

DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

June 7, 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, June 7, 2018, pursuant to earlier notification thereof to the members of the Board and public. The following quorum was present:

William Meadows, Chair	Sam Coats
Regina Montoya, Vice Chair	Matrice Ellis-Kirk
Henry Borbolla III, Secretary	Raj Narayanan
Councilmember Lee Kleinman ¹	Eddie Reeves
Councilmember Jungus Jordan ²	Rick Stopfer ³
Lillie Biggins	

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, Milton De La Paz, Rusty Hodapp, Robert Horton, Tammy Huddleston, Karen Kavanagh, Tamela Lee, Sharon McCloskey, Casey Norton, Mike Phemister, Greg Spoon, John Terrell, Max Underwood, Michael Youngs, Donna Schnell.

AGENDA

- A. The invocation was given by Chaplain DD Hayes.
- B. The Pledge of Allegiance was recited.
- C. Announcements by Sean Donohue, CEO:
 - Councilmembers Lee Kleinman from the City of Dallas, and Jungus Jordan from the City of Fort Worth were welcomed.
 - Two new airlines—Wow and Icelandair—and American Airlines begun service to Reykjavik, Iceland this month. Gate events were held for each of the inaugural flights. DFW and New York are the only metro areas with three carriers that fly to Iceland.
 - DFW held its Champions of Diversity Award Ceremony where we recognize contractors, vendors, and concessionaires who champion diversity and achieve notable minority participation in their contracts.
 - Last month DFW completed the pilot class of Experience DFW. The goal of this program is to broaden stakeholder advocacy and support for the Airport within the community.
 - Last month we also partnered with the American Heart Association to host a Heart Walk and raised over \$11,000 for the association.
 - DFW's newest employee resource group SERVE—supporting, engaging, recognizing veteran employees, participated in the Carry the Load Memorial Day March. DFW SERVE members, spouses, and friends walked a collective 80 miles in 20 hours, and raised over \$2,000 for this cause.

¹ Designated voting representative by the City of Dallas

² Designated voting representative by the City of Fort Worth

³ Non-voting Board Member from the City of Irving

- DFW was recognized by Minority Business News USA as one the Best of the Decade for 2018. The Best of the Decade honors organizations and leaders who consistently drive progress and innovation in diversity and inclusions.
- D. The minutes of the Regular Board Meeting of May 3, 2018 were approved.
 - E. 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.

RETIREMENT/INVESTMENT COMMITTEE

Retirement/Investment Committee Chairman Eddie Reeves reported that the Committee met on Tuesday, June 5, 2018 at 2:30 p.m. in the Board Room of the DFW Airport Headquarters Building and recommended approval of the following:

1. The minutes of the Retirement/Investment Committee Meeting of May 1, 2018 were approved during the Committee Meeting of June 5, 2018.

Discussion Items

2. The Quarterly Investment Report was presented by Jack Evatt of AndCo Consulting during the Committee Meeting of June 5, 2018.

OPERATIONS COMMITTEE

Operations Committee Chair Regina Montoya reported that the Committee met on Tuesday, June 5, 2018 at 2:40 p.m. in the Board Room of the DFW Airport Headquarters Building and recommended approval of the following:

3. The minutes of the Operations Committee Meeting of May 1, 2018 were approved during the Committee Meeting of June 5, 2018.

Consent Items for Consideration

4. The Airport Board unanimously adopted Resolution No. 2018-06-098 to approve execution of Purchase Order No. 274405, for a Command Staging Vehicle, with First Priority Emergency Vehicles, Inc., of Flanders, New Jersey, in the amount of \$145,300.00.
5. The Airport Board unanimously adopted Resolution No. 2018-06-099 to approve an increase to Contract No. 8005160, for Access Control Management System Consulting Services, with MYAR Lonestar Solutions, LLC, of Plano, Texas, in an amount not to exceed \$150,000.00, for a revised Contract amount not to exceed \$1,357,400.00.
6. The Airport Board unanimously adopted Resolution No. 2018-06-100 to approve execution of two Purchase Orders: Purchase Order No. 274774, for SkyLink Station Seating, to Arconas Corporation, of Mississauga, Ontario, Canada, in the amount of \$150,107.20; and Purchase Order No. 274775, for Trash Receptacles, to Forms and Surfaces, Inc., of Pittsburgh, Pennsylvania, in the amount of \$71,712.00. Total of award: \$221,819.20.

7. The Airport Board unanimously adopted Resolution No. 2018-06-101 to approve decrease Purchase Order No. 274315, for Shuttle Vans, to Creative Bus Sales, Inc., of Irving, Texas, in the amount of (\$59,460.00), for a revised Contract amount of \$6,055,500.00.
8. The Airport Board unanimously adopted Resolution No. 2018-06-102 to approve rejection of all bids received for Solicitation No. 7006563, for Electrical Parts and Supplies; and execute Contract No. 7006614, for Electrical Parts and Supplies, with Simba Industries, of Grapevine, Texas, in an amount not to exceed \$122,676.06. The initial Contract term is one year, with options to renew for four one-year periods.

Action Items for Consideration

9. The Airport Board unanimously adopted Resolution No. 2018-06-103 to approve ratification of Purchase Order No. 274779, for the Walkthrough Scanners, with Evolv Technologies, Inc., of Waltham, Massachusetts, in the amount of \$460,000.00.
10. The Airport Board unanimously adopted Resolution No. 2018-06-104 to approve execution of Purchase Order No. 274781, for Department of Public Safety Bomb Robot Replacement, with Remotec, Inc., of Clinton, Tennessee, in the amount of \$1,587,416.00.
11. The Airport Board unanimously adopted Resolution No. 2018-06-105 to approve delegation of authority under Chapter 2269 of the Texas Government Code to determine which solicitation method, other than competitive bidding, provides the best value for the Board for the construction of the Terminal D South Expansion.
12. The Airport Board unanimously adopted Resolution No. 2018-06-106 to approve execution of Contract No. 9500633, for the High Mast Lighting Poles Replacement, with Gilbert May, Inc., dba Phillips/May Corporation, of Dallas, Texas, in an amount not to exceed \$994,333.00.
13. The Airport Board unanimously adopted Resolution No. 2018-06-107 to approve execution of Contract No. 8500355, for DFW Airport Holdroom Concept Design, with Muller & Muller, Ltd., of Chicago, Illinois, in an amount not to exceed of \$1,000,000.00.
14. The Airport Board unanimously adopted Resolution No. 2018-06-108 to approve execution of Contract No. 9500604 for the Terminal A South Triturator, with North American Information Systems, Inc., of Duncanville, Texas, in an amount not to exceed \$1,146,000.00.
15. The Airport Board unanimously adopted Resolution No. 2018-06-109 to approve execution of a Change Order to increase Contract No. 9500586, TEX Rail Station at Terminal B, with Archer Western Construction, LLC, of Irving, Texas, in the amount of \$1,460,000.00, for a revised Contract amount of \$33,172,610.74.
16. The Airport Board unanimously adopted Resolution No. 2018-06-110 to approve execution of Contract No. 9500615, for the Parking Canopy Replacement, with Gadberry Construction Company, Inc., of Dallas, Texas, in an amount not to exceed \$1,870,023.76.
17. The Airport Board unanimously adopted Resolution No. 2018-06-111 to approve execution of Contract No. 8500352, for North Airfield Drive Bridge Design, with Arup Texas Inc., of Houston, Texas, in an amount not to exceed of \$2,000,000.00.

18. The Airport Board unanimously adopted Resolution No. 2018-06-112 to approve execution of a Contract Modification to Supplemental Agreement No. 12, Contract 8500271, Terminal B North Stinger Design and Design Management Services with DMJM/EJES Joint Venture of Fort Worth, Texas, in an amount not to exceed \$264,831.58 and to execute a Contract Modification to Supplemental Agreement No. 16, Contract No. 9500406, Terminal B North Stinger with Manhattan/BYRNE/JRT/3i, a joint Venture of Dallas, Texas, in an amount not to exceed \$3,246,994.00. Total amount of action is \$3,511,825.58.
19. The Airport Board unanimously adopted Resolution No. 2018-06-113 to approve execution of Contract No. 9500637 for the Rental Car Center Garage Lighting Enhancements - Level 2, with of M.C. Dean, Inc., of Addison, Texas, in an amount not to exceed \$1,175,000.00.
20. The Airport Board unanimously adopted Resolution No. 2018-06-114 to approve execution of Contract No. 9500600, for the Rental Car Center Information Technology Services Systems Upgrade, with M.C. Dean, Inc., of Addison, Texas, in an amount not to exceed \$1,951,964.40.
21. The Airport Board unanimously adopted Resolution No. 2018-06-115 to approve execution of Contract No. 7006653, for Dynamic Glass, with View, Inc., of Milpitas, California, in an amount not to exceed \$25,515,000.00, for the initial three-year term of the Contract, with options to renew for three additional one-year periods.
22. The Airport Board unanimously adopted Resolution No. 2018-06-116 to approve execution of two Purchase Orders for Vehicles: Purchase Order No. 274771, to Caldwell Country Chevrolet, of Caldwell, Texas, in the amount of \$507,435.00; Purchase Order No. 274772, to Caldwell Country Ford LLC, of Caldwell, Texas, in the amount of \$56,636.00. Total amount of action is \$564,071.00.
23. The Airport Board unanimously adopted Resolution No. 2018-06-117 to approve execution of Contract No. 7006611 for AC Filters and Supplies, with Glasfloss Industries dba Filter Systems, of Dallas, Texas, in an amount not to exceed \$894,473.34 for the initial three-year Contract term, with options to renew for two additional one-year periods.
24. The Airport Board unanimously adopted Resolution No. 2018-06-118 to approve execution of two Contracts for Hot Mix Asphalt, Contract No. 7006634, with Austin Asphalt, Inc., of Irving, Texas, in an amount not to exceed \$442,700.00; and Contract No. 7006671 with Reynolds Asphalt and Construction Company, of Euless, Texas, in an amount not to exceed \$565,020.15. The initial term of each Contract is two years, with options to renew for three additional one-year periods. Total amount of action is \$1,007,720.15.
25. The Airport Board unanimously adopted Resolution No. 2018-06-119 to approve execution of Contract No. 7006624 for Reflective Glass Beads, with Swarco Reflex LLC, of Mexia, Texas, in an amount not to exceed \$1,422,800.00 for the initial two-year Contract term, with options to renew for three additional one-year periods.
26. The Airport Board unanimously adopted Resolution No. 2018-06-120 to approve execution of Contract No. 7006640, for Non-Terminal Facilities Mechanical, Electrical, Plumbing, and Structural Maintenance Services, with John Bean Technologies Corporation, of Ogden, Utah, in an amount not to exceed \$8,926,201.24, for an initial three-year period, with options to renew for two additional one-year periods.

27. The Airport Board unanimously adopted Resolution No. 2018-06-121 to approve an increase to Contract No. 7006100, for Polyurethane Foam Stabilization Services, with Uretek USA, Inc., of Tomball, Texas, in an amount not to exceed \$2,000,000.00, for a revised Contract amount of \$9,548,500.00.

Discussion Items

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

FINANCE/AUDIT COMMITTEE

Finance/Audit Committee Chair Henry Borbolla reported that the Committee met on Tuesday, June 5, 2018 at 2:55 p.m. in the Board Room of the DFW Airport Headquarters Building and recommended approval of the following:

30. The minutes of the Finance/Audit Committee Meeting of May 1, 2018 were approved during the Committee Meeting of June 5, 2018.
31. The Financial Report was presented by Abel Palacios, AVP Business Financial Planning.

Consent Items for Consideration

32. The Airport Board unanimously adopted Resolution No. 2018-06-122 to approve an increase to Legal Services Contract No. 8004985 with the firm of Moses, Palmer & Howell, L.L.P., of Fort Worth, Texas, in an amount not to exceed \$100,000.00 for a revised Contract amount not to exceed \$543,000.00.
33. The Airport Board unanimously adopted Resolution No. 2018-06-123 to approve awards of the following Contracts for Office Furniture and Related Services: Contract No. 7006629 to Wilson Office Interiors, LLC, of Dallas, Texas, in an amount not to exceed \$598,770.00; Contract No. 7006674 to Facilitatech Inc, dba Business Interiors, of Irving, Texas, in an amount not to exceed \$317,700.00, Contract No. 7006675 to WRG, LLC, of Carrollton, Texas, in an amount not to exceed \$223,770.00, and Contract No. 7006676 to Interior Resources Group, LLC, in the amount not to exceed \$138,000.00 for the initial three-year term of the Contract, with options to renew for two additional one-year periods. Total amount of action is \$1,278,240.00.
34. The Airport Board unanimously adopted Resolution No. 2018-06-124 to approve execution of Contract No. 7006673, Facial Recognition System for the Customs and Border Protection Area, with Wexler Technical Solutions, Inc., of Rockville, Maryland, in an amount not to exceed \$61,375.76 for the one-year term of the contract.
35. The Airport Board unanimously adopted Resolution No. 2018-06-125 to approve execution of Contract No. 7006607, Data Discovery Scan Tool and Services, with General Datatech, L.P., of Dallas, Texas, in the amount not to exceed \$76,238.14, for the initial one-year term of the Contract, with option to renew for one additional one-year period.

36. The Airport Board unanimously adopted Resolution No. 2018-06-126 to approve execution of Purchase Order No. 274390, for Display Monitors, to SDF Professional Computers, Inc. dba SAI Computers, of Greenville, North Carolina, in the amount of \$149,760.00.

Action Items for Consideration

37. The Airport Board unanimously adopted Resolution No. 2018-06-127 to approve the DFW Common Use Gate Prioritization Policy, as amended.
38. The Airport Board unanimously adopted Resolution No. 2018-06-128 to approve and execute a Reimbursement Agreement with American Airlines, Inc. for the purchase and installation of six (6) passenger boarding bridges at Terminal C in an amount not to exceed \$6,565,207.00.
39. The Airport Board unanimously adopted Resolution No. 2018-06-129 to approve and execute a Reimbursement Agreement with American Airlines, Inc. for improvements to Terminal B in an amount not to exceed \$26,000,000.00.
40. The Airport Board unanimously adopted Resolution No. 2018-06-130 to approve the FY 2019 Operation Revenue and Expense Fund Budget (Fund 102).
41. The Airport Board unanimously adopted Resolution No. 2018-06-131 to approve the Schedule of Charges as amended for Fiscal Year 2019.

Discussion Items

42. Monthly D/S/M/WBE Expenditure Report was distributed to the Board.
43. 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, June 5, at 3:05 p.m., in the Board Room of the DFW Airport Headquarters Building and recommended approval of the following:

44. The minutes of the Concessions/Commercial Development Meeting of May 1, 2018 were approved during the Committee Meeting of June 5, 2018.

Consent Items for Consideration

45. The Airport Board unanimously adopted Resolution No. 2018-06-132 to approve execution of Contract 7006625 for Trash Can Liners, with Torrez Paper Company, of Farmers Branch, Texas, in an amount not to exceed \$399,102.50 for the initial one-year Contract term with options to renew for four additional one-year periods.

Action Items for Consideration

46. The Airport Board unanimously adopted Resolution No. 2018-06-133 to approve execution of leases with retail and food and beverage providers for Terminals C and D as recommended by the DFW Selection Committee.
47. The Airport Board unanimously adopted Resolution No. 2018-06-134 to approve the reconcepting of Connections Made EZ in Terminals B and D to World News and Gifts and extend the terms of the Lease Agreements owned by Duty Free Americas Dallas, LLC.
48. The Airport Board unanimously adopted Resolution No. 2018-06-135 to approve expenditures by the Public Facilities Improvement Corporation Board in an amount not to exceed \$34,600,000 for the design and construction of the Southgate Hyatt House Hotel.
49. The Airport Board unanimously adopted Resolution No. 2018-06-136 to approve execution of a Development Agreement with the DFW Public Facilities Improvement Corporation, relating to the financing and construction of a Hyatt House Hotel to be located in Southgate Plaza.
50. The Airport Board unanimously adopted Resolution No. 2018-06-137 to approve execution of a Lease Agreement with the DFW Public Facilities Improvement Corporation, relating to the Hyatt House Hotel to be located in Southgate Plaza.
51. The Airport Board unanimously adopted Resolution No. 2018-06-138 to approve execution of a Lease agreement with BV Pedregal, LP for approximately 88.6 acres of land for a term of 40 years.
52. The Airport Board unanimously adopted Resolution No. 2018-06-139 to approve execution of Contract No. 8500361, for on-call Commercial Development Professional Services, with Con-Real Support Group, LP dba Con-Real, LP of Irving, Texas, in an amount not to exceed \$15,000,000 for a term of three years.

Discussion Items

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

FULL BOARD

54. There were no registered speakers.
55. Next Committee meetings – July 31, 2018
Next Regular Board meeting – August 2, 2018

Board Chair William Meadows reminded everyone that there will not be a Board meeting in July.