

DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

September 6, 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, September 6, 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
Mayor Mike Rawlings	Madeleine Johnson
Dennis Shingleton ¹	Eddie Reeves
Lillie Biggins	Darlene Freed ²

Board staff in attendance:

Sean Donohue, John Ackerman, Ken Buchanan, Chad Makovsky, Khaled Naja, Chris Poinsette, Paul Puopolo, Linda Valdez Thompson, Rob Darby, Elaine Rodriguez, Alan Black, Zenola Campbell, Armin Cruz, Milton De La Paz, Rusty Hodapp, Robert Horton, Tammy Huddleston, Ollie Malone, Tamela Lee, 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 Andrew Jackson
- B. The Pledge of Allegiance was recited
- C. Announcements by Chair Meadows:
 - John Loza, who served on the Board from 2007 to 2009, passed away on June 19, 2018. A moment of silence was held followed by comments.
 - Mayor Pro Tem Darlene Freed, from the City of Grapevine, was welcomed back to the Board. This is her fifth time to serve on the Board.
 - Fort Worth Mayor Pro Tem Dennis Shingleton was welcomed.Announcements by Sean Donohue, CEO:
 - Paul Puopolo, Executive Vice President of Innovation was introduced.
 - The DFW Grand Hyatt was recognized for ranking number 1 in customer service compared to all Grand Hyatt hotels globally and the DFW Hyatt Place won the Best Opening Hotel Performance by the Hyatt Corporation and was named the “Official Best Airport Hotel in Texas” by the Official Best List.
 - Last month, DFW Police Officers Todd Huntsman and Niall Shuman assisted the family of fallen World War II soldier, James Solomon, who returned to Texas for final burial. Officers Huntsman and Shuman attended to represent all of the DFW DPS officers who assist members of the military and their families nearly every day.
- D. The minutes of the Regular Board Meeting of August 2, 2018 were approved.

¹ Designated voting representative by the City of Fort Worth

² Non-voting Board Member from the City of Grapevine

- E. The Air Service Highlights were presented by Milton De La Paz, Vice President Airline Relations.
- F. The Financial Report was presented by Chris Poinatte, Executive Vice President Finance and ITS.
- G. A Runway Incursion Report was presented by Chad Makovsky, Executive Vice President Operations.
- H. The Customer Experience Quarterly Update was presented by Julio Badin, Senior Vice President Customer Experience.

RETIREMENT/INVESTMENT COMMITTEE

Retirement/Investment Committee Chair Eddie Reeves reported that the Committee met on Tuesday, September 4, 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 Retirement/Investment Committee Meeting of July 31, 2018 were approved during the Committee Meeting of September 4, 2018.

Discussion Item

- 2. The Quarterly Investment Report was presented by Jack Evatt of AndCo Consulting during the Committee Meeting of September 4, 2018.

Action Items for Consideration

- 3. The Airport Board unanimously adopted Resolution No. 2018-09-174 to approve execution of the documents necessary to enter into an Asset Management Agreement with Tortoise Capital Direct Opportunities Fund II, at a commitment amount of \$7.5 million.
- 4. The Airport Board unanimously adopted Resolution No. 2018-09-175 to approve execution of the documents necessary to enter into an Asset Management Agreement with Vista Private Equity Partners Fund VII, at a commitment amount of \$5 million.

OPERATIONS COMMITTEE

Operations Committee Chair Regina Montoya reported that the Committee met on Tuesday, September 4, 2018 at 12:49 p.m. in the Board Room of the DFW Airport Headquarters Building and recommended approval of the following:

- 5. The minutes of the Operations Committee Meeting of July 31, 2018 were approved during the Committee Meeting of September 4, 2018.

Consent Items for Consideration

- 6. The Airport Board unanimously adopted Resolution No. 2018-09-176 to approve execution of Purchase Order No. 275303, for Vehicles, to Caldwell Country Chevrolet, of Caldwell, Texas, in the amount of \$279,816.00.

7. The Airport Board unanimously adopted Resolution No. 2018-09-177 to approve execution of Purchase Order No. 275244, for Taxi Booths, to Panel Built, Inc., of Blairsville, Georgia, in the amount of \$208,500.00.
8. The Airport Board unanimously adopted Resolution No. 2018-09-178 to approve execution of Purchase Order No. 274844, for an Aerial Lift, to All Around Access LLC, of Naples, Florida, in the amount of \$58,086.00.
9. The Airport Board unanimously adopted Resolution No. 2018-09-179 to approve execution of Purchase Order No. 275302, for Owner Provided Equipment for 17/35C Rehabilitation Project, to ADB Safegate Americas, LLC, of Columbus, Ohio, in the amount of \$157,909.37.

Action Items for Consideration

10. The Airport Board unanimously adopted Resolution No. 2018-09-180 to approve execution of Contract No. 8005220, for Security Support Services, with Aviation Security Consulting, Inc., of Castle Pines, Colorado, in an amount not to exceed \$505,500.00, for the initial one-year term of the Contract, with options to renew for four additional one-year periods.
11. The Airport Board unanimously adopted Resolution No. 2018-09-181 to approve execution of a Change Order to Contract No. 9500548; DPS Indoor Range Lead Exposure Prevention/Climate Control System Replacements with Gilbert May, Inc. d/b/a Phillips/May Corporation, in the amount of \$416,132.00, for a revised Contract amount of \$1,271,923.18.
12. The Airport Board unanimously adopted Resolution No. 2018-09-182 to approve execution of Contract No. 9500645, Esters Blvd Rehabilitation, with Reyes Group, Ltd., of Grand Prairie, Texas, in an amount not to exceed \$616,411.00, for the initial 180 Calendar days term of the Contract.
13. The Airport Board unanimously adopted Resolution No. 2018-09-183 to approve ratification of Contract No. 9500657, Terminal C - C21 Checkpoint Modifications with Gilbert May, Inc. dba Phillips/May Corporation, of Dallas, Texas, in an amount not to exceed \$1,100,000.00, for the initial 120-day term of the Contract.
14. The Airport Board unanimously adopted Resolution No. 2018-09-184 to approve execution of Contract No. 9500634, Upgrade of Former Flight Services Facility and Former Executive Conference Room in Terminal A, with Basecom, Inc., of Fort Worth, Texas, in an amount not to exceed \$1,150,485.00, for the initial 180 calendar days term of the Contract.
15. The Airport Board unanimously adopted Resolution No. 2018-09-185 to approve execution of Contract No. 8500362, On-Call Environmental Support Services, with EnSafe, Inc., of Irving, Texas, in an amount not to exceed \$2,000,000.00, for the three-year term of the Contract.
16. The Airport Board unanimously adopted Resolution No. 2018-09-186 to approve execution of Contract No. 7006691, for Industrial Electrical Switchgear Maintenance Services, with Shermco Industries, Inc., of Irving, Texas, in an amount not to exceed \$545,435.00, for the three-year term of the Contract.

17. The Airport Board unanimously adopted Resolution No. 2018-09-187 to approve execution of Contract No. 7006684, for Uninterruptible Power Supply Batteries, with Tristar Power Systems LLC, of Edina, Minnesota, in an amount not to exceed \$2,530,582.00, for the initial one-year term of the Contract, with options to renew for four additional one-year terms.

Discussion Items

18. There were no Construction and Professional Services Contract Increase(s) approved by Authorized Staff for this reporting period.
19. 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, September 4, 2018 at 1:09 p.m. in the Board Room of the DFW Airport Headquarters Building and recommended approval of the following:

20. The minutes of the Finance/Audit Committee Meeting of July 31, 2018 were approved during the Committee Meeting of September 4, 2018.
21. The Financial Report was presented by Max Underwood, Vice President Finance, during the Committee Meeting of September 4, 2018.

Consent Items for Consideration

22. The Airport Board unanimously adopted Resolution No. 2018-09-188 to approve an increase to Contract No. 8002328, for Change Management Training Program, with Prosci, Inc., of Fort Collins, Colorado, in the amount of \$150,000.00, for a revised Contract amount of \$265,150.00.
23. The Airport Board unanimously adopted Resolution No. 2018-09-189 to approve an increase to Legal Services Contract No 8005210 with the firm of Kaplan Kirsch Rockwell LLP of Denver, Colorado, in an amount not to exceed \$100,000.00 for a revised contract amount not to exceed \$148,750.00.
24. The Airport Board unanimously adopted Resolution No. 2018-09-190 to approve authorization to bind and procure Environmental Pollution Liability Coverage with Great American E&S Insurance Company, effective October 15, 2018, in the amount of \$101,467.00.
25. The Airport Board unanimously adopted Resolution No. 2018-09-191 to approve authorization to bind and procure Airport Public Officials Liability Coverage with ACE American Insurance Company (a subsidiary of Chubb), effective October 1, 2018, in the amount of \$104,747.00.
26. The Airport Board unanimously adopted Resolution No. 2018-09-192 to approve authorization to bind and procure Airport Owners and Operators General Liability Insurance Coverage with National Union Fire Insurance Company of Pittsburgh, PA (a subsidiary of AIG), effective October 1, 2018, in the amount of \$170,949.00.

Action Items for Consideration

27. The Airport Board unanimously adopted Resolution No. 2018-09-193 to approve execution of Contract No. 8005241, for Cargo Business Development Consulting Services, with Logistics Capital & Strategy, LLC, of Arlington, Virginia, in an amount not to exceed \$500,000.00, for the initial one-year term, with three one-year renewal options.
28. The Airport Board unanimously adopted Resolution No. 2018-09-194 to approve execution of Contract No. 8005243, for Strategic Customer Growth Consulting Services, with McKinsey & Company, Inc., of Washington, D.C., in an amount not to exceed \$5,000,000.00, for the initial three-year term.
29. The Airport Board unanimously adopted Resolution No. 2018-09-195 to approve Audit Services' Fiscal Year 2019 Annual Plan.
30. The Airport Board unanimously adopted Resolution No. 2018-09-196 to approve execution Contract No. 8005224, for Onsite Medical Clinic Services at the Wellness Center, with Concentra Health Services, Inc., of Addison, Texas, in the amount not to exceed \$1,200,840.00, for the initial three-year term of the Contract, with options to renew for two additional one-year periods.
31. The Airport Board unanimously adopted Resolution No. 2018-09-197 to approve the Fiscal Year 2019 Budget for the Dallas Fort Worth International Airport Public Facility Improvement Corporation.
32. The Airport Board unanimously adopted Resolution No. 2018-09-198 to approve execution of Contract No. 7006644, for DFW branded uniform and ancillary apparel, with The Richey Company, of Irving, Texas, in the amount not to exceed \$708,026.45, for the initial two-year term of the Contract, with options to renew for three additional one-year terms.
33. The Airport Board unanimously adopted Resolution No. 2018-09-199 to approve authorization to contribute up to \$5 million to the DFW Retirement Plans based on FY 2018 actual financial results of the Operating Revenue and Expense Fund.
34. **This item was deferred.** Approve authorization to extend the Rolling/Owner Controlled Insurance Program (R/OCIP) through the Broker of Record Contract No. 8004141, with Willis of Texas, Inc. for five years.
35. The Airport Board unanimously adopted Resolution No. 2018-09-200 to approve an increase to Contract No. 8005003, for Payment Card Industry Data Security Standard Continuous Compliance and Assurance Services, with CompliancePoint, Inc., of Duluth, Georgia, in an amount not to exceed \$150,000.00, for a revised Contract amount of \$909,510.00.
36. The Airport Board unanimously adopted Resolution No. 2018-09-201 to approve execution of Contract No. 7006704, for Cisco Hardware and Software, with NWN Corporation, of Houston, Texas, in an amount not to exceed \$2,000,000.00, for a one-year term, with options to renew for additional four one-year periods.
37. The Airport Board unanimously adopted Resolution No. 2018-09-202 to approve an increase to Contract No. 7006566, for Aircraft Auto Docking Refresh and Realignment Service, with ADB Safegate Americas, LLC, of Columbus, Ohio, in an amount not to exceed \$12,787,400.00, for a revised Contract amount of \$15,122,352.01.

Discussion Items

38. Monthly D/S/M/WBE Expenditure Report was distributed to the Board.
39. Purchase Orders/Contracts and Professional Services Contracts 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, September 4 at 1:45 p.m., in the Board Room of the DFW Airport Headquarters Building and recommended approval of the following:

40. The minutes of the Concessions/Commercial Development Meeting of July 31, 2018 were approved during the Committee Meeting of September 4, 2018.

Action Items for Consideration

41. The Airport Board unanimously adopted Resolution No. 2018-09-203 to approve ratification of Contract No. 7006705 for Custodial Services for Terminals A and C Skylink and Concessions, with Flagship Airport Services, Inc., of Irving, Texas, in an amount not to exceed \$2,469,760.61, for the initial six-month term of the Contract, with options to renew on a month to month basis, not to exceed one year.
42. The Airport Board unanimously adopted Resolution No. 2018-09-204 to approve execution of Contract No.7006612, for Passenger Wait Time System, with Xovis USA, Inc., of Cambridge, Massachusetts, in an amount not to exceed \$2,734,775.00, for the initial three-year term of the Contract, with option to renew annually for additional one-year periods.
43. The Airport Board unanimously adopted Resolution No. 2018-09-205 to approve execution of Contract No. 7006685 for Custodial Services for Non-Public Facilities, with ABM Aviation, Inc., of Atlanta, Georgia, in an amount not to exceed \$4,004,897.10, for an initial three-year term of the Contract, with options to renew for two additional one-year periods.
44. The Airport Board unanimously adopted Resolution No. 2018-09-206 to approve execution of a ground lease agreement with TZUR 100 Realty Limited Partnership for +/-15.99 acres of land for a term of 40 years.
45. The Airport Board unanimously adopted Resolution No. 2018-09-207 to approve execution of a ground lease agreement with TZUR 200 Limited Partnership for +/-29.48 acres of land for a term of 40 years.
46. The Airport Board unanimously adopted Resolution No. 2018-09-208 to approve execution of a ground lease agreement with TZUR 300 Limited Partnership for +/-29.15 acres of land for a term of 40 years.

Discussion Items

47. Final Retirement Plan Actuarial Audit Report from Rudd and Wisdom Inc. was distributed to the Board.

48. There were no registered speakers.
49. Next Committee meetings – October 9, 2018
Next Regular Board meeting – October 11, 2018