

DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD
APRIL 5, 2018
8:30 a.m.

Convening of the Meeting – The Regular Meeting of the Dallas Fort Worth International Airport Board was duly convened and held in the Board Room of the DFW Airport Headquarters building of the Dallas Fort Worth International Airport Board at 8:30 a.m., on Thursday, April 5, 2018, pursuant to earlier notification thereof to the members of the Board and public. The following quorum was present:

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| William Meadows, Chair | Matrice Ellis-Kirk |
| Regina Montoya, Vice Chair | Madeleine Johnson |
| Mayor Mike Rawlings | Raj Narayanan |
| Mayor Betsy Prices | Eddie Reeves |
| Lillie Biggins | Rick Stopfer ¹ |
| Sam Coats | |

Board staff in attendance:

Sean Donohue, John Ackerman, Ken Buchanan, Chad Makovsky, Khaled Naja, Chris Poinsette, Linda Valdez Thompson, Rob Darby, Elaine Rodriguez, Julio Badin, Jeff Benvegna, Alan Black, Zenola Campbell, Armin Cruz, Milton De La Paz, Rusty Hodapp, Robert Horton, Tammy Huddleston, Karen Kavanagh, Tamela Lee, Ollie Malone, Sharon McCloskey, Casey Norton, Mike Phemister, Paul Sichko, Greg Spoon, John Terrell, Max Underwood, Michael Yip, Michael Youngs, Donna Schnell.

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AGENDA

- A. The invocation was given by Chaplain DD Hayes
- B. The Pledge of Allegiance was recited
- C. Announcements by Sean Donohue, CEO:
 - Last month DFW participated in the Passenger Terminal Expo in Stockholm, Sweden. The event was attended by Henry Borbolla and Matrice Ellis-Kirk.
 - DFW received the Best Customer Service and Best Concessions Program awards from Airport Revenue News.
 - DFW also held the annual Friends of DFW Luncheon. Chairman Meadows welcomed all of the former Board members in attendance and thanked them for all that they had done to contribute to DFW's success.
 - DFW was a sponsor for the 12th World Cargo Symposium held in Dallas.
 - March is Women's History Month, and in keeping with tradition, The Women's Initiative Network Employee Resource Group hosted the annual Women's Conference. This is always a well-attended conference and this year over 560 employees were present.
 - The Social Media team posted an April Fool's prank asking customers if they could find our new pet therapy animal—a chameleon—in the photo. The post received over 600 engagements across all of our channels.
 - Last month, CEO Sean Donohue spoke at the Greater Dallas Hispanic Chamber of Commerce "Coffee with the CEO" event and updated the group on some of DFW's infrastructure projects and how minority-owned businesses can get involved with the Airport.

¹ Non-voting Board Member from the City of Irving

- The print shop recently received Gold, Silver and Bronze awards from the In-Plant Printing and Mailing Association. Patrick Costello, Print Services Manager, Adolph Rosales; William Johnson; and Danny Haley were recognized and congratulated.
 - Tammy Huddleston of Energy, Transportation and Asset Management was recently selected as Vice President of the department and was congratulated.
- D. The minutes of the Regular Board Meeting of March 8, 2018 were approved.
- E. The Air Service Highlights were presented by Milton De La Paz, Vice President Airline Relations.
- F. The Financial Report was presented by Chris Poinsette, Executive Vice President Finance and ITS.
- G. An Infrastructure Briefing was presented by Khaled Naja, Executive Vice President Infrastructure and Development.

OPERATIONS COMMITTEE

Operations Committee Chair Regina Montoya reported that the Committee met on Tuesday, April 3, 2018 at 12:30 p.m. in the Board Room of the DFW Airport Headquarters Building and recommended approval of the following:

1. The minutes of the Operations Committee Meeting of March 6, 2018 were approved during the Committee Meeting of April 3, 2018.

Consent Items for Consideration

2. The Airport Board unanimously adopted Resolution No. 2018-04-052 to approve execution of a Memorandum of Understanding with the Texas Military Joint Counterdrug Task Force to provide operational support for the Department of Public Safety.
3. The Airport Board unanimously adopted Resolution No. 2018-04-053 to approve ratification of Purchase Order No. 274371, for Repairs to the Fire Training System, to KFT Fire Trainer, LLC, of Montvale, New Jersey, in the amount of \$62,142.00.
4. The Airport Board unanimously adopted Resolution No. 2018-04-054 to approve execution of Purchase Order No. 274397, for EOD Training, with Tactical Electronics and Military Supply, LLC, of Broken Arrow, Oklahoma, in the amount of \$106,932.00.
5. The Airport Board unanimously adopted Resolution No. 2018-04-055 to approve execution of a Change Order to increase Contract No. 9500603, RCC Garage Lighting Enhancements - Level 1, with M.C. Dean, Inc. of Addison, TX, in the amount of \$145,343.09, for a revised amount of \$1,539,288.21.
6. The Airport Board unanimously adopted Resolution No. 2018-04-056 to approve ratification of Purchase Order No. 269717, for Repairs to a Sanitary Sewer Lateral, with Tri Dal Utilities Ltd, of Southlake, Texas, in the amount of \$125,000.00.

Action Items for Consideration

7. The Airport Board unanimously adopted Resolution No. 2018-04-057 to approve execution of Contract No. 8005204, for Intelligence Analyst Services, with CSRA, Inc., of Cantilly, Virginia, in an amount not to exceed \$243,048.00, for the eighteen-month term of the Contract.
8. The Airport Board unanimously adopted Resolution No. 2018-04-058 to approve execution of Contract No. 7006636 for Digital Evidence Solutions, Hardware, Software and Maintenance, with Axon Enterprise, Inc., of Scottsdale, Arizona, in an amount not to exceed \$1,363,247.47, for the initial five year term of the Contract.
9. The Airport Board unanimously adopted Resolution No. 2018-04-059 to approve execution of Contract No. 9500602 for Terminal Dry Pipe Sprinkler Repair, with Skye Building Services, LLC of Flower Mound, Texas, in an amount not to exceed \$441,000.00.
10. The Airport Board unanimously adopted Resolution No. 2018-04-060 to approve execution of a Change Order to increase Contract No. 8500304 Supplemental Agreement No.16, Design and Design Management Services, with HKS, Inc. of Dallas, TX, in the amount of \$580,645.94, for a revised amount of \$3,129,531.67.
11. The Airport Board unanimously adopted Resolution No. 2018-04-061 to approve execution of Contract No. 9500623, Northeast End Around Taxiway - Package I, East Air Freight Taxiway and Utilities, with Flatiron Constructors, Inc. of Broomfield, CO, in an amount not to exceed \$31,435,636.75.
12. The Airport Board unanimously adopted Resolution No. 2018-04-062 to approve Contract No. 8005205 with the U.S. Department of Energy National Renewable Energy Laboratory, for cooperative research services and agreements in the amount not to exceed \$500,000.00.
13. The Airport Board unanimously adopted Resolution No. 2018-04-063 to approve execution of Purchase Order No. 274303, for Vehicles, to Caldwell Country Chevrolet, of Caldwell, Texas, in the amount of \$358,639.00.
14. The Airport Board unanimously adopted Resolution No. 2018-04-064 to approve an increase to Purchase Order No. 271525, for additional Compressed Natural Gas-Powered Shuttle Buses, with Alliance Bus Group, Inc., of Lewisville, Texas, in the amount of \$1,680,184.00.

CLOSED SESSION

15. In accordance with provisions of Section 551.071 of the Texas Government Code, a closed session was held during the Committee Meeting of April 3, 2018, for the purposes of seeking the Board's attorney's advice with respect to pending or contemplated litigation, a settlement offer, or other matters that are exempt from public disclosure under the Texas Disciplinary Rules of Professional Conduct of the State Bar of Texas (Article X, Section 9 of the State Bar Rules), to wit:
 - (a) *The Dallas/Fort Worth International Airport Board vs. Hensel Phelps Construction Company, et al*, Case No. DC-15-004400, in the 134th District Court, Dallas County, Texas

- (b) *The Dallas/Fort Worth International Airport Board vs. Hensel Phelps Construction Company*, Case No. DC-15-004833, in the 44th District Court, Dallas County, Texas

OPEN SESSION

16. The Airport Board unanimously adopted Resolution No. 2018-04-065 to approve execution of Contract No. 7006535, for Remediation Construction Services to the Skylink Guideway and Supporting Structures, with Gibson & Associates, Inc., of Balch Springs, Texas, in an amount not to exceed \$4,134,295.00.

Discussion Items

17. Construction and Professional Services Contract Increase(s) approved by Authorized Staff were distributed to the Board.
18. Decrease(s)/increase(s) in Scope of Work approved by Authorized Staff were distributed to the Board.

FINANCE/AUDIT COMMITTEE

Finance/Audit Committee Vice Chair Eddie Reeves reported that the Committee met on Tuesday, April 3, 2018 at 12:50 p.m. in the Board Room of the DFW Airport Headquarters Building and recommended approval of the following:

19. The minutes of the Finance/Audit Committee Meeting of March 6, 2018 were approved during the Committee Meeting of April 3, 2018.
20. The Financial Report was presented by Max Underwood, VP Finance.

Consent Items for Consideration

21. The Airport Board unanimously adopted Resolution No. 2018-04-066 to approve an increase to Legal Services Contract No. 8004974, with the firm of Cantey Hanger LLP, of Fort Worth, Texas, in an amount not to exceed \$100,000.00 for a revised contract amount of \$445,000.00.
22. The Airport Board unanimously adopted Resolution No. 2018-04-067 to approve execution of Contract No. 8005197, for IT Research and Advisory Services subscription, with Gartner, Inc., of Stamford, Connecticut, in the amount not to exceed \$114,000.00, for the initial two-year term, with options to renew for one additional two-year period.
23. The Airport Board unanimously adopted Resolution No. 2018-04-068 to approve an increase to Contract 7006540, for Firewall Refresh and Network Security Appliance Support, with Critical Start LLC, of Plano, Texas, in an amount not to exceed \$283,323.20, for a revised Contract amount not to exceed \$1,416,959.40.

Action Items for Consideration

24. The Airport Board unanimously adopted Resolution No. 2018-04-069 to approve execution of Contract No. 7006647, for the Parking Guidance System Extension for Terminal B, C, and E, with Indect USA Corporation, of Carrollton, Texas, in the amount not to exceed \$390,250.00 for the initial one-year term of the Contract, with options to renew for four one-year periods.
25. The Airport Board unanimously adopted Resolution No. 2018-04-070 to approve execution of Contract No. 7006592, for Mulesoft Software and Support Services, with AVIO Consulting, LLC, of Addison, Texas, in an amount not to exceed \$1,466,254.00, for the three year term of the Contract.

Discussion Items

26. Monthly D/S/M/WBE Expenditure Report was distributed to the Board.
27. Purchase Orders/Contracts and Professional Service Contract approved by Authorized Staff were distributed to the Board.

CONCESSIONS/COMMERCIAL DEVELOPMENT

Concessions/Commercial Development Committee Chair Matrice Ellis-Kirk reported that the Committee met on Tuesday, April 3, at 1:05 p.m., in the Board Room of the DFW Airport Headquarters Building and recommended approval of the following:

28. The minutes of the Concessions/Commercial Development Meeting of March 6, 2018 were approved during the Committee Meeting of April 3, 2018.

Action Item for Consideration

29. **Item deferred by staff.**
Approve execution of Contract No. 7006623, for Tork PeakServe Hand Towels and Dispensers, with Torrez Paper Company, of Farmers Branch, Texas, in an amount not to exceed \$1,266,600.00, for the two year term of the Contract, with options to renew for three one-year periods.

FULL BOARD

CLOSED SESSION

30. In accordance with provision of Section 551.072 of the Texas Government Code, a closed session was held relating to 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, to wit:

- (a) Use Agreement Negotiations

OPEN SESSION

Action Items for Consideration

31. The Airport Board unanimously adopted Resolution No. 2018-04-071 to approve execution of a Reimbursement Agreement with American Airlines, Inc. for an engineering feasibility study of an extension to the existing sterile connector between Terminals B and D in an amount not to exceed \$500,000.00
32. The Airport Board unanimously adopted Resolution No. 2018-04-072 to approve execution of a Reimbursement Agreement with American Airlines, Inc. for improvements to the Terminal E Satellite in an amount not to exceed \$20,000,000.00.

Discussion Items

33. The following speaker addressed the Board:

Mark Penny, Senior Vice President Manhattan Construction thanked the Board for the long-term relationship with the Airport and highlighted various accomplishments related to the TRIP projects that MBJ3 worked on. Mr. Penny also introduced Micheal Williams, President/CEO 3i Contracting; Todd Grogan, VP of Operations, James R. Thompson, Inc. (JRT Construction); and Martin Lehman, President, Byrne Construction Services. All companies listed made were part of MBJ3.

34. Next Committee meetings – May 1, 2018
Next Regular Board meeting – May 3, 2018