Convening of the Meeting – The Regular Meeting of the Dallas Fort Worth International Airport Board was duly convened and held in the Board Room of the DFW Airport Headquarters building of the Dallas-Fort Worth International Airport Board at 8:30 a.m., on Thursday, May 5, 2016, pursuant to earlier notification thereof to the members of the Board and public. The following quorum was present:

Sam Coats, Chair
William Meadows, Vice Chair
Bernice J. Washington, Secretary
Mayor Mike Rawlings
Mayor Betsy Price
Lillie Biggins

Henry Borbolla III
Bridget M. Lopez
Regina Montoya
Curtis Ransom
Amir Rupani
Linda Martin1

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

AGENDA

A. The invocation was given by Chaplain Doni Evans.

B. The Pledge of Allegiance was recited.

C. Announcements by Sean Donohue, CEO:
   • Dallas hosted of the World Travel and Tourism Council Annual Summit, which reinforced the importance of the travel industry in the United States and showcased DFW Airport. Mayor Rawlings and Governor Abbott opened the summit, and speakers included US Secretary of Commerce Penny Pritzker, and an interview with Bill Marriott, Executive Chairman of the Marriott Hotel Group.
   • DFW Airport’s Environmental Affairs Department participated in a World Travel and Tourism Council (WTTC) Summit-hosted environmental clean-up project at the Trinity River Audubon Center in Dallas through the Tourism Cares organization.
   • DFW Airport’s Design, Code, and Construction (DCC) Department participated in last month’s Cowtown Brush Up in partnership with Forth Worth and Habitat for Humanity. The team, along with EVP Khaled Naja and VP Nate Smith, painted two houses in Fort Worth.
   • DFW Airport’s Terminal Renewal and Improvement Program (TRIP) and DCC Teams earned a top honor from Engineering News Record with the Terminal A Phase II TRIP project recognized as one of the “Best of the Best” Projects in North America. EVP Khaled Naja, VP Nate Smith, and the DCC Team were congratulated.

1 Non-voting Board Member from the City of Euless
• DFW Airport’s Concessions Department was awarded the Griesbach Award of Excellence and the Best Retail Program. EVP Ken Buchanan and VP Zenola Campbell, and the Concessions team were congratulated.
• DFW Airport hosted a delegation of senior officials from the Shanghai Airport Authority (SAA) for an overview and tour coinciding with an emerging executive exchange program currently underway with SAA.
• DFW Airport participated in the Japan-America Society Sun & Star Awards event, along with Board Chair Sam Coats, Bernice Washington, Bill Meadows, and other Airport staff members.
• DFW Airport was prominently featured in Who’s Who in Black Dallas because of commitment to diversity in the workforce, procurement, leadership, and in the community. Board Members Bernice Washington and Curtis Ransom attended this event to support DFW Airport. EVP Ken Buchanan was congratulated on being recognized as a Trailblazer at the publications’ unveiling reception Monday night.
• DFW Airport participated in Earth Day Texas at Fair Park, as well as hosted Earth Days at DFW Airport for students and employees.
• DFW Media Highlights were presented.
• It was announced that Board Staff Secretary Kristy Anderson is departing DFW Airport and that Francisco Rodriguez, Board and Owner Cities Specialist, would serve as back-up Board Secretary in the interim. Ms. Anderson was thanked for her service.

D. The minutes of the Regular Board Meeting of April 7, 2016, were approved.

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

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

RETIREMENT/INVESTMENT COMMITTEE
Retirement/Investment Committee Chair Henry Borbolla III reported that the Committee met on Tuesday, May 3, 2016, at 12:30 p.m., in the Board Room of the DFW Airport Headquarters Building and recommended approval of the following:

1. The minutes of the Retirement/Investment Committee Meeting of February 2, 2016, were approved during the Committee Meeting of May 3, 2016.

Action Items for Consideration

2. The Airport Board unanimously adopted Resolution No. 2016-05-098 to 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. The Airport Board unanimously adopted Resolution No. 2016-05-099 to approve termination of the investment agreement with Franklin Templeton Global Multisector Plus Fund.

4. The Airport Board unanimously adopted Resolution No. 2016-05-0100 to approve the attached actuarial assumptions for General Employees Retirement and Department of Public Safety Retirement Plans.

OPERATIONS COMMITTEE
Operations Committee Chair William Meadows reported that the Committee met on Tuesday, May 3, 2016, at 12:45 p.m., in the Board Room of the DFW Airport Headquarters Building and recommended approval of the following:

6. The minutes of the Operations Committee Meeting of April 5, 2016, were approved during the Committee Meeting of May 3, 2016.

Consent Items for Consideration

7. The Airport Board unanimously adopted Resolution No. 2016-05-102 to 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. The Airport Board unanimously adopted Resolution No. 2016-05-103 to 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.

9. The Airport Board unanimously adopted Resolution No. 2016-05-104 to 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

10. The Airport Board unanimously adopted Resolution No. 2016-05-105 to 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. The Airport Board unanimously adopted Resolution No. 2016-05-106 to 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. The Airport Board unanimously adopted Resolution No. 2016-05-107 to 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. The Airport Board unanimously adopted Resolution No. 2016-05-108 to 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.
14. The Airport Board unanimously adopted Resolution No. 2016-05-109 to 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.

15. The Airport Board unanimously adopted Resolution No. 2016-05-110 to 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

16. The Airport Board unanimously adopted Resolution No. 2016-05-111 to 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

17. Construction and Professional Services Contract Increase(s) approved by Authorized Staff were distributed to the Board.

18. Decrease(s)/increase(s) in Scope of Work approved by Authorized Staff were distributed to the Board.

FINANCE/AUDIT COMMITTEE

Finance/Audit Committee Chair Regina Montoya reported that the Committee met on Tuesday, May 3, 2016, at 1:00 p.m., in the Board Room of the DFW Airport Headquarters Building and recommended approval of the following:

19. The minutes of the Finance/Audit Committee Meeting of April 5, 2016, were approved during the Committee Meeting of May 3, 2016.

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

Consent Items for Consideration

21. The Airport Board unanimously adopted Resolution No. 2016-05-112 to approve authorization to enter into a Depository Agreement with U.S. Bank for the purpose of direct settlement of Passenger Facility Charges (PFC) payments.

22. The Airport Board unanimously adopted Resolution No. 2016-05-113 to approve authorization to exercise options for multi-year Contracts for the fourth quarter of Fiscal Year 2016.

Action Items for Consideration

23. The Airport Board unanimously adopted Resolution No. 2016-05-114 to 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. The Airport Board unanimously adopted Resolution No. 2016-05-115 to 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. The Airport Board unanimously adopted Resolution No. 2016-05-116 to 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

26. The Department of Audit Services’ Quarterly Audit Update was presented by Rob Darby, Director Audit Services.

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

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

CONCESSIONS/COMMERCIAL DEVELOPMENT COMMITTEE

Concessions/Commercial Development Committee Chair Bridget Lopez reported that the Committee met on Tuesday, May 3, 2016, at 1:10 p.m., in the Board Room of the DFW Airport Headquarters Building and recommended approval of the following:

29. The minutes of the Concessions/Commercial Development Committee Meeting of April 5, 2016, were approved during the Committee Meeting of May 3, 2016.

Consent Items for Consideration

30. The Airport Board unanimously adopted Resolution No. 2016-05-117 to 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. The Airport Board unanimously adopted Resolution No. 2016-05-118 to 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.

32. The Airport Board unanimously adopted Resolution No. 2016-05-119 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.

33. The Airport Board unanimously adopted Resolution No. 2016-05-120 to 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. The Airport Board unanimously adopted Resolution No. 2016-05-121 to approve an increase to the lease term with Minute Leap DFW, LLC dba Minute Suites.

35. The Airport Board unanimously adopted Resolution No. 2016-05-122 to 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**

36. The Airport Board unanimously adopted Resolution No. 2016-05-123 to 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**

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

**FULL BOARD**

**CLOSED SESSION**

38. **This Closed Session was not held.**
In accordance with provisions of Section 551.071 of the Texas Government Code, a closed session will be held for the purposes of seeking the Board’s attorney’s advice with respect to pending or contemplated litigation, a settlement offer, or other matters that are exempt from public disclosure under the Texas Disciplinary Rules of Professional Conduct of the State Bar of Texas (Article X, Section 9 of the State Bar Rules), to wit:

   a) INET Lawsuit.

**OPEN SESSION**

**Discussion Items**

39. There were no registered speakers.

40. Next Committee meetings – May 31, 2016
   Next Regular Board meeting – June 2, 2016