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, October 13, 2016, pursuant to earlier notification thereof to the members of the Board and public. The following quorum was present:

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

Henry Borbolla III
Bridget M. Lopez
Regina Montoya
Curtis Ransom
Amir Rupani
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, Rusty Hodapp, Robert Horton, Karen Kavanagh, Tamela Lee, Sharon McCloskey, Steve Shaffer, Nate Smith, John Terrell, Paul Tomme, Max Underwood, Traci Henderson.

AGENDA

A. The Invocation was given by Chaplain DD Hayes.

B. The Pledge of Allegiance was recited.

C. Announcements by Sean Donohue, CEO:

- The Kids of Courage were welcomed to North Texas by United Airlines in partnership with DFW Airport.
- DFW Airport’s Employee Resource Group HOLA hosted a back to school supply drive collecting over 1264 pounds of school supplies distributed to Lena Pope Home and Mi Escuelita.
- HOLA also held their annual Hispanic Heritage month event which featured celebrity chef Lorena Garcia who shared her story of success and the role of Hispanic culture in the United States.
- Linda Valdez-Thompson was featured as a speaker at the Hispanic Women’s Network of Texas annual conference.
- DFW Airport successfully achieved the Payment Card Industry Data Security Standard certification.
- Three DFW employees made the Airport Business Magazine’s 40 under 40 in the aviation industry; Lisa Hughs, Planning; Laura Keesee, Aviation Real Estate; Michael Latzel, Information Technology Services.
- Milton De La Paz was introduced as the Vice President of Airline Relations.
- DFW Media Highlights were presented.

1 Non-Voting Board Member from the City of Coppell
D. The Minutes of the Regular Board Meeting of September 1, 2016 were approved.

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

Henry Borbolla III joined the Board Meeting.

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

G. The Strategic Plan was presented by Sean Donohue CEO

Mayor Rawlings requested the Strategic Plan be shared with members of the community.

RETIREMENT/INVESTMENT COMMITTEE
Retirement/Investment Committee Chair Henry Borbolla III reported that the Committee met on Tuesday, October 11, 2016, at 12:30 p.m., in the Board Room of the DFW Airport Headquarters Building and recommended approval of the following:

1. The minutes of the Retirement/Investment Committee Meeting of August 30, 2016 were approved during the Committee Meeting of October 11, 2016.

Discussion Item

2. South Texas Money Management Performance Presentation was presented by Jim Kees with STMM.

   Board Member Regina Montoya requested staff to confirm numbers presented and update the Board.

OPERATIONS COMMITTEE
Operations Committee Chairman William Meadows reported that the Committee met on Tuesday, October 11, 2016, at 12:45 p.m., in the Board Room of the DFW Airport Headquarters Building and recommended approval of the following:

3. The minutes of the Operations Committee Meeting of August 30, 2016 were approved during the Committee Meeting of October 11, 2016.

Consent Items for Consideration

4. The Airport Board unanimously adopted Resolution No. 2016-10-229 to approve the execution of three Purchase Orders for Vehicles: Purchase Order No. 272052, to Sam Pack’s Five Star Ford, of Carrollton, Texas, in the amount of $115,207.00; Purchase Order No. 272567, to Grapevine Dodge Chrysler Jeep, LLC, of Grapevine, Texas, in the amount of $40,672.00; Purchase Order No. 272568, to Caldwell Country Chevrolet, of Caldwell, Texas, in the amount of $67,434.00. Total of award: $223,313.00.
5. The Airport Board unanimously adopted Resolution No. 2016-10-230 to approve the execution of Contract No. 7006375 for Electrical Parts and Supplies, with Simba Industries, of Grapevine, Texas in the amount not to exceed $290,129.49 for the initial three year Contract term with options to renew for two additional one-year periods, subject to funding availability.

6. The Airport Board unanimously adopted Resolution No. 2016-10-231 to approve the execution of Change Order No. 32 to Supplemental Agreement No. 10, Contract No. 8500271, Terminal Renewal and Improvement Program - Terminal B Design and Design Management Services, with DMJM/EJES Joint Venture, of Fort Worth, Texas, in an amount not to exceed $184,788.00.

**Action Items for Consideration**


8. The Airport Board unanimously adopted Resolution No. 2016-10-233 to approve the ratification of Change Order No. 5 to Contract No. 7005482, Terminal E Mechanical Electrical Plumbing Building/Structural and Ramp Service, with John Bean Technologies Corporation (JBT), of Ogden, Utah, in an amount not to exceed $730,000.00 for a revised amount not to exceed $18,813,790.19.

9. The Airport Board unanimously adopted Resolution No. 2016-10-234 to approve the execution of Purchase Order No. 272585, for Replacement Street Sweepers, with TYMCO, Inc., of Waco, Texas, in the amount not to exceed $443,915.00.

10. The Airport Board unanimously adopted Resolution No. 2016-10-235 to approve the execution of Contract No. 7006408 for fuels, with Ricochet Fuel Distributors, Inc., of Euless, Texas, in an amount not to exceed $1,103,988.00, for the initial two year Contract term with options to renew for three additional one-year periods, subject to funding availability.

11. The Airport Board unanimously adopted Resolution No. 2016-10-236 to approve the execution of Contract No. 9500589, Terminal B Lower Gate Electrification, with J.C. Commercial, Inc., of Lewisville, Texas, in an amount not to exceed $3,437,777.00.

12. The Airport Board unanimously adopted Resolution No. 2016-10-237 to approve the execution of Contract No. 9500541, Rehabilitate Airfield Pavements FY2015, with Gilbert May Inc., dba Phillips/May Corporation, of Dallas, Texas, in an amount not to exceed $19,212,666.00.

13. The Airport Board unanimously adopted Resolution No. 2016-10-238 to approve the execution of Contract No. 9500577, Aircraft Hardstand Ramp Expansion, with Austin Bridge & Road, LP, of Irving, Texas, in an amount not to exceed $40,588,831.00.
Terminal Renewal and Improvement Program Action Items for Consideration

14. The Airport Board unanimously adopted Resolution No. 2016-10-239 to approve the execution of a Contract Modification to Supplemental Agreement No. 11, Contract No. 8500271, Terminal Renewal and Improvement Program-Terminal E Design and Design Management, with DMJM/EJES Joint Venture, of Fort Worth, Texas, in an amount not to exceed $999,997.00.

Discussion Items

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

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

FINANCE/AUDIT COMMITTEE
Finance/Audit Committee Chair Regina Montoya reported that the Committee met on Tuesday, October 11, 2016, at 12:55 p.m., in the Board Room of the DFW Airport Headquarters Building and recommended approval of the following:

17. The minutes of the Finance/Audit Committee Meeting of August 30, 2016 were approved during the Committee Meeting of October 11, 2016.

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

19. FY 2016 External Audit Process was presented by Reem Samra with Deloitte.

Consent Items for Consideration

20. The Airport Board unanimously adopted Resolution No. 2016-10-240 to approve authorization to accept any Federal and State Grants, offered during Fiscal Year 2017 and execute any required Grant Agreements.

21. The Airport Board unanimously adopted Resolution No. 2016-10-241 to approve authorization to increase Legal Services Contract No. 8004984 with the firm of Littler Mendelson, P.C. of Dallas, Texas, in an amount not to exceed $25,000.00 for a revised contract amount not to exceed $73,750.00.

22. The Airport Board unanimously adopted Resolution No. 2016-10-242 to approve authorization to increase Legal Services Contract No. 8004990 with the firm of Brackett & Ellis, P.C. of Fort Worth, Texas, in an amount not to exceed $200,000.00, for a revised contract amount not to exceed $547,500.00.

23. The Airport Board unanimously adopted Resolution No. 2016-10-243 to approve ratification to increase Contract No. 7004046, Parking Control System, with Skidata, Inc., of Hillsborough, New Jersey, in an amount not to exceed $162,200.00, for a revised contract amount not to exceed $25,229,222.16.
24. The Airport Board unanimously adopted Resolution No. 2016-10-244 to approve authorization to bind and procure an Insurance Policy for Environmental Pollution Liability Insurance Coverage, with Steadfast Insurance Company of Schaumburg, Illinois, in the amount of $201,600.00 for the policy year effective October 15, 2016.

Action Items for Consideration

25. The Airport Board unanimously adopted Resolution No. 2016-10-245 to approve the execution of Contract No. 8005047, for Moderation and Project Management Services, with ModSquad, Inc., of Sacramento, California, in an amount not to exceed $289,880.00 for the initial one year term with options to renew for four additional one year periods, subject to funding availability.

26. The Airport Board unanimously adopted Resolution No. 2016-10-246 to approve an increase to Contract No. 7005893, for Dell Hardware and Installation Services, with Premier LogiTech LLC, of Grand Prairie, Texas, in an amount not to exceed $750,000.00, for a revised contract amount not to exceed $3,750,000.00.

Discussion Items

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

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

CONCESSIONS/COMMERCIAL DEVELOPMENT COMMITTEE
Concessions/Commercial Development Committee Chair Bridget Lopez reported that the Committee met on Tuesday, October 11, 2016, at 1:10 p.m., in the Board Room of the DFW Airport Headquarters Building and recommended approval of the following:

29. The minutes of the Concessions/Commercial Development Meeting of August 30, 2016 were approved during the Committee Meeting of October 11, 2016.

Consent Items for Consideration

30. The Airport Board unanimously adopted Resolution No. 2016-10-247 to approve change in lease terms for Lease Agreement No. 239094 between JPMorgan Chase Bank, N.A. and Dallas Fort Worth International Airport.

Action Items for Consideration

31. The Airport Board unanimously adopted Resolution No. 2016-10-248 to approve authorization to enter into a Lease Agreement with MultiRestaurants Concepts, LTD d/b/a Pizza Hut.

32. The Airport Board unanimously adopted Resolution No. 2016-10-249 to approve authorization to enter into a Lease Agreement with Java Star, Inc. d/b/a Chili"s.
FULL BOARD

CLOSED SESSION

33. 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) Chesapeake Litigation.

OPEN SESSION

Discussion Items

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

35. Next Committee meetings – November 1, 2016
    Next Regular Board meeting – November 3, 2016

Sam Coats
Chair

Bernice J. Washington
Secretary