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

RETIREMENT/INVESTMENT COMMITTEE

1. Approve Minutes of the Retirement/Investment Committee Meeting of June 28, 2016.

Action Item for Consideration

M. Phemister 2. Approve authorization to terminate the Investment Agreement with the PIMCO DISCO II Fund and execute an Investment Agreement with the PIMCO COF II Fund in an amount not to exceed $10 million, on behalf of the DFW Retirement Plans Trust.

3. Approve execution of the required documents to invest DFW Retirement Plan Trust funds in the Waddell & Reed International Core Equity Fund, in the amount of $15 million.

Discussion Item

Retirement

Action
### 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>09/01/2016</td>
<td>Retirement &amp; Investments</td>
<td>Termination of Investment Agreement with PIMCO DISCO II and approve an Investment Agreement with PIMCO COF II</td>
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</table>

**Action**

That the Chief Executive Officer or designee be authorized to terminate the Investment Agreement with the PIMCO DISCO II Fund and execute an Investment Agreement with the PIMCO COF II Fund in an amount not to exceed $10 million, on behalf of the DFW Retirement Plans Trust.

**Description**

- The DFW Retirement Plans Trust is currently invested in the PIMCO DISCO II Fund in the amount of approximately $9 million.
- The DISCO II Fund is a senior secured structured credit fund, which invests primarily in income producing, asset backed, fixed income securities.
- Due to a lack of availability of these types of investment, yields have fallen for the Fund.
- The PIMCO COF II Fund is a senior secured corporate credit fund, which invests in distressed and special situation debt of both private and public corporations.
- The targeted fund size is $1 billion, with a five year term. The management fee is 150 bps on invested capital and the Fund has a preferred return of 8%, with 20% carried interest. The expected net IRR for the Fund is 15%. The future returns for DISCO II are expected to be around 8% net IRR.
- It is the recommendation of Airport Management, with the concurrence of the Bogdahn Group, that the Airport Board terminate its investment agreement with DISCO II and move those funds to COF II.

**Justification**

- It is anticipated that COF II will provide a higher net Internal Rate of Return, with limited additional risk.

**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, (Financial Investment).

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<th>Contract #</th>
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For Information contact

Michael Phemsiter
3-5447

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

That the Chief Executive Officer or designee is hereby authorized to terminate the Investment Agreement with the PIMCO DISCO II Fund and execute an Investment Agreement with the PIMCO COF II Fund in an amount not to exceed $10 million, on behalf of the DFW Retirement Plans Trust.

Approved as to Form by

Rodriguez, Elaine
Legal Counsel
Aug 17, 2016 5:07 pm

Approved as to Funding by

Underwood, Max
Vice President Finance
Finance
Aug 18, 2016 3:22 pm

Approved as to M/WBE by

Burks Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Aug 18, 2016 9:19 am

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Pending

Department Head
Aug 17, 2016 2:28 pm

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

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<th>Date</th>
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<tbody>
<tr>
<td>09/01/2016</td>
<td>Retirement &amp; Investments</td>
<td>Approve investment with the Waddell &amp; Reed International Core Equity Fund</td>
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</table>

**Action**

That the Chief Executive Officer or designee be authorized to execute the required documents to invest DFW Retirement Plan Trust funds in the Waddell & Reed International Core Equity Fund, in the amount of $15 million.

**Description**

- Airport Management and the Bogdahn Group have reviewed several international managers and are recommending that the Waddell & Reed International Core Equity Fund be approved as a new international equity manager, utilizing $15 million of the assets formerly held by WHV (Wentworth Hauser & Violich.)
- The size of the fund is approximately $5.3 billion. The focus of the fund is to invest in large cap companies in developed countries outside the U.S.A. The management fee for the fund is 86 bps.
- Airport management is currently evaluating other international investment options for the remaining WHV asset.

**Justification**

- Waddell & Reed Financial, Inc. provides an alternative to WHV, which has sold the fund, with the Airport taking advantage of the improvement in the energy assets held by WHV.

**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, (Financial Investments).

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For Information contact

Michael Phemister  
3-5447

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

That the Chief Executive Officer or designee is hereby authorized to execute the required documents to invest DFW Retirement Plans Trust funds in the Waddell & Reed International Core Equity Fund, in the amount of $15 million.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Aug 17, 2016 5:02 pm

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
Aug 18, 2016 3:22 pm

Approved as to M/WBE by
Burks Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Aug 18, 2016 9:19 am

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Department Head
Aug 17, 2016 2:28 pm

Pending
Chief Executive Officer
Date
AGENDA
OPERATIONS COMMITTEE MEETING
Tuesday, August 30, 2016
12:45 p.m.

OPERATIONS COMMITTEE

5. Approve Minutes of the Operations Committee Meeting of August 2, 2016.

Consent Items for Consideration

A. Black
6. Approve execution of Contract No. 7006348, for E-Citation Mobile Data Capture System and Maintenance Support, with Tyler Technologies, of College Station, Texas, in the amount not to exceed $205,000.00 for the initial one year term of the Contract with options to renew for four additional one-year terms.

R. Hodapp
7. Approve execution of Contract No. 7006377, for Reflective Sheeting Material, with Centerline Supply, Ltd., of Grand Prairie, Texas, in an amount not to exceed $130,365.00, for the initial three year term of the Contract, with options to renew for two additional one-year periods.

8. Approve execution of Purchase Order No. 272059, for a Suspect Luggage Containment Vessel, to NABCO Systems, LLC., of Canonsburg, Pennsylvania, in the amount of $141,000.00.

9. Approve execution of Contract No. 7006323, for Pavement Deicing Material, with Southwest Envirotx Partners LLC dba Envirotx, of Dripping Springs, Texas, in an amount not to exceed $160,850.00, for the initial one year term of the Contract, with options to renew for four additional one-year periods.

10. Approve ratification of Contract No. 7006407, for the Removal of High Mast Street Light Poles, with Environmental Lighting Services LLC, of Grand Prairie, Texas, in an amount not to exceed $319,200.00, for a term of three months.

N. Smith
11. Approve execution of Change Order 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 $155,446.00.

12. Approve execution of Contract No. 5000838, TEX Rail Station at Terminal B - ONCOR Relocation, with ONCOR Electric Delivery Company, LLC, of Carrollton, Texas, in an amount not to exceed $180,170.00.
**Action Items for Consideration**

R. Hodapp  13. Approve solicitation for the Enterprise Baggage Handling System Program for Terminals B and E, using the Request for Competitive Sealed Proposal method, as defined by statute.

N. Smith  14. Approve execution of Contract No. 8500341, Professional Services for Construction Claims Management Services, with PMA Consultants LLC, of Phoenix, Arizona, in an amount not to exceed $5,000,000.00.

**Terminal Renewal and Improvement Program Action Items for Consideration**

N. Smith  15. Approve execution of Contract Modification to Supplemental Agreement No. 11, Contract No. 9500421, Terminal Renewal and Improvement Program, Terminal A Phase 3, with Balfour/Azteca/Russell/CARCON, a joint venture, of Dallas, Texas, in an amount not to exceed $3,626,612.00.

16. Approve execution of Contract Modification to Supplemental Agreement No. 19, Contract No. 9500406, Terminal Renewal and Improvement Program - Terminal E Phase 3 Construction, with Manhattan/Byrne/JRT/3i, a Joint Venture, of Dallas, Texas in a deductive amount of not less than ($611,484.39) and to execute a Contract Modification for additional incremental work under 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 an amount not to exceed $13,783,000.87.

**Discussion Items**

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

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

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<tbody>
<tr>
<td>09/01/2016</td>
<td>Operations</td>
<td>E-Citation Mobile Data Capture System and Maintenance Support</td>
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**Action**
That the Chief Executive Officer or designee be authorized to execute Contract No. 7006348, for E-Citation Mobile Data Capture System and Maintenance Support, with Tyler Technologies, of College Station, Texas, in the amount not to exceed $205,000.00 for the initial one year term of the Contract with options to renew for four additional one-year terms.

**Description**
- Award a Contract for E-Citation Mobile Data Capture System and Maintenance Support for the Department of Public Safety.

**Justification**
- The E-Citation Mobile Data Capture System Hardware, Accessories, Software Licenses and Maintenance Services will allow for electronic based moving and parking citation issuance.
- Electronic citation issuance reduces the time it takes to issue a citation, reduces manual recordkeeping processes and reduces database errors.
- The systems will interface with Grapevine, Euless, and Irving InCode systems.
- This system will improve Operational Excellence and Customer Satisfaction

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

**Schedule/Term**
- Start Date: September 2016
- Contract Term: One year, with four one-year renewal options.

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<tr>
<th>Contract #</th>
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**For Information contact**
Alan Black
3-3500

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Additional Information

- One (1) bid, none from a SBE firm, were received on or before the due date of June 14, 2016.
- Tyler Technologies, of College Station, Texas, is the responsive, responsible Bidder.
- The first year of the contract term will be funded from the Sized Fund (0105) account and any renewal options will be funded from Operations and Maintenance Fund (0102) account.

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to execute Contract No. 7006348, for E-Citation Mobile Data Capture System and Maintenance Support, with Tyler Technologies, of College Station, Texas, in the amount not to exceed $205,000.00 for the initial one year term of the Contract with options to renew for four additional one-year terms.

Approved as to Form by

Rodriguez, Elaine
Legal Counsel
Aug 22, 2016 2:43 pm

Approved as to Funding by

Palacios, Abel
Assistant Vice President Business
Financial Planning
Finance
Aug 19, 2016 11:15 am

Approved as to M/WBE by

Burks Lee, Tamela
Vice President Business Diversity and Development
Aug 19, 2016 11:30 am

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head
Public Safety
Aug 19, 2016 8:55 am

Pending

Chief Executive Officer
Date
Date 09/01/2016  Committee Operations  Subject Reflective Sheeting Material

Resolution #

Action
That the Chief Executive Officer or designee be authorized to execute Contract No. 7006377, for Reflective Sheeting Material, with Centerline Supply, Ltd., of Grand Prairie, Texas, in an amount not to exceed $130,365.00, for the initial three year term of the Contract, with options to renew for two additional one-year periods.

Description
- Award a Contract for Reflective Sheeting Materials for the Airport's Energy, Transportation and Asset Management Department.

Justification
- Replaces an existing Contract which has been in place for three years.
- This material is used to provide reflectivity to roadway control and guidance signs produced in the Airport's Sign Shop. Reflective signs enhance the safety of motorist and pedestrians by increasing nighttime visibility. The main purpose of the signage is to warn, inform, and regulate while providing safe directions for drivers.
- The material conforms to the requirements of the US Department of Transportation's Federal Highway Administration Standard Specifications for Construction of Roads and Bridge on Federal Highway Projects.
- It is stored in the Central Warehouse and ordered as required to maintain an adequate supply level.

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).
- Centerline Supply, Ltd. is a certified Small Business Enterprise (OM-C); therefore their self-performance will be counted towards the Board's overall SBE Program goals.

Schedule/Term
- Start Date: September 2016
- Contract Term: Three years, with options to renew for two additional one-year periods.

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For Information contact
Rusty Hodapp
3-3670

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Additional Information

- One (1) bid, one (1) from a SBE firm, was received on or before July 26, 2016.
- Centerline Supply, Ltd., of Grand Prairie, Texas, meets all the requirements of the solicitation. The prices offered by Centerline Supply, Ltd. average two percent less than previous contract pricing.

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to execute Contract No. 7006377, for Reflective Sheeting Material, with Centerline Supply, Ltd., of Grand Prairie, Texas, in an amount not to exceed $130,365.00, 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
Aug 18, 2016 6:04 pm

**Approved as to Funding by**

Underwood, Max
Vice President Finance
Finance
Aug 18, 2016 3:27 pm

**Approved as to M/WBE by**

Burks Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Aug 18, 2016 1:43 pm

SIGNATURE REQUIRED FOR APPROVAL

**Approved by**

Department Head
Energy & Transportation Mgmt
Aug 17, 2016 2:41 pm

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

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<tbody>
<tr>
<td>09/01/2016</td>
<td>Operations</td>
<td>Suspect Luggage Containment Vessel</td>
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**Action**  
That the Chief Executive Officer or designee be authorized to execute Purchase Order No. 272059, for a Suspect Luggage Containment Vessel, to NABCO Systems, LLC., of Canonsburg, Pennsylvania, in the amount of $141,000.00.

**Description**  
- Purchase a Suspect Luggage Containment Vessel for the Airport's Department of Public Safety.

**Justification**  
- Replaces single vent bomb trailer, which has met the criteria established in the Airport's Fleet Vehicle Policy and Procedures, for replacement.  
- This purchase is for the Airport's Department of Public Safety for use in the performance of their job functions.  
- Purchase of this vessel will aid in providing a safe environment for the Airport's employees, tenants and traveling public.

**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: September 2016  
- Delivery Date: January 2017

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For Information contact  
Rusty Hodapp  
3-3670

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Additional Information

- This Contract is exempt from competitive bidding in accordance with Local Government Code 252.022, a procurement necessary to preserve or protect the public health or safety of the municipality's residents.

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to execute Purchase Order No. 272059, for a Suspect Luggage Containment Vessel, to NABCO Systems, LLC., of Canonsburg, Pennsylvania, in the amount of $141,000.00.

Approved as to Form by

Rodriguez, Elaine
Legal Counsel
Aug 18, 2016 6:05 pm

Approved as to Funding by

Underwood, Max
Vice President Finance
Finance
Aug 18, 2016 3:27 pm

Approved as to M/WBE by

Burks Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Aug 18, 2016 1:44 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head
Energy & Transportation Mgmt
Aug 17, 2016 2:41 pm

Chief Executive Officer  Date

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

Date 09/01/2016  Committee Operations  Subject Pavement Deicing Material  Resolution #

Action
That the Chief Executive Officer or designee be authorized to execute Contract No. 7006323, for Pavement Deicing Material, with Southwest Environx Partners LLC dba Environx, of Dripping Springs, Texas, in an amount not to exceed $160,850.00, for the initial one year term of the Contract, with options to renew for four additional one-year periods.

Description
• Award a Contract for Pavement Deicing Material for the Airport's Energy, Transportation, and Asset Management Department.

Justification
• Replaces an existing Contract that has been in place for three years.
• This material is a complex chloride in granular form, which is an effective tool for treating icy sidewalks, roadways, and bridges on the landside during winter weather events.
• The product is an environmentally acceptable chemical that is used with sand and liquid deicer to ensure safe roadways, parking lots, and sidewalks for the Airport's employees, tenants, and traveling public.

D/S/M/WBE Information
• N/A - Not subject to the goal per the Board's SBE Policy due to the nature of the procurement, (Goods/Finished Products).

Schedule/Term
• Start Date: September 2016
• Contract Term: One year, with four one-year renewal options.

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For Information contact
Rusty Hodapp
3-3670

Fund 0102  Project #  External Funding Source  Amount

$160,850.00
Additional Information

- One (1) bid, not from a SBE firm, was received on or before July 26, 2016.
- Southwest Envirotx Partners LLC dba Envirotx, of Dripping Springs, Texas, submitted a bid that meets all the requirements of the solicitation, and is less than one percent higher than the pricing on the previous contract.

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to execute Contract No. 7006323, for Pavement Deicing Material, with Southwest Envirotx Partners LLC dba Envirotx, of Dripping Springs, Texas, in an amount not to exceed $160,850.00, for the initial one year term of the Contract, with options to renew for four additional one-year periods.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Aug 18, 2016 6:08 pm

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
Aug 18, 2016 3:39 pm

Approved as to M/WBE by
Burks Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Aug 18, 2016 1:44 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Department Head
Energy & Transportation Mgmt
Aug 17, 2016 2:41 pm

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

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<tr>
<td>09/01/2016</td>
<td>Operations</td>
<td>Removal of High Mast Street Light Poles</td>
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### Action
That the Airport Board ratifies Contract No. 7006407, for the Removal of High Mast Street Light Poles, with Environmental Lighting Services LLC, of Grand Prairie, Texas, in an amount not to exceed $319,200.00, for a term of three months.

### Description
- Ratify the execution of a Contract prior to the Board's approval to provide Emergency removal of High Mast Street Light Poles for the Airport's Energy, Transportation and Asset Management Department.

### Justification
- In May 2016, strong winds brought down a 100 foot high light pole along International Parkway.
- A subsequent engineering inspection of 399 light poles over 50 feet in height, identified an additional 28 high light poles that had structural deficiencies sufficient to recommend their removal as a prudent safety and loss prevention measure.
- These poles have material section loss greater than 30%, which is TXDOT's standard for removal.
- The removal of these poles will reduce the Airport's risk exposure.

### 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: August 2016
- Contract Term: Three months

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### For Information contact
Rusty Hodapp
3-3670

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<td>0102</td>
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Additional Information

- This Contract is exempt from competitive bidding in accordance with Local Government Code 252.022, as it is necessary to protect the public health and safety.

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Airport Board ratifies Contract No. 7006407, for the Removal of High Mast Street Light Poles, with Environmental Lighting Services LLC, of Grand Prairie, Texas, in an amount not to exceed $319,200.00, for a term of three months.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Aug 18, 2016 6:09 pm

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
Aug 18, 2016 3:39 pm

Approved as to M/WBE by
Burks Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Aug 18, 2016 1:48 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Department Head
Energy & Transportation Mgmt
Aug 17, 2016 2:41 pm

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

Date 09/01/2016  Committee Operations  Subject TRIP - Terminal B Design and Design Management  Resolution #

Action
That the Chief Executive Officer or designee be authorized to execute a Change Order 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 $155,446.00.

Description
- This action is part of the Terminal Renewal and Improvement Program (TRIP).
- This action will add design services needed to implement American Airlines' request for an additional outbound baggage make-up unit at the Terminal B Bag Room and provide design services for modifications to building systems and re-programmed support spaces to accommodate an additional make-up unit.
- The work includes, but is not limited to, the following:
  - Provide design for an additional make-up unit (MU5) to the Terminal B baggage handling sortation system.
  - Provide design for building modifications, changing an un-programmed area into an additional support space for American Airlines bag operations.

Justification
- This additional scope is needed due to forecast increases in airline operations.
- The scope and design services budget were approved by MII vote on July 27, 2016.

D/S/M/WBE Information
- In accordance with the Board's MWBE Program, the MWBE goals for this Contract are 20% on the base and 35% aggregately for supplemental agreements.
- DMJM/EJES Joint Venture has committed to achieving 25% MWBE participation on the base and 40% aggregately for supplemental agreements. Actual MWBE commitments and achievements are reported on the attached MWBE status report.
- The estimated MWBE participation is 18.3% utilizing Campos Engineering, Inc. (HM-C: 6.95%), MEP Consulting Engineers, Inc. (WF-C: 6.76%), Moye IT Consulting, LLC (WF-C: 2.28%) and VAI Architects, Inc. (HM-C: 2.31%). EJES, Inc. (BM-C), the MWBE JV partner, will self-perform 2.36% for a total MWBE participation of 20.66%.

Schedule/Term
The current contract completion date of October 31, 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>
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<td>10</td>
<td></td>
<td>NTE $155,446.00</td>
<td>$42,427,087.33</td>
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For Information contact
Nate Smith 3-1891

<table>
<thead>
<tr>
<th>Fund</th>
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<th>External Funding Source</th>
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<tr>
<td>Joint Capital Acct</td>
<td>27006-03</td>
<td></td>
<td>$155,446.00</td>
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</table>
In February 2011, the Board approved Resolution No. 2011-02-033 to provide for 35% Design documents.

In April 2011, the Board approved Resolution No. 2011-04-094 to provide for Design Development and Construction Support Services (CSS) for the Terminal B Hot Water/Chilled Water loop.

In May 2011, the Board approved Resolution No. 2011-05-129 to advance schematic design for the Terminal B Baggage Handling System.

In July 2011, the Board approved Resolution No. 2011-07-196 to advance 35% to 100% Design documents for Terminal Building and corresponding Section C Parking Garage.

In September 2011, the Board approved Resolution No. 2011-09-263 to advance 35% design for Terminal B Phase 2 and 3 to 100% design level and to provide CSS for Baggage Handling System Re-gating and AA IT Fiber Backbone.

In December 2011, the Board approved Resolution No. 2011-12-351 to advance expansion of third floor electrical rooms in Terminal B and development of temporary storage space in Terminal D scope of work to 100% construction drawings.

In April 2012, the Board approved Resolution No. 2012-04-106 to provide additional design services to support Phase 1 Construction.

In June 2012, the Board approved Resolution No. 2012-06-183 to provide CSS for Phase 1, Phase 1 enabling projects, Baggage Handling System and additional design services to remove and replace the existing glazing at Terminal B.

In September 2012, the Board approved Resolution No. 2012-09-305 to provide additional design services for Terminal B, Phases 1-3.

In December 2012, the Board approved Resolution No. 2012-12-408 for additional design services due to changes in tenant operations.

In February 2013, the Board approved Resolution No. 2013-02-048 for additional design services due to changes in tenant operations.

In October 2013, the Board approved Resolution No. 2013-10-284 for Phase 2 CSS, Phase 2 and 3 IFR modifications, and completion of Phase 1 CSS.

In November 2013, the Board approved Resolution No. 2013-11-308 for Phase 2 and 3 design services due to identified revisions to Phase 2 construction.

In August 2014, the Board approved Resolution No. 2014-08-183 for Phase 2 CSS and Phase 2 BHS CSS.

In September 2015, the Board approved Resolution No. 2015-09-176 to extend Construction Support Services for Phase 2 and CSS for Phase 3 to include Baggage Handling System.

In December 2015, the Board approved Resolution No. 2015-12-254 to provide additional design services for Terminal B, Phases 3.
<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>
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<tr>
<td>SA Rollup</td>
<td>850271000 All SAs</td>
<td>40.00%</td>
<td>54.78%</td>
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<td>Base Rollup</td>
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<td>$1,502,097.50</td>
<td>$4,687,427.34</td>
<td>64.65%</td>
</tr>
<tr>
<td>Detail</td>
<td>850271000 Base</td>
<td>25.00%</td>
<td>32.05%</td>
<td>$1,502,097.50</td>
<td>$4,687,427.34</td>
<td>64.65%</td>
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<tr>
<td>Detail</td>
<td>850271000 SA No. 1</td>
<td>52.40%</td>
<td>50.05%</td>
<td>$356,758.65</td>
<td>$712,822.45</td>
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<td>Detail</td>
<td>850271000 SA No. 2</td>
<td>61.90%</td>
<td>59.21%</td>
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<td>Detail</td>
<td>850271000 SA No. 3</td>
<td>95.60%</td>
<td>99.52%</td>
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<td>Detail</td>
<td>850271000 SA No. 4</td>
<td>80.40%</td>
<td>76.18%</td>
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<td>Detail</td>
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<td>41.65%</td>
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<td>Detail</td>
<td>850271000 SA No. 6</td>
<td>54.20%</td>
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<td>850271000 SA No. 7</td>
<td>35.30%</td>
<td>54.23%</td>
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<td>$251,291.89</td>
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<tr>
<td>Detail</td>
<td>850271000 SA No. 8</td>
<td>93.40%</td>
<td>100.00%</td>
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<td>$156,985.65</td>
<td>100.00%</td>
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<td>Detail</td>
<td>850271000 SA No. 9</td>
<td>63.50%</td>
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<td>Detail</td>
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<td>65.95%</td>
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<td>99.46%</td>
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<td>Detail</td>
<td>850271000 SA No. 11</td>
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<td>Detail</td>
<td>850271000 SA No. 12</td>
<td>43.03%</td>
<td>38.53%</td>
<td>$1,286,504.31</td>
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<td>99.71%</td>
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<td>Detail</td>
<td>850271000 SA No. 13</td>
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<td>66.70%</td>
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<td>$142,679.75</td>
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<td>Detail</td>
<td>850271000 SA No. 14</td>
<td>45.99%</td>
<td>42.33%</td>
<td>$870,084.22</td>
<td>$2,055,414.08</td>
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<td>Detail</td>
<td>850271000 SA No. 15</td>
<td>87.60%</td>
<td>98.90%</td>
<td>$209,204.35</td>
<td>$211,521.92</td>
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<td>Detail</td>
<td>850271000 SA No. 16</td>
<td>9.94%</td>
<td>13.44%</td>
<td>$243,737.54</td>
<td>$1,814,189.27</td>
<td>99.14%</td>
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<td>Detail</td>
<td>850271000 SA No. 17</td>
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<td>$198,683.05</td>
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<td>850271000 SA No. 18</td>
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<td>100.00%</td>
<td>$39,526.33</td>
<td>$39,526.33</td>
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Cumulative Activity Period thru 8/9/16
### PROFESSIONAL SERVICES CONTRACT STATUS

**Terminal B Design and Design Management**

<table>
<thead>
<tr>
<th>CONTRACT NUMBER</th>
<th>PROJECT TITLE</th>
<th>CONSULTANT</th>
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</thead>
<tbody>
<tr>
<td>8500271, SA 10</td>
<td>DMJM/EJES Joint Venture</td>
<td></td>
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</tbody>
</table>

**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 EXECUTED</th>
<th>APPROVED BY</th>
</tr>
</thead>
<tbody>
<tr>
<td>01</td>
<td>Hot Water/Chilled Water Loop Design</td>
<td>$800,000.00</td>
<td>337</td>
<td>4/27/2011</td>
<td>2011-04-094</td>
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<tr>
<td>02</td>
<td>100% Design for Terminal B Baggage Handling System</td>
<td>$1,302,199.88</td>
<td>0</td>
<td>7/29/2011</td>
<td>2011-05-129</td>
</tr>
<tr>
<td>03</td>
<td>Provide design services to advance the 35% design for Terminal B Phase 1 to 100% construction documents.</td>
<td>$5,901,533.84</td>
<td>0</td>
<td>8/2/2011</td>
<td>2011-07-196</td>
</tr>
<tr>
<td>04</td>
<td>Revise Professional Rate Schedule</td>
<td>$ -</td>
<td>0</td>
<td>8/31/2011</td>
<td>STAFF</td>
</tr>
<tr>
<td>05</td>
<td>Advance the 35% design for Terminal B Phase 2 and 3 to a 100% design level for both the terminal building and corresponding section A and B parking garages.</td>
<td>$7,371,347.93</td>
<td>101</td>
<td>11/11/2011</td>
<td>2011-09-263</td>
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<tr>
<td>06</td>
<td>Revise Professional Rate Schedule in the guidelines for Cost &amp; Pricing Data.</td>
<td>$ -</td>
<td>0</td>
<td>11/7/2011</td>
<td>STAFF</td>
</tr>
<tr>
<td>07</td>
<td>Provide final construction documents for the</td>
<td>$101,142.00</td>
<td>0</td>
<td>12/28/2011</td>
<td>2011-12-351</td>
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<tr>
<td>08</td>
<td>Add Alliance Geotechnical Group &amp; Sr. Designer</td>
<td>$ -</td>
<td>0</td>
<td>1/3/2012</td>
<td>Staff</td>
</tr>
<tr>
<td>09</td>
<td>Enabling &amp; CSS Support</td>
<td>$115,354.70</td>
<td>0</td>
<td>4/16/2012</td>
<td>2012-04-106</td>
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<tr>
<td>10</td>
<td>Support for TSA Testing</td>
<td>$11,701.01</td>
<td>0</td>
<td>3/2/2012</td>
<td>Staff</td>
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<tr>
<td>11</td>
<td>CSS for Phase I and Phase I enabling and BHS and Glazing.</td>
<td>$2,172,172.29</td>
<td>770</td>
<td>8/2/2012</td>
<td>2012-06-183</td>
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<tr>
<td>12</td>
<td>Terminal B Request for Equitable Adjustment</td>
<td>$4,450,483.99</td>
<td>0</td>
<td>10/29/2012</td>
<td>2012-09-305</td>
</tr>
<tr>
<td>13</td>
<td>Revise Professional Rate Schedule</td>
<td>$ -</td>
<td>0</td>
<td>10/3/2012</td>
<td>Staff</td>
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<tr>
<td>14</td>
<td>Interior Finishes Modifications</td>
<td>$305,837.68</td>
<td>0</td>
<td>1/10/2013</td>
<td>2012-12-408</td>
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<td>15</td>
<td>Amenities and Interior Finishes</td>
<td>$462,317.31</td>
<td>0</td>
<td>3/8/2013</td>
<td>2013-02-048</td>
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<td>16</td>
<td>Add JDP Consulting</td>
<td>$ -</td>
<td>0</td>
<td>5/20/2013</td>
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<tr>
<td>17</td>
<td>Add revised rates for Corgan and Ross and Barru</td>
<td>$ -</td>
<td>0</td>
<td>5/18/2013</td>
<td>Staff</td>
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<tr>
<td>18</td>
<td>Revise rates to include Manning Architects</td>
<td>$ -</td>
<td>0</td>
<td>8/27/2013</td>
<td>Staff</td>
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<tr>
<td>19</td>
<td>Phase 2 CSS and Phase 2 and 3 IFR Design</td>
<td>$2,849,450.67</td>
<td>0</td>
<td>10/11/2013</td>
<td>2013-10-284</td>
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<tr>
<td>20</td>
<td>Addition of language for IDIQ delivery orders</td>
<td>$ -</td>
<td>0</td>
<td>3/10/2014</td>
<td>Staff</td>
</tr>
<tr>
<td>21</td>
<td>Phase 2 &amp; 3 Design Services</td>
<td>$999,466.37</td>
<td>0</td>
<td>5/25/2014</td>
<td>2013-11-308</td>
</tr>
<tr>
<td>22</td>
<td>Phase 2 CSS &amp; BHS</td>
<td>$3,503,588.00</td>
<td>302</td>
<td>9/14/2014</td>
<td>Staff</td>
</tr>
<tr>
<td>23</td>
<td>Revise Attachment C - pricing data</td>
<td>$ -</td>
<td>0</td>
<td>12/23/2014</td>
<td>Staff</td>
</tr>
<tr>
<td>24</td>
<td>Revise Attachment C - Add sub-consultant</td>
<td>$ -</td>
<td>0</td>
<td>Cancelled</td>
<td>Staff</td>
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<tr>
<td>25</td>
<td>CSS for Phase 3 work</td>
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<td>731</td>
<td>9/13/2015</td>
<td>2015-08-176</td>
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<tr>
<td>26</td>
<td>Additional funding IDSA work</td>
<td>$300,000.00</td>
<td>0</td>
<td>12/16/2015</td>
<td>2015-12-254</td>
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<tr>
<td>27</td>
<td>Revise GCPD</td>
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<td>0</td>
<td>4/11/2016</td>
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**TOTAL EXECUTED CONTRACT CHANGE ORDERS**

$34,635,652.83

**SUMMARY OF PENDING CONTRACT CHANGE ORDERS**

(Does not include "This Action")

<table>
<thead>
<tr>
<th>TOTAL NUMBER</th>
<th>ESTIMATED VALUE</th>
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</table>

**TOTAL CHANGE ORDERS (Executed, This Action & Pending):**

$34,791,098.03

**PROJECTED CONTRACT AMOUNT:**

$42,427,087.33

**PROJECTED CONTRACT EXPIRATION DATE:**

31-Oct-17
Action
That the Chief Executive Officer or designee is authorized to execute Contract No. 5000838, TEX Rail Station at Terminal B - ONCOR Relocation, with ONCOR Electric Delivery Company, LLC, of Carrollton, Texas, in an amount not to exceed $180,170.00.

Description

- This action is part of the TEX Rail Station at Terminal B project.
- This action will reimburse ONCOR Electric Delivery, LLC for costs associated with relocating switchgear and transformer equipment to the new location along Crossunder #2.

Justification

- This action is necessary as the current location of the switchgear and transformer is in conflict with the proposed TEX Rail trackway.
- Relocation is required to be completed by ONCOR or its designated contractor.
- The scope and budget for this action are within the program budget for the TEX Rail Station at Terminal B.

D/S/M/WBE Information

- N/A - Per the Board's MBE Program, not subject to the MBE goal due to the nature of the Contract (utilities).

Schedule/Term
Contract Duration: 9 months

<table>
<thead>
<tr>
<th>Contract #</th>
<th>Agreement #</th>
<th>Purchase Order #</th>
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<tr>
<td>5000838</td>
<td></td>
<td></td>
<td>NTE $180,170.00</td>
<td>$0</td>
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For Information contact
Nate Smith
3-1891

<table>
<thead>
<tr>
<th>Fund</th>
<th>Project #</th>
<th>External Funding Source</th>
<th>Amount</th>
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</thead>
<tbody>
<tr>
<td>Joint Capital Account</td>
<td>26475-01</td>
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<td>$180,170.00</td>
</tr>
</tbody>
</table>
Additional Information

- This work will take place in advance of the construction of the TEX Rail trackway to avoid impact to these construction activities.

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee is authorized to execute Contract No. 5000838, TEX Rail Station at Terminal B - ONCOR Relocation, with ONCOR Electric Delivery Company, LLC, of Carrollton, Texas, in an amount not to exceed $180,170.00.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Aug 17, 2016 5:10 pm

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
Aug 18, 2016 3:41 pm

Approved as to M/WBE by
Burks Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Aug 18, 2016 9:21 am

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Department Head
Aug 17, 2016 2:27 pm

Pending
Chief Executive Officer
Date
Operations

Action
Date: 09/01/2016
Committee: Operations
Subject: Enterprise Baggage Handling System Program

Action
That the Airport Board does hereby delegate the authority to the Chief Executive Officer or Designee to issue a solicitation for the Enterprise Baggage Handling System Program for Terminals B and E, using the Request for Competitive Sealed Proposal method, as defined by statute.

Description
- Authorize to Board Staff the delegated authority to issue a solicitation for Enterprise Baggage Handling System Program for Terminals B and E using the Request for Competitive Sealed Proposal (RFCSP) method, as defined by statute.

Justification
- Local Government Code 252 permits use of a Competitive Sealed Proposal procedure for the purchase of goods or services as authorized by the municipality. Under Local Government Code 252.021(c), if a governing body is considering using a method other than competitive sealed bidding, it must determine before notice is given the method for purchase that provides the best value. The governing body may delegate its authority under this statutory subsection to a designated representative. This action would authorize the Chief Executive Officer or Designee the delegated authority to choose the method of procurement that meets the Board’s best interests for the solicitation of Enterprise Baggage Handling System Program for Terminals B and E.
- Effective baggage handling system operation is essential to airline operations and customer satisfaction.
- A RFCSP method of procurement is preferred based on the performance requirements and challenges presented by the operation and maintenance of the baggage handling systems.
- The RFCSP process will allow potential Contractors to propose solutions to manage the operations and maintenance of the baggage handling system.

D/S/M/WBE Information
- The applicable Diversity Program and contract specific goal will be determined prior to advertising.

Schedule/Term

<table>
<thead>
<tr>
<th>Contract #</th>
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</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td>$0</td>
<td>$0</td>
</tr>
</tbody>
</table>

For Information contact
Rusty Hodapp
3-3670

Fund: N/A
Project #: N/A
External Funding Source: N/A
Amount: $0
BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Airport Board does hereby delegate the authority to the Chief Executive Officer or Designee to issue a solicitation for the Enterprise Baggage Handling System Program for Terminals B and E, using the Request for Competitive Sealed Proposal method, as defined by statute.

Approved as to Form by

Rodriguez, Elaine
Legal Counsel
Aug 18, 2016 6:10 pm

Approved as to Funding by

Underwood, Max
Vice President Finance
Finance
Aug 18, 2016 3:41 pm

Approved as to M/WBE by

Burks Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Aug 18, 2016 1:48 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head
Energy & Transportation Mgmt
Aug 17, 2016 2:42 pm

Pending

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

<table>
<thead>
<tr>
<th>Date</th>
<th>Committee</th>
<th>Subject</th>
<th>Resolution #</th>
</tr>
</thead>
<tbody>
<tr>
<td>09/01/2016</td>
<td>Operations</td>
<td>Professional Services for Construction Claims Management Services</td>
<td></td>
</tr>
</tbody>
</table>

**Action**
That the Chief Executive Officer or designee be authorized to execute Contract No. 8500341, Professional Services for Construction Claims Management Services, with PMA Consultants LLC, of Phoenix, Arizona, in an amount not to exceed $5,000,000.00.

**Description**
- This contract will provide analysis, expertise, information and research on construction claims and claims avoidance.
- This contract will also allow a means for expert analysis and recommendations for resolving contractor claims and disputes.
- The term of this contract is five (5) years with an estimated value of $1M per year.

**Justification**
- The use of an independent third party allows the Owner and Contractor to reach decisions and resolve potential claims without litigation and additional court and attorney's fees.

**D/S/M/WBE Information**
- In accordance with the Board's M/WBE Program, the M/WBE goal for this contract is 15%.
- PMA Consultants LLC has committed to achieving 15% M/WBE participation utilizing DGR Consultants LLC (WF-C).

**Schedule/Term**
Contract Duration: Five Years

<table>
<thead>
<tr>
<th>Contract #</th>
<th>Agreement #</th>
<th>Purchase Order #</th>
<th>Action Amount</th>
<th>Revised Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>8500341</td>
<td>NTE</td>
<td></td>
<td>$5,000,000.00</td>
<td>$0</td>
</tr>
</tbody>
</table>

**For Information contact**
Nate Smith
3-1891

**Fund**
various

**Project #**

**External Funding Source**

**Amount**

$5,000,000.00
Additional Information
In addition to posting on the DFW Airport web site, the Request for Statement of Qualifications (RFSQ) for this contract was advertised in local newspapers on May 8/9 and 15/16, 2016. Three Statement of Qualifications (SOQ) were received. Based on the evaluation of the qualification documents and subsequent interviews, the selection committee recommends award of the contract to PMA Consultants LLC, of Phoenix, Arizona.

Statement of Qualifications were received from the following firms:
Arcadis U.S., Inc.*
PMA Consultants LLC
Trauner Consulting Services, Inc.

*Note: Arcadis U.S., Inc. was determined to be non-responsive as it did not comply with the Minority Women Business Enterprise (MWBE) Program and Provisions as outlined in the Request for Statement of Qualifications.

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to execute Contract No. 8500341, Professional Services for Construction Claims Management Services, with PMA Consultants LLC, of Phoenix, Arizona, in an amount not to exceed $5,000,000.00.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Aug 17, 2016 5:11 pm

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
Aug 18, 2016 3:41 pm

Approved as to M/WBE by
Burks Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Aug 18, 2016 9:22 am

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Department Head
Aug 17, 2016 2:35 pm

Pending
Chief Executive Officer
Date
Date: 09/01/2016
Committee: Operations
Subject: TRIP - Terminal A Phase 3 Construction
Resolution #

Action
That the Chief Executive Officer or designee be authorized to execute a Contract Modification to Supplemental Agreement No. 11, Contract No. 9500421, Terminal Renewal and Improvement Program, Terminal A Phase 3, with Balfour/Azteca/Russell/CARCON, a joint venture, of Dallas, Texas, in an amount not to exceed $3,626,612.00.

Description
- This action is part of the Terminal Renewal and Improvement Program (TRIP).
- This action will increase the value of the Supplemental Agreement and provide additional construction services as required by the Airport, Tenant Airline, and Stakeholders.
- The scope of work includes, but is not limited to, the following:
  - Monitoring system for Fire Alarm UPS equipment in Communication Rooms
  - Revise fire sprinkler system at the A-B Connector
  - Elevator 31 conversion to in-bound and out-bound pet elevator
  - Remove existing doors and install new chop doors at all in-bound baggage claim carousels
  - Provide door position signal to the security system by means of Photo Eye equipment instead of existing Balanced Magnetic Switches (BMS) at all existing Terminal A Baggage System chop doors
  - Provide select fill for Concession Loading Dock
  - Landside Restrooms

Justification
- Added requirements were defined which were not included in the GMP, but are required to complete the TRIP work at Terminal A.
- Monitoring the UPS and revising the A-B Connector sprinkler system are life-safety requirements.
- An elevator is needed for pet transfer due to Federal regulations.
- Replacement of existing doors at the baggage carousels was requested by stakeholders for enhanced security.
- DFW stakeholders requested that a Photo Eye signal be used for the connection to the Airport’s security system instead of the current BMS equipment, for security.
- The Loading Dock design called for using fill from the DFW landfill area. This material was determined to be unsuitable for use as select fill, and the CMAR will be required to provide select fill or crushed concrete from off-Airport sources.
- Landside restrooms are needed at the north and south Ticket Offices to comply with ADA travel distance requirements.

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

Schedule/Term
The current contract completion date of September 18, 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>9500421</td>
<td>11</td>
<td>NTE</td>
<td>$3,626,612.00</td>
<td>$172,867,526.00</td>
</tr>
</tbody>
</table>

For Information contact
Nate Smith
3-1891

<table>
<thead>
<tr>
<th>Fund</th>
<th>Project #</th>
<th>External Funding Source</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Joint Capital Acct.</td>
<td>27003-03</td>
<td></td>
<td>$3,524,114.00</td>
</tr>
<tr>
<td>Joint Capital Acct.</td>
<td>27003-06</td>
<td></td>
<td>$102,498.00</td>
</tr>
</tbody>
</table>
In January 2014 the Board approved Resolution No. 2014-01-009, establishing an IMP for Supplemental Agreement No. 11, for TRIP renovation of Terminal A Phase 3 (Section C).

- In March 2014 the Board approved Resolution No. 2014-03-061, increasing the value of SA11.
- In November 2014 the Board approved Resolution No. 2014-11-268, establishing the GMP for SA11.
- In February 2015 the Board approved Resolution No. 2015-02-024, increasing the value of SA11 for additional passenger tunnels.
- In August 2015 the Board approved Resolution No. 2015-08-155, increasing the value of SA11 to increase the abatement allowance.
- In October 2015 the Board approved Resolution No. 2015-10-201, increasing the value of SA1 and extending the contract duration 121 days.
- In March 2016 the Board approved Resolution No. 2016-03-071, increasing the value of SA11 to add construction of a Concessions Storage Facility.
- In May 2016 the Board approved Resolution No. 2016-05-111, increasing the value of SA11 to add construction of a Concessions Loading Dock Facility.

Additional Information

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to execute a Contract Modification to Supplemental Agreement No. 11, Contract No. 9500421, Terminal Renewal and Improvement Program, Terminal A Phase 3, with Balfour/Azteca/Russell/CARCON, a joint venture, of Dallas, Texas, in an amount not to exceed $3,626,612.00.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Aug 17, 2016 5:11 pm

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
Aug 18, 2016 3:42 pm

Approved as to M/WBE by
Burks Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Aug 18, 2016 9:24 am

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Department Head
Aug 17, 2016 2:29 pm

Chief Executive Officer Date

Pending
D/FW INTERNATIONAL AIRPORT BOARD
CONSTRUCTION CONTRACT STATUS REPORT

1. CONTRACT TITLE: Terminal A Phase 3
2. CONTRACTOR: Balfour/Azteca/Russell/CARCON a Joint Venture
3. CONTRACT NO.: 9500421 SA11
4. CONTRACT DATA:
   - Original Contract Amount: $15,315,124.00
   - Contract Execution Date (LNTP Effective Date for this contract started time): 02/05/14
   - Original Expiration Date: 02/05/15

5. SUMMARY OF EXECUTED CHANGE ORDERS

<table>
<thead>
<tr>
<th>C.O. NO.</th>
<th>DESCRIPTION</th>
<th>AMOUNT</th>
<th>DAYS EXTENDED</th>
<th>DATE EXECUTED</th>
<th>STAFF/BOARD</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Increase IMP to include project support costs (fire watch &amp; abatement), Roofing, Glass and glazing, Drywall, Ceilings and terrazzo, elevators, BHS, Fire protection, mechanical/plumbing, Electrical and low voltage (IT) systems</td>
<td>$52,954,819.00</td>
<td>0</td>
<td>05/27/14</td>
<td>2014-03-061</td>
</tr>
<tr>
<td>2</td>
<td>GMP</td>
<td>$76,715,963.00</td>
<td>610</td>
<td>12/10/14</td>
<td>2014-11-268</td>
</tr>
<tr>
<td>3</td>
<td>GP language changed Section 90-10</td>
<td>-</td>
<td>0</td>
<td>12/10/14</td>
<td>Staff</td>
</tr>
<tr>
<td>4</td>
<td>Allowance for additional passenger tunnel work (Part 1)</td>
<td>$4,797,659.00</td>
<td>0</td>
<td>02/12/15</td>
<td>2015-02-024</td>
</tr>
<tr>
<td>5</td>
<td>Increase the Baggage Handling System allowance and decrease the Additional Passenger Tunnel Systems by $1,325,000.00 respectively. No change in contract value.</td>
<td>-</td>
<td>0</td>
<td>05/11/15</td>
<td>Staff</td>
</tr>
<tr>
<td>6</td>
<td>Additional asbestos abatement allowance</td>
<td>$6,979,047.00</td>
<td>0</td>
<td>08/27/15</td>
<td>2015-08-155</td>
</tr>
<tr>
<td>7</td>
<td>Adjust Allowance Fundings</td>
<td>-</td>
<td>0</td>
<td>09/17/15</td>
<td>Staff</td>
</tr>
<tr>
<td>8</td>
<td>Numerous DCN’s and RFI’s, GC’s related to Additional Passenger Tunnels</td>
<td>$6,156,833.00</td>
<td>121</td>
<td>11/02/15</td>
<td>2015-10-201</td>
</tr>
<tr>
<td>9</td>
<td>Construct a concessionaire storage facility</td>
<td>$1,636,496.00</td>
<td>0</td>
<td>04/06/16</td>
<td>2016-03-071</td>
</tr>
<tr>
<td>10</td>
<td>Construct a truck loading dock at Terminal A</td>
<td>$4,663,272.00</td>
<td>225</td>
<td>05/05/16</td>
<td>2016-05-111</td>
</tr>
<tr>
<td>11</td>
<td>High Mast Light Pole</td>
<td>$18,334.00</td>
<td>0</td>
<td>05/17/16</td>
<td>Staff</td>
</tr>
<tr>
<td>12</td>
<td>High Mast Light Pole</td>
<td>$3,367.00</td>
<td>0</td>
<td>05/26/16</td>
<td>Staff</td>
</tr>
<tr>
<td>13</td>
<td>Decrease Abatement allowance and increase Contingency</td>
<td>-</td>
<td>0</td>
<td>07/27/16</td>
<td>Staff</td>
</tr>
</tbody>
</table>

SUB-TOTAL OF EXECUTED CHANGE ORDERS: $153,925,790.00

6. THIS ACTION

<table>
<thead>
<tr>
<th>C.O. NO.</th>
<th>DESCRIPTION</th>
<th>AMOUNT</th>
<th>DAYS EXTENDED</th>
<th>REVISED CONTRACT % INCREASE (DECREASE)</th>
<th>CONTRACT EXPIRATION DATE</th>
</tr>
</thead>
<tbody>
<tr>
<td>14</td>
<td>Terminal A Phase 3 Add to GMP</td>
<td>$3,626,612.00</td>
<td>0</td>
<td>2%</td>
<td>09/18/17</td>
</tr>
</tbody>
</table>

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

- Contract Amount: $172,867,526.00
- Days Contract Extended: 0
- Contract % Increase (Decrease): 1028.74%
- Expiration Date: 09/18/17

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

<table>
<thead>
<tr>
<th>DESCRIPTION</th>
<th>AMOUNT</th>
<th>DAYS EXTENDED</th>
<th>REVISED CONTRACT % INCREASE (DECREASE)</th>
<th>CONTRACT EXPIRATION DATE</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>-</td>
<td>0</td>
<td>-</td>
<td>-</td>
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</tbody>
</table>
**BARC JV**  
**Contract No. 9500421**  
**MWBE Participation**

<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>
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</thead>
<tbody>
<tr>
<td>SA Rollup</td>
<td>950421000 All SAs</td>
<td>35.00%</td>
<td>44.28%</td>
<td>$301,411,929.87</td>
<td>$680,643,465.61</td>
<td>93.00%</td>
</tr>
<tr>
<td>Base Rollup</td>
<td>950421000 Base</td>
<td>40.00%</td>
<td>42.40%</td>
<td>$4,463,927.10</td>
<td>$10,528,448.23</td>
<td>94.73%</td>
</tr>
<tr>
<td>Detail</td>
<td>950421000 Base</td>
<td>40.00%</td>
<td>42.40%</td>
<td>$4,463,927.10</td>
<td>$10,528,448.23</td>
<td>94.73%</td>
</tr>
<tr>
<td>Detail</td>
<td>950421000 SA No. 1</td>
<td>21.00%</td>
<td>38.76%</td>
<td>$12,376,071.18</td>
<td>$31,928,156.40</td>
<td>77.72%</td>
</tr>
<tr>
<td>Detail</td>
<td>950421000 SA No. 2</td>
<td>35.00%</td>
<td>43.54%</td>
<td>$7,432,089.82</td>
<td>$17,068,666.90</td>
<td>95.15%</td>
</tr>
<tr>
<td>Detail</td>
<td>950421000 SA No. 3</td>
<td>35.00%</td>
<td>60.41%</td>
<td>$10,028,427.63</td>
<td>$16,601,949.36</td>
<td>81.04%</td>
</tr>
<tr>
<td>Detail</td>
<td>950421000 SA No. 4</td>
<td>35.00%</td>
<td>30.69%</td>
<td>$3,042,657.16</td>
<td>$9,915,591.52</td>
<td>99.81%</td>
</tr>
<tr>
<td>Detail</td>
<td>950421000 SA No. 5</td>
<td>35.00%</td>
<td>42.34%</td>
<td>$56,382,986.18</td>
<td>$133,158,370.01</td>
<td>99.97%</td>
</tr>
<tr>
<td>Detail</td>
<td>950421000 SA No. 6</td>
<td>20.00%</td>
<td>40.77%</td>
<td>$11,449,542.06</td>
<td>$28,080,393.00</td>
<td>100.00%</td>
</tr>
<tr>
<td>Detail</td>
<td>950421000 SA No. 7</td>
<td>42.00%</td>
<td>84.55%</td>
<td>$5,182,506.90</td>
<td>$6,129,851.95</td>
<td>72.00%</td>
</tr>
<tr>
<td>Detail</td>
<td>950421000 SA No. 8</td>
<td>40.00%</td>
<td>42.26%</td>
<td>$71,509,441.04</td>
<td>$169,220,804.11</td>
<td>97.87%</td>
</tr>
<tr>
<td>Detail</td>
<td>950421000 SA No. 9</td>
<td>35.00%</td>
<td>45.45%</td>
<td>$62,117,437.97</td>
<td>$136,672,074.51</td>
<td>97.11%</td>
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<tr>
<td>Detail</td>
<td>950421000 SA No. 10</td>
<td>35.00%</td>
<td>43.51%</td>
<td>$908,157.38</td>
<td>$2,087,134.53</td>
<td>94.30%</td>
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<tr>
<td>Detail</td>
<td>950421000 SA No. 11</td>
<td>35.00%</td>
<td>46.99%</td>
<td>$60,982,612.55</td>
<td>$129,780,473.32</td>
<td>82.79%</td>
</tr>
</tbody>
</table>

**Cumulative Activity Period thru 8/9/16**
DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD
OFFICIAL BOARD ACTION/RESOLUTION

Date 09/01/2016  
Committee Operations  
Subject TRIP - Terminal E Phase 3 and 4  
Resolution #

Action
That the Chief Executive Officer or designee be authorized to execute a Contract Modification to Supplemental Agreement No. 19, Contract No. 9500406, Terminal Renewal and Improvement Program - Terminal E Phase 3 Construction, with Manhattan/Byrne/JRT/3i, a Joint Venture, of Dallas, Texas in a deductive amount of not less than ($611,484.39) and to execute a Contract Modification for additional incremental work under 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 an amount not to exceed $12,860,364.87.

Description
- This action is part of the Terminal Renewal and Improvement Program (TRIP).
- This action will deduct scope of work for Phase Line Shift from Phase 3 (SA19) and add to Phase 4 (SA20).
- This action will increase the value of the Guaranteed Maximum Price (GMP) of Supplemental Agreement No. 20.
- This action includes but is not limited to the Concessions Storage, Concessions Loading Dock, Baggage Portering, Bus Station Demolition and added Request For Information (RFIs) scope.

Justification
- During construction of Phase 3, there were Ramp Level and Concourse Level areas that were unable to be completed due to tenants occupying space. The scope transferred to SA20 will allow tenant relocation and completion of construction.
- During Phase 3 construction, various areas previously slated as Concessions Storage spaces were turned over by ARE to be utilized as space for Ramp Operations. Various new locations were subsequently acquired in lieu of their former locations.
- This action will provide for demolition of the former bus station and slab infill to support future concession development.
- Concessions Loading Dock is required for Terminal E operations.
- The lack of baggage conveyors until completion of Phase 4, require Bag Portering for oversized items.
- This action is necessary to include added scope RFIs required for Terminal E construction completion that are not addressed in GMP.

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

Schedule/Term
The current contract completion date of October 17, 2017, will be extended 60 calendar days to December 16, 2017.

<table>
<thead>
<tr>
<th>Contract #</th>
<th>Agreement #</th>
<th>Purchase Order #</th>
<th>Action Amount</th>
<th>Revised Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>9500406</td>
<td>19</td>
<td>NLT ($611,484.39)</td>
<td>$144,158,881.61</td>
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<tr>
<td>9500406</td>
<td>20</td>
<td>NTE $12,860,364.87</td>
<td>$134,694,574.87</td>
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</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</td>
<td>Various</td>
<td>External Funding Source</td>
<td>$12,248,880.48</td>
</tr>
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</table>
Additional Information

- In July 2015, the Board approved Resolution No. 2015-07-122 establishing Supplemental Agreement 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) and establish an Interim Maximum Price (IMP).
- In March 2016, the Board approved Resolution No. 2016-03-072 establishing Guaranteed Maximum Price (GMP) for SA 20.

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. 19, Contract No. 9500406, Terminal Renewal and Improvement Program - Terminal E Phase 3 Construction, with Manhattan/Byrne/JRT/3i, a Joint Venture, of Dallas, Texas in a deductive amount of not less than ($611,484.39) and to execute a Contract Modification for additional incremental work under 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 an amount not to exceed $12,860,364.87.

Approved as to Form by

Rodriguez, Elaine
Legal Counsel
Aug 17, 2016 5:12 pm

Approved as to Funding by

Underwood, Max
Vice President Finance
Finance
Aug 18, 2016 3:42 pm

Approved as to M/WBE by

Burks Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Aug 18, 2016 9:26 am

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head
Aug 17, 2016 4:41 pm

Chief Executive Officer
Date

Pending
## D/FW INTERNATIONAL AIRPORT BOARD
### CONSTRUCTION CONTRACT STATUS REPORT

1. **CONTRACT TITLE:**
   Terminal E Phase 3

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

3. **CONTRACT NO.:**
   9500406 SA19

### CONTRACT DATA:

<table>
<thead>
<tr>
<th>Description</th>
<th>Amount</th>
<th>Days Extended</th>
<th>Date Executed</th>
<th>Staff/Board</th>
</tr>
</thead>
<tbody>
<tr>
<td>Original Contract Amount</td>
<td>2014-07-161</td>
<td>$49,714,569.00</td>
<td></td>
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</tr>
<tr>
<td>Contract Execution Date (NTP + 613 days)</td>
<td></td>
<td>09/09/14</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Original Expiration Date</td>
<td></td>
<td>05/14/16</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

5. **SUMMARY OF EXECUTED CHANGE ORDERS**

<table>
<thead>
<tr>
<th>C.O. NO.</th>
<th>DESCRIPTION</th>
<th>AMOUNT</th>
<th>DAYS EXTENDED</th>
<th>DATE EXECUTED</th>
<th>STAFF/BOARD</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Establish GMP for Terminal E Phase 3 Renovation</td>
<td>$73,620,550.00</td>
<td>0</td>
<td>02/17/15</td>
<td>2015-01-009</td>
</tr>
<tr>
<td>2</td>
<td>Additional scope per DCN06, various RFIs, and US Airways Ramp Restrooms</td>
<td>$2,687,442.00</td>
<td>43</td>
<td>05/13/15</td>
<td>2015-04-051</td>
</tr>
<tr>
<td>3</td>
<td>Increase Abatement Allowance using existing contract contingency funds</td>
<td>$</td>
<td>-</td>
<td>05/11/15</td>
<td>staff</td>
</tr>
<tr>
<td>4</td>
<td>Additional funding for Abatement</td>
<td>$4,416,229.00</td>
<td>0</td>
<td>07/07/15</td>
<td>2015-06-093</td>
</tr>
<tr>
<td>5</td>
<td>Establish allowance for refurbish of PBBs</td>
<td>$330,000.00</td>
<td>0</td>
<td>09/28/15</td>
<td>2015-09-177</td>
</tr>
<tr>
<td>6</td>
<td>Additional funding for Abatement</td>
<td>$4,634,507.00</td>
<td>0</td>
<td>10/08/15</td>
<td>2015-06-093</td>
</tr>
<tr>
<td>7</td>
<td>Additional funding for Abatement &amp; GCs</td>
<td>$4,602,333.00</td>
<td>0</td>
<td>12/17/15</td>
<td>2015-12-255</td>
</tr>
<tr>
<td>8</td>
<td>Additional scope per DCN08 and RFI’s</td>
<td>$4,764,736.00</td>
<td>0</td>
<td>12/31/15</td>
<td>2015-12-256</td>
</tr>
<tr>
<td>9</td>
<td>Increase Fireproofing Allowance</td>
<td>$</td>
<td>0</td>
<td>04/05/16</td>
<td>Staff</td>
</tr>
<tr>
<td>10</td>
<td>Time Extension</td>
<td>$</td>
<td>150</td>
<td>06/24/16</td>
<td>Staff</td>
</tr>
</tbody>
</table>

| SUB-TOTAL OF EXECUTED CHANGE ORDERS              | $95,055,797.00 | 193          |               |             |

### 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>11</td>
<td>Remove scope - Phase Line Shift</td>
<td>($611,484.39)</td>
<td>0</td>
<td>-0.42%</td>
<td>11/23/16</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Description</th>
<th>Amount</th>
<th>Days Contract Extended</th>
<th>Contract % Increase (Decrease)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Contract Amount</td>
<td>$144,158,881.61</td>
<td>193</td>
<td>189.97%</td>
</tr>
<tr>
<td>Expiration Date</td>
<td>11/23/16</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Description</th>
<th>Amount</th>
<th>Days Extended</th>
<th>Date Executed</th>
</tr>
</thead>
<tbody>
<tr>
<td>$</td>
<td>-</td>
<td>0</td>
<td></td>
</tr>
</tbody>
</table>
# Construction Contract Status Report

## 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:** 2015-07-122
- **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</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Establish GMP, 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>$72,952,758.00</td>
<td>0</td>
<td>04/21/16</td>
<td>2016-03-072 Staff</td>
</tr>
</tbody>
</table>

**Sub-Total of Executed Change Orders:** $72,997,758.00

## 6. This Action

<table>
<thead>
<tr>
<th>C.O. No.</th>
<th>Description</th>
<th>Amount</th>
<th>Days Extended</th>
<th>Revised Contract % Increase (Decrease)</th>
<th>Expiration Date</th>
</tr>
</thead>
<tbody>
<tr>
<td>3</td>
<td>DCN 9, 10, 11, Baggage Portering, RFI Additional Work and Phase 4 Phase Line Shift.</td>
<td>$12,860,364.87</td>
<td>0</td>
<td>10.56%</td>
<td>12/16/17</td>
</tr>
</tbody>
</table>

## 7. Revised Contract Data: (Including "This Action")

- **Contract Amount:** $134,694,574.87
- **Days Contract Extended:** 60
- **Contract % Increase (Decrease):** 175.81%
- **Expiration Date:** 12/16/17

## 8. Summary of Pending or Potential Contract Change Orders (If Applicable):

<table>
<thead>
<tr>
<th>Description</th>
<th>Amount</th>
<th>Days Extended</th>
<th>Expiration Date</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>$</td>
<td>0</td>
<td></td>
</tr>
</tbody>
</table>

---

J:\05-Forms\D.F.W.9500406 SA20 Status Report_C003_R1
# MBJ3 JV
## Contract No. 9500406
### MWBE Participation

<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>38.04%</td>
<td>$274,809,014.37</td>
<td>$722,471,371.99</td>
<td>84.45%</td>
</tr>
<tr>
<td>Base Rollup</td>
<td>950406000 Base</td>
<td>40.00%</td>
<td>40.41%</td>
<td>$4,949,332.60</td>
<td>$12,248,623.63</td>
<td>91.90%</td>
</tr>
<tr>
<td>Detail</td>
<td>950406000 Base</td>
<td>40.00%</td>
<td>40.41%</td>
<td>$4,949,332.60</td>
<td>$12,248,623.63</td>
<td>91.90%</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>54.34%</td>
<td>$10,617,865.09</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>30.22%</td>
<td>$1,353,277.57</td>
<td>$4,477,958.10</td>
<td>96.77%</td>
</tr>
<tr>
<td>Detail</td>
<td>950406000 SA No. 5</td>
<td>35.00%</td>
<td>45.33%</td>
<td>$73,127,894.42</td>
<td>$161,339,498.59</td>
<td>93.95%</td>
</tr>
<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>
</tr>
<tr>
<td>Detail</td>
<td>950406000 SA No. 7</td>
<td>10.00%</td>
<td>12.59%</td>
<td>$2,401,784.29</td>
<td>$19,075,179.35</td>
<td>98.07%</td>
</tr>
<tr>
<td>Detail</td>
<td>950406000 SA No. 8</td>
<td>35.00%</td>
<td>58.21%</td>
<td>$28,347,204.36</td>
<td>$48,699,252.85</td>
<td>99.89%</td>
</tr>
<tr>
<td>Detail</td>
<td>950406000 SA No. 9</td>
<td>35.00%</td>
<td>59.63%</td>
<td>$4,286,830.30</td>
<td>$7,188,615.31</td>
<td>96.06%</td>
</tr>
<tr>
<td>Detail</td>
<td>950406000 SA No. 10</td>
<td>35.00%</td>
<td>37.20%</td>
<td>$3,437,941.14</td>
<td>$9,241,915.93</td>
<td>92.66%</td>
</tr>
<tr>
<td>Detail</td>
<td>950406000 SA No. 11</td>
<td>35.00%</td>
<td>87.11%</td>
<td>$4,699,028.01</td>
<td>$5,394,231.10</td>
<td>65.42%</td>
</tr>
<tr>
<td>Detail</td>
<td>950406000 SA No. 12</td>
<td>35.00%</td>
<td>40.14%</td>
<td>$36,125,325.78</td>
<td>$90,009,367.93</td>
<td>90.09%</td>
</tr>
<tr>
<td>Detail</td>
<td>950406000 SA No. 13</td>
<td>35.00%</td>
<td>21.76%</td>
<td>$888,282.57</td>
<td>$4,082,998.38</td>
<td>17.38%</td>
</tr>
<tr>
<td>Detail</td>
<td>950406000 SA No. 14</td>
<td>35.00%</td>
<td>48.57%</td>
<td>$8,004,932.11</td>
<td>$16,482,417.04</td>
<td>99.46%</td>
</tr>
<tr>
<td>Detail</td>
<td>950406000 SA No. 15</td>
<td>35.00%</td>
<td>35.43%</td>
<td>$45,461,199.43</td>
<td>$128,322,508.84</td>
<td>92.64%</td>
</tr>
<tr>
<td>Detail</td>
<td>950406000 SA No. 16</td>
<td>35.00%</td>
<td>27.27%</td>
<td>$8,222,380.13</td>
<td>$30,147,988.24</td>
<td>97.64%</td>
</tr>
<tr>
<td>Detail</td>
<td>950406000 SA No. 17</td>
<td>10.00%</td>
<td>11.73%</td>
<td>$3,335,796.48</td>
<td>$28,440,282.74</td>
<td>66.55%</td>
</tr>
<tr>
<td>Detail</td>
<td>950406000 SA No. 18</td>
<td>35.00%</td>
<td>28.45%</td>
<td>$1,032,759.01</td>
<td>$3,630,640.55</td>
<td>78.08%</td>
</tr>
<tr>
<td>Detail</td>
<td>950406000 SA No. 19</td>
<td>35.00%</td>
<td>29.03%</td>
<td>$38,167,097.14</td>
<td>$131,477,688.63</td>
<td>90.82%</td>
</tr>
<tr>
<td>Detail</td>
<td>950406000 SA No. 20</td>
<td>35.00%</td>
<td>30.35%</td>
<td>$294,556.93</td>
<td>$2,859,986.20</td>
<td>5.86%</td>
</tr>
</tbody>
</table>

**Cumulative Activity Period thru 8/9/16**
Operations

Discussion
<table>
<thead>
<tr>
<th>Meeting Date</th>
<th>Subject</th>
<th>Committee</th>
</tr>
</thead>
<tbody>
<tr>
<td>09/01/2016</td>
<td>Monthly Report</td>
<td>Operations</td>
</tr>
</tbody>
</table>

**Item For Discussion**

Staff approved contracts and change orders.

The contracts and change orders listed on the attached have been approved by authorized Board Staff.
**CONTRACT ACTIONS APPROVED BY AUTHORIZED STAFF**

**July 1, 2016 through July 31, 2016**

**Professional Service New Contracts - $25,000 to $50,000**

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

<table>
<thead>
<tr>
<th>Consultant</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 13</td>
<td>Terminal D Gate D5 Bus Station</td>
<td>Change Order</td>
<td>NTE $44,535.08</td>
</tr>
</tbody>
</table>

This action authorized the contractor to provide additional design modifications and construction support services for the following work:
- Standalone Metal Canopy and Windscreen
- Custom and Border Protection Interview Room
- New Gate Counters and Backwall
- Coordination with structural framing layout
- Roofing System
- Main Stair Railing

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

HKS has a 78.25% MWBE commitment on SA 13. The MWBE commitment will remain the same and be part of this increase. HKS is currently achieving 83.66% on this SA.
CONTRACT ACTIONS APPROVED BY AUTHORIZED STAFF
July 1, 2016 through July 31, 2016
New Construction Contracts - $25,000 to $50,000
Change Orders Increases/Decreases - $25,000 to $50,000

<table>
<thead>
<tr>
<th>Consultant</th>
<th>Contract No.</th>
<th>Contract Title/Description</th>
<th>Action Type</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

None this reporting period for Construction Contracts.
AGENDA
FINANCE/AUDIT COMMITTEE MEETING
Tuesday, August 30, 2016
12:55 p.m.

FINANCE/AUDIT COMMITTEE

19. Approve Minutes of the Finance/Audit Committee Meeting of August 2, 2016.


Consent Items for Consideration

J. Ackerman 21. Approve execution Contract No. 8005096 for Strategy and Financial Advice Consulting, with McDonnough Consulting, LLC, of Dallas, Texas in an amount not to exceed of $125,000.00, for a period not to exceed one-year, with two additional, one-year renewal options, subject to funding availability.

A. Cruz 22. Approve execution of a Purchase Order for Uniforms: Purchase Order No. 272013, with The Richey Company, of Irving, Texas in the amount not to exceed $95,992.07.

E. Rodriguez 23. Approve the increase for Legal Services Contract No. 8004936 with the firm of White & Wiggins, L.L.P, of Dallas, Texas in an amount not to exceed $50,000.00, for a revised Contract amount not to exceed $197,500.00.

S. Shaffer 24. Approve execution of Contract No. 7006387, for Network Security Appliance Support, with Solid Border, Inc., of San Antonio, Texas, in an amount not to exceed $120,896.00, for the initial one-year term of the Contract, with options to renew for four additional one-year periods, subject to funding availability.

25. Approve increase of increase Contract No. 7006330 for Centrify Software License and Maintenance, with Centre Technologies, of Addison, Texas, in amount not to exceed $140,440.00, for a revised Contract amount not to exceed $179,392.35; for the initial one year term of the Contract, with options to renew for four one-year periods.

26. Approve execution of Contract No. 7006409, for Appian Software Training Services, with Appian Corporation, of Reston, Virginia, in the amount not to exceed $244,800.00 for the initial three-year term of the Contract with options to renew for two additional one-year periods.
G. Spoon 27. Approve execution of Contract No. 7006376 for Industrial Supplies, with Grainger Industrial Supply dba W.W. Grainger, of Dallas, Texas, in an amount not to exceed $182,601.74, for the two year Contract term with options to renew for three additional one-year periods, subject to funding availability.

M. Yip 28. Approve the binding and procurement of Airport Public Officials Liability Insurance Coverage with ACE American Insurance Company effective October 1, 2016, in the amount of $120,116.00.

29. Approve the binding and procurement of Airport Owners and Operators General Liability Insurance Coverage with Commerce and Industry Insurance Company (AIG) effective October 1, 2016 in the amount of $194,693.00.

Action Items for Consideration

A. Cruz 30. Approve extension and increase for Contract No. 7003912, for Terminal Link Van Services, with ABM Parking Services, of Los Angeles, California, in an amount not to exceed $1,194,102.90, for an additional three month period, increasing the contract value to $32,743,045.49.


M. Paz 32. Approve a new Air Service Incentive Program (ASIP) to replace the current Air Service Incentive Program.

M. Phemister 33. Approve the Fiscal Year Budget for the Dallas Fort Worth International Airport Public Facility Improvement Corporation (PFIC).

E. Rodriguez 34. Approve the increase of Legal Services Contract No. 8005063 with the firm of Brackett & Ellis, P.C. of Fort Worth, Texas, in an amount not to exceed $300,000.00, for a revised Contract amount not to exceed $335,000.00.

S. Shaffer 35. Approve execution of Contract No. 7006374, for Apple Products and Accessories, with PCMG, Inc. dba PCM Gov, Inc., of Chantilly, Virginia, in an amount not to exceed $325,319.27, for the initial one year term of the Contract, with options to renew for four additional one-year periods.

36. Approve execution of two Contracts for IT System Operations Staffing Augmentation: Contract No. 8005053, with Intratek Computer, Inc., of Irvine, California, in an amount not to exceed $1,500,000.00; Contract No. 8005095, with PROLIM Global Corporation, of Plano, Texas, in an amount not to exceed $2,500,000.00. The initial term of each Contract is two years, with options to renew for two additional two-year periods, subject to funding availability. Total amount of action is $4,000,000.00.
G. Spoon 37. Approve execution of two Contracts for Promotional Items; Contract No. 7006372, with Joy Promotions Inc., of Dallas, Texas, in the amount not to exceed $339,040.13; and Contract No. 7006412, with Distinctive Marketing Ideas, Inc., of Plano, Texas in an amount not to exceed $115,418.00. The initial term of each Contract is one-year, with options to renew for four additional one-year periods. Total amount of action is $454,458.13.

Discussion Items


Dallas/Fort Worth International Airport
For the Ten Months Ended July 31, 2016 - Unaudited
### Key Performance Indicator Scorecard

For the Ten Months Ended July 31, 2016 – Unaudited

<table>
<thead>
<tr>
<th>($ in millions)</th>
<th>Year-To-Date Actual vs. Budget Comparison</th>
<th>Annual</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>FY 2015 Actual YTD</td>
<td>FY 2016 Actual YTD</td>
</tr>
<tr>
<td>DFW CC Net Revenues</td>
<td>$95.6</td>
<td>$115.9</td>
</tr>
<tr>
<td>Airline Costs</td>
<td>$239.5</td>
<td>$255.9</td>
</tr>
<tr>
<td>Total Expenditure Budget</td>
<td>$582.5</td>
<td>$633.9</td>
</tr>
<tr>
<td>Total Passengers (Ms)</td>
<td>53.6</td>
<td>54.6</td>
</tr>
<tr>
<td>Total Landed Weights (Bs)</td>
<td>33.7</td>
<td>34.55</td>
</tr>
</tbody>
</table>

**Results Status Bar**

- Green: Improved/Constant
- Yellow: Worse by 0-5%
- Red: Worse by >5%
## DFW Cost Center

For the Ten Months Ended July 31, 2016 – Unaudited

### YTD Actual vs. Budget Comparison

<table>
<thead>
<tr>
<th>(in millions)</th>
<th>FY 2015 Actual YTD</th>
<th>FY 2016 Actual YTD</th>
<th>FY 2016 Budget YTD</th>
<th>FY '16 Actual Increase/(Decrease) vs. FY '16 Budget</th>
<th>Annual FY 2016 Budget</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Revenues</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Parking</td>
<td>$111.4</td>
<td>$117.8</td>
<td>$117.8</td>
<td>($0.0) (0.0%)</td>
<td>$143.2</td>
</tr>
<tr>
<td>Concessions</td>
<td>56.8</td>
<td>60.2</td>
<td>58.6</td>
<td>1.6 2.7%</td>
<td>71.4</td>
</tr>
<tr>
<td>Rental Car</td>
<td>26.3</td>
<td>27.9</td>
<td>26.9</td>
<td>1.0 3.8%</td>
<td>32.5</td>
</tr>
<tr>
<td>Commercial Development</td>
<td>31.5</td>
<td>43.3</td>
<td>32.9</td>
<td>10.4 31.5%</td>
<td>39.4</td>
</tr>
<tr>
<td><strong>Sub-total Revenue Mgmt</strong></td>
<td>226.0</td>
<td>249.1</td>
<td>236.2</td>
<td>12.9 5.5%</td>
<td>286.6</td>
</tr>
<tr>
<td>Other Revenues</td>
<td>31.8</td>
<td>39.7</td>
<td>34.2</td>
<td>5.5 16.0%</td>
<td>41.3</td>
</tr>
<tr>
<td><strong>Total Revenues</strong></td>
<td>257.8</td>
<td>288.8</td>
<td>270.4</td>
<td>18.4 6.8%</td>
<td>327.9</td>
</tr>
<tr>
<td><strong>DFW CC Expenditures</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Operating Expenditures</td>
<td>93.8</td>
<td>99.8</td>
<td>103.9</td>
<td>(4.1) (4.0%)</td>
<td>129.7</td>
</tr>
<tr>
<td>Debt Service (net of PFCs &amp; CFCs)</td>
<td>34.0</td>
<td>38.5</td>
<td>39.5</td>
<td>(1.0) (2.6%)</td>
<td>47.4</td>
</tr>
<tr>
<td><strong>Total Expenditures</strong></td>
<td>127.7</td>
<td>138.3</td>
<td>143.4</td>
<td>(5.1) (3.6%)</td>
<td>177.1</td>
</tr>
<tr>
<td><strong>Gross Margin - DFW Cost Center</strong></td>
<td>130.0</td>
<td>150.5</td>
<td>127.0</td>
<td>23.5 18.5%</td>
<td>150.8</td>
</tr>
<tr>
<td>Less Transfers and Skylink</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>DFW Terminal Contribution</td>
<td>4.0</td>
<td>4.7</td>
<td>3.7</td>
<td>1.0 26.9%</td>
<td>4.5</td>
</tr>
<tr>
<td>Skylink Costs</td>
<td>30.4</td>
<td>29.9</td>
<td>31.7</td>
<td>(1.8) (5.6%)</td>
<td>39.1</td>
</tr>
<tr>
<td><strong>Net Revenues from DFW Cost Center</strong></td>
<td>$95.6</td>
<td>$115.9</td>
<td>$91.6</td>
<td>$24.3 26.6%</td>
<td>$107.2</td>
</tr>
</tbody>
</table>
## Airfield and Terminal Cost Centers
For the Ten Months Ended July 31, 2016 – Unaudited

### Revenues

<table>
<thead>
<tr>
<th>Description</th>
<th>FY 2015 Actual</th>
<th>FY 2016 Actual</th>
<th>FY 2016 Budget</th>
<th>FY ’16 Actual Increase/(Decrease) vs. FY ’16 Budget</th>
<th>FY 2016 Annual Budget</th>
</tr>
</thead>
<tbody>
<tr>
<td>Landing Fees</td>
<td>$88.5</td>
<td>$83.9</td>
<td>$88.4</td>
<td>($4.6) (5.2%)</td>
<td>$106.6</td>
</tr>
<tr>
<td>Other Airfield</td>
<td>8.7</td>
<td>8.5</td>
<td>8.5</td>
<td>0.0 0.1%</td>
<td>10.8</td>
</tr>
<tr>
<td>Transfer from DFW Cost Center</td>
<td>23.9</td>
<td>35.9</td>
<td>26.7</td>
<td>9.2 34.6%</td>
<td>31.9</td>
</tr>
<tr>
<td><strong>Total Airfield Revenue</strong></td>
<td><strong>121.1</strong></td>
<td><strong>128.3</strong></td>
<td><strong>123.6</strong></td>
<td><strong>4.7</strong> 3.8%</td>
<td><strong>149.4</strong></td>
</tr>
<tr>
<td>Terminal Leases</td>
<td>138.6</td>
<td>163.4</td>
<td>163.7</td>
<td>(0.4) (0.2%)</td>
<td>196.5</td>
</tr>
<tr>
<td>FIS Fees</td>
<td>17.7</td>
<td>19.8</td>
<td>18.4</td>
<td>1.4 7.8%</td>
<td>22.4</td>
</tr>
<tr>
<td>Turn Fees and Other Office Rents</td>
<td>17.5</td>
<td>20.1</td>
<td>21.3</td>
<td>(1.2) (5.7%)</td>
<td>25.8</td>
</tr>
<tr>
<td>Other Terminal</td>
<td>12.9</td>
<td>13.8</td>
<td>11.7</td>
<td>2.1 17.6%</td>
<td>14.5</td>
</tr>
<tr>
<td><strong>Total Terminal Revenues</strong></td>
<td><strong>186.7</strong></td>
<td><strong>217.0</strong></td>
<td><strong>215.1</strong></td>
<td><strong>1.9</strong> 0.9%</td>
<td><strong>259.2</strong></td>
</tr>
<tr>
<td>Terminal Contributions</td>
<td>4.0</td>
<td>4.7</td>
<td>3.7</td>
<td>1.0 26.9%</td>
<td>4.5</td>
</tr>
<tr>
<td>Joint Capital Transfer</td>
<td>10.0</td>
<td>6.7</td>
<td>6.7</td>
<td>(0.0) (0.0%)</td>
<td>8.0</td>
</tr>
<tr>
<td><strong>Total Transfers</strong></td>
<td><strong>14.0</strong></td>
<td><strong>11.4</strong></td>
<td><strong>10.4</strong></td>
<td><strong>1.0</strong> 9.6%</td>
<td><strong>12.5</strong></td>
</tr>
</tbody>
</table>

### Total Revenues

<table>
<thead>
<tr>
<th>Description</th>
<th>FY 2015 Actual</th>
<th>FY 2016 Actual</th>
<th>FY 2016 Budget</th>
<th>FY ’16 Actual Increase/(Decrease) vs. FY ’16 Budget</th>
<th>FY 2016 Annual Budget</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Total</strong></td>
<td><strong>321.8</strong></td>
<td><strong>356.7</strong></td>
<td><strong>349.1</strong></td>
<td><strong>7.5</strong> 2.2%</td>
<td><strong>421.1</strong></td>
</tr>
</tbody>
</table>

### Expenditures

<table>
<thead>
<tr>
<th>Description</th>
<th>FY 2015 Actual</th>
<th>FY 2016 Actual</th>
<th>FY 2016 Budget</th>
<th>FY ’16 Actual Increase/(Decrease) vs. FY ’16 Budget</th>
<th>FY 2016 Annual Budget</th>
</tr>
</thead>
<tbody>
<tr>
<td>Operating Expenditures</td>
<td>194.5</td>
<td>203.6</td>
<td>204.9</td>
<td>(1.3) (0.6%)</td>
<td>263.3</td>
</tr>
<tr>
<td>Debt Service (net of PFC's &amp; CFC's)</td>
<td>111.4</td>
<td>132.2</td>
<td>132.4</td>
<td>(0.2) (0.1%)</td>
<td>162.0</td>
</tr>
<tr>
<td><strong>Total Expenditures</strong></td>
<td><strong>305.9</strong></td>
<td><strong>335.9</strong></td>
<td><strong>337.3</strong></td>
<td><strong>(1.5)</strong> (0.4%)</td>
<td><strong>425.3</strong></td>
</tr>
</tbody>
</table>

### Total Airfield /Terminal Net Income/(Loss)

<table>
<thead>
<tr>
<th>Description</th>
<th>FY 2015 Actual</th>
<th>FY 2016 Actual</th>
<th>FY 2016 Budget</th>
<th>FY ’16 Actual Increase/(Decrease) vs. FY ’16 Budget</th>
<th>FY 2016 Annual Budget</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Total Airfield /Terminal Net Income/(Loss)</strong></td>
<td><strong>$15.9</strong></td>
<td><strong>$20.8</strong></td>
<td><strong>$11.8</strong></td>
<td><strong>$9.0</strong> 76.1%</td>
<td><strong>($4.2)</strong></td>
</tr>
</tbody>
</table>
Operating Fund – Total Expenditures
For the Ten Months Ended July 31, 2016 – Unaudited

<table>
<thead>
<tr>
<th>(in millions)</th>
<th>FY 2015 Actual</th>
<th>FY 2016 Actual</th>
<th>FY 2016 Budget</th>
<th>YTD Actual vs. Budget Comparison</th>
<th>Annual Budget</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>YTD</td>
<td>YTD</td>
<td>YTD</td>
<td>Increase/(Decrease)</td>
<td></td>
</tr>
<tr>
<td>Operating Expenditures</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Salaries and Wages</td>
<td>8</td>
<td>$102.5</td>
<td>$106.8</td>
<td>($2.6)</td>
<td>$133.7</td>
</tr>
<tr>
<td>Benefits</td>
<td>9</td>
<td>52.1</td>
<td>51.3</td>
<td>(2.1)</td>
<td>63.8</td>
</tr>
<tr>
<td>Facility Maintenance Contracts</td>
<td>10</td>
<td>44.6</td>
<td>47.8</td>
<td>0.8</td>
<td>62.5</td>
</tr>
<tr>
<td>Other Contract Services</td>
<td>11</td>
<td>63.6</td>
<td>69.2</td>
<td>(1.7)</td>
<td>98.1</td>
</tr>
<tr>
<td>Utilities</td>
<td>12</td>
<td>22.1</td>
<td>21.1</td>
<td>(0.5)</td>
<td>26.4</td>
</tr>
<tr>
<td>Equipment and Other Supplies</td>
<td>13</td>
<td>13.5</td>
<td>13.2</td>
<td>11.8</td>
<td>16.7</td>
</tr>
<tr>
<td>Insurance</td>
<td></td>
<td>4.3</td>
<td>4.1</td>
<td>4.4</td>
<td>5.4</td>
</tr>
<tr>
<td>Fuels</td>
<td>14</td>
<td>2.6</td>
<td>1.9</td>
<td>3.9</td>
<td>5.0</td>
</tr>
<tr>
<td>General, Administrative, and</td>
<td></td>
<td>4.9</td>
<td>5.4</td>
<td>5.5</td>
<td>6.9</td>
</tr>
<tr>
<td>Other</td>
<td>Change in Operating Reserves</td>
<td>4.0</td>
<td>7.7</td>
<td>7.7</td>
<td>(0.0)</td>
</tr>
<tr>
<td>Total Operating Expenditures</td>
<td></td>
<td>314.1</td>
<td>328.6</td>
<td>335.6</td>
<td>426.2</td>
</tr>
<tr>
<td>Total Debt Service</td>
<td></td>
<td>268.3</td>
<td>305.3</td>
<td>305.4</td>
<td>370.0</td>
</tr>
<tr>
<td>Total 102 Fund Expenditures</td>
<td></td>
<td>$582.5</td>
<td>$633.9</td>
<td>$641.0</td>
<td>$796.1</td>
</tr>
</tbody>
</table>
### Notes to the Statement of Revenues and Expenses
For the Ten Months Ended July 31, 2016

<table>
<thead>
<tr>
<th>Category</th>
<th>Description</th>
</tr>
</thead>
<tbody>
<tr>
<td>Parking</td>
<td>Parking revenue was $117.8 million, flat to the budget primarily due to higher revenues from Express, Remote and Drop Off/Meeter Greeter offset by Terminal, Pass-Thru and Valet.</td>
</tr>
<tr>
<td>Concessions</td>
<td>Concessions revenues were $60.2 million, $1.6 million (2.7%) higher than budget primarily due to higher than expected sales and higher percent rent in Food &amp; Beverage and Retail, partially offset by lower advertising/sponsorships.</td>
</tr>
<tr>
<td>Commercial Development</td>
<td>Commercial Development revenues were $43.3 million, $10.4 million (31.5%) higher than budget primarily due to ground lease proceeds received for AA’s new headquarters facility.</td>
</tr>
<tr>
<td>Other Revenues</td>
<td>Other Revenues revenues were $39.7 million, $5.5 million (16.0%) higher than budget primarily due to Uber/Lyft revenues in ground transportation not included in the budget, partially offset by lower revenues from taxis and limousines.</td>
</tr>
<tr>
<td>Transfer from DFW Cost Center</td>
<td>Transfer from DFW Cost Center revenues were $35.9 million, $9.2 million (34.6%) higher than budget primarily due to a one-time AA headquarters lease payment.</td>
</tr>
<tr>
<td>Turn Fees &amp; Other Office Rent</td>
<td>Turn Fees &amp; Other Office Rents were $20.1 million, $1.2 million (5.7%) lower than budget primarily due to lower turn fees related to Emirates using smaller aircraft, Spirit leasing an additional gate, JAL delayed start, KLM ending service, Viva Aerobus delayed service at DFW, cancelled Lufthansa flights during strike and holidays, and reduced service beginning in January, and Envoy using leased gates at Terminal B.</td>
</tr>
<tr>
<td>Other Terminal Revenues</td>
<td>Other Terminal revenues were $13.8 million, $2.1 million (17.6%) higher than budget primarily due to TSA rents and concessions O &amp; M reimbursables.</td>
</tr>
<tr>
<td>Salaries and Wages</td>
<td>Salaries and wages were $106.8 million, $2.6 million (2.3%) lower than budget primarily due to vacant position savings.</td>
</tr>
<tr>
<td>Benefits</td>
<td>Benefits were $51.3 million, $2.1 million (3.9%) lower than budget primarily due to 401a and 457 retirement plan contributions and vacant position savings.</td>
</tr>
<tr>
<td>Facility Maint. Contracts</td>
<td>Facility maintenance contracts were $47.8 million, $0.8 million (1.6%) higher than budget primarily due to increases in facility maintenance, custodial, and terminal maintenance contracts partially offset by savings in Skylink.</td>
</tr>
<tr>
<td>Other Contract Services</td>
<td>Other Contract Services were $69.2 million, $1.7 million (2.5%) lower than budget primarily due to savings in deicing, computer contracts, busing, hardstand operations, trade mission contracts, and outside legal partially offset by increases in one-time projects, SkyCap, and contract labor.</td>
</tr>
<tr>
<td>Utilities</td>
<td>Utilities expenses were $21.1 million, $0.5 million (2.1%) lower than budget primarily due to milder weather.</td>
</tr>
<tr>
<td>Equipment &amp; Supplies</td>
<td>Equipment &amp; Supplies were $13.2 million, $1.5 million (12.5%) higher than budget primarily due to increases in computer equipment and supplies, software licenses, airfield lighting, boarding bridge parts, and maintenance supplies partially offset by savings in deicing supplies and uniforms.</td>
</tr>
<tr>
<td>Fuels</td>
<td>Fuel expenses were $1.9 million, $2.1 million (52.6%) lower than budget primarily due to a 2015 fuel credit and lower rates and consumption for diesel and CNG fuels.</td>
</tr>
</tbody>
</table>
Finance/ Audit

Consent
### Action
That the Chief Executive Officer or designee be authorized to execute Contract No. 8005096 for Strategy and Financial Advice consulting, with McDonnough Consulting, LLC, of Dallas, Texas in an amount not to exceed of $125,000.00, for a period not to exceed one-year, with two additional, one-year renewal options, subject to funding availability.

### Description
- Awarding a contract for Strategy and Financial Advice Consulting services for the Airport's Global Strategy and Development Department.

### Justification
- Advise DFW Executive Staff on strategic initiatives.
- Partner, advise, and provide leadership on launch of Connect the World (CTW).

### 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, (Specified Source).

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

<table>
<thead>
<tr>
<th>Contract #</th>
<th>Agreement #</th>
<th>Purchase Order #</th>
<th>Action Amount</th>
<th>Revised Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>8005096</td>
<td>NTE</td>
<td></td>
<td>$125,000.00</td>
<td>$0</td>
</tr>
</tbody>
</table>

### For Information contact
John Ackerman
3-5227

<table>
<thead>
<tr>
<th>Fund</th>
<th>Project #</th>
<th>External Funding Source</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>0102</td>
<td></td>
<td></td>
<td>$125,000.00</td>
</tr>
</tbody>
</table>
Additional Information

- This Contract is a specified source.
- McDonnough Consulting LLC is uniquely qualified to advise on DFW Airport Executive staff due to professional experience and knowledge of complex business transaction structure and execution.

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to execute Contract No. 8005096 for Strategy and Financial Advice consulting, with McDonnough Consulting, LLC, of Dallas, Texas in an amount not to exceed of $125,000.00, for a period not to exceed one-year, with two additional, one-year renewal options, subject to funding availability.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Aug 18, 2016 6:11 pm

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
Aug 18, 2016 3:42 pm

Approved as to M/WBE by
Burks Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Aug 18, 2016 4:21 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Department Head
Aug 18, 2016 8:41 am

Chief Executive Officer
Pending
Date
Date | Committee | Subject | Resolution #
--- | --- | --- | ---
09/01/2016 | Finance/Audit | Uniforms | 

**Action**
That the Chief Executive Officer or designee be authorized to execute a Purchase Order for Uniforms: Purchase Order No. 272013, with The Richey Company, of Irving, Texas in the amount not to exceed $95,992.07.

**Description**
- Purchase of Parking Business Unit (PBU) Uniforms.

**Justification**
- Uniform replacement for all PBU Airport and contract employees due to re-branding.
- Guest Contract Services- 96 uniforms.
- Ground Transportation Administration, Inspection, and Dispatch- 310 uniforms.
- Guest Operations- 1,919 uniforms.
- Ground Transportation Operations- 1,862 uniforms.
- Guest Special Services- 58 uniforms.
- A total of 4,245 uniforms for all five (5) PBU sections.

**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).
- The Richey Company is a certified Small Business Enterprise, (WF-C); therefore their self-performance will be counted towards the Board's overall SBE Program goals.

**Schedule/Term**
- Purchase Date: September 2016
- Delivery Date: September 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>272013</td>
<td>NTE</td>
<td>$95,992.07</td>
<td>$0.00</td>
<td></td>
</tr>
</tbody>
</table>

For Information contact
- Armin Cruz
- Fund 0102
- Project #
- External Funding Source
- Amount $95,992.07
Six (6) bids, three (3) from SBE firms, were received on or before the due date of July 18, 2016.
Bid Tabulation attached.
The Richey Company, of Irving, Texas bid is the lowest responsive, responsible Bidder.

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to execute a Purchase Order for Uniforms: Purchase Order No. 272013, with The Richey Company, of Irving, Texas in the amount not to exceed $95,992.07.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Aug 18, 2016 6:13 pm

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
Aug 18, 2016 3:43 pm

Approved as to M/WBE by
Burks Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Aug 18, 2016 4:21 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Department Head
Parking
Aug 16, 2016 5:07 pm

Chief Executive Officer
Date
<table>
<thead>
<tr>
<th>Bidders</th>
<th>Bid Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>The Richey Company&lt;sup&gt;N1&lt;/sup&gt; Irving, Texas</td>
<td>$95,992.07</td>
</tr>
<tr>
<td>Big Star Branding San Antonio, Texas</td>
<td>$109,884.01</td>
</tr>
<tr>
<td>Joy Promotions&lt;sup&gt;N2&lt;/sup&gt; Dallas, Texas</td>
<td>$112,603.55</td>
</tr>
<tr>
<td>HALO Branded Solutions, Inc. Sterling, Illinois</td>
<td>$123,320.45</td>
</tr>
<tr>
<td>Mavich, LLC&lt;sup&gt;N3&lt;/sup&gt; Southlake, Texas</td>
<td>$134,493.38</td>
</tr>
<tr>
<td>Red the Uniform Tailor Houston, Texas</td>
<td>$157,890.18</td>
</tr>
</tbody>
</table>

Note:
1. SBE-Certified with Women’s Business Council-Southwest, State of Texas HUB-Certified
2. SBE-Certified with Women’s Business Council-Southwest, DFW-Minority Supplier Development Council, NCTRCA, State of Texas HUB-Certified
3. SBE-Certified with NCTRCA, State of Texas HUB-Certified
Date 09/01/2016  
Committee Finance/Audit  
Subject Increase to Legal Services Contract No. 8004936 with the firm of White & Wiggins, L.L.P.  
Resolution #

Action
That the Chief Executive Officer or designee be authorized to increase Legal Services Contract No. 8004936 with the firm of White & Wiggins, L.L.P, of Dallas, Texas in an amount not to exceed $50,000.00, for a revised Contract amount not to exceed $197,500.00

Description
- This action would increase the Board's contract for Legal Services regarding representation in the Vizant lawsuit.

Justification
- In August 2012, the Airport entered into a consulting agreement with Vizant pursuant to which Vizant was to provide certain consulting services intended to identify potential savings in credit processing costs. Vizant claims the Airport breached the contract by failing to make a good faith effort to receive Board authorization to increase the fee limit. The Board entered into a legal services contract with White & Wiggins for legal representation regarding this matter. The airport was served with a lawsuit on January 15, 2015, Vizant Technologies, LLC. formerly known as P.E. Systems, LLC v. Dallas/Fort Worth International Airport Board, DC - 15-00368.
- This increase will continue to fund the Board's representation in this lawsuit.

D/S/M/WBE Information
- In accordance with the Board’s SBE Program, no SBE goal was set for this Contract due to the original contract being under $50,000.
- White & Wiggins, L.L.P is a certified Small Business Enterprise (BM-C); therefore their self-performance will be counted towards the Board's overall MBE Program goals.

Schedule/Term

<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>8004936</td>
<td></td>
<td></td>
<td>$50,000.00</td>
<td>$197,500.00</td>
</tr>
</tbody>
</table>

For Information contact
Elaine Rodriguez  
3-5487  

Fund 0102  
Project #  
External Funding Source  
Amount $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. 8004936 with the firm of White & Wiggins, L.L.P, of Dallas, Texas in an amount not to exceed $50,000.00, for a revised Contract amount not to exceed $197,500.00

Approved as to Form by
Rodriguez, Elaine  
Legal Counsel  
Aug 18, 2016 6:13 pm

Approved as to Funding by
Underwood, Max  
Vice President Finance  
Finance  
Aug 18, 2016 3:43 pm

Approved as to M/WBE by
Burks Lee, Tamela  
Vice President Business Diversity and Development  
Business Diversity and Development  
Aug 18, 2016 4:21 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Department Head  
Legal  
Aug 17, 2016 2:18 pm

Chief Executive Officer  
Date  
Pending
**Action**
That the Chief Executive Officer or designee be authorized to execute Contract No. 7006387, for Network Security Appliance Support, with Solid Border, Inc., of San Antonio, Texas, in an amount not to exceed $120,896.00, for the initial one-year term of the Contract, with options to renew for four additional one-year periods, subject to funding availability.

**Description**
- Award a Contract for Network Security Appliance Maintenance for the Airport’s Information Technology Services Department.

**Justification**
- Network security appliances perform security operations on the network and permit or deny network communication based on the access needs of the organization.
- The Contract provides for twenty-four hours per day, seven days per week technical access and assistance, advanced hardware replacement in case of device failure, and access to critical security updates and product enhancements for our 27 firewalls and security devices.

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

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

<table>
<thead>
<tr>
<th>Contract #</th>
<th>Agreement #</th>
<th>Purchase Order #</th>
<th>Action Amount</th>
<th>Revised Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>7006387</td>
<td>NTE</td>
<td></td>
<td>NTE $120,896.00</td>
<td></td>
</tr>
</tbody>
</table>

**For Information contact**
Stephen Shaffer 3-5877

**Fund Project # External Funding Source Amount**
0102                  |                      | External Funding Source | $120,896.00
Additional Information

- Three (3) bids, three (3) from D/M/WBE firms, were received and opened on August 2, 2016.

<table>
<thead>
<tr>
<th>Bidders</th>
<th>Bid Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Solid Border, Inc., N1 San Antonio, Texas</td>
<td>$120,896.00</td>
</tr>
<tr>
<td>Thomas Gallaway Corporation dba Technologent N2 Irvine, California</td>
<td>$121,131.00</td>
</tr>
<tr>
<td>SHI Government Solutions N1 Austin, Texas</td>
<td>$145,330.00</td>
</tr>
</tbody>
</table>

Note:
1. State of Texas HUB-Certified
2. WBE-Certified with Women's Business Council-Southwest

- Solid Border, Inc., of San Antonio, 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. 7006387, for Network Security Appliance Support, with Solid Border, Inc., of San Antonio, Texas, in an amount not to exceed $120,896.00, for the initial one-year term of the Contract, with options to renew for four additional one-year periods, subject to funding availability.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Aug 18, 2016 6:14 pm

Approved as to Funding by
Underwood, Max
Vice President Finance
Aug 18, 2016 3:43 pm

Approved as to M/WBE by
Burks Lee, Tamela
Vice President Business Diversity and Development
Aug 18, 2016 4:22 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Department Head
Information Technology Svcs
Aug 17, 2016 3:54 pm

Chief Executive Officer
Pending
Date
Date 09/01/2016
Committee Finance/Audit
Subject Centrify Software License and Maintenance

Action
That the Chief Executive Officer or designee be authorized to increase Contract No. 7006330 for Centrify Software License and Maintenance, with Centre Technologies Inc., of Addison, Texas, in amount not to exceed $140,440.00, for a revised Contract amount not to exceed $179,392.35; for the initial one year term of the Contract, with options to renew for four one-year periods.

Description
• Provide an User Management solution that integrates with the Airport's systems and can manage remote and local access for all DFW applications.

Justification
• This action will allow the ITS staff to retire (and remove $225k from maintenance costs and administration) the following systems: LogMeIn, AD Federation Services, Juniper VPNSSL, Cisco VPN Concentrator, RSA Authentication, Contractor Portal, License Manager, and AD for Web Apps.
• This product will introduce Mobile Device Management for Airport devices and personal computing devices allowing remote management in the event the device is lost, stolen, or hacked.

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: February 22, 2016
• Contract Term: One year, with options to renew for four 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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</thead>
<tbody>
<tr>
<td>7006330</td>
<td>NTE</td>
<td>$140,440.00</td>
<td>$179,392.35</td>
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</tr>
</tbody>
</table>

For Information contact
Stephan Shaffer
3-5877

Fund 0102
Project #
External Funding Source
Amount
$140,440.00
Additional Information

- The services of the Contract are exempt from competitive bidding, in accordance with Local Government Code 252, as they are 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. 7006330 for Centrify Software License and Maintenance, with Centre Technologies Inc., of Addison, Texas, in amount not to exceed $140,440.00, for a revised Contract amount not to exceed $179,392.35; for the initial one year term of the Contract, with options to renew for four one-year periods.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Aug 18, 2016 6:15 pm

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
Aug 18, 2016 3:43 pm

Approved as to M/WBE by
Burks Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Aug 18, 2016 4:23 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Department Head
Information Technology Svcs
Aug 17, 2016 3:59 pm

Chief Executive Officer
Pending
Date
Date: 09/01/2016  
Committee: Finance/Audit  
Subject: Appian Software Training Services

**Action**
That the Chief Executive Officer or designee be authorized to execute Contract No. 7006409, for Appian Software Training Services, with Appian Corporation, of Reston, Virginia, in the amount not to exceed $244,800.00 for the initial three-year term of the Contract with options to renew for two additional one-year periods.

**Description**
- Provide software training services for the Appian Business Process Software System currently owned by the Airport and supported by the Information Technology Services Department.

**Justification**
- This training will provide Information Technology Services staff both on-site classroom training and on-line training for the business process management software that automates business transactions for Finance, Risk Management and Human Resources Departments tasks.

**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: September 2016
- Contract Term: Three years with two one-year renewal options

<table>
<thead>
<tr>
<th>Contract #</th>
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<th>Action Amount</th>
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<tr>
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<td>$244,800.00</td>
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</table>

**For Information contact**
Stephen Shaffer  
Fund: 0102  
Project #:  
External Funding Source:  
Amount: $244,800.00
Additional Information

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

<table>
<thead>
<tr>
<th>BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD</th>
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<tr>
<td>That the Chief Executive Officer or designee be authorized to execute Contract No. 7006409, for Appian Software Training Services, with Appian Corporation, of Reston, Virginia, in the amount not to exceed $244,800.00 for the initial three-year term of the Contract with options to renew for two additional one-year periods.</td>
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<tbody>
<tr>
<td>Rodriguez, Elaine</td>
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<tr>
<td>Legal Counsel</td>
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<tbody>
<tr>
<td>Underwood, Max</td>
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<tr>
<td>Vice President Finance</td>
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<tr>
<td>Finance</td>
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<tbody>
<tr>
<td>Burks Lee, Tamela</td>
</tr>
<tr>
<td>Vice President Business Diversity and Development</td>
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<tr>
<td>Business Diversity and Development</td>
</tr>
<tr>
<td>Aug 18, 2016 4:23 pm</td>
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<table>
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<tr>
<td>Information Technology Svcs</td>
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<tbody>
<tr>
<td>Chief Executive Officer Date</td>
</tr>
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</table>
**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>09/01/2016</td>
<td>Finance/Audit</td>
<td>Industrial Supplies</td>
<td></td>
</tr>
</tbody>
</table>

**Action**  
That the Chief Executive Officer or designee be authorized to execute Contract No. 7006376 for Industrial Supplies, with Grainger Industrial Supply dba W.W. Grainger, of Dallas, Texas, in an amount not to exceed $182,601.74, for the two year Contract term with options to renew for three additional one-year periods, subject to funding availability.

**Description**
- Award a Contract for Industrial Supplies for the Airport's Procurement and Materials Management Department in support for the Central Warehouse.

**Justification**
- This contract is to stock the Central Warehouse which supports the Airport's daily operations.  
- Industrial supplies such as fasters, material handlers, adhesives, sealants, plumbing and other miscellaneous supplies.

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

**Schedule/Term**
- Start Date: September 2016  
- Contract Term: Two years, with three one-year renewal options

<table>
<thead>
<tr>
<th>Contract #</th>
<th>Agreement #</th>
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<th>Revised Amount</th>
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**For Information contact**
Gregory Spoon  
3-5610

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<thead>
<tr>
<th>Fund</th>
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<th>External Funding Source</th>
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<tbody>
<tr>
<td>0102</td>
<td></td>
<td></td>
<td>$182,601.74</td>
</tr>
</tbody>
</table>
Additional Information

- Five (5) bids, one (1) from SBE firms, were received and opened on July 26, 2016.
- Two (2) were deemed non-responsive due to bidding on less than 80% of line items.

<table>
<thead>
<tr>
<th>Bidders</th>
<th>Bid Amount</th>
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</thead>
<tbody>
<tr>
<td>Grainger Industrial Supply dba W.W. Grainger</td>
<td>$182,601.74</td>
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<tr>
<td>Dallas, Texas</td>
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<tr>
<td>Fastenal Company</td>
<td>$210,785.52</td>
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<tr>
<td>Winona, Minnesota</td>
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</tr>
<tr>
<td>Ceco Sales Corporation(^N)</td>
<td>$221,802.72</td>
</tr>
<tr>
<td>Fort Worth, Texas</td>
<td></td>
</tr>
</tbody>
</table>

Note:
1. SBE-Certified with NCTRCA, State of Texas HUB-Certified

- Grainger Industrial Supply dba W.W. Grainger, of Dallas, Texas, is the lowest responsive, responsible Bidder.

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to execute Contract No. 7006376 for Industrial Supplies, with Grainger Industrial Supply dba W.W. Grainger, of Dallas, Texas, in an amount not to exceed $182,601.74, for the two year Contract term.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Aug 18, 2016 6:16 pm

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
Aug 18, 2016 3:44 pm

Approved as to M/WBE by
Burks Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Aug 18, 2016 4:23 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Department Head
Procurement & Materials Mgmt
Aug 18, 2016 10:57 am

Chief Executive Officer
Pending
Date
OFFICIAL BOARD ACTION/RESOLUTION

**Date**
09/01/2016

**Committee**
Finance/Audit

**Subject**
Public Officials Liability Insurance

**Resolution #**

**Action**
That the Chief Executive Officer or designee be authorized to bind and procure Airport Public Officials Liability Insurance Coverage with ACE American Insurance Company effective October 1, 2016, in the amount of $120,116.00.

**Description**
- This Action will authorize the Airport's Risk Management Department to procure Public Officials Liability Insurance.

**Justification**
- Public Officials Liability Insurance provides errors and omissions coverage for all officers, directors, elected or appointed officials, Board members of the Airport, and any employee of the Airport board when such parties are acting within the scope of their duties of employment.
- 2016 Renewal:
  - Premium - $120,116
  - Aggregate Limits - $10,000,000
  - Per Occurrence Limits - $5,000,000
  - Deductible/retention - $100,000
  - Renewal represents a 6.2% ($7,935) premium decrease from 2015

**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, (Insurance).

**Schedule/Term**
- Policy period: October 1, 2016 thru September 30, 2017

<table>
<thead>
<tr>
<th>Contract #</th>
<th>Agreement #</th>
<th>Purchase Order #</th>
<th>Action Amount</th>
<th>Revised Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td>$120,116.00</td>
<td>$0</td>
</tr>
</tbody>
</table>

**For Information contact**
Michael Yip
3-5655

**Fund**
0102

**Project #**

**External Funding Source**

**Amount**
$120,116.00
Additional Information

- Coverage is also extended to include any volunteer while acting within the scope of duties and while under the general supervision of an officer, director, elected or appointed official, or an employee of the Board.
- The market solicitation was managed through the Dallas office of McGriff, Siebels & Williams of Texas.
  - Three (3) carriers provided quotes - ACE (the incumbent), AIG and Ironshore.

| Additional Attachments: N |

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to bind and procure Airport Public Officials Liability Insurance Coverage with ACE American Insurance Company effective October 1, 2016, in the amount of $120,116.00.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Aug 18, 2016 6:17 pm

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
Aug 18, 2016 3:44 pm

Approved as to M/WBE by
Burks Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Aug 18, 2016 4:23 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head
Aug 17, 2016 2:27 pm

Pending

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

<table>
<thead>
<tr>
<th>Date</th>
<th>Committee</th>
<th>Subject</th>
<th>Resolution #</th>
</tr>
</thead>
<tbody>
<tr>
<td>09/01/2016</td>
<td>Finance/Audit</td>
<td>General Liability Insurance</td>
<td></td>
</tr>
</tbody>
</table>

#### Action
That the Chief Executive Officer or designee be authorized to bind and procure Airport Owners and Operators General Liability Insurance Coverage with Commerce and Industry Insurance Company (AIG) effective October 1, 2016 in the amount of $194,693.00.

#### Description
- This Action will authorize the Airport's Risk Management Department to procure General Liability Insurance for the protection of Board property.

#### Justification
- Renewal premium is the same as the expiring 2015 premium.
- This is a guaranteed rate - renewal option approved by the Board in 2015.
- General Liability Insurance provides protection from third parties for liability exposures and losses resulting from accidents and incidents occurring on Airport property and/or from Airport operations.
- 2016 Renewal:
  - Premium - $194,693
  - Aggregate and Per Occurrence Limits - $20,000,000
  - Deductible: Per Occurrence - $25,000; Annual Aggregate - $500,000

#### 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, (Insurance).

#### Schedule/Term
- Policy Period: October 1, 2016 thru September 30, 2017

<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></td>
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For Information contact
Michael Yip
3-5655

<table>
<thead>
<tr>
<th>Fund</th>
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<th>External Funding Source</th>
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<tbody>
<tr>
<td>0102</td>
<td></td>
<td></td>
<td>$194,693.00</td>
</tr>
</tbody>
</table>
Additional Information

- 2016 Coverage Includes:
  ♦ No changes in premium, limits, terms, and conditions. All maintained as expiring.
  ♦ Rate Guarantee: First year of two one-year renewal options, one year remaining.
- The renewal was administered through the Dallas office of McGriff, Seibels & Williams of Texas.
- Commerce and Industry Insurance Company (AIG) is an A.M. Best A XV rated carrier, which is headquartered in New York, New York.

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to bind and procure Airport Owners and Operators General Liability Insurance Coverage with Commerce and Industry Insurance Company (AIG) effective October 1, 2016 in the amount of $194,693.00.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Aug 18, 2016 6:17 pm

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
Aug 18, 2016 3:44 pm

Approved as to M/WBE by
Burks Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Aug 18, 2016 4:24 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Department Head
Aug 17, 2016 2:28 pm

Chief Executive Officer
Pending
Date
Finance/ Audit

Action
<table>
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<tr>
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<th>Subject</th>
<th>Resolution #</th>
</tr>
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<tbody>
<tr>
<td>09/01/2016</td>
<td>Finance/Audit</td>
<td>Terminal Link Van Services</td>
<td></td>
</tr>
</tbody>
</table>

**Action**

That the Chief Executive Officer or designee be authorized to extend and increase Contract No. 7003912, for Terminal Link Van Services, with ABM Parking Services, of Los Angeles, California, in an amount not to exceed $1,194,102.90, for an additional three month period, increasing the contract value to $32,743,045.49.

**Description**

- Increase and extend the Contract for Terminal Link Van Services for the Airport's Parking Department.

**Justification**

- Extend the Contract by three months to January 31, 2017, to allow award and transition of new Contract.
- Terminal Link operates outside of security on the Airport roadway network. Service is frequent and bi-directional.
- Additional time will be needed to transition and train new drivers/contractors and familiarize them with the routes and schedule requirements.

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

- In accordance with the Board's historical M/WBE Program, the M/WBE goal for this Contact is 25%.
- ABM Parking Services has committed to achieving 21.01% M/WBE participation and currently achieving 20.89%. The Contractor has restated their intention to meet their M/WBE commitment.
- The M/WBE subcontracting commitment is applicable to the increase amount.

**Schedule/Term**

- Start Date: November 1, 2016
- End Date: January 31, 2017

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

- Armin Cruz
- 3-4850

<table>
<thead>
<tr>
<th>Fund</th>
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<th>External Funding Source</th>
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<tr>
<td>0102</td>
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<td>$1,194,102.90</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 extend and increase Contract No. 7003912, for Terminal Link Van Services, with ABM Parking Services, of Los Angeles, California, in an amount not to exceed $1,194,102.90, for an additional three month period, increasing the contract value to $32,743,045.49.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Aug 22, 2016 2:43 pm

Approved as to Funding by
Palacios, Abel
Assistant Vice President Business
Financial Planning
Finance
Aug 19, 2016 2:55 pm

Approved as to M/WBE by
Burks Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Aug 19, 2016 2:43 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Department Head
Parking
Aug 19, 2016 2:04 pm

Chief Executive Officer
Pending
Date
Date 09/01/2016  Committee Finance/Audit  Subject Audit Services’ FY 2017 Annual Plan  Resolution # 

**Action**
That the Board of Directors approve Audit Services' FY 2017 Annual Plan.

**Description**
- This Action will approve the specific audits listed in the attached FY 2017 Annual Plan, as well as audits, projects, and investigations that are not specifically listed but are included in the category descriptions (e.g., Ethics Matters, Board of Directors Consulting, Management Consulting, Revenue Agreements and Ground Transportation Charges, Contracts and Related Processes, and Information Systems).

**Justification**
- The audits and other projects approved by this Action will assist in meeting the Board's key results such as delivering operational excellence.

**D/S/M/WBE Information**
- N/A - Not subject to the Board's SBE Program Policies, (Annual Plans).

<table>
<thead>
<tr>
<th>Contract #</th>
<th>Agreement #</th>
<th>Purchase Order #</th>
<th>Action Amount</th>
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<td>For Information contact</td>
<td>Fund</td>
<td>Project #</td>
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<td>Amount</td>
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<tr>
<td>Robert Darby</td>
<td>$0</td>
<td>$0</td>
<td>$0</td>
<td>$0</td>
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</tbody>
</table>
Resolution #

Additional Information

- Funding for the resources necessary to execute the Annual Plan has already been approved by the Board of Directors.
- The Board of Directors--through the Finance/Audit Committee--oversees the Department of Audit Services.

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Board of Directors approve Audit Services' FY 2017 Annual Plan.

Approved as to Form by

Rodriguez, Elaine
Legal Counsel
Aug 17, 2016 5:13 pm

Approved as to Funding by

Underwood, Max
Vice President Finance
Finance
Aug 18, 2016 3:45 pm

Approved as to M/WBE by

Burks Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Aug 18, 2016 9:27 am

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head
Audit Services
Aug 17, 2016 4:56 pm

Pending

Chief Executive Officer
Date
FY 2017 ANNUAL PLAN OVERVIEW

We developed our FY 2017 annual plan based on the results of our annual risk assessment. During our risk assessment, we solicited input from and held discussions with senior staff, we reviewed the Board’s strategic plan, and we considered Board processes and responsibilities, applicable laws and regulations, significant contracts, information systems, budgeted FY 2017 revenue and expense items, balance sheet items, and other information. Consequently, we believe the proposed annual plan provides balanced coverage of the auditable risks identified. The chart below shows the estimated allocation of hours by type of project.

We have grouped the annual plan detail on the following pages into three categories: core projects, additional projects, and initiatives.

Core projects include projects we perform every year—such as external audit assistance, investments, reviews of ethics matters, and board member and management consulting—as well as specifically-identified projects we commit to complete during FY 2017.

Additional projects include areas such as revenue agreements and ground transportation charges, contracts, and information systems. We will complete some audits in each of these areas, but the number of audits completed will depend upon factors such as the remaining hours available, issues encountered during the audits, and final audit scoping.

Initiatives are non-audit projects that assist the organization or increase the efficiency and effectiveness of the Department of Audit Services.

We have linked each project to one or more objectives in the Board’s strategic plan.
CORE PROJECTS

External Auditor Assistance
*Operational Excellence*

We assist the Board’s external audit firm (Deloitte & Touche LLP) with the annual audit of the Board’s financial statements. Assisting the external auditors reduces outside audit fees and facilitates a smooth workflow. Last year we assisted Deloitte in areas such as fixed assets, accounts payable, retirement plans, operating expenses, cash, accounts receivable, and the Use Agreement. We also coordinate the external audit of the Board’s employee retirement plans and the Single Audit of federal financial assistance.

Investment Controls and Compliance
*Operational Excellence*

As of July 2016, the Board held about $1.9 billion in investments. We will determine whether controls over investments were adequate and whether staff complied with the Public Funds Investment Act and the Board’s investment policies.

Net Position (Equity)
*Business Performance*

Between 2010 and 2015 the Board’s net position (essentially, its assets less its liabilities) declined about $1 billion to $375 million. We will review factors contributing to the decline and may offer recommendations to increase awareness regarding how various business decisions impact the Board’s net position. We may also review net position trends at other airports.

Electronic Funds Transfers
*Operational Excellence*

Electronic funds transfers such as wire transfers and automated clearinghouse (ACH) transactions are alternatives to writing checks to pay invoices and other obligations, invest funds, and transfer funds between bank accounts. We will determine the adequacy of controls over outgoing wire transfers and ACH transactions.

Procurement Card Use
*Operational Excellence*

Board departments use procurement cards—credit cards used to streamline the procurement process—for certain purchases, generally less than $3,000. We will audit procurement card use to determine whether the cards were used as intended and whether oversight of the program was adequate.

Medical Waste
*Safe and Secure, Operational Excellence, Community Engagement*

The Texas Administrative Code sets rules for medical waste management, disposal, transportation, collection, and storage. Regulated waste includes pathological waste, microbiological waste, and sharps. Additionally, the Texas Health and Safety Code sets standards for occupational exposure of governmental employees to bloodborne pathogens. We will audit compliance with regulations related to medical waste.
Concession Policy
Operational Excellence, Community Engagement, Customer Experience

The Board of Directors has approved a Concession Policy to provide direction to staff regarding concessionaire selection, lease renewals, and other contracting matters related to concessions at the Airport. We will review concessionaire selection processes and lease terms (lengths) to determine compliance with the Concession Policy. We may also review compliance with the concession cap (the maximum number of concession locations that may be owned, controlled, or operated by a single concessionaire) and street-level pricing policies.

Evidence and Other Seized Property
Operational Excellence

Effective police work includes establishing proper methods for receiving, processing, maintaining, controlling and disposing of evidence and other seized property, to prevent errors and enhance productive case handling. We will audit the adequacy of controls over evidence and other seized property maintained by the Board’s Department of Public Safety, including controls over the ultimate disposition of the property.

Jail Operations
Operational Excellence

The Board’s Department of Public Safety operates a holding facility at one of its stations on the Airport. Municipal detention facilities, such as the Board’s, are currently subject to local regulation rather than to the Texas Commission on Jail Standards. We will audit jail operations using Public Safety’s Booking and Jail Operations policy and procedure as our standard. We may also compare certain aspects of the Board’s policy to the State’s jail standards.

Access Control Office
Safe and Secure, Operational Excellence

The Board’s Department of Public Safety operates an Access Control Office (ACO) that provides finger printing and badging services and issues vehicle access devices to authorized users. The ACO plans to implement a new access control management system in early FY 2017. We will audit selected ACO functions, such as issuing and removing badge access privileges and issuing vehicle access devices, for compliance with applicable laws, regulations, and sound business practices. We may also audit controls over sensitive information received by the ACO.

Construction Permits and Certificates of Occupancy
Safe and Secure, Operational Excellence

The Board has adopted construction and fire prevention standards to protect the health, safety, and welfare of Airport structure occupants and the public. The Design, Code and Construction Department requires contractors and others to obtain a permit before beginning construction activities or erecting or altering signs. We will determine whether controls were adequate to ensure that permits and certificates of occupancy were issued in accordance with Board policies.

Ethics Matters
Operational Excellence, Employee Engagement

Audit Services administers the DFW Employee Ethics Line and, along with the Executive Vice President of Administration and Diversity and the Board’s General Counsel, reviews the calls received. Audit Services will investigate allegations of unethical business activities and will advise employees with respect to the Board’s Code of Business Ethics.
Board of Directors Consulting
*Operational Excellence, Business Performance*

We will review and follow up on the monthly Board meeting agenda items, attend the Board and committee meetings, and respond to Board members' requests for information and special projects. We will also follow up on open audit recommendations and prepare quarterly Audit Updates.

Management Consulting
*Operational Excellence, Business Performance*

We will respond to requests for assistance from the CEO, his executives, and the Board’s General Counsel. Examples of previous consulting services and other projects performed include advising management with respect to internal control, security, and policy matters, and reviewing proposed contracting actions and documents.

Capital Development Activity Monitoring
*Operational Excellence*

As the Board continues to renovate the Airport’s legacy terminals and plan for future expansion, we will perform various procedures related to the Terminal Renewal and Improvement Program and any subsequent major development programs. Activities may include reviewing processes, solicitations, change orders, and Board agenda items, and attending selected bid openings and project meetings.

ADDITIONAL PROJECTS

Revenue Agreements and Ground Transportation Charges
*Business Performance, Operational Excellence, Customer Experience*

During revenue agreement audits, we determine whether concessionaires and others accurately reported revenues and computed and paid fees due, and complied with other selected contract provisions. This category provides for auditing entities such as food and beverage concessionaires, retail concessionaires, passenger amenity providers, rental car agencies, and hotels. We may also audit transportation network companies operating at the Airport.

Contracts and Related Processes
*Operational Excellence*

In addition to the capital development activity monitoring described above, we will audit various construction-related contracts, including professional services contracts that support construction activities. We will also audit expenditure contracts unrelated to construction, and we may review processes that relate to the contracts we audit.

Information Systems
*Safe and Secure, Operational Excellence*

We will evaluate the adequacy of controls related to various Board applications or systems. We may also audit information systems governance processes, including plans for categorizing and retaining electronic records.
INITIATIVES

Business Trip Request/Business Expense Report Analytics
Operational Excellence

Board staff and consultants recently automated the Business Trip Request and Business Expense Report submittal and approval processes, and are currently deploying the new application. To enable us to efficiently perform audits of travel and other business expenses, we will work with Board’s Information Technology Services Department (ITS) to design the queries and reports necessary to export and analyze the required data.

Update the DFW Employee Ethics Line
Operational Excellence, Employee Engagement

The Board implemented the DFW Employee Ethics Line in 2007. Under this program, employees may submit allegations by calling a toll-free telephone number or by entering the allegations through a web portal. We are in the process of contracting with a new provider, and we will work with the Board’s Administration and Diversity Division and the General Counsel to implement the new product and to update employee communications related to the Ethics Line.

Transition to Hosted Electronic Audit Work Papers
Operational Excellence

In 2011, Audit Services moved from paper-based audit work papers to electronic work papers (EWPs). The EWP application and database currently reside on-premise and are maintained by ITS. ITS has dedicated hardware and other resources to support the application, and is responsible for securing and backing up the database and for coordinating with the software provider to obtain and install patches and upgrades. By moving to a hosted (i.e., cloud) environment, the provider will be responsible for securing and maintaining the application and database. We are working with the provider and ITS to transition in early FY 2017.

Perform External Peer Reviews
Operational Excellence

Government Auditing Standards, issued by the U.S. Government Accountability Office, require each audit organization performing audits in accordance with generally accepted government auditing standards to establish and maintain a system of quality control, and to have an external peer review performed by reviewers independent of the audit organization being reviewed at least once every three years. We will perform peer reviews of two other organizations during FY 2017, to learn from and share best practices with other audit organizations.

Update the Risk Assessment for FY 2018
Operational Excellence

We will update our Board-wide risk assessment by reviewing departments’ business objectives, major revenue and expense items, applicable laws and regulations, information systems, risk perceptions, and other factors. We will consider the risk assessment as we develop our annual plan for FY 2018.
**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>09/01/2016</td>
<td>Finance/Audit</td>
<td>Air Service Incentive Program</td>
<td></td>
</tr>
</tbody>
</table>

**Action**
That the Chief Executive Officer or designee be authorized to approve a new Air Service Incentive Program (ASIP) to replace the current Air Service Incentive Program.

**Description**
The Air Service Incentive Program is a revision to the current ASIP which was originally approved by the Airport Board in May, 2006 and amended in 2009, 2012, 2014 and 2015; and addresses the current airline and airport environment. The key objective is to create a new program that is more focused and tactical allowing DFW to address air service gaps by targeting unserved markets while not incentivizing new entrants to markets already served. The new program is an Available Seat Mile (ASM) based model which is more transparent, easier for airlines to understand and easier for DFW to process and manage. The advantages of the new ASM based model are:

- Improved alignment of air service incentives with DFW goals/ targets.
- A structure that favors higher risk routes (long-haul) at the expense of short haul routes
- Provides incentive bonus to target air service gaps, with flexibility to amend targets and incentives as market dynamics evolve
- Transparency and elimination of arbitrary references to stage lengths for calculating incentive benefits
- Incentives are more commensurate with an airline’s investment and risk level in the market
- Maintains the total projected expenditures in line with the current policy, while allowing a more strategic application of incentives

**Justification**
- Tactical approach which addresses service gaps such as European routes
- Does not incentivize new service to a market already served which may adversely impact incumbent carriers
- Over the past two years, DFW has grown international passenger destinations to 55-57 markets and has greatly expanded international seat capacity. The ASIP was a major contributor to this success, however the risk level for airlines has risen due to the additional capacity and increased competition over the last two years at DFW. The new ASIP policy is designed to attract new service to unserved markets while not incentivizing service to markets already served and thus, minimizing the impact to incumbent airlines. Moreover the new ASIP policy supports incumbent carriers by incentivizing increased service through: added frequencies, aircraft up-gauging, and increasing seasonal service to year-round service.
- DFW competes against airports from around the world for new air service, many of which have incentive programs. The new Air Service Incentive Program will allow DFW to retain its competitive position vis-a-vis other airports and provide a powerful marketing tool to aid in air service development.

**D/S/M/WBE Information**
- As part of the program guidelines, the applicant carriers are required to submit a marketing plan seeking S/M/WBE media participation.

**Schedule/Term**
This Plan will be effective September 1, 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></td>
<td></td>
<td></td>
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<td>$0</td>
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For Information contact
Milton De La Paz
3-5854

<table>
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<tr>
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</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
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<td>$0</td>
</tr>
</tbody>
</table>
As part of the ASIP Application Process, the applicant carriers will submit a marketing plan for review and approval, which can include a plan for seeking Small, Minority and/or Women Owned Business Enterprise (S/M/WBE) media participation.

• Applicant carriers that utilized M/WBE media participation through the existing program include, but are not limited to Korean Air, Emirates, American Airlines and American Eagle.

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to approve a new Air Service Incentive Program (ASIP) to replace the current Air Service Incentive Program.

Approved as to Form by

Rodriguez, Elaine
Legal Counsel
Aug 18, 2016 6:18 pm

Approved as to Funding by

Underwood, Max
Vice President Finance
Finance
Aug 18, 2016 3:47 pm

Approved as to M/WBE by

Burks Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Aug 18, 2016 9:27 am

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head

Aug 17, 2016 5:54 pm

Chief Executive Officer

Pending

Date
Action
That the Airport Board approves the Fiscal Year Budget for the Dallas Fort Worth International Airport Public Facility Improvement Corporation (PFIC)

Description:
- The PFIC manages on behalf of the Airport the Grand Hyatt Hotel, the Hyatt Place Hotel and the collection and disbursement of funds from the Successor Rental Car Facility Charge (SRCFC) and Customer Transportation Charge (CTC), both of which are collected by the rental car companies, from their customers, and remitted to the PFIC.
- The SRCFC is used to pay debt service on the refunding bonds, provide capital improvements to the RAC facility and purchase RAC buses. The CTC is used to pay for the operations and maintenance of the RAC buses.
- Attached is the PFIC Budget for 2017. This Budget includes revenues and expenditures of the Grand Hyatt Hotel, the revenues and expenditures of the Hyatt Place Hotel, the revenues and expenditures of SRCFC funds and revenues and expenditures of CTC funds.
- The PFIC Board met on August 26, 2016 and approved the various components of the PFIC Budget.

Justification
- This action provides compliance with the Rules and Regulations of the PFIC.

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, (Budget Contingency).
**BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD**

That the Airport Board hereby approves the Fiscal Year 2017 Budget for the Dallas Fort Worth International Airport Public Facility Improvement Corporation (PFIC).

<table>
<thead>
<tr>
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<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>
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<tr>
<td>Aug 17, 2016 5:14 pm</td>
<td>Finance</td>
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**SIGNATURE REQUIRED FOR APPROVAL**

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<tr>
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<td>Aug 17, 2016 2:28 pm</td>
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</table>
## PFIC Budget
**Fiscal Year 2017**

<table>
<thead>
<tr>
<th></th>
<th>FY15 Actuals</th>
<th>FY16 Outlook</th>
<th>FY17 Budget</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Grand Hyatt</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Revenues</td>
<td>$37.7</td>
<td>$40.3</td>
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<tr>
<td>Less</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Operating Expenses</td>
<td>(22.1)</td>
<td>(22.8)</td>
<td>(23.2)</td>
</tr>
<tr>
<td>Debt Service</td>
<td>(3.9)</td>
<td>(4.0)</td>
<td>(4.1)</td>
</tr>
<tr>
<td>Reserves 5% FF&amp;E, 2% capital</td>
<td>(2.6)</td>
<td>(2.8)</td>
<td>(2.9)</td>
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<tr>
<td>Grand Hyatt Net Cash From Ops</td>
<td>$9.1</td>
<td>$10.7</td>
<td>$11.2</td>
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<td><strong>RAC</strong></td>
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<td></td>
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<tr>
<td>Revenues</td>
<td></td>
<td></td>
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<tr>
<td>SRCFC</td>
<td>$20.8</td>
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<tr>
<td>CTC</td>
<td>11.3</td>
<td>12.4</td>
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<tr>
<td>Operating Expenses</td>
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<tr>
<td>Bus Operation and Maintenance</td>
<td>(10.0)</td>
<td>(10.9)</td>
<td>(11.5)</td>
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<tr>
<td>CNG</td>
<td>(1.4)</td>
<td>(1.5)</td>
<td>(1.6)</td>
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<tr>
<td>Debt Service</td>
<td>(14.3)</td>
<td>(14.3)</td>
<td>(14.3)</td>
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<tr>
<td>Reserves</td>
<td>.0</td>
<td>.0</td>
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<tr>
<td>RAC Net Cash From Ops</td>
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<td></td>
</tr>
<tr>
<td></td>
<td>$6.4</td>
<td>$6.7</td>
<td>$7.9</td>
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<td><strong>HYATT PLACE</strong></td>
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<tr>
<td>Revenues</td>
<td>-</td>
<td>$3.2</td>
<td>$5.6</td>
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<td>Less</td>
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<tr>
<td>Operating Expenses</td>
<td>-</td>
<td>(1.6)</td>
<td>(4.3)</td>
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<td>Debt Service</td>
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<td>.0</td>
<td>.0</td>
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<tr>
<td>Reserves (FF&amp;E 5% of Rev)</td>
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<td>(.2)</td>
<td>(.3)</td>
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<tr>
<td>Hyatt Place Net Cash From Ops</td>
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<td>$1.4</td>
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<td><strong>PFIC Net Cash Flow from Operations</strong></td>
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<td></td>
<td>$15.5</td>
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**Capital Projects (Excludes Reserves)**

<table>
<thead>
<tr>
<th></th>
<th>FY15</th>
<th>FY16</th>
<th>FY17</th>
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</thead>
<tbody>
<tr>
<td>Grand Hyatt</td>
<td>$.5</td>
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<tr>
<td><strong>Total Capital Projects</strong></td>
<td>$14.7</td>
<td>$3.2</td>
<td>$28.5</td>
</tr>
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</table>
Date                      | Committee          | Subject                                                                 | Resolution #
---                       |                   |                                                                        |               
09/01/2016                | Finance/Audit     | Increase to Legal Services Contract No. 8005063 with the firm of Brackett & Ellis, P.C. |               

**Action**
That the Chief Executive Officer or designee be authorized to increase Legal Services Contract No. 8005063 with the firm of Brackett & Ellis, P.C. of Fort Worth, Texas, in an amount not to exceed $300,000.00, for a revised Contract amount not to exceed $335,000.00.

**Description**
- This action would increase the Board's contract for Legal Services regarding Skylink, the automated people mover system.

**Justification**
- On May 1, 2016, the Board entered into a legal services contract with Brackett & Ellis, P.C. (Joe D. Tolbert) to provide legal representation in connection with Skylink, the automated people mover system at the Dallas/Fort Worth International Airport and any claims (including the filing of appropriate litigation) the Board may have against the designers, contractors, insurers or other persons or entities involved in the design and construction of the system.
- This action will fund representation of the Board in the lawsuit styled: 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.

**D/S/M/WBE Information**
- In accordance with the Board’s SBE Program, no SBE goal was set for this Contract due to the original contract being under $50,000.00.

**Schedule/Term**

<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>8005063</td>
<td></td>
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<td>$300,000.00</td>
<td>$335,000.00</td>
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For Information contact

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<th>Fund</th>
<th>Project #</th>
<th>External Funding Source</th>
<th>Amount</th>
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<tbody>
<tr>
<td>0102</td>
<td></td>
<td></td>
<td>$300,000.00</td>
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</table>
BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to increase Legal Services Contract No. 8005063 with the firm of Brackett & Ellis, P.C. of Fort Worth, Texas, in an amount not to exceed $300,000.00, for a revised Contract amount not to exceed $335,000.00.

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<tr>
<td>Rodriguez, Elaine</td>
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<tr>
<td>Legal Counsel</td>
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SIGNATURE REQUIRED FOR APPROVAL

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<tr>
<td>Department Head</td>
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<tr>
<td>Legal</td>
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Pending

Chief Executive Officer

Date
**Date**  
09/01/2016

**Committee**  
Finance/Audit

**Subject**  
Apple Products and Accessories

**Resolution #**

---

**Action**
That the Chief Executive Officer or designee be authorized to execute Contract No. 7006374, for Apple Products and Accessories, with PCMG, Inc. dba PCM Gov, Inc., of Chantilly, Virginia, in an amount not to exceed $325,319.27, for the initial one year term of the Contract, with options to renew for four additional one-year periods.

---

**Description**
- Award a Contract for Apple Products and Accessories for use through Airport departments.

---

**Justification**
- Replaces an existing Contract that has been in place for one year. The existing Contract was awarded through a DIR contract that was not extended.
- These are for new and replacement products required due to Staff's need to have mobile access to information.
- Products include iPads, iPods, MacBooks, and MacPro.

---

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

---

**Schedule/Term**
- Start Date: September 2016
- Contract Term: One year with four one-year renewal options.

---

**Contract #**  
7006374

**Agreement #**  
NTE

**Purchase Order #**  
$325,319.27

**Action Amount**

<table>
<thead>
<tr>
<th>Contract #</th>
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<td>7006374</td>
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**For Information contact**  
Steve Shaffer

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<tr>
<td>0102</td>
<td></td>
<td></td>
<td>$325,319.27</td>
</tr>
</tbody>
</table>
Additional Information

- Six (6) Bids, one (1) from a SBE firm, were received and opened on July 20, 2016.

<table>
<thead>
<tr>
<th>Bidders</th>
<th>Bid Amount</th>
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</thead>
<tbody>
<tr>
<td>PCMG, Inc. dba PCM-Gov, Inc.</td>
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</tr>
<tr>
<td>Chantilly, Virginia</td>
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<tr>
<td>Insight Public Sector, Inc.</td>
<td>$329,020.69</td>
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<tr>
<td>Plano, Texas</td>
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<tr>
<td>NLESystems, Inc.</td>
<td>$335,360.12</td>
</tr>
<tr>
<td>Glendale, California</td>
<td></td>
</tr>
<tr>
<td>Zones, Inc. N1</td>
<td>$336,924.83</td>
</tr>
<tr>
<td>Auburn, Washington</td>
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</tr>
<tr>
<td>Southern Computer Warehouse</td>
<td>$352,494.31</td>
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<tr>
<td>Marietta, Georgia</td>
<td></td>
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<tr>
<td>SHI Government Solutions N2</td>
<td>$368,503.12</td>
</tr>
<tr>
<td>Austin, Texas</td>
<td></td>
</tr>
</tbody>
</table>

Note:
1. SBE/MBE-Certified with D/FW Minority Supplier Development Council
2. State of Texas HUB-Certified

- PCMG, Inc. dba PCM-Gov, Inc., of Chantilly, Virginia, 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. 7006374, for Apple Products and Accessories, with PCMG, Inc. dba PCM Gov, Inc., of Chantilly, Virginia, in an amount not to exceed $325,319.27, for the initial one year term of the Contract, with options to renew for four additional one-year periods.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Aug 18, 2016 6:18 pm

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
Aug 18, 2016 3:49 pm

Approved as to M/WBE by
Burks Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Aug 18, 2016 4:25 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Department Head
Information Technology Svcs
Aug 17, 2016 3:55 pm

Chief Executive Officer
Pending
Date
Date: 09/01/2016
Committee: Finance/Audit
Subject: IT System Operation Staffing Augmentation

Action
That the Chief Executive Officer or designee be authorized to execute two Contracts for IT System Operations Staffing Augmentation: Contract No. 8005053, with Intratek Computer, Inc., of Irvine, California, in an amount not to exceed $1,500,000.00; Contract No. 8005095, with PROLIM Global Corporation, of Plano, Texas, in an amount not to exceed $2,500,000.00. The initial term of each Contract is two years, with options to renew for two additional two-year periods, subject to funding availability. Total amount of action is $4,000,000.00.

Description
• Award two on-call Contracts for IT System Operations Staffing Augmentation for the Airport's Information Technology Services (ITS) Department.

Justification
• This is a replacement for existing Contracts which have been in place for two years.
• This Contract provides on-call professional services for technology related projects in the areas of software and hardware, network, systems, storage, email, server, desktop and end-user services.
• The award of two IT staff augmentation Contracts will allow ITS to respond quickly to the diverse number of projects with the necessary resources and flexibility on an as-needed basis.

D/S/M/WBE Information
• In accordance with the Board's SBE Program, the SBE goal for this contract is 20%.
• Intratek Computer, Inc. has committed to achieving 20% SBE participation utilizing ANR Consulting, (IM-C: 10%) and EJES Inc., (BM-C: 10%).
• PROLIM Global Corporation, (IM-C), has committed to achieving 54% SBE participation utilizing self-performance and 46% SBE participation utilizing Brandon Staffing, (BM-C: 12%), Placing IT, (NF-C: 18%) and ANR Consulting, (IM-C: 16%).

Schedule/Term
• Start Dates: October 2016
• Contract Terms: Two years, with two two-year renewal options

<table>
<thead>
<tr>
<th>Contract #</th>
<th>Agreement #</th>
<th>Purchase Order #</th>
<th>Action Amount</th>
<th>Revised Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>8005053</td>
<td>NTE</td>
<td></td>
<td>$1,500,000.00</td>
<td>$0</td>
</tr>
<tr>
<td>8005095</td>
<td>NTE</td>
<td></td>
<td>$2,500,000.00</td>
<td>$0</td>
</tr>
</tbody>
</table>

For Information contact
Stephen Shaffer
3-5877

Fund  Project #  External Funding Source  Amount
0102     0102     0102  $4,000,000.00
**Additional Information**

- Thirty-five (35) Proposals, including twenty-one (21) from D/M/WBE firms, were received on or before the due date of May 9, 2016.
- The Evaluation Committee, consisting of representatives from the Airport's Information Technology Services, Business Diversity and Development, and Finance Departments, recommends the Contracts be awarded to Intratek Computer, Inc., of Irvine, California, and PROLIM Global Corporation, of Plano, Texas.

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

That the Chief Executive Officer or designee be authorized to execute two Contracts for IT System Operations Staffing Augmentation: Contract No. 8005053, with Intratek Computer, Inc., of Irvine, California, in an amount not to exceed $1,500,000.00; Contract No. 8005095, with PROLIM Global Corporation, of Plano, Texas, in an amount not to exceed $2,500,000.00. The initial term of each Contract is two years, with options to renew for two additional two-year periods, subject to funding availability. Total amount of action is $4,000,000.00.

**Approved as to Form by**

Rodriguez, Elaine  
Legal Counsel  
Aug 18, 2016 6:19 pm

**Approved as to Funding by**

Underwood, Max  
Vice President Finance  
Finance  
Aug 18, 2016 3:49 pm

**Approved as to M/WBE by**

Burks Lee, Tamela  
Vice President Business Diversity and Development  
Business Diversity and Development  
Aug 18, 2016 4:25 pm

**SIGNATURE REQUIRED FOR APPROVAL**

**Approved by**

Department Head  
Information Technology Svcs  
Aug 17, 2016 3:54 pm
**Date**  
09/01/2016  
**Committee**  
Finance/Audit  
**Subject**  
Promotional Items  
**Resolution #**

### Action

That the Chief Executive Officer or Designee be authorized to execute two Contracts for Promotional Items; Contract No. 7006372, with Joy Promotions Inc., of Dallas, Texas, in the amount not to exceed $339,040.13; and Contract No. 7006412, with Distinctive Marketing Ideas, Inc., of Plano, Texas in an amount not to exceed $115,418.00. The initial term of each Contract is one-year, with options to renew for four additional one-year periods. Total amount of action is $454,458.13.

### Description

- Award a Primary and a Secondary Contract for Promotional Items to support all of the Airport's promotional needs.

### Justification

- To support general branding and marketing efforts, the PMM department is putting in place a comprehensive promotional items contract.

### D/S/M/WBE Information

- In accordance with the Board's SBE Program, the SBE goal for this contract is 10%.
- Joy Promotions Inc., (BF-C), has committed to achieving 100% SBE participation through self-performance.
- Distinctive Marketing Ideas, Inc., (WF-C), has committee to achieving 100% SBE participation through self-performance.

### Schedule/Term

- Start Dates: September 2016
- Contract Terms: One-year, with four one-year renewal options

<table>
<thead>
<tr>
<th>Contract #</th>
<th>Agreement #</th>
<th>Purchase Order #</th>
<th>Action Amount</th>
<th>Revised Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>7006372 (Primary)</td>
<td></td>
<td></td>
<td>$339,040.13</td>
<td>$0</td>
</tr>
<tr>
<td>7006412 (Secondary)</td>
<td></td>
<td></td>
<td>$115,418.00</td>
<td>$0</td>
</tr>
</tbody>
</table>

**For Information contact**  
Gregory Spoon  
3-5610  
Fund  
0102  
Project #  
External Funding Source  
Amount  
$454,458.13
Additional Information

- Six (6) bids, three (3) from a SBE firms, were received on or before July 19, 2016.
- Bid Tabulation attached.
- Halo Branded Solutions, of Sterling Illinois, was deemed non-responsive due to not meeting SBE goals.

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or Designee be authorized to execute two Contracts for Promotional Items; Contract No. 7006372, with Joy Promotions Inc., of Dallas, Texas, in the amount not to exceed $339,040.13; and Contract No. 7006412, with Distinctive Marketing Ideas, Inc., of Plano, Texas in an amount not to exceed $115,418.00. The initial term of each Contract is one-year, with options to renew for four additional one-year periods. Total amount of action is $454,458.13.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Aug 18, 2016 6:19 pm

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
Aug 18, 2016 3:49 pm

Approved as to M/WBE by
Burks Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Aug 18, 2016 4:26 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Department Head
Procurement & Materials Mgmt
Aug 18, 2016 11:00 am

Chief Executive Officer
Date

Pending
Contract No. 7006372 and 7006412  
Promotional Items  
Bid Tabulation

<table>
<thead>
<tr>
<th>Bidders</th>
<th>Bid Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Halo Branded Solutions, Inc. Sterling, Illinois</td>
<td>$415,611.40</td>
</tr>
<tr>
<td>Joy Promotions Inc. Dallas, Texas</td>
<td>$452,053.50</td>
</tr>
<tr>
<td>Distinctive Marketing Ideas, Inc. Plano, Texas</td>
<td>$461,672.00</td>
</tr>
<tr>
<td>2M Business Products Dallas, Texas</td>
<td>$506,084.00</td>
</tr>
<tr>
<td>Authentic Promotions.com Carmichael, California</td>
<td>$513,401.00</td>
</tr>
<tr>
<td>CFJ Manufacturing Fort Worth, Texas</td>
<td>$522,682.00</td>
</tr>
<tr>
<td>The Richey Company Irving, Texas N3</td>
<td>$579,503.50</td>
</tr>
</tbody>
</table>

Note:
1. SBE-Certified with DFW Minority Supplier Development Council
2. SBE/WBE-Certified with Women’s Business Council-Southwest
3. SBE-Certified with Women’s Business Council-Southwest and State of Texas HUB-Certified
Finance/ Audit

Discussion
<table>
<thead>
<tr>
<th>Meeting Date</th>
<th>Subject</th>
<th>Committee</th>
</tr>
</thead>
<tbody>
<tr>
<td>09/01/2016</td>
<td>Monthly Report</td>
<td>Finance/Audit</td>
</tr>
</tbody>
</table>

**Item For Discussion**
Report to the Airport Board all Contracts and Purchase Orders valued between $25,000.00 and $50,000.00 and Contract/Purchase Order Increases/Decreases valued between $25,000.00 and $50,000.00, for the month of July 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 July 2016.
## PURCHASE ORDERS BETWEEN $25,000.00 AND $50,000.00 (JULY 2016)

<table>
<thead>
<tr>
<th>VENDOR/LOCATION</th>
<th>PO/CONTRACT NO.</th>
<th>DESCRIPTION</th>
<th>DEPARTMENT</th>
<th>AMOUNT</th>
</tr>
</thead>
<tbody>
<tr>
<td>DB Computer Solutions Inc.† Waxahachie, Texas</td>
<td>272056</td>
<td>Computer Hardware</td>
<td>Information Technology Services</td>
<td>$31,201.14</td>
</tr>
<tr>
<td>Interline Brands Inc. dba Supplyworks</td>
<td>272369</td>
<td>Janitorial Equipment for Terminal B and D Landside</td>
<td>Customer Experience</td>
<td>NTE $29,808.50</td>
</tr>
<tr>
<td>John Bean Technologies Corp dba JBT Ogden, Utah</td>
<td>272053</td>
<td>Emergency Assessment Report and Repairs to the Terminal B Gate 8 Passenger Boarding Bridge</td>
<td>Energy, Transportation and Asset Management</td>
<td>NTE $41,198.00</td>
</tr>
<tr>
<td>Precision Delta Corporation Ruleville, Mississippi</td>
<td>272061</td>
<td>Ammunition</td>
<td>Public Safety</td>
<td>$31,661.40</td>
</tr>
<tr>
<td>Sealmaster Dallas Lancaster, Texas</td>
<td>271921</td>
<td>Asphalt Binder Emulsion</td>
<td>Energy, Transportation and Asset Management</td>
<td>NTE $48,000.00</td>
</tr>
<tr>
<td>Simba Industries† Grapevine, Texas</td>
<td>272070</td>
<td>Bollard Covers</td>
<td>Energy, Transportation and Asset Management</td>
<td>$49,960.00</td>
</tr>
<tr>
<td>The Willamette Valley Company Eugene, Oregon</td>
<td>272549</td>
<td>Expansion Joint Sealant Compound</td>
<td>Energy, Transportation and Asset Management</td>
<td>$32,000.00</td>
</tr>
</tbody>
</table>

**TOTAL** $263,829.04

**Note:**

1. SBE-Certified with NCTRCA, State of Texas HUB-Certified.

2. State of Texas HUB-Certified
## NON-PROFESSIONAL SERVICES CONTRACTS BETWEEN $25,000.00 AND $50,000.00 (JULY 2016)

<table>
<thead>
<tr>
<th>VENDOR/LOCATION</th>
<th>PO/CONTRACT NO.</th>
<th>DESCRIPTION</th>
<th>DEPARTMENT</th>
<th>AMOUNT</th>
</tr>
</thead>
<tbody>
<tr>
<td>Red E Productions LLC</td>
<td>7006384</td>
<td>Employee Mobile App</td>
<td>Corporate Communications</td>
<td>$43,200.00</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>Paid to Date:</td>
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<td>$0.00</td>
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**TOTAL** $43,200.00
<table>
<thead>
<tr>
<th>VENDOR/LOCATION</th>
<th>PO/CONTACT NO.</th>
<th>DESCRIPTION</th>
<th>DEPARTMENT</th>
<th>AMOUNT</th>
</tr>
</thead>
<tbody>
<tr>
<td>Wiechmann Tourism Service Frankfurt,</td>
<td>8005082</td>
<td>In Country Marketing Services</td>
<td>International Marketing</td>
<td>NTE $40,000.00</td>
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<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>Paid to Date: $0.00</td>
</tr>
<tr>
<td>TOTAL</td>
<td></td>
<td></td>
<td></td>
<td>$40,000.00</td>
</tr>
</tbody>
</table>
## CONTRACT/PURCHASE ORDER INCREASES/DECREASES ($25,000 OR GREATER)  
(AUTHORIZED BY BOARD STAFF UNDER THEIR DELEGATED AUTHORITY – JULY 2016)

<table>
<thead>
<tr>
<th>VENDOR/LOCATION</th>
<th>PO/CONTRACT NO.</th>
<th>DESCRIPTION</th>
<th>DEPARTMENT</th>
<th>CONTRACT DATA</th>
</tr>
</thead>
</table>
| Everbridge Inc.                  | 7005559         | Emergency Notification System                       | Operations        | **Contract Value:** $134,452.00  
**This Action:** $43,000.00  
**Revised Contract Value:** $177,452.00  
**Paid to Date:** $121,452.00 |
| Galindo, Luis A.                 | 8004963         | Legal Services: DFW v. INET Airport Systems         | Legal              | **Contract Value:** $246,250.00  
**This Action:** $48,750.00  
**Revised Contract Value:** $295,000.00  
**Paid to Date:** $216,162.62 |
| Integra Realty Resources DFW, LLC| 8005011         | Real Estate Appraisal Services                      | Commercial Development | **Contract Value:** $50,000.00  
**This Action:** $37,950.00  
**Revised Contract Value:** $87,950.00  
**Paid to Date:** $9,050.00 |
| Moses, Palmer & Howell LLP       | 8004985         | Legal Services: Oil and Gas Matters                 | Legal              | **Contract Value:** $147,500.00  
**This Action:** $48,750.00  
**Revised Contract Value:** $196,250.00  
**Paid to Date:** $64,006.12 |
| Safegate Airport Systems, Inc.   | 8004215         | Level Three Autodock Support                        | Information Technology Services | **Contract Value:** $746,880.63  
**This Action:** $49,000.00  
**Revised Contract Value:** $795,880.63  
**Paid to Date:** $553,280.70 |

**TOTAL**  
$227,450.00
AGENDA
CONCESSIONS/COMMERCIAL DEVELOPMENT COMMITTEE
Tuesday, August 30, 2016
1:10 p.m.

CONCESSIONS/COMMERCIAL DEVELOPMENT COMMITTEE

40. Approve Minutes of the Concessions/Commercial Development Meeting of August 2, 2016.

Action Items for Consideration

S. McCloskey 41. Approve execution of Contract No. 8005081, for Professional Consumer Research Services, with SmartRevenue.com Inc., of Stamford, Connecticut, in an amount not to exceed $420,000.00 for a period of one year, with four additional one-year options to renew, subject to funding availability.

CLOSED SESSION

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

   a) Chesapeake Litigation.

OPEN SESSION

Action Items for Consideration

J. Terrell 43. Approve authorization to request that Cities of Dallas and Fort Worth to execute a full and final settlement of Cause No. 236286059-16; DFW International Airport Board, City of Fort Worth and City of Dallas, Plaintiffs v. Chesapeake Exploration LLC and TOTAL E&P USA, Defendants, in the 236th Judicial District of Tarrant County, Texas

Discussion Items

Z. Campbell 44. Upcoming Concessions Opportunities.

45. Permits Issued by Concessions.
Concessions/ Commercial Development

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

Date 09/01/2016
Committee Concessions/Commercial Development
Subject Professional Consumer Marketing Research
Resolution #

Action
That the Chief Executive Officer or designee be authorized to execute Contract No. 8005081, for Professional Consumer Research Services, with SmartRevenue.com Inc., of Stamford, Connecticut, in an amount not to exceed $420,000.00 for a period of one year, with four additional one-year options to renew, subject to funding availability.

Description
• Award a Contract for Professional Consumer Research Services for the Airport’s Marketing Services Department.

Justification
• This Contract will provide onsite multilingual and English speaking professional interviewers to administer research questionnaires, interpret traveler comments and probe for accurate and detailed responses.
• This Contract will provide an on-site supervisor that understands the objective, logic and methodology of each study in order to manage interviewers, monitor quotas, ensure data accuracy, and provide analysis of sample distribution and qualitative feedback on data collected.
• DFW research questionnaires support key management decisions regarding Customer Experience and the testing of consumer preferences and behavior.

D/S/M/WBE Information
• In accordance with the Board’s SBE Program, the SBE goal for this contract is 25%.
• SmartRevenue.com Inc., a certified Small Business Enterprise, (WM-C), has committed to achieving 100% SBE participation through self-performance.

Schedule/Term
• Start Date: September 2016
• Contract Term: One year, with four one-year renewal options

<table>
<thead>
<tr>
<th>Contract #</th>
<th>Agreement #</th>
<th>Purchase Order #</th>
<th>Action Amount</th>
<th>Revised Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>8005081</td>
<td>NTE</td>
<td></td>
<td>NTE $420,000.00</td>
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</tbody>
</table>

For Information contact
Sharon McCloskey
3-4620

<table>
<thead>
<tr>
<th>Fund</th>
<th>Project #</th>
<th>External Funding Source</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>0102</td>
<td></td>
<td></td>
<td>$420,000.00</td>
</tr>
</tbody>
</table>
Additional Information

- Three (3) Proposals, three (3) from SBE firms, were received and opened on July 12, 2016.
- Based on evaluation of the Proposal submitted, the Evaluation Committee, consisting of representatives from the Airports Marketing, Customer Experience, Parking and Business Diversity and Development Departments, recommends that the Contract be awarded to SmartRevenue.com Inc., of Stamford, Connecticut.
- SmartRevenue.com Inc., has seven (7) offices around the world. DFW will be working with the regional office in Denton, Texas.

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to execute Contract No. 8005081, for Professional Consumer Research Services, with SmartRevenue.com Inc., of Stamford, Connecticut, in an amount not to exceed $420,000.00 for a period of one year, with four additional one-year options to renew, subject to funding availability.

Approved as to Form by

Rodriguez, Elaine
Legal Counsel
Aug 18, 2016 6:19 pm

Approved as to Funding by

Underwood, Max
Vice President Finance
Finance
Aug 18, 2016 3:50 pm

Approved as to M/WBE by

Burks Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Aug 18, 2016 4:26 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by

Sharon McCloskey
Department Head
Marketing Services
Aug 17, 2016 3:40 pm

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

Date 09/01/2016  Committee Concessions/Commercial Development  Subject Settlement of Dallas Fort Worth International Airport Board, et al v. Chesapeake Exploration LLC.  Resolution #

Action
That the Chief Executive Officer or designee be authorized to request the Cities of Dallas and Fort Worth to execute a full and final settlement of Cause No. 236286059-16; DFW International Airport Board, City of Fort Worth and City of Dallas, Plaintiffs v. Chesapeake Exploration LLC and TOTAL E&P USA, Defendants, in the 236th Judicial District of Tarrant County, Texas.

Description
- The proposed settlement will settle all outstanding disputes between the parties, in the referenced litigation, on the following items:
  - **Drilling Obligations.** Chesapeake will pay DFW $8,000,000 related to the Drilling Commitment Obligation and dismiss with prejudice all claims in this case except for a Declaratory Judgement to construe whether the drilling commitment contained in the Partial Settlement requires the drilling of horizontal wells or vertical wells.
  - **Injected and Gas Lift Gas.** Chesapeake will make a payment of $1,000,000 for royalty that has not been properly paid on gas injected for gas-lift or used for compression and DFW will receive royalty on 1/2 of all volumes of gas injected for gas-lift operations and gas used for compression on or after September 1, 2016.
  - **Decommissioning of CH Pipeline.** The pipeline located south of the Line of Demarcation, running in part between the CH and proposed CR pad sites shall be decommissioned.
  - **Plug and Abandon Wells South of the Line of Demarcation.** Chesapeake will plug and abandon the following wells, and remediate the drill sites including associated frac ponds located south of the Line of Demarcation: C4HH, C4HE, C5HE and C5HQ.
  - **Remediate Pad Sites South of the Line of Demarcation.** Chesapeake will remediate the following pad sites located south of the Line of Demarcation; CB, CG, CE, CH, CK, CN, CP, CQ, CT and associated frac ponds.
  - **Plug and Abandon Wells North of the Line of Demarcation.** Chesapeake shall commence to plug and abandon the following wells and remediate the drill sites including associated frac ponds located north of the Line of Demarcation: B1HV, B9HX, B4HG, B6HG, B1HY, B7HY and B11HY.
  - **Remediate Pad Sites North of the Line of Demarcation.** Chesapeake shall remediate the drill sites including associated frac ponds located north of the Line of Demarcation; BG, BV, BX, BY and BZ.
  - **Fulfillment of Obligation.** Upon fulfillment of the obligations set forth above, the drilling commitment required by the lease shall be deemed to have been fulfilled and the Lease shall remain in effect as to all of the lands north of the Line of Demarcation as one retained tract.
  - **Release of Southern Acreage.** All acreage south of the Line of Demarcation shall be released within seven days of Plaintiffs’ dismissal with prejudice of all claims in this case except for the Declaratory Judgement.
  - **Declaratory Judgement.** To determine whether the drilling commitment contained in the Partial Settlement requires the drilling of horizontal wells or vertical wells, the parties will work together in good faith on a stipulated set of facts to present on summary judgement to the Court. If after all appeals are exhausted and there is a declaration or determination that the Drilling Commitment Obligation was to be satisfied by horizontal wells, or that the Drilling Commitment Obligation could not be satisfied by vertical wells, then defendants will make an additional payment of $10 million to Plaintiffs within thirty (30) of the final mandate being issued.
  - **Assignment of leasehold to Saddle Barnett Resources LLC.** DFW will consent to the assignment of Chesapeakes’ to Saddle Barnett Resources, LLC (or its designee) within three days of receipt of the $8,000,000 related to the Drilling Commitment.

D/S/M/WBE Information
- N/A - Not subject to a goal per the Board's SBE Policy due to the nature of the Board Action (Legal Settlement).

Schedule/Term

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

For Information contact
John Terrell
3-4655

Fund Project # External Funding Source Amount

$0
Resolution #

Justification: This will fully settle all issues in controversy between DFW and Chesapeake.

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to request the Cities of Dallas and Fort Worth to execute a full and final settlement of Cause No. 236286059-16; DFW International Airport Board, City of Fort Worth and City of Dallas, Plaintiffs v. Chesapeake Exploration LLC and TOTAL E&P USA, Defendants, in the 236th Judicial District of Tarrant County, Texas.

Approved as to Form by
Rodriguez, Elaine
Legal Counsel
Aug 23, 2016 5:15 pm

Approved as to Funding by
Underwood, Max
Vice President Finance
Finance
Aug 23, 2016 3:58 pm

Approved as to M/WBE by
Burks Lee, Tamela
Vice President Business Diversity and Development
Business Diversity and Development
Aug 23, 2016 2:51 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by
Department Head
Commercial Development
Aug 23, 2016 2:17 pm

Pending
Chief Executive Officer
Date
Concessions/ Commercial Development

Discussion
Item For Discussion
Permits Issued by Concessions

Description

- **Travelex Currency Services Inc., d/b/a Travelex Worldwide Money** was issued Permit Number 010078 for the operation of a Currency Exchange Kiosk in Terminal E at Gate E17. Permittee shall pay a Concession Fee of twelve percent (12%) of all gross receipts. The term for the Permit is from May 15, 2016 to May 14, 2017.

- **DFW Pop Restaurants, LLC, d/b/a Cantina Laredo** was issued an Amendment to Lease Number 008716 for 400 square feet of storage space identified as B-2-115D-A04. The Amendment is co-terminus with the Lease and the Concessionaire will be charged $50.00 per square foot of space, per year, subject to annual increases.

- **JCDecaux Airport Dallas Fort Worth, LLC** was issued an Amendment to Lease Number 010068 for 125 square feet of storage space identified as D.2.ST009.A01. The Amendment is co-terminus with the Lease and the Concessionaire will be charged $50.00 per square foot of space, per year, subject to annual increases.