or
   2) other eligible carriers commence service within 90 days of the first carrier’s service start date.

In order to qualify for new service incentives, neither the Applicant Carrier nor an Affiliate Airline should have served the market from DFW Airport within the past twelve (12) months.

Incentives

<table>
<thead>
<tr>
<th>Total Eligible Amount</th>
<th>The Airline will receive incentive benefits based on a dollar rate per average, daily, one-way incremental Available Seat Mile (ASM) as outlined in the ASIP Supplement.</th>
</tr>
</thead>
<tbody>
<tr>
<td>DFW Promotion fund</td>
<td>An additional 5% of the Total Eligible Amount.</td>
</tr>
</tbody>
</table>
Note:

*Target Markets will receive a premium per ASM, as outlined in the ASIP Supplement.*

If the frequency level or aircraft type changes during the term of the incentive, the new average daily ASMs will be used to determine the new eligible prorated amount. However, aircraft seat densification (addition of seats on the same aircraft type) will not be eligible for incentive adjustments after service has commenced.

If an airline up-gauges aircraft, the net increase in average daily seats on the route must be a minimum of 25%, in which case the airline will be eligible for incentive benefits based on the incremental seats offered. There can be no reduction of frequencies on the route. In the event of frequency/seat capacity reductions on other DFW Airport routes, the Chief Executive Officer or his/her designee will have the discretion to determine if the reductions are a direct consequence of the up-gauge, in which case the airline will not be eligible for any incentives related to up-gauging.

For new or increased service, the Carrier will be offered the flexibility to allocate the total eligible amount of incentive funds, exclusive of the DFW Promotion fund, towards rebates (Landing fees, FIS fees, Turn Charges, Terminal Rents, and other airport charges) or marketing activities at the Carrier’s discretion, provided no more than 70% is allocated towards either one.

For the calculation of ASMs, the Airport Board will use the actual number of seats on the aircraft assigned by the Carrier to operate the route, and the distance in statute miles.

The ASIP Supplement applies to all categories of new and increased service mentioned above.
INTERNATIONAL AIR CARGO SERVICE

Eligibility Requirements
Any Airline meeting all of the following criteria shall be eligible for the incentives listed below:

1. Adding new International Air Cargo Service at DFW Airport (note: a route change or interim stop to the same final destination does not constitute new International Air Cargo Service),

2. Operated for at least a consecutive twenty-four (24) month period,

3. Operating a minimum of one (1) weekly frequency, and

4. Neither the Applicant Carrier nor an Affiliate Airline has served the market from DFW Airport within the past twelve (12) months.

Incentives

<table>
<thead>
<tr>
<th>Landing Fees</th>
<th>Rebate of Landing Fees paid in Year 1; or Rebate of Landing Fees paid in Year 1 and Year 2 for service to Cargo Target Markets specified in the ASIP Supplement.</th>
</tr>
</thead>
<tbody>
<tr>
<td>Carrier Route Promotion</td>
<td>Up to $125,000,000 for daily service, but not to exceed $425,000,000 per destination per Carrier. Incentives will be prorated for less than daily service. Cargo Target Markets specified in the ASIP Supplement are eligible for the full incentive without proration.</td>
</tr>
</tbody>
</table>

Note: If frequency level changes during the term of the incentive, an average weekly frequency will be used to determine the new prorated amount of all promotional incentives.
PROGRAM GUIDELINES

A. GUIDELINES FOR REBATED FEES AND CHARGES

A Qualifying Airline must meet the specific guidelines and program requirements outlined below to receive ASIP incentives related to rebated rents, fees, and charges:

1. Each Applicant Carrier shall submit an application to the Chief Executive Officer or his/her designee specifying an and committing to levels of service and the markets to be served, as well as accepting the terms and conditions of the ASIP and agreeing to comply with them as a condition of participation.

2. An Applicant Carrier shall also include in the application:
   a. The days of the week on which the service is to be operated and the starting date for such new service,
   b. The aircraft to be operated,
   c. The number of seats on the aircraft if passenger service is proposed,
   d. The allocation of cargo capacity for DFW on the route.
   e. The percentage of the total eligible amount the carrier would like designated towards marketing activities and operational costs.
   f. Contact information for a person representing the Applicant Carrier.

3. The Chief Executive Officer or his/her designee may request additional information as may be deemed necessary for the proper, non-discriminatory application of the ASIP Policy. The Application must be approved by the Chief Executive Officer or his/her designee.

4. Rebates shall be made by reimbursement to a Qualifying Airline of fees actually paid after completion of the sixth (6th) month of the new air service, twelfth (12th) month of the new air service, and, where applicable, the eighteenth (18th) month of the new air service, and twenty-fourth (24th) month of the new air service, pursuant to the ASIP. Rebates shall apply only to those Turn Charges, Terminal Rents, FIS Fees, and Landing Fees, or other qualifying fees associated with the Qualifying Airline’s new air service pursuant to the ASIP.

An Airline shall not constitute a Qualifying Airline if it is not actually operating the aircraft and providing the new air service that would otherwise qualify for the financial incentives provided under the ASIP, unless the Applicant Airline submits an Affiliate Permit, approved by the Airport staff, designating the Operating Carrier as an Affiliate Airline operating on their behalf. An Airline shall not constitute a Qualifying Airline if it is designated as the “Marketing Carrier” in a codeshare arrangement with the Operating Carrier, or as the “Marketing Carrier” in a Joint Business Agreement where the partner airline is the Operating Carrier.
B. GUIDELINES FOR CARRIER PROMOTIONAL INCENTIVES

A Qualifying Airline must meet the specific guidelines and program requirements outlined below to receive ASIP incentives related to promotional activities:

1. In addition to the ASIP Application submitted to the Chief Executive Officer or his/her designee, an Applicant Carrier must submit a promotional plan that shall identify:
   a. The service to be promoted,
   b. The proposed timeline of planned promotional activities,
   c. The medium to be used in the promotion (note requirement in point 5 below),
   d. The proposed budget for the promotion,
   e. Contact information for a person representing the Applicant Carrier, and
   f. A plan for seeking Small, Minority and/or Women-Owned Business Enterprise (S/M/WBE) media participation only for North Texas radio and print.

   In order to credit the participation of small, minority and woman-owned businesses, the Airport requires that the small, minority and woman-owned businesses be certified as S/M/WBEs by an approved certification agency, or deemed small/minority/woman-owned per the Federal Communications Commission (“FCC”), [http://www.fcc.gov/ownership/data.html](http://www.fcc.gov/ownership/data.html). The approved certification agencies are the following:
   - North Central Texas Regional Certification Agency (“NCTRCA”) http://www.nctrca.org
   - DFW Minority Supplier Development Council (“DFWMSDC”) http://www.dfwmsdc.org/
   - Small Business Administration (“SBA”) – [8a certification only] http://www.sba.gov/content/8a-business-development
   - Approved entities of the Texas Unified Certification Program (“TUCP”) http://www.txdot.gov/business/partnerships.html
   - Women’s Business Council Southwest (“WBCS”) http://www.wbcsouthwest.org/

   It may be necessary for Qualifying Airlines to contact the North Texas radio or print media outlets individually to inquire as to each outlet’s S/M/WBE certification status with one of the above agencies. A current certification document should be submitted.

2. The Chief Executive Officer or his/her designee may request additional information as may be necessary for the proper, non-discriminatory application of the ASIP Policy. The promotional plan must be approved by the Chief Executive Officer or his/her designee.
3. Promotional activities that may be supported under the ASIP include, but are not limited to:
   a. Promotional events,
   b. Print advertisements, collateral materials, direct mail and other forms of promotional materials,
   c. Multimedia advertising, such as TV, radio and interactive,
   d. Banners and signage, and
   e. Global Strategy and Development missions and International Marketing and Public Relations efforts.

4. When print or radio media placed with an agency located within the Dallas Fort Worth Metropolitan Statistical Area is included as part of the promotion plan, a minimum of twenty percent (20%) of the print and radio insertions must be placed in certified small, minority or women-owned media outlets. This requirement is waived if proof is submitted that the media outlet does not include the Qualifying Airline’s target audience.

5. Activities eligible for incentives hereunder shall prominently promote service between DFW Airport and a specific market.

6. To be eligible hereunder, all promotional materials and activities must include DFW Airport in the content. This inclusion of DFW Airport in the content must be consistent with the Airport’s current branding and reputation management strategies, as determined by the Chief Executive Officer or his/her designee. The content of all eligible promotional materials and activities shall be subject to the prior written approval of the Chief Executive Officer or his/her designee. Use of DFW Airport trademarks shall be subject to approval by the Chief Executive Officer or his/her designee.

7. All promotional materials and activities eligible for participation must display or include the DFW Airport logo. Creative elements must display the DFW logo for each instance in which a Qualifying Airline’s logo appears. Logo size, placement and dimensions shall be subject to the prior written approval of the Chief Executive Officer or his/her designee and shall follow the DFW Airport branding guidelines.

8. Approved promotional incentives requested by the Carrier will be funded on a cooperative basis with the Qualifying Airline funding the program and the Airport reimbursing the program after its execution, not to exceed the amounts specified in the ASIP.

9. All creative material shall be furnished at the sole cost of the Qualifying Airline (subject to reimbursement of eligible costs) and comply with the specifications of the Airport. The Airport will review all creative material prior to approval, installation, placement, or use in order to ensure compliance with the terms of the ASIP. The creative material must be consistent with the Airport’s current
branding and reputation management strategies, as determined by the Chief Executive Officer or his/her designee.

10. The Chief Executive Officer or his/her designee must have reviewed and approved all promotional materials and expenditures before they will be qualified for reimbursement or inclusion under the ASIP. To be reimbursed for eligible promotional expenses, the Qualifying Airline must claim reimbursement and provide proof of expenditures satisfactory to the Airport under the ASIP within one hundred and eighty (180) calendar days after the end of the promotional campaign or activity.

11. The Airport Board will reimburse a Qualifying Airline for its eligible and Board approved promotional expenses only after the completion of the promotional effort. Any expenses that were incurred without Airport staff approval prior to the expenditure will be ineligible for reimbursement. Reimbursement for Carrier Route Promotion will not exceed the Qualifying Airline’s actual out of pocket cost of eligible promotional expenditures, as documented to the satisfaction of the Chief Executive Officer or his/her designee. Under no circumstances shall a Qualifying Airline be entitled to reimbursement above the amounts specified in the ASIP Policy. The Airport shall have the right, at any time during a Qualifying Airline’s reasonable business hours, to audit all incentives reimbursed to the Qualifying Airline under this ASIP. By accepting any such reimbursement from the Airport, a Qualifying Airline agrees to cooperate with the Airport Board and its representatives in the performance of this audit, and to make all of the Qualifying Airline’s books and records available to the Airport Board and its representatives either at DFW Airport or at the Qualifying Airline’s location where such books and records are maintained in the ordinary course of the Qualifying Airline’s business.

12. Each Applicant Carrier shall be responsible for obtaining all necessary permits, licenses, leases, and/or approvals relating to its use and/or occupancy of DFW Airport and the service sought to be promoted before ASIP permission is granted.

13. The ASIP incentives are intended to support the launch phase of new services. Upon or after receiving prior written approval of the Airport, the supported promotional activity may precede and/or follow the commencement of the new qualified service but shall in no event continue more than twenty four (24) months following commencement of the service, except in the case of the DFW Promotion fund.

C. PROGRAM REQUIREMENTS

1. Each Applicant Carrier must complete and submit an application.

2. Each Qualifying Airline must meet all ASIP guidelines.
3. Should an Applicant Carrier that was determined to be a Qualifying Airline fail to satisfy the eligibility requirements set forth above or otherwise fail to comply fully with all the terms, conditions, and requirements of the ASIP, the Carrier shall reimburse the Airport Board for all financial incentives received under the ASIP and the Airport Board shall no longer be obligated to provide any incentives to the Carrier under the ASIP.

4. Each Applicant Carrier must be current in all its financial and other obligations with and to the Airport Board to be considered a Qualifying Airline and be eligible for ASIP incentives, and each Qualifying Airline must continue for the full term of its eligibility under the ASIP to perform and meet all of its obligations pursuant to any agreements that such Qualifying Airline may have with the Airport Board and/or under the Airport’s Schedule of Charges and/or Rules and Regulations, including, but not limited to, paying all rates, fees, and charges in a timely manner. At any time, a Qualifying Airline fails to stay current in its obligations with or to the Airport Board, such Carrier will be determined to no longer be a Qualifying Airline and the Airport Board shall not be obligated to provide any incentives to said Carrier under the ASIP unless and until such Carrier cures such failure within a period of forty-five (45) days after notice of such failure. If such formerly Qualifying Airline fails to cure such failure within forty-five days after notice of such failure, such Carrier shall no longer be a Qualifying Airline and such Carrier shall repay to the Airport Board promptly the full amount of all financial incentives received by said Carrier under the ASIP.

All terms and conditions set forth herein must be approved by the Chief Executive Officer or his/her designee. Pursuant to Airport Board approval of the ASIP, the Chief Executive Officer or his/her designee has the authority to amend, revise, or terminate all or in part, the terms and conditions of the ASIP Supplement. The eligible amounts referenced in the policy reflect the maximum amount of funding available under the Program. This is not a guaranteed amount and is subject to approval by the Chief Executive Officer or his/her designee, which approval will not be granted or withheld in an unjustly discriminatory manner.
DEFINITIONS

Affiliate Airline
Any corporation or other entity that is (1) a parent or wholly-owned subsidiary of an Airline or is under common ownership and control with an Airline, or (2) operating at DFW Airport under another Airline’s trade name.

Airline or Carrier
A certified air transportation company engaged in the commercial business of transporting persons, cargo, mail, and/or other property by air.

DFW Airport Board, the Airport Board or the Board
The Dallas Fort Worth International Airport Board, the governing body that oversees and operates the Dallas Fort Worth International Airport.

Air Cargo Service
Air service for the sole purpose of transporting freight and mail by air.

Applicant Carrier
An Airline applying for ASIP incentives.

ASIP Supplement
The supplement document attached to this policy, which outlines the dollar rate per ASM, as well as target markets for passenger and cargo service.

Available Seat Mile (ASM)
An airline industry calculation that reflects the number of seats on an aircraft multiplied by the stage length of the route.

Blind Sector
A domestic sector inside the United States operated by a foreign flag Airline linking DFW Airport with a gateway airport inside the United States. Additional passengers may board at the gateway airport, but the Airline may not sell the domestic sector as a local flight.

Cargo Target Markets
A list of cargo markets eligible for additional incentives for new/increased service, outlined in the ASIP supplement.

Carrier Route Promotion
Promotional efforts by an incumbent or new carrier to promote its new service at DFW Airport. (The carrier conducts its own promotional campaign or activity and then gets reimbursed by DFW Airport.)

DFW Airport or the Airport
The Dallas / Fort Worth International Airport.

**DFW Promotion**
Promotional efforts by DFW Airport to promote new service at DFW Airport. (DFW Airport directly uses the available funds to promote the new service, which may include Global Strategy and Development missions and route promotional activities.)

**Domestic Passenger Service**
Air service for the purpose of transporting travelers to a market within the United States (consisting of all fifty (50) states, the District of Columbia and Puerto Rico).

**FIS Fees**
Federal Inspection Service (FIS) charge as specified in the annual DFW Airport Schedule of Charges.

**Incumbent**
An airline that has served DFW Airport anytime during the prior twelve (12) months.

**International Passenger Air Service**
Air service to a market outside the United States (i.e., other than all fifty (50) states, the District of Columbia and Puerto Rico).

**Landing Fees**
Landing Fees as specified in the annual DFW Airport Schedule of Charges.

**Market**
A Market includes all airports within a particular metropolitan or geographic area.

**Marketing Carrier**
An Airline that markets air service provided by the Operating Carrier, by attaching its code to the latter. When an Airline markets air service on its own operating aircraft, the Marketing Carrier is the same as the Operating Carrier.

**Operating Carrier**
An Airline that actually operates the route and provides the air service.

**Qualifying Airline**
An Airline that meets the ASIP eligibility requirements as set forth in this Policy.

**Schedule of Charges**
The DFW Airport Schedule of Charges, as may be changed, modified or amended from time to time. Go to: [http://www.dfwairport.com/about/financials/index.php](http://www.dfwairport.com/about/financials/index.php).

**Technical Stop**
A stop between DFW Airport and the market served to re-fuel or service the aircraft.
Terminal Rents
Actual terminal rent payments made by an Airline for leased or permitted space in the terminal(s).

Target Markets
A list of passenger markets eligible for additional incentives for new or increased service, outlined in the ASIP Supplement.

Turn Charge
Terminal Use charges as specified in the annual DFW Airport Schedule of Charges.

Under-served Market
A market that the Chief Executive Officer or his/her designee deems as not being adequately served, based on underlying market dynamics, despite having some level of non-stop service.

Unserved Market
A market that does not have non-stop service.
**Date**  
05/30/2019  
**Committee**  
Finance/Audit  
**Subject**  
Integrated Absence Management Services  
**Resolution #**

<table>
<thead>
<tr>
<th>Action</th>
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<tbody>
<tr>
<td>That the Chief Executive Officer or designee be authorized to execute Contract No. 8005282, for Integrated Absence Management Services, with Reliance Standard Life Insurance Company/Matrix Absence Management, of Dallas, Texas, in an amount not to exceed $585,364.00, for the initial one-year term of the Contract, with options to renew for four additional one-year periods.</td>
</tr>
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<tr>
<th>Description</th>
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<tr>
<td>• Award a Contract for Integrated Absence Management Services for the Airport's Risk Management Department.</td>
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<table>
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<tr>
<th>Justification</th>
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</table>
| • Creating an Integrated Absence Management Program will provide seamless administration of the following absence programs for the Airport:  
  ♦ Workers' Compensation  
  ♦ Short-term Disability  
  ♦ Long-term Disability  
  ♦ Family Medical Leave Act  
  
• Integrated Absence Management Services will serve three primary objectives:  
  ♦ Provide a best in class experience for our employees  
  ♦ Drive efficiencies and cost savings  
  ♦ Enhance absence management analytics by integrating with RISK technology platform |

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<tr>
<th>D/S/M/WBE Information</th>
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<tbody>
<tr>
<td>• In accordance with the Board's SBE Program, no SBE goal was set for this Contract due to no availability of SBE firms that perform this service.</td>
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<tr>
<th>Schedule/Term</th>
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| • Start Date: June 2019  
• Contract Term: One year, with four one-year renewal options |

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<tr>
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<tr>
<td>Catrina Gilbert</td>
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<td>3-5535</td>
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<td>$585,364.00</td>
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<td>Edward Dunagan</td>
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**Additional Information**

- Four (4) proposals, none from SBE firms, were received on or before March 22, 2019.
- Based on evaluations of the Proposals submitted, the Evaluation Committee, consisting of representatives for the Airport’s Risk Management, Human Resources and Business Development and Diversity Departments, recommends that the Contract be awarded to Reliance Standard Life Insurance Company/Matrix Absence Management, of Dallas, Texas, 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. 8005282, for Integrated Absence Management Services, with Reliance Standard Life Insurance Company/Matrix Absence Management, of Dallas, Texas, in an amount not to exceed $585,364.00, 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  
May 16, 2019 11:36 am

**Approved as to Funding by**  
Underwood, Max  
Vice President Finance  
Finance  
May 16, 2019 2:22 pm

**Approved as to M/WBE by**  
Burks Lee, Tamela  
Vice President Business Diversity and Development  
Business Diversity and Development  
May 16, 2019 1:25 pm

---

**SIGNATURE REQUIRED FOR APPROVAL**

**Approved by**  
Department Head  
May 15, 2019 1:59 pm

Pending

Chief Executive Officer  
Date
Date 05/30/2019
Committee Finance/Audit
Subject Fifty-Fifth Supplemental Bond Ordinance

Action
That the Airport Board approves the attached resolution, approving the form of the Fifty-Fifth Supplemental Bond Ordinance and requesting its passage by the City Councils of Dallas and Fort Worth; and authorizing the Authorized Officers to take other necessary actions in connection therewith.

Description
- The Fifty-Fifth Supplemental Bond Ordinance will authorize the Airport to issue subordinated obligations with a gross revenue coverage requirement of 1.1X debt service instead of the current 1.25X gross revenue requirement.
- It is the Airport's plan to use obligations issued under this Supplemental Bond Ordinance for interim financing during construction, lowering interest costs.
- Obligations issued under the Ordinance will ultimately be refunded with bonds approved by the Board and Owner Cities.

Justification
- This action will provide the ability to issue subordinate obligations at a lower cost to the airlines, during the construction of capital projects.

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 (Financial Investments).

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For Information contact
Chris Poinsatte
3-5210

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BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Airport Board hereby approves the attached resolution, approving the form of the Fifty-Fifth Supplemental Bond Ordinance and requesting its passage by the City Councils of Dallas and Fort Worth; and authorizing the Authorized Officers to take other necessary actions in connection therewith.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
May 15, 2019 5:39 pm

Approved as to Funding by
Miyashita, Glenn
Assistant Vice President Capital Planning
Finance
May 16, 2019 2:24 pm

Approved as to M/WBE by
Burks Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
May 15, 2019 9:48 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Department Head
May 15, 2019 2:07 pm

Chief Executive Officer
Date

Pending
Airport Board Resolution

RESOLUTION NO. __________

FIFTY-FIFTH SUPPLEMENTAL CONCURRENT BOND ORDINANCE
ESTABLISHING SUBORDINATE LIEN OBLIGATIONS RELATING TO
DALLAS FORT WORTH INTERNATIONAL AIRPORT JOINT
REVENUE BONDS

THE STATE OF TEXAS  §
COUNTIES OF DALLAS AND TARRANT  §
DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD  §

WHEREAS, prior to the adoption of this resolution (herein defined and cited as the
“Resolution”), the City Councils of the Cities of Dallas and Fort Worth (the “Cities”) passed the
Master Bond Ordinance (defined and cited herein as the “Master Bond Ordinance”) relating to
the Dallas Fort Worth International Airport (the “Airport”); and

WHEREAS, terms not defined herein shall have the meanings set forth in the Master
Bond Ordinance; and

WHEREAS, the Master Bond Ordinance authorizes the issuance of, among other forms
of debt, Obligations, Parity Credit Agreement Obligations and Subordinate Lien Obligations; and

WHEREAS, in order to finance the future improvements from time to time in the manner
that provides capital funds at the lowest possible costs to the users of the Airport and to the
traveling public, the Cities and the Board desire to institute a program for issuing Subordinate
Lien Obligations; and

WHEREAS, it is the desire of the Board for the City Councils of the Cities to adopt the
Fifty-Fifth Ordinance (as defined below); and

WHEREAS, the Board hereby determines that the meeting at which this Resolution is
adopted is open to the public, and public notice of the time, place and subject matter of the public
business to be considered and acted upon at said meeting, including this Resolution, was given,
all as required by Applicable Law;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF
THE DALLAS FORT WORTH INTERNATIONAL AIRPORT:

Section 1. That the proposed concurrent ordinance of the City Councils of the Cities
of Dallas and Fort Worth, bearing the short title “Fifty-Fifth Supplemental Concurrent Bond
Ordinance” (the “Fifty-Fifth Ordinance”) be and the same is hereby in all respects approved by
the Board.

Section 2. That it is hereby recommended to the City Councils of the Cities of Dallas
and Fort Worth that they pass the Fifty-Fifth Ordinance and said City Councils are hereby
requested to so do.
Section 3. That upon the passage of the Fifty-Fifth Ordinance by said City Councils the appropriate officers of this Board are hereby authorized and directed to take such steps as may be necessary or considered appropriate to establish a Subordinate Lien Obligation program.

Section 4. That each Authorized Officer (as defined in the Fifty-Fifth Ordinance) is hereby authorized to take any other actions appropriate or necessary in connection with the establishment of the Subordinate Lien program or the delivery of copies of any related documents to the City Councils of the Cities. In the absence of the Chief Executive Officer, the Executive Vice President and Chief Financial Officer are hereby authorized to act in his stead with respect to such matters.

ADOPTED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD ON THIS __________, 2019.
CERTIFICATE FOR RESOLUTION

THE STATE OF TEXAS §
COUNTIES OF DALLAS AND TARRANT §
DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD §

1. That the Dallas Fort Worth International Airport Board convened in Regular Meeting on the ___ day of ____, 2019, at the Airport Administration Building, 2400 Aviation Drive, Dallas Fort Worth Airport, Texas, its regular meeting place, and the roll was called of the duly constituted officers and members of said Board, to wit:

William Meadows, Chair
Matrice Ellis-Kirk, Vice-Chair
Henry Borbolla III, Secretary
Mayor Betsy Price
Mayor Michael Rawlings
Vernon Evans
Ben Leal
Madeleine Johnson
Raj Narayanan
Eddie Reeves
Maria Quintanilla
Darlene Freed*

*non-voting member

and all of said persons were present, thus constituting a quorum. Whereupon, among other business, a written resolution FIFTY-FIFTH SUPPLEMENTAL CONCURRENT BOND ORDINANCE ESTABLISHING SUBORDINATE LIEN OBLIGATIONS RELATING TO DALLAS FORT WORTH INTERNATIONAL AIRPORT JOINT REVENUE BONDS was duly introduced for the consideration of said Board of Directors. It was then duly moved and seconded that said Resolution be adopted; and said motion, carrying with it the adoption of said Resolution, prevailed and carried by the following vote:

AYES: ___

NOES: 0

ABSTENTIONS: 0

2. That a true, full and correct copy of the aforesaid Resolution adopted at the meeting described in the above and foregoing paragraph is attached to and follows this Certificate; that said Resolution has been duly recorded in the minutes of said Meeting; that the above and foregoing paragraph is a true, full and correct excerpt from the minutes of said meeting pertaining to the adoption of said Resolution; that the persons named in the above and foregoing paragraph are the duly chosen, qualified and acting officers and members of said Board as indicated therein; that each of the officers and members of said Board was duly and sufficiently notified officially and personally in advance, of the time, place and purpose of the aforesaid meeting, and that said Resolution would be introduced and considered for adoption 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 Chapter 551, Texas Government Code, as amended.

3. That the Resolution has not been modified, amended or repealed and is in full force and effect on and as of the date hereof.

SIGNED AND SEALED the ___th day of ___, 2019.

____________________________________
Staff Secretary, Dallas Fort Worth
International Airport Board

(SEAL)
Date: 05/30/2019  
Committee: Finance/Audit  
Subject: Fifty-Sixth Supplemental Bond Ordinance  
Resolution #: 

**Action**
That the Airport Board approves the attached resolution, approving the form of the Fifty-Sixth Supplemental Bond Ordinance and requesting its passage by the City Councils of Dallas and Fort Worth; and authorizing the Authorized Officers to take other necessary actions in connection therewith.

**Description**
- The Fifty-Sixth Supplemental Bond Ordinance will authorize an ongoing taxable commercial paper program in an amount not to exceed $750 million.
- The commercial paper will be issued under the Fifty-Fifth Supplemental Bond Ordinance and will be sold on an as needed basis.
- The proceeds from the commercial paper being used to fund various capital projects over the next several years.

**Justification**
- This action will provide another option for financing interim construction, rather than issuing long term bonds. Depending on interest rates this may be a less expensive way to finance construction at the Airport.

**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 (Financial Investments).

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For Information contact:  
Chris Poinsatte  
3-5210

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BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Airport Board hereby approves the attached resolution, approving the form of the Fifty-Sixth Supplemental Bond Ordinance and requesting its passage by the City Councils of Dallas and Fort Worth; and authorizing the Authorized Officers to take other necessary actions in connection therewith.

Approved as to Form by

Rodriguez, Elaine  
Legal Counsel  
May 15, 2019 5:57 pm

Approved as to Funding by

Palacios, Abel  
Assistant Vice President Business Financial Planning  
Finance  
May 16, 2019 2:25 pm

Approved as to M/WBE by

Burks Lee, Tamela  
Vice President Business Diversity and Development  
Business Diversity and Development  
May 16, 2019 1:22 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head  
May 15, 2019 2:07 pm

Pending

Chief Executive Officer  
Date
RESOLUTION NO. __________

APPROVING THE FORM OF THE FIFTY-SIXTH SUPPLEMENTAL CONCURRENT BOND ORDINANCE AND REQUESTING ITS PASSAGE BY THE CITY COUNCILS OF THE CITIES OF DALLAS AND FORT WORTH; AUTHORIZING THE PREPARATION OF THE OFFERING DOCUMENT; AND AUTHORIZING THE AUTHORIZED OFFICERS TO TAKE OTHER NECESSARY ACTIONS IN CONNECTION THEREWITH

THE STATE OF TEXAS §
COUNTIES OF DALLAS AND TARRANT §
DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD §

WHEREAS, prior to the adoption of this resolution (herein defined and cited as the “Resolution”), the City Councils of the Cities of Dallas and Fort Worth (the “Cities”) passed the Master Bond Ordinance (defined and cited herein as the “Master Bond Ordinance”) relating to the Dallas Fort Worth International Airport (the “Airport”); and

WHEREAS, terms not defined herein shall have the meanings set forth in the Master Bond Ordinance; and

WHEREAS, the Master Bond Ordinance authorizes the issuance of, among other forms of debt, Obligations, Parity Credit Agreement Obligations and Subordinate Lien Obligations; and

WHEREAS, in order to finance the future improvements from time to time in the manner that provides capital funds at the lowest possible costs to the users of the Airport and to the traveling public, the Cities and the Board desire to institute a program for issuing Subordinate Lien Obligations; and

WHEREAS, this Resolution is adopted for the purpose of, among the other purposes set forth below, of paying the cost of capital improvements at the Airport; and

WHEREAS, in accordance with the Master Bond Ordinance, the Dallas Fort Worth International Airport Board (the “Board”) has sought and obtained the preparation of a proposed ordinance to be passed concurrently by said Cities authorizing the issuance of one or more series of Dallas Fort Worth International Airport Subordinate Lien Joint Revenue Commercial Paper Notes, Series I (the “Notes”) which shall constitute Subordinate Lien Obligations; and

WHEREAS, it is the desire of the Board by this Resolution to approve the Fifty-Sixth Ordinance (as defined below) in substantially the form attached hereto and to respectfully request the City Councils of the Cities of Dallas and Fort Worth to pass said ordinance and thus authorize the issuance and sale of the Notes and the other matters authorized thereby; and

WHEREAS, it is the desire of the Board to authorize the preparation of one or more Offering Documents to be used in connection with the issuance and sale of the Notes; and
WHEREAS, the Board hereby determines that the meeting at which this Resolution is adopted is open to the public, and public notice of the time, place and subject matter of the public business to be considered and acted upon at said meeting, including this Resolution, was given, all as required by Applicable Law;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE DALLAS FORT WORTH INTERNATIONAL AIRPORT:

Section 1. That the proposed concurrent ordinance of the City Councils of the Cities of Dallas and Fort Worth, bearing the short title “Fifty-Sixth Supplemental Concurrent Bond Ordinance” (the “Fifty-Sixth Ordinance”) be and the same is hereby in all respects approved by the Board, with the parameters set forth therein and in substantially the form and substance attached hereto and made a part hereof. The Board hereby acknowledges and accepts its duties under said ordinance for the purpose of continuing disclosure.

Section 2. That it is hereby recommended to the City Councils of the Cities of Dallas and Fort Worth that they pass the Fifty-Sixth Ordinance with the parameters set forth and in the forms attached hereto and said City Councils are hereby requested to so do.

Section 3. That the Chief Executive Officer is hereby directed to promptly forward copies of the Fifty-Sixth Ordinance to the City Councils of said Cities along with a copy of this Resolution, together with the exhibits attached hereto.

Section 4. That, in accordance with the requirements of the Contract and Agreement and the Controlling Ordinances, the Chief Executive Officer is further directed to forward by the earliest practical means a copy of the Fifty-Sixth Ordinance to the City Attorney of each of the Cities with the request that each present the same at a meeting of the respective City Council, along with the request of the Board, respectfully submitted, that the Fifty-Sixth Ordinance be approved and passed.

Section 5. That upon the passage of the Fifty-Sixth Ordinance by said City Councils the appropriate officers of this Board are hereby authorized and directed to take such steps as may be necessary or considered appropriate to accomplish the issuance, sale and delivery of one or more series of Notes in accordance with the Fifty-Sixth Ordinance.

Section 6. That the Chief Executive Officer is hereby authorized to prepare the Offering Documents.

Section 7. That the Offering Documents, with such subsequent modifications or amendments as shall be approved by subsequent action of the Board and in writing by the Chief Executive Officer, shall be used by the dealer in the sale of the Notes.

Section 8. That the Chief Executive Officer is hereby authorized to execute one or more dealer agreements and issuing and paying agent agreements and such other documents and certifications necessary to issue and deliver the Notes.

Section 9. That each Authorized Officer (as defined in the Fifty-Sixth Ordinance) is hereby authorized to take any other actions appropriate or necessary in connection with the issuance, sale and delivery of the Notes, the preparation of any of the documents described or
referenced herein, or the delivery of copies of any such documents to the City Councils of the Cities. In the absence of the Chief Executive Officer, the Executive Vice President and Chief Financial Officer are hereby authorized to act in his stead with respect to such matters.

ADOPTED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD ON THIS _____, 2019.
CERTIFICATE FOR RESOLUTION

THE STATE OF TEXAS §
COUNTIES OF DALLAS AND TARRANT §
DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD §

I, the undersigned officer of said Board, hereby certifies as follows:

1. That the Dallas Fort Worth International Airport Board convened in Regular Meeting on the ___ day of ____, 2019, at the Airport Administration Building, 2400 Aviation Drive, Dallas Fort Worth Airport, Texas, its regular meeting place, and the roll was called of the duly constituted officers and members of said Board, to wit:

   William Meadows, Chair
   Matrice Ellis-Kirk, Vice-Chair
   Henry Borbolla III, Secretary
   Mayor Betsy Price
   Mayor Michael Rawlings
   Vernon Evans
   Ben Leal
   Madeleine Johnson
   Raj Narayanan
   Eddie Reeves
   Maria Quintanilla
   Darlene Freed*

   *non-voting member

and all of said persons were present, thus constituting a quorum. Whereupon, among other business, a written resolution APPROVING THE FORM OF THE FIFTY-SIXTH SUPPLEMENTAL APPROVING THE FORM OF THE FIFTY-SIXTH SUPPLEMENTAL CONCURRENT BOND ORDINANCE AND REQUESTING ITS PASSAGE BY THE CITY COUNCILS OF THE CITIES OF DALLAS AND FORT WORTH; AUTHORIZING THE PREPARATION OF THE OFFERING DOCUMENT; AND AUTHORIZING THE AUTHORIZED OFFICERS TO TAKE OTHER NECESSARY ACTIONS IN CONNECTION THEREWITH

was duly introduced for the consideration of said Board of Directors. It was then duly moved and seconded that said Resolution be adopted; and said motion, carrying with it the adoption of said Resolution, prevailed and carried by the following vote:

   AYES: ___
   NOES: 0
   ABSTENTIONS: 0

2. That a true, full and correct copy of the aforesaid Resolution adopted at the meeting described in the above and foregoing paragraph is attached to and follows this Certificate; that said Resolution has been duly recorded in the minutes of said Meeting; that the above and foregoing paragraph is a true, full and correct excerpt from the minutes of said meeting pertaining to the adoption of said Resolution; that the persons named in the above and
foregoing paragraph are the duly chosen, qualified and acting officers and members of said Board as indicated therein; that each of the officers and members of said Board was duly and sufficiently notified officially and personally in advance, of the time, place and purpose of the aforesaid meeting, and that said Resolution would be introduced and considered for adoption 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 Chapter 551, Texas Government Code, as amended.

3. That the Resolution has not been modified, amended or repealed and is in full force and effect on and as of the date hereof.

SIGNED AND SEALED the __th day of ____, 2019.

____________________________________
Staff Secretary, Dallas Fort Worth
International Airport Board

(SEAL)
DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD
OFFICIAL BOARD ACTION/RESOLUTION

Date
05/30/2019

Committee
Finance/Audit

Subject
Amendment to Debt Policy

Resolution #

Action
That the Airport Board approves amendments to the Airport's Debt Policy, relating to the management of a self-liquidity commercial paper program.

Description

- DFW Airport is seeking approval from the Owner Cities for a Self-Liquidity Commercial Paper Program. In order to achieve A1/P1 ratings on the Commercial Paper Program it is necessary to amend the Airport's Debt Policy, relating to Variable Rate Debt, with the following provisions:
  - Clarify that the definition of Variable Rate Debt includes Commercial Paper (8.2.1).
  - Provides that the amount of Variable Rate Debt, backed by self-liquidity, shall not exceed 65% of unrestricted cash and any 3rd party liquidity agreements (8.2.2.2).
  - Provides that the amount of Variable Rate Debt, backed by self-liquidity, maturing within any five (5) day period shall not exceed $150 million (8.2.2.3).
  - Provides that annually the Airport Board will seek authorization from the Owner Cities to refund any and all Commercial Paper with permanent financing (8.2.2.7).
  - Provides that all Investment Officers of the Airport will receive training on the Commercial Paper Program and at least two will be available, on any business days that Commercial Paper is maturing, to receive notices of remarketing efforts and will have the authority to liquidate assets and initiate payment to the Paying Agent in the event of a failed remarketing (8.2.2.8)
  - Since the commercial paper will be issued as subordinate debt (1.1X coverage), increase the amount of subordinate debt that can be outstanding from 10% to 20% (8.4.1).
  - A copy of the Revised Policy is attached, with the revisions highlighted in red.

Justification

- These amendments are necessary in order to obtain A1/P1 ratings for the Airport's Self-Liquidity Commercial Paper Program and avoid the cost of having to secure outside liquidity for the program.

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 (Airport Board policies and amendments).

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

That the Airport Board hereby approves amendment to the Airport's Debt Policy, relating to the management of a self-liquidity commercial paper program.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
May 15, 2019 5:21 pm

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
May 16, 2019 2:25 pm

Approved as to M/WBE by
Burks Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
May 15, 2019 2:00 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Department Head
May 15, 2019 11:19 am
Dallas Fort Worth International Airport

DEBT POLICY
1.0 PURPOSE

1.1 The purpose of the Dallas Fort Worth International Airport Board of Director’s (“Board”) Debt Policy is to establish guidelines for the utilization of Debt Instruments issued jointly by the Cities of Dallas and Fort Worth, Texas (“Cities”) payable from the revenues of Dallas Fort Worth International Airport (“DFW”). Debt Instruments may include joint revenue bonds; subordinate-lien bonds; variable rate bonds such as commercial paper and variable rate demand notes; bond anticipation notes, capitalized leases, and special facility bonds. These Debt Instruments shall only be used to fund or otherwise support expenditures for capital assets, major maintenance items, infrastructure improvements, and additions; to refund or defease existing debt; and/or to fund capitalized interest, costs of issuance, and deposits to reserve funds, coverage accounts, and other funds required or provided for in debt instruments. Debt Instruments will not be used to fund operating expenses. This debt policy does not apply to debt issued by the Facilities Improvement Corporation that will be repaid by third parties (i.e., airlines).

1.2 Management will ensure all uses of Debt Instruments are in compliance with these guidelines, outstanding ordinances, existing insurance covenants, and existing agreements; and that the utilization of any Debt Instrument provides the most prudent and cost-effective funding possible taking all material matters into account.

2.0 METHOD OF SALE

2.1 Due to the complexities related to credit issues and the size of the debt issues at DFW, the Airport will normally use a negotiated sale process, unless the type or amount of debt warrants either a competitive bidding process or a private placement. A negotiated sale allows Management flexibility to properly structure the amortization of debt, pricing, the offering date, and the terms of the offering.

3.0 PRICING PROCEDURES

3.1 Negotiated Sales – Tax Exempt Bonds

3.1.1 In order to ensure that the Airport obtains the lowest interest rates consistent with the terms of the securities sold, at the time of pricing and the underwriter’s comply with disclosures as required by the Municipal Securities Rulemaking Board (the “MSRB”), the following procedures will be followed:

3.1.1.1 Prior to pricing, the underwriters must provide the Airport with disclosures concerning the underwriter’s role as required by the MSRB, Rule G-17.

3.1.1.2 At least two underwriters will participate in every transaction.

3.1.1.3 A Preliminary Official Statement will be made available to investors at least seven (7) days prior to pricing.

3.1.1.4 The Senior Manager (Book Runner) will publish a Notice of Upcoming Sale in at least two publications generally read by investors (i.e. Bloomberg and Bond Buyer), at least seven (7) days prior to pricing.

3.1.1.5 The week prior to entering the market, the Senior Manager will propose takedowns and syndicate expenses to the Airport and begin preliminary price talk and discuss with the Airport
concerning their marketing plans. Price talk will include identifying comparable transactions, the calendar of economic releases and anticipated other similar transactions to the one contemplated. The Airport will propose to the senior manager a liability and designation policy consistent with the objective of the Airport and market conditions.

3.1.1.6 As part of the marketing plan, the Airport may ask the Senior Manager to facilitate and participate in an Internet “Road Show” or other marketing presentations.

3.1.1.7 Representatives of the Airport and Financial Advisors will be at offices of the Senior Manager to facilitate the transaction.

3.1.1.8 The Senior Manager, prior to the sale (normally the day before pricing), will provide to the Airport a preliminary pricing analysis at least 30 minutes prior to a conference call with the syndicate. This analysis will show, by maturity, the pricing views of each of the participating underwriting firms and a consensus scale. The Airport will participate in a conference call with all the underwriting firms and the financial advisors to review the proposed scale.

3.1.1.9 Immediately prior to pricing, the Senior Manager will prepare a pricing wire. The pricing wire will show the proposed structure and scale by maturity, the underwriters’ liabilities for the transaction, priority of orders and the designation policy. A conference call will be held with all participating underwriters and the financial advisors. The pricing will be reviewed and approved by the Airport.

3.1.1.10 During the order period, the Airport should be given periodic reports and have access to view orders live on-line through IPREO or other equivalent on-line service showing the number of orders received for the various maturities, as well as any investors’ concerns or proposed adjustments to coupons and/or maturities.

3.1.1.11 Following the close of the order period and prior to submission of a bond purchase offer, the Airport should be given a written report of all orders received, the firm submitting the orders and the type of orders. This will be reviewed and discussed by the Airport and its financial advisors prior to entertaining an offer by the underwriters to purchase the bonds.

3.1.1.12 Upon receiving an offer to purchase the bonds the Airport and its financial advisors will review the offer and request any additional adjustments that it feels are appropriate.

3.1.1.13 Final numbers will be forwarded to the Airport’s bond counsel and to the underwriters’ counsel and the Bond Purchase Agreement will be executed as quickly as possible.

3.1.1.14 The Airport will have final approval over the allocation of bonds and will use its best efforts to ensure that the available bonds
go to investors who are long term investors, as defined in the designation policy, planning to hold the bonds and are not purchasing the bonds for immediate resale in the secondary market.

3.1.1.15 Within 30 days following closing, the Senior Manager will prepare for the Airport a post-pricing book. This book shall contain, among other things, an analysis of the market prior, during and immediately after the sale, a copy of the proposed scale, a copy of the pricing wire, list of other similar transactions, if any, a listing of all orders received for the bonds and the type of order, the final allocation of the bonds, the designations received by each of the underwriting firms and the amount of underwriting fees paid each firm. This book shall be supplied in both a hard and electronic format and a copy shall be retained in the Airport’s permanent files.

3.2 Negotiated Sales – Taxable

3.2.1 In order to ensure that the Airport obtains the lowest interest rates consistent with the terms of the securities sold, at the time of pricing and the underwriter’s comply with disclosures as required by the Municipal Securities Rulemaking Board (the “MSRB”), the following procedures will be followed:

3.2.1.1 Prior to pricing, the underwriters must provide the airport with disclosures concerning the underwriter’s role as required by the MSRB, Rule G-17.

3.2.1.2 At least two underwriters will participate in every transaction. The Airport will designate one firm as the Senior Manager (Lead Book Runner) and may designate other firms as Co-Senior Book Runners, Phantom Book Runners and Co-Managers.

3.2.1.3 A Preliminary Official Statement will be made available to investors at least (7) days prior to pricing.

3.2.1.4 The Senior Manager will publish a Notice of Upcoming Sale in at least two publications generally read by investors (i.e. Bloomberg and Bond Buyer), at least seven (7) days prior to pricing.

3.2.1.5 The week prior to entering the market, the Senior Manager will propose takedowns and syndicate expenses to the Airport. Additionally thoughts on pricing and marketing will be presented. Price talk will include identifying comparable transactions, the calendar of economic releases and anticipated other similar transactions to the one contemplated. The Airport will propose to the Senior Manager a liability and
designated policy consistent with the objective of the Airport and market conditions.

3.2.1.6 As part of the marketing plan, the Airport may ask the Senior Manager to facilitate an Internet “Road Show” or other marketing approaches.

3.2.1.7 Representatives of the Airport and Financial Advisors will be at offices of the Senior Manager to facilitate the transaction.

3.2.1.8 The day before intended pricing, the Senior Manager and Co-Senior Book Runners will conduct informal price talks, expressed as a spread to the U.S. Treasury Bond or another agreed upon benchmark. The order books will be opened and the underwriting firms will begin to collect indications of interest. A conference call will be held in the afternoon with the Senior Manager and Co-Book Runners to review discussions with investors, economic conditions and the proposed scale.

3.2.1.9 Once interest is garnered, more specific price guidance will be provided to the potential investors, expressed as a spread range to U.S. Treasuries or another agreed upon benchmark.

3.2.1.10 The day of pricing, the transaction is launched and the spreads to the U.S. Treasuries (or other benchmark) are locked in and investors confirm their intent to purchase bonds.

3.2.1.11 Once orders are confirmed, Airport staff will work with the Senior Manager and Co-Book Runners to set investor allocations. The Airport will have final approval over the allocation of bonds and will use its best efforts to ensure that the available bonds go to investors who are long term investors who are planning to hold the bonds.

3.2.1.12 Once investor allotments are determined, the Airport shall have a pricing call or meeting with the Book Runners to set the yield using the US Treasury (or relevant benchmark) spread to determine the final coupon/yield.

3.2.1.13 Final numbers will be forwarded to the Airport’s bond counsel and to the underwriters’ counsel and the Bond Purchase Agreement will be executed as quickly as possible.

3.2.1.14 Within 30 days following closing, the Senior Manager will prepare for the Airport a post-pricing book. This book shall contain, among other things, an analysis of the market prior, during and immediately after the sale, a copy of the price talk, price guidance and final pricing. It should also include the
pricing wire, list of other similar transactions, if any, a listing of
all orders received for the bonds and stipulations on the order,
the final allocations of the bonds, and the amount in fees paid
to the underwriters. The book shall be supplied in both a hard
and electronic format and a copy shall be retained in the
Airport’s permanent files.

3.3 Competitive Sales

3.3.1 Competitive Sales will only be used only in special circumstances, when
the size of the issue and/or specific market conditions makes it
advantageous versus a negotiated sale. The use of a competitive sale
requires approval of the Airport Board. Pricing procedures for a
Competitive Sale are as follows:

3.3.1.1 The Airport will publish a Notice of Sale (NOS), in at least two
publications generally read by investors (i.e., Bloomberg and
Bond Buyer) and on an electronic platform such as iDeal, at
least fourteen (14) days prior to the receipt of bids. The NOS
will be reviewed, in light of current market conditions, two (2)
days prior to the date that bids are scheduled to be received
and reposted if necessary.

3.3.1.2 Bids will be received electronically by the Airport or its agent
until a designated time, when all bids will be confirmed as to
the accurately of such bids.

3.3.1.3 Bids will be evaluated based on the basis of the True Interest
Cost (TIC) and the bonds will be awarded to the lowest bidding
firm. Only bids that meet the bidding requirements described
in the NOS will be considered.

3.3.1.4 The Airport will reserve the right to reject any or all bids.

3.4 Private Placement

3.4.1 The private placement of bonds will be used for special circumstances
and/or for bonds with special provisions, such as short maturities, early
calls or puts, the structure of which is not conductive to a negotiated sale.
All private placements will be approved by the Airport Board. Pricing
procedures for a Private Placement are as follows:

3.4.1.1 The Airport will select, without advice from its Financial
Advisors, one or more qualified financial institutions to respond
to a term sheet prepared by the Airport.

3.4.1.2 Selected firms will be given a specific date to submit their
proposals in response to the term sheet.

3.4.1.3 The Airport, with consultation from its Financial Advisors and
their respective trading desks, will review the proposals to
determine if the proposed terms meet the structuring
requirements of the Airport and that the rates and any other
terms proposed are commensurate with the current market
conditions.
4.0 PARTIES INVOLVED IN A DEBT TRANSACTION

4.1 Underwriters and Short Term Debt Instrument Dealers (“Dealers”).

4.1.1 The responsibilities of the Underwriters and/or Dealers are to:

4.1.1.1 Adhere to the policies, objectives, and guidelines established for the debt issuance by the Board.

4.1.1.2 Achieve the most competitive rates possible for each debt issuance.

4.1.1.3 Suggest best practices for underwriting the bonds and for rating agency and investor strategies.

4.1.1.4 Comply with applicable laws and regulations. Disclose relationships with third parties with respect to activities related to DFW.

4.1.1.5 After pricing and prior to closing, the senior managing Underwriter shall provide DFW and its financial advisors with a post sales analysis of the bond issue, including comparable bond issues, purchasers, and allocation of bonds and takedown.

4.1.1.6 Thirty days after the close of a syndicate, the senior book running manager will make a detailed report on overall economic compensation to each syndicate manager. This will include a summary of allocations and designations of each member and a final statement related to settlement of the syndicate.

4.1.2 Airport Management will evaluate the Request for Proposal responses from the Underwriters and Dealers, select the best qualified based on the following criteria, and make recommendations to the Finance/Audit Committee and Board of Directors:

4.1.2.1 Capital strength and capital commitment to support DFW financings.

4.1.2.2 Sales and distribution capabilities.

4.1.2.3 Knowledge of DFW, its debt program, debt strategies and bond ordinances.

4.1.2.4 DBE/MBE/WBE certification.

4.1.2.5 Local, Metroplex, and State presence.

4.1.2.6 Innovative financing ideas.

4.1.2.7 Ongoing commitment to make a market in DFW bonds.

4.1.2.8 Firm’s and assigned individuals’ experience with airport financings.

4.1.2.9 Regulatory and legal issues.

4.2 Bond and Disclosure Counsel
4.2.1 DFW shall engage external Bond Counsel for each debt issue to perform all services customarily provided by bond counsel, including any tax work required. Included in the scope of work is preparation of debt-authorizing resolutions and related documents and agreements, and providing necessary opinions required for the debt offerings.

4.2.2 DFW shall engage external Disclosure Counsel to perform all services customarily provided by disclosure counsel, including preparation of a preliminary official statement and official statement and providing necessary opinions required for the debt offering.

4.3 Financial Advisors
4.3.1 DFW shall engage external Financial Advisors. The Financial Advisors role will be to:

4.3.1.1 Provide recommendations (including the type and structure of financing, call, security and credit enhancement features, term, time and manner of sale, reasonableness of costs, and other terms and conditions).

4.3.1.2 Evaluate the reasonableness of interest rates, underwriter fees, financing costs, and other related issues at the time of issuance.

4.3.1.3 Coordinate communication with Rating Agencies Credit Enhancers, Liquidity Providers, and potential Investors as necessary for the benefit of DFW.

4.3.1.4 Participate and assist in the preparation of documents and presentations to Rating Agencies and Investors requested by DFW.

4.3.2 The Financial Advisor shall comply with applicable laws, rules and regulations as well as disclose relationships with third parties with respect to business with DFW.

4.4 Rating Agencies
4.4.1 DFW will obtain ratings from at least two nationally recognized statistical rating organizations for each public debt issuance, unless the size and placement of the debt does not indicate the need for two rating. DFW will provide updates to rating agencies, investors and bond insurance companies on developments at DFW, as necessary. Full disclosure and open lines of communication shall be made to the rating agencies.

5.0 DEBT STRUCTURING PROVISIONS

5.1 Debt Structure and Maturity
5.1.1 DFW shall not finance any capital assets or projects for a period that exceeds the expected average useful life of the asset(s) or project(s). The final maturity of any Debt Instrument shall not exceed 35 years unless approved by the Cities. There shall be no “balloon” or “bullet” amortization schedules, except for Interim Financing Debt Instruments where DFW plans to refund the Interim Financing with Permanent Financing.

5.2 Capitalized Interest
5.2.1 Interest expense may be capitalized only when it is incurred prior to actual operation of the facilities and in the case of non-AMT bonds for a period no greater than one year after the date of beneficial occupancy (DBO). For AMT bonds interest expense may be capitalized only to DBO. Capitalization of interest shall comply with Federal tax provisions and be subject to the review and approval of Tax Counsel.

5.3 Call Provisions

5.3.1 All bond issues should include call provisions for a term as short as possible (preferably at 10 years or less and callable at par) providing the overall financial benefit to the Airport is worth the additional interest cost. Consideration should be given to arranging call terms to coincide near or at the end of the then-current Use Agreement to provide Management with maximum flexibility. Call provisions may not be necessary when refunding bonds that have a maturity less than 10 years.

6.0 DEBT REFUNDING PARAMETERS

6.1 If market conditions are favorable, DFW may undertake a current refunding, a forward refunding, or a taxable refunding. Generally, refundings should be considered when the transaction will generate a positive net present value savings, or when there is a need to restructure future debt service payments, or a combination of the two. Extensions of maturity or average life should be avoided unless needed to restructure the debt portfolio or provide financial relief for the Airlines.

6.2 The following criteria should be considered when evaluating a refunding transaction for the sole purpose of savings:

6.2.1 The transaction should produce an aggregate net present value (NPV) savings and a gross debt service savings, including the costs of issuance.

6.2.2 The goal is to achieve a NPV target of at least 3% for average maturities greater than 5 years; 2% for average maturities between 3 and 5 years; and positive NPV savings for refunding of average maturities of less than 3 years. At a minimum, aggregate savings should exceed transaction cost.

6.3 A refunding transaction for restructuring purposes is allowable:

6.3.1 To avoid large fluctuations in total debt service and estimated airline payments for debt service in any one year.

6.3.2 To provide financial relief for Airlines or to match debt service payments with the expected receipt of PFCs.

6.3.3 To convert from Interim Financing to Permanent Financing or to convert Variable Rate Debt to Fixed Rate Debt as discussed in Section 8.

6.4 Bonds may be refunded to shift debt from Alternative Minimum Tax (AMT) to non-AMT status as allowed by Federal tax law.

7.0 BOND TENDERS
7.1 DFW may tender bonds through the issuance of new/refunding bonds or with existing cash. Generally, a tender program is appropriate if it generates an NPV savings or if it allows DFW to convert bonds from AMT to non-AMT status.

8.0 TYPES OF DEBT

8.1 Fixed Rate Debt

8.1.1 Fixed Rate Debt includes all bonds and notes issued at fixed interest rates for individual maturity dates. These rates are established at the date of sale and will not change during the term of each bond.

8.2 Variable Rate Debt

8.2.1 Variable Rate Debt (VRD) includes all bonds, notes, commercial paper and other obligations with interest rates which reset periodically for a period of up to 364 days (e.g., daily, 7 days, 28 days,) depending on the VRD Instrument. VRD can be used for Permanent or Interim Financing purposes. VRD issued for Permanent Financings will have maturities on specific dates, but may be retired early due to the “rolling” nature of variable rate debt. VRD issued for Interim Financing will not have a specified final maturity date, but will have a planned timeframe for converting to Permanent Financing.

8.2.2 Other VRD policy guidelines follow:

8.2.2.1 Limits on VRD outstanding: DFW shall consider the relationship between the amounts of current and long term assets and the amounts of current and long liabilities when determining the maximum amount of total variable rate at any point in time. However, DFW shall not have more than 20% of total outstanding debt in Permanent VRD Financing (i.e., excludes Interim Financing) at any time.

8.2.2.2 Limits on VRD Self-Liquidity: At no time shall the amount of VRDs, backed by self-liquidity, including Commercial Paper, exceed 65% of total unrestricted cash and investments and any 3rd party liquidity agreements.

8.2.2.3 Liquidity: For VRD Instruments with a “soft put,” third party liquidity is not required (i.e., a Letter of Credit or a Line of Credit). For VRD Instruments with a “hard put”, DFW must obtain third party liquidity or use self-liquidity. The amount of Self-Liquidity VRDs with a “hard put”, including Commercial Paper, is limited to $150 million or less, maturing within a five-day period.

8.2.2.4 Interim VRD Financing: A variable rate debt program may be implemented for interim construction financing purposes. The variable rate program should be sized to provide sufficient debt capacity to fund the capital program. DFW should plan for the time when the Interim Financing program will be replaced with Permanent Financing or retired with available cash.
8.2.2.5 **VRD Dealers**: A minimum of two dealers shall be used for any variable rate program over $100 million for diversification purposes.

8.2.2.6 **Interest Rate Caps and Collars**: The Board may explore the use of interest rate caps and collars and utilize if cost-effective, providing the third-party institution is rated at least “A” by two nationally recognized statistical rating organizations.

8.2.2.7 **Standby Refunding Authorization**: Annually, the Airport will request standby authorization from the Owner Cities to issue refunding bonds in an amount sufficient to refund all anticipated outstanding Self-Liquidity VRDs.

8.2.2.8 **VRD Staffing Requirements**: All Investment Officers will receive training on Self-Liquidity VRDs and at least two Investment Officers will be available on any business day that VRDs are maturing and will have the authority to liquidate assets and initiate payment to the Paying Agent in the event of a failed remarketing.

8.3 **Capitalized Lease Agreements**

8.3.1 DFW’s Bond Ordinances limit DFW from giving a lien on its assets. Capitalized Leases are only possible if DFW does this through a separate corporation like the Facility Improvement Corporation. Capitalized lease agreements or other equipment financing may be used if the present value of lease payments is less than the present value of debt service payment on Debt Instruments issued for the same time frame in the public market.

8.4 **Subordinate Lien Obligations**

8.4.1 Subordinate Lien Obligations would be subordinate to DFW’s joint revenue bonds and would typically carry a lower coverage ratio than 1.25x. It may be advantageous for DFW to use Subordinate Lien Obligations to obtain a lower coverage ratio on a particular issuance based on its overall financing structure/strategy at that time. Subordinate Lien Obligations shall not exceed 20% of the Outstanding Debt.

9.0 **CONVERSION OF VARIABLE RATE DEBT TO FIXED RATE DEBT**

9.1 The following is DFW’s established methodology to determine when the Board should consider if the conversion of variable rate debt to fixed rate debt is appropriate.

9.2 **Methodology**: When the projection of average variable interest rates for any quarter, for the next six quarters (based on the Bloomberg BN Monthly Survey of Economists for the Overnight Fed Funds Rate), is greater than the current long-term interest rate (based on the 25 year Revenue Bond Index), or greater than the original rates that would have been required at the time of sale of the variable rate bonds (based on the 25 year Revenue Bond Index); then management shall brief the Board on the issue and include the following pertinent information at a minimum:

9.2.1 Current variable rate debt outstanding and planned principal reductions by year.
9.2.2 History of variable and fixed interest rates and projected variable and fixed rates per the Bloomberg Survey.

9.2.3 Conversion options (e.g., fixed rate debt).

9.2.4 Impact of the conversion on the current year’s and following year’s budget and on Signatory Airline landing fees.

9.2.5 A recommendation from DFW management and its Financial Advisors whether conversion of all or a part of the VRD is appropriate at that time, including the pros and the cons.

9.2.6 A recommended timeframe for conversion, if the Board desires to convert.

9.2.7 Other pertinent information, as deemed necessary.

9.3 Other reasons to consider a conversion of variable rate to fixed rate are:

9.3.1 Market interruption where the VRD is at the maximum rate within the controlling documents and is anticipated to remain for a period of time.

9.3.2 If DFW cannot obtain a renewed liquidity facility for the VRD.

9.3.3 Change in Federal legislation that would adversely affect the plan of finance with respect to the VRD, reduce DFW future flexibility, increase the risk of utilizing VRD, or other adverse tax consequences.

9.4 After reviewing this information, the Board shall consider this information and decide if it wants to convert to fixed rate debt. Management shall report the status of projected variable interest rates and long term rates, as outlined above, to the Board no less than quarterly, and more frequently if the situation warrants.

10.0 BOND INSURANCE AND LIQUIDITY (CREDIT ENHANCEMENT)

10.1 Bond insurance may be used on a debt issuance providing the cost of the insurance is less (on a NPV basis) than the difference between the net debt service with and without insurance. Consideration should be given to the current and projected future rating of the bond insurer(s) and DFW. Bond insurance may be used even with unfavorable cost analysis if it is necessary to sell the bonds.

10.2 In addition to the analysis of the cost effectiveness of purchasing credit enhancement, an analysis of the impact of bond covenants and restrictions place on DFW by the credit provider shall be taken into consideration. Insurers may not receive preferential rights in any of the indentures.

10.3 In conjunction with the issuance of VRD, DFW may utilize a Line of Credit, Letter of Credit, or liquidity facility to enhance the marketability of the VRD. DFW may also provide self-liquidity assuming it has sufficient available cash and it is determined to be the best use of the cash.

11.0 SURETY BONDS

11.1 A surety bond may be used in lieu of fully funding the required Debt Reserve Fund if the cost of the surety bond is less than the present value of the net debt service (i.e., debt service less interest earning on reserve fund) required for funding the reserve fund or reduce the amount of bonds issued. The use of surety bonds shall not exceed more than fifty percent (50%) of the reserve requirement. Restrictions placed on DFW by surety bond providers shall also be taken into consideration.
12.0 ARBITRAGE

12.1 In respect to the investment and expenditure of bond proceeds, the Vice President of Treasury Management shall be the responsible party. Those responsibilities shall include:

12.1.1 Monitoring that expenditures of the proceeds from the sale of bonds, proceed with due diligence and in compliance with federal guidelines relating to arbitrage compliance;

12.1.2 Ensuring that the Airport has a qualified third-party, specializing in federal arbitrage calculations, reviewing the expenditures and investments of bond proceeds to determine any liability due the federal government in regards to arbitrage rebates;

12.1.3 Requiring and obtaining an annual report demonstrating compliance with the laws rules and regulations with respect to arbitrage rebate. These reports will be kept with the permanent records of the Airport with respect to bonds. The airport shall keep records of investments and expenditures to support the calculations of the arbitrage rebate consultant;

12.1.4 Ensuring that the Airport files in a timely and accurate manner all applicable reports required in reporting bond sales (8038-G) and arbitrage rebates owed to the Internal Revenue Service; and

12.1.5 Monitoring the actions of any trustees or escrow agents, holding bond funds, to ensure compliance with federal arbitrage rules and regulations.

13.0 MONITORING ASSETS FINANCED WITH BOND PROCEEDS

13.1 The Vice President of Treasury Management shall be the person responsible for monitoring the use of assets financed or refinanced with the proceeds from the sale of bonds to ensure that those assets are placed in service and continue in the airport related use for which they were financed. Those responsibilities include:

13.1.1 Monitoring the date on which the asset is put in service (DBO) to ensure that the asset/facility is complete and available to be used for its intended purpose and that the correct amount of interest is paid from bond proceeds and does not exceed the amount allowed under federal law;

13.1.2 Ensuring, during any time that the bonds are outstanding, that no contracts are awarded, in regards to asset/facility, giving any outside (private) party a contractual right in regards to any portion of the asset/facility including any contractual rights granting a special legal entitlement or other special economic benefit that could adversely affect the intended federal tax status of the bonds;

13.1.3 Ensuring, during any time the bonds are outstanding, that if the asset/facility is sold or otherwise disposed of that the sale or disposition will not affect the intended federal tax status of the bonds;

13.1.4 Consulting with tax counsel to ensure compliance with all federal tax laws relating to use or disposition of assets/facilities financed with bond proceeds.

14.0 DEBT RESERVE REQUIREMENTS
14.1 DFW shall maintain appropriate Debt Reserves, Debt Service Reserves, and Coverage Reserves as required by the Bond Ordinances.

15.0 CONTINUING DISCLOSURE

15.1 DFW shall provide certain updated financial information annually and timely notice of specified material events to each Nationally Recognized Municipal Securities Information Repository (a “NRMSIR”) then recognized by the Securities and Exchange Commission (“SEC”) and any public or private repository designated by the State of Texas as the State Information Depository (the “SID”) in compliance with Rule 15c2-12 or use the Municipal Securities Rulemaking Board’s (“MSRB”) Electronic Municipal Market Access (“EMMA”) as allowed by SEC and MSRB rules or other laws.

15.2 DFW shall develop and maintain an “Investor Link” on www.dfwairport.com to make available pertinent financial and operational information for Investors and Rating Organizations.

15.3 A Disclosure Committee, consisting of the Executive Vice President/CFO, the Airport’s General Counsel and the Vice President of Treasury Management, shall develop and implement policies and procedures designed to insure the accuracy and timeliness of all continuing disclosure documents (outlined in Sec. 15.1), the Investor Link (outlined in Sec. 15.2) and all offering documents and other disclosures associated with the issuance of bonds.

16.0 PAST POLICY APPROVALS DATES:


16.2 11/04/2004 – Added Section 8.0 Conversion of Variable Rate Debt to Fixed Rate and other minor modifications.

16.3 07/02/2009 – Substantial changes.

16.4 05/02/2013 – Added Sections 3.0, 12.0 and 13.0

16.5 02/05/15 – Added Section 15.3

16.6 09/07/2017 - Added section 3.2 outlining pricing procedure for a taxable negotiated sale, revised section 4.2 adding responsibilities for a disclosure counsel.
### Action
That the Airport Board approves the attached resolution, approving the form of the Preliminary Official Statement, prepared in connection with the sale of the Dallas Fort Worth International Airport Joint Revenue Refunding Bonds, Series 2019A and authorize the Authorized Officers to take any necessary actions in connection with the sale of the Bonds.

### Description
- On May 21, 2019 and May 22, 2019, respectively, the Cities of Fort Worth and Dallas approved the Fifty-Fourth Supplemental Bond Ordinance authorizing the issuance of refunding bonds in an amount not to exceed $1.3 billion.
- These bonds will be used to refund, for savings, Alternative Minimum Tax (AMT) Bonds, callable on November 1, 2020.
- It is requested that the Airport Board approves the attached resolution, approving the form of the Preliminary Official Statement and authorizing the Authorized Officers to take any necessary actions in connection with the sale of the bonds.
- The bonds are expected to price the week of August 5th and will be sold as taxable bonds.
- A copy of the Preliminary Official Statement have been provided, under separate cover, for review by the Airport Board.

### Justification
- This action will provide, at current interest rates, an estimated Percentage Saving of Refunded Bonds of approximately 10%, totaling an estimated $207 million over the life of the bonds.

### 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 (Financial 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>$0</td>
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For Information contact
Chris Poinsatte
3-5210

<table>
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</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td>$0</td>
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</table>
BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Airport Board hereby approves the attached resolution, approving the form of the Preliminary Official Statement, prepared in connection with the sale of the Dallas Fort Worth International Airport Joint Revenue Refunding Bonds, Series 2019A and authorize the Authorized Officers to take any necessary actions in connection with the sale of the Bonds.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
May 15, 2019 5:59 pm

Approved as to Funding by
Miyashita, Glenn
Assistant Vice President Capital Planning
Finance
May 16, 2019 2:23 pm

Approved as to M/WBE by
Burks Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
May 15, 2019 2:01 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head
May 15, 2019 12:51 pm

Chief Executive Officer
Pending Date
RESOLUTION NO. 2019- _-___

APPROVING THE FORM OF THE PRELIMINARY OFFICIAL STATEMENTS PREPARED IN CONNECTION WITH THE ISSUANCE OF THE SERIES 2019 BONDS; AND AUTHORIZING THE AUTHORIZED OFFICERS TO TAKE OTHER NECESSARY ACTIONS IN CONNECTION THEREWITH

THE STATE OF TEXAS §
COUNTIES OF DALLAS AND TARRANT §
DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD §

WHEREAS, prior to the adoption of this resolution (herein defined and cited as the “Resolution”), the City Councils of the Cities of Dallas and Fort Worth (the “Cities”) have passed the Master Bond Ordinance (defined and cited herein as the “Master Bond Ordinance”) relating to the Dallas/Fort Worth International Airport (the “Airport”); and

WHEREAS, terms not defined herein shall have the meanings set forth in the Master Bond Ordinance;

WHEREAS, the Master Bond Ordinance constitutes the controlling bond ordinance of the Cities that relate to the financing of the Airport and that, together (i) prescribe the terms and conditions upon the basis of which the Additional Obligations, Credit Agreements, and Parity Credit Agreement Obligations may be issued and executed, and (ii) provide and establish the pledge, security, and liens securing the Cities’ special obligations to pay when due the Outstanding Obligations, and Parity Credit Agreement Obligations, and any Additional Obligations; and

WHEREAS, in accordance with the Master Bond Ordinance, the Cities have adopted the Fifty-Fourth Supplemental Concurrent Bond Ordinance (the “Fifty-Fourth Ordinance”) authorizing the issuance of Dallas Fort Worth International Airport Joint Revenue Refunding Bonds, Series 2019 (the “Series 2019 Bonds”);

WHEREAS, the proceeds of the Series 2019 Bonds, which constitute Additional Obligations pursuant to the Master Bond Ordinance, will be used to refund certain previously issued and outstanding obligations of the Cities relating to the Airport, pay for certain other purposes set forth in the Fifty-Fourth Ordinance and for other purposes as permitted by the Master Bond Ordinance;

WHEREAS, the Fifty-Fourth Ordinance authorizes, among other things, the preparation of a preliminary and final Official Statement for use in connection with the offer and sale of the Series 2019 Bonds; and
WHEREAS, it is the desire of the Board to approve the form of the Preliminary Official Statement, with such modifications and amendments as shall be approved in writing by the Chief Executive Officer; and

WHEREAS, the Board hereby determines that the meeting at which this Resolution is adopted is open to the public, and public notice of the time, place and subject matter of the public business to be considered and acted upon at said meeting, including this Resolution, was given, all as required by Applicable Law;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE DALLAS FORT WORTH INTERNATIONAL AIRPORT:

Section 1. That the Preliminary Official Statement substantially in the form attached hereto and made a part hereof, are hereby in all respects approved by the Board. The Chief Executive Officer is hereby authorized to prepare and distribute the Preliminary Official Statement and to prepare, execute and deliver a final Official Statement and is directed to deliver executed copies of said Official Statement to the Underwriters named in the Underwriting Agreements.

Section 2. That the Preliminary Official Statement, with such subsequent modifications or amendments as shall be approved in writing by the Chief Executive Officer, shall be used by the Underwriters in the sale of the Series 2019 Bonds.

Section 3. That each Authorized Officer (as defined in the Fifty-Fourth Ordinance) is hereby authorized to take any other actions appropriate or necessary in connection with the issuance, sale and delivery of the Series 2019 Bonds, the preparation of any of the documents described or referenced herein, or the delivery of copies of any such documents to the City Councils of the Cities. In the absence of the Chief Executive Officer, the Executive Vice President/CFO and the Vice President – Treasury Management are hereby authorized to act in his stead with respect to such matters.

ADOPTED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD ON THIS __________, 2019.
CERTIFICATE FOR RESOLUTION

THE STATE OF TEXAS
COUNTIES OF DALLAS AND TARRANT
DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

I, the undersigned officer of said Board, hereby certifies as follows:

1. That the Dallas Fort Worth International Airport Board convened in Regular Meeting on the ___ day of May, 2019, at the Airport Administration Building, 2400 Aviation Drive, Dallas Fort Worth Airport, Texas, its regular meeting place, and the roll was called of the duly constituted officers and members of said Board, to wit:

   William Meadows, Chair
   Matrice Ellis-Kirk, Vice-Chair
   Henry Borbolla III, Secretary
   Mayor Betsy Price
   Mayor Michael Rawlings
   Vernon Evans
   Ben Leal
   Madeleine Johnson
   Raj Narayanan
   Mario Quintanilla
   Eddie Reeves
   Darlene Freed*

   and all of said persons were present, thus constituting a quorum. Whereupon, among other business, a written resolution APPROVING THE FORM OF THE PRELIMINARY OFFICIAL STATEMENTS PREPARED IN CONNECTION WITH THE ISSUANCE OF THE SERIES 2019 BONDS; AND AUTHORIZING THE AUTHORIZED OFFICERS TO TAKE OTHER NECESSARY ACTIONS IN CONNECTION THEREWITH was duly introduced for the consideration of said Board of Directors. It was then duly moved and seconded that said Resolution be adopted; and said motion, carrying with it the adoption of said Resolution, prevailed and carried by the following vote:

   AYES: __
   NOES: 0
   ABSTENTIONS: 0

2. That a true, full and correct copy of the aforesaid Resolution adopted at the meeting described in the above and foregoing paragraph is attached to and follows this Certificate; that said Resolution has been duly recorded in the minutes of said Meeting; that the above and foregoing paragraph is a true, full and correct excerpt from the minutes of said meeting pertaining to the adoption of said Resolution; that the persons named in the above and foregoing paragraph are the duly chosen, qualified and acting officers and members of said Board.

*non-voting member
Board as indicated therein; that each of the officers and members of said Board was duly and sufficiently notified officially and personally in advance, of the time, place and purpose of the aforesaid meeting, and that said Resolution would be introduced and considered for adoption 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 Chapter 551, Texas Government Code, as amended.

3. That the Resolution has not been modified, amended or repealed and is in full force and effect on and as of the date hereof.

SIGNED AND SEALED the ___th day of May, 2019.

______________________________
Staff Secretary, Dallas Fort Worth International Airport Board

(SEAL)
Date 05/30/2019  Committee Finance/Audit  Subject Cisco Hardware and Professional Services  Resolution #

Action
That the Chief Executive Officer or designee be authorized to reject all bids received for Solicitation No. 7006753, Cisco Hardware, Software and Professional Services; and execute Contract No. 7006798, for Cisco Hardware and Professional Services, with Netsync Network Solutions, of Carrollton, Texas, in an amount not to exceed $3,375,000.00, for the initial one-year term of the Contract, with options to renew for four additional one-year periods.

Description
- Reject all bids received for Solicitation No. 7006753.
- Award a Contract for the procurement of Cisco Hardware and Professional Services in support of the Airport's technology program.

Justification
- On February 25, 2019, six (6) bids were received in response to Airport Solicitation No. 7006753, for Cisco Hardware, Software and Professional Services. Subsequent to receipt of the bids, the Airport staff determined that it would be in the best interest of the Airport to reject the bids, as the bids received exceeded the budget for this project.
- This Contract supports the implementation of an advanced data network to support new technology initiatives at DFW Airport including the Integrated Operations Center.
- Provides capacity for the refresh of end-of-life network electronics.
- Includes professional services to help implement highly available and secure data networks to help comply with Payment Card Industry and Criminal Justice Information data security standards.

D/S/M/WBE Information
- In accordance with the Board's SBE Program, no SBE goal was set for this Contract due to no availability of SBE firms that perform this service.

Schedule/Term
- Start Date: June 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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<tbody>
<tr>
<td>7006798</td>
<td>NTE</td>
<td></td>
<td>NTE $3,375,000.00</td>
<td>$0</td>
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For Information contact
Michael Youngs 3-5350
Shannon Hamilton 3-5620

<table>
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<th>Fund</th>
<th>Project #</th>
<th>External Funding Source</th>
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<tr>
<td>Various</td>
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<td>$3,375,000.00</td>
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</tbody>
</table>
## Additional Information

- Five (5) Bids, none SBE firms, were received on or before April 26, 2019.
- Bid Tabulation attached.
- Netsync Network Solutions, 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 reject all bids received for Solicitation No. 7006753, Cisco Hardware, Software and Professional Services; and execute Contract No. 7006798, for Cisco Hardware and Professional Services, with Netsync Network Solutions, of Carrollton, Texas, in an amount not to exceed $3,375,000.00, for the initial one-year term of the Contract, with options to renew for four additional one-year periods.

### Approved as to Form by

<table>
<thead>
<tr>
<th>Name</th>
<th>Position</th>
<th>Date</th>
</tr>
</thead>
<tbody>
<tr>
<td>Rodriguez, Elaine</td>
<td>Legal Counsel</td>
<td>May 16, 2019 11:38 am</td>
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</tbody>
</table>

### Approved as to Funding by

<table>
<thead>
<tr>
<th>Name</th>
<th>Position</th>
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<tbody>
<tr>
<td>Miyashita, Glenn</td>
<td>Assistant Vice President Capital Planning</td>
<td>May 16, 2019 2:20 pm</td>
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<tr>
<td></td>
<td>Finance</td>
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### Approved as to M/WBE by

<table>
<thead>
<tr>
<th>Name</th>
<th>Position</th>
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<tr>
<td>Burks Lee, Tamela</td>
<td>Vice President Business Diversity and Development</td>
<td>May 16, 2019 1:25 pm</td>
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### SIGNATURE REQUIRED FOR APPROVAL

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<tr>
<th>Name</th>
<th>Position</th>
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<tr>
<td></td>
<td>Department Head</td>
<td>May 15, 2019 10:18 am</td>
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</table>

Chief Executive Officer

Pending

Date
<table>
<thead>
<tr>
<th>Bidders</th>
<th>Bid Amount</th>
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<tbody>
<tr>
<td>Netsync Network Solutions&lt;sup&gt;NT&lt;/sup&gt;</td>
<td>$3,375,000.00</td>
</tr>
<tr>
<td>Carrollton, Texas</td>
<td></td>
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<tr>
<td>CDW Government, LLC</td>
<td>$3,463,000.00</td>
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<tr>
<td>Vernon Hills, Illinois</td>
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<tr>
<td>NWN Corporation</td>
<td>$3,464,000.00</td>
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<tr>
<td>Houston, Texas</td>
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<tr>
<td>Sirius Computer Solutions, Inc.</td>
<td>$3,496,000.00</td>
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<tr>
<td>San Antonio, Texas</td>
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<tr>
<td>Presidio Networked Solutions Group, LLC</td>
<td>$3,528,000.00</td>
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<tr>
<td>Irving, Texas</td>
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</table>

Note:
1. State of Texas – HUB
## 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 April 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 April 2019.
# PURCHASE ORDERS BETWEEN $25,000.00 AND $50,000.00 (APRIL 2019)

<table>
<thead>
<tr>
<th>VENDOR/LOCATION</th>
<th>PO/CONTRACT NO.</th>
<th>DESCRIPTION</th>
<th>DEPARTMENT</th>
<th>AMOUNT</th>
<th>Paid to Date:</th>
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<tbody>
<tr>
<td>Grapevine Chrysler Jeep Dodge Grapevine, Texas</td>
<td>275891</td>
<td>Airport Fleet Department Vehicle</td>
<td>Energy, Transportation and Asset Management</td>
<td>$29,362.00</td>
<td>$0.00</td>
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<tr>
<td>Hiteq Computer Systems N1 Plano, Texas</td>
<td>275897</td>
<td>Enterprise Storage Backup</td>
<td>Information Technology Services</td>
<td>$48,300.00</td>
<td>$0.00</td>
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<tr>
<td>Wunderlich-Malec Systems Addison, Texas</td>
<td>275685</td>
<td>Elevated Water Storage Tank Chloramine Dosing System</td>
<td>Energy, Transportation and Asset Management</td>
<td>NTE $29,549.00</td>
<td>$0.00</td>
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</table>

**TOTAL** $155,487.60

**Note:**
1. SBE-Certified with North Central Texas Regional Certification Agency and State of Texas-HUB Certified.
## NON-PROFESSIONAL SERVICES CONTRACTS BETWEEN $25,000.00 AND $50,000.00 (APRIL 2019)

<table>
<thead>
<tr>
<th>VENDOR/LOCATION</th>
<th>PO/CONTRACT NO.</th>
<th>DESCRIPTION</th>
<th>DEPARTMENT</th>
<th>AMOUNT</th>
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</thead>
<tbody>
<tr>
<td>Confirmit Solutions, Inc. Vancouver, Canada</td>
<td>8005285</td>
<td>Horizon Software as a Service (SaaS) Licenses</td>
<td>Communications and Marketing</td>
<td>NTE $29,725.00</td>
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<tr>
<td></td>
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<td>Paid to Date: $0.00</td>
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<tr>
<td>Dunbar Armored, Inc. Hunt Valley, Maryland</td>
<td>8005266</td>
<td>Armored Car Services</td>
<td>Finance</td>
<td>NTE $45,000.00</td>
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<td><strong>TOTAL</strong></td>
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<td><strong>$74,725.00</strong></td>
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### PROFESSIONAL SERVICES CONTRACTS BETWEEN $25,000.00 AND $50,000.00 (APRIL 2019)

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<td>Farrow Gillespie &amp; Heath LLP</td>
<td>8005216</td>
<td>Legal Services</td>
<td>Legal</td>
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<td>Paid to Date: $0.00</td>
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<td>TOTAL $35,000.00</td>
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**Note:**
2. SBE-Certified with the Women’s Business Council – Southwest and State of Texas – HUB Certified.
## CONTRACT/PURCHASE ORDER INCREASES/DECREASES ($25,000 OR GREATER)
(APPROVED BY BOARD STAFF UNDER THEIR DELEGATED AUTHORITY – APRIL 2019)

<table>
<thead>
<tr>
<th>VENDOR/LOCATION</th>
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<th>CONTRACT DATA</th>
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<tr>
<td>Atmos Energy Corporation</td>
<td>7003635</td>
<td>Gas Transportation and Distribution</td>
<td>Energy Transportation and Asset Management</td>
<td>Contract Value: $2,753,750.00</td>
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<td>Dallas, Texas</td>
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<td>Revised Contract Value: $2,802,500.00</td>
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<td>Paid to Date: $2,745,222.18</td>
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<td>CompliancePoint Inc.</td>
<td>8005003</td>
<td>Payment Card Industry Data Security Standard Compliance (PCI DSS)</td>
<td>Information Technology Services</td>
<td>Contract Value: $954,460.00</td>
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<td>Duluth, Georgia</td>
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<td>This Action: $49,950.00</td>
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<td></td>
<td>Paid to Date: $931,056.82</td>
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<td>Critical Start, Inc.</td>
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<td>Firewall Refresh and Network Security Appliance Support</td>
<td>Information Technology Services</td>
<td>Contract Value: $1,610,417.38</td>
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<td>This Action: $48,750.00</td>
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<td>Plano, Texas</td>
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<td>Executive Development Associates, Inc.</td>
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<td>Human Resources</td>
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**TOTAL** $182,450.00

Note:
3. State of Texas HUB-Certified
4. SBE-Certified with the Women’s Business Council - Southwest
AGENDA
CONCESSIONS/COMMERCIAL DEVELOPMENT COMMITTEE
TUESDAY, MAY 28, 2019
1:10 p.m.

CONCESSIONS/COMMERCIAL DEVELOPMENT COMMITTEE

41. Approve the minutes of the Concessions/Commercial Development Meeting of April 9, 2019.

Consent Items for Consideration

Zenola Campbell 42. Approve extension to Lease No. 238980 between Dallas/Fort Worth International Airport Restaurant JV #3 d/b/a Pappasito’s Cantina and the Dallas Fort Worth International Airport Board.

43. Approve extension to Lease No. 238978 between Dallas/ Fort Worth International Airport Restaurant JV#1 d/b/a Pappadeaux Seafood Kitchen and the Dallas Fort Worth International Airport Board.

44. Approve extension to Lease No. 238979 between Dallas/ Fort Worth International Airport Restaurant JV#2 d/b/a Pappadeaux Seafood Kitchen and Pappasito”s Mexican Cantina and the Dallas Fort Worth International Airport Board.

45. Approve amendment to the Lease between Dallas Fort Worth International Airport Board and EAN Holdings, LLC.

46. Approve authorization to extend the term of Lease No. 009428 and to terminate Lease No. 009427.

Action Items for Consideration

Julio Badin 47. Approve an increase to Contract No. 7006685, Custodial Services for Non-Public Facilities, with ABM Aviation, Inc., of Atlanta, Georgia, in an amount not to exceed $1,600,000.00, for a revised Contract amount of $5,604,897.10.

48. Approve execution of Contract No. 7006770, for Terminal D Custodial Services, with APPRO, Inc., of Dallas, Texas, in an amount not to exceed $24,290,869.00, for the initial three-year term of the Contract, with options to renew for two additional one-year periods.

John Terrell 49. Approve execute of a lease agreement with DFW Commerce Center III, LLC for +/-57.5 acres of land.

50. Approve execution of a reimbursement agreement with DFW Commerce Center III, LLC for an amount not-to-exceed $1,208,028.00.
51. Approve execution of a lease agreement with LPC Dallas DFW I, LLC for +/-32.49 acres of land.

52. Approve execution of a lease agreement with LPC Dallas DFW II, LLC for +/-24.98 acres of land.

53. Approve execution of a reimbursement agreement with LPC Dallas DFW I, LLC for an amount not-to-exceed $4,774,154.00.

54. Approve a revision to the Logistics Center 8, LLC lease to include a two-year right to terminate.

55. Approve modification to the reimbursement agreement to be associated with the Logistics Center 9, LLC lease rather than the Logistics Center 8, LLC lease.

**Discussion Item**

John Terrell 56. **Commercial Development non-aeronautical flat-rate permit.**

Zenola Campbell 57. **Permits Issued by Concessions.**
Approval to extend Lease No. 238980

Resolution No. 2007-11-321 awarded space in Terminal A for Pappasito's Cantina and Pappadeaux Seafood Kitchen.

- The existing lease for the Pappasito's Cantina located at Gate A28, ID No. A.2.093C.A01 will expire on October 13, 2025.
- The lease term will be extended for an additional two (2) years from October 13, 2025 to October 13, 2027.

Justification

- This action requires an approval to exceed Concessions Policy 1.5 Term Limitation; the extended lease terms will exceed the ten year term limitation.
- This extension is being granted due to delays associated with the Terminal Renewal and Improvement Program.

D/S/M/WBE Information

- Dallas/Fort Worth International Airport Restaurant Joint Venture #3 is comprised of National Pizza Restaurants, Inc. (65%) and KG Concessions DFW, LP (ACDBE: BM-C, 35%).
- Lease extension is contingent on Dallas/Fort Worth International Airport Restaurant JV coming into compliance with the ACDBE Program Requirements for this joint venture.

For Information contact

Zenola Campbell
3-4830
BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to extend Lease No. 238980 between Dallas/Fort Worth International Airport Restaurant JV #3 d/b/a Pappasito’s Cantina and the Dallas Fort Worth International Airport Board.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
May 16, 2019 11:42 am

Approved as to Funding by
Miyashita, Glenn
Assistant Vice President Capital Planning Finance
May 16, 2019 2:17 pm

Approved as to M/WBE by
Burks Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
May 15, 2019 9:50 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Department Head
May 15, 2019 6:35 pm

Chief Executive Officer
Date

Pending
Date 05/30/2019
Committee Concessions/Commercial Development
Subject Approval to extend Lease No. 238978
Resolution #

Action
That the Chief Executive Officer or designee be authorized to extend Lease No. 238978 between Dallas/Fort Worth International Airport Restaurant JV#1 d/b/a Pappadeaux Seafood Kitchen and the Dallas Fort Worth International Airport Board.

Description
- Resolution No. 2007-11-321 awarded space in Terminal A for Pappassito's Cantina and Pappadeaux Seafood Kitchen.
- The existing lease for the Pappadeaux Seafood Kitchen located at Gate A25, ID No. A.1.082C.A01 expires on October 13, 2025.
- The lease term will be extended for an additional two (2) years from October 13, 2025, to October 13, 2027.

Justification
- This action requires an approval to exceed Concessions Policy 1.5 Term Limitation; the extended lease term will exceed the ten-year term limitation.
- This extension is being granted due to delays associated with the Terminal Renewal and Improvement Program.

D/S/M/WBE Information
- Dallas/Fort Worth International Airport Restaurant Joint Venture #2 is comprised of National Pizza Restaurants, Inc. (65%) and KG Concessions DFW, LP (ACDBE: BM-C, 35%).

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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 extend Lease No. 238978 between Dallas/Fort Worth International Airport Restaurant JV#1 d/b/a Pappadeaux Seafood Kitchen and the Dallas Fort Worth International Airport Board.

Approved as to Form by

Rodriguez, Elaine
Legal Counsel
May 16, 2019 11:39 am

Approved as to Funding by

Miyashita, Glenn
Assistant Vice President Capital Planning
Finance
May 16, 2019 2:18 pm

Approved as to M/WBE by

Burks Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
May 15, 2019 9:49 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head
May 15, 2019 6:35 pm

Chief Executive Officer
Pending
### Action
That the Chief Executive Officer or designee be authorized to extend Lease No. 238979 between Dallas/Fort Worth International Airport Restaurant JV#2 d/b/a Pappadeaux Seafood Kitchen and Pappasito's Mexican Cantina and the Dallas Fort Worth International Airport Board.

### Description
- Resolution No. 2007-11-321 was awarded and amended by Resolution No. 2010-10-241 to award space in Terminal C to Pappasito's Mexican Cantina and Pappadeaux Seafood Kitchen.
- The existing lease for the Pappadeaux Seafood Kitchen and Pappasito's Mexican Cantina, located in Terminal C, will expire on December 8, 2027.
- The lease term will be extended to be co-terminus with Lease No. 010705, Pappadeaux Oyster Bar, which will open no later than November 30, 2019.

### Justification
- This action requires an approval to exceed Concessions Policy 1.5 Term Limitation; the extended lease terms will exceed the ten year term limitation.
- The Pappadeaux Oyster Bar is a satellite location supported by Pappadeaux Seafood Kitchen.

### D/S/M/WBE Information
- Dallas/Fort Worth International Airport Restaurant Joint Venture #2 is comprised of National Pizza Restaurants, Inc. (65%) and KG Concessions DFW, LP (ACDBE: BM-C, 35%).
- Lease extension is contingent on Dallas/Fort Worth International Airport Restaurant JV coming into compliance with the ACDBE Program Requirements for this joint venture.

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For Information contact
Zenola Campbell
3-4830

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BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to extend Lease No. 238979 between Dallas/Fort Worth International Airport Restaurant JV#2 d/b/a Pappadeaux Seafood Kitchen and Pappasito's Mexican Cantina and the Dallas Fort Worth International Airport Board.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
May 16, 2019 11:40 am

Approved as to Funding by
Miyashita, Glenn
Assistant Vice President Capital Planning
Finance
May 16, 2019 2:18 pm

Approved as to M/WBE by
Burks Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
May 15, 2019 9:49 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Department Head
May 15, 2019 6:08 pm

Pending
Chief Executive Officer Date
**Date**  
05/30/2019  
**Committee**  
Concessions/Commercial Development  
**Subject**  
Enterprise Holdings extension of Service Site  
**Resolution #**

**Action**  
That the Chief Executive Officer or designee be authorized to amend the Lease between Dallas Fort Worth International Airport Board and EAN Holdings, LLC.

**Description**

- EAN Holdings, LLC will extend the east side of the parking lot at Enterprise Rent-A-Car service site on 26th Avenue.
- The project will consist of a parking lot expansion of approximately 5.5 acres, including grading, drainage, site lighting, fire hydrants and perimeter fencing/security barrier.
- EAN Holdings, LLC will pay $15,160.60 per month for the additional acres.
- The parking lot expansion will occur on land that is currently undeveloped which is adjacent to the existing parking lot.
- The parking lot will be constructed using concrete paving.

**Justification**

- Enterprise Rent-A-Car is growing and the expansion is to meet the current and future needs for vehicle storage for Enterprise, National, and Alamo Rent-A-Car brands.
- All costs associated with construction and commissioning of the expanded site shall be paid solely by EAN Holdings, LLC.

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

- In accordance with the Board's historical M/WBE Programs, the M/WBE goal for this agreement is 26% for the Construction.
- EAN Holdings, LLC has committed to 26% M/WBE participation in the construction of the expansion.

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BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to amend the Lease between Dallas Fort Worth International Airport Board and EAN Holdings, LLC

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<td>Legal Counsel</td>
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SIGNATURE REQUIRED FOR APPROVAL

**Approved by**

Department Head

May 15, 2019 6:07 pm
Exhibit “A”

5.5 Acres

3720 S. 26th Avenue.
Date: 05/30/2019

Committee: Concessions/Commercial Development

Subject: Re-concepting of Aveda and Remodeling of MAC

Resolution #

Action:
That the Chief Executive Officer or designee be authorized to extend the term of Lease No. 009428 and to terminate Lease No. 009427.

Description:

- Estee Lauder Terminal D Joint Venture operates two locations in Terminal D featuring Estee Lauder brands Jo Malone, MAC and Aveda. Estee Lauder has decided to discontinue the Aveda Boutique stores in the majority of airports, impacting the stores in Terminal D. Estee Lauder Terminal D Joint Venture will re-brand the Aveda location to a multi-branded store that includes Too Faced and other nationally recognized brands, as mutually agreed upon, and remodel the MAC branded location.
- Lease No. 009428, located in Terminal D, Gate D24, ID No. D.2.NC104, will be extended for an additional three years from June 1, 2023 to June 1, 2026, for a total lease term of ten (10) years.
- The construction timeline for the D24 location will not exceed 120 days.
- The D20 lease will be terminated, but will continue to operate until 120 days after Board approval of a new lessee. There will be no reimbursement of unamortized capital investment.

Justification:

- Too Faced, a leading brand, will be the first to launch at any airport in the world.
- The re-branding of Aveda will allow the opportunity to leverage the specialty, multi strength of Estee Lauder Companies and bring new forms of technology and social media to life in the location.
- The remodel of the MAC location will enhance visibility to the location.
- Both leases were the result of direct negotiation, rather than competitive bidding.
- This action meets the Concessions Policy 1.3.2 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 35% and the M/WBE goal for design and construction is 30% for each lease.
- Estee Lauder Terminal D Joint Venture is comprised of Duty Free Air Ship & Supply, LLC (33.15%), CBI Retail Ventures II, LLC (31.85%), MDT Strategic Ventures, Inc. (ACDBE: HM-C, 25.0%) and Byrd Retail Group, LLC (ACDBE: BF-C, 10.0%)
- The joint venture is committed to 30% M/WBE participation in the design and construction of the re-concepted space.

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For Information contact:
Zenola Campbell
3-4830

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BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to approve the term extension and re-concepting of the Aveda location and remodel the MAC location pursuant to Lease No. 009428.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
May 16, 2019 4:23 pm

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
May 16, 2019 5:47 pm

Approved as to M/WBE by
Burks Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
May 16, 2019 5:04 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Department Head
May 16, 2019 4:12 pm

Chief Executive Officer
Date
Date: 05/30/2019
Committee: Concessions/Commercial Development
Subject: Custodial Services for Non-Public Facilities
Resolution #:

Action
That the Chief Executive Officer or designee be authorized to increase Contract No. 7006685, Custodial Services for Non-Public Facilities, with ABM Aviation, Inc., of Atlanta, Georgia, in an amount not to exceed $1,200,000.00, for a revised Contract amount of $5,204,897.10.

Description

- Increase the Contract for Custodial Services for Non-Public Facilities for the Airport's Customer Experience Department.

Justification

- Increase the Contractor's scope of work to include additional custodial services for the Airport's new Department of Public Safety Headquarters facility which opens June 21, 2019. The new facility has triple the amount of square footage as the current DPS Station 1.
- The new DPS HQ facility will require custodial services 24 hour per day, 365 days per year.

D/S/M/WBE Information

- In accordance with the Board's SBE Program, the SBE goal for this Contract is 35%.
- ABM Aviation, Inc. has committed to achieving 35.2% SBE participation. One payment has been reported to the Prime Contractor in BDDD's Diversity Management System as of the date of this Board Action.
- ABM Aviation, Inc. has committed to achieving the original SBE commitments inclusive of this Board Action.

Schedule/Term

- The current Contract completion date of November 5, 2021, is not affected by this action.

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For Information contact
Julio Badin 3-5589
Robert Ramert 3-5677

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Additional Information

- On September 6, 2018, by Resolution No. 2018-09-205, the Board awarded Contract No. 7006685, for Custodial Services for Non-Public Facilities, with ABM Aviation, Inc., of Atlanta, Georgia.

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to increase Contract No. 7006685, Custodial Services for Non-Public Facilities, with ABM Aviation, Inc., of Atlanta, Georgia, in an amount not to exceed $1,200,000.00, for a revised Contract amount of $5,204,897.10.

Approved as to Form by

Rodriguez, Elaine
Legal Counsel
May 17, 2019 12:49 pm

Approved as to Funding by

Miyashita, Glenn
Assistant Vice President Capital Planning
Finance
May 17, 2019 1:23 pm

Approved as to M/WBE by

Burks Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
May 17, 2019 5:26 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head
Customer Service
May 16, 2019 6:18 pm
Action
That the Chief Executive Officer or designee be authorized to execute Contract No. 7006770, for Terminal D Custodial Services, with APPRO, Inc., of Dallas, Texas, in an amount not to exceed $24,290,869.00, for the initial three-year term of the Contract, with options to renew for two additional one-year periods.

Description
• Award a Contract for Terminal D custodial services for the Airport’s Customer Experience Department.

Justification
• This is a replacement for two (2) existing emergency Contracts that are expiring on June 30, 2019.
• This action provides comprehensive Custodial Services throughout Terminal D, including concourse, garage, ramp areas and provides floor care. The services are provided 24 hours per day, 365 days per year.

D/S/M/WBE Information
• In accordance with the Board's SBE Program, the SBE goal for this contract is 35%.
• APPRO, Inc. is a certified Small Business Enterprise (PM-C); therefore will be counted towards the Board's overall SBE Program goals.

Schedule/Term
• Start Date: June 2019
• Contact Term: Three years, with two one-year renewal options.

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For Information contact
Julio Badin
3-5589
Robert Ramert
3-5677

Fund
Operating Fund

Project #

External Funding Source
$24,290,869.00

Amount

### Additional Information

- Fifteen (15) Proposals, including four (4) from SBE firms, were received on or before the due date of April 2, 2019.
- Four (4) proposals were determined to be either non-responsive or non-responsible.
- Based on evaluations of the Proposals submitted, the Evaluation Committee, consisting of representatives from the Airport's Customer Experience, Concessions, Aviation Real Estate and Business Diversity and Development Departments, recommends that the Contract be awarded to APPRO, Inc., of Dallas, 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. 7006770, for Terminal D Custodial Services, with APPRO, Inc., of Dallas, Texas, in an amount not to exceed $24,290,869.00, for the initial three-year term of the Contract, with options to renew for two additional one-year periods.

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<tr>
<td>Rodriguez, Elaine</td>
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<td>Legal Counsel</td>
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<td>May 16, 2019 12:48 pm</td>
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### SIGNATURE REQUIRED FOR APPROVAL

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<td>Department Head Customer Service</td>
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Pending

Chief Executive Officer

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

Date 05/30/2019
Committee Concessions/Commercial Development
Subject Lease agreement with DFW Commerce Center III, LLC
Resolution #

Action
That the Chief Executive Officer or designee be authorized to execute a lease agreement with DFW Commerce Center III, LLC for +/-57.5 acres of land.

Description
- Enter into a lease on +/-57.5 acres in Irving, Texas (the Premises) with DFW Commerce Center III, LLC (Tenant) for an industrial development for warehouse, distribution, logistics, office and operations incidental thereto for a term of 40 years.
- This two-building, speculative development will contain +/-947,600 square feet (sf) of space (+/-744,800 sf and +/-202,800 sf).
- The lease contemplated in this OBA is contingent on (i) finalizing lease terms, and (ii) obtaining a National Environmental Policy Act permit from the Federal Aviation Administration.

Justification
- Development of these facilities will generate initial rent income of approximately $1,001,427.00 per year and approximately $83,452.00 per month.
- Strategic Plan benefits:
  - Assists with development of land on DFW Airport in support of the Board's Land Use Plan
  - Encourages non-core business developments consistent with the Board's policies
  - Increases non-airline revenues and supports trade within the Dallas/Fort Worth region
- The Board will reimburse Tenant through a separate Reimbursement Agreement, for the actual cost incurred to design and construct Board Improvements; tree clearing and mass grading. Reimbursement to the Tenant shall not exceed $1,208,028. The reimbursement will be paid not more than monthly with receipt of paid invoices. Details of the Reimbursement Agreement are contained in a separate OBA request titled, "Reimbursement agreement with DFW Commerce Center III, LLC".

D/S/M/WBE Information
- In accordance with the Board's M/WBE and MBE Programs, the goals for this agreement are 30% M/WBE participation for design and 27% MBE participation for the construction of the development.
- DFW Commerce Center III, LLC has committed to achieving 30% M/WBE participation for design and 27% MBE participation for the construction of the development.

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For Information contact
John Terrell
3-4655

Fund Project # External Funding Source Amount
|             |             |                  | $0            |
Additional Information

- Initial rent shall be at a rate of $0.40 per sf applied to +/- 57.5 acres of land.
- The lease contains rent escalations throughout the 40-year term. Rent escalations occur every five (5) years at a rate of 3% per year, compounded annually for the first 20 years. After 20 years, the land will be appraised and the rent reestablished based on the new appraised value. Rent will increase with the Consumer Price Index after years 25, 30, and 35.
- This is the final phase of a three phase development. When completed, the three phases will have a cumulative +/- 175.4 acres, +/- 2,978,000 SF of buildings, and $2,987,500.00 of initial annual rent.

Funding

- Board Improvements will include tree clearing and mass grading activities on the +/- 57.5-acre site. The Tenant will design and construct the Board Improvements for the Airport Board, and be reimbursed under a separate Reimbursement Agreement.
- Total not-to-exceed amount = $1,208,028.00
- Total annual rent (DFW Commerce Center III, LLC) is $1,001,427.
- Internal Rate of Return on *investment = 83.6%.
- Project payback on *investment = 1.21 years.

*Approved investment amount includes worst case internal overhead cost.
DFW Commerce Center III, LLC
a Delaware limited liability company

Project Summary and Justification

DFW Commerce Center III, LLC is 100% owned by Copeland Commercial, LLC. Copeland Commercial is an industrial development company with a ten-plus-year track record of success in portfolio strategy, investment management, asset management, investment sales, leasing, acquisition, disposition and development.

The DFW Airport Board has previously approved two leases with Copeland Commercial, LLC at Walnut Hill Industrial on the south side of DFW Airport.

- **DFW Commerce Center I**: Completed December 2018; 59-acre lease with a single building of 1,000,800 sf.
- **DFW Commerce Center II**: Approved January 2019; 59-acre lease with a single building of 1,029,000 sf.

DFW Commerce Center III, LLC, requests to lease approximately 57.5 acres of land for the development of approximately 947,600 square feet (sf) of buildings (±744,800 sf and ±202,800 sf).

This 40-year lease with DFW Commerce Center III, LLC supports the Board's Strategic Imperatives by increasing non-airline revenues and increasing the economic benefits that Dallas and Fort Worth receive from concurrent commercial development.

This proposed land lease will generate initial rent income of approximately $1,001,427 per year ($83,452 per month) for the approximately 57.5-acre lease premises, which represents 10% per year of appraised value of $4.00 per square foot on the premises or $0.40 per square foot. The appraisal of the lease premises used to establish the rent was performed by Pyles - Whatley, Dallas, Texas.

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

Upon construction completion, the facility will become the property of the DFW Airport Board to be occupied by DFW Commerce Center III, LLC under the leasehold estate created by the lease. Upon expiration or termination of this 40-year lease, the possession and control of the facility will belong to the DFW Airport Board. At that time, the facility can be available for the DFW Airport Board to refurbish, if necessary, and then lease, thereby generating facility rent in addition to rent. The cost to construct the new facilities is approximately $34.5 million.
Lease agreement and reimbursement agreement with DFW Commerce Center III, LLC

**PURPOSE:**
Execute a lease agreement with DFW Commerce Center III, LLC, and the associated reimbursement agreement.

**DESCRIPTION:**
±57.5 acres of land for a 40-year term, with escalations
Two buildings totaling ±947,600 sf (±744,800 sf and ±202,800 sf)
Initial rent revenue of approximately $1,001,427 per year; $83,452 per month
Total estimated annual Owner Cities tax revenue = $44,240
Reimbursement agreement amount not to exceed $1,208,028 (site clearing, mass grading)
1.21 year payback on investment*; IRR = 83.6%

*On initial approved investment amount, which includes worst case internal overhead cost and contingency

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<th>ACTION AMOUNT</th>
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<th>30% Design Participation</th>
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D/S/M/WBE ParticiPation
Lease agreement and reimbursement agreement with DFW Commerce Center III, LLC

Site Map
Action
That the Chief Executive Officer or designee be authorized to execute a reimbursement agreement with DFW Commerce Center III, LLC for an amount not-to-exceed $1,208,028.00.

Description
- A separate Official Board Action is being requested at the May 30, 2019 Board meeting to authorize DFW Airport Board to lease +/-57.5 acres of land to DFW Commerce Center III, LLC.
- The subject reimbursement agreement associated with the above mentioned lease references Board Improvements to be designed and constructed by DFW Commerce Center III, LLC (Tenant), and reimbursed by DFW Airport Board. These Board Improvements will support the following development at DFW Airport:
  ♦ DFW Commerce Center III, LLC (+/-57.5 acres)
- In order to execute the above mentioned lease, the site will need tree clearing and mass grading (Board Improvements).
- The reimbursement agreement associated with the lease references Board Improvements to be designed and constructed by the Tenant and reimbursed by the Airport Board.

Justification
- DFW Commerce Center III, planned for this site, will be an excellent, long-term asset that provides an ideal fit for freight forwarders and cargo logistics providers, benefiting from proximity to DFW Airport air cargo areas.
- The development of these facilities will generate initial rent of approximately $1,001,427.00 per year and $83,452.00 per month.
- Strategic Plan benefit:
  ♦ Assists with development of land on the Board's Land Use Plan
  ♦ Encourages non-core business developments consistent with the Board's policies
  ♦ Increases non-airline revenue and supports trade within the Dallas/Fort Worth region
  ♦ The payback for this investment is approximately 1.21 years and the Internal Rate of Return is 83.6%.

D/S/M/WBE Information
- DFW Commerce Center III, LLC has committed to achieving 30% M/WBE participation for design and 27% for the construction of the development.
- The 30% M/WBE and 27% MBE commitments apply in aggregate to the design and construction associated with the Reimbursement Agreement.

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For Information contact
John Terrell 3-4655

Fund
DFW Capital Acct - Bonds

Project #
26781-01

External Funding Source

Amount
$1,208,028.00
Additional Information

Financial Analysis:

- Total not-to-exceed amount = $1,208,028.00.
- Total annual rent (DFW Commercial Center III, LLC) = $1,001,427.00.
- Internal Rate of Return on *investment = 83.6%.
- Project payback on *investment = 1.21 years.

*Approved investment amount includes worst-case internal overhead costs.

Funding

- CIP is approved, minimum 20% bond funding.

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to execute a reimbursement agreement with DFW Commerce Center III, LLC for an amount not-to-exceed $1,208,028.00.

Approved as to Form by

Rodriguez, Elaine
Legal Counsel
May 15, 2019 6:04 pm

Approved as to Funding by

Miyashita, Glenn
Assistant Vice President Capital Planning
Finance
May 16, 2019 2:13 pm

Approved as to M/WBE by

Burks Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
May 15, 2019 9:51 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head
Commercial Development
May 15, 2019 11:18 am

Pending

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

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<td>Concessions/Commercial Development</td>
<td>Lease agreement with LPC Dallas DFW I, LLC</td>
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**Action**
That the Chief Executive Officer or designee be authorized to execute a lease agreement with LPC Dallas DFW I, LLC for +/-32.49 acres of land.

**Description**
- Enter into a lease on +/-32.49 acres in Irving, Texas (the Premises) with LPC Dallas DFW I, LLC (Tenant) for an industrial development for warehouse, distribution, logistics, office and operations incidental thereto for a term of 40 years.
- This single-building, speculative development will contain a total of +/-477,360 square feet (sf) of space.
- The lease contemplated in this OBA is contingent on (i) finalizing lease terms, and (ii) obtaining a National Environmental Policy Act permit from the Federal Aviation Administration.

**Justification**
- Development of this facility will generate initial rent income of approximately $601,487.00 per year and approximately $50,124.00 per month.
- Strategic Plan benefits:
  - Assists with development of land on DFW Airport in support of the Board's Land Use Plan
  - Encourages non-core business developments consistent with the Board's policies
  - Increases non-airline revenues and supports trade within the Dallas/Fort Worth region
- The Board will reimburse Tenant through a separate reimbursement agreement, for actual costs incurred to construct Board Improvements; tree clearing, mass grading, and a 12" sanitary sewer line extension. Reimbursement to the Tenant shall not exceed $4,774,154.00. The reimbursement will be paid not more than monthly with receipt of paid invoices. Details of the reimbursement agreement are contained in a separate OBA request titled "Reimbursement agreement with LPC Dallas DFW I, LLC."
- The Board Improvements are designed to benefit the adjacent lease; LPC Dallas DFW II, LLC.

**D/S/M/WBE Information**
- In accordance with the Board's M/WBE and MBE Programs, the goals for this agreement are 34% M/WBE participation for design and 23% MBE participation for the construction of the development.
- LPC Venture I, LLC has committed to achieving 34% M/WBE participation for design and 23% for construction of the development.

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**For Information contact**
John Terrell 3-4655

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Additional Information

- Initial rent shall be at a rate of $0.425 per sf applied to the +/-32.49 acres of land.
- The lease contains rent escalations throughout the 40-year term. Rent escalations occur every five (5) years at a rate of 3% per year, compounded annually for the first 20 years. After 20 years, the land will be appraised and the rent reestablished based on the new appraised value. Rent will increase with the Consumer Price Index after years 25, 30 and 35.

Funding

- Board Improvements will include tree clearing and mass grading on the +/-32.49 acre site, and extension of a 12" sanitary sewer line. The Tenant will design and construct the Board Improvements for the Airport Board, and be reimbursed under a separate reimbursement agreement.
- Total not-to-exceed amount = $4,774,154.00
- Total annual rent (LPC Dallas DFW I, LLC is $601,487, LPC Dallas DFW II, LLC is $331,938.00) = $1,063,942.00
- Internal Rate of Return on *investment = 24.0%
- Project payback on *investment = 4.49 years

*Approved investment amount includes worst case internal overhead cost.

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to execute a lease agreement with LPC Dallas DFW I, LLC for +/-32.49 acres of land.

Approved as to Form by

Rodriguez, Elaine
Legal Counsel
May 15, 2019 6:05 pm

Approved as to Funding by

Miyashita, Glenn
Assistant Vice President Capital Planning
Finance
May 16, 2019 2:13 pm

Approved as to M/WBE by

Burks Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
May 15, 2019 9:52 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head
Commercial Development
May 15, 2019 11:19 am

Chief Executive Officer
Date

Pending
LPC Dallas DFW I, LLC is owned by Macquarie Real Estate Investment Holdings (North America), Inc., and LPC Venture I, LLC. The management team of LPC partnered with Macquarie Real Estate Investments on the formation of a logistics real estate platform focused on the acquisition, development and management of state-of-the-art logistics properties in key North American markets.

Currently, LPC manages properties in key logistics markets including Dallas, Houston, Chicago and Seattle-Tacoma with an estimated end-value of over $1 billion. LPC anticipates closing on properties in Pennsylvania, Georgia, Texas and the Midwest in the near term, as part of a development pipeline exceeding 20 million square-feet. The company is targeting leading industrial markets across the U.S. with strong population demographics and significant in-place infrastructure.

LPC Dallas DFW I, LLC, requests to lease approximately 57.47 acres of land for the development of two facilities totaling approximately 797,360 square feet of building space (±477,360 sf and ±320,000 sf).

In addition, a 12-inch sanitary sewer line will be extended from Market St. at Passport Business Park, through the LPC project site at Walnut Hill Ln. ($1.6M in hard costs), to the South Logistics Center property along S. Airfield Dr. ($319K in hard costs), totaling approximately 11,900 ft. of pipeline. LPC Dallas DFW has agreed to perform work on behalf of the Board to extend the sanitary sewer line and contribute 40% ($625K) toward the extension from Market St. to Walnut Hill Ln. The sewer line expenses are 51% of the total CIP hard costs; the remainder is for mass grading and tree clearing. Extending the line through the South Logistics Center property will serve additional development on the south-eastern quadrant of the Airport of approximately 147 acres for air cargo and industrial use.

This 40-year ground lease with LPC Dallas DFW I, LLC supports the Board’s Strategic Imperatives by increasing non-airline revenues and increasing the economic benefits that Dallas and Fort Worth receive from concurrent commercial development.

This proposed land lease will generate initial ground rent income of approximately $1,063,942 per year ($88,662 per month) for the approximately 57.47-acre lease premises, which represents 10% per year of appraised value of $4.25 per square foot on the premises or $0.425 per square foot. The appraisal of the lease premises used to establish the ground rent was performed by Pyles - Whatley, Dallas, Texas.

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

Upon construction completion, the facility will become the property of the DFW Airport Board to be occupied by LPC Dallas DFW I, LLC under the leasehold estate created by the ground lease. Upon expiration or termination of this 40-year lease, the possession and control of the facility will belong to the DFW Airport Board. At that time, the facility can be available for the DFW Airport Board to refurbish, if necessary, and then lease, thereby generating facility rent in addition to ground rent. The cost to construct the new facilities is approximately $33.4 million.
Lease agreements with LPC Dallas DFW I, LLC and LPC Dallas DFW II, LLC, and reimbursement agreement with LPC Dallas DFW I, LLC

PURPOSE:
Execute two separate leases with LPC Dallas DFW I, and II, LLC, and the associated reimbursement agreement with LPC Dallas DFW I, LLC.

DESCRIPTION:
±57.47 acres of land (±32.49 acres and ±24.98 acres) for a 40-year term, with escalations. Each lease will have a single building for a total of ±797,360 sf (± 477,360 sf and ±320,000 sf). Initial cumulative rent revenue of approximately $1,063,942 per year; $88,662 per month. Total estimated annual Owner Cities tax revenue = $42,000. Reimbursement agreement amount not to exceed $4,774,154 (site clearing, mass grading, and extension of 12” sanitary sewer line).

4.49 year payback on investment*; IRR = 24.0%

*On initial approved investment amount, which includes worst case internal overhead cost and contingency

ACTION AMOUNT

$4,774,154

FUNDING SOURCE(S)

TBD

Building #1: 34% Design
23% Construction
Building #2: 34% Design
21% Construction

D/S/M/WBE PARTICIPATION
Lease agreements with LPC Dallas DFW I, LLC and LPC Dallas DFW II, LLC, and reimbursement agreement with LPC Dallas DFW I, LLC

**Description:**

Sanitary Sewer – Market St. to Walnut Hill Ln.
- 9,900 linear feet
- $1.6 Million hard cost
- $625,000 developer contribution (40%)

Sanitary Sewer – Walnut Hill Ln. to the 3400 block of E. Airfield Dr.
- 2,000 linear feet
- $319,000 hard cost
- Serving ±242 acres of future air cargo and warehouse distribution
- Optimizes sewer service to the southeast quadrant of the Airport

**Developer Contribution** $625,000
**Hard Costs for Entire SS Extension** ±$2.0M
**12-inch Sanitary Sewer** 11,900 LF
Lease agreements with LPC Dallas DFW I, and II, LLC, and reimbursement agreement with LPC Dallas DFW I, LLC

Site Map
DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD
OFFICIAL BOARD ACTION/RESOLUTION

<table>
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<tr>
<th>Date</th>
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<tbody>
<tr>
<td>05/30/2019</td>
<td>Concessions/Commercial Development</td>
<td>Lease agreement with LPC Dallas DFW II, LLC</td>
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**Action**
That the Chief Executive Officer or designee be authorized to execute a lease agreement with LPC Dallas DFW II, LLC for +/-24.98 acres of land.

**Description**
- Enter into a lease on +/-24.98 acres of land in Irving, Texas with LPC Dallas DFW II, LLC (Tenant) for an industrial development for warehouse, distribution, logistics, office and operations incidental thereto for a term of 40 years.
- This speculative, single-building development will contain +/-320,000 square feet (sf) of space.
- The lease contemplated in this OBA is contingent on (i) finalizing lease terms, and (ii) obtaining a National Environmental Policy act permit from the Federal Aviation Administration.

**Justification**
- Development of this facility will generate initial rent income of approximately $462,455.00 per year and $38,538 per month.
- Strategic Plan benefit:
  - Assists with development of land on DFW Airport in support of the Board's Land Use Plan
  - Encourages non-core business developments consistent with the Board's policies
  - Increases non-airline revenues and supports trade within the Dallas/Fort Worth region

**D/S/M/WBE Information**
- In accordance with the Board's M/WBE and MBE Programs, the goals for this agreement are 34% M/WBE participation for design and 21% MBE participation for the construction of the development.
- LPC Venture II, LLC has committed to achieving 34% M/WBE participation for design and 21% MBE participation for the construction of the development.

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For Information contact
John Terrell
3-4655

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<th>Fund</th>
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Resolution #

Additional Information

- Rent shall be at a rate of $0.425 per sf applied to the +/-24.98 acres of land.
- The lease contains rent escalations throughout the 40-year term. Rent escalations occur every five (5) years at a rate of 3% per year, compounded annually, for the first 20 years. After 20 years, the land will be appraised and the rent reestablished based on the new appraised value. Rent will increase with the Consumer Price Index after years 25, 30, and 35.

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to execute a lease agreement with LPC Dallas DFW II, LLC for +/-24.98 acres of land.

Approved as to Form by

Rodriguez, Elaine
Legal Counsel
May 16, 2019 12:46 pm

Approved as to Funding by

Miyashita, Glenn
Assistant Vice President Capital Planning
Finance
May 16, 2019 2:13 pm

Approved as to M/WBE by

Burks Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
May 15, 2019 9:52 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head
Commercial Development
May 15, 2019 11:19 am

Pending

Chief Executive Officer

Date
Date: 05/30/2019  
Committee: Concessions/Commercial Development  
Subject: Reimbursement agreement with LPC Dallas DFW I, LLC  
Resolution #:  

Action  
That the Chief Executive Officer or designee be authorized to execute a reimbursement agreement with LPC Dallas DFW I, LLC for an amount not-to-exceed $4,774,154.00.

Description

- Two separate Official Board Actions are being requested at the May 30, 2019 Board meeting to authorize DFW Airport Board to lease +/-32.49 acres of land to LPC Dallas DFW I, LLC, and +/-24.98 acres of land to LPC Dallas DFW II, LLC.
- The subject reimbursement agreement associated with the above mentioned leases references Board Improvements to be designed and constructed by LPC Dallas DFW I, LLC (Tenant) and reimbursed by DFW Airport Board. These Board Improvements will support the following two (2) developments at DFW Airport:
  - LPC Dallas DFW I, LLC (+/-32.49 acres)
  - LPC Dallas DFW II, LLC (+/-24.98 acres)
- In order to execute the above mentioned leases, the sites will need tree clearing, mass grading, and the extension of a 12" sanitary sewer line (Board Improvements).

Justification

- LPC Dallas DFW I and II, LLC planned for these sites, will be excellent long-term assets that provide an ideal fit for freight forwarders and cargo logistics providers, benefiting from their proximity to DFW Airport air cargo areas.
- The development of these facilities will generate initial combined rent of approximately $1,063,942 per year (approximately $88,662 per month)
  - LPC Dallas DFW I, LLC = $601,487 per year ($50,124 per month)
  - LPC Dallas DFW II, LLC = $462,455 per year ($38,538 per month)

D/S/M/WBE Information

- LPC Venture I, LLC has committed to achieving 34% M/WBE participation for design and 23% MBE for the construction of the development.
- The 34% M/WBE and 23% MBE commitments apply in aggregate to the design and construction associated with the Reimbursement Agreement.

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For Information contact  
John Terrell  
3-4655

Fund  
DFW Capital Acct - Bonds

Project #  
26784-01

External Funding Source  
$4,774,154.00
Justification (Continued)

- Strategic Plan benefit:
  - Assists with the development of land on the Board's Land Use Plan
  - Encourages non-core business developments consistent with the Board's policies
  - Increases non-airline revenue and supports trade with the Dallas/Fort Worth region
- The payback for this investment is approximately 4.49 years and the Internal Rate of Return is 24.0%.

Financial Analysis:

- Total not-to-exceed amount = $4,774,154
- Total annual rent (LPC Dallas DFW I and II) of $601,487 + $462,455 = $1,063,942
- Internal Rate of Return on *investment = 24.0%
- Project payback on *investment = 4.49 years

*Approved investment amount includes worst case internal overhead costs.

Funding

- CIP is approved; minimum 20% bond funding.

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to execute a reimbursement agreement with LPC Dallas DFW I, LLC for an amount not-to-exceed $4,774,154.00.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
May 16, 2019 12:46 pm

Approved as to Funding by
Miyashita, Glenn
Assistant Vice President Capital Planning
Finance
May 16, 2019 2:12 pm

Approved as to M/WBE by
Burks Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
May 15, 2019 9:52 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Department Head
Commercial Development
May 15, 2019 11:19 am

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

Date
05/30/2019

Committee
Concessions/Commercial Development

Subject
Revision to lease agreement with Logistics Center 8, LLC

Resolution #

Action
That the Chief Executive Officer or designee be authorized to revise the Logistics Center 8, LLC lease to include a two-year right to terminate.

Description

- On December 6, 2018, the Airport Board approved four (4) lease agreements with Logistics Center 8, 9, 10 and 11, LLC. They also approved the associated reimbursement agreement, Resolution 2018-12-297, for Board Improvements needed for those leases.
- In order for the Perot Development Company (Developer) to secure financing for the Logistics Center 8, 9, 10 and 11 development, a two-year right to terminate needs to be included in the Logistics Center 8, LLC lease agreement, Resolution 2018-12-293.
- Perot Development Company is requesting said right to terminate be added to the ground lease agreement.

Justification

- The lender is requiring that a two-year right to terminate be added to the Logistics Center 8, LLC lease agreement. The Developer cannot finalize financing and proceed with the project without this revision.
- With this revision, the Developer will still be completing all Tenant Infrastructure Improvements needed for the Logistics Center 8, 9, 10 and 11 project at an approximate cost of $8,251,000.00 at the start of the project. Therefore, the Logistics Center 8 site will be immediately developable in the unlikely event that the Developer exercises the right to terminate the lease and does not develop the buildings on the Logistics Center 8 site.

D/S/M/WBE Information

- In accordance with the Board's M/WBE and MBE Programs, the goals for this agreement are 25% M/WBE participation for design and 20% MBE participation for the construction of the development.
- Logistics Center 8, LLC, has committed to achieving 25% M/WBE participation for design and 20% MBE participation for construction of the development.

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For Information contact
John Terrell
3-5655

Fund | Project # | External Funding Source | Amount
--- | --- | --- | ---
|     |     |                       | $0 |
Additional Information

- During the two-year right to terminate period, the Developer will pay rent of 10% of the market rent of the project, or $0.04 per square foot.
- Approving the two-year right to terminate could, in the worst case, increase the project payback period from 1.72 years to 3.27 years, and the IRR from 59.1% to 30.4%.

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to revise the Logistics Center 8, LLC lease to include a two-year right to terminate.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
May 16, 2019 12:47 pm

Approved as to Funding by
Miyashita, Glenn
Assistant Vice President Capital Planning Finance
May 16, 2019 2:12 pm

Approved as to M/WBE by
Burks Lee, Tamela
Vice President Business Diversity and Development Business Diversity and Development
May 15, 2019 9:53 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Department Head
Commercial Development
May 15, 2019 11:19 am

Chief Executive Officer
Date

Pending
On December 6, 2018, the Board approved four (4) leases with Logistics Centers 8, 9, 10 and 11, LLC, and an associated Reimbursement Agreement for Board Improvements needed for those leases. In order for Perot Development Company to secure project financing for the Logistics Center 8, 9, 10 & 11 development, a two (2) year right to terminate must be included in the Logistics Center 8, LLC lease. Approving the two-year right to terminate will increase the project payback period from 1.72 years to 3.27 years, and the IRR will decrease from 59.1% to 45.3%.

Perot Development will still be completing all Tenant Infrastructure improvements at an approximate cost of $8,251,000 with the initial phase of the project, which makes the Logistics Center 8 site immediately developable by another developer in the unlikely event Perot Development exercises the right to terminate.

Logistics Center 8, LLC is a Delaware limited liability company licensed to do business in the state of Texas. Perot Development Company will develop, lease and provide the on-going management of the Logistics Center 8 project at DFW International Airport. Perot Development Company has a long-term history of successful developments at DFW Airport.

Perot Development Company is owned by Patrick T. Perot, a former Trammell Crow developer that has successful experience in the development of numerous air cargo and warehouse/industrial facilities on Airport. Perot’s accomplishments on Airport include Logistics Centers I & II, both 1,000,000+ sf facilities in Coppell leased to Amazon.

DFW is the preferred site location for development of the facility due to its central location in the metroplex and its proximity to air and surface transportation.

A lease with Logistics Center 8, LLC, supports the Strategic Imperatives by increasing non-airline revenues, and increasing the economic benefits that Dallas and Fort Worth receive from concurrent commercial development. This proposed development and use conforms to the Land Use Plan.

Upon construction the facility will become property of DFW Airport to be occupied by tenant under the leasehold estate created by the lease. Upon expiration or termination of this 40-year lease, the possession and control of the facility will belong to DFW. At that time, the facility can then be available for DFW to refurbish, if necessary, and then lease thereby generating revenue in addition to rent.
Revision to lease agreement with Logistics Center 8, LLC and associated reimbursement agreement

PURPOSE:
Include a two-year right to terminate in the Logistics Center 8, LLC lease agreement, and modify the reimbursement agreement to be associated with the Logistics Center 9, LLC lease rather than the Logistics Center 8, LLC lease.

DESCRIPTION:
On December 6, 2018, the Board approved four leases with Logistics Centers 8, 9, 10 and 11, LLC.
In order for the Perot Development Company to secure financing for the Logistics Center 8, 9, 10 and 11 project, a two-year right to terminate needs to be included in the Logistics Center 8, LLC lease agreement.
The reimbursement agreement will now be associated with the Logistics Center 9, LLC lease.

$ N/A
ACTION AMOUNT

N/A
FUNDING SOURCE(S)

Design: 25%
Construction: 20%
D/S/M/WBE PARTICIPATION
Revision to lease agreement and reimbursement agreement with Logistics Center 8, LLC

Site Map
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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<tbody>
<tr>
<td>05/30/2019</td>
<td>Concessions/Commercial Development</td>
<td>Revision to reimbursement agreement with Logistics Center 8, LLC</td>
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**Action**
That the Chief Executive Officer or designee be authorized to modify the reimbursement agreement to be associated with the Logistics Center 9, LLC lease rather than the Logistics Center 8, LLC lease.

**Description**
- On December 6, 2019, the Airport Board approved four (4) lease agreements with Logistics Center 8, 9, 10 and 11, LLC. They also approved the associated reimbursement agreement, Resolution 2018-12-297, for Board Improvements needed for those leases.
- Said reimbursement agreement was associated with the Logistics Center 8, LLC lease agreement, Resolution 2018-12-293.

**Justification**
- In order for the Perot Development company to secure financing for the Logistics Center 8, 9, 10 and 11 development, a two-year right to terminate needs to be included in the Logistics Center 8, LLC lease.
- Therefore, the reimbursement agreement will now be associated with the Logistics Center 9, LLC lease.

**D/S/M/WBE Information**
- Logistics Center 8, LLC has committed to achieving 25% M/WBE participation for design and 20% MBE participation for the construction of the development.
- The 25% M/WBE and 20% MBE commitments apply in aggregate to the design and construction associated with the Reimbursement Agreement.

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<th>Revised Amount</th>
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For Information contact
John Terrell
3-5655

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BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to modify the reimbursement agreement to be associated with the Logistics Center 9, LLC lease rather than the Logistics Center 8, LLC lease.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
May 16, 2019 12:48 pm

Approved as to Funding by
Miyashita, Glenn
Assistant Vice President Capital Planning
Finance
May 16, 2019 2:11 pm

Approved as to M/WBE by
Burks Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
May 15, 2019 9:53 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Department Head
Commercial Development
May 15, 2019 11:19 am

Pending
Chief Executive Officer
Date
Item For Discussion
Commercial Development entered into a non-aeronautical flat-rate permit agreement with Drive Nation Sports, LLC for the use of and to occupy Airport Board-owned garage facilities.

Description

- Flat-Rate Permit to use and occupy Airport Board-owned garage facilities located at 2415 Global Drive.
- In connection therewith, Drive Nation Sports, LLC (Permittee), may request to utilize Airport Board shuttle services to transport guests of Permittee from the Permitted Area to Permittee's facility, subject to the availability of the shuttles, which shall be determined at Airport Board's sole discretion.
- Permittee shall pay $2,917.24 for shuttle services provided by Airport Board from January 18, 2019 to January 20, 2019.
- For any future use of these services, Permittee shall be invoiced by Airport Board in accordance with the rates set forth below:
  - Van driver on Reg Time = $19.88
  - Fueler/Break on Reg Time = $19.88
  - Van driver on Overtime = $29.48
  - Fueler/Break on Overtime = $29.48
  - Wayfinder on Reg Time = $16.19
  - Wayfinder on Overtime = $24.29
- Effective Date: January 15, 2019
- Expiration Date: August 15, 2019 or as earlier terminated as provided for herein
### Item For Discussion
Permits Issued by Concessions

**Description**

- Highland Concessions JV, LLC was issued an Amendment to Lease Number 010607 for 290 square feet of storage space identified as D-S15C-1. The Amendment is coterminus with the Lease. Concessionaire will be charged a rate of $50.00 per square foot of space, per year, subject to annual increases.

- Southwest Minority Financial was issued an Amendment to Lease Number 010613 for 213 square feet of storage space identified as ES-1-101B-A02. The Amendment is coterminus with the Lease. Concessionaire will be charged a rate of $50.00 per square foot of space, per year, subject to annual increases.

- MultiRestaurants Concepts LTD was issued an Amendment to Lease Number 010607 for 494 square feet of storage space identified as E-1-088C-A03. The Amendment is coterminus with the Lease. Concessionaire will be charged a rate of $50.00 per square foot of space, per year, subject to annual increases.

- CI/SMGF LLC was issued an Amendment to Lease Number 009321 for 228 square feet of storage space identified as E-1-017B-A03. The Amendment is coterminus with the Lease. Concessionaire will be charged a rate of $50.00 per square foot of space, per year, subject to annual increases.
EXECUTIVE COMPENSATION COMMITTEE

58. Approve Minutes of the Executive Compensation Committee Meeting of December 4, 2018.

CLOSED SESSION

59. In accordance with provisions of Section 551.074 of the Texas Government Code, a closed session will be held for the purpose of personnel matters involving discussions of the qualifications or performance of identifiable Board employees, to wit:

   a) Discuss amendment and extension of employment agreement with Chief Executive Officer;
   b) Discuss compensation for Chief Executive Officer.

OPEN SESSION

Action Items for Consideration

60. Approve Amended and Restated Employment Agreement for Chief Executive Officer.

61. Approve Section 457(f) Deferred Compensation Agreement for Chief Executive Officer.
**DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD**

**OFFICIAL BOARD ACTION/RESOLUTION**

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<tbody>
<tr>
<td>05/30/2019</td>
<td>Executive</td>
<td>Approval of Amended and Restated Employment Agreement for Chief Executive Officer</td>
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<tr>
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<td>Compensation</td>
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**Action**
That the Airport Board approve, and authorize the Board Chair to execute, the Amended and Restated Employment Agreement for Sean P. Donohue.

**Description**
- On July 22, 2013, the Board entered into an Employment Agreement with Sean P. Donohue effective as of October 1, 2013, for a five (5) year term with one-year options for renewal.
- The Board wishes to amend and restate the Employment Agreement as follows:
  - Extend the agreement for an additional five (5) years.
  - Base salary of $511,568.00 (current salary).
  - Increase the maximum performance-based incentive percentage from 30% to [TBD]%.
  - Increase will be prorated for FY2019.
  - Provide Donohue and his spouse pre-65 retiree medical coverage following his retirement, with the employee paying only the active employee contribution.
  - Increase Paid Time Off from 5 to 6 weeks.
  - Increase the amount of severance payment in the event of termination without cause from 12 to [TBD] months of Base Salary.
  - All other provisions of the current agreement will continue unchanged.

**Justification**
- To ensure leadership continuity.

**D/S/M/WBE Information**
- N/A

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

That the Airport Board hereby approves, and authorizes the Board Chair to execute, the Amended and Restated Employment Agreement for Sean P. Donohue.

SIGNATURE REQUIRED FOR APPROVAL

_______________________________________________________
William Meadows, Executive Compensation Committee Chair                        Date

_______________________________________________________
William Meadows, Board Chair                        Date
Approval of Section 457(f) Deferred Compensation Agreement for Chief Executive Officer

Action
That the Airport Board approve, and authorize the Board Chair to execute, an additional Deferred Compensation Agreement with the Chief Executive Officer as part of the Chief Executive Officer’s Deferred Compensation Plan established by the Board pursuant to Section 457(f) of the Internal Revenue Code.

Description
- On December 1, 2016, the Board adopted a Deferred Compensation Plan pursuant to Section 457(f) of the Internal Revenue Code for its Chief Executive Officer, and authorized the Board Chair to execute a Trust Agreement with ICMA and a Deferred Compensation Agreement (the “2016 Deferred Compensation Agreement”) with the Chief Executive Officer to effectuate the Plan.

- Under the terms of the 2016 Deferred Compensation Agreement, amounts contributed into the 457(f) account, along with any increases or decreases in market value attributable to the account, will be payable to the Chief Executive Officer in a lump sum, provided that he remains employed by the Airport until January 1, 2021.

- The Board wishes to enter into an additional Deferred Compensation Agreement (the “2021 Deferred Compensation Agreement”) as follows:
  - The Airport will contribute $[TBD] per year for three years, beginning January 1, 2021, into the 457(f) account.
  - The contributions will be held in an individual account under the name of the Chief Executive Officer and be invested at his direction.
  - Provided that the Chief Executive Officer remains employed by the Airport until January 1, 2024, the Deferred Compensation will become fully vested and be paid to him in a single lump sum.
  - Such amount, including any gains, losses or increases or decreases in market value attributable to the investment, shall constitute the complete “Deferred Compensation”.
  - Applicable income and payroll taxes will be deducted as required by Federal or State law.
  - If the Chief Executive Officer voluntarily terminates employment or is terminated for cause prior to January 1, 2024, the entire Deferred Compensation shall be forfeited, and the Airport shall have no further obligation.
  - If the Airport terminates the Chief Executive Officer’s employment without cause prior to January 1, 2024, he shall receive a prorated portion of the Deferred Compensation based on the amount of time employed from January 1, 2021 until the termination date.

Justification
- The Board wishes to provide a financial incentive for the Chief Executive Officer to remain in the employ of the Airport for a future period.
- To ensure leadership continuity.

D/S/M/WBE Information
- N/A

Contract # | Agreement # | Purchase Order # | Action Amount | Revised Amount
---|---|---|---|---
| | | | $0 | $0

For Information contact

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

That the Airport Board hereby approves, and authorizes the Board Chair to execute, an additional Deferred Compensation Agreement with the Chief Executive Officer as part of the Chief Executive Officer’s Deferred Compensation Plan established by the Board pursuant to Section 457(f) of the Internal Revenue Code.

SIGNATURE REQUIRED FOR APPROVAL

_________________  _________________________
William Meadows, Executive Compensation Committee Chair                        Date

_________________
William Meadows, Board Chair                  Date