MINUTES OF THE
DALLAS-FORT WORTH INTERNATIONAL AIRPORT BOARD
NOVEMBER 3, 2016
8:30 a.m.

Convening of the Meeting – The Regular Meeting of the Dallas-Fort Worth International Airport Board was duly convened and held in the Board Room of the DFW Airport Headquarters building of the Dallas-Fort Worth International Airport Board at 8:30 a.m., on Thursday, November 3, 2016, pursuant to earlier notification thereof to the members of the Board and public. The following quorum was present:

Sam Coats, Chair
William Meadows, Vice Chair
Bernice J. Washington, Secretary
Mayor Pro Tem Monica R. Alonzo
Mayor Pro Tem Dennis Shingleton
Lillie Biggins
Henry Borbolla III
Bridget M. Lopez
Regina Montoya
Curtis Ransom
Amir Rupani
Karen Hunt

Board staff in attendance:
Sean Donohue, John Ackerman, Ken Buchanan, Jim Crites, Khaled Naja, Chris Poinsatte, Linda Valdez Thompson, Rob Darby, Elaine Rodriguez, Alan Black, Zenola Campbell, Armin Cruz, Milton De La Paz, Karen Kavanagh, Tamela Lee, Sharon McCloskey, Nate Smith, John Terrell, Paul Tomme, Max Underwood, Traci Henderson.

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AGENDA

A. The Invocation was given by Chaplain Doni Evans.

B. The Pledge of Allegiance was recited.

C. Announcements by Sam Coats, Board Chair:

- Mayor Pro Tem Monica R. Alonzo from the City of Dallas and Mayor Pro Tem Dennis Shingleton from the City of Fort Worth was welcomed.
- October and November Board Member Birthdays were acknowledged.
- Board Member Bridget Lopez was recognized her receipt of the Mujer Legendaria de Ford award.
- Board Member Lillie Biggins was recognized for her receipt of the Top 15 Women in Business Award by the National Women’s Council.

Announcements by Sean Donohue, CEO:

- DFW Airport hosted the 2016 International Business Summit organized by Sentrum Consulting with sponsorships form both Cities of Dallas and Fort Worth. The summit focused on DFW’s position as the gateway to Latin America.

1 Designated voting representative by the City of Dallas
2 Designated voting representative by the City of Fort Worth
3 Non-Voting Board Member from the City of Coppell
DFW Airport, American Airlines, the C.R. Smith Museum, the Federal Aviation Administration and Tarrant County College hosted its 13th annual Aviation and Transportation Career expo - one of the largest educational events of the year in North Texas. Over 1,300 students attended.

The Aviation and Transportation Career Expo is in conjunction with American Airline's Skyball event which honors military service members and our nation’s veterans.

Executive Vice President Jim Crites was awarded the Citizen’s Hero award for his tireless support of veterans and military members at Skyball.

DFW Airport held their annual Service Awards breakfast where employees were celebrated in five (5) year increments. DFW’s Jennifer Harris of Information Technology Services and Jack Weaver, Jr. of Energy & Transportation/ Asset Management were recognized for serving DFW Airport for 40 years.

DFW Airport received the Sustaining Partner award from the Greater Dallas Asian American Chamber of Commerce. The award was given for DFW’s commitment and support to the Chamber and its members.

DFW Airport was awarded over $40 Million in Federal Grants for Airport Infrastructure Improvements from the FAA. Projects included in the grant monies are expanding the apron south of Terminal D, rehabilitate Runway 18R/36L, strengthen Taxiway Y, and equip Terminal B with new, environmentally friendly pre-condition air units to cool jet board bridges. Congresswoman Eddie Bernice Johnson announced the awarding of the funds at a press conference held in October.

D. The Minutes of the Regular Board Meeting of October 13, 2016 were approved.

E. The Air Service Highlights were presented by Milton De La Paz Vice President of Airline Relations.

Board Member Regina Montoya requested staff to provide more information on Cargo at a future Board meeting.

F. The Financial Report was presented by Chris Poinsatte CFO/EVP Finance and Information Technology Services.

Board Member Regina Montoya requested staff to provide more detailed information on what were our big successes and how we met our goals at the December Board Meeting.

OPERATIONS COMMITTEE
Operations Committee Vice Chairman Curtis Ransom reported that the Committee met on Tuesday, November 1, 2016, at 12:30 p.m., in the Board Room of the DFW Airport Headquarters Building and recommended approval of the following:

1. The minutes of the Operations Committee Meeting of October 11, 2016 were approved during the Committee Meeting of November 1, 2016.
**Consent Items for Consideration**

2. The Airport Board unanimously adopted Resolution No. 2016-11-250 to 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.

3. The Airport Board unanimously adopted Resolution No. 2016-11-251 to approve the authorization to reject all bids received for Contract No. 9500498, Taxiway Y Bridge Reinforcement for Group VI Aircraft Contract.

**Action Items for Consideration**

4. The Airport Board unanimously adopted Resolution No. 2016-11-252 to approve the 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.

5. The Airport Board unanimously adopted Resolution No. 2016-11-253 to approve the 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.

6. The Airport Board unanimously adopted Resolution No. 2016-11-254 to approve the execution of 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. The Airport Board unanimously adopted Resolution No. 2016-11-255 to approve the 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**

8. The Airport Board unanimously adopted Resolution No. 2016-11-256 to approve the 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. The Airport Board unanimously adopted Resolution No. 2016-11-257 to approve the 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**

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

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

**FINANCE/AUDIT COMMITTEE**

Finance/Audit Committee Acting Chair Amir Rupani reported that the Committee met on Tuesday, November 1, 2016, at 12:40 p.m., in the Board Room of the DFW Airport Headquarters Building and recommended approval of the following:

12. The minutes of the Finance/Audit Committee Meeting of October 11, 2016 were approved during the Committee Meeting of November 1, 2016.

13. The Financial Report was presented by Max Underwood Vice President of Finance.

**Consent Items for Consideration**

14. The Airport Board unanimously adopted Resolution No. 2016-11-258 to approve the 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.

15. The Airport Board unanimously adopted Resolution No. 2016-11-259 to approve the 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.

16. The Airport Board unanimously adopted Resolution No. 2016-11-260 to approve the increase to 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.

17. The Airport Board unanimously adopted Resolution No. 2016-11-261 to approve the 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.

18. The Airport Board unanimously adopted Resolution No. 2016-11-262 to approve the authorization to exercise options for multi-year Contracts for the second quarter of Fiscal Year 2017.

**Action Items for Consideration**

19. The Airport Board unanimously adopted Resolution No. 2016-11-263 to approve the 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.
20. The Airport Board unanimously adopted Resolution No. 2016-11-264 to approve the 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. **Revised Motion**
The Airport Board unanimously adopted Resolution No. 2016-11-265 to approve an increase to Contract No. 7006069, for Special Tariffs for Communications Systems, with Frontier Southwest Incorporated, of Richardson, Texas, in an amount not to exceed $2,473,000.00, for a revised Contract amount not to exceed $6,170,000.00.

22. The Airport Board unanimously adopted Resolution No. 2016-11-266 to approve an 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**

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

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

**CONCESSIONS/COMMERCIAL DEVELOPMENT COMMITTEE**
Concessions/Commercial Development Committee Vice Chair Lillie Biggins reported that the Committee met on Tuesday, November 1, 2016, at 12:50 p.m., in the Board Room of the DFW Airport Headquarters Building and recommended approval of the following:

25. The minutes of the Concessions/Commercial Development Meeting of October 11, 2016 were approved during the Committee Meeting of November 1, 2016.

**Consent Items for Consideration**

26. The Airport Board unanimously adopted Resolution No. 2016-11-267 to approve the extension of Concessions Lease Agreement Number 009779 between TRG Duty Free Joint Venture and the DFW International Airport Board.

**Action Items for Consideration**

27. The Airport Board unanimously adopted Resolution No. 2016-11-268 to approve the 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.

Registered Speaker Mark Massey, Corp Care Inc., spoke in opposition of this item.

Registered Speakers Sean McGuire, Endurance Surety and Sterling Emens III, Endurance Insurance Corporation were registered but did not speak.
28. The Airport Board unanimously adopted Resolution No. 2016-11-269 to approve the execution of a Lease Amendment with Logistics Center II, LLC, a Delaware limited liability company ("Tenant") for approximately 3.89 acres of land.

29. The Airport Board unanimously adopted Resolution No. 2016-11-270 to approve the execution of a Lease Agreement with Cabot IV - TX1B03, LLC, a Delaware limited liability company, ("Tenant") for approximately 18.47 acres of land.

30. The Airport Board unanimously adopted Resolution No. 2016-11-271 to approve the execution of a Lease Agreement with Cabot IV - TX1M18, LLC, a Delaware limited liability company, ("Tenant") for approximately 9.72 acres of land.

31. The Airport Board unanimously adopted Resolution No. 2016-11-272 to approve the execution of a Lease Agreement with Cabot IV - TX1M19, LLC, a Delaware limited liability company, ("Tenant") for approximately 11.66 acres of land.

32. The Airport Board unanimously adopted Resolution No. 2016-11-273 to approve the execution of a Reimbursement Agreement with Cabot IV - TX1B03, LLC (TENANT) for an amount not to exceed $2,741,301.00.

33. The Airport Board unanimously adopted Resolution No. 2016-11-274 to approve the 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.

34. The Airport Board unanimously adopted Resolution No. 2016-11-275 to approve the authorization to enter into a Lease Agreement with FASTPASS UCDFW, PLLC.

Discussion Items

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

FULL BOARD

CLOSED SESSION

36. In accordance with provisions of Section 551.071 of the Texas Government Code, a closed session was held for the purposes of seeking the Board’s attorney’s advice with respect to pending or contemplated litigation, a settlement offer, or other matters that are exempt from public disclosure under the Texas Disciplinary Rules of Professional Conduct of the State Bar of Texas (Article X, Section 9 of the State Bar Rules), to wit:

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

   b) The Dallas/Fort Worth International Airport Board v. Hensel Phelps Construction Company; Cause No. DC-15-04833; In the 44th District Court; Dallas County, Texas.

This Closed Session was not held.
In accordance with the provisions of the Texas Government Code, Section 551.076 and
Section 418.183(f), a closed session will be held to discuss:

a) The deployment, or specific occasions for implementation, of security personnel or devices; and

b) Information relating to preventing, detecting, responding to, investigating and managing emergencies and disasters, including those caused by terrorism or related criminal activity.

OPEN SESSION

Discussion Items

37. There were no Registered Speakers (item unrelated to agenda items)

38. Next Committee meetings – November 29, 2016
   Next Regular Board meeting – December 1, 2016

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Sam Coats
Chair

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Bernice J. Washington
Secretary