

DALLAS-FORT WORTH INTERNATIONAL AIRPORT BOARD
MARCH 9, 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, March 9, 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	Matrice Ellis-Kirk
Regina Montoya, Secretary	Bridget Lopez
Mayor Mike Rawlings	Amir Rupani
Mayor Betsy Price	Bernice J. Washington
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, Sharon McCloskey, Casey Norton, Mike Phemister, Ali Tafreshi, Nate Smith, Greg Spoon, John Terrell, Max Underwood, Traci Henderson.

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AGENDA

- A. The Invocation was delivered by Chaplain DD Hayes.
- B. The Pledge of Allegiance was recited.
- C. Announcements by Sam Coats, Board Chair:
 - Board Member Matrice Ellis-Kirk was recognized for her birthday today March 9.
 - Former Board Member Curtis Ransom, whose term ended on January 31, 2017, was recognized and presented with a gift and a resolution. Mayors Rawlings and Price and Board Chair Sam Coats thanked Mr. Ransom for his service and contributions.

Announcements by Sean Donohue, CEO:

- Board Chair Sam Coats was congratulated for his receipt of the 2017 Global Vision Award from the Greater Dallas Taiwanese Chamber of Commerce.
- DFW Airport received the 2016 Airport Service Quality Award by Airports Council International (ACI). This award recognizes the best airports in the world according to the ACI's Airport Service Quality passenger satisfaction survey.

- For the second year in a row DFW Airport has been awarded the Climate Leadership Award for Organizational Leadership by the Environmental Protection Agency.
- In February DFW Airport met with Twelve Minority Chamber and Advocacy groups to review the success of our partnerships and finalize agreements for 2017.
- DFW's African-American Employee Resource Group known as AACTION, held their 15th Black History month event. The Keynote speaker was Nakia Douglas, Executive Director of the South Oak Cliff Feeder Pattern with Dallas ISD. Mr. Douglas spoke on the importance of education, especially STEM education.
- Tamela Lee, Vice President of Business Diversity and Development was recognized as one of the Top 25 leaders in Diversity at the 10th Annual Minority Business Leader Awards hosted by the Dallas Business Journal.
- Chad Makovsky the new Executive Vice President of Operations was introduced and welcomed.
- DFW Media Highlights were presented.
- CEO Donohue gave a brief recap of his testimony before the Subcommittee on Aviation at the United States House of Representatives about the infrastructure needs for the nation's airports.

D. The Minutes of the Regular Board Meeting of February 2, 2017 were approved.

Board Member Bridget Lopez left the meeting at 8:51 a.m. and returned at 8:53 a.m.

- E. Air Service Highlights were presented by Milton De La Paz Vice President Airline Relations.
- F. Financial Report was presented by Chris Poinatte Executive Vice President Finance and Information Technology Services.
- G. The Customer Experience Briefing was presented by Ken Buchanan Executive Vice President of Revenue Management.

Board Member Matrice Ellis-Kirk left the meeting at 9:25 a.m.

RETIREMENT/INVESTMENT COMMITTEE

Retirement/Investment Committee Chairman Henry Borbolla III reported that the Committee met on Tuesday, March 7, 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 Retirement/Investment Committee Meeting of January 3, 2017 were approved during the Committee Meeting of March 7, 2017.

Action Items for Consideration

2. The Airport Board unanimously adopted Resolution No. 2017-03-048 to approve the attached Statement of Investment Policy for DFW Retirement Plans and Other Post-Employment Benefit Trust.
3. The Airport Board unanimously adopted Resolution No. 2017-03-049 to approve authorization to execute the required documents to create an account to allow DFW to self-manage a portion of DFW Retirement Funds and that the Airport Board approves five exchange traded funds (ETFs) and a broker/dealer to facilitate trades.

Discussion Items

4. The Quarterly Investment Report was presented by Richard Holbein of AndCo Consulting.

OPERATIONS COMMITTEE

Operations Committee Chairman William Meadows reported that the Committee met on Tuesday, March 7, 2017, at 12:50 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 January 31, 2017 were approved during the Committee Meeting of March 7, 2017.

Consent Items for Consideration

6. The Airport Board unanimously adopted Resolution No. 2017-03-050 to approve execution of Purchase Order No. 272973, for Compactors, to J.V. Manufacturing Inc./Cram-A-Lot, of Springdale, Arkansas, in an amount not to exceed \$70,532.50.
7. The Airport Board unanimously adopted Resolution No. 2017-03-051 to approve execution of Contract No. 7006467, for DPS Canine Veterinary Services, with Ruffner Veterinary P.C. dba Golden Triangle Animal Hospital, of Southlake, Texas in an amount not to exceed \$60,000.00, for the initial one-year term of the Contract, with options to renew for four additional one-year periods, subject to funding availability.

Action Items for Consideration

8. The Airport Board unanimously adopted Resolution No. 2017-03-052 to approve execution of Contract No. 7006418, for Guard Services, with Boutchantharaj Corporation dba DFW Security Protective Force, of Fort Worth, Texas in an amount not to exceed \$926,527.52, for the initial one-year term of the Contract, with options to renew for four additional one-year periods, subject to funding availability.

9. The Airport Board unanimously adopted Resolution No. 2017-03-053 to approve increase to Contract No. 7005482, for Terminal E Mechanical, Electrical, Plumbing, Building/Structural and Ramp Services, with John Bean Technologies Corporation, of Ogden, Utah, in an amount not to exceed \$688,486.00, for a revised Contract amount not to exceed \$21,379,981.15.
10. The Airport Board unanimously adopted Resolution No. 2017-03-054 as amended to approve increase to Contract No. 8500323, On-Call Airport Planning Services, with Ricondo & Associates, Inc. of Irving, Texas, in an amount not to exceed \$8,000,000.00 for a revised Contract amount not to exceed \$14,000,000.00.
11. The Airport Board unanimously adopted Resolution No. 2017-03-055 to approve rescinding award of Contract No. 7006445, for Program Management Software, with Oracle America, Inc., of Redwood City, California; and that the Chief Executive Officer, or Designee be authorized to execute Contract No. 7006493, for Program Management Software, with Oracle America, Inc., of Redwood City, California, in an amount not to exceed \$706,868.00, for the one year term of the Contract.
12. The Airport Board unanimously adopted Resolution No. 2017-03-056 to approve execution of a Delivery Order to Contract No. 9500551, Job Order Contract, with Azteca Enterprises, Inc., of Dallas, Texas, in an amount not to exceed \$1,740,000.00.
13. The Airport Board unanimously adopted Resolution No. 2017-03-057 to approve execution of one or more delivery orders for work to be performed on Terminal D Federal Inspection Services Improvements, in a collective amount not to exceed \$2,000,000.00, with one or more contractors with which DFW has active Job Order Contracts (JOC), based upon a determination by the CEO or his designee of which JOC contractor(s) offer(s) the best value and experience for the work.
14. The Airport Board unanimously adopted Resolution No. 2017-03-058 to approve execution of Contract No. 9500567, for the design and construction of the new DPS Headquarters, with J.E. Dunn Construction Company, of Dallas, Texas, in an amount not to exceed \$53,500,000.00.

Terminal Renewal and Improvement Program Action Items for Consideration

15. The Airport Board unanimously adopted Resolution No. 2017-03-059 to approve execution of a Contract Modification to Supplemental Agreement No. 13, Contract No. 9500406, Terminal Renewal and Improvement Program - Terminal B Phase 3, with Manhattan/Byrne/JRT/3i, a Joint Venture, of Dallas, Texas for no additional cost. The contract amount will remain unchanged at \$107,174,830.70.
16. The Airport Board unanimously adopted Resolution No. 2017-03-060 to approve execution of a Contract Modification to Supplemental Agreement No.7, Contract No. 9500406, Terminal Renewal and Improvement Program - Terminal B Baggage Handling System, with Manhattan/Byrne/JRT/3i, a Joint Venture, of Dallas, Texas, in an amount not to exceed \$5,538,782.00, for a revised Contract amount not to exceed \$24,989,290.98.

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 were distributed to the Board.

FINANCE/AUDIT COMMITTEE

Finance/Audit Committee Vice Chair Henry Borbolla III reported that the Committee met on Tuesday, March 7, 2017, at 1:05 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 January 31, 2017 were approved during the Committee Meeting of March 7, 2017.
20. The Financial Report was presented by Abel Palacios Assistant Vice President of Business Financial Planning.
21. FY 2016 External Audit Results were presented by Reem Samra Lead Audit Director with Deloitte.

Consent Items for Consideration

22. The Airport Board unanimously adopted Resolution No. 2017-03-061 to approve execution of Contract No. 8005137, for Mission Media and Public Relations Services, with Hill & Knowlton Strategies, LLC d/b/a Hill+Knowlton Strategies, of Dallas, Texas, in an amount not to exceed \$175,000.00, for a period of one year, with options to renew for four additional one-year periods, subject to funding availability.
23. The Airport Board unanimously adopted Resolution No. 2017-03-062 to approve amending the Lease Agreement between DFW Airport and ALX Cargo Center ("ALX") to increase the minimum monthly lease payment due to DFW Airport to cover the purchase of additional equipment to enhance the facility's capabilities.
24. The Airport Board unanimously adopted Resolution No. 2017-03-063 to approve increase to Purchase Order No. 272955, for additional Climate Control Cooler equipment, with T-Star Services, LLC, of Forest Hill, Texas, in an amount not to exceed \$128,962.07, for a revised Purchase Order amount not to exceed \$1,000,952.07.
25. The Airport Board unanimously adopted Resolution No. 2017-03-064 to approve increase to Legal Services Contract No. 8004963 with Luis A. Galindo of Fort Worth, Texas, in an amount not to exceed \$50,000.00, for a revised Contract amount not to exceed \$296,250.00.

26. The Airport Board unanimously adopted Resolution No. 2017-03-065 to approve increase to Contract No. 7002277, for Computerized Parking Control System (CPCS) Hardware and Software Maintenance Services, with Hewlett-Packard Enterprise Company (HPE), of Palo Alto, California in an amount not to exceed \$18,975.00, for a revised Contract amount not to exceed \$4,680,954.26.
27. The Airport Board unanimously adopted Resolution No. 2017-03-066 to approve execution of Contract No. 8005138, for IBM AppScan, with International Business Machines Corporation, of Pittsburgh, Pennsylvania, in an amount not to exceed \$61,795.00, for the one year term of the Contract, with options to renew annually, subject to funding availability.
28. The Airport Board unanimously adopted Resolution No. 2017-03-067 to approve increase to Contract No. 7003910, for Maintenance of 800MHz Trunked Radio System, with Harris Corporation, of Lynchburg, Virginia in an amount not to exceed \$214,228.58 and to extend the Contract for nine months, for a revised Contract amount not to exceed \$4,209,119.66.
29. The Airport Board unanimously adopted Resolution No. 2017-03-068 to approve execution of Contract No. 7006494, CCTV Maintenance, with Qognify, Inc., of Woodcliff Lake, New Jersey, in an amount not to exceed \$249,209.00, for an initial one year period, with options to renew annually, subject to funding availability.
30. The Airport Board unanimously adopted Resolution No. 2017-03-069 to approve amending payment terms in the DFW International Airport Board Collection Policy from twenty (20) days to twenty (25) days. This change establishes consistency with the FY 2017 Schedule of Charges.

Action Items for Consideration

31. The Airport Board unanimously adopted Resolution No. 2017-03-070 to approve execution of Purchase Order No. 273112, for Display Monitors, to SDF Professional Computers, Inc., dba SAI Computers, of Greenville, North Carolina, in an amount not to exceed \$447,500.00.
32. The Airport Board unanimously adopted Resolution No. 2017-03-071 to approve increase to Contract No. 7006084, for P25 Radio System Replacement Project, with E. F. Johnson Company, of Irving, Texas, in an amount not to exceed \$467,850.50, for a revised Contract amount not to exceed \$8,053,752.50.
33. The Airport Board unanimously adopted Resolution No. 2017-03-072 to approve execution of Contract No. 7006428, for Desktop Workstations, Laptops and Services, with Premier LogiTech LLC, of Grand Prairie, Texas, in an amount not to exceed of \$4,000,000.00 for an initial three year period, with options to renew for two additional one-year periods, subject to funding availability.

Discussion Items

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

35. 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, March 7, 2017 at 1:20 p.m., in the Board Room of the DFW Airport Headquarters Building and recommended approval of the following:

36. The minutes of the Concessions/Commercial Development Meeting of January 31, 2017 were approved during the Committee Meeting of March 7, 2017.

Consent Items for Consideration

37. The Airport Board unanimously adopted Resolution No. 2017-03-073 to approve amending Resolution No. 2016-11-267 relating to Concessions Lease Agreement 009779 between TRG Duty Free Joint Venture and the DFW International Airport Board.
38. The Airport Board unanimously adopted Resolution No. 2017-03-074 to approve revising the entity name of Lease Number 008676, as approved in Resolution No. 2016-01-021, between Dickey's DFW Terminal D JV, LLC and the Dallas Fort Worth International Airport Board.

Action Items for Consideration

39. The Airport Board unanimously adopted Resolution No. 2017-03-075 to approve execution of a Lease Agreement with AC Holdings, Inc. dba CNN Airport Network, a Network Television provider.
40. The Airport Board unanimously adopted Resolution No. 2017-03-076 to approve execution of a Lease Agreement with American Express Travel Related Services Company, Inc. d/b/a American Express Centurion Lounge, and authorize reimbursement expenditures in an amount not to exceed \$1,900,000.00.

Discussion Items

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

FULL BOARD

Discussion Items

42. Registered Speakers (item unrelated to agenda items)

The following person(s) were registered to speak but were not in attendance:

1. Harbi Hassan

43. Next Committee meetings – April 11, 2017
Next Regular Board meeting – April 13, 2017