MINUTES OF THE
DALLAS-FORT WORTH INTERNATIONAL AIRPORT BOARD
SEPTEMBER 1 2016
8:30 a.m.

Convening of the Meeting – The Regular Meeting of the Dallas-Fort Worth International Airport Board was duly convened and held in the Board Room of the DFW Airport Headquarters building of the Dallas-Fort Worth International Airport Board at 8:30 a.m., on Thursday, September 1, 2016, pursuant to earlier notification thereof to the members of the Board and public. The following quorum was present:

Sam Coats, Chair   Henry Borbolla III
William Meadows, Vice Chair   Bridget M. Lopez
Bernice J. Washington, Secretary   Regina Montoya
Mayor Mike Rawlings   Curtis Ransom
Mayor Betsy Price   Amir Rupani
Lillie Biggins   Karen Hunt

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

AGENDA

A. The Invocation was given by Chaplain Doni Evans.

B. The Pledge of Allegiance was recited.

C. Announcements:

Announcements by Sam Coats, Chair:

• Mayor Karen Hunt was welcomed back to the Board.

Announcements by Sean Donohue, CEO:

• DFW Airport shared the news of the death of a construction subcontractor employee who fell into an elevator shaft on Wednesday while on the job.

D. The Minutes of the Regular Board Meeting of August 4, 2016 were approved.

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

1 Non-Voting Board Member from the City of Coppell
F. The Financial Report was presented by Chris Poinsatte CFO/EVP Finance and Information Technology Services.

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

1. The minutes of the Retirement/Investment Committee Meeting of June 28, 2016 were approved during the Committee Meeting of August 30, 2016.

Action Item for Consideration

2. The Airport Board unanimously adopted Resolution No. 2016-09-196 the 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. The Airport Board unanimously adopted Resolution No. 2016-09-197 to approve the 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

4. Quarterly Investment Report was presented by Richard Holbein of The Bogdahn Group.

OPERATIONS COMMITTEE
Operations Committee Chairman William Meadows reported that the Committee met on Tuesday, August 30, 2016, at 12:45 p.m., in the Board Room of the DFW Airport Headquarters Building and recommended approval of the following:

5. The minutes of the Operations Committee Meeting of August 2, 2016 were approved during the Committee Meeting of August 30, 2016.

Consent Items for Consideration

6. The Airport Board unanimously adopted Resolution No. 2016-09-198 to approve the 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.

7. The Airport Board unanimously adopted Resolution No. 2016-09-199 to approve the 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. The Airport Board unanimously adopted Resolution No. 2016-09-200 to approve the 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. The Airport Board unanimously adopted Resolution No. 2016-09-201 to approve the 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. The Airport Board unanimously adopted Resolution No. 2016-09-202 to approve the 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.

11. The Airport Board unanimously adopted Resolution No. 2016-09-203 to approve the 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. The Airport Board unanimously adopted Resolution No. 2016-09-204 to approve the 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

13. The Airport Board unanimously adopted Resolution No. 2016-09-205 to approve the 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.

14. The Airport Board unanimously adopted Resolution No. 2016-09-206 to approve the 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

15. The Airport Board unanimously adopted Resolution No. 2016-09-207 to approve the execution of Contract Modification to Supplemental Agreement No. 11, Contract No. 9500421, Terminal Renewal and Improvement Program, Terminal A Phase 3, with Balfour/Aztecta/Russell/CARCON, a joint venture, of Dallas, Texas, in an amount not to exceed $3,626,612.00.
16. The Airport Board unanimously adopted Resolution No. 2016-09-208 to approve the 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 deductible 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.

Discussion Items

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

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

FINANCE/AUDIT COMMITTEE
Finance/Audit Committee Chair Regina Montoya reported that the Committee met on Tuesday, August 30, 2016, at 12:55 p.m., in the Board Room of the DFW Airport Headquarters Building and recommended approval of the following:

19. The minutes of the Finance/Audit Committee Meeting of August 2, 2016 were approved during the Committee Meeting of August 30, 2016.

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

Consent Items for Consideration

21. The Airport Board unanimously adopted Resolution No. 2016-09-209 to approve the execution Contract No. 8005096 for Strategy and Financial Advice Consulting, with McDonough 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.

22. The Airport Board unanimously adopted Resolution No. 2016-09-210 to approve the 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.

23. The Airport Board unanimously adopted Resolution No. 2016-09-211 to 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.

24. The Airport Board unanimously adopted Resolution No. 2016-09-212 to approve the 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.
The Airport Board unanimously adopted Resolution No. 2016-09-213 to approve the increase of 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.

The Airport Board unanimously adopted Resolution No. 2016-09-214 to approve the 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.

The Airport Board unanimously adopted Resolution No. 2016-09-215 to approve the 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.

The Airport Board unanimously adopted Resolution No. 2016-09-216 to 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.

The Airport Board unanimously adopted Resolution No. 2016-09-217 to 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**

30. The Airport Board unanimously adopted Resolution No. 2016-09-218 to approve the 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.

31. The Airport Board unanimously adopted Resolution No. 2016-09-219 to approve the Audit Services FY 2017 Annual Plan.

32. The Airport Board unanimously adopted Resolution No. 2016-09-220 to approve a new Air Service Incentive Program (ASIP) to replace the current Air Service Incentive Program.

33. The Airport Board unanimously adopted Resolution No. 2016-09-221 to approve the Fiscal Year Budget for the Dallas Fort Worth International Airport Public Facility Improvement Corporation (PFIC).

34. The Airport Board unanimously adopted Resolution No. 2016-09-222 to 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.

35. The Airport Board unanimously adopted Resolution No. 2016-09-223 to approve the 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. The Airport Board unanimously adopted Resolution No. 2016-09-224 to approve the 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.

37. The Airport Board unanimously adopted Resolution No. 2016-09-225 to approve the 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.

**FINANCE/AUDIT COMMITTEE ADDENDUM**

**ADDENDUM Action Item for Consideration**


**Discussion Items**

38. Monthly D/S/MWBE Expenditure Report was distributed to the Board.

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

**CONCESSIONS/COMMERCIAL DEVELOPMENT COMMITTEE**

Concessions/Commercial Development Committee Chair Bridget Lopez reported that the Committee met on Tuesday, August 30, 2016, at 1:10 p.m., in the Board Room of the DFW Airport Headquarters Building and recommended approval of the following:

40. The minutes of the Concessions/Commercial Development Meeting of August 2, 2016 were approved during the Committee Meeting of August 30, 2016.

**Action Items for Consideration**

41. The Airport Board unanimously adopted Resolution No. 2016-09-227 to approve the 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 was held for the purposes of seeking the Board’s attorney’s advice with respect to pending or contemplated litigation, a settlement offer, or other matters that are exempt from public disclosure under the Texas Disciplinary Rules of Professional Conduct of the State Bar of Texas (Article X, Section 9 of the State Bar Rules), to wit:

   a) Chesapeake Litigation

OPEN SESSION

Action Items for Consideration

43. The Airport Board unanimously adopted Resolution No. 2016-09-228 to approve the 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 Item

44. Upcoming Concessions Opportunities was presented by Zenola Campbell Vice President Concessions at the Committee meeting held on August 30, 2016.

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

FULL BOARD

CLOSED SESSION

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

   a) Chesapeake Litigation.

OPEN SESSION
Discussion Items

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

48. Next Committee meetings – October 11, 2016
   Next Regular Board meeting – October 13, 2016

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Sam Coats
Chair

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Bernice J. Washington
Secretary