

**MINUTES OF THE
DALLAS-FORT WORTH INTERNATIONAL AIRPORT BOARD
JANUARY 5, 2017
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, January 5, 2017, 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 ¹

Board staff in attendance:

Sean Donohue, John Ackerman, Ken Buchanan, Khaled Naja, Chris Poinsette, Linda Valdez Thompson, Rob Darby, Elaine Rodriguez, Alan Black, Armin Cruz, Milton De La Paz, Rusty Hodapp, Robert Horton, Karen Kavanagh, Tamela Lee, Ollie Malone Jr., Sharon McCloskey, Mike Phemister, Steve Shaffer, Nate Smith, John Terrell, Paul Tomme, Max Underwood, Traci Henderson.

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AGENDA

- A. The Invocation was given by Chaplain DD Hayes.
- B. The Pledge of Allegiance was recited.
- C. Announcements by Sam Coats, Board Chair:
 - Board Secretary Bernice Washington and Board Member Curtis Ransom were acknowledged as this will be their last full Board meeting.
 - Board Member Lillie Biggins was congratulated for her receipt of the 2016 Erma Johnson Hadley Legacy Award by the Fort Worth Business Press.

Announcements by Sean Donohue, CEO:

- A recap of the DFW Airport Holiday Box Campaign was presented and Coca Cola representatives Mr. Bob Sweeney, Vice President and General Manager of Coca Cola's Dallas Market Unit, Tim Sullivan, Director of Sales, Ed Naudin DFW Airport Account Executive, and Ish Arebalos, Director of Public Affairs and Communications were recognized for their contribution to the campaign and providing Coca Cola to over 5,500 military service members on their way home for the holiday. In addition, Einstein's, Twisted Root, Qdoba, Tigin, and the Dallas Black Dance Theater company were acknowledged for participating in the Holiday Boxes program.
- DFW employees participated in the annual Angel Tree by the Salvation

¹Non-Voting Board Member from the City of Coppell

Army. DFW Employees contributed gifts valued at almost \$12,000.00 which benefitted 137 adopted angels. Board Chairman Sam Coats and Board Secretary Bernice Washington were recognized for their service on the Advisory Board for the Salvation Army.

- DFW Media Highlights were presented.
- DFW was acknowledged by USA Today for being the #1 “instagrammed” location in the State of Texas.
- DFW’s on-time performance was 80% for the 12 day holiday period.
- James Spaniolo President and CEO of the North Texas Commission was introduced and recognized.

- D. The Minutes of the Regular Board Meeting of December 1, 2016 were approved.
- E. The Air Service Highlights were presented by Milton De La Paz Vice President Airline Relations.
- F. The Financial Report was presented by Chris Poinsette Executive Vice President Finance and Information Technology Services.
- G. The Annual MWBE Report was presented by Tamela Lee Vice President Business Diversity and Development.

RETIREMENT/INVESTMENT COMMITTEE

Retirement/Investment Committee Chair Henry Borbolla III reported that the Committee met on Tuesday, January 3, 2017, at 12:30 p.m., in the Board Room of the DFW Airport Headquarters Building and recommended approval of the following:

1. The minutes of the Operations Committee Meeting of October 11, 2016 were approved during the Committee Meeting of January 3, 2017.

Action Items for Consideration

2. The Airport Board unanimously adopted Resolution No. 2017-01-001 to approve authorization to terminate the Investment Agreement with South Texas Money Management.

Discussion Item

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

OPERATIONS COMMITTEE

Operations Committee Chairman William Meadows reported that the Committee met on Tuesday, January 3, 2017, at 12:40 p.m., in the Board Room of the DFW Airport Headquarters Building and recommended approval of the following:

4. The minutes of the Operations Committee Meeting of November 29, 2016 were approved during the Committee Meeting of January 3, 2017.

Action Items for Consideration

5. The Airport Board unanimously adopted Resolution No. 2017-01-002 to approve the execution of Contract No. 7006431, for Fuel Separator Cleaning and Inspection Services, with Ace Pipe Cleaning, Inc., of Kansas City, Missouri, in an amount not to exceed \$1,060,692.65, for the initial three-year term of the Contract, with two one-year options to renew subject to funding availability.
6. The Airport Board unanimously adopted Resolution No. 2017-01-003 to approve the execution of Contract No. 8500343, for Indefinite Delivery of Retro Commissioning and Infrastructure Condition Assessment Services with Sebesta, Inc. d/b/a NV5, of Arlington, Texas, in an amount not to exceed \$5,000,000.00.
7. The Airport Board unanimously adopted Resolution No. 2017-01-004 to approve authorization to increase Purchase Order No. 271525, for additional Compressed Natural Gas-Powered Shuttle Buses, with Alliance Bus Group, Inc., of Lewisville, Texas, in the amount of \$12,546,576.00, for a revised Purchase Order amount no to exceed \$26,063,457.00.
8. The Airport Board unanimously adopted Resolution No. 2017-01-005 to approve the execution of Contract 7006422 for Enterprise Facilities Maintenance and Repair Service with John Bean Technologies Corporation, of Ogden Utah, in an amount not to exceed \$58,141,560.38, for the five-year term of the Contract and extend the term of Contract 7005482, Terminal E Mechanical, Electrical, Plumbing and Structural Service, for six months and increase the Contract amount not to exceed \$1,877,704.96, for a revised Action amount of \$20,691,495.15. Total amount for this Action is \$60,019,265.34.
9. The Airport Board unanimously adopted Resolution No. 2017-01-006 to approve the execution of Contract No. 7006437, for Fabrication and Installation of Roadway Signage, with Synergy Signs and Services, LLC, of Fort Worth, Texas, in the amount not to exceed \$3,000,000.00, for the initial three year Contract term with options to renew for two additional one-year periods, subject to funding availability.
10. The Airport Board unanimously adopted Resolution No. 2017-01-007 to approve the execution of Contract No. 7006438, for Fabrication and Installation of Facilities Signage, with Synergy Signs and Services, LLC, of Fort Worth, Texas, in the amount not to exceed \$5,000,000.00, for the initial three year Contract term with options to renew for two additional one-year periods, subject to funding availability.

Terminal Renewal and Improvement Program Action Items for Consideration

11. The Airport Board unanimously adopted Resolution No. 2017-01-008 to approve the execution of a Contract Modification to Contract No. 9500406, with Manhattan/Byrne/JRT/3i, a Joint Venture, in an amount not to exceed \$733,163.00 and Contract No. 9500421, with Balfour/Azteca/Russell/CARCON, a joint venture, in an amount not to exceed \$249,311.00, for Construction Manager-At-Risk Services. Total amount of action is \$982,474.00.

Discussion Items

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

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

FINANCE/AUDIT COMMITTEE

Finance/Audit Committee Chair Regina Montoya reported that the Committee met on Tuesday, January 3, 2017, at 12:50 p.m., in the Board Room of the DFW Airport Headquarters Building and recommended approval of the following:

14. The minutes of the Finance/Audit Committee Meeting of November 29, 2016 were approved during the Committee Meeting of January 3, 2017.
15. The Financial Report was presented by Max Underwood Vice President of Finance.

Action Items for Consideration

16. The Airport Board unanimously adopted Resolution No. 2017-01-009 to approve authorization to enter into an Interlocal Agreement with the North Central Texas Regional Certification Agency (NCTRCA) for Certification Services.
17. The Airport Board unanimously adopted Resolution No. 2017-01-010 to approve authorization to increase Contract No. 8004930, for Quality Assurance and Managed Regression Testing Services, with Cigniti Technologies, Inc., of Irving, Texas, in an amount not to exceed \$800,000.00, for a revised contract not to exceed amount of \$2,000,000.00.

Discussion Items

18. Monthly D/S/M/WBE Expenditure Report was distributed to the Board.
19. Purchase Orders/Contracts and Professional Services Contracts approved by Authorized Staff were distributed to the Board.

CONCESSIONS/COMMERCIAL DEVELOPMENT COMMITTEE

Concessions/Commercial Development Committee Chair Bridget Lopez reported that the Committee met on Tuesday, January 3, 2017, at 1:00 p.m., in the Board Room of the DFW Airport Headquarters Building and recommended approval of the following:

20. The minutes of the Concessions/Commercial Development Meeting of November 29, 2016 were approved during the Committee Meeting of January 3, 2017.

Consent Items for Consideration

21. The Airport Board unanimously adopted Resolution No. 2017-01-011 to approve authorization to amend Concession Lease No. 010021 between Dallas Fort Worth International Airport Board and D & B Mitchell Group, LLC dba Banh Shop.

Action Items for Consideration

22. The Airport Board unanimously adopted Resolution No. 2017-01-012 to approve the execution of an a Section 559 Reimbursable Services Agreement, or such similar agreement statutorily authorized by Congress, with Customs and Border Protection (CBP), that will convert/replace the current Section 560 Reimbursable Services Agreement that will expire in 2018.
23. The Airport Board unanimously adopted Resolution No. 2017-01-013 to approve authorization to increase Contract No. 7005841, for Terminal E Custodial Services, with UBM Enterprise, Inc., of Dallas, Texas, in an amount not to exceed \$585,423.83, for a revised Contract amount not to exceed \$8,458,073.18; and extend the term of the Contract on a month-to-month basis, not to exceed four months.
24. The Airport Board unanimously adopted Resolution No. 2017-01-014 to approve the execution of Contract No. 7006433, for Terminals A and C Skylink and Concessions Custodial Services, with CORPCARE, Inc., of Irving, Texas, in an amount not to exceed \$4,822,631.91 for the initial three-year term of the Contract, with options to renew for two additional one-year periods, subject to funding availability.
25. The Airport Board unanimously adopted Resolution No. 2017-01-015 to approve the execution of a new Lease Agreement (DFTACN-17-L-00022) with The United States of America, Department of Transportation, Federal Aviation Administration, ("Tenant") for approximately 1.38 acres of land to operate an Air Route Traffic Control Center (ARTCC) Staging Area and terminate lease DTFA07-94-L-01102 for 9.04 acres with Tenant.
26. The Airport Board unanimously adopted Resolution No. 2017-01-015 to approve the execution of a Lease Agreement with American Airlines, Inc., ("Tenant") for approximately 7.69 acres of land for an employee parking lot.
27. The Airport Board unanimously adopted Resolution No. 2017-01-017 to approve the execution of a Sublease Agreement with ABM Parking Services, Inc., ("Subtenant") for approximately 10,160 square feet of warehouse space to maintain equipment for the employee bussing business.
28. The Airport Board unanimously adopted Resolution No. 2017-01-018 to approve the authorization to request the Cities of Dallas and Fort Worth to execute a full and final settlement of Cause No. 236-286059-16; DFW International Airport Board, City of Fort Worth and City of Dallas, Plaintiffs v. Chesapeake Explorations LLC and TOTAL E&P USA, Defendants, in the 236th Judicial District of Tarrant County, Texas.

Discussion Items

29. Commercial Development Short-Term Licenses were distributed to the Board.

FULL BOARD

CLOSED SESSION

30. 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) Interlocutory Appeal of Ruling in Vizant v. DFW Airport Board
- b) Assignment of TGI Friday's Lease

OPEN SESSION

Action Items for Consideration

31. The Airport Board unanimously adopted Resolution No. 2017-01-019 to approve authorization to consent in writing to the assignment of the TGI Friday's lease in Terminals B, C, and E from TGIF/DFW Restaurant Joint Venture to TGIF/DFW Terminals B, C, and E Restaurant Joint Venture.

Registered Speaker Kevin Buchanan with Kevin Buchanan & Associates P.L.L.C. was present however, elected not to speak.

Discussion Items

- 32. There were no Registered Speakers (item unrelated to agenda items)
- 33. Next Committee meetings – January 31, 2017
Next Regular Board meeting – February 2, 2017

Sam Coats
Chair

Bernice J. Washington
Secretary