AGENDA
OPERATIONS COMMITTEE MEETING
TUESDAY, NOVEMBER 1, 2016
12:30 p.m.

OPERATIONS COMMITTEE

1. Approve Minutes of the Operations Committee Meeting of October 11, 2016.

Consent Items for Consideration

R. Hodapp 2. Approve the increase of Purchase Order No. 271525, for Upgrades to Employee Shuttle Buses, to Alliance Bus Group, Inc., of Lewisville, Texas, in the amount of $174,550.00, for a revised Purchase Order amount not to exceed $13,516,881.00.

N. Smith 3. Approve authorization to reject all bids received for Contract No. 9500498, Taxiway Y Bridge Reinforcement for Group VI Aircraft Contract.

Action Items for Consideration

R. Hodapp 4. Approve execution of a contract increase to Contract No. 8500320, Professional Structural Inspection Services, with Michael Baker International, Inc., of Dallas, Texas, in an amount not to exceed $2,195,000.00 for a revised Contract amount not to exceed $5,195,000.00.

K. Kavanagh 5. Approve execution of Contract No. 7006420, for Vinyl Signage and Name Plate Fabrication and Installation Services, with Synergy Signs & Services, LLC, of Fort Worth, Texas, in an amount not to exceed $2,500,000.00, for the initial three year term, with options to renew for two additional one-year periods subject to funding availability.

N. Smith 6. Approve execution Memorandums of Agreement with the Federal Aviation Administration (FAA) SW Region for the Perimeter (End Around) Taxiway Project in an amount not to exceed $100,000.00 and the Runway 17C/35C Project in an amount not to exceed $100,000.00. Total amount of action is $200,000.00.

7. Approve execution of Contract No. 7006436 for Automated Screening Lanes, with MacDonald Humfrey (Automation) Ltd., of Luton, England, in an amount not to exceed $3,493,285.15 for the term of thirty months, which includes a two-year warranty period.
Terminal Renewal and Improvement Program Action Items for Consideration

N. Smith 8. Approve execution of a Change Order to Supplemental Agreement No. 18, Contract No. 9500406, Terminal Renewal and Improvement Program - Contractor Busing Service, with Manhattan/Byrne/JRT/3i, a Joint Venture, of Dallas, Texas, in amount not to exceed $1,530,000.00.

9. Approve execution of a Contract Modification to Supplemental Agreement No. 20, Contract No. 9500406, Terminal Renewal and Improvement Program - Terminal E Phase 4 Construction, with Manhattan/Byrne/JRT/3i, a Joint Venture, of Dallas, Texas in a deductive amount not less than ($986,552.00) and to execute a Contract Modification to Supplemental Agreement No. 17, Contract No. 9500406, Terminal Renewal and Improvement Program - Terminal E Baggage Handling System, with Manhattan/Byrne/JRT/3i, a Joint Venture, of Dallas, Texas, in an amount not to exceed $986,552.00.

Discussion Items

N. Smith 10. Construction and Professional Services Contract Increase(s) approved by Authorized Staff.

11. Decrease(s)/increase(s) in Scope of Work approved by Authorized Staff.
Operations

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

<table>
<thead>
<tr>
<th>Date</th>
<th>Committee</th>
<th>Subject</th>
<th>Resolution #</th>
</tr>
</thead>
<tbody>
<tr>
<td>11/03/2016</td>
<td>Operations</td>
<td>Upgrades to Employee Shuttle Buses</td>
<td></td>
</tr>
</tbody>
</table>

**Action**

That the Chief Executive Officer or designee be authorized to increase Purchase Order No. 271525, for Upgrades to Employee Shuttle Buses, to Alliance Bus Group, Inc., of Lewisville, Texas, in the amount of $174,550.00, for a revised Purchase Order amount not to exceed $13,516,881.00.

**Description**

- Increase the Purchase Order to add hard copper cooling lines and electric engine cooling fans to twenty-five (25) Employee Shuttle Buses.

**Justification**

- This action will replace rubber coolant lines with copper lines. The current rubber lines have a history of leaking causing buses to be taken out of service for repairs. Replacing these lines will improve bus reliability.
- This action will also replace the bus mechanical engine cooling fan system with an electric engine cooling fan system that has superior cooling performance thereby improving engine reliability and longevity.
- Benefits of the electric engine cooling fan system include improved fuel economy and quieter operation.
- The electric cooling fan system option has recently become available for the Cummins compressed natural gas engine.

**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: November 2016
- Delivery Date: December 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>271525</td>
<td>NTE</td>
<td>$174,550.00</td>
<td>NTE $174,550.00</td>
<td>$13,516,881.00</td>
</tr>
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</table>

For Information contact

Rusty Hodapp
3-3670

<table>
<thead>
<tr>
<th>Fund</th>
<th>Project #</th>
<th>External Funding Source</th>
<th>Amount</th>
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<tbody>
<tr>
<td>DFW Capital Acct</td>
<td>26524-01</td>
<td></td>
<td>$174,550.00</td>
</tr>
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</table>
On May 5, 2016, by Resolution No. 2016-05-108, the Board awarded Purchase Order 271525, for Upgrades to Employee Shuttle Buses, to Alliance Bus Group, Inc., of Lewisville, Texas.

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to increase Purchase Order No. 271525, for Upgrades to Employee Shuttle Buses, to Alliance Bus Group, Inc., of Lewisville, Texas, in the amount of $174,550.00, for a revised Purchase Order amount not to exceed $13,516,881.00.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Oct 21, 2016 11:48 am

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
Oct 20, 2016 4:51 pm

Approved as to M/WBE by
Burks Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Oct 20, 2016 4:23 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Department Head
Energy & Transportation Mgmt
Oct 19, 2016 3:54 pm

Chief Executive Officer
Date

Pending
### Action
That the Chief Executive Officer or designee be authorized to reject all bids received for Contract No. 9500498, Taxiway Y Bridge Reinforcement for Group VI Aircraft Contract.

### Description
- Reject all bids received for Contract No. 9500498, Taxiway Y Bridge Reinforcement for Group VI Aircraft.

### Justification
- All responsive bids exceeded the funding established for this project. Board Staff determined that it would be in the Board's best interest to reject all bids. Board staff is currently evaluating options for re-bidding the solicitation.

### D/S/M/WBE Information
- In accordance with the Board's DBE Program, the DBE goal for this contract is 20%.

<table>
<thead>
<tr>
<th>Schedule/Term</th>
<th>Contract #</th>
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<th>Purchase Order #</th>
<th>Action Amount</th>
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<tr>
<td></td>
<td>9500498</td>
<td></td>
<td></td>
<td>$0</td>
<td>$0</td>
</tr>
</tbody>
</table>

**For Information contact**
Nate Smith  
3-1891
Additional Information
This project was advertised in local newspapers on July 17/18, July 24/25, July 31, and August 1, 2016. A pre-bid conference was held on July 26, 2016. Two bids were received and opened on August 17, 2016. The bids were as follows:

<table>
<thead>
<tr>
<th>Bidder</th>
<th>Amount of Bid</th>
</tr>
</thead>
<tbody>
<tr>
<td>McCarthy Building Companies, Inc.</td>
<td>$6,999,000.00</td>
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<tr>
<td>Dallas, TX</td>
<td></td>
</tr>
<tr>
<td>Archer Western Construction, LLC.</td>
<td>$12,548,240.00</td>
</tr>
<tr>
<td>Irving, TX</td>
<td></td>
</tr>
</tbody>
</table>

Four firms picked up a set of plans, none of which was a D/S/M/WBE firm.

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to reject all bids received for Contract No. 9500498, Taxiway Y Bridge Reinforcement for Group VI Aircraft Contract.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Oct 20, 2016 10:02 am

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
Oct 20, 2016 4:51 pm

Approved as to M/WBE by
Burks Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Oct 20, 2016 9:33 am

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Department Head
Oct 19, 2016 4:52 pm

Pending
Chief Executive Officer
Date
Operations

Action
Date | Committee | Subject | Resolution #
---|---|---|---
11/03/2016 | Operations | Professional Structural Inspection Services | 

**Action**

That the Chief Executive Officer or designee be authorized to execute a contract increase to Contract No. 8500320, Professional Structural Inspection Services, with Michael Baker International, Inc., of Dallas, Texas, in an amount not to exceed $2,195,000.00 for a revised Contract amount not to exceed $5,195,000.00.

**Description**

- This action will provide an increase of $2,195,000.00 in contracting capacity to provide Professional Structural Inspection Services.

**Justification**

- In December 2014 the Board approved Resolution No. 2014-12-299 to provide Professional Structural Inspection Services.
- This contract provides professional structural inspection and engineering evaluation services for various types of structures and facilities at the Airport.
- Contract capacity increase is required to accommodate future needs for inspections and evaluations of bridges, culverts, parking garages and exposed steel structures as required by law to ensure public safety.
- The structural inspections identify deterioration and other issues that affect the safety or remaining life of the structures. The Energy, Transportation and Asset Management Department (ETAM) uses this information to identify, program and implement maintenance and repair actions.

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

- In accordance with the Board’s MWBE Program, the MWBE goal for this contract is 35%.
- Michael Baker International, Inc. has committed to achieving 35% MWBE participation on this contract and is currently achieving 22%.
- Michael Baker International, Inc. has submitted documentation detailing how they will achieve their MWBE commitment before the end of their contract.

**Schedule/Term**

The contract completion date of January 5, 2018 will not be affected by this action.

<table>
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<th>Action Amount</th>
<th>Revised Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>8500320</td>
<td>NTE</td>
<td>NTE</td>
<td>$2,195,000.00</td>
<td>NTE $5,195,000.00</td>
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</table>

**For Information contact**

Rusty Hodapp 3-3670

<table>
<thead>
<tr>
<th>Fund</th>
<th>Project #</th>
<th>External Funding Source</th>
<th>Amount</th>
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<tbody>
<tr>
<td>Various</td>
<td>Various</td>
<td></td>
<td>$2,195,000.00</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 contract increase to Contract No. 8500320, Professional Structural Inspection Services, with Michael Baker International, Inc., of Dallas, Texas, in an amount not to exceed $2,195,000.00 for a revised Contract amount not to exceed $5,195,000.00.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Oct 20, 2016 10:03 am

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
Oct 20, 2016 4:51 pm

Approved as to M/WBE by
Burks Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Oct 20, 2016 9:34 am

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head
Energy & Transportation Mgmt
Oct 19, 2016 3:55 pm

Chief Executive Officer

Date
## PROFESSIONAL SERVICES CONTRACT STATUS

<table>
<thead>
<tr>
<th>CONTRACT NUMBER</th>
<th>PROJECT TITLE</th>
<th>CONSULTANT</th>
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</thead>
<tbody>
<tr>
<td>8500320</td>
<td>Professional Structural Inspection Services</td>
<td>Michael Baker Jr., Inc.</td>
</tr>
</tbody>
</table>

### ORIGINAL CONTRACT AMOUNT
$ 3,000,000.00

### CHANGE ORDERS INCREASE OR (DECREASE) TO DATE:
$ -

### PRESENT CONTRACT AMOUNT (including executed change orders):
$ 3,000,000.00

### CONTRACT EXECUTION DATE (NTP):
5-Jan-15

### DAYS EXTENDED:
0

### ORIGINAL CONTRACT EXPIRATION DATE:
5-Jan-18

### CURRENT CONTRACT EXPIRATION DATE:
5-Jan-18

### SUMMARY OF EXECUTED CONTRACT CHANGE ORDERS

<table>
<thead>
<tr>
<th>C.O. NUMBER</th>
<th>DESCRIPTION</th>
<th>AMOUNT</th>
<th>DAYS EXT.</th>
<th>DATE</th>
<th>APPROVED BY</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Update Overhead Rates to add Walker Parking</td>
<td>$ -</td>
<td>0</td>
<td>2/19/2015</td>
<td>Staff</td>
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<tr>
<td>2</td>
<td>Update Overhead Rates to add Corsair</td>
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<td>0</td>
<td>12/15/2015</td>
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<td>Update Overhead Rates</td>
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<td>3/14/2016</td>
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</table>

### TOTAL EXECUTED CONTRACT CHANGE ORDERS
$ - | 0

### THIS ACTION

<table>
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<tr>
<th>C.O. NUMBER</th>
<th>DESCRIPTION</th>
<th>AMOUNT</th>
<th>DAYS EXT.</th>
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<tbody>
<tr>
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<td>Increase Contract Capacity</td>
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</table>

### SUMMARY OF PENDING CONTRACT CHANGE ORDERS

(Does not include “This Action”)

<table>
<thead>
<tr>
<th>TOTAL NUMBER</th>
<th>ESTIMATED VALUE</th>
<th>EST. DAYS</th>
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</thead>
</table>

### TOTAL CHANGE ORDERS (Executed, This Action & Pending):
$ 2,195,000.00

### PROJECTED CONTRACT AMOUNT:
$ 5,195,000.00

### PROJECTED CONTRACT EXPIRATION DATE:
5-Jan-18
DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD
OFFICIAL BOARD ACTION/RESOLUTION

<table>
<thead>
<tr>
<th>Date</th>
<th>Committee</th>
<th>Subject</th>
<th>Resolution #</th>
</tr>
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<tbody>
<tr>
<td>11/03/2016</td>
<td>Operations</td>
<td>Vinyl Signage and Name Plate Fabrication and Installation Services</td>
<td></td>
</tr>
</tbody>
</table>

**Action**
That the Chief Executive Officer or designee be authorized to execute Contract No. 7006420, for Vinyl Signage and Name Plate Fabrication and Installation Services, with Synergy Signs & Services, LLC, of Fort Worth, Texas, in an amount not to exceed $2,500,000.00, for the initial three year term, with options to renew for two additional one-year periods subject to funding availability.

**Description**
- Award a Contract for Vinyl Signage and Name Plate Fabrication and Installation Services to Services, with Synergy Signs & Services, LLC to include:
  - Manufacturing, application and disassembly of vinyl signs.
  - Manufacturing, installation and disassembly of specified name plates at Airport facilities.
  - Proof development for vinyl signage

**Justification**
- This Contract will provide the ability to resolve critical wayfinding, operational and customer service needs quickly, effectively and in a cost efficient manner.
- This will allow the Airport to have increased capacity for various signage applications that support the three (3) year branding initiatives and numerous Airport departments supporting the following:
  - Branding
  - Construction
  - Concessions
  - Wayfinding
- This Contract will provide for the fabrication and installation of name plates for Airport employees.

**D/S/M/WBE Information**
- In accordance with the Board's SBE Program, the SBE goal for this contract is 25%
- Synergy Signs & Services, LLC has committed to achieving 100% utilization through self performance, (WF-C).

**Schedule/Term**
- Start Date: November 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>
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<tbody>
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<td>7006420</td>
<td>NTE</td>
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<td>$2,500,000.00</td>
<td>$0</td>
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**For Information contact**
Karen Kavanagh
3-2540

<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>Various</td>
<td></td>
<td></td>
<td>$2,500,000.00</td>
</tr>
</tbody>
</table>
Additional Information

- Five (5) bids, including three (3) from SBE firm(s), were received and opened on October 20, 2016.

<table>
<thead>
<tr>
<th>Bidders</th>
<th>Bid Amount</th>
</tr>
</thead>
</table>
| Synergy Signs & Services, LLC\(^{N1}\)  
Fort Worth, Texas                                   | $942,375.00       |
| Centerline Supply, LTD\(^{N1}\)  
Grand Prairie, Texas                                | $1,015,350.00     |
| ARC Documents Solutions dba Riot Creative Imaging   
Grand Prairie, Texas                                 | $1,037,482.50     |
| SSC Signs & Lighting, LLC\(^{N1}\)  
Lewisville, Texas                                    | $1,646,835.00     |
| FedEx Office and Print Services, Inc.               
Plano, Texas                                          | $2,190,569.25     |

Note:
1. SBE-Certified with Texas Department of Transportation

- The initial staff estimate was prepared based on current pricing for these services for upcoming projects. This indefinite delivery Contract will also provide services for unanticipated projects that may arise. Competitive bids were received from 5 companies, and are expected to result in a significant cost savings over the multi-year term of the Contract.
- Synergy Signs & Services, LLC., of Fort Worth, Texas, is the lowest responsive, responsible Bidder.

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 Contract No. 7006420, for Vinyl Signage and Name Plate Fabrication and Installation Services, with Synergy Signs & Services, LLC, of Fort Worth, Texas, in an amount not to exceed $2,500,000.00, for the initial three year term, with options to renew for two additional one-year periods subject to funding availability.

Approved as to Form by

Rodriguez, Elaine  
Legal Counsel  
Oct 21, 2016 11:50 am

Approved as to Funding by

Underwood, Max  
Vice President Finance  
Finance  
Oct 20, 2016 5:27 pm

Approved as to M/WBE by

Burks Lee, Tamela  
Vice President Business Diversity and Development  
Business Diversity and Development  
Oct 20, 2016 6:09 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head  
Planning  
Oct 20, 2016 4:43 pm

Chief Executive Officer  
Pending  
Date
Date: 11/03/2016  
Committee: Operations  
Subject: FAA Memorandums of Agreement for the Perimeter (End Around) Taxiway Design Project and Runway 17C/35C Project  
Resolution #:  

**Action**  
That the Chief Executive Officer or designee be authorized to execute Memorandums of Agreement with the Federal Aviation Administration (FAA) SW Region for the Perimeter (End Around) Taxiway Project in an amount not to exceed $100,000.00 and the Runway 17C/35C Project in an amount not to exceed $100,000.00. Total amount of action is $200,000.00.

**Description**  
- This action provides necessary project funding for FAA engineering review and other support activities for the design of the Perimeter (End Around) Taxiway Project and the Runway 17C/35C Project.

**Justification**  
- This action is required for FAA personnel to provide design review services necessary to support the Perimeter (End Around) Taxiway design and the Runway 17C/35C design.
- At the appropriate time, separate MOAs may be required for FAA construction support and oversight.
- The implementation of the End Around Taxiways will increase the ability of aircraft to taxi unimpeded from landing to the terminal, or from the terminal to take-off, providing increased efficiency in operations by reducing taxi delay and increased safety for aircraft and passengers through reduced runway crossings.
- The implementation of the Runway 17C/35C Reconstruction Project is required to preserve this critical asset and will maintain capacity in support of the Airport’s global hub scheduled flight operations.

**D/S/M/WBE Information**  
- N/A - Not subject to the Board’s D/S/M/WBE Program Policies, (Memorandum of Agreement).

**Schedule/Term**  

<table>
<thead>
<tr>
<th>Contract #</th>
<th>Agreement #</th>
<th>Purchase Order #</th>
<th>Action Amount</th>
<th>Revised Amount</th>
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<tr>
<td>5000840</td>
<td>NTE</td>
<td></td>
<td>NTE $100,000.00</td>
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**For Information contact**  
Nate Smith  
3-8131  

<table>
<thead>
<tr>
<th>Fund</th>
<th>Project #</th>
<th>External Funding Source</th>
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<tr>
<td>Joint Capital Acct</td>
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<tr>
<td>Joint Capital Account</td>
<td>26575-01</td>
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<td>$100,000.00</td>
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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 execute Memorandums of Agreement with the Federal Aviation Administration (FAA) SW Region for the Perimeter (End Around) Taxiway Project in an amount not to exceed $100,000.00 and the Runway 17C/35C Project in an amount not to exceed $100,000.00. Total amount of action is $200,000.00.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Oct 21, 2016 4:19 pm

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
Oct 20, 2016 4:52 pm

Approved as to M/WBE by
Burks Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Oct 20, 2016 6:09 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head

Oct 20, 2016 4:46 pm

Chief Executive Officer

Pending

Date
Date: 11/03/2016

Committee: Operations

Subject: Automated Screening Lanes

Resolution 

Action

That the Chief Executive Officer or designee be authorized to execute Contract No. 7006436 for Automated Screening Lanes, with MacDonald Humfrey (Automation) Ltd., of Luton, England, in an amount not to exceed $3,493,285.15 for the term of thirty months, which includes a two-year warranty period.

Description

- Provide up to ten automated screening lanes authorized by the Transportation Security Administration (TSA).

Justification

- The Airport has identified the five busiest checkpoints, A21, D18, D22, D30 and E18 to receive the automated screening lanes to enhance customer experience. The new systems are automated, which improves operational efficiency, reduces queue waiting times and congestion, enhances overall public safety, security and service. Two lanes will be provided for each checkpoint location.
- The Contract amount may be reduced if the number of checkpoints or lanes are reduced to ensure the overall project stays within budget.
- This same system is installed at Hartsfield-Jackson Atlanta International Airport and has proven to significantly enhance the security screening process and overall customer experience.
- Once the lanes are completed, the ownership and operations will be transferred from the Airport to the TSA.
- Facility alterations to accommodate the new lanes at the specified checkpoints are currently planned to be performed through an existing Job Order Contract. Relocation of TSA equipment and accessories is currently planned to be performed by a TSA-specified contractor.
- Joint Capital Acct funding contingent on confirmation of MII security exemption.
- O&M 102 for two-year warranty. Annualized O&M with Operating Reserve is $379,813.00.

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. (Finished Products).

Schedule/Term

- Contract Term: Thirty months
- Contract Start Date: November 2016

<table>
<thead>
<tr>
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<tr>
<td>7006436</td>
<td>NTE</td>
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<td>NTE $3,493,285.15</td>
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For Information contact

<table>
<thead>
<tr>
<th>Nate Smith</th>
</tr>
</thead>
<tbody>
<tr>
<td>3-1891</td>
</tr>
</tbody>
</table>

Fund: Joint Capital Acct

Project #: 26574-01

External Funding Source: 0102

Amount: 2-yr warranty

Joint Capital Acct 26574-01 $2,885,585.15

0102 2-yr warranty $607,700.00
The TSA has advised the Airport that the automated screen lane equipment offered by MacDonald Humfrey (Automation) Ltd. is currently the only ASL equipment to have been integrated with existing TSA-owned Rapiscan AT-2 equipment and successfully tested and deployed, with TSA approval. Accordingly, based upon TSA's representations, this company is currently the sole source provider of equipment which can integrate with TSA equipment in security checkpoints without undergoing TSA lab assessments and operational demonstrations.

- Final contract pricing may be a fixed, lump-sum price or not-to-exceed price basis but that price will not exceed the Board approved amount.
- It is estimated that the installation of these lanes will take approximately six months with a two-year warranty period after acceptance.

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to execute Contract No. 7006436 for Automated Screening Lanes, with MacDonald Humfrey (Automation) Ltd., of Luton, England, in an amount not to exceed $3,493,285.15 for the term of thirty months, which includes a two-year warranty period.

Approved as to Form by

Rodriguez, Elaine
Legal Counsel
Oct 21, 2016 12:51 pm

Approved as to Funding by

Underwood, Max
Vice President Finance
Finance
Oct 20, 2016 4:52 pm

Approved as to M/WBE by

Burks Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Oct 20, 2016 4:20 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head
Oct 19, 2016 4:53 pm

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

<table>
<thead>
<tr>
<th>Date</th>
<th>Committee</th>
<th>Subject</th>
<th>Resolution #</th>
</tr>
</thead>
<tbody>
<tr>
<td>11/03/2016</td>
<td>Operations</td>
<td>TRIP - Contractor Busing Service - MBJ3</td>
<td></td>
</tr>
</tbody>
</table>

**Action**
That the Chief Executive Officer or designee be authorized to execute a Change Order to Supplemental Agreement No. 18, Contract No. 9500406, Terminal Renewal and Improvement Program - Contractor Busing Service, with Manhattan/Byrne/JRT/3i, a Joint Venture, of Dallas, Texas, in amount not to exceed $1,530,000.00.

**Description**
- This action is part of the Terminal Renewal and Improvement Program (TRIP).
- This action will add funding for MBJ3 Contractor Busing Service and parking lot maintenance for the next contract year.

**Justification**
- This action provides transportation of the construction personnel from the off-site parking lot to the active construction sites in the Central Terminal Area.
- The requested action amounts represent contract capacity based on needs for one year. The contract capacity for subsequent contract years will be reviewed and requested annually.

**D/S/M/WBE Information**
- In accordance with the Board's M/WBE Program, the M/WBE goals for this Contract are 20% on the base and 35% aggregately for supplemental agreements.
- Manhattan/Byrne/JRT/3i, a joint venture, has committed to achieving 40% M/WBE participation on the base and 35% aggregately for supplemental agreements.
- Actual M/WBE commitments and achievements are reported on the attached M/WBE status report.

**Schedule/Term**
The contract completion date of January 30, 2018 will not be affected by this action.

<table>
<thead>
<tr>
<th>Contract #</th>
<th>Agreement #</th>
<th>Purchase Order #</th>
<th>Action Amount</th>
<th>Revised Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>9500406</td>
<td>18</td>
<td></td>
<td>NTE $1,530,000.00</td>
<td>NTE $6,179,768.00</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>27017-03</td>
<td></td>
<td>$1,530,000.00</td>
</tr>
</tbody>
</table>
### Additional Information

- In September 2012, the Board approved Resolution No. 2012-09-303 which provided for the initiation of Contract Busing Operations for the transportation of construction personnel from the off-site parking lot to the active construction sites within the Central Terminal Area.
- In January 2013, the Board approved Resolution No. 2013-01-019 to add funding for calendar year 2014 for BARC Busing.
- In January 2013, the Board approved Resolution No. 2013-01-020 to add funding for calendar year 2014 for MBJ3 Busing.
- In November 2014, the Board approved Resolution No. 2014-11-273, options for multi-year contracts for second quarter of Fiscal year 2015 which added funding to both BARC and MBJ3 Busing Contracts for calendar year 2015.
- In January 2016, the Board approved Resolution No. 2016-01-009 to add funding to both BARC and MBJ3 Busing Contracts for calendar year 2016.

### 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 Supplemental Agreement No. 18, Contract No. 9500406, Terminal Renewal and Improvement Program - Contractor Busing Service, with Manhattan/Byrne/JRT/3i, a Joint Venture, of Dallas, Texas, in amount not to exceed $1,530,000.00.

**Approved as to Form by**

Rodriguez, Elaine  
Legal Counsel  
Oct 20, 2016 10:06 am

**Approved as to Funding by**

Underwood, Max  
Vice President Finance  
Finance  
Oct 20, 2016 4:53 pm

**Approved as to M/WBE by**

Burks Lee, Tamela  
Vice President Business Diversity and Development  
Business Diversity and Development  
Oct 20, 2016 9:40 am

**SIGNATURE REQUIRED FOR APPROVAL**

**Approved by**

Department Head  
Oct 19, 2016 4:53 pm

**Pending**

Chief Executive Officer  
Date
## 1. CONTRACT TITLE:

Contractor Busing Service

## 2. CONTRACTOR:

Manhattan/BYRNE/JRT/3i, a Joint Venture

## 3. CONTRACT NO.:

9500406 SA18

## 4. CONTRACT DATA:

<table>
<thead>
<tr>
<th>Original Contract Amount</th>
<th>2012-09-303</th>
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<tr>
<td>Contract Execution Date (NTP)</td>
<td>11/01/12</td>
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<tr>
<td>Original Expiration Date</td>
<td>08/30/16</td>
</tr>
<tr>
<td></td>
<td>$300,000.00</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>Add'tl funding for Busing Service thru December 2013</td>
<td>$1,319,708.00</td>
<td>0</td>
<td>01/22/13</td>
<td>2013-01-020</td>
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<tr>
<td>2</td>
<td>Add'tl funding for Busing Service thru December 2014</td>
<td>$930,000.00</td>
<td>0</td>
<td>12/10/13</td>
<td>2013-11-313</td>
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<tr>
<td>3</td>
<td>Add'tl funding for Busing Service thru December 2015</td>
<td>$850,000.00</td>
<td>0</td>
<td>11/25/14</td>
<td>2014-11-273</td>
</tr>
<tr>
<td>4</td>
<td>Add'tl funding for Busing Service thru December 2016</td>
<td>$1,250,060.00</td>
<td>0</td>
<td>03/01/16</td>
<td>2016-01-009</td>
</tr>
<tr>
<td>5</td>
<td>Time Extension</td>
<td>-</td>
<td>153</td>
<td>07/15/16</td>
<td>Staff</td>
</tr>
</tbody>
</table>

**SUB-TOTAL OF EXECUTED CHANGE ORDERS**: $4,349,768.00 153

## 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>6</td>
<td>Additional Funding</td>
<td>$1,530,000.00</td>
<td>0</td>
<td>32.90%</td>
<td>01/30/18</td>
</tr>
</tbody>
</table>

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

| Contract Amount | $6,179,768.00 |
| Days Contract Extended | 365 |
| Contract % Increase (Decrease) | 1959.92% |
| Expiration Date | 01/30/18 |

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

<table>
<thead>
<tr>
<th>AMOUNT</th>
<th>DAYS</th>
</tr>
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<tbody>
<tr>
<td>$</td>
<td>0</td>
</tr>
<tr>
<td>Category</td>
<td>Contract Number</td>
</tr>
<tr>
<td>------------------</td>
<td>-----------------</td>
</tr>
<tr>
<td>SA Rollup</td>
<td>950406000 All SAs</td>
</tr>
<tr>
<td>Detail</td>
<td>950406000 Base</td>
</tr>
<tr>
<td>Detail</td>
<td>950406000 SA No. 1</td>
</tr>
<tr>
<td>Detail</td>
<td>950406000 SA No. 2</td>
</tr>
<tr>
<td>Detail</td>
<td>950406000 SA No. 3</td>
</tr>
<tr>
<td>Detail</td>
<td>950406000 SA No. 4</td>
</tr>
<tr>
<td>Detail</td>
<td>950406000 SA No. 5</td>
</tr>
<tr>
<td>Detail</td>
<td>950406000 SA No. 6</td>
</tr>
<tr>
<td>Detail</td>
<td>950406000 SA No. 7</td>
</tr>
<tr>
<td>Detail</td>
<td>950406000 SA No. 8</td>
</tr>
<tr>
<td>Detail</td>
<td>950406000 SA No. 9</td>
</tr>
<tr>
<td>Detail</td>
<td>950406000 SA No. 10</td>
</tr>
<tr>
<td>Detail</td>
<td>950406000 SA No. 11</td>
</tr>
<tr>
<td>Detail</td>
<td>950406000 SA No. 12</td>
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<tr>
<td>Detail</td>
<td>950406000 SA No. 13</td>
</tr>
<tr>
<td>Detail</td>
<td>950406000 SA No. 14</td>
</tr>
<tr>
<td>Detail</td>
<td>950406000 SA No. 15</td>
</tr>
<tr>
<td>Detail</td>
<td>950406000 SA No. 16</td>
</tr>
<tr>
<td>Detail</td>
<td>950406000 SA No. 17</td>
</tr>
<tr>
<td>Detail</td>
<td>950406000 SA No. 18</td>
</tr>
<tr>
<td>Detail</td>
<td>950406000 SA No. 19</td>
</tr>
<tr>
<td>Detail</td>
<td>950406000 SA No. 20</td>
</tr>
</tbody>
</table>

Cumulative Activity Period thru 10/12/16
Date  
11/03/2016

Committee  
Operations

Subject  
TRIP - Terminal E Phase 4 and BHS Construction

Resolution #

**Action**

That the Chief Executive Officer or designee be authorized to execute a Contract Modification to Supplemental Agreement No. 20, Contract No. 9500406, Terminal Renewal and Improvement Program - Terminal E Phase 4 Construction, with Manhattan/Byrne/JRT/3i, a Joint Venture, of Dallas, Texas in a deducitive amount not less than ($986,552.00) and to execute a Contract Modification to Supplemental Agreement No. 17, Contract No. 9500406, Terminal Renewal and Improvement Program- Terminal E Baggage Handling System, with Manhattan/Byrne/JRT/3i, a joint Venture, of Dallas, Texas, in an amount not to exceed $986,552.00.

**Description**

- This action is part of the Terminal Renewal and Improvement Program (TRIP).
- This action will reduce the Guaranteed Maximum Price (GMP) of Supplemental Agreement (SA) 20, TRIP Terminal E Phase 4 Construction by not less than ($986,552.00).
- This action will increase the Guaranteed Maximum Price (GMP) of SA 17, TRIP Terminal E Baggage Handling System in an amount not to exceed $986,552.00.
- This action funds payment for extended general conditions costs, and adds 268 days to SA 17 Contract time.

**Justification**

- A time extension is needed to allow completion of the SA 17 Baggage Handling System work simultaneous with the completion of SA 20, Phase 4 Terminal E Construction.

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

- In accordance with the Board’s M/WBE Program, the M/WBE goals for this Contract are 20% on the base and 35% aggregately for supplemental agreements.
- Manhattan/Byrne/JRT/3i, a joint venture, has committed to achieving 40% M/WBE participation on the base and 35% aggregately for supplemental agreements.
- Actual M/WBE commitments and achievements are reported on the attached M/WBE status report.

**Schedule/Term**

The current completion date for BHS SA17 of March 15, 2017, will be extended 268 days to December 8, 2017.

The current contract completion date for Terminal E Phase 4 SA 20 of October 17, 2017, will not be affected by this action.

<table>
<thead>
<tr>
<th>Contract #</th>
<th>Agreement #</th>
<th>Purchase Order #</th>
<th>Action Amount</th>
<th>Revised Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>9500406</td>
<td>17</td>
<td></td>
<td>NTE $986,552.00</td>
<td>NTE $43,722,588.81</td>
</tr>
<tr>
<td>9500406</td>
<td>20</td>
<td></td>
<td>NLT ($986,552.00)</td>
<td>NTE $120,803,837.64</td>
</tr>
</tbody>
</table>

**For Information contact**

Nate Smith  
3-1891

Fund  
Joint Capital Acct.  
Project #  27013-03  
External Funding Source  
Amount  
$986,552.00
Justification (Con’t)

- Additional contract time is also required to complete existing system demolition that remains in use to support current temporary Airline operations and cannot be completed until the final Airlines (United and Air Canada) move into permanent locations.
- SA20 asbestos abatement work is nearing completion and is forecast to be under budget allowing for excess funds to be re-committed.

Additional Information

- In July 2015, the Board Approved Resolution No. 2015-07-122 establishing Supplemental Agreement (SA) No. 20 to provide for initial construction activities, general conditions, make ready, and enabling work to support the TRIP renovation of Terminal E Phase 4 (Section A) establishing Interim Maximum Price (IMP).
- In March 2016, the Board Approved Resolution No. 2016-03-072 establishing Guaranteed Maximum Price (GMP) for SA20.
- In September 2016, the Board Approved Resolution No. 2016-09-208 increasing GMP to include Concessions Storage, Loading Dock, Bus Portering, Bus Station Demolition Slab Infill and additional work associated with Request for Information (RFIs).

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. 20, Contract No. 9500406, Terminal Renewal and Improvement Program - Terminal E Phase 4 Construction, with Manhattan/Byrne/JRT/3i, a Joint Venture, of Dallas, Texas in a deductive amount not less than ($986,552.00) and to execute a Contract Modification to Supplemental Agreement No. 17, Contract No. 9500406, Terminal Renewal and Improvement Program- Terminal E Baggage Handling System, with Manhattan/Byrne/JRT/3i, a joint Venture, of Dallas, Texas, in an amount not to exceed $986,552.00.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Oct 20, 2016 10:06 am

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
Oct 20, 2016 4:53 pm

Approved as to M/WBE by
Burks Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Oct 20, 2016 9:41 am

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Department Head
Oct 19, 2016 4:53 pm
1. **CONTRACT TITLE:**
   - Treminal E Baggage Handling System

2. **CONTRACTOR:**
   - Manhattan/BYRNE/JRT/3i, a Joint Venture

3. **CONTRACT NO.:**
   - 9500406 SA17

4. **CONTRACT DATA:**
   - Original Contract Amount: 2012-07-227: $16,755,262.00
   - Contract Execution Date (NTP): 10/18/12
   - Original Expiration Date: 10/26/14

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>STAFF/BOARD</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Establish GMP and provide construction activities to replace the existing Term E BHS</td>
<td>$25,980,774.81</td>
<td>774</td>
<td>06/10/13</td>
<td>2013-05-132</td>
</tr>
<tr>
<td>2</td>
<td>Revise Stored Materials Provision to exclude &quot;in the vicinity&quot;</td>
<td>-$-</td>
<td>0</td>
<td>07/15/13</td>
<td>Staff</td>
</tr>
<tr>
<td>3</td>
<td>Time extension</td>
<td>$-</td>
<td>97</td>
<td>10/06/16</td>
<td>Staff</td>
</tr>
<tr>
<td>4</td>
<td>Time extension and additional funding</td>
<td>$986,552.00</td>
<td>268</td>
<td>2.31%</td>
<td></td>
</tr>
</tbody>
</table>

   **SUB-TOTAL OF EXECUTED CHANGE ORDERS:** $25,980,774.81

6. **THIS ACTION**
   - Time extension and additional funding.
     - $986,552.00
     - 268 days extended
     - 2.31% increase

7. **REVISED CONTRACT DATA: (Including "This Action")**
   - Contract Amount: $43,722,588.81
   - Days Contract Extended: 1139
   - Contract % Increase (Decrease): 160.95%
   - Expiration Date: 12/08/17

8. **SUMMARY OF PENDING OR POTENTIAL CONTRACT CHANGE ORDERS (If Applicable):**
   - $ - 0
### 1. CONTRACT TITLE:
Terminal E Phase 4

### 2. CONTRACTOR:
Manhattan/Byrne/JRT/3i, a Joint Venture

### 3. CONTRACT NO.:
9500406 SA20

### 4. CONTRACT DATA:
- **Original Contract Amount**: $48,836,452.00
- **Contract Execution Date (NTP + 750 days)**: 09/28/15
- **Original Expiration Date**: 10/17/17

### 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 (S)/(B)</th>
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</thead>
<tbody>
<tr>
<td>1</td>
<td>Establish GMP</td>
<td>$ 72,952,758.00</td>
<td>0</td>
<td>04/21/16</td>
<td>2016-03-072</td>
</tr>
<tr>
<td>2</td>
<td>Relocation of approximately 560 linear feet of concrete traffic barriers from Terminal E to the TRIP construction worker parking lot to provide physical separation of construction worker parking area from American Airlines employee parking area.</td>
<td>$ 1,179.64</td>
<td>0</td>
<td>09/21/16</td>
<td>Staff</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>
<th>CONTRACT EXPIRATION DATE</th>
</tr>
</thead>
<tbody>
<tr>
<td>4</td>
<td>Reduce Abatement Allowance.</td>
<td>($986,552.00)</td>
<td>0</td>
<td>-0.81%</td>
<td></td>
</tr>
</tbody>
</table>

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

- **Contract Amount**: $120,803,837.64
- **Days Contract Extended**: 0
- **Contract % Increase (Decrease)**: 147.36%
- **Expiration Date**: 10/17/17

### 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>
<th></th>
<th></th>
</tr>
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<tbody>
<tr>
<td>3</td>
<td>DCN 9, Baggage Portering, RFI Additional Work and Phase 4 Phase Line Shift.</td>
<td>$ 4,915,796.39</td>
<td>0</td>
<td></td>
<td></td>
</tr>
<tr>
<td>1. CONTRACT TITLE:</td>
<td>Terminal E Phase 4</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>-------------------</td>
<td>-------------------</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>2. CONTRACTOR:</td>
<td>Manhattan/Byrne/JRT/3i, a Joint Venture</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>3. CONTRACT NO.:</td>
<td>9500406 SA20</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

| $ | 4,915,796.39 | 0 |
## MWBE Participation

**Contract No. 9500406**

<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>950406000 All SAs</td>
<td>35.00%</td>
<td>38.49%</td>
<td>$283,969,845.06</td>
<td>$737,727,210.14</td>
<td>91.45%</td>
</tr>
<tr>
<td>Detail</td>
<td>950406000 Base</td>
<td>40.00%</td>
<td>40.34%</td>
<td>$5,047,930.60</td>
<td>$12,512,561.23</td>
<td>93.88%</td>
</tr>
<tr>
<td>Detail</td>
<td>950406000 SA No. 1</td>
<td>35.00%</td>
<td>79.85%</td>
<td>$3,131,587.96</td>
<td>$3,921,846.32</td>
<td>100.00%</td>
</tr>
<tr>
<td>Detail</td>
<td>950406000 SA No. 2</td>
<td>20.00%</td>
<td>81.11%</td>
<td>$1,251,210.50</td>
<td>$1,542,560.31</td>
<td>100.00%</td>
</tr>
<tr>
<td>Detail</td>
<td>950406000 SA No. 3</td>
<td>20.00%</td>
<td>53.94%</td>
<td>$10,539,111.82</td>
<td>$19,539,639.81</td>
<td>86.77%</td>
</tr>
<tr>
<td>Detail</td>
<td>950406000 SA No. 4</td>
<td>30.00%</td>
<td>30.09%</td>
<td>$1,347,207.07</td>
<td>$4,477,958.10</td>
<td>96.77%</td>
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<tr>
<td>Detail</td>
<td>950406000 SA No. 5</td>
<td>35.00%</td>
<td>44.32%</td>
<td>$71,505,530.72</td>
<td>$161,321,667.45</td>
<td>93.94%</td>
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<tr>
<td>Detail</td>
<td>950406000 SA No. 6</td>
<td>10.00%</td>
<td>9.43%</td>
<td>$622,061.15</td>
<td>$6,596,795.31</td>
<td>95.65%</td>
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<tr>
<td>Detail</td>
<td>950406000 SA No. 7</td>
<td>10.00%</td>
<td>12.38%</td>
<td>$2,401,784.29</td>
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<tr>
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<tr>
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<tr>
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<td>950406000 SA No. 10</td>
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**Cumulative Activity Period thru 10/12/16**
Operations

Discussion
<table>
<thead>
<tr>
<th>Meeting Date</th>
<th>Subject</th>
<th>Committee</th>
</tr>
</thead>
<tbody>
<tr>
<td>11/03/2016</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.
<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>
<tbody>
<tr>
<td>HKS, Inc.</td>
<td>8500304 SA 16</td>
<td>TEX Rail Station at Terminal B&lt;br&gt;This action authorized the contractor to provide design, construction documents and construction support services for the relocation of Terminal B North AOA gate, to a location north of Taxiway Y adjacent to the 1W Employee Loop Road and parking area.</td>
<td>Change Order</td>
<td>NTE $48,323.28</td>
</tr>
</tbody>
</table>
### CONTRACT ACTIONS APPROVED BY AUTHORIZED STAFF

**September 1, 2016 through September 30, 2016**

- **New Construction Contracts - $25,000 to $50,000**
- **Change Orders Increases/Decreases - $25,000 to $50,000**

**November 3, 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>
<tbody>
<tr>
<td>North Texas Contracting, Inc.</td>
<td>9500571</td>
<td>Rehabilitate Deicing System Large Storage Areas SEHP (Phase II)</td>
<td>Change Order</td>
<td>NTE $33,892.00</td>
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</table>

This action removed the line item “Remove and Replace Flow Switch” and added the line item “Remove and Replace Flow Meter”. The storage area did not have a flow switch as scoped, the existing flow meter was not operable and replacement parts were no longer available.
AGENDA
FINANCE/AUDIT COMMITTEE MEETING
TUESDAY, NOVEMBER 1, 2016
12:40 p.m.

FINANCE/AUDIT COMMITTEE

12. Approve Minutes of the Finance/Audit Committee Meeting of October 11, 2016.


Consent Items for Consideration

A. Cruz 14. Approve ratification award of Purchase Order No. 272663, for Express Parking Facilities Building Upgrades, with SP+ Transportation, an operating division of SP Plus Corporation, of Cleveland, Ohio, in an amount not to exceed $85,119.77.

O. Malone 15. Approve execution of Contract No. 8005100, for Recruitment Services for Senior Vice President of Customer Experience, with Korn Ferry, of Atlanta, Georgia, for a fixed fee of $90,000.00.

E. Rodriguez 16. Approve authorization to increase Legal Services Contract No. 8004871 with the firm of Polsinelli, PC of Dallas, Texas, in an amount not to exceed $50,000.00 for a revised contract amount not to exceed $198,750.00.

S. Shaffer 17. Approve execution of Contract No. 7006440, for Project Portfolio Management Software, with Sciforma Corporation, of Los Gatos, California, in an amount not to exceed $104,300.00 for the initial one-year period with options to renew annually for additional one-year periods subject to funding availability.


Action Items for Consideration

A. Cruz 19. Approve execution of Contract No. 7006332, for Terminal Link Bus Services, with SP+ Transportation, an operating division of SP Plus Corporation, of Cleveland, Ohio, in an amount not to exceed $14,603,478.02 for the initial three-year term of the contract, with options to renew for three additional two year terms subject to funding availability.
S. Shaffer  

20. **Approve authorization to take the following actions:** increase Contract No. 7006301, with NovaCopy, Inc., of Irving, Texas, in the amount not to exceed $192,571.57, for a revised Contract amount not to exceed $962,857.83; and award Contract No. 7006441, with NovaCopy, Inc., of Irving, Texas, in an amount not to exceed $360,000.00. Total amount of action is $552,571.57.

21. **Approve increase to Contract No. 7006069,** for Special Tariffs for Communications Systems, with Frontier Southwest Incorporated, of Richardson, Texas, in an amount not to exceed $2,949,000.00, for a revised Contract amount not to exceed $6,261,000.00.

22. **Approve increase to Contract No. 7005923,** for Business Process Management Software, with Appian Corporation, of Reston, Virginia, in an amount not to exceed $6,403,187.00, for a revised Contract amount not to exceed $7,498,053.40.

**Discussion Items**

T. Lee  

23. **Monthly D/S/M/WBE Expenditure Report.**

G. Spoon  

24. **Purchase Orders/Contracts and Professional Services Contracts approved by Authorized Staff.**
Date  
11/03/2016
Committee  
Finance/Audit  
Subject  
Express Parking Facilities Building Repairs and Renovations  
Resolution #

Action
That the Board does hereby ratify award of Purchase Order No. 272663, for Express Parking Facilities Building Upgrades, with SP+ Transportation, an operating division of SP Plus Corporation, of Cleveland, Ohio, in an amount not to exceed $85,119.77.

Description
- Express Parking Facilities Building Repairs and Renovations for North and South Express Lots.

Justification
- Repairs and Renovations to the North and South Express Parking Buildings were needed. Some of the repairs included the following:
  - HVAC Repairs
  - Painting, stripping, staining and power washing.
  - Replace doors, shelves and counters.
  - Demolition and secure exterior suspended conduit.
  - Repairs, including windows, interior walls, water fountains, electrical outlets.
- DFW Capital Acct funding for Express South facility which involves interior facility construction, HVAC installation and other rehabilitation work which meets capitalization criteria.
- O&M 102 for Express North facility which does not meet capitalization threshold.

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 (Reimbursements).

Schedule/Term
<table>
<thead>
<tr>
<th>Contract #</th>
<th>Agreement #</th>
<th>Purchase Order #</th>
<th>Action Amount</th>
<th>Revised Amount</th>
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<tbody>
<tr>
<td>272663</td>
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<td>$85,119.77</td>
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For Information contact
Armin Cruz
3-4850

Fund  
DFW Capital Acct

Project #  
0102

External Funding Source  
DFW Capital Acct

Amount  
$60,539.69

Amount  
$24,580.08
BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Board does hereby ratify award of Purchase Order No. 272663, for Express Parking Facilities Building Upgrades, with SP+ Transportation, an operating division of SP Plus Corporation, of Cleveland, Ohio, in an amount not to exceed $85,119.77.

Approved as to Form by

Rodriguez, Elaine
Legal Counsel
Oct 21, 2016 12:08 pm

Approved as to Funding by

Underwood, Max
Vice President Finance
Finance
Oct 20, 2016 4:54 pm

Approved as to M/WBE by

Burks Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Oct 20, 2016 4:20 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head
Parking
Oct 19, 2016 3:21 pm

Chief Executive Officer
Date

Pending
**DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD**  
**OFFICIAL BOARD ACTION/RESOLUTION**

<table>
<thead>
<tr>
<th>Date</th>
<th>Committee</th>
<th>Subject</th>
<th>Resolution #</th>
</tr>
</thead>
<tbody>
<tr>
<td>11/03/2016</td>
<td>Finance/Audit</td>
<td>Recruitment Services for Senior Vice President of Customer Experience</td>
<td></td>
</tr>
</tbody>
</table>

**Action**  
That the Chief Executive Officer or designee be authorized to execute Contract No. 8005100, for Recruitment Services for Senior Vice President of Customer Experience, with Korn Ferry, of Atlanta, Georgia, for a fixed fee of $90,000.00.

**Description**  
- Contract for Recruitment Services for the position of Senior Vice President of Customer Experience.

**Justification**  
- To provide professional executive search and recruiting services for the position of Senior Vice President of Customer Experience.
- The firm will directly interact with the Executive Office and Human Resources Department during the recruitment and hiring process. Services will include:
  - Interview key stakeholders for development of the job specifications and desired qualities.
  - Develop and executed a detailed recruiting plan.
  - Screen and evaluate candidates through appropriate executive assessments.
  - Provide comprehensive progress reports regarding recruitment activities and timelines.
  - Develop and submit a slate of candidates.
  - Coordinate interviews with the Human Resources Department, and other relevant Airport Staff, and advise regarding offer variables, and assist with negotiations with candidates regarding compensation and work performance expectations.
- The fixed fee amount is inclusive of the recruitment fee and all expenses for this firm to perform this recruitment work.

**D/S/M/WBE Information**  
- In accordance with the Board's SBE Policy, no goal was set for this Contract due to the scope and size of the procurement.

**Schedule/Term**  
- Start Date: November 2016
- Contract Term: Pendency of the Recruitment Services (hiring of this position)

<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**  
Ollie Malone  
3-1161

**Fund**  
0102  
**Project #**  
**External Funding Source**  
**Amount**  
$90,000.00
Additional Information

- Eleven (11) Proposals were received by the due date of September 29, 2016:
  - Allen Austin, of Houston, Texas
  - B12 Consulting, of Dallas, Texas
  - Boyden, of Washington, D.C.
  - Bridgework Partners, of Dallas, Texas
  - Career Management Partners, of Richardson, Texas
  - David Gomez and Associates, of Oak Brook, Illinois
  - Heidrick & Struggles, Inc., of Dallas, Texas
  - Korn Ferry, of Atlanta, Georgia
  - Pearson Partners International, Inc., of Dallas, Texas
  - Risch Results, of Dallas, Texas
  - Top Gun Ventures LLC, of Plano, Texas

- Based on the evaluation of the proposals submitted, the Evaluation Committee recommends that the Contract be awarded to Korn Ferry of Atlanta, Georgia.

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to execute Contract No. 8005100, for Recruitment Services for Senior Vice President of Customer Experience, with Korn Ferry, of Atlanta, Georgia, for a fixed fee of $90,000.00.

Approved as to Form by

Rodriguez, Elaine
Legal Counsel
Oct 21, 2016 1:02 pm

Approved as to Funding by

Underwood, Max
Vice President Finance
Finance
Oct 20, 2016 4:55 pm

Approved as to M/WBE by

Burks Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Oct 20, 2016 4:20 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head
Human Resources
Oct 20, 2016 8:39 am

Pending

Chief Executive Officer
Date
Date 11/03/2016
Committee Finance/Audit
Subject Increase to Legal Services Contract No. 8004871 with the firm of Polsinelli, PC of Dallas, Texas.
Resolution #

Action
That the Chief Executive Officer or designee be authorized to increase Legal Services Contract No. 8004871 with the firm of Polsinelli, PC of Dallas, Texas, in an amount not to exceed $50,000.00 for a revised contract amount not to exceed $198,750.00.

Description
- This action would increase the Board's contract for Legal Services regarding matters related to the Board's general employee and Department of Public Safety covered employees retirement plans and other retirement plans that may be developed.

Justification
- Effective August 15, 2013, the Board entered into a contract with the firm of Polsinelli, PC of Dallas, Texas for legal representation relating to retirement plans and other benefit plans, including the health care plan. Ms. Patti Hedgpeth is the lead attorney on this contract.
- This action will continue to fund continued legal representation relating to retirement plan and health care plan matters as they arise.

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

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

Fund Project # External Funding Source Amount
Retirement Fund Plan             $50,000.00
BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to increase Legal Services Contract No. 8004871 with the firm of Polsinelli, PC of Dallas, Texas, in an amount not to exceed $50,000.00 for a revised contract amount not to exceed $198,750.00.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Oct 21, 2016 1:02 pm

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
Oct 20, 2016 4:56 pm

Approved as to M/WBE by
Burks Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Oct 20, 2016 4:21 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Department Head
Legal
Oct 19, 2016 6:03 pm

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

Date: 11/03/2016
Committee: Finance/Audit
Subject: Project Portfolio Management Software
Resolution #

Action
That the Chief Executive Officer or designee be authorized to execute Contract No. 7006440, for Project Portfolio Management Software, with Sciforma Corporation, of Los Gatos, California, in an amount not to exceed $104,300.00 for the initial one-year period with options to renew annually for additional one-year periods subject to funding availability.

Description
- Contract to provide project portfolio management software and implementation services for the Information Technology Services Department.

Justification
- Provide a portfolio program and project management system to manage the Airport's technology investments, including greater project transparency, progress of projects in process, financial tracking and management practices and scheduling of technology resources.
- This software solution will address the following task management functions:
  - Project initiation
  - Scheduling and execution
  - Tracking
  - Portfolio analysis
  - Dashboard review tool and reporting capability
- This software has the capability to interface with the Airport's existing Decision Lens software system.

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

Schedule/Term
- Start Date: November 2016
- Contract Term: One year with options to renew annually for additional one-year periods

<table>
<thead>
<tr>
<th>Contract #</th>
<th>Agreement #</th>
<th>Purchase Order #</th>
<th>Action Amount</th>
<th>Revised Amount</th>
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<tr>
<th>For Information contact</th>
<th>Fund</th>
<th>Project #</th>
<th>External Funding Source</th>
<th>Amount</th>
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<tbody>
<tr>
<td>Stephen Shaffer</td>
<td>0102</td>
<td></td>
<td></td>
<td>$104,300.00</td>
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</table>
Additional Information

- This Contract is exempt from public bidding, as defined in Local Government Code 252.022, as it is proprietary and is only available from Sciforma Corporation.

<table>
<thead>
<tr>
<th>Approved as to Form by</th>
<th>Approved as to Funding by</th>
<th>Approved as to M/WBE by</th>
</tr>
</thead>
<tbody>
<tr>
<td>Rodriguez, Elaine</td>
<td>Underwood, Max</td>
<td>Burks Lee, Tamela</td>
</tr>
<tr>
<td>Legal Counsel</td>
<td>Vice President Finance</td>
<td>Vice President Business Diversity and Development</td>
</tr>
<tr>
<td>Oct 21, 2016 1:03 pm</td>
<td>Finance</td>
<td>Oct 20, 2016 4:56 pm</td>
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<td></td>
<td>Oct 20, 2016 4:21 pm</td>
<td>Business Diversity and Development</td>
</tr>
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SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head
Information Technology Svcs
Oct 19, 2016 7:59 pm

Pending

Chief Executive Officer
Date
Date 11/03/2016  Committee Finance/Audit  Subject Contract Renewal List for the Second Quarter for Fiscal Year 2017  Resolution #

**Action**
That the Chief Executive Officer or designee be authorized to exercise options for multi-year Contracts for the second quarter of Fiscal Year 2017.

**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.

<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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**For Information contact**
Greg Spoon
3-5610

**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 exercise options for multi-year Contracts for the second quarter of Fiscal Year 2017.

Approved as to Form by

Rodriguez, Elaine
Legal Counsel
Oct 21, 2016 1:06 pm

Approved as to Funding by

Underwood, Max
Vice President Finance
Finance
Oct 20, 2016 4:56 pm

Approved as to M/WBE by

Burks Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Oct 20, 2016 4:21 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head
Procurement & Materials Mgmt
Oct 19, 2016 4:40 pm

Pending

Chief Executive Officer
Date
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<tr>
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<th>Contractor Name</th>
<th>Contract Title</th>
<th>MWBE</th>
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<th>Other Contract Amount</th>
<th>Previous Renewal</th>
<th>Amount of</th>
<th>Source</th>
<th>Amount of</th>
<th>Seq of Previous Renewal</th>
<th>Amount of</th>
<th>Other Contract Amount</th>
<th>Renewal Amount</th>
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<td>ABLE COMMUNICATIONS, INC</td>
<td>FIBER INSTALLATION: AIR-BLOWN SUBMIDI</td>
<td>HM-G</td>
<td>$1,571,005.54</td>
<td>$2,404,879.82</td>
<td>1/22/2017</td>
<td>$4,713,028.82</td>
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<td>$7,072,148.82</td>
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<td>8004878</td>
<td>AON CONSULTING, INC</td>
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<td>ATLAS ADVOCACY LLC</td>
<td>FEDERAL LEGISLATIVE CONSULTANT</td>
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<td>3/31/2013</td>
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<td>WM</td>
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<td>LAMPS AND BALLASTS</td>
<td>WM</td>
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<td>WESTERN BRW PAPER CO.</td>
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**Notes:**
- Prime Contractor is certified D/S/M/WBE therefore their self-performance counts towards the Board's overall D/S/M/WBE goals.
- Prime Contractor goal deficiency related to originally self-performing as Red River Solutions before losing SBE status due to buy out by Higher Upstream. SBE Subcontractor has been added to the contract, compliance plan has been received and Higher Upstream has progressively trended upwards towards SBE commitment attainment.
- Prime Contractor goal deficiency related to delivery order style contract in which labor has not been inclusive for the majority of orders and the loss of an existing SBE Subcontractor. Compliance plan has been received by BDDD along with a request to add an SBE Subcontractor.
- With the upcoming delivery orders, Phillips May has recommitted to meet their goal.
Finance/Audit

Action
Action
That the Chief Executive Officer or designee be authorized to execute Contract No 7006332, for Terminal Link Bus Services, with SP+ Transportation, an operating division of SP Plus Corporation, of Cleveland, Ohio, in an amount not to exceed $14,603,478.02 for the initial three-year term of the contract, with options to renew for three additional two year terms subject to funding availability.

Description
• Award a Contract for Terminal Link Bus Services to the Airport's Parking Business Unit.

Justification
• This is a replacement of an existing Contract which has been place for nine years.
• The Terminal Link Bus Service includes operations and maintenance of the vehicles to transport inter-terminal transportation on the non-secured, or land-side portion of the terminals. This service provides direct, convenient and quick travel between the five terminals.
• The Contract provides for Quarterly Incentive Bonuses up to $10,000.00, for a three year initial Contract term total of $120,000.00 available to the Contractor only if certain best practice performance goals are achieved in the following areas: Safety, Courtesy, Maintenance, Service and Cleanliness.

D/S/M/WBE Information
• In accordance with the Board's SBE Program, the SBE goal for this contract is 15%.
• SP+ Transportation has committed to achieving 15% SBE participation utilizing Pursuit of Excellence, Inc., (HF-C).

Schedule/Term
• Start Date: February 2017
• Contract Term: Three years, with three additional two year 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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<tr>
<td>7006332</td>
<td>NTE</td>
<td></td>
<td>Action Amount</td>
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For Information contact
Armin Cruz
0102
03-4850

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<tr>
<td>0102</td>
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<td>$14,603,478.02</td>
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</table>
Additional Information

- This Contract was solicited in accordance with Local Government Code 252.043, which allows a Contract to be awarded to the bidder that provides goods or services at the best value for the entity.
- Eight (8) bids, one (1) from a SBE firm, were received on or before the due date of May 9, 2016:
  - First Transit, Inc., of Cincinnati, Ohio
  - MV Transportation, Inc., of Vacaville, California
  - National Express Transit Corporation, of Warrenville, Illinois
  - SP+ Transportation, an operating division of SP Plus Corporation, of Cleveland, Ohio
  - ABM Parking Services, Inc., of, Houston, Texas
  - Wynne Enterprises I, LP, of Irving, Texas
  - Echo Tours and Charters LP DBA Echo Transportation, of Dallas, Texas
  - GDS Transport LLC, of Grapevine, Texas SBE Certified with DFWMSDC, State of Texas HUB Certified.
- The Airport's Evaluation Committee was comprised of staff from the Parking Business Unit, Concessions, Corporate Communications, Business Diversity and Development, and Commercial Development Departments.
- The Evaluation Committee confirmed that SP+ Transportation, an operating division of SP Plus Corporation, of Cleveland, Ohio, is the Bidder meeting the criteria set forth in the Request for Best Value Bid.

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to execute Contract No 7006332, for Terminal Link Bus Services, with SP+ Transportation, an operating division of SP Plus Corporation, of Cleveland, Ohio, in an amount not to exceed $14,603,478.02 for the initial three-year term of the contract, with options to renew for three additional two year terms subject to funding availability.

Approved as to Form by

Rodriguez, Elaine
Legal Counsel
Oct 21, 2016 1:11 pm

Approved as to Funding by

Underwood, Max
Vice President Finance
Finance
Oct 20, 2016 4:57 pm

Approved as to M/WBE by

Burks Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Oct 20, 2016 4:22 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head
Parking
Oct 19, 2016 3:21 pm

Pending

Chief Executive Officer
Date
Date 11/03/2016  Committee Finance/Audit  Subject Lease of Multi-Functional Print Devices  Resolution #

**Action**
That the Chief Executive Officer or designee be authorized to take the following actions: increase Contract No. 7006301, with NovaCopy, Inc., of Irving, Texas, in the amount not to exceed $962,857.83; and award Contract No. 7006441, with NovaCopy, Inc., of Irving, Texas, in an amount not to exceed $360,000.00. Total amount of action is $552,571.57.

**Description**
- Increase Contract No. 7006301 for Multi-Functional Print Devices to upgrade existing units to color printing capability.
- Award Contract No. 7006441 for TRIP Multi-Functional Print Devices.

**Justification**
- The replacement of approximately eighty current printers with the Multi-Functional Print Devices will eliminate the need to purchase new replacement printers and print cartridges to support them for an estimated savings of $1,237,037.04 over a 45 month period. The increase to Contract No. 7006301 will provide color print capabilities for staff and savings over standard printers. The award of Contract No. 7006441 will allow continued color printing services to support TRIP projects.
- These contracts provide an upgrade to the print device inventory that permits a consolidation strategy for the Airport printing services.

**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 No. 7006301: The contract term shall remain the same for this existing contract.
- Contract No. 7006441: 45 months.

<table>
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<th>Contract #</th>
<th>Agreement #</th>
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<th>Revised Amount</th>
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**For Information contact**
Stephen Shaffer 3-5877

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Additional Information

- This Contract is being recommended for award through the Department of Information Resources (DIR) Contract No. DIR-TSO-3082, which is available to local government agencies, and which was approved by the Board by Resolution No. 1997-01-24, dated January 9, 1997.

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to take the following actions: increase Contract No. 7006301, with NovaCopy, Inc., of Irving, Texas, in the amount not to exceed $192,571.57, for a revised Contract amount not to exceed $962,857.83; and award Contract No. 7006441, with NovaCopy, Inc., of Irving, Texas, in an amount not to exceed $360,000.00. Total amount of action is $552,571.57.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Oct 21, 2016 4:12 pm

Approved as to Funding by
Palacios, Abel
Assistant Vice President Business Financial Planning
Finance
Oct 20, 2016 4:57 pm

Approved as to M/WBE by
Burks Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Oct 20, 2016 4:22 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Department Head
Information Technology Svcs
Oct 19, 2016 7:59 pm

Pending
Chief Executive Officer
Date
**Action**
That the Chief Executive Officer or designee be authorized to increase Contract No. 7006069, for Special Tariffs for Communications Systems, with Frontier Southwest Incorporated, of Richardson, Texas, in an amount not to exceed $2,949,000.00, for a revised Contract amount not to exceed $6,261,000.00.

**Description**
- Increase the Contract with Frontier for the Airport's Special Circuits and CentraNet Services (i.e., Airport's Communications System).

**Justification**
- To provide funding for Tariffs for the Airport's Communications Systems.
- The Contract rates are based on the Texas Public Utility Commission's currently approved tariffs which will result in increased operating costs for DFW amounting to $2,064,000.00 per year.
- In addition to telecommunications, this system provides the network for the Airport's Fire Alarm, Access Control, CentraNet and Radio circuits to the Airport using Frontier's Central office located on Airport property.

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

**Schedule/Term**
- Start Date: June 2014
- Contract Term: One year, with options to renew annually

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

**Fund Project # External Funding Source Amount**
- Fund 0102 Project # External Funding Source $2,949,000.00
**Additional Information**

- This Contract is exempt from competitive bidding in accordance with Local Government Code 252, as these tariffs are available from only one source. In addition, this Code exempts utility services from competitive bidding requirements.
- Frontier Southwest Incorporated (Frontier) is a public utility as defined in Texas Utilities Code Annotated, Section 51. The tariffed services that Frontier Southwest Incorporated provides to the Airport are considered basic, local telecommunications services, and as such, Frontier’s Fire Alarm, Access Control, CentraNet and Radio Circuits provided through Frontier are subject to filing and approval by the Public Utility Commission.
- The Board has granted Frontier a license to provide communication services to the Airport using the Airport Communications System (ACS), which makes them the sole provider of telecommunication services through the ACS.

<table>
<thead>
<tr>
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<th>Approved as to Funding by</th>
<th>Approved as to M/WBE by</th>
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<tr>
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<td>Burks Lee, Tamela</td>
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<tr>
<td>Legal Counsel</td>
<td>Assistant Vice President Business Financial Planning Finance</td>
<td>Vice President Business Diversity and Development</td>
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<td>Oct 21, 2016 1:26 pm</td>
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<td>Oct 20, 2016 4:22 pm</td>
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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 increase Contract No. 7006069, for Special Tariffs for Communications Systems, with Frontier Southwest Incorporated, of Richardson, Texas, in an amount not to exceed $2,949,000.00, for a revised Contract amount not to exceed $6,261,000.00.

<table>
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<tr>
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<tbody>
<tr>
<td>Department Head</td>
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<tr>
<td>Information Technology Svcs</td>
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<tr>
<td>Oct 19, 2016 7:59 pm</td>
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Pending

Chief Executive Officer

Date
Date: 11/03/2016  
Committee: Finance/Audit  
Subject: Business Process / Project Lifecycle Management Platform  
Resolution #

Action
That the Chief Executive Officer or designee be authorized to increase Contract No. 7005923, for Business Process Management Software, with Appian Corporation, of Reston, Virginia, in an amount not to exceed $6,403,187.00, for a revised Contract amount not to exceed $7,498,053.40.

Description

- Increase the Contract for Business Process Management software and add Appian professional and consulting services.
- Increase is to accomplish two High Priority Initiatives from the Strategic Plan:
  - Implement a Business Partner Process Management (BPPM) system with enterprise tools for strategic and tactical execution of guidelines, practices, processes and procedures.
  - Implement a Project Lifecycle Management (PLM) system and associated processes that integrate the planning, design, construction, and maintenance of facilities and systems.

Justification

- Reduction in annual ITS O&M by $2,000,000.00, by retiring eight existing software systems beginning in FY18.
- Significant cost optimization by building functionality for Business Units in an enterprise platform versus individual systems and one-off projects.
- Rolling out an enterprise wide integrated platform will enable new "digital" functionality and allow business units to operate more effectively and efficiently. Finance FP&A documented 63 departmental efficiencies that were not included in the cost/benefit analysis.

D/S/M/WBE Information

- In accordance with the SBE Program, no SBE goal was originally set for this Contract due the limited availability of SBE’s to perform the scope.

Schedule/Term

- Start Date: June 2013
- Contract Term: The term is extended through October 2021.

<table>
<thead>
<tr>
<th>Contract #</th>
<th>Agreement #</th>
<th>Purchase Order #</th>
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<td>DFW Capital</td>
<td>26593-02</td>
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<td>$6,403,187.00</td>
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</table>
Additional Information

- On June 6, 2013, by Resolution No. 2013-06-169, the Board awarded Contract 7005923, for Business Process Management Solution, to Appian Corporation, of Reston, Virginia.
- The purchase of the Application Specific Licenses is exempt from competitive bidding, in accordance with Local Government Code 252.022, as it is available from only one source.

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to increase Contract No. 7005923, for Business Process Management Software, with Appian Corporation, of Reston, Virginia, in an amount not to exceed $6,403,187.00, for a revised Contract amount not to exceed $7,498,053.40.

Approved as to Form by

Rodriguez, Elaine
Legal Counsel
Oct 21, 2016 1:25 pm

Approved as to Funding by

Palacios, Abel
Assistant Vice President Business Financial Planning Finance
Oct 20, 2016 4:57 pm

Approved as to M/WBE by

Burks Lee, Tamela
Vice President Business Diversity and Development Business Diversity and Development
Oct 20, 2016 4:22 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head
Information Technology Svcs
Oct 19, 2016 8:00 pm

Chief Executive Officer
Date

Pending
Finance/Audit

Discussion
<table>
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<th>Committee</th>
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<tr>
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<td>Monthly Report</td>
<td>Finance/Audit</td>
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**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 September 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 the delegated authority during the month of September 2016.
<table>
<thead>
<tr>
<th>VENDOR/LOCATION</th>
<th>PO/CONTRACT NO.</th>
<th>DESCRIPTION</th>
<th>DEPARTMENT</th>
<th>AMOUNT</th>
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<tbody>
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<td>Certified Carbon Offset Credits</td>
<td>Environmental Affairs</td>
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<td>Critical Start LLC, Plano, Texas</td>
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<td>Certified Information Systems Security Professional Training</td>
<td>Information Technology Services</td>
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<tr>
<td>Interline Brands Inc. dba Supplyworks, Jacksonville, Florida</td>
<td>272396</td>
<td>Landside Janitorial Equipment for Terminal B</td>
<td>Energy, Transportation and Asset Management</td>
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<td>Kone, Inc.</td>
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<td>Training Material for The OZ Principle</td>
<td>Human Resources</td>
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<td>SemaConnect Inc., Bowie, Maryland</td>
<td>272067</td>
<td>Electric Vehicle Charging Stations</td>
<td>Parking Business Unit</td>
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<td>SHI Government Solutions, Inc. N1, Austin, Texas</td>
<td>272023</td>
<td>Adobe Cloud</td>
<td>Marketing</td>
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<td>SHI Government Solutions, Inc. N1, Austin, Texas</td>
<td>272637</td>
<td>Consolidation of Dell TOAD Licenses for ITS</td>
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<td>The Willamette Valley Company</td>
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<td>Dual Wand Joint Sealant Machine</td>
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<td><strong>Requisition No. 257722</strong></td>
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**TOTAL** $366,897.94

Note:
1. State of Texas HUB-Certified.
## NON-PROFESSIONAL SERVICES CONTRACTS BETWEEN $25,000.00 AND $50,000.00 (SEPTEMBER 2016)

<table>
<thead>
<tr>
<th>VENDOR/LOCATION</th>
<th>PO/CONTRACT NO.</th>
<th>DESCRIPTION</th>
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<th>AMOUNT</th>
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<tr>
<td>Coastal Commerce Group</td>
<td>7006416</td>
<td>Audiocode Maintenance and Support</td>
<td>Information Technology Services</td>
<td>NTE $33,344.85</td>
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<tr>
<td>Westerly, Rhode Island</td>
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<td>Grubbs Infiniti LTD</td>
<td>7006427</td>
<td>Vehicle Lease - CEO</td>
<td>Procurement and Materials Management</td>
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<td>Emphasys Software</td>
<td>7006403</td>
<td>Sympro Investment Management Software and Support Services</td>
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<td>Medley, Florida</td>
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**TOTAL**                        |                 |                                                  |                                         | **$100,158.73** |
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<td>Aircraft Noise Analysis Services</td>
<td>Environmental Affairs</td>
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<tr>
<td>Newport Beach, California</td>
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<td>Mark G. Daniel, Attorney at Law</td>
<td>8005065</td>
<td>Legal Services: Contracting Practices</td>
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| Bentley Systems, Incorporated Exton, Pennsylvania | 7003856         | CADD Software Maintenance & Support Services    | Information Technology Services | **Contract Value:** $433,071.82  
**This Action:** $37,269.35  
**Revised Contract Value:** $470,341.17  
**Paid to Date:** $431,919.16 |
| Everbridge, Inc. Glendale, California  | 7005559         | Emergency Notification System                   | Operations             | **Contract Value:** $616,452.00  
**This Action:** $47,000.00  
**Revised Contract Value:** $663,452.00  
**Paid to Date:** $134,452.00 |
| Exelis Inc., Information Systems Herndon, Virginia | 7006112         | Flight Identification & Tracking System (FITS) Services | Environmental Affairs | **Contract Value:** $875,583.83  
**This Action:** $31,875.00  
**Revised Contract Value:** $907,458.83  
**Paid to Date:** $559,569.83 |
| Fal-Tech, Inc. Fort Worth, Texas      | 7006215         | Falconry Bird Controls Services                 | Operations             | **Contract Value:** $50,000.00  
**This Action:** $25,000.00  
**Revised Contract Value:** $75,000.00  
**Paid to Date:** $12,650.00 |
| Kone, Inc. Moline, Illinois           | 7006134         | Escalator, Elevator, Moving Sidewalk Parts      | Energy, Transportation and Asset Management | **Contract Value:** $487,416.52  
**This Action:** $48,750.00  
**Revised Contract Value:** $536,166.52  
**Paid to Date:** $482,916.52 |
| M-B Companies, Inc. New Holstein, Wisconsin | 7006041         | Snow/Ice Removal Parts                          | Energy, Transportation and Asset Management | **Contract Value:** $126,145.37  
**This Action:** $48,750.00  
**Revised Contract Value:** $174,895.37  
**Paid to Date:** $40,370.14 |
| PR Newswire Association, LLC New York, New York | 7005480         | News Release Services                           | Corporate Communications | **Contract Value:** $215,011.83  
**This Action:** $38,000.00  
**Revised Contract Value:** $253,011.83  
**Paid to Date:** $154,372.41 |
| Sales International, SA de CV Mexico, Federal District | 8004802         | Public Affairs Consulting: Mexico               | International Marketing | **Contract Value:** $524,000.00  
**This Action:** $45,000.00  
**Revised Contract Value:** $569,000.00  
**Paid to Date:** $514,159.33 |
| SHI Government Solutions, Inc. Austin, Texas | 7006064         | Quest Stat for Peoplesoft Maintenance            | Information Technology Services | **Contract Value:** $100,151.43  
**This Action:** $36,538.00  
**Revised Contract Value:** $136,689.43  
**Paid to Date:** $100,151.43 |
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<tr>
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<th>CONTRACT DATA</th>
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</table>
| Siemens Industry, Inc.  Houston, Texas  | 7005490        | ACS Maintenance and office Support Services | Information Technology Services | Contract Value: $4,068,418.20  
This Action: $47,625.00  
Revised Contract Value: $4,116,043.20  
Paid to Date: $3,660,726.96 |
| TASER International  Scottsdale, Arizona  | 7006136        | License & Support Services       | Information Technology Services | Contract Value: $123,896.60  
This Action: $36,573.60  
Revised Contract Value: $160,470.20  
Paid to Date: $35,004.00 |
| Voss Electric Co., dba Voss Lighting  Farmers Branch, Texas  | 7006106        | Lamps and Ballasts              | Energy, Transportation and Asset Management | Contract Value: $193,771.95  
This Action: $48,750.00  
Revised Contract Value: $242,521.95  
Paid to Date: $194,424.13 |
| Wilson, Elser, Moskowitz, Edelman & Kicker LLP  Dallas, Texas  | 8004983        | Legal Services                  | Legal                             | Contract Value: $147,500.00  
This Action: $48,750.00  
Revised Contract Value: $196,250.00  
Paid to Date: $93,950.40 |

**TOTAL** $539,880.95
AGENDA
CONCESSIONS/COMMERCIAL DEVELOPMENT COMMITTEE
TUESDAY, NOVEMBER 1, 2016
12:50 p.m.

CONCESSIONS/COMMERCIAL DEVELOPMENT COMMITTEE


Consent Items for Consideration

Z. Campbell 26. Approve extension of Concessions Lease Agreement Number 009779 between TRG Duty Free Joint Venture and the DFW International Airport Board.

Action Items for Consideration

K. Smith 27. Approve execution of Contract No. 7006398, for Custodial Services for Terminal B, with APPRO, Inc., of Dallas, Texas, in an amount not to exceed $13,233,293.34 for the initial three-year term of the Contract, with options to renew for two additional one-year periods.

J. Terrell 28. Approve execution of a Lease Amendment with Logistics Center II, LLC, a Delaware limited liability company ("Tenant") for approximately 3.89 acres of land.

29. Approve execution of a Lease Agreement with Cabot IV - TX1B03, LLC, a Delaware limited liability company, ("Tenant") for approximately 18.47 acres of land.

30. Approve execution of a Lease Agreement with Cabot IV - TX1M18, LLC, a Delaware limited liability company, ("Tenant") for approximately 9.72 acres of land.

31. Approve execution of a Lease Agreement with Cabot IV - TX1M19, LLC, a Delaware limited liability company, ("Tenant") for approximately 11.66 acres of land.

32. Approve execution of a Reimbursement Agreement with Cabot IV - TX1B03, LLC (TENANT) for an amount not to exceed $2,741,301.00.

33. Approve execution of a Lease Agreement with C3EDF1, LLC. DBA as Code 3 Emergency Room, ("Tenant") for approximately 1.43 acres of land to develop and operate a freestanding full service emergency and urgent care clinic.
Z. Campbell  34. Approve authorization to enter into a Lease Agreement with FASTPASS UCDFW, PLLC.

Discussion Items

35. Permits Issued by Concessions.
Concessions/Commercial Development

Consent
**DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD**

**OFFICIAL BOARD ACTION/RESOLUTION**

<table>
<thead>
<tr>
<th>Date</th>
<th>Committee</th>
<th>Subject</th>
<th>Resolution #</th>
</tr>
</thead>
<tbody>
<tr>
<td>11/03/2016</td>
<td>Concessions/Commercial Development</td>
<td>Approval to extend Concessions Lease Agreement Number 009779.</td>
<td></td>
</tr>
</tbody>
</table>

**Action**

That the Chief Executive Officer or designee be authorized to extend Concessions Lease Agreement Number 009779 between TRG Duty Free Joint Venture and the DFW International Airport Board.

**Description**

- Resolution 2015-08-161 awarded TRG Duty Free Joint Venture Lease Number 009779 to operate six (6) duty free locations.
- The lease term for these locations is ten (10) years.
- The Concessions Department is requesting approval to deviate from the Concession Policy, 1.5 Term Limitations and extend the term an additional two (2) years.
- The lease term for these locations will increase to twelve (12) years.
- Location ID No. D-NC127, House of Walker will relocate to an inline location at Gate D23.
- The square footage for the House of Walker will increase from 378 square feet to 759 square feet; resulting in an increase Minimum Annual Guarantee (“MAG”) from $28,200 to $430,404. The overall Minimum Annual Guarantee for Lease Number 009779 will increase from 4,015,100 to 4,417,304.

**Justification**

- The additional term is due to enhanced infrastructure costs and longer build time. These enhancements include two (2) glass elevators versus the proposed lift option, structural steel versus composite, and an interactive gallery wall verses a generic construction wall.
- The inline House of Walker versus the proposed concourse Kiosk will result in additional Minimum Annual Guarantee (“MAG”) as well as enhanced product offerings to include brands such as Moet; which will be the first in an airport. In addition this move will reduce the congestion in the concourse area for our partners and passengers.

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

- In accordance with the Board's Business Diversity Programs, the ACDBE goal for this lease is 30% and the M/WBE goal for design and construction is 30%.
- TRG Duty Free Joint Venture has committed to achieving 30% ACDBE participation by utilizing Charles Bush Consulting, LLC (BM-C: 15%) and MDT Strategic Ventures, Inc. d/b/a Innovative Strategies (HM-C:15%) and 30% M/WBE participation in the design and construction of the lease spaces.

<table>
<thead>
<tr>
<th>Contract #</th>
<th>Agreement #</th>
<th>Purchase Order #</th>
<th>Action Amount</th>
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<tbody>
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For Information contact

Zenola Campbell
3-4830

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<tbody>
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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 extend Concessions Lease Agreement Number 009779 between TRG Duty Free Joint Venture and the DFW International Airport Board.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Oct 19, 2016 6:04 pm

Approved as to Funding by
Palacios, Abel
Assistant Vice President Business
Financial Planning
Finance
Oct 20, 2016 4:56 pm

Approved as to M/WBE by
Burks Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Oct 19, 2016 4:10 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Department Head

Oct 13, 2016 4:20 pm

Pending
Chief Executive Officer
Date
Concessions/Commercial Development

Action
Date
11/03/2016

Committee
Concessions/Commercial Development

Subject
Custodial Services for Terminal B

Resolution #

Action
That the Chief Executive Officer or designee be authorized to execute Contract No. 7006398, for Custodial Services for Terminal B, with APPRO, Inc., of Dallas, Texas, in an amount not to exceed $13,233,293.34 for the initial three-year term of the Contract, with options to renew for two additional one-year periods.

Description

- Award a Contract for Custodial Services for Terminal B for the Airport’s Customer Experience Department.

Justification

- This is a replacement for an existing Contract, which the Airport elected not to renew for additional Contract terms.
- This Contract will provide comprehensive custodial services throughout Terminal B including Skylink stations, the B-D Connector, the Terminal B Stinger, and ramp areas.
- Custodial services will be provided 24-hours per day, seven days a week, in order to maintain a level of cleanliness necessary to meet the standards established by the Airport and Terminal tenants.

D/S/M/WBE Information

- In accordance with the Board's SBE Program, the SBE goal for this contract is 20%.
- APPRO, Inc. has committed to achieving 100% utilization through self-performance, (PM-C).

Schedule/Term

- Start Date: January 2017
- Contract Term: Three years, with two one-year renewal options

<table>
<thead>
<tr>
<th>Contract #</th>
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<th>Purchase Order #</th>
<th>Action Amount</th>
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For Information contact

Kevin Smith
3-8402

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<tr>
<td>0102</td>
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<td>$13,233,293.34</td>
</tr>
</tbody>
</table>
Additional Information

- Sixteen (16) Proposals, including five (5) from SBE firms, were received on or before October 3, 2016.
  - Marsden South, LLC dba HBS National, of Irving, Texas
  - CTJ Maintenance, Inc., of Irving, Texas, Certified with DFW-MSDC
  - Flagship Airport Services, Inc., of Irving, Texas
  - American Facility Services, Inc., of Alpharetta, Georgia
  - Diverse Facility Solutions, Inc., of Alsip, Illinois
  - Member Building Maintenance, LLC, of Dallas, Texas
  - Oriental Building Services, Inc., of Dallas, Texas, Certified with NCTRCA
  - Eagle Maintenance Co. Inc., dba ServiceMaster Clean, of Dallas, Texas, Certified with DFW-MSDC
  - Air Serv Corporation, of Atlanta, Georgia
  - National Aviation Services, LLC, of Flower Mound, Texas
  - United Maintenance, of Chicago, Illinois
  - Unicare Building Maintenance, Inc., of Dallas, Texas, Certified with NCTRA
  - CorpCare, Dallas, Texas
  - APPRO, Inc., of Dallas, Texas, Certified with NMSDC
  - UBM Facility Services, Inc., of Dallas, Texas, Certified with DFW-MSDC
  - Andrews Building Service, Inc., of Dallas, Texas

- The Evaluation Committee, consisting of representatives from the Airport’s Customer Experience, Procurement and Materials Management and Business Diversity and Development Departments, recommends APPRO, Inc., of Dallas, Texas, as the respondent meeting the criteria set forth in the Request for Proposal.

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to execute Contract No. 7006398, for Custodial Services for Terminal B, with APPRO, Inc., of Dallas, Texas, in an amount not to exceed $13,233,293.34 for the initial three-year term of the Contract, with options to renew for two additional one-year periods.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Oct 21, 2016 1:27 pm

Approved as to Funding by
Palacios, Abel
Assistant Vice President Business Financial Planning
Finance
Oct 20, 2016 4:55 pm

Approved as to M/WBE by
Burks Lee, Tamela
Vice President Business Diversity and Development
Oct 20, 2016 4:23 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Department Head
Customer Service
Oct 19, 2016 2:40 pm

Chief Executive Officer
Pending
Date
**DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD**

**OFFICIAL BOARD ACTION/RESOLUTION**

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<tbody>
<tr>
<td>11/03/2016</td>
<td>Concessions/Commercial Development</td>
<td>Ground Lease Amendment with Logistics Center II in Coppell</td>
<td></td>
</tr>
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**Action**
That the Chief Executive Officer or designee be authorized to execute a Lease Amendment with Logistics Center II, LLC, a Delaware limited liability company ("Tenant") for approximately 3.89 acres of land.

**Description**
- The Board previously approved a ground lease on approximately 60.47 acres of land in Coppell, Texas (the "Premises") with Logistics Center II, LLC, a Delaware limited liability company ("Tenant") in November 2013 for development of a distribution, warehouse and office facility, for a term of 40 years.
- Tenant has requested to lease an additional 3.89+/- acres of currently unleased land for an overflow parking area.

**Justification**
- The additional lease area will generate rent income of approximately $59,307 per year. The existing lease generates $921,926 per year.
- Strategic Plan Benefits:
  - Assists with development of land on DFW Airport in support of Board's Land Use Plan.
  - Increases non-airline revenues and supports economic development within the Dallas/Fort Worth region.
  - Encourages non-core business developments consistent with Board policies.

**D/S/M/WBE Information**
- Logistics Center II, LLC, has committed to achieving 30% M/WBE participation in the design and 30% MBE for the construction of the facilities associated with this ground lease inclusive of the associated site improvements in the reimbursement agreement.

**Schedule/Term**
No impact on O&M Budget is anticipated.

<table>
<thead>
<tr>
<th>Contract #</th>
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**For Information contact**
John Terrell
3-4655
BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to execute a Lease Amendment with Logistics Center II, LLC, a Delaware limited liability company ("Tenant") for approximately 3.89 acres of land.

Approved as to Form by

Rodriguez, Elaine
Legal Counsel
Oct 19, 2016 6:06 pm

Approved as to Funding by

Palacios, Abel
Assistant Vice President Business
Financial Planning
Finance
Oct 20, 2016 4:54 pm

Approved as to M/WBE by

Burks Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Oct 19, 2016 4:11 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head
Commercial Development
Oct 19, 2016 4:03 pm

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

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<tbody>
<tr>
<td>11/03/2016</td>
<td>Concessions/Commercial Development</td>
<td>Ground lease agreement with Cabot IV TX1B03, LLC, in Euless</td>
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**Action**
That the Chief Executive Officer or designee be authorized to execute a Lease Agreement with Cabot IV - TX1B03, LLC, a Delaware limited liability company, ("Tenant") for approximately 18.47 acres of land.

**Description**
- Enter into a ground lease on approximately 18.47 acres in Euless (the "Premises") for development of distribution, warehouse, office, assembly and operations incidental thereto for a term of 40 years.
- This single building facility is to contain a total of approximately 328,000 S.F. of space.
- Execution of lease contemplated in this OBA is contingent on (i) finalizing lease terms, and (ii) obtaining National Environmental Policy Act (NEPA) permit from Federal Aviation Administration (FAA).

**Justification**
- The development of this facility will generate initial rent income of approximately $229,298 per year.
- Strategic Plan Benefits:
  - Assists with development of land on DFW Airport in support of Board's Land Use Plan.
  - Encourages non-core business developments consistent with the Board policies.
  - Increases non-airline revenues and supports trade within the Dallas/Fort Worth region.

**D/S/M/WBE Information**
- Cabot IV - TX1B03, has committed to achieving 30% M/WBE participation in the design and 30% MBE participation in the construction of the facilities associated with this ground lease inclusive of the associated site improvements in the reimbursement agreement.

**Schedule/Term**
40 years

**Funding**
No impact on O&M Budget is anticipated.

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**For Information contact**
John Terrell  
3-4655

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Additional Information

- Board will reimburse Cabot IV - TX1B03, LLC, through a separate Reimbursement Agreement, for the actual costs incurred to construct Board improvements including mass grading, utility extensions, and renovation / improvement of a portion of S. 20th Avenue, which two of the three new buildings will be addressed on. Reimbursement shall not exceed $2,966,745. The reimbursement will be paid not more than monthly with receipt of paid invoices. The payback for these three industrial developments will be approximately 6 years. The Internal Rate of Return is eighteen and three tenths (18.3%) percent.
- Initial ground rent is 10% per year of value of land, or $0.285/S.F. on a value of $2.85/S.F. Initial ground rent is approximately $19,108/month or $229,298/year.
- The lease contains ground rent escalations throughout the 40 year term. Ground rent escalations occur every five (5) years at a rate of 3% per year compounded annually for the first 20 years. After 20 years, the land will be appraised and ground rent reestablished based upon the new appraised value. Ground rent will increase with CPI (Consumer Price Index) after years 25, 30 and 35.

Detailed Information Sheet

- See attached

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to execute a Lease Agreement with Cabot IV - TX1B03, LLC, a Delaware limited liability company, ("Tenant") for approximately 18.47 acres of land.

Approved as to Form by

Rodriguez, Elaine
Legal Counsel
Oct 19, 2016 6:06 pm

Approved as to Funding by

Palacios, Abel
Assistant Vice President Business Financial Planning
Finance
Oct 20, 2016 4:54 pm

Approved as to M/WBE by

Burks Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Oct 19, 2016 4:12 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head
Commercial Development
Oct 19, 2016 4:04 pm

Pending
Chief Executive Officer
Date
**Project Summary and Justification**

Cabot IV – TX1B03, LLC is 100% owned by Cabot Industrial Value Fund IV Operating Partnership, LP, which is one of several industrial funds managed and controlled by Cabot Properties, Inc. Cabot was formed in 1986 as the investment advisor affiliate of Cabot, Cabot & Forbes, a nationally diversified real estate development company. In February 2014, Cabot Industrial Value Fund IV held a final closing with $712 million in commitments. As of March 31, 2015, Fund IV has made 40 investments at an initial cost of $596 million.

Cabot IV – TX1B03, LLC, a Delaware limited liability company, requests to lease approximately 18.47 acres of land for the development of approximately 328,000 S.F. of building.

This 40-year ground lease with Cabot IV – TX1B03, LLC supports the Strategic Imperatives by increasing non-airline revenues, and increasing the economic benefits that Dallas and Fort Worth receive from concurrent commercial development.

This proposed lease of land will generate initial ground rent income of approximately $229,298 per year ($19,108 per month) for the approximately 18.47 acre lease premises, which represents 10% per year of appraised value of $2.85 per square foot on the premises or $0.285 per square foot. The appraisal of the lease premises used to establish the ground rent was performed by Integra Realty, Fort Worth, Texas.

The ground rental will be increased every five years at a rate of 3% per year compounded annually for the first 20 years totaling 56% increase over this period of time. After 20 years, the lease premises will be appraised and ground rent re-established based upon 10% of the new appraised value. Ground rent will thereafter increase with the CPI (Consumer Price Index) after years 25, 30, and 35.

Upon construction, the facility will become property of DFW Airport to be occupied by Cabot IV – TX1B03, LLC under the leasehold estate created by the ground lease. Upon expiration or termination of this 40 year lease, the possession and control of the facility will belong to DFW Airport. At that time, the facility can be available for DFW Airport to refurbish, if necessary, and then lease thereby generating facility rent in addition to ground rent. The cost to construct the initial new facilities containing approximately 328,000 S.F. is approximately $13.12 million.
Cabot IV – TX1BO3, TX1M19 & TX1M18, LLC
Location Map

Location of Projects

Proposed laydown yard location for EW Connector

Future EW Connector
### DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD
#### OFFICIAL BOARD ACTION/RESOLUTION

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<th>Subject</th>
<th>Resolution #</th>
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<tr>
<td>11/03/2016</td>
<td>Concessions/Commercial Development</td>
<td>Ground lease agreement with Cabot IV TX1M18, LLC, in Euless</td>
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#### Action
That the Chief Executive Officer or designee be authorized to execute a Lease Agreement with Cabot IV - TX1M18, LLC, a Delaware limited liability company, ("Tenant") for approximately 9.72 acres of land.

#### Description
- Enter into a ground lease on approximately 9.72 acres in Euless (the "Premises") for development of distribution, warehouse, office, assembly and operations incidental thereto for a term of 40 years.
- This single building facility is to contain a total of approximately 118,800 S.F. of space.
- Execution of lease contemplated in this OBA is contingent on (i) finalizing lease terms, and (ii) obtaining National Environmental Policy Act (NEPA) permit from Federal Aviation Administration (FAA).

#### Justification
- The development of this facility will generate initial rent income of approximately $120,670 per year.
- Strategic Plan Benefits:
  - Assists with development of land on DFW Airport in support of Board's Land Use Plan.
  - Encourages non-core business developments consistent with the Board policies.
  - Increase non-airline revenues and supports trade within the Dallas/Fort Worth region.

#### D/S/M/WBE Information
- Cabot IV - TX1M18, LLC has committed to achieving 30% M/WBE participation in the design and 30% MBE participation in the construction of the facilities associated with this ground lease inclusive of the associated site improvements in the reimbursement agreement.

#### Schedule/Term
- 40 years

#### Funding:
- No impact on O&M Budget is anticipated

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For Information contact
John Terrell
3-4655

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### Additional Information

- Initial ground rent is 10% per year of value of land, or $0.285/S.F. on a value of $2.85/S.F. Initial ground rent is approximately $10,056/month or $120,670/year.
- The lease contains ground rent escalations throughout the 40 year term. Ground rent escalations occur every five (5) years at a rate of 3% per year compounded annually for the first 20 years. After 20 years, the land will be appraised and ground rent reestablished based upon the new appraised value. Ground rent will increase with CPI (Consumer Price Index) after years 25, 30 and 35.

### Detail Information Sheet

See attached.

---

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

That the Chief Executive Officer or designee be authorized to execute a Lease Agreement with Cabot IV - TX1M18, LLC, a Delaware limited liability company, ("Tenant") for approximately 9.72 acres of land.

**Approved as to Form by**

Rodriguez, Elaine  
Legal Counsel  
Oct 19, 2016 6:06 pm

**Approved as to Funding by**

Palacios, Abel  
Assistant Vice President Business  
Financial Planning  
Finance  
Oct 20, 2016 4:53 pm

**Approved as to M/WBE by**

Burks Lee, Tamela  
Vice President Business Diversity and Development  
Business Diversity and Development  
Oct 19, 2016 4:12 pm

---

**SIGNATURE REQUIRED FOR APPROVAL**

**Approved by**

Department Head  
Commercial Development  
Oct 19, 2016 4:04 pm

Pending

Chief Executive Officer  
Date
Cabot IV – TX1M18, LLC
a Delaware limited liability company

Project Summary and Justification

Cabot IV – TX1M18, LLC is 100% owned by Cabot Industrial Value Fund IV Operating Partnership, LP, which is one of several industrial funds managed and controlled by Cabot Properties, Inc. Cabot was formed in 1986 as the investment advisor affiliate of Cabot, Cabot & Forbes, a nationally diversified real estate development company. In February 2014, Cabot Industrial Value Fund IV held a final closing with $712 million in commitments. As of March 31, 2015, Fund IV has made 40 investments at an initial cost of $596 million.

Cabot IV – TX1M18, LLC, a Delaware limited liability company, requests to lease approximately 9.72 acres of land for the development of approximately 118,800 S.F. of buildings.

This 40-year ground lease with Cabot IV – TX1M18, LLC supports the Strategic Imperatives by increasing non-airline revenues, and increasing the economic benefits that Dallas and Fort Worth receive from concurrent commercial development.

This proposed lease of land will generate initial ground rent income of approximately $120,670 per year ($10,056 per month) for the approximately 9.72 acre lease premises, which represents 10% per year of appraised value of $2.85 per square foot on the premises or $0.285 per square foot. The appraisal of the lease premises used to establish the ground rent was performed by Integra Realty, Fort Worth, Texas.

The ground rental will be increased every five years at a rate of 3% per year compounded annually for the first 20 years totaling 56% increase over this period of time. After 20 years, the lease premises will be appraised and ground rent re-established based upon 10% of the new appraised value. Ground rent will thereafter increase with the CPI (Consumer Price Index) after years 25, 30, and 35.

Upon construction, the facility will become property of DFW Airport to be occupied by Cabot IV – TX1M18, LLC under the leasehold estate created by the ground lease. Upon expiration or termination of this 40 year lease, the possession and control of the facility will belong to DFW Airport. At that time, the facility can be available for DFW Airport to refurbish, if necessary, and then lease thereby generating facility rent in addition to ground rent. The cost to construct the initial new facilities containing approximately 118,800 S.F. is approximately $4.8 million.
Cabot IV – TX1BO3, TX1M19 & TX1M18, LLC

Location Map

Location of Projects

Proposed laydown yard location for EW Connector

Future EW Connector
**DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD**

**OFFICIAL BOARD ACTION/RESOLUTION**

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**Action**
That the Chief Executive Officer or designee be authorized to execute a Lease Agreement with Cabot IV - TX1M19, LLC, a Delaware limited liability company, ("Tenant") for approximately 11.66 acres of land.

**Description**
- Enter into a ground lease on approximately 11.66 acres in Euless (the "Premises") for development of distribution, warehouse, office, assembly and operations incidental thereto for a term of 40 years.
- This single building facility is to contain a total of approximately 202,800 S.F. of space.
- Execution of lease contemplated in this OBA is contingent on (i) finalizing lease terms, and (ii) obtaining National Environmental Policy Act (NEPA) permit from Federal Aviation Administration (FAA).

**Justification**
- The development of this facility will generate initial rent income of approximately $144,754 per year.
- **Strategic Plan Benefits:**
  - Assists with development of land on DFW Airport in support of Board's Land Use Plan.
  - Encourages non-core business developments consistent with the Board policies.
  - Increases non-airline revenues and supports trade within the Dallas/Fort Worth region.

**D/S/M/WBE Information**
- Cabot IV - TX1M19, LLC has committed to achieving 30% M/WBE participation in the design and 30% MBE participation in the construction of the facilities associated with this ground lease inclusive of the associated site improvements in the reimbursement agreement.

**Schedule/Term**
40 years

**Funding:**
No impact on O&M Budget is anticipated

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**For Information contact**
John Terrell
3-4655

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Additional Information

- Initial ground rent is 10% per year of value of land, or $0.285/S.F. on a value of $2.85/S.F. Initial ground rent is approximately $12,063/month or $144,754/year.
- The lease contains ground rent escalations throughout the 40 year term. Ground rent escalations occur every five (5) years at a rate of 3% per year compounded annually for the first 20 years. After 20 years, the land will be appraised and ground rent reestablished based upon the new appraised value. Ground rent will increase with CPI (Consumer Price Index) after years 25, 30 and 35.

Detail Information Sheet
See attached.
Cabot IV – TX1M19, LLC
a Delaware limited liability company

Project Summary and Justification

Cabot IV – TX1M19, LLC is 100% owned by Cabot Industrial Value Fund IV Operating Partnership, LP, which is one of several industrial funds managed and controlled by Cabot Properties, Inc. Cabot was formed in 1986 as the investment advisor affiliate of Cabot, Cabot & Forbes, a nationally diversified real estate development company. In February 2014, Cabot Industrial Value Fund IV held a final closing with $712 million in commitments. As of March 31, 2015, Fund IV has made 40 investments at an initial cost of $596 million.

Cabot IV – TX1M19, LLC, a Delaware limited liability company, requests to lease approximately 11.66 acres of land for the development of approximately 202,800 S.F. of buildings.

This 40-year ground lease with Cabot IV – TX1M19, LLC supports the Strategic Imperatives by increasing non-airline revenues, and increasing the economic benefits that Dallas and Fort Worth receive from concurrent commercial development.

This proposed lease of land will generate initial ground rent income of approximately $144,754 per year ($12,063 per month) for the approximately 11.66 acre lease premises, which represents 10% per year of appraised value of $2.85 per square foot on the premises or $0.285 per square foot. The appraisal of the lease premises used to establish the ground rent was performed by Integra Realty, Fort Worth, Texas.

The ground rental will be increased every five years at a rate of 3% per year compounded annually for the first 20 years totaling 56% increase over this period of time. After 20 years, the lease premises will be appraised and ground rent re-established based upon 10% of the new appraised value. Ground rent will thereafter increase with the CPI (Consumer Price Index) after years 25, 30, and 35.

Upon construction, the facility will become property of DFW Airport to be occupied by Cabot IV – TX1M19, LLC under the leasehold estate created by the ground lease. Upon expiration or termination of this 40 year lease, the possession and control of the facility will belong to DFW Airport. At that time, the facility can be available for DFW Airport to refurbish, if necessary, and then lease thereby generating facility rent in addition to ground rent. The cost to construct the initial new facilities containing approximately 202,800 S.F. is approximately $8.11 million.
Cabot IV – TX1BO3, TX1M19 & TX1M18, LLC
Location Map

Location of Projects

Proposed laydown yard location for EW Connector

Future EW Connector
DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD
OFFICIAL BOARD ACTION/RESOLUTION

Date: 11/03/2016
Committee: Concessions/Commercial Development
Subject: Reimbursement Agreement with Cabot IV - TX1B03, LLC

Resolution #

Action
That the Chief Executive Officer or designee be authorized to execute a Reimbursement Agreement with Cabot IV - TX1B03, LLC (TENANT) for an amount not to exceed $2,741,301.00.

Description
- Three separate Official Board Actions are being requested at the November 3rd Board Meeting to authorize DFW Airport to lease approximately (a) 9.72 acres to Cabot IV - TX1M18, LLC, (b) 11.66 acres to Cabot IV - TX1M19, LLC and (c) 18.47 acres to Cabot IV - TX1B03, LLC.
- The subject Reimbursement Agreement associated with the above mentioned leases reference "Board Improvements" to be designed and constructed by the TENANT - Cabot IV - TX1B03, LLC. and reimbursed by DFW Airport. These Board Improvements will support the development of the following three leases at the airport:
  - Cabot IV - TX1M18, LLC (9.72 acres)
  - Cabot IV - TX1M19, LLC (11.66 acres)
  - Cabot IV - TX1B03, LLC (18.47 acres)
- In order to execute the above mentioned leases their sites will have to be mass graded and utilities (i.e. sanitary sewer) need to be brought to site premises.
- Two of the three above mentioned leases will be addressed off of S 20th Avenue. Hence a portion of S 20th Avenue will need to be repaved as a concrete road in order to rehabilitate it from its current state of disrepair.
- An uncontrolled fill area was found on the Cabot IV - TX1B03 site after site investigations. A small portion of this land fill falls under the future lease's paved area and will need to be remediated as part of the "Board Improvements".

Justification
- These three developments will be excellent long term assets for DFW, providing an ideal fit for Freight Forwarders and Cargo Logistics Providers that benefit from proximity to DFW Air Cargo areas.
- Helps Commercial Development contribute to DFW Airport’s strategic plan of staying cost competitive and increasing non-airline revenues.
- The payback on the investment benefiting the three industrial leases will be approximately 6 years.

D/S/M/WBE Information
- Cabot IV - Stream Realty, LLC has committed to achieving 30% M/WBE participation in the design and 30% MBE for the construction of the facilities associated with this ground lease inclusive of the associated site improvements in the reimbursement agreement.
- The 30% M/WBE commitment applies cumulatively to the design and 30% MBE participation for construction of the three facilities noted above and is also applicable in aggregate to the site improvements needed to support the development of the three facilities noted above and this reimbursement agreement.

Schedule/Term
TENANT is to complete the work within twelve (12) months from start of construction.

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For Information contact
John Terrell
3-4655
Resolution #

Financial Analysis:

- Reimbursement amount to Tenant = $2,741,301
- Annual Rent from three leases = $494,722
- Net Present Value of total Investment = $5,476,869
- Internal Rate of Return = 18.3%
- Project Payback = 6 years

Additional Attachments: Y

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to execute a Reimbursement Agreement with Cabot IV - TX1B03, LLC (TENANT) for an amount not to exceed $2,741,301.00.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Oct 19, 2016 6:07 pm

Approved as to Funding by
Palacios, Abel
Assistant Vice President Business
Financial Planning
Finance
Oct 20, 2016 4:50 pm

Approved as to M/WBE by
Burks Lee, Tamela
Vice President Business Diversity
and Development
Business Diversity and
Development
Oct 19, 2016 4:13 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Department Head
Commercial Development
Oct 19, 2016 4:05 pm

Chief Executive Officer
Pending
Date
Board Funded Improvements

- Area to be Mass Graded (approx. 39 acres)
- Concrete Paving (with asphalt shoulders)
- Sanitary Sewer connection
- Area of uncontrolled fill to be re-mediated (less than 1 acres)
- Leased Areas
### Action

That the Chief Executive Officer or designee be authorized to execute a Lease Agreement with C3EDF1, LLC. DBA as Code 3 Emergency Room, ("Tenant") for approximately 1.43 acres of land to develop and operate a freestanding full service emergency and urgent care clinic.

### Description

- Enter into a ground lease on approximately 1.43 acres for development of a freestanding full service emergency and urgent care clinic located at the northeast corner of Rental Car Drive and Southgate Avenue, for a term of 20-years.
- The Tenant will construct a freestanding full service emergency and urgent care clinic to contain approximately 8,125 square feet of space.
- Execution of lease contemplated in this OBA is contingent on (i) finalizing lease terms and (ii) approval by Federal Aviation Administration (FAA).
- Tenant shall have no entitlement to have the Premises included within DFW's Foreign Trade Zone boundaries.

### Justification

- The development of this facility will generate initial rent income of approximately $90,322 per year or $7,527 per month.
- Strategic Plan Benefits:
  - Assists with development of land on DFW Airport in support of Board's Land Use Plan.
  - Encourages non-core business developments consistent with the Board's policies.
  - Increases non-airline revenues and supports trade within the Dallas/Fort Worth region.

### D/S/M/WBE Information

- The ACDBE goal for this lease is 0% due to no availability of certified ACDBE firms.
- C3EDF1, LLC. DBA as Code 3 Emergency Room, has committed to achieving 15% M/WBE participation in the design phase and 20% MBE for the construction phase of the site work and facility associated with this ground lease.

### Schedule/Term

The ground lease term will be for a 20-year period.

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For Information contact

John Terrell  
3-4655
Additional Information

- The lease contains ground rent escalations throughout the 20-year term. Rent escalations will be at 3% per year, compounded annually, with the rent adjusted every 5 years during the term of the lease.
- In addition to ground rent, Tenant shall pay its pro-rated share of 5.5% of all Common Area Maintenance Costs ("CAM Costs") to Board with respect to the maintenance, servicing, repairing, and operation of the common areas of Southgate Plaza.

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to execute a Lease Agreement with C3EDF1, LLC. DBA as Code 3 Emergency Room, ("Tenant") for approximately 1.43 acres of land to develop and operate a freestanding full service emergency and urgent care clinic.

Approved as to Form by

Rodriguez, Elaine
Legal Counsel
Oct 19, 2016 6:07 pm

Approved as to Funding by

Palacios, Abel
Assistant Vice President Business Financial Planning
Finance
Oct 20, 2016 4:49 pm

Approved as to M/WBE by

Burks Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Oct 19, 2016 4:13 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head
Commercial Development
Oct 19, 2016 4:05 pm

Chief Executive Officer
Pending

Date
C3EDF1, LLC. DBA as Code 3 Emergency Room
A Texas Limited Liability Company

Project Summary and Justification

C3EDF1, LLC. DBA as Code 3 Emergency Room is a Texas limited liability company licensed to do business in the state of Texas. Code 3 Emergency Room, requests to lease approximately 1.43 acres of land for the development of a freestanding full service emergency and urgent care clinic to contain approximately 8,125 S.F. of space.

Code 3 Emergency Partners specializes in management and development of Emergency Medical treatment facilities (operators of Freestanding Emergency Rooms and Urgent Care facilities). Dr. Carrie de Moor, MD, FACEP is the only female Chief Executive Officer of a Freestanding Emergency Center Organization that has the experience of directing a Level 1 Trauma Center Emergency Department. She is also a respected leader by her peers in the industry as the incoming President of the American College of Emergency Physicians Freestanding Emergency Centers Section. Dr. de Moor founded Code 3 Emergency Physicians with the goal of recruiting the top leaders in Emergency Medicine. All of their leadership has trained at Level 1 Trauma Centers, including the COO and CMO who trained at the nearby Parkland Hospital. Their Medical Directors have had experience and certification in travel medicine and EMS and Disaster Management.

Code 3 Emergency Partners is an emergency physician owned Limited Liability Company. They provide acute unscheduled care for people of all ages. Code 3 is able to provide travel medicine, employee health, urgent care, emergency care, laboratory, radiology, and pharmacy services.

DFW is the preferred site location for development of the facility due to its central location in the metroplex and its high visibility and convenient roadway access. Placeholder: Add HR comment related to the benefits this concept will provide to DFW Airport’s employees.

This 20-year ground lease with Code 3 Emergency Room, supports the Strategic Imperatives by increasing non-airline revenues, and increasing the economic benefits that Dallas and Fort Worth receive from concurrent commercial development providing retail/restaurant activity in Southgate Plaza. This proposed development and use conforms to the Land Use Plan.

This proposed lease of land will generate initial ground rent income of approximately $90,322 per year or $7,527 per month. The rent represents 10% per year of the appraised value of the land, or $1.45 per square foot on a 1.43-acre site. The lease contains ground rent escalations throughout the 20-year term. Rent escalations will be at 3% per year, compounded annually, with the rent adjusted every 5 years during the term of the lease. In addition to ground rent, Tenant shall pay its pro-rated share of 5.5% of all Common Area Maintenance Costs (“CAM Costs”) to Board with respect to the maintenance, servicing, repairing, and operation of the common areas of Southgate Plaza.

Upon construction, the facility will become property of Code 3 Emergency Room. Upon expiration or termination of this 20-year lease, the possession and control of the facility will belong to DFW Airport. At that time, the facility can be available for DFW Airport to refurbish, if necessary, and then lease thereby generating facility rent in addition to ground rent. The cost to construct the new facility containing approximately 8,125 S.F. is approximately $4,000,000.
Action
That the Chief Executive Officer or designee be authorized to enter into a Lease Agreement with FASTPASS UCDFW, PLLC.

Description
- For the operation of a medical office facility in Terminal D known as Code 3 Urgent Care.
- Code 3 Urgent Care that will consist of three (3) components: medical clinic, pharmacy and health-related retail.

Justification
- The medical clinic will provide air travelers, airport employees and airline personnel a service oriented pharmacy and medical facility.
- The clinic will provide convenient and cost-effective non-emergency health care.
- The clinic will provide both scheduled and walk-in medical treatment for common illnesses, provide physical exams and administer vaccinations.
- The clinic will be approximately 1700 square feet and will be located on the north mezzanine in Terminal D.

D/S/M/WBE Information
- In accordance with the Board's Business Diversity Programs, the ACDBE goal for this lease is 0% due to no availability of certified ACDBE firms and the D/M/WBE goal for design and construction is 30%.
- FASTPASS UCDFW, PLLC has committed to 30% D/M/WBE participation in the design and construction of the lease space.

Schedule/Term
Terms and Conditions
- The term is for five (5) years
- Minimum Annual Guarantee $125,000
- 15% Rent on Gross Receipts
- 5% Rent of Gross Receipts for Pharmacy
- 15% Rent of Gross Receipts for Retail Sales and Over the Counter Medications

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For Information contact
Zenola Campbell
3-4830

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BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to enter into a Lease Agreement with FASTPASS UCDFW, PLLC.

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SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head

Oct 19, 2016 1:11 pm
Concessions/Commercial Development

Discussion
## Item For Discussion
Permits Issued by Concessions

### Description

- See Attached
Permits Issued by Concessions:

- **Host International, Inc.** was issued Permit 010130 to operate a Chalice Beer Café Kiosk in Terminal C, Gate C14. Permittee shall pay rents equal to fourteen percent (14%) for food and non-alcoholic beverages and nineteen percent (19%) for the sale of alcoholic beverages. This Permit is for six (6) months.

- **Puente Enterprises, Inc.** was issued an Amendment to Lease No. 008641 for 200 square feet of storage space identified as E-2-100D-A02. Concessionaire will be charged a rate of $50.00 per square foot of space, per year, subject to annual increases. This Amendment is co-terminus with the Lease.

- **Marshall Retail Group LLC** was issued an Amendment to Lease No. 008913 for 150 square feet of storage space identified as E-2-100D-A03. Concessionaire will be charged a rate of $50.00 per square foot of space, per year, subject to annual increases. This Amendment is co-terminus with the Lease.

- **McDonald’s USA, LLC** was issued an Amendment to Lease No. 008609 for 300 square feet of storage space identified as a-2-030B-A01. Concessionaire will be charged a rate of $50.00 per square foot of space, per year, subject to annual increases. This Amendment is co-terminus with the Lease.

- **HG Regali DFW Joint Venture** was issued an Amendment to Lease No. 008122 for 184 square feet of storage space identified as A2-096D-A01. Concessionaire will be charged a rate of $50.00 per square foot of space, per year, subject to annual increases. This Amendment is co-terminus with the Lease.

- **WDFG/Howell-Mickens JV** was issued an Amendment to Lease No. 238888 for 100 square feet of storage space identified as B-2-013B-A02. Concessionaire will be charged a rate of $50.00 per square foot of space, per year, subject to annual increases. This Amendment is co-terminus with the Lease.

- **Puente Enterprises, Inc.** was issued an Amendment to Lease No. 009814 for 541 square feet of storage space identified as D.S107D. Concessionaire will be charged a rate of $50.00 per square foot of space, per year, subject to annual increases. This Amendment is co-terminus with the Lease.

- **Paradies Lagardere@DFW Terminal D, LLC** was issued an Amendment to Lease No. 009988 for 334 square feet of storage space identified as D.S107B.1. Concessionaire will be charged a rate of $50.00 per square foot of space, per year, subject to annual increases. This Amendment is co-terminus with the Lease.

- **Duty Free Americas Dallas, LLC** was issued an Amendment to Lease No. 009397 for 240 square feet of storage space identified as B-2-115D-A04. Concessionaire will be charged a rate of $50.00 per square foot of space, per year, subject to annual increases. This Amendment is co-terminus with the Lease.

- **McDonald’s USA, LLC** was issued an Amendment to Lease No. 009548 for 500 square feet of storage space identified as A-2-133C-A01. Concessionaire will be charged a rate of $50.00 per square foot of space, per year, subject to annual increases. This Amendment is co-terminus with the Lease.

- **PhaseNext Hospitality, LLC** was issued an Amendment to Lease No. 009774 for 532 square feet of storage space identified as D.S107C.1. Concessionaire will be charged a rate of $50.00 per square foot of space, per year, subject to annual increases. This Amendment is co-terminus with the Lease.

- **Paradies-DFW 2015 (F&B), LLC** was issued an Amendment to Lease No. 009812 for 129 square feet of storage space identified as D.2.ST006.A01. Concessionaire will be charged a rate of $50.00 per square foot of space, per year, subject to annual increases. This Amendment is co-terminus with the Lease.