

– NOTICE –
DALLAS FORT WORTH INTERNATIONAL AIRPORT
BOARD OF DIRECTORS
COMMITTEE MEETINGS TUESDAY, NOVEMBER 6, 2018

Operations Committee: 12:30 p.m.
Finance/Audit Committee: 12:40 p.m.
Concessions/Commercial Development Committee: 12:55 p.m.

AGENDA
DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD
November 8, 2018
8:30 a.m.

MEETING PLACE
2400 AVIATION DRIVE
BOARD ROOM – DFW AIRPORT HEADQUARTERS BUILDING
DFW AIRPORT, TX 75261

THIS MEETING LOCATION IS ACCESSIBLE. REQUESTS FOR ACCOMMODATIONS OR INTERPRETIVE SERVICES MUST BE MADE 48 HOURS PRIOR TO THIS MEETING BY CONTACTING DONNA SCHNELL AT 972-973-5752, FAX 972-973-4651, OR T.D. 1-800-RELAY-TX (1-800-735-2989) FOR INFORMATION OR ASSISTANCE. ADDITIONAL SEATING IS AVAILABLE IN THE MULTI-PURPOSE ROOM 1B1002T ACROSS FROM THE BOARD ROOM.

FOR DFW AIRPORT BOARD MEETING INFORMATION OR TO REGISTER TO SPEAK AT A BOARD MEETING, PLEASE EMAIL THE BOARD SECRETARY OR CALL 972 973-5752 BY 5 P.M. THE DAY BEFORE THE MEETING.

Consent Agenda – all items under this heading are a part of the Consent Agenda and require little or no deliberation by the Board. Approval of the Consent Agenda authorizes the Chief Executive Officer or his designee to implement each item in accordance with staff recommendation.

A closed executive session may be held with respect to a posted agenda item if the discussion concerns one of the following:

1. Contemplated or pending litigation or matters where legal advice is requested of the Board's Legal Counsel. Texas Government Code Section 551.071.
2. Discussion concerning sale or lease of real property, or negotiated contracts for donations to the Board, when such discussions would have a detrimental effect on the negotiating position of the Board. Texas Government Code Section 551.072.
3. Personnel matters involving discussions of the qualifications or performance of identifiable individuals already employed or being considered for employment by the Board. Texas Government Code Section 551.074.
4. The deployment, or specific occasions for implementation, of security personnel or devices. Texas Government Code Section 551.076.

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AGENDA

- A. Invocation – Chaplain DD Hayes
- B. Pledge of Allegiance
- C. Announcements
- D. Approve Minutes of the Regular Board Meeting of October 11, 2018
- E. Air Service Highlights – Milton De La Paz
- F. Financial Report – Max Underwood

OPERATIONS COMMITTEE

1. Approve Minutes of the Operations Committee Meeting of October 9, 2018.

Consent Item for Consideration

- | | |
|---------------|--|
| R. Hodapp | 2. Approve a decrease to Contract No. 9500594, Rehabilitate Airfield Lighting Systems FY2016 - Vault Modifications, M.C. Dean, Inc., of Addison, Texas, in a deductive amount not less than (\$165,041.92), for a revised Contract amount of \$2,079,552.83. |
| T. Huddleston | 3. Approve rejection of a bid from Four Stars Chevrolet, LLC, and execution of Purchase Order No. 275439, for Vehicles, to Rockdale Country Ford, of Rockdale, Texas, in the amount of \$60,376.00. |

Action Items for Consideration

- | | |
|---------------|---|
| R. Hodapp | 4. Approve an increase to Reimbursement Agreement No. 5000845, for Runway 17C/35C Rehabilitation, with the Federal Aviation Administration, Southwest Region, in an amount not to exceed \$362,880.00 for a revised Contract amount of \$845,693.09. |
| | 5. Approve execution of Contract No. 8500363, Materials Testing and Inspection Services, with Alliance Geotechnical Group, Inc., of Dallas, Texas, in an amount not to exceed \$6,000,000.00, for the initial three-year term of the Contract. |
| T. Huddleston | 6. Approve the annual contract escalation for the Amended and Restated Contract No. 7005350, for Skylink Operations and Maintenance, with Bombardier Transportation (Holdings) USA, Inc., of Pittsburgh, Pennsylvania, in an amount not to exceed \$1,571,674.96, for a revised Contract amount of \$170,816,746.86. |
| | 7. Approve execution of Contract No. 7006720, for Baggage Handling System Parts, with Kaman Corporation, of Arlington, Texas, in an amount not to exceed \$107,027.29, Contract No. 7006721, for Baggage Handling System Parts, with Thyssenkrupp Airport Systems, Inc., of Fort Worth, Texas, in an amount not to exceed \$186,989.00; Contract No. 7006650, for Baggage Handling System Parts, with Bearing Distributors Inc. dba BDI, of Cleveland, Ohio, in an amount not to exceed \$1,706,302.05, for the initial one-year term of each Contract, with options to renew for four additional one-year terms. Total amount of Action is \$2,000,318.34. |

Discussion Items

- | | |
|-----------|---|
| R. Hodapp | 8. There are no Construction and Professional Services Contract Increase(s) approved by Authorized Staff for this reporting period. |
|-----------|---|

9. There are no Decrease(s)/Increase(s) in Scope of Work approved by Authorized Staff for this reporting period.

FINANCE/AUDIT COMMITTEE

10. Approve Minutes of the Finance/Audit Committee Meeting of October 9, 2018.
- M. Underwood 11. Financial Report.
- R. Darby 12. FY 2018 External Audit Process.

Consent Items for Consideration

- E. Rodriguez 13. Approve an increase to Legal Services Contract No. 8004258 with Munck Wilson Mandala in the amount of \$50,000.00 for a new not to exceed amount of \$297,500.00.
14. Approve an increase to Legal Services Contract No 8005119 with the firm of Littler Mendelson, P.C. of Dallas, Texas, in an amount not to exceed \$100,000.00 for a revised contract amount not to exceed \$149,000.00.
- G. Spoon 15. Approve authorization to exercise options for multi-year Contracts for the second quarter of Fiscal Year 2019.
- M. Youngs 16. Approve an increase to Contract No. 7006061, for Terminal In-Building Antenna System for Trunked Radio, with Dali Wireless, Inc., of Menlo Park, California, in an amount not to exceed \$110,100.00, for revised Contract amount of \$5,669,688.92.
17. Approve an increase to Contract No. 7003610, for Infor EAM Software Maintenance Support, with Infor (US), Inc., of Alpharetta, Georgia, in an amount not to exceed \$265,017.73, for a revised Contract amount of \$3,491,980.36.

Action Items for Consideration

- J. Benvegna 18. Approve execution of a Reimbursement Agreement with DFW Fuel Company LLC to relocate the Aircraft Fueling Facility located near Terminal D in an amount not to exceed \$13,400,000.00.
- G. Spoon 19. Approve execution of an Interlocal Agreement Contract No. 7006724, between the Board and the City of Arlington, Texas, that authorizes the City of Arlington to purchase goods and services from Airport Contracts.
- M. Youngs 20. Approve an 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 \$2,350,971.90, for a revised Contract amount of \$11,004,799.64.

Discussion Items

- | | | |
|-------------|-----|---|
| R. Darby | 21. | Department of Audit Services' Quarterly Audit Update. |
| T. Lee | 22. | Monthly D/S/M/WBE Expenditure Report. |
| G. Spoon | 23. | Purchase Orders/Contracts and Professional Services Contracts approved by Authorized Staff. |
| J. Benvegna | 24. | Aviation Real Estate Permits and Agreements. |

CONCESSIONS/COMMERCIAL DEVELOPMENT

- | | | |
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| | 25. | Approve the minutes of the Concessions/Commercial Development Meeting of October 9, 2018. |
|--|-----|---|

Consent Item for Consideration

- | | | |
|-------------|-----|---|
| K. Smith | 26. | Approve an increase to Contract No. 7006248, for Non-Public Custodial Services, with Oriental Building Services, Inc., of Dallas, Texas, in an amount not to exceed \$130,399.86, for a revised Contract amount of \$1,580,153.68; and extend the term of the Contract for one month. |
| Z. Campbell | 27. | Approve authorization to re-concept Lease No. 009812 between the Dallas Fort Worth International Airport Board and Paradies-DFW 2015 (F&B), LLC. |

Action Items for Consideration

- | | | |
|-------------|-----|---|
| J. Badin | 28. | Approve execution of an Interlocal Agreement Contract No. 7006723, between the Airport Board and the Metropolitan Washington Airport Authority (MWAA), of Washington, D.C., that authorizes the Airport Board and MWAA to enter into agreements with each other and to purchase goods and services from each entity and execute Contract No. 7006728 for Biometric Identification Software and Support Services, in the amount of \$630,000.00, for the initial two-year term with options to renew annually for additional one-year periods. |
| Z. Campbell | 29. | Approve authorization to Amend Lease Number 009779 and enter into two new Lease Agreements with TRG Duty Free Joint Venture. |
| | 30. | Approve authorization to revise the entity name and re-concept Lease No. 008861 between the Dallas Fort Worth International Airport Board and MBC/CI Joint Venture. |
| J. Terrell | 31. | Approve execution of a ground lease agreement with DFW Mustang Park 1, LLC for +/-26.26 acres of land. |
| | 32. | Approve execution of a ground lease agreement with DFW Mustang Park 2, LLC for +/-26.46 acres of land. |

- 33. Approve execution of a ground lease agreement with DFW Mustang Industrial, L.P. for +/-9.92 acres of land.
- 34. Approve execution of a reimbursement agreement with DFW Mustang Industrial, L.P. in an amount not to exceed \$235,645.00.
- 35. Approve execution of a reimbursement agreement with DFW Mustang Park 1, LLC in an amount not to exceed \$1,491,517.00.
- P. Tomme 36. Approve acceptance of \$17,000 in settlement of a dispute with Chesapeake Exploration, LLC regarding royalties owed for reinjected gas, and to recommend that the Cities of Dallas and Fort Worth approve such settlement.

FULL BOARD

CLOSED SESSION

- 37. In accordance with the provisions of the Texas Government Code, Section 551.076 and Section 418.183(f), a closed session will be held to discuss:
 - a) The deployment, or specific occasions for implementation, of security personnel or devices;
 - b) A security audit; and
 - c) Information relating to preventing, detecting, responding to, investigating and managing emergencies and disasters, including those caused by terrorism or related criminal activity.

OPEN SESSION

FULL BOARD

Discussion Items

- 38. Registered Speakers (items unrelated to agenda items)
- 39. Next Committee meetings – December 4, 2018
Next Regular Board meeting – December 6, 2018

**AGENDA
OPERATIONS COMMITTEE MEETING
TUESDAY, NOVEMBER 6, 2018
12:30 p.m.**

OPERATIONS COMMITTEE

1. Approve Minutes of the Operations Committee Meeting of October 9, 2018.

Consent Items for Consideration

- T. Huddleston 2. Approve a decrease to Contract No. 9500594, Rehabilitate Airfield Lighting Systems FY2016 - Vault Modifications, M.C. Dean, Inc., of Addison, Texas, in a deductive amount not less than (\$165,041.92), for a revised Contract amount of \$2,079,552.83.
3. Approve rejection of a bid from Four Stars Chevrolet, LLC, and execution of Purchase Order No. 275439, for Vehicles, to Rockdale Country Ford, of Rockdale, Texas, in the amount of \$60,376.00.

Action Items for Consideration

- R. Hodapp 4. Approve an increase to Reimbursement Agreement No. 5000845, for Runway 17C/35C Rehabilitation, with the Federal Aviation Administration, Southwest Region, in an amount not to exceed \$362,880.00 for a revised Contract amount of \$845,693.09.
5. Approve execution of Contract No. 8500363, Materials Testing and Inspection Services, with Alliance Geotechnical Group, Inc., of Dallas, Texas, in an amount not to exceed \$6,000,000.00, for the initial three-year term of the Contract.
- T. Huddleston 6. Approve the annual contract escalation for the Amended and Restated Contract No. 7005350, for Skylink Operations and Maintenance, with Bombardier Transportation (Holdings) USA, Inc., of Pittsburgh, Pennsylvania, in an amount not to exceed \$1,571,674.96, for a revised Contract amount of \$170,816,746.86.
7. Approve execution of Contract No. 7006720, for Baggage Handling System Parts, with Kaman Corporation, of Arlington, Texas, in an amount not to exceed \$107,027.29, Contract No. 7006721, for Baggage Handling System Parts, with Thyssenkrupp Airport Systems, Inc., of Fort Worth, Texas, in an amount not to exceed \$186,989.00; Contract No. 7006650, for Baggage Handling System Parts, with Bearing Distributors Inc. dba BDI, of Cleveland, Ohio, in an amount not to exceed \$1,706,302.05, for the initial one-year term of each Contract, with options to renew for four additional one-year terms. Total amount of Action is \$2,000,318.34.

Discussion Items

- R. Hodapp
8. There are no Construction and Professional Services Contract Increase(s) approved by Authorized Staff for this reporting period.
 9. There are no Decrease(s)/Increase(s) in Scope of Work approved by Authorized Staff for this reporting period.

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

Date	Committee	Subject	Resolution #		
11/08/2018	Operations	Airfield Lighting Systems - Vault Modifications			
Action That the Chief Executive Officer or designee be authorized to decrease Contract No. 9500594, Rehabilitate Airfield Lighting Systems FY2016 - Vault Modifications, M.C. Dean, Inc., of Addison, Texas, in a deductive amount not less than (\$165,041.92), for a revised Contract amount of \$2,079,552.83.					
Description <ul style="list-style-type: none">This action accounts for final quantity adjustments between the estimated quantities and the actual quantities installed at the completion of the project. Justification <ul style="list-style-type: none">Final adjustments have been determined on actual quantities installed, resulting in a credit of (\$165,041.92).The final contract work quantities are field verified by the Board's Quality Assurance (QA) representatives.					
D/S/M/WBE Information <ul style="list-style-type: none">In accordance with the Board's MBE Program, the MBE goal for this contract is 36%.M.C. Dean, Inc. committed to achieving 36% MBE participation on this contract and is currently achieving 44.89%					
Schedule/Term <ul style="list-style-type: none">The contract term is not affected by this action.					
Contract #	Agreement #	Purchase Order #	Action Amount	Revised Amount	
9500594			NLT (\$165,041.92)	\$2,079,552.83	
For Information contact		Fund	Project #	External Funding Source	Amount
Rusty Hodapp 3-3670 Brett Peveto 3-1730		DFW Capital Acct	26272-07		(\$165,041.92)

Additional Information:

- On October 10, 2017, by Resolution No. 2017-10-240, the Board approved award of Contract No. 9500594, for Rehabilitate Airfield Lighting Systems FY2016 - Vault Modifications, with M.C. Dean, Inc.

Additional Attachments: **N****BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD**

That the Chief Executive Officer or designee be authorized to decrease Contract No. 9500594, Rehabilitate Airfield Lighting Systems FY2016 - Vault Modifications, M.C. Dean, Inc., of Addison, Texas, in a deductive amount not less than (\$165,041.92), for a revised Contract amount of \$2,079,552.83.

Approved as to Form by


Rodriguez, Elaine
Legal Counsel
Oct 25, 2018 3:21 pm

Approved as to Funding by


Miyashita, Glenn
Assistant Vice President Capital
Planning
Finance
Oct 25, 2018 4:07 pm

Approved as to M/WBE by


Burks Lee, Tamela
Vice President Business Diversity
and Development
Business Diversity and
Development
Oct 25, 2018 2:38 pm

SIGNATURE REQUIRED FOR APPROVAL**Approved by**


Department Head

Oct 25, 2018 10:10 am

Chief Executive Officer

Pending

Date

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

Date	Committee	Subject	Resolution #	
11/08/2018	Operations	Vehicles		
Action That the Chief Executive Officer or designee be authorized to reject a bid from Four Stars Chevrolet, LLC, and execute Purchase Order No. 275439, for Vehicles, to Rockdale Country Ford, of Rockdale, Texas, in the amount of \$60,376.00.				
Description <ul style="list-style-type: none">Reject a bid from Four Stars Chevrolet, LLC, and execute a purchase order for two Double Cab Pickup Trucks to Rockdale Country Ford for the Airport's Energy, Transportation and Asset Management Department. Justification <ul style="list-style-type: none">Double cab pickup trucks in yellow are no longer available from Chevrolet, which resulted in the rejected bid.This purchase of replacement vehicles is for the Airport's Asset Management Department, for use in the performance of their job functions.Vehicles selected for replacement have met the criteria established in the Airport's Fleet Vehicle Policy and Procedures (accumulated mileage, condition, life cycle costs, etc.) and are assessed for replacement by the vehicle Maintenance Shop.Replaced vehicle will be declared surplus and sold at public auction.				
D/S/M/WBE Information <ul style="list-style-type: none">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 <ul style="list-style-type: none">Purchase Date: November 2018Delivery Date: April 2019				
Contract #	Agreement #	Purchase Order #	Action Amount	Revised Amount
		275439	\$60,376.00	\$0
For Information contact Tammy Huddleston 3-6132 Keith White 3-5638		Fund DFW Capital Acct	Project # 26665-01	External Funding Source Amount \$60,376.00

Additional Information

- On August 2, 2018, by Resolution No. 2018-08-149, the Board awarded Purchase Order No. 275248, for Vehicles, to Four Stars Chevrolet, LLC, of Henrietta, Texas.

Additional Attachments: **N****BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD**

That the Chief Executive Officer or designee be authorized to reject a bid from Four Stars Chevrolet, LLC, and execute Purchase Order No. 275439, for Vehicles, to Rockdale Country Ford, of Rockdale, Texas, in the amount of \$60,376.00.

Approved as to Form by

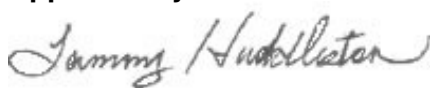

Rodriguez, Elaine
Legal Counsel
Oct 25, 2018 3:23 pm

Approved as to Funding by


Miyashita, Glenn
Assistant Vice President Capital
Planning
Finance
Oct 25, 2018 4:11 pm

Approved as to M/WBE by


Burks Lee, Tamela
Vice President Business Diversity
and Development
Business Diversity and
Development
Oct 25, 2018 2:38 pm

SIGNATURE REQUIRED FOR APPROVAL**Approved by**


Department Head
Energy & Transportation Mgmt
Oct 25, 2018 11:57 am

Pending

Chief Executive Officer

Date

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

Date	Committee	Subject	Resolution #		
11/08/2018	Operations	Reimbursable Agreement Amendment for Runway 17C/35C Rehabilitation			
Action That the Chief Executive Officer or designee be authorized to increase Reimbursement Agreement No. 5000845, for Runway 17C/35C Rehabilitation, with the Federal Aviation Administration, Southwest Region, in an amount not to exceed \$362,880.00 for a revised Contract amount of \$845,693.09.					
Description <ul style="list-style-type: none">This Action will increase the value of the Reimbursement Agreement between DFW Airport and the Federal Aviation Administration (FAA), Southwest (SW) Region, for construction support services cost associated with the East Airfield Runway Status Lights, as part of the Runway 17C/35C Rehabilitation project.					
Justification <ul style="list-style-type: none">This amendment provides for the reimbursement of FAA's actual direct costs to provide construction inspection and technical support services for the installation of a new runway status lighting system as part of the Runway 17C/35C Rehabilitation project.					
D/S/M/WBE Information <ul style="list-style-type: none">N/A - Not subject to the Board's D/S/M/WBE Program policies (Reimbursements).					
Schedule/Term <ul style="list-style-type: none">The current Contract term is not affected by this action.					
Contract #	Agreement #	Purchase Order #	Action Amount	Revised Amount	
5000845			NTE \$362,880.00	\$845,693.09	
For Information contact		Fund	Project #	External Funding Source	Amount
Rusty Hodapp 3-1891 Tegene Tegene 3-1881		Joint Capital Account	26581-03		\$362,880.00

Additional Information

- On March 8, 2018, by Resolution No. 2018-03-038, the Board approved Reimburse Agreement No. 5000844, FAA Reimbursable Agreement Amendment for Runway 17C with the Federal Aviation Administration, Southwest Region.

Additional Attachments: **N****BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD**

That the Chief Executive Officer or designee be authorized to increase Reimbursement Agreement No. 5000845, for Runway 17C/35C Rehabilitation, with the Federal Aviation Administration, Southwest Region, in an amount not to exceed \$362,880.00 for a revised Contract amount of \$845,693.09

Approved as to Form by


Rodriguez, Elaine
Legal Counsel
Oct 25, 2018 3:27 pm

Approved as to Funding by


Miyashita, Glenn
Assistant Vice President Capital
Planning
Finance
Oct 25, 2018 4:12 pm

Approved as to M/WBE by


Burks Lee, Tamela
Vice President Business Diversity
and Development
Business Diversity and
Development
Oct 25, 2018 2:38 pm

SIGNATURE REQUIRED FOR APPROVAL**Approved by**


Department Head

Oct 25, 2018 10:10 am

Pending

Chief Executive Officer

Date

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

Date	Committee	Subject	Resolution #	
11/08/2018	Operations	Materials Testing and Inspection Services		
Action That the Chief Executive Officer or designee be authorized to execute Contract No. 8500363, Materials Testing and Inspection Services, with Alliance Geotechnical Group, Inc., of Dallas, Texas, in an amount not to exceed \$6,000,000.00, for the initial three year term of the Contract.				
Description <ul style="list-style-type: none">• Provide materials testing and inspection services for current and future Airport construction projects. Justification <ul style="list-style-type: none">• Materials testing and inspection services are an essential element of the Board's Construction Quality Assurance Program.• This Contract provides professional materials testing and inspection services on an as-needed basis for quality control and quality assurance testing for Airport construction projects.• This Contract replaces the current materials testing and inspection services contract which is expiring.				
D/S/M/WBE Information <ul style="list-style-type: none">• In accordance with the Board's DBE Program, the DBE goal for this contract is 25%.• Alliance Geotechnical Group, Inc. has committed to achieving 100% DBE participation (including 75% self-performance) and utilizing T. Smith Inspection and Testing, LLC (BM-C: 22%), and Steel Inspectors of Texas (WF-C: 3%).				
Schedule/Term <ul style="list-style-type: none">• Contract Start Date: November 2018• Contract Duration: Three years				
Contract #	Agreement #	Purchase Order #	Action Amount	Revised Amount
8500363			NTE \$6,000,000.00	\$0
For Information contact	Fund	Project #	External Funding Source	Amount
Rusty Hodapp 3-1891 Bobby Davis 3-1889	Various			\$6,000,000.00

Additional Information

- Seven (7) responses were received and opened on July 6, 2018.
 - ◆ Wood Environmental & Infrastructure Solutions, Inc., of Dallas, Texas
 - ◆ Fugro USA Land, of Dallas, Texas
 - ◆ Alliance Geotechnical Group, of Dallas, Texas
 - ◆ T. Smith Inspection and Testing, LLC, of Fort Worth, Texas
 - ◆ ECS Southwest, LLP, of Carrollton, Texas
 - ◆ Kleinfelder, Inc., of Irving, Texas
 - ◆ Professional Service Industries, Inc., of Dallas, Texas
- Based on the evaluation of the qualification documents, the selection committee recommends award of the Contract to Alliance Geotechnical Group, Inc., of Dallas, Texas.

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. 8500363, Materials Testing and Inspection Services, with Alliance Geotechnical Group, Inc., of Dallas, Texas, in an amount not to exceed \$6,000,000.00, for the initial three year term of the Contract.

Approved as to Form by


Rodriguez, Elaine
Legal Counsel
Oct 25, 2018 3:28 pm

Approved as to Funding by


Miyashita, Glenn
Assistant Vice President Capital
Planning
Finance
Oct 25, 2018 4:13 pm

Approved as to M/WBE by


Burks Lee, Tamela
Vice President Business Diversity
and Development
Business Diversity and
Development
Oct 25, 2018 2:38 pm

SIGNATURE REQUIRED FOR APPROVAL**Approved by**


Department Head

Oct 25, 2018 10:10 am

Pending

Chief Executive Officer

Date

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

Date	Committee	Subject	Resolution #		
11/08/2018	Operations	Skylink Operations and Maintenance - Annual Contract Escalation			
Action That the Chief Executive Officer or designee be authorized to approve the annual contract escalation for the Amended and Restated Contract No. 7005350, for Skylink Operations and Maintenance, with Bombardier Transportation (Holdings) USA, Inc., of Pittsburgh, Pennsylvania, in an amount not to exceed \$1,571,674.96, for a revised Contract amount of \$170,816,746.86.					
Description <ul style="list-style-type: none">Annual contract escalation for the Amended and Restated Contract for Skylink Operations and Maintenance to adjust the lump sum price for the eighth year of maintenance, rehabilitation and replacement, for the Airport's Energy, Transportation and Asset Management Department.					
Justification <ul style="list-style-type: none">In accordance with the Contract, the annual lump sum price for each year of Skylink operations will be adjusted for inflation, at the beginning of each Contract year.Escalation of prices at the beginning of each Contract year benefits the Airport by eliminating inflation risk. Without escalation provisions, proposal prices would have included forecasts for ten years in the future at the time of the offer.This Contract provides for the maintenance and repair of the entire Skylink system, including all operating system equipment and fixed facilities incidental to the operation.					
D/S/M/WBE Information <ul style="list-style-type: none">In accordance with the Board's historical M/WBE Program, the M/WBE goal for this Contract is 20%.Bombardier Transportation (Holdings) USA, Inc. committed to achieving 20.12% M/WBE participation and is currently achieving 21.56%. The M/WBE subcontracting commitment is applicable to the increase amount.					
Schedule/Term <ul style="list-style-type: none">The current Contract completion date of May 17, 2021, is not affected by this action.					
Contract #	Agreement #	Purchase Order #	Action Amount	Revised Amount	
7005350			NTE \$1,571,674.96	\$170,816,746.86	
For Information contact		Fund	Project #	External Funding Source	Amount
Tammy Huddleston		0102			\$1,538,149.65
3-6132		DFW Captial Account	Various		\$33,525.31
Robert Ramert					
3-5677					

Additional Information

- On April 7, 2011, by Resolution No. 2011-04-089, the Board awarded Contract No. 7005350, for Skylink Operations and Maintenance, with Bombardier Transportation (Holdings) USA, Inc., of Pittsburgh, Pennsylvania.
- On June 29, 2017, by Resolution No. 2017-07-138, the Board awarded an Amended and Restated Contract No. 7005350, for Skylink Operations and Maintenance, with Bombardier Transportation (Holdings) USA, Inc., of Pittsburgh, Pennsylvania.

Additional Attachments: **N****BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD**

That the Chief Executive Officer or designee be authorized to approve the annual contract escalation for the Amended and Restated Contract No. 7005350, for Skylink Operations and Maintenance, with Bombardier Transportation (Holdings) USA, Inc., of Pittsburgh, Pennsylvania, in an amount not to exceed \$1,571,674.96, for a revised Contract amount of \$170,816,746.86.

Approved as to Form by


Rodriguez, Elaine
Legal Counsel
Oct 25, 2018 3:30 pm

Approved as to Funding by


Miyashita, Glenn
Assistant Vice President Capital
Planning
Finance
Oct 25, 2018 4:14 pm

Approved as to M/WBE by


Burks Lee, Tamela
Vice President Business Diversity
and Development
Business Diversity and
Development
Oct 25, 2018 2:39 pm

SIGNATURE REQUIRED FOR APPROVAL**Approved by**


Department Head
Energy & Transportation Mgmt
Oct 25, 2018 12:09 pm

Pending

Chief Executive Officer

Date

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

Date	Committee	Subject	Resolution #	
11/08/2018	Operations	Baggage Handling System Parts		
Action That the Chief Executive Officer or designee be authorized to execute Contract No. 7006720, for Baggage Handling System Parts, with Kaman Corporation, of Arlington, Texas, in an amount not to exceed \$107,027.29, Contract No. 7006721, for Baggage Handling System Parts, with Thyssenkrupp Airport Systems, Inc., of Fort Worth, Texas, in an amount not to exceed \$186,989.00; Contract No. 7006650, for Baggage Handling System Parts, with Bearing Distributors Inc. dba BDI, of Cleveland, Ohio, in an amount not to exceed \$1,706,302.05, for the initial one-year term of each Contract, with options to renew for four additional one-year terms. Total amount of Action is \$2,000,318.34.				
Description <ul style="list-style-type: none">Award Contracts for Baggage Handling Systems Parts in support of the Airport's Energy, Transportation, and Asset Management Department.				
Justification <ul style="list-style-type: none">These are replacements for an existing Contract which has been in place for three years.These Contracts will provide parts for Baggage Handling Systems at Terminal D.Parts will be used to perform maintenance and repair of the Baggage Handling Systems.Parts will be ordered on an as needed basis.				
D/S/M/WBE Information <ul style="list-style-type: none">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 <ul style="list-style-type: none">Start Date: November 2018End Date: November 2019				
Contract #	Agreement #	Purchase Order #	Action Amount	Revised Amount
7006720			NTE \$107,027.29	\$0
7006721			NTE \$186,989.00	\$0
7006650			NTE \$1,706,302.05	\$0
For Information contact	Fund	Project #	External Funding Source	Amount
Tammy Huddleston 3-6132 Cathy Halliburton 3-5776	0102			\$2,000,318.34

Additional Information

- Five (5) bids, none from SBE firms, were received on or before June 28, 2018.

Bidders	Bid Amount
Kaman Industrial Technologies Arlington, Texas	\$107,027.29
Thyssenkrupp Airport Systems, Inc. Fort Worth, Texas	\$186,989.00
Bearing Distributors. Inc. Dallas, Texas	\$1,706,302.05

- The bids submitted by Ammeraal Beltech, and Vanderlande Industries, were determined to be non-responsive as they did not meet the specifications outlined in the Airport's solicitation.
- Thyssenkrupp Airport Systems, Inc of Fort Worth, Texas, Kaman Industrial Technologies, of Arlington, Texas, and Bearing Distributors, Inc., of Dallas, Texas, were the lowest responsive, responsible Bidders.

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. 7006720, for Baggage Handling System Parts, with Kaman Corporation, of Arlington, Texas, in an amount not to exceed \$107,027.29, Contract No. 7006721, for Baggage Handling System Parts, with Thyssenkrupp Airport Systems, Inc., of Fort Worth, Texas, in an amount not to exceed \$186,989.00; Contract No. 7006650, for Baggage Handling System Parts, with Bearing Distributors Inc. dba BDI, of Cleveland, Ohio, in an amount not to exceed \$1,706,302.05, for the initial one-year term of each Contract, with options to renew for four additional one-year terms. Total amount of Action is \$2,000,318.34.

Approved as to Form by


Rodriguez, Elaine
Legal Counsel
Oct 25, 2018 3:37 pm

Approved as to Funding by


Miyashita, Glenn
Assistant Vice President Capital
Planning
Finance
Oct 25, 2018 4:14 pm

Approved as to M/WBE by


Burks Lee, Tamela
Vice President Business Diversity
and Development
Business Diversity and
Development
Oct 25, 2018 2:39 pm

SIGNATURE REQUIRED FOR APPROVAL**Approved by**


Department Head
Energy & Transportation Mgmt
Oct 25, 2018 11:58 am

Pending

Chief Executive Officer

Date

AGENDA
FINANCE/AUDIT COMMITTEE MEETING
TUESDAY, NOVEMBER 6, 2018
12:40 p.m.

FINANCE/AUDIT COMMITTEE

- 10. Approve Minutes of the Finance/Audit Committee Meeting of October 9, 2018.
- M. Underwood 11. Financial Report.
- R. Darby 12. FY 2018 External Audit Process.

Consent Item for Consideration

- E. Rodriguez 13. Approve an increase to Legal Services Contract No. 8004258 with Munck Wilson Mandala in the amount of \$50,000.00 for a new not to exceed amount of \$297,500.00.
- 14. Approve an increase to Legal Services Contract No 8005119 with the firm of Littler Mendelson, P.C. of Dallas, Texas, in an amount not to exceed \$100,000.00 for a revised contract amount not to exceed \$149,000.00.
- G. Spoon 15. Approve authorization to exercise options for multi-year Contracts for the second quarter of Fiscal Year 2019.
- M. Youngs 16. Approve an increase to Contract No. 7006061, for Terminal In-Building Antenna System for Trunked Radio, with Dali Wireless, Inc., of Menlo Park, California, in an amount not to exceed \$110,100.00, for revised Contract amount of \$5,669,688.92.
- 17. Approve an increase to Contract No. 7003610, for Infor EAM Software Maintenance Support, with Infor (US), Inc., of Alpharetta, Georgia, in an amount not to exceed \$265,017.73, for a revised Contract amount of \$3,491,980.36.

Action Items for Consideration

- J. Benvegna 18. Approve execution of a Reimbursement Agreement with DFW Fuel Company LLC to relocate the Aircraft Fueling Facility located near Terminal D in an amount not to exceed \$13,400,000.00.
- G. Spoon 19. Approve execution of an Interlocal Agreement Contract No. 7006724, between the Board and the City of Arlington, Texas, that authorizes the City of Arlington to purchase goods and services from Airport Contracts.

- M. Youngs 20. Approve an 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 \$2,350,971.90, for a revised Contract amount of \$11,004,799.64.

Discussion Items

- R. Darby 21. Department of Audit Services' Quarterly Audit Update.
- T. Lee 22. Monthly D/S/M/WBE Expenditure Report.
- G. Spoon 23. Purchase Orders/Contracts and Professional Services Contracts approved by Authorized Staff.
- J. Benvegna 24. Aviation Real Estate Permits and Agreements.

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

Date	Committee	Subject	Resolution #	
11/08/2018	Finance/Audit	Increase to Legal Services Contract No. 8004258 with the firm of Munck Wilson Mandala.		
Action That the Chief Executive Officer or designee be authorized to increase Legal Services Contract No. 8004258 with Munck Wilson Mandala in the amount of \$50,000.00 for a new not to exceed amount of \$297,500.00.				
Description <ul style="list-style-type: none">This action would increase the Board's contract for legal services in connection with intellectual property rights matters.				
Justification <ul style="list-style-type: none">On October 26, 2011, under the authority of the Chief Executive Officer, the Board entered into a contract with the firm of Munck Wilson Mandala (formerly Munck Carter, LLP) to provide legal services in connection with intellectual property rights matters.Such matters include, but are not limited to, the patent application for interactive interface for a touch screen, an end user licensing agreement, a patent application for the system and method for supporting training of airport firefighters and other personnel and trademark work.This action will increase the amount of the contract to fund continued legal services regarding such intellectual property matters as they arise.				
D/S/M/WBE Information <ul style="list-style-type: none">In accordance with the Board's historical M/WBE Program, no M/WBE goal was set for this Contract due to the nature of the procurement which does not lend itself to subcontracting opportunities.				
Contract #	Agreement #	Purchase Order #	Action Amount	Revised Amount
8004258			\$50,000.00	\$297,500.00
For Information contact	Fund	Project #	External Funding Source	Amount
Elaine Rodriguez 3-5487	102			\$50,000.00

Additional InformationAdditional Attachments: **N****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. 8004258 with Munck Wilson Mandala in the amount of \$50,000.00 for a new not to exceed amount of \$297,500.00.

Approved as to Form by

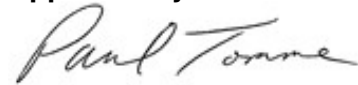

Rodriguez, Elaine
Legal Counsel
Oct 25, 2018 3:37 pm

Approved as to Funding by


Miyashita, Glenn
Assistant Vice President Capital
Planning
Finance
Oct 25, 2018 4:14 pm

Approved as to M/WBE by


Burks Lee, Tamela
Vice President Business Diversity
and Development
Business Diversity and
Development
Oct 25, 2018 2:39 pm

SIGNATURE REQUIRED FOR APPROVAL**Approved by**


Department Head
Legal
Oct 25, 2018 9:29 am

Pending

Chief Executive Officer

Date

DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

OFFICIAL BOARD ACTION/RESOLUTION

Date	Committee	Subject	Resolution #	
11/08/2018	Finance/Audit	Increase to Legal Services Contract No. 8005119 with the firm of Littler Mendelson, P.C.		
Action That the Chief Executive Officer or designee be authorized to increase Legal Services Contract No 8005119 with the firm of Littler Mendelson, P.C. of Dallas, Texas, in an amount not to exceed \$100,000.00 for a revised contract amount not to exceed \$149,000.00.				
Description <ul style="list-style-type: none">This action would increase the Board's contract for Legal Services regarding representation in the Douglas Patterson lawsuit.				
Justification <ul style="list-style-type: none">The Board entered into a legal services contract with Littler Mendelson, P.C. (Dennis M. Brown and Edward F. Berbarie) for legal representation in connection with the case styled: <u>Douglas Patterson, Individually, and on behalf of all others similarly situated under 29 USC 216(b) Plaintiffs, v. Dallas/Fort Worth International Airport Board, Defendant</u>, in the United States District Court for the Northern District of Texas, Dallas Division, Case No.: 3:18-cv-00307-N.This action will continue to fund representation in this lawsuit.				
D/S/M/WBE Information <ul style="list-style-type: none">In accordance with the Board's SBE Program, no SBE goal was set for this Contract due to the original contract being less than \$50,000.00.				
Contract #	Agreement #	Purchase Order #	Action Amount	Revised Amount
8005119			\$100,000.00	\$149,000.00
For Information contact	Fund	Project #	External Funding Source	Amount
Elaine Rodriguez 3-5487	0102			\$100,000.00

Additional InformationAdditional Attachments: **N****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 8005119 with the firm of Littler Mendelson, P.C. of Dallas, Texas, in an amount not to exceed \$100,000.00 for a revised contract amount not to exceed \$149,000.00.

Approved as to Form by


Rodriguez, Elaine
Legal Counsel
Oct 25, 2018 3:37 pm

Approved as to Funding by


Miyashita, Glenn
Assistant Vice President Capital
Planning
Finance
Oct 25, 2018 4:15 pm

Approved as to M/WBE by


Burks Lee, Tamela
Vice President Business Diversity
and Development
Business Diversity and
Development
Oct 25, 2018 2:40 pm

SIGNATURE REQUIRED FOR APPROVAL**Approved by**


Department Head
Legal
Oct 25, 2018 9:30 am

Pending

Chief Executive Officer

Date

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

Date 11/08/2018	Committee Finance/Audit	Subject Contract Renewal List for the Second Quarter of Fiscal Year 2019	Resolution #
Action That the Chief Executive Officer or designee be authorized to exercise options for multi-year Contracts for the second quarter of Fiscal Year 2019.			
Description <ul style="list-style-type: none"> Exercise Contract Options in the amounts set forth on the attached information sheet pending performance and D/S/M/WBE contractual compliance. 			
Justification <ul style="list-style-type: none"> To ensure continuity of contracted services in accordance with the terms and conditions of the Contracts listed on the attached information sheet. Approval to exercise future Contract Options not listed herein will be brought forth separately as required. 			
D/S/M/WBE Information <ul style="list-style-type: none"> Contract options are subject to D/S/M/WBE contractual compliance as stated above. 			
Contract #	Agreement #	Purchase Order #	Action Amount \$0 Revised Amount \$0
For Information contact Greg Spoon 3-5610	Fund	Project #	External Funding Source Amount \$0

Additional InformationAdditional Attachments: **Y****BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD**

That the Chief Executive Officer or designee be authorized to exercise options for multi-year Contracts for the second quarter of Fiscal Year 2019.

Approved as to Form by


Rodriguez, Elaine
Legal Counsel
Oct 25, 2018 3:38 pm

Approved as to Funding by


Miyashita, Glenn
Assistant Vice President Capital
Planning
Finance
Oct 25, 2018 4:15 pm

Approved as to M/WBE by


Burks Lee, Tamela
Vice President Business Diversity
and Development
Business Diversity and
Development
Oct 25, 2018 2:40 pm

SIGNATURE REQUIRED FOR APPROVAL**Approved by**


Department Head
Procurement & Materials Mgmt
Oct 25, 2018 2:11 pm

Pending

Chief Executive Officer

Date

Seq	N	Contract #	Contractor Name	Contract Title	MWBE Code	Buy/Sell Transact	Sole / Specified Source	Self Perform	MWBE / SBE Commit %	MWBE / SBE Achieved %	CA	NTP Date	End Date	Final End Date	End Date after Renewal	Terms Options	Remaining Contract Amount	Original Award Amount	# of Previous Renewals	Amount of Previous Renewals	Other Contract Amount Changes	Renewal Amount
1		7006439	A+ FOOD INDUSTRY INSPECTIONS, INC.	FOOD INSPECTION SERVICES	WM				0.0%	0.0%	BROWN-KILLYON, SON	16-Mar-17	15-Mar-19	15-Mar-22	14-Mar-20	1 YR/4-1 YR OPT	\$ 26,040.00	\$ 67,400.00	0	\$ -	\$ -	\$ 67,400.00
2		8004994	AIRPORT CONCESSION CONSULTANTS, INC.	CONSULTING SVCS: CONCESSIONS JV AGREEMENTS	WF		X		0.0%	100.0%	DUNAGAN, MR. A	16-Feb-15	15-Feb-19	15-Feb-18	15-Feb-20	1 YR/2-1 YR OPT + 1 YR	\$ 11,454.07	\$ 15,000.00	3	\$ 52,000.00	\$ 48,500.00	\$ 36,000.00
3		7006600	AMAZON.COM	MISCELLANEOUS ONLINE PURCHASES	WM				0.0%	0.0%	BEACHAM, KAY	1-Oct-16	30-Sep-18	30-Sep-20	30-Sep-19	1 YR/YR-YR OPT	\$ 120,079.73	\$ 54,848.47	2	\$ 420,000.00	\$ 80,000.00	\$ 270,000.00
4		8005199	AMERICAN ASSOCIATION OF AIRPORT EXECUTIVES (AAAE)	ACE TRUSTED AGENT TRAINING	WM				0.0%	0.0%	SEYMOUR, MIRIAM	26-Feb-18	25-Feb-19	25-Feb-19	25-Feb-20	1 YR/YR-YR OPT	\$ -	\$ 39,430.00	0	\$ -	\$ -	\$ 39,430.00
5		7006580	BLACK LAKE SECURITY, LLC	OPERATING SYSTEM & EXTERNAL THREAT MALWARE DETECTION					0.0%	0.0%	SCHMIDT, TIMOTHY	12-Mar-18	11-Mar-23	11-Mar-23	10-Mar-24	1 YR/4-1 YR OPT	\$ -	\$ 76,500.00	0	\$ -	\$ -	\$ 115,000.00
6	N1	7006240	CITY WIDE BUILDING SERVICES, LLC	PRESSURE WASHING SERVICES	WM-C			X	20.0%	100.0%	CLEVELAND, Ms. RAUL	12-Nov-15	11-Nov-18	11-Nov-20	11-Nov-19	3 YR/2-1 YR OPT	\$ 276,187.18	\$ 1,441,200.00	0	\$ -	\$ -	\$ 502,200.00
7	N1	7006153	CONSUMER AND MARKETING INSIGHTS, LLC	PARKING MYSTERY SHOPPER SVCS	BF-C			X	0.0%	100.0%	BROWN-KILLYON, SON	2-Mar-15	1-Mar-19	1-Mar-20	29-Feb-20	1 YR/4-1 YR OPT	\$ 87,900.23	\$ 99,996.00	3	\$ 315,046.30	\$ -	\$ 116,020.70
8		7006594	CRITICAL START LLC	MALWARE MACHINE ENGINE FOR THREAT DETECTION	WM				0.0%	0.0%	SCHMIDT, TIMOTHY	12-Mar-18	11-Mar-19	11-Mar-23	10-Mar-20	1 YR/4 1-YR OPT	\$ -	\$ 106,521.00	0	\$ -	\$ -	\$ 138,000.00
9		8005083	DEL CARMEN CONSULTING, LLC	DPS PROFILING AUDIT SEARCH STUDY	WM				0.0%	0.0%	WATKINS, PEGGY	13-Jan-17	12-Jan-19	12-Jan-22	12-Jan-20	1 YR/4-1 YR OPT	\$ -	\$ 20,970.00	0	\$ -	\$ 20,970.00	\$ 20,970.00
10		8004820	DEVELOPMENT DIMENSIONS INTERNATIONAL, INC	HIRING SELECTION PROGRAM	WM		X		0.0%	0.0%	DUNAGAN, MR. A	1-Feb-13	9-Mar-19	9-Mar-20	8-Mar-20	1 YR +37 DYS/YR-YR OPT	\$ 1,951.49	\$ 11,000.00	5	\$ 47,150.00	\$ 93,490.00	\$ 10,000.00
11		7006533	DIIO LLC	AVIATION DATA SUBSCRIPTION	WM		X		0.0%	0.0%	HAMILTON, SHANNON	1-Mar-17	1-Mar-19	1-Mar-20	29-Feb-20	1 YR/YR-YR OPT	\$ 22,000.00	\$ 40,000.00	1	\$ 45,000.00	\$ -	\$ 38,500.00
12		7006399	EULESS WRECKER SERVICE, INC	AUTO TOWING AND STORAGE SERVICE	WM				0.0%	0.0%	WATKINS, PEGGY	11-Jan-17	10-Jan-19	10-Jan-22	10-Jan-20	1 YR/4-1 YR OPT	\$ 14,262.25	\$ 20,000.00	0	\$ -	\$ 12,340.00	\$ 20,000.00
13		7006345	GUARDIAN POWER CLEANING OF DALLAS, INC.	VENT/HOOD CLEANING SVCS	WM				0.0%	0.0%	CLEVELAND, Ms. RAUL	10-Aug-16	9-Aug-19	9-Aug-21	8-Aug-20	3 YR/2-1 YR OPT	\$ 629,142.29	\$ 3,189,033.62	0	\$ -	\$ -	\$ 2,262,274.35
14	N1	7006564	HAMILTON GROUP	EMTELLE FIBER EQUIPMENT AND INSTALLATION	WM-C			X	15.0%	100.0%	HAMILTON, SHANNON	5-Feb-18	4-Feb-19	4-Feb-23	4-Feb-20	1 YR/4-1 YR OPT	\$ 2,252,127.27	\$ 2,592,200.00	0	\$ -	\$ -	\$ 2,592,200.00
15		7006112	HARRIS CORPORATION	FLIGHT IDENTIFICATION & TRACKING SYSTEM (FITS) SVCS	WM				0.0%	0.0%	SEYMOUR, MIRIAM	1-Feb-15	31-Jan-19	31-Jan-25	31-Jan-20	3 YRS/7-1 YR OPT	\$ 201,108.83	\$ 951,000.00	1	\$ 166,034.00	\$ 43,958.33	\$ 396,250.00
16		7003978	HONEYWELL INTERNATIONAL, INC.	CENTRAL FIRE ALARM SYSTEM MAINTENANCE	WM		X		0.0%	0.0%	STELLER, Ms. KATHIE	1-Jan-08	28-Feb-19	28-Feb-20	28-Feb-20	3 YR/YR-YR OPT	\$ 4,197.37	\$ 394,500.00	9	\$ 1,596,903.59	\$ 11,250.00	\$ 230,000.00
17		7006601	HYATT	HOSPITALITY/MEETINGS SERVICES AT HYATT PROPERTIES ON AIRPORT	WM				0.0%	0.0%	DUNCAN, MR. RON	1-Oct-15	30-Sep-18	30-Sep-20	30-Sep-19	1 YR/YR-YR OPT	\$ -	\$ 191,433.15	3	\$ 1,500,000.00	\$ -	\$ 750,000.00
18		7006101	HYATT REGENCY DFW	AMBASSADOR EVENTS			X		0.0%	0.0%	WATKINS, PEGGY	8-Aug-14	6-Aug-19	7-Aug-20	5-Aug-20	1 YR/YR-YR OPT	\$ 114,710.07	\$ 65,500.00	2	\$ 164,950.00	\$ 195,227.61	\$ 87,836.40
19		7005371	INX LLC	REMOTE MONITORING & ALERT SVCS / SMART-NET WARRANTY	WM				0.0%	0.0%	SCHMIDT, TIMOTHY	16-Dec-11	30-Jan-19	30-Jan-20	30-Jan-20	45 DYS +36 MOS/YR-YR OPT	\$ 189,566.53	\$ 990,317.60	4	\$ 2,257,885.98	\$ 113,643.60	\$ 922,000.00
20		8004937	IOLAP, INC.	APPIAN SOFTWARE SERVICES					0.0%	100.0%	STELLER, Ms. KATHIE	14-Oct-14	13-Oct-19	13-Oct-19	12-Oct-20	1 YR/4-1 YR OPT	\$ 1,246,901.69	\$ 997,500.00	2	\$ 1,995,000.00	\$ -	\$ 800,000.00
21		7006140	IRIS LTD, INC. DBA THE IRIS COMPANIES	AUTOMATED ACCESS CONTROL BADGES	WF				0.0%	0.0%	HALLIBURTON, CATHY	11-Mar-15	10-Mar-19	10-Mar-20	9-Mar-20	1 YR/4-1 YR OPT	\$ 137,900.00	\$ 78,800.00	3	\$ 295,500.00	\$ 19,700.00	\$ 19,700.00
22		8002066	KRONOS INCORPORATED	TIME AND ATTENDANCE SYSTEM SOFTWARE MAINTENANCE & SUPPORT	WM		X		0.0%	0.0%	STELLER, Ms. KATHIE	2-Feb-06	1-Feb-19	1-Feb-20	1-Feb-20	1 YR/YR-YR OPT	\$ 3,039.18	\$ 55,000.00	12	\$ 1,430,845.24	\$ 235,170.00	\$ 220,000.00
23		8004991	M2MOBI B.V.	DFW MOBILE APPLICATION	WM				0.0%	0.0%	BROWN-KILLYON, SON	17-Jun-15	9-Feb-19	9-Feb-20	9-Feb-20	1 YR/4-1 YR OPT	\$ 145,558.90	\$ 532,139.02	3	\$ 895,869.76	\$ 20,000.00	\$ 500,000.00
24	N1	7006542	MALTOS SECURITY GROUP	GUARD AND GATE ATTENDANT SVCS	HM-C			X	30.0%	100.0%	WATKINS, PEGGY	1-Apr-18	31-Mar-19	31-Mar-23	30-Mar-20	1 YR/4-1 YR OPT	\$ 2,221,012.48	\$ 3,556,696.40	0	\$ -	\$ -	\$ 5,335,044.60
25		7006242	MARKS SYSTEMS INC DBA GEE/MASFLIGHT	MASFLIGHT WEB APP SVCS	WM				0.0%	0.0%	HAMILTON, SHANNON	1-Jul-15	4-Mar-19	4-Mar-20	3-Mar-20	1 YR (+247DY)/YR-YR OPT	\$ 1,473.00	\$ 16,800.00	3	\$ 81,636.00	\$ 27,400.00	\$ 73,000.00
26		7006117	MARSDEN SOUTH, LLC DBA HBS NATIONAL CORPORATION	CUSTODIAL SVCS: AHQ, RCC, CA	WM				20.0%	50.1%	Shepherd,Sherry	16-Jan-15	15-Jan-19	15-Jan-20	15-Jan-20	3 YRS/2-1 YR OPT	\$ 1,316,275.29	\$ 4,680,693.00	1	\$ 1,767,039.30	\$ 47,500.00	\$ 1,687,626.71

Seq	N	Contract #	Contractor Name	Contract Title	MWBE Code	Buy/Sell Transact	Sole / Specified Source	Self Perform	MWBE / SBE Commit %	MWBE / SBE Achieved %	CA	NTP Date	End Date	Final End Date	End Date after Renewal	Terms Options	Remaining Contract Amount	Original Award Amount	# of Previous Renewals	Amount of Previous Renewals	Other Contract Amount Changes	Renewal Amount
27	N3	8004954	MICROSTRATEGY INCORPORATED	BUSINESS INTELLIGENCE IMPLEMENTATION SVCS					25.0%	16.4%	SCHMIDT, TIMOTHY	1-Jan-15	31-Dec-18	31-Dec-19	31-Dec-19	3 YR/2-1 YR OPT	\$ 325,448.55	\$ 1,561,517.50	1	\$ 500,000.00	\$ -	\$ 900,000.00
28		7005970	NEC CORPORATION OF AMERICA, INC.	TELEPHONE SYSTEM SERVICE & MAINTENANCE	WM				16.0%	20.4%	SCHMIDT, TIMOTHY	15-Jan-14	14-Jan-19	14-Jan-22	14-Jan-20	3 YR/5-1 YR OPT	\$ 1,445,959.40	\$ 3,783,707.33	2	\$ 3,000,000.00	\$ -	\$ 1,631,000.00
29		7006458	NUTRIEN AG SOLUTIONS (FORMERLY CPS TIMBERLAND)	HERBICIDES	WM				0.0%	0.0%	HALLIBURTON, CATHY	7-Feb-17	6-Feb-19	6-Feb-22	6-Feb-20	1 YR/4-1 YR OPT	\$ 533,251.55	\$ 460,862.30	1	\$ 642,543.25	\$ 48,750.00	\$ 460,862.30
30		7006075	ORACLE AMERICA, INC.	ORACLE SOFTWARE & HARDWARE PURCHASE & MAINTENANCE	WM				0.0%	0.0%	STELLER, Ms. KATHIE	1-Nov-14	30-Oct-18	31-Oct-18	30-Oct-19	1 YR/YR-YR OPT (PER DIR)	\$ 1,581,587.05	\$ 1,800,000.00	5	\$ 6,930,241.49	\$ 2,622,976.00	\$ 2,316,115.00
31		7006578	ORACLE AMERICA, INC.	PROGRAM MANAGEMENT SOFTWARE	WM				0.0%	0.0%	RAMERT, ROBERT	1-Jan-18	31-Jan-18	31-Dec-20	31-Jan-19	1 YR/2-1 YR OPT	\$ 397,530.00	\$ 795,060.00	0	\$ -	\$ -	\$ 826,862.40
32		7006588	PASSUR AEROSPACE INC	ROUTE DIVERSION SOFTWARE	WM				0.0%	0.0%	HAMILTON, SHANNON	5-Jan-18	4-Mar-19	4-Mar-20	3-Mar-20	14 MO/YR-YR OPT	\$ 90,000.00	\$ 180,000.00	0	\$ -	\$ -	\$ 180,000.00
33	N2	7006254	PRIME PEST MANAGEMENT	PEST MANAGEMENT SERVICES	WM				20.0%	18.8%	CLEVELAND, Ms. RAQUEL	3-Jan-16	2-Jan-19	2-Jan-21	2-Jan-20	3 YRS/2-1 YR OPT	\$ 588,480.91	\$ 1,646,000.00	0	\$ -	\$ -	\$ 552,000.00
34		7006467	RUFFNER VETERINARY P.C. BDA GOLDEN TRIANGLE ANIMAL HOSPITAL	DPS CANINE VETERINARY SVCS	WM				0.0%	0.0%	WATKINS, PEGGY	1-Apr-17	31-Mar-19	31-Mar-22	30-Mar-20	1 YR/4-1 YR OPT (+6 MO)	\$ 101,289.55	\$ 60,000.00	1	\$ 80,000.00	\$ 25,000.00	\$ 60,000.00
35		7006568	SIDDONS MARTIN EMERGENCY GROUP, LLC	OSHKOSH WINTER WEATHER EQUIP PARTS	WM		X		0.0%	0.0%	TAYLOR, Ms. LISA	20-Feb-18	19-Feb-19	19-Feb-23	19-Feb-20	1 YR/4-1 YR OPT	\$ 500,000.00	\$ 500,000.00	0	\$ -	\$ -	\$ 500,000.00
36		7006189	SOUTHLAND PRINTING COMPANY, INC.	SKIDATA PCS TICKET STOCK: SECONDARY CONTRACT	WM				0.0%	0.0%	HALLIBURTON, CATHY	28-Apr-15	28-Apr-19	28-Apr-20	27-Apr-20	1 YR/4-1 YR OPT	\$ 33,394.12	\$ 50,000.00	3	\$ 200,000.00	\$ -	\$ 62,500.00
37		7006219	SP+ TRANSPORTATION, AN OPERATING DIVISION OF SP PLUS CORPORATION	BUS OPERATIONS AND MAINTENANCE SVCS: EXPRESS PARKING	WM				15.0%	16.5%	WATKINS, PEGGY	1-Mar-16	28-Feb-19	28-Feb-25	27-Feb-21	3 YR/3-2 YR OPT	\$ 3,414,956.85	\$ 21,794,266.00	0	\$ -	\$ -	\$ 15,215,525.00
38		8005161	THE LAMPO GROUP, LLC DBA SMARTDOLLAR	TRAINING SVCS: SMARTDOLLAR	WM		X		0.0%	0.0%	DUNAGAN, MR. A	15-Sep-17	28-Feb-19	30-Sep-19	28-Feb-20	1 YR/YR-YR OPT	\$ -	\$ 45,600.00	0	\$ -	\$ -	\$ 46,600.00
39	N1	7006590	TORREZ PAPER COMPANY	WORK GLOVES	NF-C			X	0.0%	100.0%	HALLIBURTON, CATHY	13-Feb-18	12-Feb-19	12-Feb-23	12-Feb-20	1 YR/4-1 YR OPT	\$ 22,614.72	\$ 60,436.20	0	\$ -	\$ -	\$ 90,658.80
40		7006348	TYLER TECHNOLOGIES INC.	E-CITATION MOBILE DATA CAPTURE SYSTEM & MAINTENANCE	WM				0.0%	0.0%	WATKINS, PEGGY	4-Jan-17	31-Jan-19	31-Jan-22	31-Jan-20	1 YR (+1 YR, 1 MO)/4-1 YR OPT	\$ 16,941.79	\$ 205,000.00	0	\$ -	\$ 27,950.00	\$ 27,950.00
41		7006287	WHITE CAP CONSTRUCTION	RAPID SETTING CONCRETE MIX	WM				0.0%	0.0%	TAYLOR, Ms. LISA	3-Feb-16	3-Feb-19	3-Feb-21	3-Feb-20	1 YR/4-1 YR OPT	\$ 37,876.20	\$ 102,450.00	2	\$ 204,900.00	\$ -	\$ 204,900.00
	N1	Prime Contractor is certified D/S/M/WBE therefore their self-performance counts towards the Board's overall D/S/M/W/BE goals.																				
	N2	Prime Contractor has submitted documentation to verify current billing. The percentage is always slightly behind as the billing for this contract is done after the month the work has been completed (which causes the contract totals to be slightly behind the 20% SBE commitment).																				
	N3	MicroStrategy has provided a compliance plan satisfactory to BDD's SBE Program. MicroStrategy has committed to 25% SBE subcontracting participation and is currently achieving 19.62%.																				

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

Date	Committee	Subject	Resolution #		
11/08/2018	Finance/Audit	Terminal In-Building Distributed Antenna System for Trunked Radio			
Action That the Chief Executive Officer or designee be authorized to increase Contract No. 7006061, for Terminal In-Building Antenna System for Trunked Radio, with Dali Wireless, Inc., of Menlo Park, California, in an amount not to exceed \$110,100.00, for revised Contract amount of \$5,669,688.92.					
Description <ul style="list-style-type: none">• Increase Contract for Terminal In-Building Distributed Antenna System for Trunked Radio for the Airport's Department of Public Safety and the United States Customs and Border Protection. Justification <ul style="list-style-type: none">• This Contract provides for an In-Building Distributed Radio Antenna System that will be implemented to support communications where the tower signal is not sufficient to support operations.• This action will add two (2) VHF channels to the Public Safety Distributed Antenna System in Terminal D.• This increase will enable the Department of Public Safety and U.S. Customs and Border Protection to communicate via their portable radios inside of the Federal Inspection Area.• This capability is necessary for the safe, secure, and efficient mitigation of public safety emergencies within the FIS, which will support recovery of normal operations.					
D/S/M/WBE Information <ul style="list-style-type: none">• In accordance with the Board's SBE Program, the SBE goal for this contract is 25%.• Dali Wireless, Inc. has committed to achieving 39.3% SBE participation and is currently achieving 40.33%.					
Schedule/Term <ul style="list-style-type: none">• The current Contract Completion Date of March 31, 2019, is not affected by this action.					
Contract #	Agreement #	Purchase Order #	Action Amount	Revised Amount	
7006061			NTE \$110,100.00	\$5,669,688.92	
For Information contact		Fund	Project #	External Funding Source	Amount
Michael Youngs 3-5350 Sonji Brown-Killyon 3-5648		DFW Capital Acct	26417-04		\$110,100.00

Additional Information

- On October 2, 2014, by Resolution No. 2014-10-256, the Board awarded Contract No. 7006061, for Terminal In-Building Distributed Antenna System for Trunked Radio, with Dali Wireless, Inc., of Menlo Park, California.

Additional Attachments: **N****BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD**

That the Chief Executive Officer or designee be authorized to increase Contract No. 7006061, for Terminal In-Building Antenna System for Trunked Radio, with Dali Wireless, Inc., of Menlo Park, California, in an amount not to exceed \$110,100.00, for revised Contract amount of \$5,669,688.92.

Approved as to Form by


Rodriguez, Elaine
Legal Counsel
Oct 25, 2018 3:38 pm

Approved as to Funding by


Miyashita, Glenn
Assistant Vice President Capital
Planning
Finance
Oct 25, 2018 4:16 pm

Approved as to M/WBE by


Burks Lee, Tamela
Vice President Business Diversity
and Development
Business Diversity and
Development
Oct 25, 2018 2:40 pm

SIGNATURE REQUIRED FOR APPROVAL**Approved by**


Department Head
Information Technology Svcs
Oct 25, 2018 12:49 pm

Pending

Chief Executive Officer

Date

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

Date	Committee	Subject	Resolution #	
11/08/2018	Finance/Audit	Infor Enterprise Asset Management Software Maintenance Support		
Action That the Chief Executive Officer or designee be authorized to increase Contract No. 7003610, for Infor EAM Software Maintenance Support, with Infor (US), Inc., of Alpharetta, Georgia, in an amount not to exceed \$265,017.73, for a revised Contract amount of \$3,491,980.36.				
Description <ul style="list-style-type: none">• Increase Contract for Infor Enterprise Asset Management (EAM) Software and Maintenance Support for the Airport's Information Technology Services and Energy, Transportation and Asset Management Departments. Justification <ul style="list-style-type: none">• Contract increase will ensure funding for 30 mobile license renewals which will allow iPad and Mobile devices to interact with the Infor EAM system. Infor is used to manage the maintenance of Airport assets and certain processes throughout their life cycle (purchase through salvage).• Consulting services for configuration of the application will be funded through this increase.				
D/S/M/WBE Information <ul style="list-style-type: none">• In accordance with the Board's M/WBE Program, no M/WBE goal was set for this Contract due to the nature of the procurement with does not lend itself to subcontracting opportunities.				
Schedule/Term <ul style="list-style-type: none">• The Contract expiration date of September 29, 2019 will not be affected by this action.				
Contract #	Agreement #	Purchase Order #	Action Amount	Revised Amount
7003610			NTE \$265,017.73	\$3,491,980.36
For Information contact	Fund	Project #	External Funding Source	Amount
Michael Youngs 3-5350 Timothy Schmidt 3-4627	0102			\$265,017.73

Additional Information

- On June 10, 2004, by Resolution No. 2004-06-185, the Board awarded Contract No. 7003610, for Datastream Maintenance and Support Services, with Infor (US), Inc., (formerly Datastream Systems, Inc.), of Alpharetta, Georgia.

Additional Attachments: **N****BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD**

That the Chief Executive Officer or designee be authorized to increase Contract No. 7003610, for Infor EAM Software Maintenance Support, with Infor (US), Inc., of Alpharetta, Georgia, in an amount not to exceed \$265,017.73, for a revised Contract amount of \$3,491,980.36.

Approved as to Form by


Rodriguez, Elaine
Legal Counsel
Oct 25, 2018 3:44 pm

Approved as to Funding by


Miyashita, Glenn
Assistant Vice President Capital
Planning
Finance
Oct 25, 2018 4:18 pm

Approved as to M/WBE by


Burks Lee, Tamela
Vice President Business Diversity
and Development
Business Diversity and
Development
Oct 25, 2018 2:41 pm

SIGNATURE REQUIRED FOR APPROVAL**Approved by**


Department Head
Information Technology Svcs
Oct 25, 2018 12:49 pm

Pending

Chief Executive Officer

Date

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

Date	Committee	Subject	Resolution #		
11/08/2018	Finance/Audit	Reimbursement Agreement to relocate Aircraft Fueling Facility			
Action That the Chief Executive Officer or designee be authorized to approve and execute a Reimbursement Agreement with DFW Fuel Company LLC to relocate the Aircraft Fueling Facility located near Terminal D in an amount not to exceed \$13,400,000.00.					
Description <ul style="list-style-type: none">• This action will approve DFW reimbursement to DFW Fuel Company LLC ("DFW LLC"), or its contractor, the actual costs incurred to relocate the Aircraft Fueling Facility in an amount not to exceed \$13,400,000.00.• The DFW LLC is the Airline Fuel Consortium and is chaired by American Airlines, Inc.• In anticipation that this facility would need to be relocated, the Board entered into an agreement with DFW LLC and Allied Aviation in May 2008, covering this facility.• The responsibility to relocate the facility falls to the Airlines.• DFW will issue bonds to finance the relocation, as the repayment of the bonds will be borne solely by the airlines through terminal rents, as agreed to in a recent Majority-in-Interest vote from the Airlines.• The aircraft fueling facility will be relocated to a site near Corporate Aviation.					
Justification <ul style="list-style-type: none">• DFW is moving forward with capital projects that will impact the area where the fuel rack is currently located.• DFW is willing to allow DFW LLC and its contractors to perform this work, as their ongoing fueling operation will be impacted by this relocation, and they are most equipped to handle the phasing of the removal and relocation of the fuel rack.					
D/S/M/WBE Information <ul style="list-style-type: none">• N/A - Not subject to the goal per the Board's SBE Policy due to the nature of the procurement (Reimbursements).					
Contract #	Agreement #	Purchase Order #	Action Amount	Revised Amount	
			\$13,400,000.00	\$0	
For Information contact		Fund	Project #	External Funding Source	Amount
Jeff Benvegna 3-4640		Joint Capital Account			\$13,400,000.00

Additional InformationAdditional Attachments: **N****BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD**

That the Chief Executive Officer or designee be authorized to approve and execute a Reimbursement Agreement with DFW Fuel Company LLC to relocate the Aircraft Fueling Facility located near Terminal D in an amount not to exceed \$13,400,000.00.

Approved as to Form by


Rodriguez, Elaine
Legal Counsel
Oct 25, 2018 3:45 pm

Approved as to Funding by


Miyashita, Glenn
Assistant Vice President Capital
Planning
Finance
Oct 25, 2018 1:11 pm

Approved as to M/WBE by


Burks Lee, Tamela
Vice President Business Diversity
and Development
Business Diversity and
Development
Oct 25, 2018 1:47 pm

SIGNATURE REQUIRED FOR APPROVAL**Approved by**


Department Head

Oct 25, 2018 12:54 pm

Chief Executive Officer

Pending

Date

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

Date	Committee	Subject	Resolution #	
11/08/2018	Finance/Audit	Interlocal Agreement with the City of Arlington		
Action That the Chief Executive Officer or designee be authorized to execute an Interlocal Agreement Contract No. 7006724, between the Board and the City of Arlington, Texas, that authorizes the City of Arlington to purchase goods and services from Airport Contracts.				
Description <ul style="list-style-type: none">• Enter into an Interlocal Agreement with the City of Arlington, Texas to purchase goods and services. Justification <ul style="list-style-type: none">• The City of Arlington has expressed an interest in purchasing goods and services under the same terms, conditions and pricing provided under established Airport contracts.• This Action will authorize the Board and the City of Arlington to establish a cooperative arrangement to permit the City of Arlington to execute purchases using Airport contracts.				
D/S/M/WBE Information <ul style="list-style-type: none">• N/A - Not subject to the goal per the Board's SBE Policy due to the nature of the procurement (Interlocal Agreement).				
Schedule/Term <ul style="list-style-type: none">• Start Date: November 2018				
Contract #	Agreement #	Purchase Order #	Action Amount	Revised Amount
7006724			\$0	
For Information contact	Fund	Project #	External Funding Source	Amount
Gregory Spoon 3-5610 Ron Duncan 3-5613				\$0

Additional Information

- Section 791.011 of the Texas Government Code authorizes a local government to contract or agree with another local government to perform governmental functions and services.
- Suppliers are provided an opportunity to permit other governmental entities to participate use of Airport contracts under the same terms, conditions and pricing as part of their bid or proposal to the Board.
- All purchases or services will be issued directly from, and shipped directly to, the local governmental entity requiring the products or services. The Board will not be held responsible for any orders placed, deliveries made, or payment for products or services ordered by these entities. Each entity reserves the right to determine their participation in these Contracts.

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 an Interlocal Agreement Contract No. 7006724, between the Board and the City of Arlington, Texas, that authorizes the City of Arlington to purchase goods and services from Airport Contracts.

Approved as to Form by


Rodriguez, Elaine
Legal Counsel
Oct 25, 2018 3:48 pm

Approved as to Funding by


Miyashita, Glenn
Assistant Vice President Capital
Planning
Finance
Oct 25, 2018 4:17 pm

Approved as to M/WBE by


Burks Lee, Tamela
Vice President Business Diversity
and Development
Business Diversity and
Development
Oct 25, 2018 2:41 pm

SIGNATURE REQUIRED FOR APPROVAL**Approved by**


Department Head
Procurement & Materials Mgmt
Oct 25, 2018 2:12 pm

Pending

Chief Executive Officer

Date

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

Date	Committee	Subject	Resolution #	
11/08/2018	Finance/Audit	P25 Radio System Replacement Project		
Action That the Chief Executive Officer or designee be authorized to increase Contract No. 7006084, for P25 Radio System Replacement Project, with E. F. Johnson Company, of Irving, Texas, in an amount not to exceed \$2,350,971.90, for a revised Contract amount of \$11,004,799.64.				
Description <ul style="list-style-type: none">• Increase Contract for P25 Radio System Replacement Project for the Airport's Public Safety Radio System to purchase additional radio equipment for all DFW Airport departments.				
Justification <ul style="list-style-type: none">• This Contract was executed to replace DFW Airport's primary public safety and two-way radio system that has been in operation since 1990.• This action is to purchase additional radios for DFW Airport field staff in Operations, Energy, Transportation and Asset Management, Parking Business Unit, Information Technology and the Department of Public Safety.• The purchase of additional radios are required to maintain spares due to lost and broken equipment, special events and emergencies.• We are also purchasing additional control stations which are static mounted radios used for dispatch and organizational communications.				
D/S/M/WBE Information <ul style="list-style-type: none">• In according with the Board's SBE Program, the SBE goal for this Contract is 25%• E.F. Johnson Company has committed to achieving 25.02% SBE participation and is currently achieving 31.37%.• E.F. Johnson Company has committed to achieving the original 25.02% SBE commitment inclusive of this Board Action.				
Schedule/Term <ul style="list-style-type: none">• The current Contract completion date of December 8, 2018, is not affected by this action.				
Contract #	Agreement #	Purchase Order #	Action Amount	Revised Amount
7006084			NTE \$2,350,971.90	\$11,004,799.64
For Information contact	Fund	Project #	External Funding Source	Amount
Michael Youngs 3-5350 Sonji Brown-Killyon 3-5648	Various			\$2,350,971.90

Additional Information

- On September 3, 2015, by Resolution No. 2015-09-186, the Board awarded Contract No. 7006084, for P25 Radio System Replacement Project, with E. F. Johnson Company, of Irving, Texas.

Additional Attachments: **N****BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD**

That the Chief Executive Officer or designee be authorized to increase Contract No. 7006084, for P25 Radio System Replacement Project, with E. F. Johnson Company, of Irving, Texas, in an amount not to exceed \$2,350,971.90, for a revised Contract amount of \$11,004,799.64.

Approved as to Form by

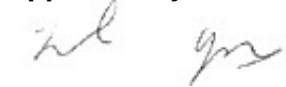

Rodriguez, Elaine
Legal Counsel
Oct 25, 2018 3:49 pm

Approved as to Funding by


Miyashita, Glenn
Assistant Vice President Capital
Planning
Finance
Oct 25, 2018 4:06 pm

Approved as to M/WBE by


Burks Lee, Tamela
Vice President Business Diversity
and Development
Business Diversity and
Development
Oct 25, 2018 2:41 pm

SIGNATURE REQUIRED FOR APPROVAL**Approved by**


Department Head
Information Technology Svcs
Oct 25, 2018 12:50 pm

Pending

Chief Executive Officer

Date

**DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD
COMMITTEE DISCUSSION ITEM**

Meeting Date 11/08/2018	Subject Monthly Report	Committee Finance/Audit
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 September 2018.		
Description <ul style="list-style-type: none">• 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 September 2018.		

PURCHASE ORDERS BETWEEN \$25,000.00 AND \$50,000.00 (SEPTEMBER 2018)

VENDOR/LOCATION	PO/ CONTRACT NO.	DESCRIPTION	DEPARTMENT	AMOUNT
Radius Product Development, Inc. Waltham, Massachusetts	275409	Digital Strategy Workshops	Environmental Affairs	\$34,798.00
		<ul style="list-style-type: none">Requisition No. 266674		Paid to Date: \$34,798.00
Royal Seal Construction, Inc. Bartonville, Texas	275264	Restoration of Payphone Areas	Revenue Management	NTE \$35,341.00
		<ul style="list-style-type: none">Requisition No. 265783 and 266490		Paid to Date: \$0.00
The Business Debate LTD London, United Kingdom	275410	Sustainability Documentary	Environmental Affairs	NTE \$38,957.00
		<ul style="list-style-type: none">Requisition No. 266884		Paid to Date: \$38,957.00
Wesco Chemicals, Inc. Waxahachie, Texas	275150	Dry Chemical System	Energy, Transportation and Asset Management	NTE \$30,862.94
		<ul style="list-style-type: none">Requisition No. 266448		Paid to Date: \$7,242.74
TOTAL				\$139,958.94

NON-PROFESSIONAL SERVICES CONTRACTS BETWEEN \$25,000.00 AND \$50,000.00 (SEPTEMBER 2018)

VENDOR/LOCATION	PO/ CONTRACT NO.	DESCRIPTION	DEPARTMENT	AMOUNT
Grubbs Infiniti LTD Irving, Texas	7006714	Vehicle Lease	Audit Services	NTE \$34,484.51 Paid to Date: \$874.09
Regula Forensics, Inc. Reston, Virginia	7006700	Mobile Scanning Software and Support	Information Technology Services	\$42,892.20 Paid to Date: \$42,892.20
TOTAL				\$77,376.71

PROFESSIONAL SERVICES CONTRACTS BETWEEN \$25,000.00 AND \$50,000.00 (SEPTEMBER 2018)

VENDOR/LOCATION	PO/ CONTRACT NO.	DESCRIPTION	DEPARTMENT	AMOUNT
Brock Solutions US, Inc. Irving, Texas	8005235	Baggage Data Acquisitions and Reporting Services	Information Technology Services	\$49,325.00 Paid to Date: \$0.00
Deer Oaks EAP Services LLP San Antonio, Texas	8005208	Employee Assistance Program	Human Resources	NTE \$40,320.00 Paid to Date: \$0.00
Kaplan Kirsch & Rockwell LLP Denver, Colorado	8005210	Legal Services for Federal Regulations Matters	Legal	NTE \$48,750.00 Paid to Date: \$0.00
TOTAL				\$138,395.00

**CONTRACT/PURCHASE ORDER INCREASES/DECREASES (\$25,000 OR GREATER)
(APPROVED BY BOARD STAFF UNDER THEIR DELEGATED AUTHORITY – SEPTEMBER 2018)**

VENDOR/LOCATION	PO/ CONTRACT NO.	DESCRIPTION	DEPARTMENT	CONTRACT DATA	
Andrew Kurth LLP Houston, Texas	8005069	Legal Services for Vizant vs. DFW Airport	Legal	Contract Value:	\$143,750.00
				This Action:	\$48,750.00
				Revised Contract Value:	\$192,500.00
				Paid to Date:	\$118,387.91
Axon Enterprise, Inc. Scottsdale, Arizona	7006579	Taser T60 Program	Public Safety	Contract Value:	\$374,443.86
				This Action:	\$49,280.00
				Revised Contract Value:	\$423,723.86
				Paid to Date:	\$86,571.86
Critical Start LLC Plano, Texas	7006521	Security Information Event Management	Information Technology Services	Contract Value:	\$594,351.79
				This Action:	\$40,922.79
				Revised Contract Value:	\$635,274.58
				Paid to Date:	\$433,390.00
LifeSpeak USA, Inc. Toronto, Ontario, Canada	8005025	Online Video Training Program	Human Resources	Contract Value:	\$187,000.00
				This Action:	\$49,000.00
				Revised Contract Value:	\$236,000.00
				Paid to Date:	\$138,000.00
MYAR Lonestar Solutions LLC Plano, Texas	8005160	Consulting Services for Access Control Management System	Public Safety	Contract Value:	\$1,065,111.03
				This Action:	\$44,503.19
				Revised Contract Value:	\$1,109,614.12
				Paid to Date:	\$889,232.76
PR Newswire Association, LLC New York, New York	7005480	News Release Services	Communications and Marketing	Contract Value:	\$296,096.83
				This Action:	\$41,945.00
				Revised Contract Value:	\$338,041.83
				Paid to Date:	\$234,493.89
TOTAL					\$274,400.98

**DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD
COMMITTEE DISCUSSION ITEM**

Meeting Date	Subject	Committee
11/08/2018	Aviation Real Estate Permits and Agreements	Finance/Audit

Item For Discussion

Permits and Agreements issued by the Aviation Real Estate Department

New Signatory Airlines to the DFW Lease and Use Agreement:

- Icelandair, HF
- Kalitta Air, LLC.
- AirBridgeCargo Airlines, LLC.
- Aerovias de Mexico, S.A. DE CV., dba Aeromexico

New Permittee Airlines:

- WOW Air, LLC.

New Cargo Ground Handling Permits:

- Aeroground Inc. dba Menzies Aviation
- IAS Logistics, DFW, LLC dba Pinnacle Logistics
- Worldwide Flight Services, Inc.

AGENDA
CONCESSIONS/COMMERCIAL DEVELOPMENT COMMITTEE
TUESDAY, NOVEMBER 6, 2018
12:55 p.m.

CONCESSIONS/COMMERCIAL DEVELOPMENT COMMITTEE

25. Approve the minutes of the Concessions/Commercial Development Meeting of October 9, 2018.

Consent Items for Consideration

- K. Smith 26. Approve an increase to Contract No. 7006248, for Non-Public Custodial Services, with Oriental Building Services, Inc., of Dallas, Texas, in an amount not to exceed \$130,399.86, for a revised Contract amount of \$1,580,153.68; and extend the term of the Contract for one month.
- Z. Campbell 27. Approve authorization to re-concept Lease No. 009812 between the Dallas Fort Worth International Airport Board and Paradies-DFW 2015 (F&B), LLC.

Action Items for Consideration

- J. Badin 28. Approve execution of an Interlocal Agreement Contract No. 7006723, between the Airport Board and the Metropolitan Washington Airport Authority (MWAA), of Washington, D.C., that authorizes the Airport Board and MWAA to enter into agreements with each other and to purchase goods and services from each entity and execute Contract No. 7006728 for Biometric Identification Software and Support Services, in the amount of \$630,000.00, for the initial two-year term with options to renew annually for additional one-year periods.
- Z. Campbell 29. Approve authorization to Amend Lease Number 009779 and enter into two new Lease Agreements with TRG Duty Free Joint Venture.
30. Approve authorization to revise the entity name and re-concept Lease No. 008861 between the Dallas Fort Worth International Airport Board and MBC/CI Joint Venture.
- J. Terrell 31. Approve execution of a ground lease agreement with DFW Mustang Park 1, LLC for +/-26.26 acres of land.
32. Approve execution of a ground lease agreement with DFW Mustang Park 2, LLC for +/-26.46 acres of land.
33. Approve execution of a ground lease agreement with DFW Mustang Industrial, L.P. for +/-9.92 acres of land.
34. Approve execution of a reimbursement agreement with DFW Mustang Industrial, L.P. in an amount not to exceed \$235,645.00.

- 35. Approve execution of a reimbursement agreement with DFW Mustang Park 1, LLC in an amount not to exceed \$1,491,517.00.
- P. Tomme 36. Approve acceptance of \$17,000 in settlement of a dispute with Chesapeake Exploration, LLC regarding royalties owed for reinjected gas, and to recommend that the Cities of Dallas and Fort Worth approve such settlement.

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

Date	Committee	Subject	Resolution #	
11/08/2018	Concessions/Commercial Development	Non-Public Facilities Custodial Services (30 Day Extension)		
Action That the Chief Executive Officer or designee be authorized to increase Contract No. 7006248, for Non-Public Custodial Services, with Oriental Building Services, Inc., of Dallas, Texas, in an amount not to exceed \$130,399.86, for a revised Contract amount of \$1,580,153.68; and extend the term of the Contract for one month.				
Description <ul style="list-style-type: none">• Increase Contract for Non-Public Facilities Custodial Services for the Airport's Customer Experience Department.• Extend the term of the Contract for one month. Justification <ul style="list-style-type: none">• This Contract increase will provide additional custodial staff for continued services at the Taxi Queue Pavilion and on-site restroom facilities, due to the increase of taxi queue dwell time.• This OBA will allow us a 30-day overlap of companies to ensure there is no degradation in service. For the 30 non-public buildings (Airport Operations Center, Taxi Queue, all Department of Public Safety Stations, Central Utilities Plant, Energy, Transportation and Asset Management and other support buildings).				
D/S/M/WBE Information <ul style="list-style-type: none">• In accordance with the Board's SBE Program, the SBE goal for this contract is 30%.• Oriental Building Services, Inc. is a certified Small Business Enterprise (PM-C); therefore will be counted 100% towards the SBE Program goal.				
Schedule/Term <ul style="list-style-type: none">• Extension by this Action: One month• Revised Contract Completion Date: December 6, 2018				
Contract #	Agreement #	Purchase Order #	Action Amount	Revised Amount
7002648			NTE \$130,399.86	\$1,580,153.68
For Information contact	Fund	Project #	External Funding Source	Amount
Julio Badin 3-9504 Edward Dunagan 3-5612	0102			\$130,399.86

Additional Information

- On October 1, 2015, by Resolution No. 2015-10-198, the Board awarded Contract No. 7006248, to Oriental Building Services, Inc., of Dallas, Texas, for Non-Public Facilities Custodial Service.

Additional Attachments: **N****BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD**

That the Chief Executive Officer or designee be authorized to increase Contract No. 7006248, for Non-Public Custodial Services, with Oriental Building Services, Inc., of Dallas, Texas, in an amount not to exceed \$130,399.86, for a revised Contract amount of \$1,580,153.68; and extend the term of the Contract for one month.

Approved as to Form by


Rodriguez, Elaine
Legal Counsel
Oct 25, 2018 3:09 pm

Approved as to Funding by


Miyashita, Glenn
Assistant Vice President Capital
Planning
Finance
Oct 25, 2018 4:05 pm

Approved as to M/WBE by


Burks Lee, Tamela
Vice President Business Diversity
and Development
Business Diversity and
Development
Oct 25, 2018 2:42 pm

SIGNATURE REQUIRED FOR APPROVAL**Approved by**


Department Head
Customer Service
Oct 24, 2018 3:00 pm

Pending

Chief Executive Officer

Date

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

Date	Committee	Subject	Resolution #	
11/08/2018	Concessions/Commercial Development	Approval to re-concept Lease No. 009812 dba ABACUS by Kent Rathbun		
Action That the Chief Executive Officer or designee be authorized to re-concept Lease No. 009812 between the Dallas Fort Worth International Airport Board and Paradies-DFW 2015 (F&B), LLC.				
Description <ul style="list-style-type: none">• Concessionaire will reconcept the ABACUS by Kent Rathbun location in Terminal D, Gate D22, to Bar Louie.• All other terms and conditions, including but not limited to, term, percentage rent and expiration date of said Lease shall remain in effect.				
Justification <ul style="list-style-type: none">• Bar Louie is a popular local/nationally recognized concept.• This action will provide a more robust food and full service bar option.• This action meets the Board's Concessions Policy 1.3.2 providing and improving the shopping, dining and service experience at DFW International Airport.				
D/S/M/WBE Information <ul style="list-style-type: none">• All joint venture agreement terms and conditions shall remain in effect.• Paradies-DFW 2015 (F&B), LLC is comprised of The Paradies Shops (65%), Bugatti's, Inc. (ACDBE, IM-C: 25%) and Southwest Concessions, Inc. (ACDBE, HM-10%).				
Contract #	Agreement #	Purchase Order #	Action Amount	Revised Amount
			\$0	\$0
For Information contact	Fund	Project #	External Funding Source	Amount
Zenola Campbell 3-4830				\$0

Additional InformationAdditional Attachments: **N****BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD**

That the Chief Executive Officer or designee be authorized to re-concept Lease No. 009812 between the Dallas Fort Worth International Airport Board and Paradies-DFW 2015 (F&B), LLC.

Approved as to Form by

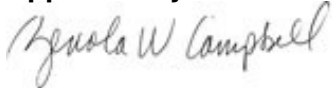

Rodriguez, Elaine
Legal Counsel
Oct 25, 2018 1:39 pm

Approved as to Funding by


Miyashita, Glenn
Assistant Vice President Capital
Planning
Finance
Oct 25, 2018 12:48 pm

Approved as to M/WBE by


Burks Lee, Tamela
Vice President Business Diversity
and Development
Business Diversity and
Development
Oct 25, 2018 1:47 pm

SIGNATURE REQUIRED FOR APPROVAL**Approved by**


Department Head

Oct 25, 2018 11:42 am

Pending

Chief Executive Officer

Date

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

Date	Committee	Subject	Resolution #		
11/08/2018	Concessions/Commercial Development	Interlocal Agreement with Metropolitan Washington Airport Authority			
Action That the Chief Executive Officer or designee be authorized to execute an Interlocal Agreement Contract No. 7006723, between the Airport Board and the Metropolitan Washington Airport Authority (MWAA), of Washington, D.C., that authorizes the Airport Board and MWAA to enter into agreements with each other and to purchase goods and services from each entity and execute Contract No. 7006728 for Biometric Identification Software and Support Services, in the amount of \$630,000.00, for the initial two-year term with options to renew annually for additional one-year periods.					
Description <ul style="list-style-type: none">• Enter into a Interlocal Agreement with the Metropolitan Washington Airport Authority (MWAA) to establish a cooperative agreement.• Award a contract for biometric identification software and support services for the Airport's Customer Experience and Information Technology Services Departments.					
Justification <ul style="list-style-type: none">• This action will authorize the Board and MWAA to establish a cooperative arrangement to enter into agreements with each other and to purchase goods and services from each entity.• The Airport's Customer Experience and Information Technology Services Departments have a near-term interest in purchasing a biometric identification software program that is installed on iPads or tablet devices that are purchased separately. This facial recognition technology will assist in the identification of passengers at various touchpoints as they travel through our five terminals.					
D/S/M/WBE Information <ul style="list-style-type: none">• N/A - Not subject to the goal per the Board's SBE Policy due to the nature of the procurement (Interlocal Agreement).					
Schedule/Term <ul style="list-style-type: none">• Contract Start Date: November 2018. The term will be by mutual agreement.					
Contract #	Agreement #	Purchase Order #	Action Amount	Revised Amount	
7006723			\$0		
7006728			\$630,000.00		
For Information contact		Fund	Project #	External Funding Source	Amount
Julio Badin		0102			\$510,000.00
3-9504		DFW Capital Acct	26748-01		\$120,000.00
Ron Duncan					
3-5613					

Justification Continued

- This system will improve passenger identity verification processes by supporting the Biometric Air Exit Program requirements as prescribed by the U.S. Customs and Border Protection. In addition, this system may be expanded to support other Airport programs or mandates that may develop.
- Project funding comprised of O&M 102 for the expenses associated with cloud-based subscription services as well as DFW Capital Acct for professional services for system installation.

Additional Information

- Section 791.011 of the Texas Government Code authorizes a local government to Contract or agree with another local government to perform governmental functions and services.
- Suppliers are provided an opportunity to permit other governmental entities to use Airport contracts under the same terms, conditions and pricing as part of their bid or proposal to the Board.

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 an Interlocal Agreement Contract No. 7006723, between the Airport Board and the Metropolitan Washington Airport Authority (MWAA), of Washington, D.C., that authorizes the Airport Board and MWAA to enter into agreements with each other and to purchase goods and services from each entity and execute Contract No. 7006728 for Biometric Identification Software and Support Services, in the amount of \$630,000.00, for the initial two-year term with options to renew annually for additional one-year periods.

Approved as to Form by


Rodriguez, Elaine
Legal Counsel
Oct 26, 2018 11:19 am

Approved as to Funding by


Miyashita, Glenn
Assistant Vice President Capital
Planning
Finance
Oct 26, 2018 10:33 am

Approved as to M/WBE by


Burks Lee, Tamela
Vice President Business Diversity
and Development
Business Diversity and
Development
Oct 26, 2018 10:51 am

SIGNATURE REQUIRED FOR APPROVAL**Approved by**


Department Head
Customer Service
Oct 25, 2018 4:01 pm

Pending

Chief Executive Officer

Date

DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

OFFICIAL BOARD ACTION/RESOLUTION

Date	Committee	Subject	Resolution #	
11/08/2018	Concessions/Commercial Development	Approval to Amend Lease Number 009779 and enter into two new Lease Agreements with TRG Duty Free Joint Venture		
Action That the Chief Executive Officer or designee be authorized to Amend Lease Number 009779 and enter into two new Lease Agreements with TRG Duty Free Joint Venture.				
Description <ul style="list-style-type: none">• In addition to Terminal D, American Airlines now operates international service out of Terminals A and C.• To better service international passengers, TRG Duty Free Joint Venture will operate two (2) new locations; one in Terminal A Gate A25 and one in Terminal C Gate C10 which are targeted to open on or before April 1, 2019.• The main Lease (Number 009779) term will be Amended to restart to twelve (12) years on or before April 1, 2019.• Effective November 1, 2018 Percent Rents of all Gross Receipts, with the exception of Allowances and Artwork, for each Terminal D location will be changed as follows<ul style="list-style-type: none">◆ November 1, 2018 to September 30, 2021 - Twenty Percent (20%)◆ November 1, 2021 to September 30, 2024 - Twenty Six and one-half Percent (26.5%)◆ November 1, 2024 to April 30, 2031 - Twenty Seven and one-half Percent (27.5%)				
Justification <ul style="list-style-type: none">• Both boutique locations will focus on an array of best selling products to meet either domestic or international passengers that include fragrance, cosmetics, liquor, tobacco and confections.• This action is based on the Concessions Policy, 2.2.1 (B) Additional Locations• This action meets the Board's Concessions Policy of providing and improving the shopping, dining and service experience at DFW International Airport.				
D/S/M/WBE Information <ul style="list-style-type: none">• In accordance with the Board's Business Diversity Programs, the ACDBE goal for this lease is 30% and the M/WBE goal for design and construction is 30%.• TRG Duty Free Joint Venture has committed to achieving 30% ACDBE participation by utilizing Charles Bush Consulting, LLC (BM-C:15%) and MDT Strategic Ventures, Inc. d/b/a Innovative Strategies (HM-C:15%) and 30% M/WBE participation in the design and construction of the lease spaces.				
Contract #	Agreement #	Purchase Order #	Action Amount	Revised Amount
			\$0	\$0
For Information contact	Fund	Project #	External Funding Source	Amount
Zenola Campbell 3-4830				\$0

Additional Information

Terminal A, Gate A25

Lease Term: Seven (7) Years

Minimum Annual Guarantee: \$89,000

Percent Rent: See Attached

Terminal C, Gate C10

Lease Term: Seven (7) Years

Minimum Annual Guarantee: \$112,000

Percent Rent: See Attached

Additional Attachments: **Y****BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD**

That the Chief Executive Officer or designee be authorized to Amend Lease Number 009779 and enter into two new Lease Agreements with TRG Duty Free Joint Venture.

Approved as to Form by


Rodriguez, Elaine

Legal Counsel

Oct 25, 2018 1:59 pm

Approved as to Funding by


Miyashita, Glenn

Assistant Vice President Capital

Planning

Finance

Oct 25, 2018 12:47 pm

Approved as to M/WBE by


Burks Lee, Tamela

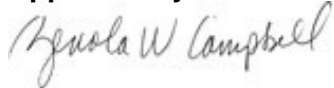
Vice President Business Diversity

and Development

Business Diversity and

Development

Oct 25, 2018 1:47 pm

SIGNATURE REQUIRED FOR APPROVAL**Approved by**


Department Head

Oct 25, 2018 11:42 am

Pending

Chief Executive Officer

Date

TRG Duty Free Lease Percent Rents

- Terminal A, Gate A25 and Terminal C, Gate C10
 - Percent Rent for Each Location for Duty Paid
 - Duty Paid: 18%
 - Duty Free:
 - Of All Gross Receipts with the exception of Allowances and Artwork
 - Years 1-3 20%
 - Years 4-6 26.5%
 - Years 7 27.5%
 - Of All Gross for Allowances for Duty Free and Duty Paid
 - Years 1-3 14%
 - Years 4-6 15.50%
 - Year 7 16.50%
 - Of All Gross for Artwork for Duty Free and Duty Paid
 - Years 1-3 12%
 - Years 4-6 13.50%
 - Year 7 14.50%

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

Date	Committee	Subject	Resolution #	
11/08/2018	Concessions/Commercial Development	Approval to revise the entity name and re-concept Lease No. 008861		
Action That the Chief Executive Officer or designee be authorized to revise the entity name and re-concept Lease No. 008861 between the Dallas Fort Worth International Airport Board and MBC/CI Joint Venture.				
Description <ul style="list-style-type: none">• Resolution No. 2013-01-031 awarded space in Terminal E to MBC/CI Joint Venture; a Joint Venture comprising of Texas CI, LLC (60%) and MBC Concessions, Inc. (40%).• M2Concepts will purchase the Joint Venture interest currently owned by MBC Concessions, Inc.• The new entity for this location will be changed to CI/M2 Concepts, JV.• Concessionaire will re-concept the Genghis Grill located in Terminal E, Gate E33 to Panda Express.• All other lease terms including but not limited to percent rent and Minimum Annual Guarantee will not be changed.				
Justification <ul style="list-style-type: none">• Panda Express founded in 1983 is an American favorite in fast casual dining with more than 1,900 stores and will offer an exceptional Asian dining experience.• Re-concepting would result in providing greater customer service and a better concept mix within the terminal.• The term for this location is extended by three (3) years.• There will be a sixty day (60) Minimum Annual Guarantee abatement period during the re-concepting of this location.• This action meets the Board's Concessions Policy 1.3.2 providing and improving the shopping, dining and service experience at DFW International Airport.				
D/S/M/WBE Information <ul style="list-style-type: none">• CI/M2 Concepts, JV is comprised of Texas CI, LLC (MBE, BF-C: 60%) and M2 Concepts, LLC (ACDBE, BM-C: 40%).				
Contract #	Agreement #	Purchase Order #	Action Amount	Revised Amount
			\$0	\$0
For Information contact	Fund	Project #	External Funding Source	Amount
Zenola Campbell 3-4830				\$0

Additional InformationAdditional Attachments: **N****BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD**

That the Chief Executive Officer or designee be authorized to revise the entity name and re-concept Lease No. 008861 between the Dallas Fort Worth International Airport Board and MBC/CI Joint Venture.

Approved as to Form by

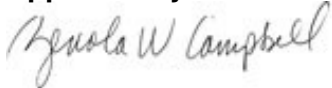

Rodriguez, Elaine
Legal Counsel
Oct 25, 2018 3:08 pm

Approved as to Funding by


Miyashita, Glenn
Assistant Vice President Capital
Planning
Finance
Oct 25, 2018 12:45 pm

Approved as to M/WBE by


Burks Lee, Tamela
Vice President Business Diversity
and Development
Business Diversity and
Development
Oct 25, 2018 1:48 pm

SIGNATURE REQUIRED FOR APPROVAL**Approved by**


Department Head

Oct 25, 2018 11:42 am

Pending

Chief Executive Officer

Date

DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

OFFICIAL BOARD ACTION/RESOLUTION

Date	Committee	Subject	Resolution #	
11/08/2018	Concessions/Commercial Development	Ground lease agreement with DFW Mustang Park 1, LLC		
Action That the Chief Executive Officer or designee be authorized to execute a ground lease agreement with DFW Mustang Park 1, LLC for +/-26.26 acres of land.				
Description <ul style="list-style-type: none">• Enter into a ground lease on +/-26.26 acres in Grapevine, Texas with DFW Mustang Park 1, LLC (Tenant), for an industrial development for warehouse, distribution, logistics, office and operations incidental thereto for a term of 40 years• The single-building development will contain +/-401,280 square feet (sf) of space• The lease contemplated in this OBA is contingent on (i) finalizing lease terms, and (ii) obtaining a National Environmental Policy Act permit from the Federal Aviation Administration				
Justification <ul style="list-style-type: none">• Development of this facility will generate initial rent income of approximately \$486,202 per year (\$40,517 per month)• Strategic Plan benefits:<ul style="list-style-type: none">◆ Assists with development of land on DFW Airport in support of the Board's Land Use Plan◆ Encourages non-core business developments consistent with the Board's policies◆ Increases non-airline revenues, expands cargo development, and supports trade within the Dallas/Fort Worth region.• The Board will reimburse Tenant through a separate Reimbursement Agreement, for actual costs incurred to construct Board Improvements; mass grading and tree clearing. Reimbursement to the Tenant shall not exceed \$1,278,894. The reimbursement will be paid not more than monthly with receipt of paid invoices. Details of the Reimbursement Agreement are contained in a separate OBA request titled "Reimbursement agreement with DFW Mustang Park 1, LLC".• The Board Improvements are designed to benefit a second, adjacent lease, DFW Mustang Park 2, LLC.				
D/S/M/WBE Information <ul style="list-style-type: none">• In accordance with the Board's M/WBE and MBE Programs, the goals for this agreement are 33% M/WBE participation for design 22% MBE participation for the construction of the development.• DFW Mustang Park 1, LLC has committed to achieving 33% M/WBE participation for design 22% MBE participation for the construction of the development.				
Schedule/Term 40 years				
Contract #	Agreement #	Purchase Order #	Action Amount	Revised Amount
			\$0	\$0
For Information contact	Fund	Project #	External Funding Source	Amount
John Terrell 3-4655				\$0

Additional Information

- Ground rent shall be at a rate of \$0.425 per sf applied to +/-26.26 acres of land.
- The lease contains ground rent escalations throughout the 40-year term. Rent escalations occur every five (5) years at a rate of 3% per year, compounded annually for the first 20 years. After 20 years, the land will be appraised and the ground rent reestablished based on the new appraised value. Ground rent will increase with the Consumer Price Index after years 25, 30, and 35.

Funding

- Board Improvements will include mass grading and tree clearing on the +/-26.26-acre site. The Tenant will design and construct the Board Improvements for the Airport Board, and be reimbursed under a separate Reimbursement Agreement.
- Total not-to-exceed (NTE) amount = \$1,278,894 + Board contingency of \$212,623 = \$1,491,517
- Total annual rent (DFW Mustang Park 1, LLC is \$486,202, and DFW Mustang Park 2, LLC is \$489,988) = \$976,190
- Internal Rate of Return on *investment = 60.9%
- Project payback on *investment = 1.67 years

*Approved investment amount of \$1,630,108 includes worst case internal overhead cost.

Additional Attachments: **Y**

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to execute a ground lease agreement with DFW Mustang Park 1, LLC for +/-26.26 acres of land.

Approved as to Form by


Rodriguez, Elaine
Legal Counsel
Oct 25, 2018 10:18 am

Approved as to Funding by


Miyashita, Glenn
Assistant Vice President Capital
Planning
Finance
Oct 25, 2018 12:42 pm

Approved as to M/WBE by


Burks Lee, Tamela
Vice President Business Diversity
and Development
Business Diversity and
Development
Oct 25, 2018 1:48 pm

SIGNATURE REQUIRED FOR APPROVAL**Approved by**


Department Head
Commercial Development
Oct 25, 2018 9:50 am

Pending

Chief Executive Officer

Date

DETAIL INFORMATION SHEET(S) FOR:

Project Summary and Financial Returns DFW Mustang Park 1, LLC (Prologis, Inc.)

DFW Mustang Park 1, LLC (the "Tenant") is an affiliate of Prologis, Inc. ("Prologis"). Prologis is a publicly traded Real Estate Investment Trust, listed on the NYSE under the ticker PLD. The Prologis Dallas office will develop, lease and provide the on-going management of the project at DFW International Airport.

DFW Mustang Park 1, LLC will be a build-to-suit facility for a global operations and manufacturing company dedicated to providing product support to customers worldwide. The company works with global technology brands such as DELL, intel, HP, Microsoft, CISCO, Sony, Motorola, IBM, ACER and others. The operation capacity has expanded in the US; to meet the needs of customers, the company must deploy resources to service products for customer demands. The company has global logistical and distribution sites in Asia, Europe and the Americas, covering 19 countries with a global network that supports more than 30 countries.

Prologis owns and/or manages 685 million square feet of industrial and distribution buildings in 19 countries across 4 continents. In 2017, Prologis leased 170 million square feet and developed over \$2 billion of new assets around the globe for an estimated value creation of \$583 million. Additionally, in 2017 Prologis' build-to-suit activity was comprised of 33 completions and 38 starts.

The Tenant requests to lease approximately 26.26 acres of land for the development of this new project. The building will contain approximately 401,280 square feet of space.

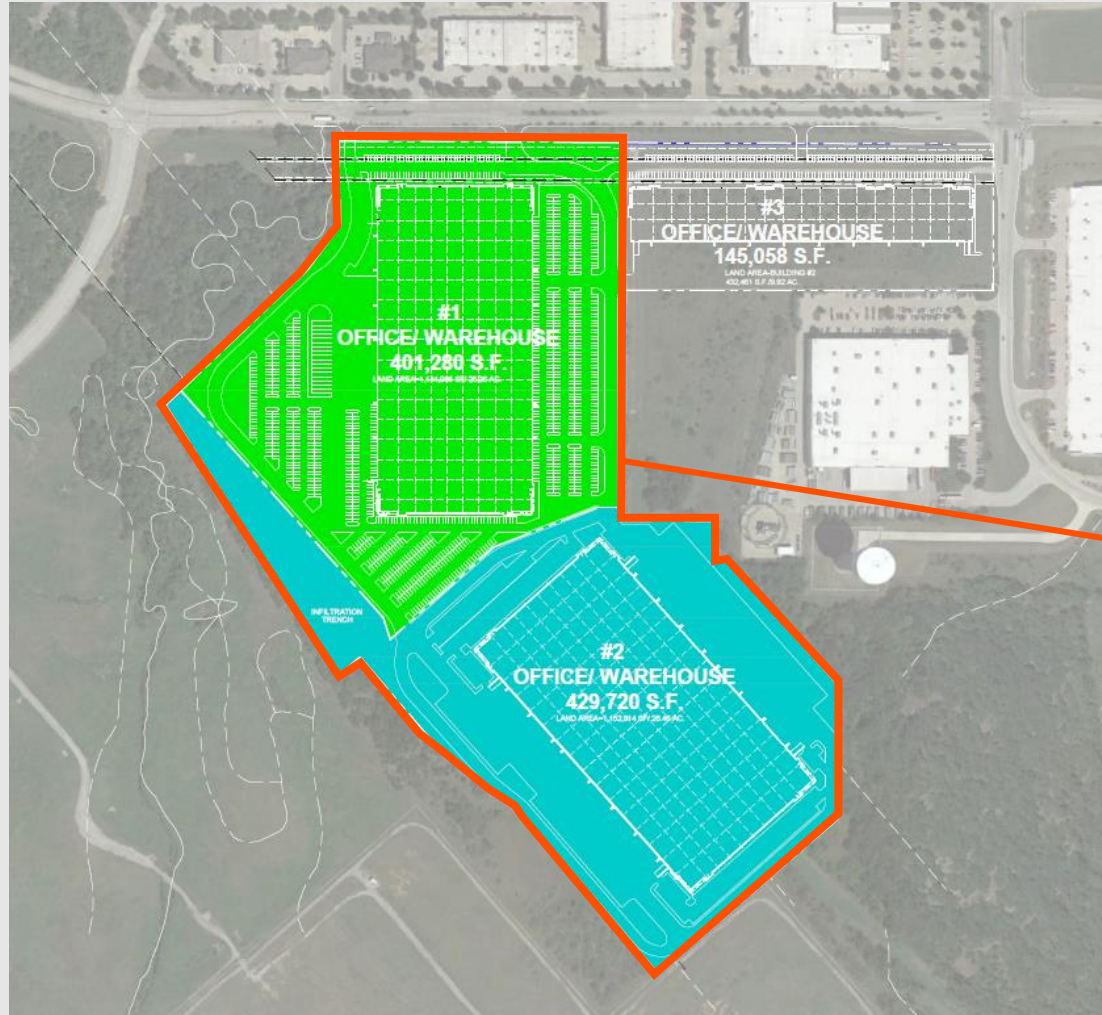
DFW Airport is the preferred site location for development of the facility due to its central location in the metroplex and its proximity to air and surface transportation. With DFW's capabilities to load shipments from truck to plane, the site is ideal for the build-to-suit tenant to take advantage of the movement of goods through an air cargo hub.

Ground lease with DFW Mustang Park 1, LLC supports the Strategic Imperatives by increasing non-airline revenues, and increasing the economic benefits that Dallas and Fort Worth receive from commercial development. This proposed development and use conforms to the Board's Land Use Plan.

The land value used to establish the ground rent is based on a third-party appraisal. The estimated annual revenue is \$486,202 and the \$0.425 per square foot rental rate is increased every five (5) years at a rate of 3% compounded annually totaling a 54% increase in rent over the first 20 years of the leases.

Upon construction completion, the facility will become property of DFW Airport, to be occupied by the Tenant under the leasehold estate created by the lease. Upon expiration or termination of this 40-year lease, the possession and control of the facility will belong to DFW Airport. At that time, the facility can then be available for DFW Airport to refurbish, if necessary, and then lease, thereby generating revenue in addition to ground rent.

Ground lease agreement with DFW Mustang Park 1, LLC, (Prologis, Inc.) and associated reimbursement agreement



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

Date	Committee	Subject	Resolution #	
11/08/2018	Concessions/Commercial Development	Ground lease agreement with DFW Mustang Park 2, LLC		
Action That the Chief Executive Officer or designee be authorized to execute a ground lease agreement with DFW Mustang Park 2, LLC for +/-26.46 acres of land.				
Description <ul style="list-style-type: none">• Enter into a ground lease on +/-26.46 acres in Grapevine, Texas with DFW Mustang Park 2, LLC (Tenant), for an industrial development for warehouse, distribution, logistics, office and operations incidental thereto for a term of 40 years• The single, speculative facility development will contain +/-429,720 square feet (sf) of space• The lease contemplated in this OBA is contingent on (i) finalizing lease terms, and (ii) obtaining a National Environmental Policy Act permit from the Federal Aviation Administration				
Justification <ul style="list-style-type: none">• Development of this facility will generate initial rent income of approximately \$489,988 per year (\$40,832 per month)• Strategic Plan benefits:<ul style="list-style-type: none">◆ Assists with development of land on DFW Airport in support of the Board's Land Use Plan◆ Encourages non-core business developments consistent with the Board's policies◆ Increases non-airline revenues and supports trade within the Dallas/Fort Worth region				
D/S/M/WBE Information <ul style="list-style-type: none">• In accordance with the Board's M/WBE and MBE Programs, the goals for this agreement are 33% M/WBE participation for design and 22% MBE participation for the construction of the development.• DFW Mustang Park 2, LLC has committed to achieving 33% M/WBE participation for design and 22% MBE participation for the construction of the development.				
Schedule/Term 40 years				
Contract #	Agreement #	Purchase Order #	Action Amount	Revised Amount
			\$0	\$0
For Information contact	Fund	Project #	External Funding Source	Amount
John Terrell 3-4655				\$0

Additional Information

- Ground rent shall be at a rate of \$0.425 per sf applied to the +/-26.46 acres of land.
- The lease contains ground rent escalations throughout the 40-year term. Rent escalations occur every five (5) years at a rate of 3% per year, compounded annually, for the first 20 years. After 20 years, the land will be appraised and the ground rent reestablished based on the new appraised value. Ground rent will increase with the Consumer Price Index after years 25, 30, and 35.

Additional Attachments: **Y****BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD**

That the Chief Executive Officer or designee be authorized to execute a ground lease agreement with DFW Mustang Park 2, LLC for +/-26.46 acres of land.

Approved as to Form by


Rodriguez, Elaine
Legal Counsel
Oct 25, 2018 10:19 am

Approved as to Funding by


Miyashita, Glenn
Assistant Vice President Capital
Planning
Finance
Oct 25, 2018 12:42 pm

Approved as to M/WBE by


Burks Lee, Tamela
Vice President Business Diversity
and Development
Business Diversity and
Development
Oct 25, 2018 1:49 pm

SIGNATURE REQUIRED FOR APPROVAL**Approved by**


Department Head
Commercial Development
Oct 25, 2018 9:50 am

Pending

Chief Executive Officer

Date

DETAIL INFORMATION SHEET(S) FOR:

Project Summary and Financial Returns DFW Mustang Park 2, LLC (Prologis, Inc.)

DFW Mustang Park 2, LLC. (the "Tenant") is an affiliate of Prologis, Inc. ("Prologis"). Prologis is a publicly traded Real Estate Investment Trust, listed on the NYSE under the ticker PLD. The Prologis Dallas office will develop, lease and provide the on-going management of the project at DFW International Airport.

Prologis owns and/or manages 685 million square feet of industrial and distribution buildings in 19 countries across 4 continents. In 2017, Prologis leased 170 million square feet and developed over \$2 billion of new assets around the globe for an estimated value creation of \$583 million. Additionally, in 2017 Prologis' build-to-suit activity was comprised of 33 completions and 38 starts.

The Tenant requests to lease approximately 24.46 acres of land for the development of a speculative facility. The building will contain approximately 429,720 square feet of space.

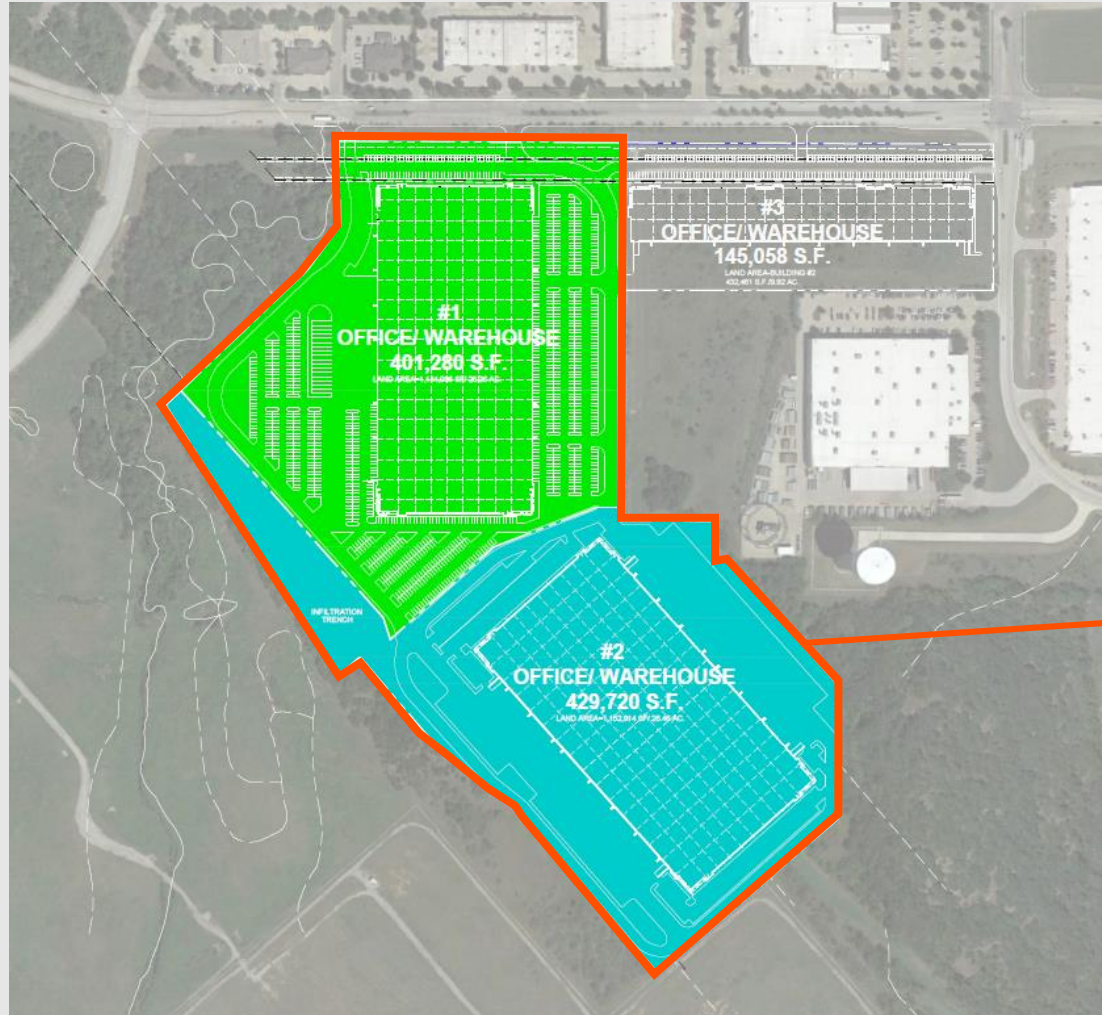
DFW Airport is the preferred site location for development of the facility due to its central location in the metroplex and its proximity to air and surface transportation.

The ground lease with DFW Mustang Park 2, LLC supports the Strategic Imperatives by increasing non-airline revenues, and increasing the economic benefits that Dallas and Fort Worth receive from commercial development. This proposed development and use conforms to the Board's Land Use Plan.

The land value used to establish the ground rent is based on a third-party appraisal. The estimated annual revenue is \$489,988 and the \$0.425 per square foot rental rate is increased every five (5) years at a rate of 3% compounded annually totaling a 54% increase in rent over the first 20 years of the leases.

Upon construction completion, the facility will become property of DFW Airport, to be occupied by the Tenant under the leasehold estate created by the lease. Upon expiration or termination of this 40-year lease, the possession and control of the facility will belong to DFW Airport. At that time, the facility can then be available for DFW Airport to refurbish, if necessary, and then lease, thereby generating revenue in addition to ground rent.

Ground lease agreement with DFW Mustang Park 2, LLC (Prologis, Inc.)



DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

OFFICIAL BOARD ACTION/RESOLUTION

Date	Committee	Subject	Resolution #	
11/08/2018	Concessions/Commercial Development	Ground lease agreement with DFW Mustang Industrial, L.P.		
Action That the Chief Executive Officer or designee be authorized to execute a ground lease agreement with DFW Mustang Industrial, L.P. for +/-9.92 acres of land.				
Description <ul style="list-style-type: none">• Enter into a ground lease on +/- 9.92 acres in Grapevine, Texas with DFW Mustang Industrial, L.P. (Tenant) for an industrial development for warehouse, distribution, logistics, office and operations incidental thereto for a term of 40 years.• The single-building development will contain +/-145,058 square feet (sf) of space• The lease contemplated in this OBA is contingent on (i) finalizing lease terms, and (ii) obtaining a National Environmental Policy Act permit from the Federal Aviation Administration				
Justification <ul style="list-style-type: none">• Development of this facility will generate initial rent income of approximately \$183,649 per year (\$15,304 per month)• Strategic Plan benefits:<ul style="list-style-type: none">◆ Assists with development of land on DFW Airport in support of the Board's Land Use Plan◆ Encourages non-core business developments consistent with the Board's policies◆ Increases non-airline revenues and supports trade within the Dallas/Fort Worth region• The Board will reimburse Tenant through a separate Reimbursement Agreement, for actual costs incurred to construct Board Improvements; mass grading and tree clearing. Reimbursement to the Tenant shall not exceed \$196,586. The reimbursement will be paid not more than monthly, with receipt of paid invoices. Details of the Reimbursement Agreement are contained in a separate OBA request titled, "Reimbursement agreement with DFW Mustang Industrial, L.P."				
D/S/M/WBE Information <ul style="list-style-type: none">• In accordance with the Board's M/WBE and MBE Programs, the goals for this agreement are 33% M/WBE participation for design and 22% MBE participation for construction of the development.• DFW Mustang Industrial, L. P. has committed to achieving 33% M/WBE participation for design and 22% MBE participation for the construction of the development.				
Schedule/Term 40 years				
Contract #	Agreement #	Purchase Order #	Action Amount	Revised Amount
			\$0	\$0
For Information contact	Fund	Project #	External Funding Source	Amount
John Terrell 3-4655				\$0

Additional Information

- Ground rent shall be at a rate of \$0.425 per sf applied to +/-9.92 acres of land.
- The lease contains ground rent escalations throughout the 40-year term. Rent escalations occur every five (5) years at a rate of 3% per year, compounded annually for the first 20 years. After 20 years, the land will be appraised and the ground rent reestablished based on the new appraised value. Ground rent will increase with the Consumer Price Index after years 25, 30, and 35.

Funding

- Board Improvements will include mass grading and tree clearing on the +/-9.92-acre site. The Tenant will design and construct the Board Improvements for the Airport Board, and be reimbursed under a separate Reimbursement Agreement
- Total not-to-exceed (NTE) amount = \$196,586 + Board contingency of \$39,059 = \$235,645
- Total annual rent (DFW Mustang Industrial, L.P.) = \$183,649
- Internal Rate of Return on *investment = 62.3%
- Project payback on *investment = 1.63 years

*Approved investment amount of \$299,452 includes worst case internal overhead costs.

Additional Attachments: **Y**

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to execute a ground lease agreement with DFW Mustang Industrial, L.P. for +/-9.92 acres of land.

Approved as to Form by


Rodriguez, Elaine
Legal Counsel
Oct 25, 2018 10:10 am

Approved as to Funding by


Miyashita, Glenn
Assistant Vice President Capital
Planning
Finance
Oct 25, 2018 12:44 pm

Approved as to M/WBE by


Burks Lee, Tamela
Vice President Business Diversity
and Development
Business Diversity and
Development
Oct 25, 2018 1:48 pm

SIGNATURE REQUIRED FOR APPROVAL**Approved by**


Department Head
Commercial Development
Oct 25, 2018 9:50 am

Pending

Chief Executive Officer

Date

DETAIL INFORMATION SHEET(S) FOR:

Project Summary and Financial Returns DFW Mustang Industrial, L.P. (Frontier Equity)

DFW Mustang Industrial, L.P. (the “Tenant”) is an affiliate of Frontier Equity (“Frontier”). Frontier is the investment subsidiary of Holt Lunsford Commercial (“HLC”) licensed to do business in the state of Texas. Frontier will develop, lease and provide the on-going management of the projects at DFW International Airport.

HLC is a 25-year-old company based in Dallas, TX. Over the past 20 years, Frontier has participated in the acquisition and development of 276 properties totaling more than \$1.7 billion. The current portfolio consists of 21 projects totaling 3.6 million square feet and \$215 million in acquisition and development value, which includes 50 acres of land.

DFW Mustang Industrial, L.P. requests to lease approximately 9.92 acres of land for the development of this new project. The building will contain approximately 145,058 square feet of space.

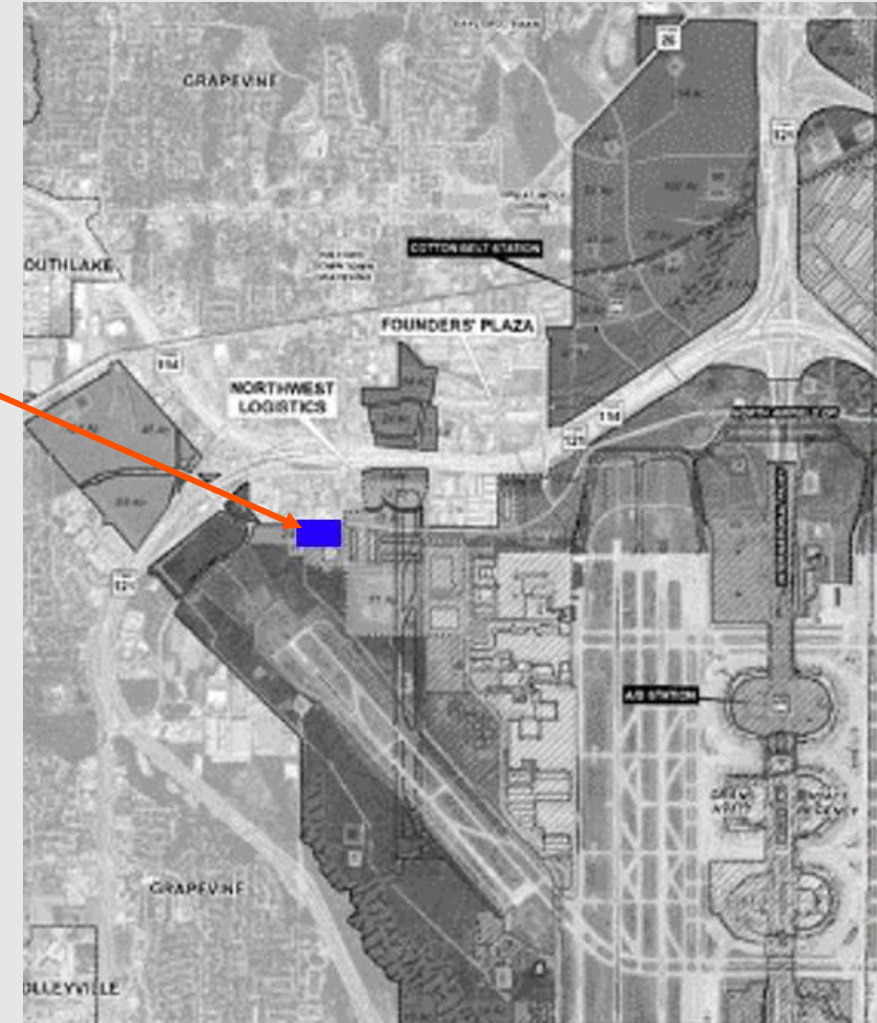
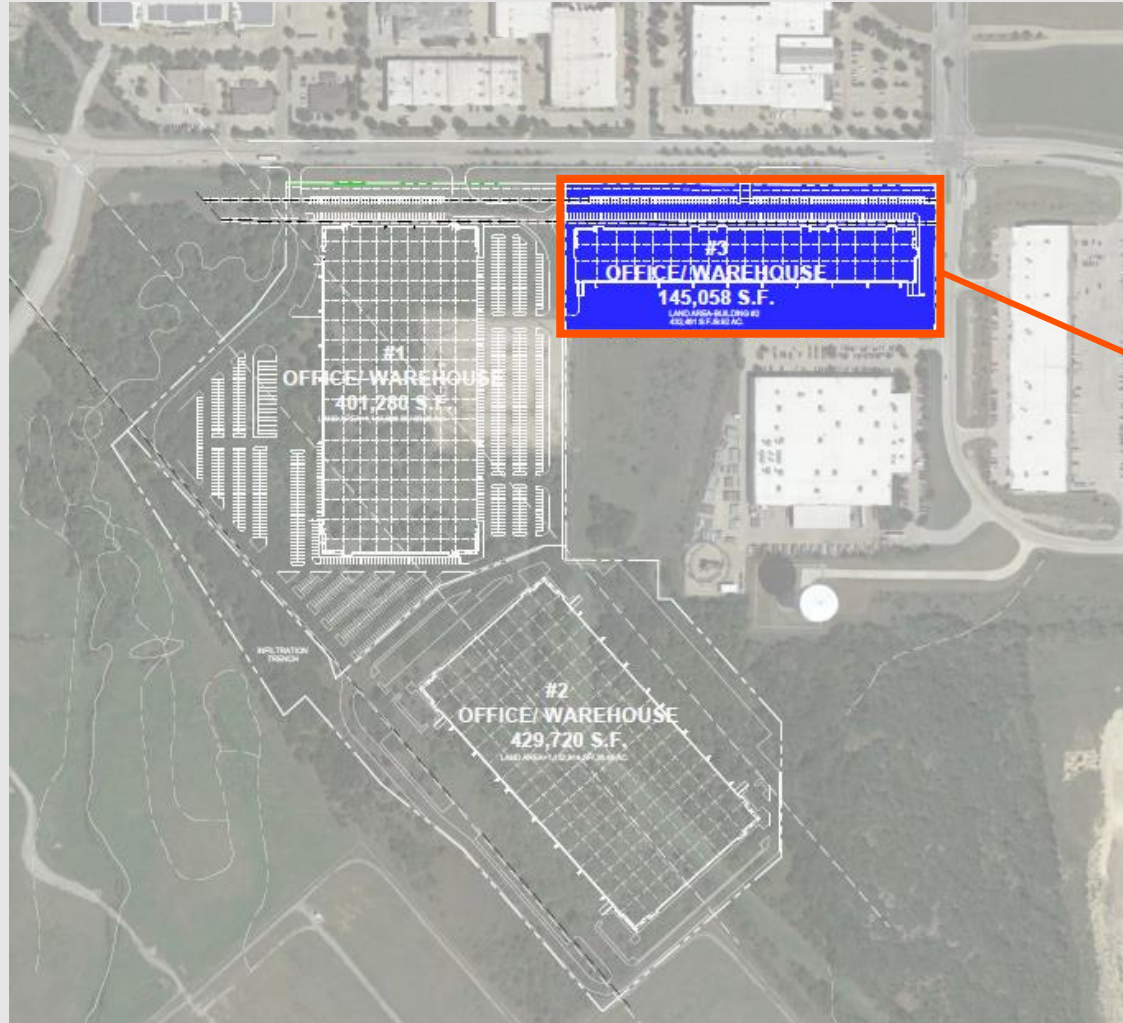
DFW Airport is the preferred site location for development of the facility due to its central location in the metroplex and its proximity to air and surface transportation.

The ground lease with DFW Mustang Industrial, L.P. supports the Strategic Imperatives by increasing non-airline revenues, and increasing the economic benefits that Dallas and Fort Worth receive from concurrent commercial development. This proposed development and use conforms to the Board’s Land Use Plan.

The land value used to establish the ground rent is based on a third-party appraisal. The estimated annual revenue for the lease is \$183,796 and the \$0.425 per square foot rental rate is increased every five (5) years at a rate of 3% compounded annually totaling a 56% increase in rent over the first 20 years of the leases.

Upon construction, the facility will become property of DFW Airport, to be occupied by the Tenant under the leasehold estate created by the lease. Upon expiration or termination of the 40-year lease, the possession and control of the facility will belong to DFW Airport. At that time, the facility can then be available for DFW Airport to refurbish, if necessary, and then lease, thereby generating revenue in addition to ground rent.

Ground lease agreement with DFW Mustang Industrial, L.P. (Frontier Equity) and associated Reimbursement Agreement



DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

OFFICIAL BOARD ACTION/RESOLUTION

Date	Committee	Subject	Resolution #
11/08/2018	Concessions/Commercial Development	Reimbursement agreement with DFW Mustang Industrial, L.P.	
Action That the Chief Executive Officer or designee be authorized to execute a reimbursement agreement with DFW Mustang Industrial, L.P. in an amount not to exceed \$235,645.00.			
Description <ul style="list-style-type: none"> • A separate Official Board Action is being requested at the November 8, 2018 Board meeting to authorize DFW Airport to lease +/-9.92 acres of land to DFW Mustang Industrial, L.P. (Tenant) • The subject reimbursement agreement associated with the above mentioned lease references Board Improvements to be designed and constructed by Tenant and reimbursed by DFW Airport. These Board Improvements will support the DFW Mustang Industrial, L.P. (+/-9.92 acres) development at DFW Airport. • In order to execute the above mentioned lease, the site will need mass grading and tree clearing (Board Improvements). • The reimbursement agreement associated with the lease references Board Improvements to be designed and constructed by the Tenant and reimbursed by the Airport Board. 			
Justification <ul style="list-style-type: none"> • The DFW Mustang Industrial, L.P. facility planned for this site will be an excellent long-term asset that provides an ideal fit for freight forwarders and cargo logistics providers, benefiting from proximity to DFW Airport air cargo areas. • The development of this facility will generate initial ground rent of approximately \$183,649 per year (\$15,304 per month). • Strategic Plan Benefit: <ul style="list-style-type: none"> ◆ Assists with development of land on the Board's Land Use Plan ◆ Encourages non-core business development consistent with the Board's policies ◆ Increases non-airline revenue and supports trade with the Dallas/Fort Worth Region • The payback for this investment is approximately 1.63 years and the Internal Rate of Return is 62.3%. The investment also includes worst case internal overhead costs. 			
D/S/M/WBE Information <ul style="list-style-type: none"> • DFW Mustang Industrial, L.P. has committed to achieving 33% M/WBE participation for design and 22% MBE participation for the construction of the facility. • The 33% M/WBE and 22% MBE commitments apply in aggregate to the design and construction associated with the Reimbursement Agreement. 			
Schedule/Term 40 years			
Contract #	Agreement #	Purchase Order #	Action Amount NTE \$235,645.00
			Revised Amount \$0
For Information contact	Fund	Project #	External Funding Source
John Terrell 3-4655	DFW Capital Acct	26745-01	Amount \$235,645.00

Additional Information:**Financial Analysis:**

- Total not-to-exceed (NTE) amount = \$196,586 + Board contingency of \$39,059 = \$235,645
- Total annual rent (DFW Mustang Industrial, L. P.) = \$183,649
- Net Present Value of total *investment = \$2,603,551
- Internal Rate of Return on *investment = 62.3%
- Project payback on *investment = 1.63 years

*Approved investment amount of \$299,452 includes worst case internal overhead costs.

Funding:

- Capital Improvement Project is approved, minimum 20% bond funding

Additional Attachments: **Y**

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to execute a reimbursement agreement with DFW Mustang Industrial, L.P. in an amount not to exceed \$235,645.00.

Approved as to Form by


Rodriguez, Elaine
Legal Counsel
Oct 25, 2018 10:39 am

Approved as to Funding by


Miyashita, Glenn
Assistant Vice President Capital
Planning
Finance
Oct 25, 2018 12:40 pm

Approved as to M/WBE by


Burks Lee, Tamela
Vice President Business Diversity
and Development
Business Diversity and
Development
Oct 25, 2018 1:49 pm

SIGNATURE REQUIRED FOR APPROVAL**Approved by**


Department Head
Commercial Development
Oct 25, 2018 9:50 am

Pending

Chief Executive Officer

Date

Ground lease agreement with DFW Mustang Park 1, LLC, (Prologis, Inc.) and associated reimbursement agreement



DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

OFFICIAL BOARD ACTION/RESOLUTION

Date	Committee	Subject	Resolution #	
11/08/2018	Concessions/Commercial Development	Reimbursement agreement with DFW Mustang Park 1, LLC		
Action That the Chief Executive Officer or designee be authorized to execute a reimbursement agreement with DFW Mustang Park 1, LLC in an amount not to exceed \$1,491,517.00.				
Description <ul style="list-style-type: none">Two separate Official Board Actions are being requested at the November 8, 2018 Board meeting to authorize DFW Airport to lease +/-26.26 acres to DFW Mustang Park 1, LLC and +/-26.46 acres to DFW Mustang Park 2, LLCThe subject reimbursement agreement associated with the above mentioned leases references Board Improvements to be designed and constructed by DFW Mustang Park 1, LLC (Tenant) and reimbursed by DFW Airport. These Board Improvements will support the following two developments at DFW Airport:<ul style="list-style-type: none">DFW Mustang Park 1, LLC (+/-26.26 acres)DFW Mustang Park 2, LLC (+/-26.46 acres)In order to execute the above mentioned leases, the sites will need mass grading and tree clearing (Board Improvements).The reimbursement agreement associated with the leases references Board Improvements to be designed and constructed by the Tenant and reimbursed by the Airport Board.				
Justification <ul style="list-style-type: none">DFW Mustang Park 1, LLC and DFW Mustang Park 2, LLC planned for these sites will be excellent, long-term assets that provide an ideal fit for freight forwarders and cargo logistics providers, benefiting from their proximity to DFW Airport air cargo areas.The development of these facilities will generate initial combined ground rent of approximately \$976,190 per year (\$81,349 per month):<ul style="list-style-type: none">DFW Mustang Park 1, LLC = \$486,202 per year (\$40,517 per month)DFW Mustang Park 2, LLC = \$489,988 per year (\$40,832 per month)Strategic Plan Benefit:<ul style="list-style-type: none">Assists with development of land on the Board's Land Use PlanEncourages non-core business developments consistent with the Board's policiesIncreases non-airline revenue and supports trade with the Dallas/Fort Worth regionThe payback for this investment is approximately 1.67 years and the Internal Rate of Return is 60.9%. The investment also includes worst case internal overhead costs.				
D/S/M/WBE Information <ul style="list-style-type: none">DFW Mustang Park 1 has committed to achieving 33% M/WBE participation for design and 22% MBE participation for construction of the facility.The 33% M/WBE and 22% MBE commitments apply in aggregate to the design and construction associated with the Reimbursement Agreement.				
Contract #	Agreement #	Purchase Order #	Action Amount	Revised Amount
			NTE \$1,491,517.00	
For Information contact	Fund	Project #	External Funding Source	Amount
John Terrell 3-4655	DFW Capital Acct	26747-01		\$1,491,517.00

Additional Information**Financial Analysis:**

- Total not-to-exceed (NTE) amount = \$1,278,894 + Board contingency of \$212,623 = \$1,491,517
- Total annual rent (DFW Mustang Park 1, LLC and DFW Mustang Park 2, LLC) of \$486,202 + \$489,988 = \$976,190
- Net Present Value of total *investment = \$13,800,873
- Internal Rate of Return on *investment = 60.9%
- Project payback on *investment = 1.67 years

*Approved investment amount of \$1,630,108 includes worst case internal overhead costs

Funding

- Capital Improvement Project is approved, minimum 20% bond funding

Additional Attachments: **Y**

BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

That the Chief Executive Officer or designee be authorized to execute a reimbursement agreement with DFW Mustang Park 1, LLC in an amount not to exceed \$1,491,517.00.

Approved as to Form by


Rodriguez, Elaine
Legal Counsel
Oct 25, 2018 10:40 am

Approved as to Funding by


Miyashita, Glenn
Assistant Vice President Capital
Planning
Finance
Oct 25, 2018 12:37 pm

Approved as to M/WBE by


Burks Lee, Tamela
Vice President Business Diversity
and Development
Business Diversity and
Development
Oct 25, 2018 1:50 pm

SIGNATURE REQUIRED FOR APPROVAL**Approved by**


Department Head
Commercial Development
Oct 25, 2018 9:50 am

Pending

Chief Executive Officer

Date

DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

OFFICIAL BOARD ACTION/RESOLUTION

Date	Committee	Subject	Resolution #	
11/08/2018	Concessions/Commercial Development	Settlement of Chesapeake Dispute Regarding Reinjected Gas		
Action That the Chief Executive Officer or designee be authorized to accept \$17,000 in settlement of a dispute with Chesapeake Exploration, LLC regarding royalties owed for reinjected gas, and to recommend that the Cities of Dallas and Fort Worth approve such settlement.				
Description <ul style="list-style-type: none">• This action will settle part of the lawsuit currently pending between DFW Airport and Chesapeake Exploration, LLC. Chesapeake will pay \$17,000 for royalties claimed by DFW for reinjected gas.• The Cities of Dallas and Fort Worth are co-plaintiffs with the DFW Airport Board, and they must approve the settlement.				
Justification <ul style="list-style-type: none">• The Chesapeake lease with DFW Airport provides that royalty shall be payable on gas produced from the land, and consumed by the Lessee on the land for compression, dehydration, fuel, or other use.• DFW contends that lessees bear the risk, if any, that royalty may be paid twice on reinjected gas, unless they can establish what volume of gas produced, if any, after gas-lift operations are comprised of reinjected gas. Chesapeake disputes this contention.• The settlement concerns gas reinjected by Chesapeake from September 2016 through November 2016. Royalty for gas reinjected prior to that date was previously settled. After that date, TOTAL E&P USA, Inc. assumed the lease, and its liability for reinjected gas after November 2016 will be resolved at or after trial.				
D/S/M/WBE Information <ul style="list-style-type: none">• N/A Not subject to a goal per the Board's D/S/M/WBE Policy due to the nature of the Board action (Legal Settlement).				
Contract #	Agreement #	Purchase Order #	Action Amount	Revised Amount
			\$0	\$0
For Information contact	Fund	Project #	External Funding Source	Amount
Paul Tomme 3-5488				\$0

Additional InformationAdditional Attachments: **N****BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD**

That the Chief Executive Officer or designee be authorized to accept \$17,000 in settlement of a dispute with Chesapeake Exploration, LLC regarding royalties owed for reinjected gas, and to recommend that the Cities of Dallas and Fort Worth approve such settlement.

Approved as to Form by

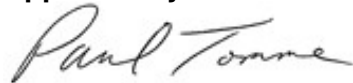

Tomme, Paul
Legal Counsel
Oct 25, 2018 10:03 am

Approved as to Funding by


Miyashita, Glenn
Assistant Vice President Capital
Planning
Finance
Oct 25, 2018 12:26 pm

Approved as to M/WBE by


Burks Lee, Tamela
Vice President Business Diversity
and Development
Business Diversity and
Development
Oct 25, 2018 1:50 pm

SIGNATURE REQUIRED FOR APPROVAL**Approved by**


Department Head
Legal
Oct 25, 2018 10:03 am

Pending

Chief Executive Officer

Date