AGENDA
RETIREMENT/INVESTMENT COMMITTEE MEETING
Tuesday, May 3, 2016
12:30 p.m.

RETIREMENT/INVESTMENT COMMITTEE

1. Approve Minutes of the Retirement/Investment Committee Meeting of February 2, 2016.

Action Items for Consideration

M. Phemister 2. Approve execution of the required documents to invest DFW Retirement Plan funds in the RCP Advisors Small Business Investment Company (SBIC) Opportunities Fund, in an amount not to exceed $10 million.

3. Approve termination of the investment agreement with Franklin Templeton Global Multisector Plus Fund.

M. Underwood 4. Approve the attached actuarial assumptions for General Employees Retirement and Department of Public Safety Retirement Plans.

5. Approve the attached actuarial assumptions for the Other Post Employment Benefits (OPEB) Plan.
Retirement

Action
Date: 05/05/2016
Committee: Retirement & Investments
Subject: Approve Investment with the RCP SBIC Opportunities Fund
Resolution #

Action
That the Chief Executive Officer or designee be authorized to execute the required documents to invest DFW Retirement Plan funds in the RCP Advisors Small Business Investment Company (SBIC) Opportunities Fund, in an amount not to exceed $10 million.

Description

- The DFW Retirement Plans Trust is currently invested in the McNally Mezzanine Fund with a commitment of $10 million, of which $6.7 has been invested. This fund is reaching the end of its investment period and is expected to begin making distributions in Calendar Year 2016.
- McNally has now joined with RCP Advisors and is raising a second fund, the RCP SBIC Opportunities Fund, to continue the same investment style.
- The RCP Fund is a fund-of-funds that will invest in SBIC Funds and will also seek co-investment opportunities in mezzanine loans. This fund will focus on the lower middle market niche.
- The fund size is $100 million. The management fee is 1.0% of committed capital. The term of the fund is 10 years, the fund managers expect to have all funds committed to the underlying managers within 18 months. The preferred return is an excellent 10%. The expected net internal rate of return (IRR) for the fund is 12-16%.
- Based on a cash flow analysis, this fund will be funded with distributions from the McNally Fund, having a neutral effect on the asset allocation for non-core fixed income.

Justification

- The action provides for the reinvestment of distributions from a previous fund, allowing the portfolio to maintain the target allocation for non-core fixed income.

D/S/M/WBE Information

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

<table>
<thead>
<tr>
<th>Contract #</th>
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</table>

For Information contact
Mike Phemister
3-5447

Fund
Project #
External Funding Source
Amount

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

That the Chief Executive Officer or designee be authorized to execute the required documents to invest DFW Retirement Plan funds in the RCP Advisors Small Business Investment Company (SBIC) Opportunities Fund, in an amount not to exceed $10 million.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Apr 20, 2016 5:19 pm

Approved as to Funding by
Palacios, Abel
AVP Business Financial Plng
Finance
Apr 21, 2016 4:28 pm

Approved as to M/WBE by
Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Apr 21, 2016 11:09 am

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head
Apr 19, 2016 11:12 am

Pending

Chief Executive Officer

Date
Termination of Investment Agreement with Franklin Templeton Global Multisector Plus Fund

Description

- The Franklin Templeton Global Multisector Plus Fund is a global fixed income fund that invests across the entire global fixed income opportunity set, including both the governmental and corporate sectors.
- Getting returns in the global fixed income sector has been challenging, primarily due to very low global interest rates (in some countries interest rates are negative). This fund has only a 2.3% return since DFW joined the fund in September 2011.
- DFW Management and the Bogdahn Group believes there are other options in the non-core fixed income sector that would provide better yields, in the mid-teens, for the portfolio and reduce international fixed income exposure. In other words, the risk going forward exceeds the upside potential.
- Franklin is currently managing approximately $22 million. The Airport Board has recently approved a $20 million commitment to the Blackstone BREDS III Fund, $20 million to the LBC Credit Partners III and $10 million to the Marathon Credit Fund. It is believed that these funds will draw-down the money obtained from Franklin and the same non-core fixed income allocation of 15% target will be maintained.

Justification

- This action will reduce the portfolio's exposure to the global fixed income market.

D/S/M/WBE Information

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

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

For Information contact
Mike Phemister
3-5447

Fund Project # External Funding Source Amount

For Information contact
Mike Phemister
3-5447

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

That the Chief Executive Officer or designee be authorized to terminate the investment agreement with Franklin Templeton Global Multisector Plus Fund.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Apr 20, 2016 5:20 pm

Approved as to Funding by
Palacios, Abel
AVP Business Financial Plng
Finance
Apr 21, 2016 4:28 pm

Approved as to M/WBE by
Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Apr 21, 2016 11:10 am

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Department Head
Apr 19, 2016 11:13 am

Pending

Chief Executive Officer
Date
Date: 05/05/2016

Committee: Retirement & Investments

Subject: Approval of Actuarial Assumptions for General Employees Retirement and Department of Public Safety Retirement Plans

Resolution #

Action
That the Chief Executive Officer or designee be authorized to approve the attached actuarial assumptions for General Employees Retirement and Department of Public Safety Retirement Plans.

Description

- DFW’s actuary, Gabriel, Roeder Smith & Company (GRS), has recommended an updated set of assumptions for the General Employees Retirement and Department of Public Safety Retirement Plans. DFW has a practice of reviewing the actuarial assumptions every five years.
- This update will ensure that the actuarial assumptions utilized to determine the Plans’ funding contributions are appropriate, reflect anticipated future experience, and more precisely represent DFW's Actuarial Determined Contributions and Net Pension Liabilities.
- The most significant assumption change is to the mortality assumptions used for post-retirement retirees and beneficiaries. GRS recommends the adoption of a generational mortality approach which projects improvement in life expectancy every year in the future. It is recommended as the best practice approach by GRS and by the actuarial bodies that set the actuarial standards of practice for actuaries.
- The net impact of the revised assumptions is a $5.3 million increase for the Retirement Plans in DFW's FY 2017 contributions and a $39.4 million increase in the plans’ unfunded pension liability and a reduction in FY 2016 reported earnings.
- Since the full Plan valuations are still in progress, the final FY 2017 contribution and unfunded liability amounts are not known at this time. The final valuation will be presented to the Board in June. Based on last year's projections, the pension plans contributions were estimated to be $25.9 million for FY 2017 with an unfunded liability of $137 million.

Justification

- The actuarial assumptions have significant impact on the calculations of liabilities and contributions; therefore, a periodic study of the assumptions provides guidelines in the determination of the appropriate funding for the plans. The new study of the assumptions reflects new information such as inflation, investment return rate, payroll increase rate, mortality improvement, and changing patterns of retirement and terminations.

D/S/M/WBE Information

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

<table>
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</tbody>
</table>

For Information contact
Max Underwood
3-5460

Fund | Project # | External Funding Source | Amount
---------|-----------|-------------------------|--------

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

That the Chief Executive Officer or designee be authorized to approve the attached actuarial assumptions for General Employees Retirement and Department of Public Safety Retirement Plans.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Apr 20, 2016 5:20 pm

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
Apr 19, 2016 10:32 am

Approved as to M/WBE by
Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Apr 21, 2016 11:10 am

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head
Finance
Apr 19, 2016 10:23 am

Chief Executive Officer
Date
# Summary of Proposed Assumptions – Employees’ Plan

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<thead>
<tr>
<th>Assumption</th>
<th>Assumption Type Major / Minor</th>
<th>Current</th>
<th>Proposed</th>
<th>Potential Liability/ Contribution Impact (in general)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Inflation</td>
<td>Medium</td>
<td>3.0%</td>
<td>2.75%</td>
<td>Mixed</td>
</tr>
<tr>
<td>Investment Return</td>
<td>Major</td>
<td>7.25%</td>
<td>7.25%</td>
<td>No change</td>
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<tr>
<td>Individual Salary Increase Rate</td>
<td>Medium</td>
<td>Service based rates from 6.25%</td>
<td>Service based rates from 6.25% down to 3.75%</td>
<td>No change</td>
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<tr>
<td>Cost of Living Adjustment</td>
<td>Major</td>
<td>3.0%</td>
<td>2.75%</td>
<td>Decrease in liabilities &amp; contribution</td>
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<tr>
<td>Total Payroll Growth Rate</td>
<td>Minor</td>
<td>Not Applicable</td>
<td>Not Applicable</td>
<td>No impact, plan is closed to new hires</td>
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<tr>
<td>Retirement Rates</td>
<td>Medium</td>
<td>Age based rates</td>
<td>Age based rates (no change)</td>
<td>No change</td>
</tr>
<tr>
<td>Termination Rates</td>
<td>Medium</td>
<td>Service based rates</td>
<td>Service based rates (no change)</td>
<td>No change</td>
</tr>
<tr>
<td>Administrative Expenses</td>
<td>Medium</td>
<td>Paid out of investment return</td>
<td>Added to contribution rates</td>
<td>Mixed</td>
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<tr>
<td>Disability Incidence</td>
<td>Minor</td>
<td>Age based rates</td>
<td>TMRS rates (lower rates)</td>
<td>Increase in liabilities and contribution</td>
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<tr>
<td>Rates of Mortality (Active &amp; Disabled)</td>
<td>Minor</td>
<td>RP-2000 Projected to 2011 and RP-2000 for disabled lives</td>
<td>RP-2014 for employees and for disabled lives use healthy mortality assumption set forward 3 years, min 3.0%</td>
<td>Mixed</td>
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<tr>
<td>Actuarial Asset Method</td>
<td>Medium</td>
<td>Five year bases</td>
<td>Five year bases with direct offset</td>
<td>No change in liabilities, increases contribution (this year)</td>
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### Summary of Proposed Assumptions – DPS Plan

<table>
<thead>
<tr>
<th>Assumption</th>
<th>Assumption Type Major / Minor</th>
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<th>Potential Liability/ Contribution Impact (in general)</th>
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<td>Inflation</td>
<td>Medium</td>
<td>3.0%</td>
<td>2.75%</td>
<td>Mixed</td>
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<tr>
<td>Investment Return</td>
<td>Major</td>
<td>7.25%</td>
<td>7.25%</td>
<td>No change</td>
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<tr>
<td>Individual Salary Increase Rate</td>
<td>Medium</td>
<td>Service based rates from 11.50% down to 3.75%</td>
<td>Service based rates from 9.50% down to 3.75%</td>
<td>Decrease in liabilities &amp; contribution</td>
</tr>
<tr>
<td>Cost of Living Adjustment</td>
<td>Major</td>
<td>3.0%</td>
<td>2.75%</td>
<td>Decrease in liabilities &amp; contribution</td>
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<tr>
<td>Total Payroll Growth Rate</td>
<td>Minor</td>
<td>3.75%</td>
<td>3.75%</td>
<td>No change</td>
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<td>Retirement Rates</td>
<td>Medium</td>
<td>Age based rates</td>
<td>Age based rates with lower rates for employees age 57-60</td>
<td>Decrease in liabilities &amp; contribution</td>
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<tr>
<td>Termination Rates</td>
<td>Medium</td>
<td>Service based rates</td>
<td>Lower service based rates</td>
<td>Increase in liabilities &amp; contribution</td>
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<tr>
<td>Administrative Expenses</td>
<td>Medium</td>
<td>Paid out of investment return</td>
<td>Added to contribution rates</td>
<td>Mixed</td>
</tr>
<tr>
<td>Disability Incidence</td>
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<td>Age based rates</td>
<td>TMRS rates (lower rates)</td>
<td>Increase in liabilities and contribution</td>
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<tr>
<td>Rates of Mortality (Active &amp; Disabled)</td>
<td>Minor</td>
<td>RP-2000 Projected to 2011 and RP-2000 for disabled lives</td>
<td>RP-2014 for employees and for disabled lives use healthy mortality assumption set forward 3 years, min 3.0%</td>
<td>Mixed</td>
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<tr>
<td>Actuarial Asset Method</td>
<td>Medium</td>
<td>Five year bases</td>
<td>Five year bases with direct offset</td>
<td>No change in liabilities, increases contribution (this year)</td>
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</table>
**Date** 05/05/2016  
**Committee** Retirement & Investments  
**Subject** Approval of Actuarial Assumptions for Other Post Employment Benefits (OPEB) Plan  
**Resolution #**

**Action**  
That the Chief Executive Officer or designee be authorized to approve the attached actuarial assumptions for the Other Post Employment Benefits (OPEB) Plan.

**Description**

- DFW's actuary, Gabriel, Roeder Smith & Company (GRS), has recommended an updated set of assumptions OPEB (retiree medical) Plan. DFW has a practice of reviewing the actuarial assumptions every five years.
- This update will ensure that the actuarial assumptions utilized to determine the Plans' funding contributions are appropriate, reflect anticipated future experience, and more precisely represent DFW's Actuarial Determined Contributions and Net Pension Liabilities.
- It is recommended that the investment return assumption for the OPEB Plan be lowered from 7.25% to 6.75%. Due to its relative size, the OPEB investment mix is not as diverse as the pension trusts and GRS recommends that the investment return assumption be based on the OPEB trust's current funding policy and asset allocation.
- The net impact of the revised assumptions is a $0.1 million increase in DFW's FY 2017 contributions. The unfunded OPEB liability will increase by $0.5 million.
- Since the full Plan valuations are still in progress, the final FY 2017 contribution and unfunded liability amounts are not known at this time. The final valuation will be presented to the Board in June. The FY 2016 OPEB contribution was $2.0 million with an unfunded liability of $10.9 million.

**Justification**

- The actuarial assumptions have significant impact on the calculations of liabilities and contributions, therefore, a periodic study of the assumptions provides guidelines in the determination of the appropriate funding for the plan. The new study of the assumptions reflects new information such as inflation, investment return rate, payroll increase rate, mortality improvement, and changing patterns of retirement and terminations.

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

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

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**For Information contact**

Max Underwood  
3-5460  

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</table>
BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to approve the attached actuarial assumptions for the Other Post Employment Benefits (OPEB) Plan.

Approved as to Form by

Rodriguez, Elaine
Legal Counsel
Apr 20, 2016 5:21 pm

Approved as to Funding by

Underwood, Max
Vice President Finance
Finance
Apr 19, 2016 10:32 am

Approved as to M/WBE by

Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Apr 21, 2016 11:10 am

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Underwood
Department Head
Finance
Apr 19, 2016 10:32 am

Chief Executive Officer
Pending
Date
<table>
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<tbody>
<tr>
<td>Retirement Rates</td>
<td>Medium</td>
<td>Age based rates</td>
<td>Age based rates</td>
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<td>Gen EEs no change</td>
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<td>DPS lower at ages 57-60</td>
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<td>Service base rates</td>
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<td>DPS lower rates</td>
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<td>Investment Return</td>
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<td>6.75%</td>
<td>Increase in liabilities &amp; contribution</td>
</tr>
<tr>
<td>Medical Inflation</td>
<td>Major</td>
<td>Initial trend of 7.0% decreasing by 2030 to an ultimate rate of 4.75%</td>
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<tr>
<td>Election Percentage</td>
<td>Major</td>
<td>50% of retirees with 10-14 years of service participate</td>
<td>40% of retirees with 10-14 years of service participate</td>
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AGENDA
OPERATIONS COMMITTEE MEETING
Tuesday, May 3, 2016
12:45 p.m.

OPERATIONS COMMITTEE

6. Approve Minutes of the Operations Committee Meeting of April 5, 2016.

Consent Items for Consideration

N. Smith 7. Approve execution of a deductive Change Order to Contract No. 9500481, Rehabilitate Airfield Pavements FY2013, with EAS Contracting, LP, of Princeton, Texas in a deductive amount not less than ($210,069.52), for a revised Contract amount not to exceed $8,798,439.33.

8. Approve execution of a Change Order to Contract No. 9500549, Rehabilitate Storm Water Treatment Plant, with Felix Construction Company, of Farmers Branch, Texas, in an amount not to exceed $250,000.00, for a revised Contract amount not to exceed $5,074,055.00.

R. Hodapp 9. Approve execution of Purchase Order No. 271540, for a Forklift Truck, to Darr Equipment LP, of Southlake, Texas, in the amount of $79,982.00.

Action Items for Consideration

R. Hodapp 10. Approve execution of Contract No. 7006320, for Industrial Electrical Switchgear Maintenance Services, with National Field Services, of Lewisville, Texas, in an amount not to exceed $367,650.00, for the two-year term of the Contract.

11. Approve execution of Contract No. 7006326, for Hot Mix Asphalt, with Reynolds Asphalt & Construction Company, of Euless, Texas, in an amount not to exceed $370,740.00, for the initial two-year term of the Contract, with options to renew for three additional one-year periods.

12. Approve execution of Contract No. 7006304, for Mechanical, Electrical, Plumbing and Structural Maintenance Services at Southgate, with John Bean Technologies Corporation, of Chicago, Illinois, in an amount not to exceed $4,218,703.33, for the initial three-year term of the Contract, with options to renew for two additional one-year periods.

13. Approve execution of Purchase Order No. 271525, for Replacement Compressed Natural Gas-Powered Shuttle Buses, to Alliance Bus Group, Inc., of Lewisville, Texas, in the amount of $13,327,316.00.
R. Horton 14. Approve execution of Contract No. 8500337, Environmental Support Services, with Amec Foster Wheeler Environment & Infrastructure, Inc., of Dallas, Texas, in an amount not to exceed $2,000,000.00.

N. Smith 15. Approve execution of Contract No. 9500570, Rehabilitate Airfield Lighting Systems FY2015, with EAS Contracting, LP, of Princeton, Texas, in an amount not to exceed $3,253,690.00.

Terminal Renewal and Improvement Program Action Item for Consideration

N. Smith 16. Approve execution of a Contract Modification to Supplemental Agreement No. 11, Contract No. 9500421, Terminal Renewal and Improvement Program, Terminal A Phase 3, with Balfour/Azteca/Russell/CARCON, a joint venture, of Dallas, Texas, in an amount not to exceed $4,663,272.00, for a revised Contract amount not to exceed $169,219,213.00.

Discussion Items

N. Smith 17. Construction and Professional Services Contract Increase(s) approved by Authorized Staff.

18. Decrease(s)/increase(s) in Scope of Work approved by Authorized Staff.
DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD
OFFICIAL BOARD ACTION/RESOLUTION

Date
05/05/2016
Committee
Operations
Subject
Rehabilitate Airfield Pavements FY13
Resolution #

Action
That the Chief Executive Officer or designee be authorized to execute a deductive Change Order to Contract No. 9500481, Rehabilitate Airfield Pavements FY2013, with EAS Contracting, LP of Princeton, Texas in a deductive amount not less than ($210,069.52).

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

Justification
- Final adjustments have been determined on actual quantities installed, resulting in a credit of ($210,069.52).
- The final contract work quantities are field verified by the Board’s Quality Assurance (QA) representatives.
- The effective date of this change order will be prior to the Board Action date.

D/S/M/WBE Information
- In accordance with the Board's DBE Program, the DBE goal for this Contract is 24%.
- This deductive change order will not impact the original DBE goal.

Schedule/Term
The contract expiration date is not affected by this action.

<table>
<thead>
<tr>
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<th>Revised Amount</th>
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</thead>
<tbody>
<tr>
<td>9500481</td>
<td></td>
<td></td>
<td>NLT ($210,069.52)</td>
<td>$8,798,439.33</td>
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For Information contact
Nate Smith
3-1891

Fund
DFW Capital Acct
Project #
26274-03
External Funding Source
($210,069.52)
Amount

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

That the Chief Executive Officer or designee be authorized to execute a deductive Change Order to Contract No. 9500481, Rehabilitate Airfield Pavements FY2013, with EAS Contracting, LP of Princeton, Texas in a deductive amount not less than ($210,069.52).

**Approved as to Form by**

Rodriguez, Elaine  
Legal Counsel  
Apr 21, 2016 1:16 pm

**Approved as to Funding by**

Palacios, Abel  
AVP Business Financial Plng  
Finance  
Apr 21, 2016 4:30 pm

**Approved as to M/WBE by**

Lee, Tamela  
Vice President Business Diversity and Development  
Business Diversity and Development  
Apr 21, 2016 12:04 pm

**SIGNATURE REQUIRED FOR APPROVAL**

**Approved by**

Department Head  
Apr 20, 2016 4:40 pm

**Pending**

**Chief Executive Officer**  
Date
1. **CONTRACT TITLE:**
Rehabilitate Airfield Pavement FY2013

2. **CONTRACTOR:**
EAS Contracting, LP

3. **CONTRACT NO.:**
9500481

4. **CONTRACT DATA:**

| Original Contract Amount | $8,490,101.70 |
| Contract Execution Date (NTP) | 06/03/04 |
| Original Expiration Date | 01/29/14 |

5. **SUMMARY OF EXECUTED CHANGE ORDERS**

<table>
<thead>
<tr>
<th>C.O. NO.</th>
<th>DESCRIPTION</th>
<th>AMOUNT</th>
<th>DAYS EXTENDED</th>
<th>DATE EXECUTED</th>
<th>APPROVED BY STAFF/BOARD</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Remove two 30 kw electrical regulators and replace with one 10 kw and one 7.5 kw electrical regulator.</td>
<td>$ 26,231.52</td>
<td>14</td>
<td>09/22/14</td>
<td>STAFF</td>
</tr>
<tr>
<td>2</td>
<td>Demo and replace 35 concrete panels on Taxiway C. Place joint sealant as required to seal joints disturbed during</td>
<td>$ 455,461.39</td>
<td>182</td>
<td>10/17/14</td>
<td>2014-10-230</td>
</tr>
<tr>
<td>3</td>
<td>Revise the Required Contract Provisions for Airport Improvement Program.</td>
<td>-</td>
<td>0</td>
<td>12/17/14</td>
<td>STAFF</td>
</tr>
<tr>
<td>4</td>
<td>Repair drainage issues for a DASIR item at Taxiway Y at 18L.</td>
<td>$ 36,714.24</td>
<td>7</td>
<td>12/17/14</td>
<td>STAFF</td>
</tr>
<tr>
<td>5</td>
<td>Add additional scope for Line Item #51 &quot;No. 6 AWG, L-824 Type C 5 KV Cables installed in existing duct or conduit&quot; and adjust actual quantities.</td>
<td>$ -</td>
<td>42</td>
<td>07/01/15</td>
<td>STAFF</td>
</tr>
</tbody>
</table>

**SUB-TOTAL OF EXECUTED CHANGE ORDERS**

<table>
<thead>
<tr>
<th>C.O. NO.</th>
<th>DESCRIPTION</th>
<th>AMOUNT</th>
<th>DAYS EXTENDED</th>
<th>REVISED CONTRACT % INCREASE (DECREASE)</th>
<th>CONTRACT EXPIRATION DATE</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td>$ 518,407.15</td>
<td>245</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

6. **THIS ACTION**

<table>
<thead>
<tr>
<th>C.O. NO.</th>
<th>DESCRIPTION</th>
<th>AMOUNT</th>
<th>DAYS EXTENDED</th>
<th>REVISED CONTRACT % INCREASE (DECREASE)</th>
</tr>
</thead>
<tbody>
<tr>
<td>6</td>
<td>Balance of Final Quantities.</td>
<td>$ (210,069.52)</td>
<td>0</td>
<td>-2.33%</td>
</tr>
</tbody>
</table>

**Contract Amount**

| Contract Amount | $8,798,439.33 |

**Days Contract Extended**

| Days Contract Extended | 245 |

**Contract % Increase (Decrease)**

| Contract % Increase (Decrease) | 3.63% |

**Expiration Date**

| Expiration Date | 10/01/15 |

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

<table>
<thead>
<tr>
<th>C.O. NO.</th>
<th>DESCRIPTION</th>
<th>AMOUNT</th>
<th>DAYS EXTENDED</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td>$ -</td>
<td>0</td>
</tr>
</tbody>
</table>
DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD
OFFICIAL BOARD ACTION/RESOLUTION

Date 05/05/2016
Committee Operations
Subject Rehabilitate Storm Water Treatment Plant
Resolution #

Action
That the Chief Executive Officer or designee be authorized to execute a Change Order to Contract No. 9500549, Rehabilitate Storm Water Treatment Plant, with Felix Construction Company, of Farmers Branch, Texas, in an amount not to exceed $250,000.00.

Description
- This action represents a change due to Differing/Unforeseen Conditions
- This action will add new line items to address additional electrical items
- This action also includes quantity adjustments of specific line items originally established in the contract, and the actual quantities that will be installed.
- The cost of this work is estimated at $55,000.
- An Allowance in the amount of $250,000 is being added to this contract to fund the change described in this action, with the balance available to fund future differing/unforeseen conditions when and if they occur.

Justification
- In December 2015, the Board approved Resolution No. 2015-12-252 to rehabilitate the existing Storm Water Treatment Plant facilities.
- Due to conditions which differ from the drawings, line item quantities must be added and revised to reflect the electrical work needed to be performed.
- Quantity adjustments are also needed between the estimated quantities and the actual quantities to be installed for additional established contract line items.
- Adding an Allowance to the contract, which will be under the control and approval of DFW staff, will enable staff to expeditiously manage these changes as they occur.

D/S/M/WBE Information
- In accordance with the Board's MBE Program, the MBE goal for this Contract is 22%.
- Felix Construction Company has committed to achieving 44% and the first payment reported in the B2GNow system was for March 2016.
- The estimated MBE subcontracting commitment for this action is 88.54% utilizing Alpha & Omega Industries, LLC (BM-C).

Schedule/Term
The current contract completion date of March 8, 2017 is extended by 14 days, for a revised contract completion date of March 22, 2017.

<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>9500549</td>
<td>NTE</td>
<td>$250,000.00</td>
<td>NTE $5,074,055.00</td>
<td></td>
</tr>
</tbody>
</table>

For Information contact
Nate Smith
3-1891

<table>
<thead>
<tr>
<th>Fund</th>
<th>Project #</th>
<th>External Funding Source</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>DFW Capital Acct</td>
<td>26438-01</td>
<td></td>
<td>$250,000.00</td>
</tr>
</tbody>
</table>
BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to execute a Change Order to Contract No. 9500549, Rehabilitate Storm Water Treatment Plant, with Felix Construction Company, of Farmers Branch, Texas, in an amount not to exceed $250,000.00.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Apr 21, 2016 2:09 pm

Approved as to Funding by
Palacios, Abel
AVP Business Financial Plng
Finance
Apr 21, 2016 4:30 pm

Approved as to M/WBE by
Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Apr 21, 2016 4:07 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Department Head
Apr 20, 2016 4:40 pm

Pending

Chief Executive Officer
Date
1. CONTRACT TITLE: Rehabilitate Storm Water Treatment Plant

2. CONTRACTOR: Felix Construction Company

3. CONTRACT NO.: 9500549

4. CONTRACT DATA:
   - Original Contract Amount: $4,824,055.00
   - Contract Execution Date (NTP): 1/13/2016
   - Original Expiration Date: 3/8/2017

5. SUMMARY OF EXECUTED CHANGE ORDERS

<table>
<thead>
<tr>
<th>C.O. NO.</th>
<th>DESCRIPTION</th>
<th>AMOUNT</th>
<th>DAYS EXTEND</th>
<th>DATE EXECUTED</th>
<th>APPROVED BY STAFF/BOARD (S)/(B)</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

SUB-TOTAL OF EXECUTED CHANGE ORDERS: $ - 0

6. THIS ACTION

<table>
<thead>
<tr>
<th>C.O. NO.</th>
<th>DESCRIPTION</th>
<th>AMOUNT</th>
<th>DAYS EXTEND</th>
<th>REVISED CONTRACT % INCREASE (DECREASE)</th>
<th>CONTRACT EXPIRATION DATE</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Add new line item for an Allowance to address Differing/Unforeseen Conditions</td>
<td>$250,000.00</td>
<td>14</td>
<td>5.182%</td>
<td>3/22/2017</td>
</tr>
</tbody>
</table>

7. REVISED CONTRACT DATA: (Including "This Action")

<table>
<thead>
<tr>
<th>Contract Amount</th>
<th>$5,074,055.00</th>
</tr>
</thead>
<tbody>
<tr>
<td>Days Contract Extended</td>
<td>14</td>
</tr>
<tr>
<td>Contract % Increase (Decrease)</td>
<td>5.18%</td>
</tr>
<tr>
<td>Expiration Date</td>
<td>3/22/2017</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Description</th>
<th>AMOUNT</th>
<th>DAYS EXTEND</th>
<th>DATE EXECUTED</th>
<th>APPROVED BY STAFF/BOARD (S)/(B)</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

SUB-TOTAL OF PENDING OR POTENTIAL CHANGE ORDERS: $ - 0
**Date** 05/05/2016  |  **Committee**  Operations  |  **Subject**  Forklift Truck  |  **Resolution #**  

**Action**
That the Chief Executive Officer or designee be authorized to execute Purchase Order No. 271540, for a Forklift Truck, to Darr Equipment LP, of Southlake, Texas, in the amount of $79,982.00.

**Description**
- Purchase an LP Gas Forklift Truck to be used by the Airport's Energy, Transportation and Asset Management Department.

**Justification**
- This equipment will be utilized in the maintenance of winter weather equipment.
- The winter weather equipment manufacturer's preventative and corrective maintenance procedures requires a forklift capable of lifting heavy loads.

**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 2016
- Delivery Date: August 2016

<table>
<thead>
<tr>
<th>Contract #</th>
<th>Agreement #</th>
<th>Purchase Order #</th>
<th>Action Amount</th>
<th>Revised Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>271540</td>
<td></td>
<td></td>
<td>$79,982.00</td>
<td></td>
</tr>
</tbody>
</table>

**For Information contact**
Rusty Hodapp  
3-3670  
Keith White  
3-5638

<table>
<thead>
<tr>
<th>Fund</th>
<th>Project #</th>
<th>External Funding Source</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>DFW Capital Acct</td>
<td>26515-01</td>
<td></td>
<td>$79,982.00</td>
</tr>
</tbody>
</table>
### Additional Information

- One (1) bid, not from an SBE firm, was received on or before the due date of March 9, 2016.
- Darr Equipment LP, of Southlake, Texas, is the only 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. 271540, for a Forklift Truck, to Darr Equipment LP, of Southlake, Texas, in the amount of $79,982.00.

**Approved as to Form by**

Rodriguez, Elaine  
Legal Counsel  
Apr 21, 2016 1:16 pm

**Approved as to Funding by**

Palacios, Abel  
AVP Business Financial Plng Finance  
Apr 21, 2016 4:29 pm

**Approved as to M/WBE by**

Lee, Tamela  
Vice President Business Diversity and Development  
Business Diversity and Development  
Apr 21, 2016 11:11 am

**SIGNATURE REQUIRED FOR APPROVAL**

**Approved by**

Department Head  
Energy & Transportation Mgmt  
Apr 20, 2016 4:52 pm
Operations

Action
### Date
05/05/2016

### Committee
Operations

### Subject
Industrial Electrical Switchgear Maintenance Services

### Resolution#

<table>
<thead>
<tr>
<th>Action</th>
</tr>
</thead>
<tbody>
<tr>
<td>That the Chief Executive Officer or designee be authorized to execute Contract No. 7006320, for Industrial Electrical Switchgear Maintenance Services, with National Field Services, of Lewisville, Texas, in an amount not to exceed $367,650.00, for the two-year term of the Contract.</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Description</th>
</tr>
</thead>
<tbody>
<tr>
<td>Award a Contract for Industrial Electrical Switchgear Maintenance Services for the Airport's Energy, Transportation and Asset Management Department.</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Justification</th>
</tr>
</thead>
<tbody>
<tr>
<td>This is a new contract which provides inspection, testing and maintenance services on industrial electrical switchgear equipment.</td>
</tr>
<tr>
<td>The switchgear at eight (8) Skylink Stations, Terminals A, B, C and E, along with one located at the B-North Stinger, are included in the scope of work.</td>
</tr>
<tr>
<td>27 electrical breakers, three at each station, are also included in the scope.</td>
</tr>
<tr>
<td>The Contractor will perform electrical inspections and transfer scheme inspections twice a year.</td>
</tr>
</tbody>
</table>

### D/S/M/WBE Information

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

### Schedule/Term

- Start Date: June 2016
- Contract Term: Two 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>7006320</td>
<td>NTE</td>
<td></td>
<td>NTE $367,650.00</td>
<td>$0</td>
</tr>
</tbody>
</table>

### For Information contact

<table>
<thead>
<tr>
<th>Fund</th>
<th>Project #</th>
<th>External Funding Source</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>0102</td>
<td></td>
<td></td>
<td>$367,650.00</td>
</tr>
</tbody>
</table>
Resolution #

Additional Information

- Two (2) bids, none from SBE firms, were received on or before the due date of April 4, 2016.

<table>
<thead>
<tr>
<th>Bidders</th>
<th>Bid Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>National Field Services</td>
<td>$367,650.00</td>
</tr>
<tr>
<td>Lewisville, Texas</td>
<td></td>
</tr>
<tr>
<td>Shemco Industries, Inc.</td>
<td>$853,400.00</td>
</tr>
<tr>
<td>Irving, Texas</td>
<td></td>
</tr>
</tbody>
</table>

- National Field Services, of Lewisville, 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. 7006320, for Industrial Electrical Switchgear Maintenance Services, with National Field Services, of Lewisville, Texas, in an amount not to exceed $367,650.00, for the two-year term of the Contract.

Approved as to Form by

Rodriguez, Elaine
Legal Counsel
Apr 21, 2016 1:31 pm

Approved as to Funding by

Palacios, Abel
AVP Business Financial Plng Finance
Apr 21, 2016 4:31 pm

Approved as to M/WBE by

Lee, Tamela
Vice President Business Diversity and Development Business Diversity and Development
Apr 21, 2016 11:45 am

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head
Energy & Transportation Mgmt
Apr 20, 2016 4:52 pm

Chief Executive Officer
Pending DATE
<table>
<thead>
<tr>
<th>Date</th>
<th>Committee</th>
<th>Subject</th>
<th>Resolution #</th>
</tr>
</thead>
<tbody>
<tr>
<td>05/05/2016</td>
<td>Operations</td>
<td>Hot Mix Asphalt</td>
<td></td>
</tr>
</tbody>
</table>

**Action**

That the Chief Executive Officer or designee be authorized to execute Contract No. 7006326, for Hot Mix Asphalt, with Reynolds Asphalt & Construction Company, of Euless, Texas, in an amount not to exceed $370,740.00, for the initial two-year term of the Contract, with options to renew for three additional one-year periods.

**Description**

- Award a Contract for Hot Mix Asphalt for the Airport’s Energy, Transportation, and Asset Management Department.

**Justification**

- This is a replacement for an existing Contract, which has been in place for one year.
- Hot mix asphalt is used by in-house pavement crews for the repair of asphalt shoulders on taxiways, landside roadways, and parking lots.
- Hot mix asphalt will be picked up by Airport staff at the Contractor’s location 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: May 2016
- Contract Term: Two years, with three 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>7006326</td>
<td>NTE</td>
<td></td>
<td>$370,740.00</td>
<td>$0</td>
</tr>
</tbody>
</table>

**For Information contact**

- Rusty Hodapp
  - 3-3670
- Kay Foster
  - 3-5616

- Fund 0102
- Project #
- External Funding Source
- Amount $370,740.00
Additional Information

- Two (2) bids, none from SBE firms, were received on or before the due date of March 10, 2016.

<table>
<thead>
<tr>
<th>Bidder</th>
<th>Evaluated Bid Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Reynolds Asphalt &amp; Construction Company Euless, Texas</td>
<td>$370,740.00</td>
</tr>
<tr>
<td>APAC-Texas, Inc., Texas Bitulithic Co. Dallas, Texas</td>
<td>$358,940.00 (Partial Bid)</td>
</tr>
</tbody>
</table>

- Reynolds Asphalt & Construction Company, of Euless, Texas, is the lowest responsive, responsible Bidder.
- The unit prices bid by Reynolds Asphalt & Construction Company represent a 0.3% increase over current prices.

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to execute Contract No. 7006326, for Hot Mix Asphalt, with Reynolds Asphalt & Construction Company, of Euless, Texas, in an amount not to exceed $370,740.00, for the initial two-year term of the Contract, with options to renew for three additional one-year periods.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Apr 21, 2016 1:31 pm

Approved as to Funding by
Miyashita, Glenn
Assistant Vice President Capital Planning Finance
Apr 21, 2016 4:32 pm

Approved as to M/WBE by
Lee, Tamela
Vice President Business Diversity and Development Business Diversity and Development
Apr 21, 2016 12:05 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Department Head
Energy & Transportation Mgmt
Apr 20, 2016 4:53 pm

Chief Executive Officer
Pending
Date
Date: 05/05/2016  
Committee: Operations  
Subject: Mechanical, Electrical, Plumbing and Structural Maintenance Services at Southgate  
Resolution #:

**Action**
That the Chief Executive Officer or designee be authorized to execute Contract No. 7006304, for Mechanical, Electrical, Plumbing and Structural Maintenance Services at Southgate, with John Bean Technologies Corporation, of Chicago, Illinois, in an amount not to exceed $4,218,703.33, for the initial three-year term of the Contract, with options to renew for two additional one-year periods of the Contract.

**Description**
- Award a Contract for Mechanical, Electrical, Plumbing and Structural Maintenance Services at Southgate for the Airport's Energy, Transportation and Asset Management Department.

**Justification**
- This is a replacement for an existing Contract which has been in place for five years.
- Airport Headquarters was combined with the RAC to form Southgate.
- Southgate provides economy of scale and should improve service levels.
- The Contract will provide mechanical, electrical, plumbing and structural (MEPS) maintenance services.

**D/S/M/WBE Information**
- In accordance with the Board's SBE Program, the SBE goal for this contract is 30%.
- JBT has committed to achieving 30% SBE participation utilizing Dennis Services, LLC, (WF-C).

**Schedule/Term**
- Start Date: June 29, 2016
- 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>
</tr>
</thead>
<tbody>
<tr>
<td>7006304</td>
<td></td>
<td></td>
<td>$4,218,703.33</td>
<td>$0</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Fund</th>
<th>Project #</th>
<th>External Funding Source</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>0102</td>
<td>0108</td>
<td>Fund</td>
<td>$1,687,481.33</td>
</tr>
<tr>
<td>0102</td>
<td></td>
<td>External Funding Source</td>
<td>$2,531,222.00</td>
</tr>
</tbody>
</table>

For Information contact:
- Rusty Hodapp  
  3-3670  
- Kelly Cleveland  
  3-4872
Additional Information

- Three (3) bids, none from SBE firms, were received on or before the due date of March 24, 2016.

<table>
<thead>
<tr>
<th>Bidders</th>
<th>Bid Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>John Bean Technologies Corporation Chicago, Illinois</td>
<td>$4,218,703.33</td>
</tr>
<tr>
<td>Trane U.S., Inc. Carrollton, Texas</td>
<td>$4,527,044.30</td>
</tr>
<tr>
<td>TD Industries Dallas, Texas</td>
<td>$4,729,444.00</td>
</tr>
</tbody>
</table>

- John Bean Technologies Corporation, of Chicago, Illinois, 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. 7006304, for Mechanical, Electrical, Plumbing and Structural Maintenance Services at Southgate, with John Bean Technologies Corporation, of Chicago, Illinois, in an amount not to exceed $4,218,703.33, for the initial three-year term of the Contract, with options to renew for two additional one-year periods of the Contract.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Apr 21, 2016 1:31 pm

Approved as to Funding by
Miyashita, Glenn
Assistant Vice President Capital Planning Finance
Apr 21, 2016 4:31 pm

Approved as to M/WBE by
Lee, Tamela
Vice President Business Diversity and Development Business Diversity and Development
Apr 21, 2016 12:06 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Department Head
Energy & Transportation Mgmt
Apr 20, 2016 4:53 pm

Pending
Chief Executive Officer
Date
Date: 05/05/2016
Committee: Operations
Subject: Replacement Shuttle Buses

Resolution #

Action
That the Chief Executive Officer or designee be authorized to execute Purchase Order No. 271525, for Replacement Compressed Natural Gas-Powered Shuttle Buses, to Alliance Bus Group, Inc., of Lewisville, Texas, in the amount of $13,327,316.00.

Description

- Purchase twenty-five Compressed Natural Gas-Powered Employee Shuttle Buses, eight Compressed Natural Gas-Powered Remote Parking Shuttle Buses, and one Compressed Natural Gas-Powered Rental Car Center (RCC) Low Floor Bus.
- The Bid includes an Option to purchase additional buses within twenty-four months, up to nineteen Compressed Natural Gas-Powered Employee Shuttle Buses, sixteen Compressed Natural Gas-Powered Remote Parking Shuttle Buses, and thirty-two Compressed Natural Gas-Powered RCC Low Floor Buses. Total amount for this purchase is $28,592,244.00. Exercise of the Option will require Board approval.
- DFW Capital Acct funding for 25 Employee shuttle buses, plus 8 Remote shuttle buses.
- PFIC funding for 1 RCC shuttle bus.

Justification

- These buses will provide continuous transportation for employees and customers from employee parking lots, Remote Parking Lots and Rental Car Center to the Terminals, with return service.
- Vehicles selected for replacement have met the criteria established in the Board’s Fleet Vehicle Policy and Procedures (accumulated mileage, condition, life cycle costs, etc.) and are assessed for replacement by the Vehicle Maintenance Shops.
- 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 2016
- Delivery Date: May 2017

<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>271525</td>
<td></td>
<td></td>
<td>$13,327,316.00</td>
<td>$0</td>
</tr>
</tbody>
</table>

For Information contact

<table>
<thead>
<tr>
<th>Fund</th>
<th>Project #</th>
<th>External Funding Source</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>DFW Capital Acct</td>
<td>26524-01</td>
<td></td>
<td>$12,882,687.00</td>
</tr>
<tr>
<td>PFIC</td>
<td>26529-01</td>
<td></td>
<td>$444,629.00</td>
</tr>
</tbody>
</table>
Additional Information

- Three (3) bids, none from SBE firms, were received on or before the due date of March 29, 2016.

<table>
<thead>
<tr>
<th>Bidders</th>
<th>Bid Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Alliance Bus Group, Inc.</td>
<td>$13,327,316.00</td>
</tr>
<tr>
<td>Lewisville, Texas</td>
<td></td>
</tr>
<tr>
<td>New Flyer of America Inc.</td>
<td>$14,547,464.00</td>
</tr>
<tr>
<td>Winnipeg, Manitoba, Canada</td>
<td></td>
</tr>
<tr>
<td>GILLIG LLC</td>
<td>$15,294,842.00</td>
</tr>
<tr>
<td>Hayward, California</td>
<td></td>
</tr>
</tbody>
</table>

- Alliance Bus Group, Inc., of Lewisville, 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. 271525, for Replacement Compressed Natural Gas-Powered Shuttle Buses, to Alliance Bus Group, Inc., of Lewisville, Texas, in the amount of $13,327,316.00.

Approved as to Form by

Rodriguez, Elaine
Legal Counsel
Apr 21, 2016 1:33 pm

Approved as to Funding by

Underwood, Max
Vice President Finance
Finance
Apr 21, 2016 4:30 pm

Approved as to M/WBE by

Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Apr 21, 2016 12:07 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head
Energy & Transportation Mgmt
Apr 20, 2016 4:53 pm

Pending

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

Date
05/05/2016

Committee
Operations

Subject
Environmental Support Services

Resolution #

Action
That the Chief Executive Officer or designee be authorized to execute Contract No. 8500337, Environmental Support Services, with Amec Foster Wheeler Environment & Infrastructure, Inc., of Dallas, Texas, in an amount not to exceed $2,000,000.00.

Description
• Award a Contract for Environmental Support Services for the Airport’s Environmental Affairs Department.

Justification
• This is a new contract that will provide compliance support activities. Work will include, but is not limited to the following:
  • Environmental investigation and analysis of Phase Separated Hydrocarbons (PSH) plumes
  • Winter Weather Support (compliance monitoring and sampling)
  • Water Quality Program Support (quarterly storm sewer inspections of Reinforced Concrete Pipe (RCP) lines; quarterly fuel hydrant pit inspections; construction oversite for storm water management compliance (Storm Water Pollution Prevention Plans and Erosion Control Plans)
  • Spill Prevention Control and Countermeasures (SPCC) Inspection Activities
  • Asbestos Program Support (compliance monitoring and testing)
• Services will be authorized on an as needed basis by DFW’s issuance of delivery orders.
• Requested action amount is for the two year base contract, based on anticipated needs this period.

D/S/M/WBE Information
• In accordance with the Board’s MWBE Program, the MWBE goal for this Contract is 15%.
• Amec Foster Wheeler Environment & Infrastructure, Inc. has committed to achieving 17% utilizing Arredondo, Zepeda & Brunz, LLC (HM-C: 5%), Breitling Consulting, LLC (WF-C: 5%), Dougherty Sprague Enterprises, Inc. (WF-C: 5%), and MagnaCore Drilling & Environmental Services, Inc. (HM-C: 2%).

Schedule/Term
Contract Duration: Two years, with three 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>8500337</td>
<td>NTE</td>
<td>$2,000,000.00</td>
<td>$0</td>
<td></td>
</tr>
</tbody>
</table>

For Information contact
Robert Horton
3-5563

Fund
Project #
External Funding Source
Amount
0102

$2,000,000.00
Additional Information:
In addition to posting on the DFW Airport website, the Request for Proposals (RFP) for this contract was advertised in local newspapers on December 27/28, 2015 and January 3/4, 2016. Eight (8) Proposals were received. Based on the evaluation of the Proposals, the selection committee recommends award of the contract to Amec Foster Wheeler Environment & Infrastructure, Inc.

Proposals were received from the following firms:

- Amec Foster Wheeler Environment & Infrastructure, Inc.
- Dougherty Sprague Enterprises, Inc.*
- EA Engineering, Science & Technology, Inc.
- Enercon Services, Inc.
- EnSafe, Inc.
- Leidos, Inc.
- Terracon Consultants, Inc.
- TRC Environmental Corporation

*WF

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to execute Contract No. 8500337, Environmental Support Services, with Amec Foster Wheeler Environment & Infrastructure, Inc., of Dallas, Texas, in an amount not to exceed $2,000,000.00.

Approved as to Form by

Rodriguez, Elaine
Legal Counsel
Apr 21, 2016 1:34 pm

Approved as to Funding by

Miyashita, Glenn
Assistant Vice President Capital Planning
Finance
Apr 21, 2016 4:31 pm

Approved as to M/WBE by

Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Apr 21, 2016 12:07 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head
Environmental Affairs
Apr 20, 2016 4:52 pm

Chief Executive Officer
Pending

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

Date 05/05/2016
Committee Operations
Subject Rehabilitate Airfield Lighting Systems FY2015
Resolution #

Action
That the Chief Executive Officer or designee be authorized to execute Contract No. 9500570, Rehabilitate Airfield Lighting Systems FY2015, with EAS Contracting, LP, of Princeton, Texas, in an amount not to exceed $3,253,690.00.

Description

- This action will provide for the rehabilitation of the airfield lighting systems.
- Work includes, but is not limited to:
  - Replacement of lighted windcones with LED type
  - Rebalancing and replacement of home run circuits for the west airfield signs
  - Replacement of Constant Current Regulators (CCR's)
  - Replacement of S-1 cutout switches in the southwest lighting vault

Justification

- The components of the lighting vault have reached the end of their useful life and are in need of replacement.
- Specific areas programmed for rehabilitation are derived from Energy, Transportation and Asset Management's Ten Year Rehabilitation program, an annually updated outlook which identifies where airfield lighting systems useful life may be extended by rehabilitating elements of the lighting system.
- This contract will be Grant funded by the Federal Aviation Administration (75% FAA Reimbursement, 25% DFW Airport funding) for eligible expenditures.

D/S/M/WBE Information

- In accordance with the Board's DBE Program, the DBE goal for this Contract is 10%.
- EAS Contracting LP has committed to achieving 12.2% DBE participation utilizing Airport Lighting Systems, Inc. (WF-C: 5%), The Rios Group, Inc. (HF-C: 0.52%), and Premier Paving LTD (WF-C: 5.25%).

Schedule/Term
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>
</tr>
</thead>
<tbody>
<tr>
<td>9500570</td>
<td></td>
<td></td>
<td>NTE $3,253,690.00</td>
<td>$0</td>
</tr>
</tbody>
</table>

For Information contact
Nate Smith
3-1891

Fund DFW Capital Account

<table>
<thead>
<tr>
<th>Project #</th>
<th>External Funding Source</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>26272-05</td>
<td>FAA Grant-3-48-0064-112-2015</td>
<td>$3,253,690.00</td>
</tr>
</tbody>
</table>
Additional Information
This project was advertised in local newspapers on March 6/7, 2016, March 13/14, 2016 and March 20/21, 2016. A pre-bid conference was held on March 15, 2016. Two bids were received and opened on April 14, 2016. The bids were as follows:

<table>
<thead>
<tr>
<th>Bidder</th>
<th>Amount of Bid w/Alternate One</th>
</tr>
</thead>
<tbody>
<tr>
<td>EAS Contracting, LP</td>
<td>Princeton, TX $3,253,690.00</td>
</tr>
<tr>
<td>M.C. Dean, Inc.</td>
<td>Addison, TX $5,806,509.64</td>
</tr>
</tbody>
</table>

Two firms picked up a set of plans, which were not D/S/M/WBE firms.

The work of this contract was originally part of an airfield lighting contract which bid in July, 2015. The contract, Rehabilitate Airfield Lighting Systems FY2015, received one bid in the amount of $5,990,785. Board Staff determined that it would be in the Board's best interest to reject the one bid received, and repackage the work into two bid packages.

The first of the two bid packages, Rehabilitate Airfield Lighting Systems FY2015 Vault Modifications, was awarded at the April Board meeting in the amount of $1,426,258. This action awards the second bid package. The total amount of the two bid packages is $4,679,948. This is a savings of $1,310,837 compared to the original (combined) contract bid amount.

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to execute Contract No. 9500570, Rehabilitate Airfield Lighting Systems FY2015, with EAS Contracting, LP, of Princeton, Texas, in an amount not to exceed $3,253,690.00.

Approved as to Form by

Rodriguez, Elaine
Legal Counsel
Apr 21, 2016 1:37 pm

Approved as to Funding by

Miyashita, Glenn
Assistant Vice President Capital Planning
Finance
Apr 21, 2016 4:30 pm

Approved as to M/WBE by

Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Apr 21, 2016 12:08 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head
Apr 20, 2016 4:40 pm
DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD OFFICIAL BOARD ACTION/RESOLUTION

Date 05/05/2016  
Committee Operations  
Subject TRIP - Terminal A Phase 3 Construction  
Resolution #

Action
That the Chief Executive Officer or designee be authorized to execute a Contract Modification to Supplemental Agreement No. 11, Contract No. 9500421, Terminal Renewal and Improvement Program, Terminal A Phase 3, with Balfour/Azteca/Russell/CARCON, a joint venture, of Dallas, Texas, in an amount not to exceed $4,663,272.00.

Description
- This action is part of the Terminal Renewal and Improvement Program (TRIP).
- This action provides for the construction of a loading dock facility at the south end of Terminal A. The work will be issued in two packages consisting of, but is not limited to, the following:
  ♦ The first package will consist of the site work to provide access to large delivery trucks from the lower level roadway, and for procurement of long-lead items.
  ♦ The second package will provide for the construction of the loading dock building to receive, process, and temporarily store concessionaire deliveries, for distribution to other concession storage locations throughout the terminal. This facility will include a security inspection area and an elevator from the dock facility to the Terminal A Concourse.

Justification
- This action is required to support the operation of concessionaires at Terminals A and C.
- The loading dock will reduce the number of large vehicles on the terminal roadway system.

D/S/M/WBE Information
- In accordance with the Board's MWBE Program, the MWBE goals for this Contract are 20% on the base and 35% aggregately for supplemental agreements.
- Balfour/Azteca/Russell/CARCON, a joint venture, has committed to achieving 40% MWBE participation on the base and 35% aggregately for supplemental agreements.
- Actual MWBE commitments and achievements are reported on the attached MWBE status report.

Schedule/Term
The current contract completion date of February 5, 2017, will be extended 225 calendar days to September 18, 2017.

<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>9500421</td>
<td>11</td>
<td></td>
<td>NTE $4,663,272.00</td>
<td>NTE $169,219,213.00</td>
</tr>
</tbody>
</table>

For Information contact  
Nate Smith  
3-1891  

<table>
<thead>
<tr>
<th>Fund</th>
<th>Project #</th>
<th>External Funding Source</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Joint Capital Acct</td>
<td>27003-06</td>
<td></td>
<td>$4,663,272.00</td>
</tr>
</tbody>
</table>
In January 2014 the Board approved Resolution No. 2014-01-009, establishing an IMP for Supplemental Agreement No. 11, for TRIP renovation of Terminal A Phase 3 (Section C).

In March 2014 the Board approved Resolution No. 2014-03-061, increasing the value of SA 11.

In November 2014 the Board approved Resolution No. 2014-11-268, establishing the GMP for SA 11.

In February 2015 the Board approved Resolution No. 2015-02-024, increasing the value of SA 11 for additional passenger tunnels.

In August 2015 the Board approved Resolution No. 2015-08-155, increasing the value of SA 11 to increase the abatement allowance.

In October 2015 the Board approved Resolution No. 2015-10-201, increasing the value of SA 11 and extending the contract duration 121 days.

In March 2016 the Board approved Resolution No. 2016-03-071, increasing the value of SA 11 to add construction of a Concessions Storage Facility.

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to execute a Contract Modification to Supplemental Agreement No. 11, Contract No. 9500421, Terminal Renewal and Improvement Program, Terminal A Phase 3, with Balfour/Azteca/Russell/CARCON, a joint venture, of Dallas, Texas, in an amount not to exceed $4,663,272.00.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Apr 21, 2016 1:40 pm

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
Apr 21, 2016 4:29 pm

Approved as to M/WBE by
Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Apr 21, 2016 12:09 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Department Head
Apr 20, 2016 4:41 pm

Pending

Chief Executive Officer Date
### 1. CONTRACT TITLE:
Terminal A Phase 3

### 2. CONTRACTOR:
Balfour/Azteca/Russell/CARCON a Joint Venture

### 3. CONTRACT NO.:
9500421 SA11

### 4. CONTRACT DATA:

<table>
<thead>
<tr>
<th>Description</th>
<th>Amount</th>
<th>Days Extended</th>
<th>Date Executed</th>
<th>Staff/Board</th>
</tr>
</thead>
<tbody>
<tr>
<td>Original Contract Amount</td>
<td>$15,315,124.00</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Contract Execution Date (LNTP Effective Date for this contract started time)</td>
<td>02/05/14</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Original Expiration Date</td>
<td>02/05/14</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

### 5. SUMMARY OF EXECUTED CHANGE ORDERS

<table>
<thead>
<tr>
<th>C.O. NO.</th>
<th>DESCRIPTION</th>
<th>AMOUNT</th>
<th>DAYS EXTENDED</th>
<th>DATE EXECUTED</th>
<th>STAFF/BOARD</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Increase IMP to include project support costs (fire watch &amp; abatement), Roofing, Glass, Glazing, Drywall, Ceilings and terrazzo, elevators, BHS, Fire protection, mechanical/plumbing, Electrical and low voltage (IT) systems</td>
<td>$52,954,819.00</td>
<td>0</td>
<td>05/27/14</td>
<td>2014-03-061</td>
</tr>
<tr>
<td>2</td>
<td>GMP</td>
<td>$76,715,963.00</td>
<td>610</td>
<td>12/10/14</td>
<td>2014-11-268</td>
</tr>
<tr>
<td>3</td>
<td>GP language changed Section 90-10</td>
<td>$</td>
<td>0</td>
<td>12/10/14</td>
<td>Staff</td>
</tr>
<tr>
<td>4</td>
<td>Allowance for additional passenger tunnel work (Part 1)</td>
<td>$4,797,659.00</td>
<td>0</td>
<td>02/12/15</td>
<td>2015-02-024</td>
</tr>
<tr>
<td>5</td>
<td>Increase the Baggage Handling System allowance and decrease the Additional Passenger Tunnel Systems by $1,325,000.00 respectively. No change in contract value.</td>
<td>$</td>
<td>0</td>
<td>05/11/15</td>
<td>Staff</td>
</tr>
<tr>
<td>6</td>
<td>Additional asbestos abatement allowance</td>
<td>$6,979,047.00</td>
<td>0</td>
<td>08/27/15</td>
<td>2015-08-155</td>
</tr>
<tr>
<td>7</td>
<td>Adjust Allowance Fundings</td>
<td>$</td>
<td>0</td>
<td>09/17/15</td>
<td>Staff</td>
</tr>
<tr>
<td>8</td>
<td>Numerous DCN's and RFI's, GC's related to Additional Passenger Tunnels</td>
<td>$6,156,833.00</td>
<td>121</td>
<td>11/02/15</td>
<td>2015-10-201</td>
</tr>
<tr>
<td>9</td>
<td>Construct a concessionaire storage facility</td>
<td>$1,636,496.00</td>
<td>0</td>
<td>04/06/16</td>
<td>2016-03-071</td>
</tr>
</tbody>
</table>

#### Sub-Total of Executed Change Orders
$149,240,817.00

### 6. THIS ACTION

<table>
<thead>
<tr>
<th>C.O. NO.</th>
<th>DESCRIPTION</th>
<th>AMOUNT</th>
<th>DAYS EXTENDED</th>
<th>REVISED CONTRACT % INCREASE (DECREASE)</th>
<th>CONTRACT EXPIRATION DATE</th>
</tr>
</thead>
<tbody>
<tr>
<td>10</td>
<td>Construct a truck loading dock at Terminal A.</td>
<td>$4,663,272.00</td>
<td>225</td>
<td>3%</td>
<td></td>
</tr>
</tbody>
</table>

### 7. REVISED CONTRACT DATA: (Including "This Action")

<table>
<thead>
<tr>
<th>Description</th>
<th>Amount</th>
<th>Days Contract Extended</th>
<th>Expiration Date</th>
</tr>
</thead>
<tbody>
<tr>
<td>Contract Amount</td>
<td>$169,219,213.00</td>
<td>956</td>
<td>09/18/17</td>
</tr>
<tr>
<td>Contract % Increase (Decrease)</td>
<td>1004.92%</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

J:\05-Forms\F.W.\9500421 SA11 Status Report
<table>
<thead>
<tr>
<th>Category</th>
<th>Contract Number</th>
<th>% Commit</th>
<th>% Achieve</th>
<th>Total MWBE $</th>
<th>Total Paid To Date</th>
<th>Contract Progress</th>
</tr>
</thead>
<tbody>
<tr>
<td>SA Rollup</td>
<td>950421000 All SAs</td>
<td>35.00%</td>
<td>44.33%</td>
<td>$291,808,751.00</td>
<td>$558,304,970.33</td>
<td>89.95%</td>
</tr>
<tr>
<td>Base Rollup</td>
<td>950421000 Base</td>
<td>40.00%</td>
<td>42.12%</td>
<td>$4,250,697.69</td>
<td>$10,091,055.30</td>
<td>90.79%</td>
</tr>
<tr>
<td>Detail</td>
<td>950421000 SA No. 1</td>
<td>21.00%</td>
<td>38.76%</td>
<td>$12,376,071.18</td>
<td>$31,928,156.40</td>
<td>77.72%</td>
</tr>
<tr>
<td>Detail</td>
<td>950421000 SA No. 2</td>
<td>35.00%</td>
<td>43.54%</td>
<td>$7,432,089.82</td>
<td>$17,068,666.90</td>
<td>95.15%</td>
</tr>
<tr>
<td>Detail</td>
<td>950421000 SA No. 3</td>
<td>35.00%</td>
<td>60.41%</td>
<td>$10,028,427.63</td>
<td>$16,601,949.36</td>
<td>81.04%</td>
</tr>
<tr>
<td>Detail</td>
<td>950421000 SA No. 4</td>
<td>35.00%</td>
<td>30.69%</td>
<td>$3,042,657.16</td>
<td>$9,915,591.52</td>
<td>99.81%</td>
</tr>
<tr>
<td>Detail</td>
<td>950421000 SA No. 5</td>
<td>35.00%</td>
<td>42.33%</td>
<td>$5,357,297.53</td>
<td>$133,152,876.98</td>
<td>99.96%</td>
</tr>
<tr>
<td>Detail</td>
<td>950421000 SA No. 6</td>
<td>20.00%</td>
<td>40.77%</td>
<td>$11,449,542.06</td>
<td>$28,080,393.00</td>
<td>100.00%</td>
</tr>
<tr>
<td>Detail</td>
<td>950421000 SA No. 7</td>
<td>42.00%</td>
<td>84.55%</td>
<td>$5,182,506.90</td>
<td>$6,129,851.95</td>
<td>72.00%</td>
</tr>
<tr>
<td>Detail</td>
<td>950421000 SA No. 8</td>
<td>40.00%</td>
<td>42.35%</td>
<td>$71,011,828.04</td>
<td>$167,671,613.39</td>
<td>96.98%</td>
</tr>
<tr>
<td>Detail</td>
<td>950421000 SA No. 9</td>
<td>35.00%</td>
<td>45.45%</td>
<td>$62,117,437.97</td>
<td>$136,672,074.51</td>
<td>97.11%</td>
</tr>
<tr>
<td>Detail</td>
<td>950421000 SA No. 10</td>
<td>35.00%</td>
<td>45.86%</td>
<td>$864,158.43</td>
<td>$1,884,308.32</td>
<td>85.14%</td>
</tr>
<tr>
<td>Detail</td>
<td>950421000 SA No. 11</td>
<td>35.00%</td>
<td>47.57%</td>
<td>$51,946,734.28</td>
<td>$109,199,488.00</td>
<td>69.66%</td>
</tr>
</tbody>
</table>

Cumulative Activity Period thru 4/8/16
Operations

Discussion
<table>
<thead>
<tr>
<th>Meeting Date</th>
<th>Subject</th>
<th>Committee</th>
</tr>
</thead>
<tbody>
<tr>
<td>05/05/2016</td>
<td>Monthly Report</td>
<td>Operations</td>
</tr>
</tbody>
</table>

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

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

May 5, 2016

<table>
<thead>
<tr>
<th>Consultant *Denotes D/S/M/WBE</th>
<th>Contract No.</th>
<th>Contract Title/Description</th>
<th>Action Type</th>
<th>Amount</th>
</tr>
</thead>
</table>

None this reporting period for Professional Services.
## CONTRACT ACTIONS APPROVED BY AUTHORIZED STAFF

March 1, 2016 through March 31, 2016  
New Construction Contracts - $25,000 to $50,000  
Change Orders Increases/Decreases - $25,000 to $50,000

### May 5, 2016

<table>
<thead>
<tr>
<th>Consultant *Denotes D/S/M/WBE</th>
<th>Contract No.</th>
<th>Contract Title/Description</th>
<th>Action Type</th>
<th>Amount</th>
</tr>
</thead>
</table>
| Balfour/Azteca/Russell/CA RCON, a joint venture | 9500421 SA05 | Terminal A Section A  
This action provided for a contract reduction for deleted equipment/work that would provide access to the above-ceiling Baggage Handling Systems (BHS) catwalks and associated training. | Change Order | NTE ($40,254.98) |

**D/S/M/WBE Information**  
Balfour/Azteca/Russell/CA RCON, a joint venture has a 35% MWBE Commitment on SA 5. The MWBE commitment will remain the same. BARC is currently achieving 40.7% on this SA.

<table>
<thead>
<tr>
<th>Consultant *Denotes D/S/M/WBE</th>
<th>Contract No.</th>
<th>Contract Title/Description</th>
<th>Action Type</th>
<th>Amount</th>
</tr>
</thead>
</table>
| Turner Omega Howard | 9500496 SA01 | Southgate Plaza Civil Infrastructure  
This action provided for a contract closeout, reverting funds back to the Board. Cost savings were a reduction in general requirements for construction management and a reduction in landscaping. | Change Order | NTE ($31,469.93) |

**D/S/M/WBE Information**  
Turner Omegas Howard has a 35% MBE Commitment on SA 1. The MBE commitment will remain the same. TOH is currently achieving 39.5% on this SA.
AGENDA
FINANCE/AUDIT COMMITTEE MEETING
Tuesday, May 3, 2016
1:00 p.m.

FINANCE/AUDIT COMMITTEE

19. Approve Minutes of the Finance/Audit Committee Meeting of April 5, 2016.


Consent Items for Consideration

M. Phemister 21. Approve authorization to enter into a Depository Agreement with U.S. Bank for the purpose of direct settlement of Passenger Facility Charges (PFC) payments.

G. Spoon 22. Approve authorization to exercise options for multi-year Contracts for the fourth quarter of Fiscal Year 2016.

Action Items for Consideration

S. Shaffer 23. Approve execution of Contract No. 7006301, for Lease of Multi-functional Print Devices, with NovaCopy, Inc., of Irving, Texas, in an amount not to exceed $770,286.26, for the four-year term of the Contract.

24. Approve execution of two Contracts for Cisco Network Equipment: Contract No. 7006339, with Total Communications, Inc., of East Hartford, Connecticut, in an amount not to exceed $561,618.03; and Contract No. 7006355, with Netsync Network Solutions, of Dallas, Texas, in an amount not to exceed $595,201.10. The initial term of each Contract is one year, with options to renew for four additional one-year periods. Total amount of this action is $1,156,819.13.

25. Approve execution of Contract No. 7006351, for Varonis and VMWare Software License, Maintenance and Support Services, with SHI Government Solutions of Austin, Texas, in an amount not to exceed $3,414,666.00, for the three-year term of the Contract.

Discussion Items

R. Darby 26. Department of Audit Services’ Quarterly Audit Update.


# Key Performance Indicator Scorecard
## For the Six Months Ended March 31, 2016 – Unaudited

<table>
<thead>
<tr>
<th>Key Performance Indicators</th>
<th>FY15 Actuals</th>
<th>FY16 Plan</th>
<th>FY16 Actuals</th>
<th>FY16A vs FY15A</th>
<th>FY16A vs FY16P</th>
<th>FY16 Annual Plan**</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Core Business</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Total Passengers (Ms) *</td>
<td>29.8</td>
<td>30.1</td>
<td>30.9</td>
<td><img src="Improved/Constant" alt="Green" /></td>
<td><img src="Improved/Constant" alt="Green" /></td>
<td>64.4</td>
</tr>
<tr>
<td>International Seat Capacity Growth</td>
<td>n/a</td>
<td>2.20%</td>
<td>2.05%</td>
<td>n/a</td>
<td>![Red](Worse by &gt;5%)</td>
<td>3.00%</td>
</tr>
<tr>
<td><strong>Cost Competitive</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>DFW Cost Center Net Revenues (Ms)</td>
<td>$52.8</td>
<td>$50.1</td>
<td>$66.2</td>
<td><img src="Improved/Constant" alt="Green" /></td>
<td><img src="Improved/Constant" alt="Green" /></td>
<td>$109.5</td>
</tr>
<tr>
<td>Total Airline Cost (Ms)</td>
<td>$143.1</td>
<td>$166.1</td>
<td>$150.9</td>
<td>n/a</td>
<td>![Red](Worse by &gt;5%)</td>
<td>$351.1</td>
</tr>
<tr>
<td>Cost Per Enplaned Passenger</td>
<td>n/a</td>
<td>$10.62</td>
<td>$9.32</td>
<td>n/a</td>
<td><img src="Improved/Constant" alt="Green" /></td>
<td>$10.40</td>
</tr>
<tr>
<td>Total 102 Fund Expenditure Budget (Ms) *</td>
<td>$340.5</td>
<td>$378.8</td>
<td>$373.9</td>
<td>n/a</td>
<td><img src="Improved/Constant" alt="Green" /></td>
<td>$794.5</td>
</tr>
<tr>
<td><strong>Customer Satisfaction</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>DFW’s Passenger Survey Score</td>
<td>4.38</td>
<td>4.43</td>
<td>4.61</td>
<td><img src="Improved/Constant" alt="Green" /></td>
<td><img src="Improved/Constant" alt="Green" /></td>
<td>4.43</td>
</tr>
<tr>
<td>DFW’s Terminal Cleanliness Survey Score *</td>
<td>4.13</td>
<td>4.12</td>
<td>4.20</td>
<td><img src="Improved/Constant" alt="Green" /></td>
<td><img src="Improved/Constant" alt="Green" /></td>
<td>4.12</td>
</tr>
<tr>
<td><strong>Operational Excellence</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Regulatory Enforcement Violation Notices *</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>![Red](Worse by &gt;5%)</td>
<td>![Red](Worse by &gt;5%)</td>
<td>0</td>
</tr>
<tr>
<td>MBE/DBE/ACDBE Programs * ^</td>
<td>42%/46%/46%</td>
<td>25%/28%/34%</td>
<td>TBD</td>
<td>n/a</td>
<td><img src="Improved/Constant" alt="Green" /></td>
<td>25%/28%/34%</td>
</tr>
<tr>
<td># of Lost Power Incidences in Central Terminal Area</td>
<td>n/a</td>
<td>5</td>
<td>1</td>
<td>n/a</td>
<td><img src="Improved/Constant" alt="Green" /></td>
<td>12</td>
</tr>
<tr>
<td>Runway Incursions</td>
<td>2</td>
<td>0</td>
<td>0</td>
<td><img src="Improved/Constant" alt="Green" /></td>
<td><img src="Improved/Constant" alt="Green" /></td>
<td>125 Systems</td>
</tr>
<tr>
<td>Completion of TRIP Schedule *</td>
<td>3 Projects</td>
<td>0 Projects</td>
<td>2</td>
<td>n/a</td>
<td>![Red](Worse by &gt;5%)</td>
<td><img src="Improved/Constant" alt="Green" /></td>
</tr>
<tr>
<td>Disaster Recovery/Business Impact Plan Phase 1 *</td>
<td>0 Systems</td>
<td>33 Systems</td>
<td>34 Systems</td>
<td>n/a</td>
<td><img src="Improved/Constant" alt="Green" /></td>
<td>125 Systems</td>
</tr>
<tr>
<td>PCI Compliant for the Parking Control System</td>
<td>n/a</td>
<td>3.0%</td>
<td>n/a</td>
<td><img src="Improved/Constant" alt="Green" /></td>
<td><img src="Improved/Constant" alt="Green" /></td>
<td>Compliant</td>
</tr>
<tr>
<td>New Terminal D Concessions Locations</td>
<td>n/a</td>
<td>3</td>
<td>n/a</td>
<td><img src="Improved/Constant" alt="Green" /></td>
<td><img src="Improved/Constant" alt="Green" /></td>
<td>20</td>
</tr>
<tr>
<td><strong>Employee Engagement</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Engagement Index</td>
<td>79.0%</td>
<td>81.0%</td>
<td><img src="Improved/Constant" alt="Green" /></td>
<td><img src="Improved/Constant" alt="Green" /></td>
<td><img src="Improved/Constant" alt="Green" /></td>
<td>81.0%</td>
</tr>
<tr>
<td>Customer Centric Engagement Scores</td>
<td>70%</td>
<td>72%</td>
<td><img src="Improved/Constant" alt="Green" /></td>
<td><img src="Improved/Constant" alt="Green" /></td>
<td><img src="Improved/Constant" alt="Green" /></td>
<td>72%</td>
</tr>
<tr>
<td><strong>Key Goals and Initiatives</strong></td>
<td>7/10</td>
<td>8/10</td>
<td><img src="Improved/Constant" alt="Green" /></td>
<td><img src="Improved/Constant" alt="Green" /></td>
<td><img src="Improved/Constant" alt="Green" /></td>
<td>8/10</td>
</tr>
</tbody>
</table>

* Key Goals and Initiatives
** Plan reflects 100% Target
^ Overall Concession achievements of 51.8%, ACDBE participation represents 43.8% on a 34% goal and the remaining 8.1% represents MWBE participation
n/a = not applicable
TBD = to be determined
## DFW Cost Center
### For the Six Months Ended March 31, 2016 – Unaudited

<table>
<thead>
<tr>
<th>(in millions)</th>
<th>FY 2015 Actual YTD</th>
<th>FY 2016 Actual YTD</th>
<th>FY 2016 Budget YTD</th>
<th>FY ’16 Actual Increase/(Decrease) vs. FY ’16 Budget</th>
<th>Annual FY 2016 Budget</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 $62.9</td>
<td>$67.4</td>
<td>$67.0</td>
<td>$0.4</td>
<td>0.6% 143.2</td>
</tr>
<tr>
<td>Concessions</td>
<td>2 34.1</td>
<td>34.2</td>
<td>32.9</td>
<td>1.3</td>
<td>3.9% 71.4</td>
</tr>
<tr>
<td>Rental Car</td>
<td>15.6</td>
<td>16.0</td>
<td>16.0</td>
<td>(0.0)</td>
<td>(0.0%) 32.5</td>
</tr>
<tr>
<td>Commercial Development</td>
<td>3 18.6</td>
<td>30.0</td>
<td>19.8</td>
<td>10.2</td>
<td>51.6%</td>
</tr>
<tr>
<td><strong>Sub-total Revenue Mgmt</strong></td>
<td>131.2</td>
<td>147.6</td>
<td>135.7</td>
<td>11.9</td>
<td>8.8%</td>
</tr>
<tr>
<td>Other Revenues</td>
<td>4 19.0</td>
<td>23.0</td>
<td>21.1</td>
<td>1.9</td>
<td>9.1%</td>
</tr>
<tr>
<td><strong>Total Revenues</strong></td>
<td>150.2</td>
<td>170.6</td>
<td>156.8</td>
<td>13.8</td>
<td>8.8%</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>55.4</td>
<td>60.2</td>
<td>62.2</td>
<td>(2.0)</td>
<td>(3.2%)</td>
</tr>
<tr>
<td>Debt Service (net of PFCs &amp; CFCs)</td>
<td>20.9</td>
<td>23.4</td>
<td>23.3</td>
<td>0.1</td>
<td>0.4%</td>
</tr>
<tr>
<td><strong>Total Expenditures</strong></td>
<td>76.3</td>
<td>83.7</td>
<td>85.6</td>
<td>(1.9)</td>
<td>(2.2%)</td>
</tr>
<tr>
<td><strong>Gross Margin - DFW Cost Center</strong></td>
<td>73.9</td>
<td>87.0</td>
<td>71.2</td>
<td>15.8</td>
<td>22.1%</td>
</tr>
<tr>
<td>Less Transfers and Skylink</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>DFW Terminal Contribution</td>
<td>2.7</td>
<td>2.5</td>
<td>2.1</td>
<td>0.4</td>
<td>18.0%</td>
</tr>
<tr>
<td>Skylink Costs</td>
<td>18.3</td>
<td>18.3</td>
<td>18.9</td>
<td>(0.7)</td>
<td>(3.6%)</td>
</tr>
<tr>
<td><strong>Net Revenues from DFW Cost Center</strong></td>
<td>$52.8</td>
<td>$66.2</td>
<td>$50.1</td>
<td>$16.1</td>
<td>32.0%</td>
</tr>
</tbody>
</table>
## Airfield and Terminal Cost Centers
For the Six Months Ended March 31, 2016 – Unaudited

### Revenues

<table>
<thead>
<tr>
<th></th>
<th>FY 2015 Actual</th>
<th>FY 2016 Actual</th>
<th>FY '16 Budget</th>
<th>FY 2016 Annual</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>YTD</td>
<td>YTD</td>
<td>YTD</td>
<td>Budget</td>
</tr>
<tr>
<td>Landing Fees</td>
<td>$53.2</td>
<td>$52.1</td>
<td>$52.1</td>
<td>($0.0)</td>
</tr>
<tr>
<td>Other Airfield</td>
<td>4.9</td>
<td>5.0</td>
<td>5.1</td>
<td>(0.0)</td>
</tr>
<tr>
<td>Transfer from DFW Cost Center</td>
<td>14.3</td>
<td>18.9</td>
<td>16.2</td>
<td>2.8</td>
</tr>
<tr>
<td><strong>Total Airfield Revenue</strong></td>
<td>72.5</td>
<td>76.0</td>
<td>73.3</td>
<td>2.8</td>
</tr>
<tr>
<td>Terminal Leases</td>
<td>83.7</td>
<td>98.2</td>
<td>98.2</td>
<td>(0.1)</td>
</tr>
<tr>
<td>FIS Fees</td>
<td>10.0</td>
<td>10.9</td>
<td>10.4</td>
<td>0.5</td>
</tr>
<tr>
<td>Turn Fees and Other Office Rents</td>
<td>9.8</td>
<td>11.2</td>
<td>12.2</td>
<td>(1.0)</td>
</tr>
<tr>
<td>Other Terminal</td>
<td>7.2</td>
<td>7.8</td>
<td>7.2</td>
<td>0.7</td>
</tr>
<tr>
<td><strong>Total Terminal Revenues</strong></td>
<td>110.6</td>
<td>128.1</td>
<td>128.0</td>
<td>0.1</td>
</tr>
<tr>
<td>Terminal Contributions</td>
<td>2.7</td>
<td>2.5</td>
<td>2.1</td>
<td>0.4</td>
</tr>
<tr>
<td>Joint Capital Transfer</td>
<td>6.0</td>
<td>4.0</td>
<td>4.0</td>
<td>(0.0)</td>
</tr>
<tr>
<td><strong>Total Transfers</strong></td>
<td>8.7</td>
<td>6.5</td>
<td>6.1</td>
<td>0.4</td>
</tr>
<tr>
<td><strong>Total Revenues</strong></td>
<td>191.8</td>
<td>210.7</td>
<td>207.4</td>
<td>3.2</td>
</tr>
</tbody>
</table>

### Expenditures

<table>
<thead>
<tr>
<th></th>
<th>FY 2015 Actual</th>
<th>FY 2016 Actual</th>
<th>FY '16 Budget</th>
<th>FY 2016 Annual</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>YTD</td>
<td>YTD</td>
<td>YTD</td>
<td>Budget</td>
</tr>
<tr>
<td>Operating Expenditures</td>
<td>112.9</td>
<td>119.9</td>
<td>122.0</td>
<td>(2.1)</td>
</tr>
<tr>
<td>Debt Service (net of PFC's &amp; CFC's)</td>
<td>66.3</td>
<td>75.7</td>
<td>75.8</td>
<td>(0.1)</td>
</tr>
<tr>
<td><strong>Total Expenditures</strong></td>
<td>179.1</td>
<td>195.5</td>
<td>197.8</td>
<td>(2.3)</td>
</tr>
<tr>
<td><strong>Total Airfield /Terminal Net Income/(Loss)</strong></td>
<td>$12.6</td>
<td>$15.1</td>
<td>$9.6</td>
<td>$5.5</td>
</tr>
</tbody>
</table>
### Operating Fund – Total Expenditures
**For the Six Months Ended March 31, 2016 – Unaudited**

<table>
<thead>
<tr>
<th>(in millions)</th>
<th>FY 2015 Actual</th>
<th>FY 2015 YTD</th>
<th>FY 2016 Budget</th>
<th>FY 2016 YTD</th>
<th>FY '16 Actual Increase/(Decrease) vs. FY '16 Budget</th>
<th>Annual Budget</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Operating Expenditures</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Salaries and Wages</td>
<td>8</td>
<td>$61.1</td>
<td>$63.7</td>
<td>$64.7</td>
<td>($1.1) (1.6%)</td>
<td>$134.0</td>
</tr>
<tr>
<td>Benefits</td>
<td></td>
<td>30.6</td>
<td>31.0</td>
<td>31.6</td>
<td>(0.7) (2.1%)</td>
<td>63.8</td>
</tr>
<tr>
<td>Facility Maintenance Contracts</td>
<td></td>
<td>25.6</td>
<td>28.0</td>
<td>27.5</td>
<td>0.6 2.0%</td>
<td>61.2</td>
</tr>
<tr>
<td>Other Contract Services</td>
<td>9</td>
<td>34.2</td>
<td>38.6</td>
<td>40.6</td>
<td>(2.0) (4.9%)</td>
<td>95.2</td>
</tr>
<tr>
<td>Utilities</td>
<td></td>
<td>13.5</td>
<td>12.7</td>
<td>12.9</td>
<td>(0.3) (2.0%)</td>
<td>26.4</td>
</tr>
<tr>
<td>Equipment and Other Supplies</td>
<td>10</td>
<td>7.6</td>
<td>7.1</td>
<td>7.5</td>
<td>(0.4) (5.5%)</td>
<td>16.7</td>
</tr>
<tr>
<td>Insurance</td>
<td></td>
<td>2.8</td>
<td>2.4</td>
<td>2.6</td>
<td>(0.2) (9.0%)</td>
<td>5.4</td>
</tr>
<tr>
<td>Fuels</td>
<td>11</td>
<td>2.0</td>
<td>1.8</td>
<td>2.3</td>
<td>(0.5) (21.8%)</td>
<td>5.0</td>
</tr>
<tr>
<td>General, Administrative, and Other</td>
<td>12</td>
<td>2.4</td>
<td>2.9</td>
<td>3.2</td>
<td>(0.3) (9.3%)</td>
<td>9.4</td>
</tr>
<tr>
<td>Change in Operating Reserves</td>
<td></td>
<td>4.0</td>
<td>7.4</td>
<td>7.4</td>
<td>(0.0) (0.0%)</td>
<td>7.4</td>
</tr>
<tr>
<td><strong>Total Operating Expenditures</strong></td>
<td></td>
<td>183.7</td>
<td>195.5</td>
<td>200.3</td>
<td>(4.8) (2.4%)</td>
<td>424.5</td>
</tr>
<tr>
<td><strong>Total Debt Service</strong></td>
<td></td>
<td>156.8</td>
<td>178.5</td>
<td>178.5</td>
<td>(0.0) (0.0%)</td>
<td>370.0</td>
</tr>
<tr>
<td><strong>Total 102 Fund Expenditures</strong></td>
<td></td>
<td>$340.5</td>
<td>$373.9</td>
<td>$378.8</td>
<td>($4.9) (1.3%)</td>
<td>$794.5</td>
</tr>
</tbody>
</table>
### Notes to the Statement of Revenues and Expenses
### For the Six Months Ended March 31, 2016

<table>
<thead>
<tr>
<th>Category</th>
<th>Description and Details</th>
</tr>
</thead>
<tbody>
<tr>
<td>Parking 1</td>
<td>Parking revenue was $67.4 million, $0.4 million (0.6%) higher than budget primarily due to higher revenues from Express and Drop Off/Meeter Greeter.</td>
</tr>
<tr>
<td>Concessions 2</td>
<td>Concessions revenues were $34.2 million, $1.3 million (3.9%) higher than budget primarily due to higher than expected sales and higher percent rent in Food &amp; Beverage and Retail, partially offset by lower advertising/sponsorships.</td>
</tr>
<tr>
<td>Commercial Development 3</td>
<td>Commercial Development revenues were $30.0 million, $10.2 million (51.6%) higher than budget primarily due to ground lease proceeds received for AA's new headquarter facility.</td>
</tr>
<tr>
<td>Other Revenues 4</td>
<td>Other Revenues revenues were $23.0 million, $1.9 million (9.1%) higher than budget primarily due to Uber/Lyft revenues in ground transportation not included in the budget, partially offset by lower revenues from taxis and limos.</td>
</tr>
<tr>
<td>Transfer from DFW Cost Center 5</td>
<td>Transfer from DFW Cost Center revenues were $18.9 million, $2.8 million (17.2%) higher than budget primarily due to a one-time AA Headquarter lease payment.</td>
</tr>
<tr>
<td>Turn Fees &amp; Other Office Rent 6</td>
<td>Turn Fees &amp; Other Office Rents were $11.2 million, $1.0 million (8.3%) lower than budget primarily due to lower turn fees related to Spirit leasing an additional gate, Emirates using smaller aircraft, JAL delayed start, cancelled Lufthansa flights during strike and holidays, and reduced service beginning in January, Viva Aerobus delayed service at DFW, and Envoy using leased gates at Terminal B.</td>
</tr>
<tr>
<td>Other Terminal Revenues 7</td>
<td>Other Terminal revenues were $7.8 million, $0.7 million (9.4%) higher than budget primarily due to TSA rents and concessions O &amp; M reimbursables.</td>
</tr>
<tr>
<td>Salaries and Wages 8</td>
<td>Salaries and wages were $63.7 million, $1.1 million (1.6%) lower than budget primarily due to vacant position savings.</td>
</tr>
<tr>
<td>Other Contract Services 9</td>
<td>Other Contract Services were $38.6 million, $2.0 million (4.9%) lower than budget primarily due to savings in deicing, computer contracts, consulting, busing, hardstand operations and outside legal partially offset by increases in Skycap.</td>
</tr>
<tr>
<td>Equipment &amp; Supplies 10</td>
<td>Equipment &amp; Supplies were $7.1 million, $0.4 million (5.5%) lower than budget primarily due to savings in deicing supplies partially offset by increases in computer software licenses and maintenance supplies.</td>
</tr>
<tr>
<td>Fuels 11</td>
<td>Fuel expenses were $1.8 million, $0.5 million (21.8%) lower than budget primarily due to lower rates for diesel and CNG fuels and lower consumption.</td>
</tr>
<tr>
<td>G&amp;A and Other 12</td>
<td>General, Administrative, and Other expenses were $2.9 million, $0.3 million (9.3%) lower than budget primarily due to savings in travel and business development.</td>
</tr>
</tbody>
</table>
Finance/Audit

Consent
Date: 05/05/2016  
Committee: Finance/Audit  
Subject: Depository Agreement with U.S. Bank  
Resolution #:

**Action**  
That the Chief Executive Officer or designee be authorized to enter into a Depository Agreement with U.S. Bank for the purpose of direct settlement of Passenger Facility Charges (PFC) payments.

**Description**
- The Airlines Clearing House is currently in the process of implementing a program to provide direct settlement of Passenger Facility Charges (PFC) payments to airports.
- Currently airports received monthly payments from each individual airline. Under this new program, airports will receive one payment from the clearing house for all airlines.
- Payments will be made to an account established with U.S. Bank and then transferred to the airport's depository bank.
- In order for DFW to participate in this program, it is required to establish a depository relationship with U.S. Bank. This action requires Board approval.

**Justification**
- This action will allow DFW Airport to participate in the PFC Direct Settlement Program.

---

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

<table>
<thead>
<tr>
<th>Contract #</th>
<th>Agreement #</th>
<th>Purchase Order #</th>
<th>Action Amount</th>
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</thead>
<tbody>
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For Information contact  
Mike Phemister  
3-5447

<table>
<thead>
<tr>
<th>Fund</th>
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<th>External Funding Source</th>
<th>Amount</th>
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<tbody>
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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 enter into a Depository Agreement with U.S. Bank for the purpose of direct settlement of Passenger Facility Charges (PFC) payments.

Approved as to Form by

Rodriguez, Elaine
Legal Counsel
Apr 20, 2016 5:21 pm

Approved as to Funding by

Underwood, Max
Vice President Finance
Finance
Apr 21, 2016 4:28 pm

Approved as to M/WBE by

Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Apr 21, 2016 12:10 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head
Apr 19, 2016 11:13 am

Chief Executive Officer
Pending
Date
Date 05/05/2016  Committee Finance/Audit  Subject Contract Renewal List for the Fourth Quarter of Fiscal Year 2016  Resolution #

### Action
That the Chief Executive Officer or designee be authorized to exercise options for multi-year Contracts for the fourth quarter of Fiscal Year 2016.

### Description
- Exercise Contract Options in the amounts set forth on the attached information sheet pending performance and D/S/M/WBE contractual compliance.

### Justification
- To ensure continuity of contracted services in accordance with the terms and conditions of the Contracts listed on the attached information sheet.
- Approval to exercise future Contract Options not listed herein will be brought forth separately as required.

### D/S/M/WBE Information
- Contract options are subject to D/S/M/WBE contractual compliance as stated above.

### Schedule/Term
- N/A

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

### For Information contact
- Fund
- Project #
- External Funding Source
- Amount
  - Greg Spoon
    - 3-5610
  - Camille Brooks
    - 3-5678
  - $0
BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to exercise options for multi-year Contracts for the fourth quarter of Fiscal Year 2016.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Apr 21, 2016 1:42 pm

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
Apr 21, 2016 4:28 pm

Approved as to M/WBE by
Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Apr 21, 2016 12:10 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head
Procurement & Materials Mgmt
Apr 21, 2016 10:47 am

Pending
Chief Executive Officer
Date
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<th>MWBE / SBE Award %</th>
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<td>ABLE COMMUNICATIONS</td>
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<td>AMERICAN CONCRETE WASHOUTS, INC.</td>
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<td>0.00%</td>
<td>10/2016</td>
<td>8/2019</td>
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<td>5</td>
<td>700593</td>
<td>APOFIN CORPORATION</td>
<td>BUSINESS PROCESS MANAGEMENT SOFTWARE</td>
<td>WM</td>
<td>X</td>
<td>0.00%</td>
<td>0.00%</td>
<td>9/2016</td>
<td>9/2019</td>
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<td>6</td>
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<td>ATMOS ENERGY CORP</td>
<td>CONCRETE WASHOUT CONTAINER SVCS</td>
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<td>BONKOWSKIEHL, INC.</td>
<td>EMERGENCY REPORTING SYSTEM MAINTENANCE</td>
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<td>0.00%</td>
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<td>FORTBRAND SERVICES INC.</td>
<td>VARIOUS OEM REPLACEMENT PARTS</td>
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<td>0.00%</td>
<td>2/2008</td>
<td>8/2016</td>
<td>300,000.00</td>
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<td>FUTURE COM LTD</td>
<td>INTEGRAL SOLUTION</td>
<td>WM-C</td>
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<td>0.00%</td>
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<td>10/2019</td>
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<tr>
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<td>GIBSON &amp; ASSOCIATES INC</td>
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<td>WM-C</td>
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<td>0.00%</td>
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<td>0.00%</td>
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<td>1/2017</td>
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<td>INTERLINK BRIDGES INC dba SUPPLYLINKS</td>
<td>CLEANING SUPPLIES: TOOLS</td>
<td>WM</td>
<td>X</td>
<td>0.00%</td>
<td>0.00%</td>
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<td>5/2018</td>
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<td>LIFESPAN USA INC.</td>
<td>ONLINE VIDEO TRAINING</td>
<td>WM</td>
<td>X</td>
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<td>0.00%</td>
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<td>10/2018</td>
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<td>800497</td>
<td>USA BY DELLOITTE, A PART OF DELLOITTE &amp; TOUCH LLP</td>
<td>CONSTRUCTION MISTERY SHOP PRICE SHOP SERVICES</td>
<td>WM</td>
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<td>0.00%</td>
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<td>1/2017</td>
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<td>17</td>
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<td>V &amp; S TECHNOLOGIES INC</td>
<td>ANTI-VIRUS SOFTWARE &amp; SUPPORT</td>
<td>WM</td>
<td>X</td>
<td>0.00%</td>
<td>0.00%</td>
<td>1/2016</td>
<td>1/2017</td>
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<td>VDB COMPANIES INC.</td>
<td>S&amp;D VACUUM REMOVAL PARTS: FRAMOUNTED BROOM EQUIPMENT</td>
<td>WM</td>
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<td>0.00%</td>
<td>5/2016</td>
<td>5/2017</td>
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<td>WATCHPOINT INC.</td>
<td>UNDERGROUND LEAK DETECTION SURVEY</td>
<td>WM</td>
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<td>0.00%</td>
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<td>700615</td>
<td>WENN SERV CORPORATION</td>
<td>EMERGENCY CLEAN UP OF BIOLOGICAL PATHOGENS</td>
<td>WM</td>
<td>X</td>
<td>0.00%</td>
<td>0.00%</td>
<td>1/2012</td>
<td>1/2013</td>
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<td>WICKER SEIBELS &amp; WILLIAMS OF TEXAS, INC.</td>
<td>INSURANCE BROKER OF RECORD</td>
<td>WM</td>
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<td>26.34%</td>
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<td>WATSON BARRIERS, INC.</td>
<td>STEEL PLATE BARRIERS</td>
<td>WM</td>
<td>X</td>
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<td>23</td>
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<td>PALMER-JOHNSTON POWER SYSTEMS, LLC</td>
<td>TRANSMISSION REPAIR SVCS-ARFF</td>
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<td>800482</td>
<td>PAVLOV ADVERTISING, LLC (formerly CONCUSSION, LLP)</td>
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<td>WM</td>
<td>X</td>
<td>25.00%</td>
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<td>8/2013</td>
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**FY2016 4th Quarter Contract Renewal List**
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<th>Contract Title</th>
<th>MWBE Code</th>
<th>Amount of Renewal</th>
<th>Contract Period</th>
<th>Terms Options</th>
<th>End Date After Rnwl</th>
<th>Final End Date</th>
<th>Contract Amount</th>
<th>Total Payment</th>
<th>Renewing Contract Amount</th>
<th>Original Award Amount</th>
<th># of Previous Renewals</th>
<th>Amount of Previous Renewals</th>
<th>Other Contract Amount Changes</th>
<th>Renewal Amount</th>
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<td>7006178</td>
<td>POWER HOUSE CONTROL, INC</td>
<td>BOILER TUNING SERVICES</td>
<td>WM</td>
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<td>0.00%</td>
<td>3/19/2015</td>
<td>1 YR/1 YR OPT</td>
<td>5/19/2017</td>
<td>11/20/2017</td>
<td>1 YR/1 YR OPT</td>
<td>48,000.00</td>
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<td>8004874</td>
<td>PRECOCITY, LLC</td>
<td>SOFTWARE CONSULTING SVCS: APC &amp; FTC</td>
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<td>X</td>
<td>0.00%</td>
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<td>11/13/2013</td>
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<td>7006116</td>
<td>PROSPECT AIRPORT SERVICES, INC</td>
<td>SKYCAP, WHEELCHAIR, DOCK &amp; GUEST SVCS</td>
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<td>SH GOVERNMENT SOLUTIONS INC</td>
<td>NETWORK HARDWARE/SOFTWARE SUPPORT SVCS</td>
<td>AN</td>
<td>X</td>
<td>0.00%</td>
<td>8/29/2014</td>
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<td>EXTRACT TRANSFER LOAD (INFORMATICA) SOFTWARE</td>
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<td>1 YR/YR-YR OPT</td>
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<td>THE CHRISS GAVRAS GROUP dba THE CG GROUP</td>
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<td>X</td>
<td>100.00%</td>
<td>6/1/2013</td>
<td>1 YR/1 YR OPT</td>
<td>7/31/2018</td>
<td>7/31/2018</td>
<td>1 YR/1 YR OPT</td>
<td>1,616,000.00</td>
<td>1,389,953.26</td>
<td>226,046.74</td>
<td>400,000.00</td>
<td>3</td>
<td>$</td>
</tr>
<tr>
<td>35</td>
<td>7006120</td>
<td>WATERBLASTING, LLC dba WATERBLASTING TECHNOLOGIES</td>
<td>STRIPE HOG SSHS550 SPARE PARTS</td>
<td>WM</td>
<td>X</td>
<td>0.00%</td>
<td>8/29/2014</td>
<td>1 YR/1 YR OPT</td>
<td>8/28/2019</td>
<td>8/28/2019</td>
<td>1 YR/1 YR OPT</td>
<td>9,958,500.00</td>
<td>2,729,590.69</td>
<td>2,318,909.31</td>
<td>500,000.00</td>
<td>2</td>
<td>$</td>
</tr>
<tr>
<td>37</td>
<td>7005529</td>
<td>WORKFORCE INTERACTIVE</td>
<td>ONLINE INTERACTIVE ASSESSMENT</td>
<td>WM</td>
<td>X</td>
<td>0.00%</td>
<td>6/1/2012</td>
<td>1 YR/1 YR OPT</td>
<td>7/17/2017</td>
<td>7/17/2017</td>
<td>1 YR/1 YR OPT</td>
<td>1,104,451.00</td>
<td>706,407.00</td>
<td>397,044.00</td>
<td>35,000.00</td>
<td>4</td>
<td>$</td>
</tr>
<tr>
<td>38</td>
<td>8004255</td>
<td>WOLTERS KLUWER FINANCIAL SERVICES INC</td>
<td>TEAMMATE AUDIT WORKPAPER AND 420 WORKPAPER AND MANAGEMENT SOFTWARE</td>
<td>WM</td>
<td>X</td>
<td>0.00%</td>
<td>7/31/2011</td>
<td>2 YR-YR-YR OPT</td>
<td>7/30/2017</td>
<td>7/30/2017</td>
<td>2 YR-YR-YR OPT</td>
<td>113,485.00</td>
<td>106,563.39</td>
<td>6,921.61</td>
<td>70,875.00</td>
<td>4</td>
<td>$</td>
</tr>
</tbody>
</table>

Prime Contractor is a certified D/S/M/WBE therefore their self-performance counts towards the Board's overall D/S/M/WBE goals.

Prime Contractor is no longer M/WBE certified due to certification expiration. The 100% participation noted is reflective of the self-performance time period in which the Prime Contractor was M/WBE certified.
DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD
OFFICIAL BOARD ACTION/RESOLUTION

Date 05/05/2016
Committee Finance/Audit
Subject Lease of Multi-Functional Print Devices
Resolution #

Action
That the Chief Executive Officer or designee be authorized to execute Contract No. 7006301, for Lease of Multi-functional Print Devices, with NovaCopy, Inc., of Irving, Texas, in an amount not to exceed $770,286.26, for the four-year term of the Contract.

Description
• Award a Contract for Lease of Multi-functional Print Devices for various Airport Departments.

Justification
• This action will replace the existing four year old Contract and represents the Airport's estimated requirements for leased multifunctional print devices for use by various Airport Departments.
• This Contract will provide for the annual lease of approximately 72 multifunctional print devices. These devices will allow for the dissemination of information as well as providing duplicates of documents and technical information required by Airport Staff and other parties.
• This Contract will provide for consumables (such as toner) as well as full maintenance/repair services for the term of the lease. This contract will also provide for Print Management/Maintenance Software to monitor print job activity management information for multifunctional device units and other network print devices.
• Benefits include color scanning capabilities and printing from mobile devices such as iPad.
• The Contract not-to-exceed dollar amount is based on the equipment lease cost plus additional Multi-Functional Print Devices and click costs as needed for growth.

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 2016
• Contract Term: Four 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>7006301</td>
<td>NTE</td>
<td></td>
<td>NTE $770,286.26</td>
<td>$0</td>
</tr>
</tbody>
</table>

For Information contact
Stephen Shaffer
3-5877
Peggy Watkins
3-5619

Fund 0102
Project #
External Funding Source
Amount
$770,286.26
Additional Information

- Eleven (11) Proposals, none from SBE firms, were received and opened on January 24, 2016.
  - Dex Imaging, Inc., of Tampa, Florida
  - Toshiba Business Solutions, of Irving, Texas
  - Zeno Imaging, of Irving, Texas
  - Denitech, of Coppell, Texas
  - Technifax Office Solutions, of Carrollton, Texas
  - Southwest Office Systems, Inc., of Fort Worth, Texas
  - NovaCopy, Inc., of Irving, Texas
  - CESCO, Inc., of Dallas, Texas
  - Ricoh USA, Inc., of Malvern, Pennsylvania
  - Xerox Corporation, of Norwalk, Connecticut
  - Canon Solutions America, Inc., of Dallas, Texas

- Responses were evaluated based on the evaluation criteria set forth in the Request for Proposal. The Evaluation Team, consisting of representatives from the Airport's Information Technology Services, Business Development and Diversity Departments, and Procurement Department, confirmed by consensus that NovaCopy, Inc., of Irving, Texas, is the respondent meeting the criteria set forth in the Request for Proposal.

- NovaCopy, Inc. has been in business since 1998, serving the DFW area since 2005.
- NovaCopy, Inc. represents Konica Minolta and has earned Konica Minolta's Pro-Tech Service Award for outstanding service. NovaCopy, Inc. maintains an inventory control system that assures immediate access to parts, comprehensive training programs.

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to execute Contract No. 7006301, for Lease of Multi-functional Print Devices, with NovaCopy, Inc., of Irving, Texas, in an amount not to exceed $770,286.26, for the four-year term of the Contract.

Approved as to Form by

Rodriguez, Elaine
Legal Counsel
Apr 21, 2016 1:42 pm

Approved as to Funding by

Underwood, Max
Vice President Finance
Finance
Apr 21, 2016 4:28 pm

Approved as to M/WBE by

Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Apr 21, 2016 12:11 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head
Information Technology Svcs
Apr 20, 2016 4:58 pm

Chief Executive Officer
Pending

Date
Date 05/05/2016
Committee Finance/Audit
Subject Cisco Network Equipment
Resolution #

**Action**
That the Chief Executive Officer or designee be authorized to execute two Contracts for Cisco Network Equipment: Contract No. 7006339, with Total Communications, Inc., of East Hartford, Connecticut, in an amount not to exceed $561,618.03; and Contract No. 7006355, with Netsync Network Solutions, of Dallas, Texas, in an amount not to exceed $595,201.10. The initial term of each Contract is one year, with options to renew for four additional one-year periods. Total amount of this action is $1,156,819.13.

**Description**
- Award two Contracts for Network Equipment for the Airports Information Technology Services Department.

**Justification**
- These Contract will enable hardware/software purchases to help ensure full redundancy of key business systems by providing network electronics for the Airport's secondary Data Center facility.
- This action supports key compliance initiatives and includes all network hardware required to implement Chip and Pin technology for credit card processing related to the Parking Control System.
- This Contract ensures support for the Airport's requirement for continuity of core business systems and applications, and improves performance and availability of these systems.

**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**
- Contract Nos. 7006339 and 7006355:
  - Start Date: May 2016
  - 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>7006339</td>
<td>NTE</td>
<td></td>
<td>$561,618.03</td>
<td>$0</td>
</tr>
<tr>
<td>7006355</td>
<td>NTE</td>
<td></td>
<td>$595,201.10</td>
<td>$0</td>
</tr>
</tbody>
</table>

**For Information contact**
Stephen Shaffer
3-5877
Shannon Hamilton
3-5620

<table>
<thead>
<tr>
<th>Fund</th>
<th>Project #</th>
<th>External Funding Source</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>DFW Capital Acct</td>
<td>26560-01</td>
<td></td>
<td>$561,618.03</td>
</tr>
<tr>
<td>DFW Capital Acct</td>
<td>26197-05</td>
<td></td>
<td>$595,201.10</td>
</tr>
</tbody>
</table>
Additional Information

- Five (5) bids, none from SBE firms, were received on or before the due date of March 30, 2016.

<table>
<thead>
<tr>
<th>Bidders</th>
<th>Bid Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Total Communications, Inc.</td>
<td>$561,618.03</td>
</tr>
<tr>
<td>East Hartford, Connecticut</td>
<td>(Partial-bid)</td>
</tr>
<tr>
<td>NetSync Network Solutions</td>
<td>$595,201.10</td>
</tr>
<tr>
<td>Dallas, Texas</td>
<td>(Partial-bid)</td>
</tr>
<tr>
<td>WorldWide Technology</td>
<td>$1,212,269.90</td>
</tr>
<tr>
<td>Maryland Heights, Missouri</td>
<td></td>
</tr>
<tr>
<td>DISYS Solutions Inc.</td>
<td>$1,187,981.45</td>
</tr>
<tr>
<td>Ashburn, Virginia</td>
<td></td>
</tr>
<tr>
<td>GDT</td>
<td>Non-Responsive</td>
</tr>
<tr>
<td>Dallas, Texas</td>
<td></td>
</tr>
</tbody>
</table>

- NetSync Network Solutions, of Dallas, Texas, and Total Communications, Inc., of East Hartford, Connecticut, are the lowest responsive, responsible Bidders.
- The award of two contracts will realize a cost savings of $26,364.50.

Additional Attachments: N

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to execute two Contracts for Cisco Network Equipment: Contract No. 7006339, with Total Communications, Inc., of East Hartford, Connecticut, in an amount not to exceed $561,618.03; and Contract No. 7006355, with Netsync Network Solutions, of Dallas, Texas, in an amount not to exceed $595,201.10. The initial term of each Contract is one year, with options to renew for four additional one-year periods. Total amount of this action is $1,156,819.13.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Apr 21, 2016 1:43 pm

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
Apr 21, 2016 4:29 pm

Approved as to M/WBE by
Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Apr 21, 2016 12:11 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Department Head
Information Technology Svcs
Apr 20, 2016 4:58 pm

Pending

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

Date 05/05/2016  Committee Finance/Audit  Subject Varonis and VMWare Software License, Maintenance and Support Services  Resolution #

Action
That the Chief Executive Officer or designee be authorized to execute Contract No. 7006351, for Varonis and VMWare Software License, Maintenance and Support Services, with SHI Government Solutions of Austin, Texas, in an amount not to exceed $3,414,666.00, for the three-year term of the Contract.

Description
- Award a Contract for Varonis and VMWare Software License, Maintenance and Support Services for the Airport's Information Technology Services.

Justification
- VMWare software will provide for the continuation of uninterrupted business operations in the event of a data center / computer site outage or failure involving mission critical IT or IT hosted systems. This addresses Business Continuity.
  - Disaster Recovery will be expedited by reducing the recovery time from weeks down to days/hours for any IT related systems that are enabled by VMWare software.
  - VMWare provides the basis for optimizing computer hardware, and enables simplified security management.
- Varonis software will provide for the secure access and management of PII (Personally Identifiable Information).

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: May 2016
- Contract Term: 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>7006351</td>
<td>NTE</td>
<td></td>
<td>NTE $3,414,666.00</td>
<td>$0</td>
</tr>
</tbody>
</table>

For Information contact
Stephen Shaffer 3-5877
Shannon Hamilton 3-5620

<table>
<thead>
<tr>
<th>Fund</th>
<th>Project #</th>
<th>External Funding Source</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>0102</td>
<td>26560-01</td>
<td>DFW Capital Acct</td>
<td>$2,510,633.00</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>$904,033.00</td>
</tr>
</tbody>
</table>
Two (2) Bids, none from SBE firms, were received on or before the due date of April 14, 2016.

- SHI Government Solutions, of Austin, Texas
- Carahsoft Technology Corporation, of Reston, Virginia

SHI Government Solutions, of Austin, Texas, is the lowest responsive, responsible Bidder. This is an award of the bid line items related to Varonis and VMWare software and support services. Staff recommends rebid of the ServiceNow subscription services, which was included in the request for bid, due to discrepancies provided by bidders. Staff will rebid ServiceNow subscription in order to request more responsive pricing. Carahsoft Technology Corporation submitted a partial bid for only ServiceNow subscription services.

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to execute Contract No. 7006351, for Varonis and VMWare Software License, Maintenance and Support Services, with SHI Government Solutions of Austin, Texas, in an amount not to exceed $3,414,666.00, for the three-year term of the Contract.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Apr 21, 2016 1:50 pm

Approved as to Funding by
Miyashita, Glenn
Assistant Vice President Capital Planning Finance
Apr 21, 2016 4:29 pm

Approved as to M/WBE by
Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Apr 21, 2016 12:11 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Department Head
Information Technology Svcs
Apr 20, 2016 4:58 pm

Pending

Chief Executive Officer

Date
Finance/Audit

Discussion
DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD
COMMITTEE DISCUSSION ITEM

<table>
<thead>
<tr>
<th>Meeting Date</th>
<th>Subject</th>
<th>Committee</th>
</tr>
</thead>
<tbody>
<tr>
<td>05/05/2016</td>
<td>Monthly Report</td>
<td>Finance/Audit</td>
</tr>
</tbody>
</table>

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

**Description**

- Attached is a list of all Contracts and Purchase Orders valued between $25,000.00 and $50,000.00 and Contract/Purchase Order Increases/Decreases valued between $25,000.00 and $50,000.00, which were approved by Board Staff under delegated authority during the month of March 2016.
<table>
<thead>
<tr>
<th>VENDOR/LOCATION</th>
<th>PO/CONTRACT NO.</th>
<th>DESCRIPTION</th>
<th>DEPARTMENT</th>
<th>AMOUNT</th>
</tr>
</thead>
<tbody>
<tr>
<td>Austin Turf &amp; Tractor</td>
<td>271399</td>
<td>Mower Replacement Parts</td>
<td>Energy, Transportation and Asset Management</td>
<td>NTE $27,933.16</td>
</tr>
<tr>
<td>Marble Falls, Texas</td>
<td></td>
<td>• Requisition No. 254752</td>
<td></td>
<td>Paid to Date:</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>$27,933.16</td>
</tr>
<tr>
<td>DKMA, S.A. Gland, Switzerland</td>
<td>271444</td>
<td>Airport Ambience Assessment Study</td>
<td>Marketing</td>
<td>NTE $48,750.00</td>
</tr>
<tr>
<td></td>
<td></td>
<td>• Requisition No. 254854</td>
<td></td>
<td>Paid to Date:</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>$0.00</td>
</tr>
<tr>
<td>R. C. Worst &amp; Company Inc.</td>
<td>271547</td>
<td>Purchase 2 Submersible Sewer Pumps</td>
<td>Energy, Transportation and Asset Management</td>
<td>$26,810.00</td>
</tr>
<tr>
<td>Coeur D’Alene, Idaho</td>
<td></td>
<td>• Requisition No. 254672</td>
<td></td>
<td>Paid to Date:</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>$0.00</td>
</tr>
<tr>
<td>Wilson Office Interiors LLC</td>
<td>271483</td>
<td>Markerboards for the Airport Headquarters</td>
<td>Design, Code and Construction</td>
<td>$43,382.76</td>
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<tr>
<td>Carrollton, Texas</td>
<td></td>
<td>• Requisition No. 255217</td>
<td></td>
<td>Paid to Date:</td>
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<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>$0.00</td>
</tr>
<tr>
<td><strong>TOTAL</strong></td>
<td></td>
<td></td>
<td></td>
<td><strong>$146,875.92</strong></td>
</tr>
</tbody>
</table>
## NON-PROFESSIONAL SERVICES CONTRACTS BETWEEN $25,000.00 AND $50,000.00 (MARCH 2016)

<table>
<thead>
<tr>
<th>VENDOR/LOCATION</th>
<th>PO/CONTRACT NO.</th>
<th>DESCRIPTION</th>
<th>DEPARTMENT</th>
<th>AMOUNT</th>
</tr>
</thead>
<tbody>
<tr>
<td>Diio, LLC</td>
<td>7006317</td>
<td>Aviation Data Subscription Services</td>
<td>Air Service Development</td>
<td>NTE $36,000.00</td>
</tr>
<tr>
<td>Reston, Virginia</td>
<td></td>
<td></td>
<td></td>
<td>Paid to Date: $0.00</td>
</tr>
<tr>
<td>Mod Squad, Inc.</td>
<td>7006337</td>
<td>Social Media Monitoring</td>
<td>Corporate Communications</td>
<td>NTE $46,000.00</td>
</tr>
<tr>
<td>Sacramento, California</td>
<td></td>
<td></td>
<td></td>
<td>Paid to Date: $0.00</td>
</tr>
</tbody>
</table>

**TOTAL**  $82,000.00
<table>
<thead>
<tr>
<th>VENDOR/LOCATION</th>
<th>PO/CONTRACT NO.</th>
<th>DESCRIPTION</th>
<th>DEPARTMENT</th>
<th>AMOUNT</th>
</tr>
</thead>
<tbody>
<tr>
<td>Accenture LLP Austin, Texas</td>
<td>7006297</td>
<td>Service Now Implementation Services</td>
<td>Information Technology Services</td>
<td>NTE $47,060.00 Paid to Date: $0.00</td>
</tr>
<tr>
<td>Alvarez &amp; Marsal Global Forensic and Dispute Services LLC New York, New York</td>
<td>8004986</td>
<td>Insurance and Risk Advisory Services</td>
<td>Legal</td>
<td>NTE $48,750.00 Paid to Date: $48,749.39</td>
</tr>
<tr>
<td>Cokinos Bosien &amp; Young Houston, Texas</td>
<td>8004987</td>
<td>Legal Services: Construction Insurance and the ROCIP</td>
<td>Legal</td>
<td>NTE $35,000.00 Paid to Date: $0.00</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>TOTAL $130,810.00</td>
</tr>
</tbody>
</table>
# CONTRACT/PURCHASE ORDER INCREASES/DECREASES ($25,000 OR GREATER)

(APPROVED BY BOARD STAFF UNDER THEIR DELEGATED AUTHORITY – MARCH 2016)

<table>
<thead>
<tr>
<th>VENDOR/LOCATION</th>
<th>PO/CONTRACT NO.</th>
<th>DESCRIPTION</th>
<th>DEPARTMENT</th>
<th>CONTRACT DATA</th>
</tr>
</thead>
<tbody>
<tr>
<td>Bloomberg Finance LP</td>
<td>7003648</td>
<td>Financial Services for On-Line Access</td>
<td>Treasury Management</td>
<td>Contract Value: $363,800.00</td>
</tr>
<tr>
<td>Boston, Massachusetts</td>
<td></td>
<td></td>
<td></td>
<td><strong>This Action:</strong> $48,000.00</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>Revised Contract Value: $411,800.00</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>Paid to Date: $239,623.18</td>
</tr>
<tr>
<td>Ennis Paint, Inc.</td>
<td>7005918</td>
<td>Pavement Marking Paint</td>
<td>Energy, Transportation and Asset Management</td>
<td>Contract Value: $251,436.73</td>
</tr>
<tr>
<td>Ennis, Texas</td>
<td></td>
<td></td>
<td></td>
<td><strong>This Action:</strong> $48,750.00</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>Revised Contract Value: $300,186.73</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>Paid to Date: $251,111.11</td>
</tr>
<tr>
<td>Four Winds Interactive</td>
<td>8005043</td>
<td>Visual Communications Content Management Software</td>
<td>Information Technology Services</td>
<td>Contract Value: $550,000.00</td>
</tr>
<tr>
<td>Denver, Colorado</td>
<td></td>
<td></td>
<td></td>
<td><strong>This Action:</strong> $37,060.00</td>
</tr>
<tr>
<td></td>
<td></td>
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<td>Revised Contract Value: $587,060.00</td>
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<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>Paid to Date: $147,000.00</td>
</tr>
<tr>
<td>Palmer Johnson Power System</td>
<td>7005533</td>
<td>Transmission Repair Services</td>
<td>Energy, Transportation and Asset Management</td>
<td>Contract Value: $170,000.00</td>
</tr>
<tr>
<td>Arlington, Texas</td>
<td></td>
<td></td>
<td></td>
<td><strong>This Action:</strong> $25,000.00</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>Revised Contract Value: $195,000.00</td>
</tr>
<tr>
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<td></td>
<td></td>
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<td>Paid to Date: $126,729.61</td>
</tr>
</tbody>
</table>

**TOTAL** $158,810.000
CONCESSIONS/COMMERCIAL DEVELOPMENT COMMITTEE


Consent Items for Consideration

M. Butt

30. Approve execution of Contract No. 7006288, for Crowd Control Stanchions, Belt, and Sign Frames, to Lavi Industries, of Valencia, California, in an amount not to exceed $214,774.95, for the initial one-year term of the Contract, with options to renew for four additional one-year periods.

31. Approve execution of Contract No. 8005051, for Artistic and Cultural Events Specialist, with Alpha Business Images, LLC, of Dallas, Texas, in an amount not to exceed $240,000.00, for the initial one-year term of the Contract, with options to renew for two additional one-year periods.

Z. Campbell

32. Approve changes to the original lease terms for Resolution No. 2016-01-027, regarding the Lease Agreement between HBF M2 Concepts JV, LLC dba Chick-Fil-A and Dallas Fort Worth International Airport.

33. Approve an increase to the term of Lease Agreement 010021 with D&B Mitchell Group, LLC dba Banh Shop and the Dallas Fort Worth International Airport Board.

34. Approve an increase to the lease term with Minute Leap DFW, LLC dba Minute Suites.

35. Approve execution of a Lease Agreement between OdehMickens DFW Concessions JV dba Chick-Fil-A and the Dallas Fort Worth International Airport Board.

Action Item for Consideration

S. McCloskey

36. Approve execution of two Contracts for Ambassador Uniforms: Contract No. 7006306, with The Richey Company, of Irving, Texas, in an amount not to exceed $104,188.84; and Contract No. 7006352, with Regali Inc., of Richardson, Texas, in an amount not to exceed $515,211.36; and reject all bids received for Solicitation No. 7006328. The initial term of each Contract is two years, with options to renew for three additional one-year periods. The total amount of this action is $619,400.20.
Discussion Item

Z. Campbell  37.  Permits Issued by Concessions.
Concessions/Commercial Development

Consent
Date | Committee | Subject | Resolution #
--- | --- | --- | ---
05/05/2016 | Concessions/Commercial Development | Crowd Control Stanchions, Belts and Sign Frames | |

**Action**
That the Chief Executive Officer or designee be authorized to execute Contract No. 7006288, for Crowd Control Stanchions, Belt, and Sign Frames, to Lavi Industries, of Valencia, California, in an amount not to exceed $214,774.95, for the initial one-year term of the Contract, with options to renew for four additional one-year periods.

**Description**
- Award a Contract for Crowd Control Stanchions, Belts and Sign Frames, to support departmental needs at various locations throughout the Airport.

**Justification**
- This is a replacement for an existing Contract which has been in place for three years.
- The Contract will provide crowd control stanchions, belts, and sign frames for new and existing facilities.

**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: May 2016
- 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>7006288</td>
<td>NTE</td>
<td></td>
<td>$214,774.95</td>
<td>$0</td>
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**For Information contact**
Mazhar Butt
3-8401
Kay Foster
3-5616

<table>
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<tr>
<th>Fund</th>
<th>Project #</th>
<th>External Funding Source</th>
<th>Amount</th>
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<tbody>
<tr>
<td>0102</td>
<td></td>
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<td>$214,774.95</td>
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Additional Information

• Three (3) bids, none from SBE firms, were received on or before the due date of February 4, 2016.

<table>
<thead>
<tr>
<th>Bidders</th>
<th>Bid Amount</th>
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<tbody>
<tr>
<td>Lavi Industries</td>
<td>$214,774.95</td>
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<tr>
<td>Valencia, California</td>
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<tr>
<td>Tensator</td>
<td>$154,681.87</td>
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<tr>
<td>Bay Shore, New York</td>
<td>(Non-Responsive)</td>
</tr>
<tr>
<td>VisionTron Corp</td>
<td>$185,093.82</td>
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<tr>
<td>Hauppauge, New Jersey</td>
<td>(Non-Responsive)</td>
</tr>
</tbody>
</table>

• Lavi Industries, of Valencia, California, is the lowest responsive, responsible Bidder.
• The bids received from Tensator and VisionTron were determined to be non-responsive as their products are not compatible with the existing stanchion systems throughout the Airport.
• The unit prices on the Lavi Industries bid represent a 2% decrease from current prices.

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to execute Contract No. 7006288, for Crowd Control Stanchions, Belt, and Sign Frames, to Lavi Industries, of Valencia, California, in an amount not to exceed $214,774.95, 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
Apr 21, 2016 1:50 pm

Approved as to Funding by
Miyashita, Glenn
Assistant Vice President Capital Planning Finance
Apr 21, 2016 4:29 pm

Approved as to M/WBE by
Lee, Tamela
Vice President Business Diversity and Development Business Diversity and Development
Apr 21, 2016 12:13 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Department Head
Customer Service
Apr 21, 2016 8:21 am

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>
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<tr>
<td>05/05/2016</td>
<td>Concessions/Commercial Development</td>
<td>Artistic and Cultural Events Specialist</td>
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</table>

**Action**
That the Chief Executive Officer or designee be authorized to execute Contract No. 8005051, for Artistic and Cultural Events Specialist, with Alpha Business Images, LLC, of Dallas, Texas, in an amount not to exceed $240,000.00, for the initial one-year term of the Contract, with options to renew for two additional one-year periods.

**Description**
- Award a Contract for Artistic and Cultural Events Specialist for the Airport's Customer Experience Department.

**Justification**
- This is a new Contract that will allow DFW Airport to advance a program that will regularly present music, performing arts, cultural events and activities.
- This Contract will support our current customer engagement initiatives to transform our customer's travel experiences that drive us toward excellence.
- The primary focus of the program will be centered in Terminal D in order to assist in customer satisfaction, especially during Concessions construction programming.

**D/S/M/WBE Information**
- In accordance with the Board's SBE Program, the SBE goal for this contract is 20%.
- Alpha Business Images, LLC has committed to achieving 20% SBE self-performance, (BF-C) and 25% SBE participation utilizing MRR & Associates, (HF-C).

**Schedule/Term**
- Start Date: June 2016
- Contract Term: One year, with two one-year renewal options

<table>
<thead>
<tr>
<th>Contract #</th>
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<th>Revised Amount</th>
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<td>8005051</td>
<td>NTE</td>
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**For Information contact**
- Mazhar Butt
  - 3-8301
- Sonji Killyon
  - 3-5648

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<thead>
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<th>Fund</th>
<th>Project #</th>
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<tbody>
<tr>
<td>0102</td>
<td></td>
<td></td>
<td>$240,000.00</td>
</tr>
</tbody>
</table>
Additional Information

- Two (2) Proposals, including one (1) from a SBE firm, were received on or before the due date of March 21, 2016:
  - Alpha Business Images, LLC, of Dallas, Texas, SBE-Certified with Dallas/Fort Worth Minority Supplier Development Council
  - SLDcreative, of Dallas, Texas
- The Evaluation Committee, including representatives from the Airport's Customer Experience, Marketing, Corporate Communications and Business Diversity and Development Departments, recommends that the Contract be awarded to Alpha Business Images, LLC, 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. 8005051, for Artistic and Cultural Events Specialist, with Alpha Business Images, LLC, of Dallas, Texas, in an amount not to exceed $240,000.00, for the initial one-year term of the Contract, with options to renew for two additional one-year periods.

**Approved as to Form by**

Rodriguez, Elaine
Legal Counsel
Apr 21, 2016 1:53 pm

**Approved as to Funding by**

Miyashita, Glenn
Assistant Vice President Capital Planning
Finance
Apr 21, 2016 4:29 pm

**Approved as to M/WBE by**

Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Apr 21, 2016 12:14 pm

**SIGNATURE REQUIRED FOR APPROVAL**

Approved by

Department Head
Customer Service
Apr 21, 2016 8:22 am

Chief Executive Officer
Pending
Date
Date: 05/05/2016  
Committee: Concessions/Commercial Development  
Subject: Approve changes to original lease terms for Resolution No. 2016-01-027  
Resolution #:  

**Action**
That the Chief Executive Officer or designee be authorized to approve changes to the original lease terms for Resolution No. 2016-01-027, regarding the Lease Agreement between HBF M2 Concepts JV, LLC dba Chick-Fil-A and Dallas Fort Worth International Airport.

**Description**
- HBF M2 Concepts JV, LLC will operate one (1) Chick-Fil-A location in Terminal C.
- The Minimum Annual Guarantee (MAG) will increase from $242,671 to $598,080.
- The square footage for this location will increase from 1,535 to 2,491.

**Justification**
- The Minimum Annual Guarantee (MAG) increase is due to the expansion of the space for operational and seating areas.
- HBF M2 Concepts JV, LLC is the ownership entity chosen by Chick-Fil-A, Inc. to have the right to operate a Chick-Fil-A location in Terminal C at DFW Airport.

**D/S/M/WBE Information**
- The existing ACDBE and M/WBE commitments will continue to apply to the revised lease terms.

<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>
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<td>$0</td>
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</table>

**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 approve changes to the original lease terms for Resolution No. 2016-01-027, regarding the Lease Agreement between HBF M2 Concepts JV, LLC dba Chick-Fil-A and Dallas Fort Worth International Airport.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Apr 20, 2016 5:22 pm

Approved as to Funding by
Miyashita, Glenn
Assistant Vice President Capital Planning
Finance
Apr 21, 2016 4:28 pm

Approved as to M/WBE by
Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Apr 21, 2016 12:28 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head
Apr 20, 2016 4:53 pm

Chief Executive Officer
Date

Pending
**Date** 05/05/2016  
**Committee** Concessions/Commercial Development  
**Subject** Approval to increase the term of a Concession Lease with D&B Mitchell Group, LLC  
**Resolution #**

**Action**
That the Chief Executive Officer or designee be authorized to increase the term of Lease Agreement 010021 with D&B Mitchell Group, LLC dba Banh Shop and the Dallas Fort Worth International Airport Board.

**Description**
- This location will serve an Asian cuisine and was previously approved.
- Resolution No. 2016-01-025 awarded space in Terminal D for the operation of a Banh Shop for a term of five (5) years.
- The lease will be increased from five (5) years to seven (7) years.

**Justification**
- The extended term will provide the same term as given other locations within the category due to scope of build out.
- This location is operated by D&B Mitchell Group, LLC

**D/S/M/WBE Information**
- The existing ACDBE and MWBE commitments will continue to apply to the current lease modification.

<table>
<thead>
<tr>
<th>Contract #</th>
<th>Agreement #</th>
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<th>Action Amount</th>
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</table>

For Information contact Zenola Campbell  
3-4830  
Fund   Project #   External Funding Source   Amount  
$0
Additional Information

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to increase the term of Lease Agreement 010021 with D&B Mitchell Group, LLC dba Banh Shop and the Dallas Fort Worth International Airport Board.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Apr 20, 2016 5:23 pm

Approved as to Funding by
Miyashita, Glenn
Assistant Vice President Capital Planning
Finance
Apr 21, 2016 4:28 pm

Approved as to M/WBE by
Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Apr 21, 2016 12:32 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Department Head
Apr 20, 2016 4:53 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>
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<tbody>
<tr>
<td>05/05/2016</td>
<td>Concessions/Commercial Development</td>
<td>Increase the lease term with Minute Leap DFW, LLC</td>
<td></td>
</tr>
</tbody>
</table>

**Action**
That the Chief Executive Officer or designee be authorized to increase the lease term with Minute Leap DFW, LLC dba Minute Suites.

**Description**
- Resolution No. 2011-12-369 awarded space in Terminals A and D for the operation of two (2) Nap Centers.
- The lease term for the Terminal D location, Lease Number 008369, will be increased from five (5) years to seven (7) years.
- The new lease expiration date for Lease Number 008369 will be September 30, 2019.

**Justification**
- The original construction time frame called for the Terminal A location to open twenty four (24) months after Terminal D.
- Due to scheduling changes and unforeseen space constraints, the Terminal A location was delayed.

**D/S/M/WBE Information**
- The existing ACDBE and MWBE commitments will continue to apply to the lease term extension.

<table>
<thead>
<tr>
<th>Contract #</th>
<th>Agreement #</th>
<th>Purchase Order #</th>
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<td>Fund</td>
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<tr>
<td>Zenola Campbell</td>
<td>3-4830</td>
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</table>
BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to increase the lease term with Minute Leap DFW, LLC dba Minute Suites.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Apr 20, 2016 5:23 pm

Approved as to Funding by
Miyashita, Glenn
Assistant Vice President Capital Planning Finance
Apr 21, 2016 4:27 pm

Approved as to M/WBE by
Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Apr 21, 2016 12:33 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head
Apr 20, 2016 4:54 pm

Pending

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

<table>
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<tr>
<td>05/05/2016</td>
<td>Concessions/Commercial Development</td>
<td>Approval of a Concessions Lease with OdehMickens DFW Concessions JV</td>
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</table>

**Action**
That the Chief Executive Officer or designee be authorized to execute a Lease Agreement between OdehMickens DFW Concessions JV dba Chick-Fil-A and the Dallas Fort Worth International Airport Board.

**Description**
- OdehMickens DFW Concessions JV will operate one (1) Chick-Fil-A location in Terminal E.
- This space per Resolution Number 2014-10-259 was approved for a Qdoba restaurant and will be reconcepted.
- The term for this lease is seven (7) years
- The Minimum Annual Guarantee (MAG) is $294,766.
- The Percent Rent is fifteen percent (15%) of Gross Receipts for the sale of food and non-alcoholic beverages.

**Justification**
- This Action is based on the Concessions Policy, 2.2.1 (A) Direct Negotiation.
- This Action meets the Board's Concessions Policy of providing and improving the shopping, dining and service experience at DFW International Airport.
- Per the new 2015 QSR Report, Chick-Fil-A is the number one (1) fastest growing Fast Food Chicken Restaurant Chain and has per location sales higher than any other fast food brand.

**D/S/M/WBE Information**
- In accordance with the Board's Business Diversity Programs, the ACDBE goal for this lease is 35% and the M/WBE goal for design and construction is 30%.
- DFW Concessions JV is comprised of Bassam DFW, LLC (65%) and M2 Concepts, LLC (ACDBE: BM-C, 35%). The joint venture is committed to achieving 30% M/WBE participation in the design and construction of the lease space.

<table>
<thead>
<tr>
<th>Contract #</th>
<th>Agreement #</th>
<th>Purchase Order #</th>
<th>Action Amount</th>
<th>Revised Amount</th>
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For Information contact
Zenola Campbell
3-4830

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

That the Chief Executive Officer or designee be authorized to execute a Lease Agreement between OdehMickens DFW Concessions JV dba Chick-Fil-A and the Dallas Fort Worth International Airport Board.

Approved as to Form by

Rodriguez, Elaine
Legal Counsel
Apr 20, 2016 5:23 pm

Approved as to Funding by

Miyashita, Glenn
Assistant Vice President Capital Planning
Finance
Apr 21, 2016 4:27 pm

Approved as to M/WBE by

Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Apr 21, 2016 12:33 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head
Apr 20, 2016 4:55 pm
Concessions/Commercial Development

Action
Action
That the Chief Executive Officer or designee be authorized to execute two Contracts for Ambassador Uniforms: Contract No. 7006306, with The Richey Company, of Irving, Texas, in an amount not to exceed $104,188.84; and Contract No. 7006352, with Regali Inc., of Richardson, Texas, in an amount not to exceed $515,211.36; and reject all bids received for Solicitation No. 7006328. The initial term of each Contract is two years, with options to renew for three additional one-year periods. The total amount of this action is $619,400.20.

Description
• Award two (2) Contracts for Ambassador Uniforms for the Ambassador Program and reject all bids received for Solicitation No. 7006328.

Justification
• This action will authorize execution of Contracts to purchase Ambassador Uniforms, with the new DFW brand colors, on an as-needed basis.
• DFW's Ambassadors have been wearing the current uniform design since 1999. The new uniforms portray an updated and more professional image for DFW International Airport.
• On January 20, 2016, two bids were received in response to Solicitation No. 7006306. Neither bid was responsive in all categories. A second solicitation, Solicitation No. 7006328, was issued for the remaining categories. Two bids were received on March 3, 2016 but neither bid was responsive to the requirements. Board Staff determined it would be in the Board's best interest to reject all bids received for the second solicitation.

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).
• Regali, Inc. is a certified Small Business Enterprise (PF-C); therefore their self-performance will be counted towards the Board's overall SBE Program goals.

Schedule/Term
• Contract Nos. 7006306 and 7006352:
  ♦ Start Date: May 2016
  ♦ Contract Term: Two years, with three one-year renewal options

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<th>Contract #</th>
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<td>7006328</td>
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For Information contact
Sharon McCloskey
3-4620
Melissa Turner
3-5638

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<th>Fund</th>
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<tr>
<td>0102</td>
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<td>$619,400.20</td>
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Additional Information

- Solicitation No. 7006306: Two (2) bids, including one (1) from a SBE firm, were received on or before the due date of January 20, 2016.

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<tr>
<th>Bidder</th>
<th>Bid Amount</th>
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<tr>
<td>The Richey Company Irving, TX</td>
<td>$234,544.79</td>
<td>$104,188.84</td>
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<tr>
<td>Distinctive Marketing Ideas N1 Plano, TX</td>
<td>$0.00</td>
<td>Non-Responsive</td>
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N1: SBE-Certified with Women's Business Council-Southwest, State of Texas HUB.

- Distinctive Marketing Ideas, of Plano, Texas, was deemed non-responsive due to the conditions noted in their bid.
- Contract No. 7006306, with The Richey Company, of Irving, Texas, is being recommended for award as the lowest responsive, responsible Bidder for Categories A, B, G, I, and J.
- Contract No. 7006352, with Regali Inc., of Richardson, Texas, for Categories C, D, E, F, H, K, L, M, N, O, P and Q, is being recommended for award through an interlocal agreement with the City of Dallas, in accordance with Board Resolution No. 95-06-178, dated June 1, 1995.
- The Solicitation Categories are detailed below.

| A: Dress       | G: Female Suit Vest | L: Male Suit Jacket |
| B: Scarf       | H: Female Suit Skirt | M: Male Suit Pants  |
| C & D: Female Blouse | I: Male Suit Vest | N & O: Female Supervisor Suit |
| E: Female Suit Jacket | J: Tie and Pocket Square | P & Q: Male Supervisor Suit |
| F: Female Suit Pants | K: Male Shirt       |                   |

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to execute two Contracts for Ambassador Uniforms: Contract No. 7006306, with The Richey Company, of Irving, Texas, in an amount not to exceed $104,188.84; and Contract No. 7006352, with Regali Inc., of Richardson, Texas, in an amount not to exceed $515,211.36; and reject all bids received for Solicitation No. 7006328. The initial term of each Contract is two years, with options to renew for three additional one-year periods. The total amount of this action is $619,400.20.

Approved as to Form by

Rodriguez, Elaine
Legal Counsel
Apr 21, 2016 1:51 pm

Approved as to Funding by

Miyashita, Glenn
Assistant Vice President Capital Planning Finance
Apr 21, 2016 4:27 pm

Approved as to M/WBE by

Lee, Tamela
Vice President Business Diversity and Development Business Diversity and Development
Apr 21, 2016 12:34 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head
Marketing Services
Apr 19, 2016 10:25 am

Chief Executive Officer
Pending

Date
Concessions/Commercial Development

Discussion
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<th>Meeting Date</th>
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<th>Committee</th>
</tr>
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<tbody>
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<td>05/05/2016</td>
<td>Permits Issued by Concessions</td>
<td>Concessions/Commercial Development</td>
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**Item For Discussion**  
Permits Issued by Concessions

**Description**

- See Attached
Permits Issued by Concessions

- **Clear Channel Airports of Texas Joint Venture, a Texas General Partnership dba Clear Channel Airports** was issued Permit 010024 to install a soffit wrap near Gate D35 for the promotion of Cylance. Permittee shall pay a Concession Fee of $19,280.25. The term of the Permit is from March 28, 2016 to April 24, 2016.

- **Clear Channel Airports of Texas Joint Venture, a Texas General Partnership dba Clear Channel Airports** was issued Permit 010025 to install a soffit wrap near Gate D24 for the promotion of Cylance. Permittee shall pay a Concession Fee of $42,127.50. The term of the Permit is from April 4, 2016 to May 1, 2016.

- **Clear Channel Airports of Texas Joint Venture, a Texas General Partnership dba Clear Channel Airports** was issued Permit 010023 to install a wall wrap near Gate C27 for the promotion of Cylance. Permittee shall pay a Concession Fee of $45,510. The term of the Permit is from March 28, 2016 to April 24, 2016.

- **Clear Channel Airports of Texas Joint Venture, a Texas General Partnership dba Clear Channel Airports** was issued Permit 010022 to install a soffit wrap near Gate C15 for the promotion of Cylance. Permittee shall pay a Concession Fee of $39,902.50. The term of the Permit is from March 28, 2016 to April 24, 2016.

- **Clear Channel Airports of Texas Joint Venture, a Texas General Partnership dba Clear Channel Airports** was issued Permit 010026 to install a soffit wrap near Gate D24 for the promotion of Cartier. Permittee shall pay a Concession Fee of $46,125. The term of the Permit is from March 7, 2016 to April 4, 2016.

- **TaxFree Shopping, Ltd** was issued Permit 010029 to operate two (2) kiosks at Terminal D to provide Texas sales tax refund services. Permittee shall pay a Minimum Annual Guarantee (MAG) of $42,000.00 ($21,000 per location) and a percent rent of seventeen percent (17%) of commissions. The term of the Permit is April 17, 2016 to April 16, 2018.

- **GPS DFW LLC** was issued an Amendment to Lease Number 009694 for 221 square feet of storage space identified as ID No. B-2-013B-A05. The Amendment is co-terminus with the Lease. Concessionaire will be charged a rate of $50.00 per square foot of space, per year, subject to annual increases.