

**DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD**  
**JANUARY 10, 2019**  
**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 at 8:30 a.m., on Thursday, January 10, 2019, pursuant to earlier notification thereof to the members of the Board and public. The following quorum was present:

William Meadows, Chair	Sam Coats
Henry Borbolla III, Secretary	Madeleine Johnson
Mayor Pro Tem Casey Thomas <sup>1</sup>	Raj Narayanan
Mayor Betsy Price	Eddie Reeves
Lillie Biggins	Darlene Freed <sup>2</sup>

**Board staff in attendance:**

Sean Donohue, John Ackerman, Ken Buchanan, Khaled Naja, Chris Poinsette, Paul Puopolo, Linda Valdez Thompson, Rob Darby, Elaine Rodriguez, Jeff Benvegna, Alan Black, Zenola Campbell, Armin Cruz, Milton De La Paz, Rusty Hodapp, Robert Horton, Tammy Huddleston, Tamela Lee, Casey Norton, Mike Phemister, Paul Sichko, Greg Spoon, John Terrell, Max Underwood, 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 William Meadows, Chair:
    - Mayor Pro Tem Casey Thomas with the City of Dallas was welcomed.
    - Sam Coats was recognized for his seven years of service on the Board which included his chairmanship from 2015-2017. Mr. Coats will return in February for a farewell ceremony.
- Announcements by Sean Donohue, CEO:
- The first TEXRail trains arrived at DFW Airport this morning. On December 31, 2018 DFW commemorated the historic event along with Fort Worth, North Richland Hills and Grapevine. The ceremony was attended by Mayor Betsy Price, Henry Borbolla, Lillie Biggins, and Darlene Freed.
  - Last month DFW hosted over 500 attendees at our bi-annual Business Opportunity Form where approximately \$450 million worth of future projects were presented.
  - Last month we also celebrated our diverse workforce through our employee diversity leadership awards where employees nominate colleagues who demonstrate DFW's values and promote diversity and inclusion in the workplace. The top awards went to Sonya Bridges; Patrick Costello; Alex Rivea; Bernadette Machicado; Shawn Ortega and Sherry Cater.
  - We were honored to host more than 5,000 soldiers who passed through DFW on their way home for the holidays.

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<sup>1</sup> Designated voting representative by the City of Dallas

<sup>2</sup> Non-voting Board Member from the City of Grapevine

- D. The minutes of the Regular Board Meeting of December 6, 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 Poinatte, Executive Vice President Finance and ITS.
- G. The Annual MWBE Report was presented by Tamela Lee, Vice President Business Diversity and Development.

### **OPERATIONS COMMITTEE**

Operations Committee Acting Chair Henry Borbolla reported that the Committee met on Tuesday, January 8, 2019 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 December 4, 2018 were approved during the Committee Meeting of January 8, 2019.

### **Consent Items for Consideration**

- 2. The Airport Board unanimously adopted Resolution No. 2019-01-001 to approve execution of Contract No. 5000977, Memorandum of Agreement with the Fort Worth District, U.S. Army Corps of Engineers (USACE) of Fort Worth, Texas, in an amount not to exceed \$30,000.00.
- 3. The Airport Board unanimously adopted Resolution No. 2019-01-002 to approve execution of Contract No. 7006727, for Auto Parts, with IEH Auto Parts LLC dba Auto Plus Auto Parts, of Kennesaw, Georgia, in an amount not to exceed \$135,524.97, for the initial one-year term of the Contract, with options to renew for four additional one-year periods.

### **Action Items for Consideration**

- 4. The Airport Board unanimously adopted Resolution No. 2019-01-003 to approve authorization to amend Contract No. 9500623, for Northeast End Around Taxiway Package 1, to remove Contract allowances in the amount of \$1,100,000.00; and execute change orders to such Contract on an as-needed basis in the aggregate amount not to exceed \$1,100,000.00.
- 5. The Airport Board unanimously adopted Resolution No. 2019-01-004 to approve authorization to amend Contract No. 9500629, for Taxiway Y Bridge Reinforcement, to remove Contract allowances in the amount of \$1,225,000.00; and execute change orders to such Contract on an as-needed basis in the aggregate amount not to exceed \$1,225,000.00.
- 6. The Airport Board unanimously adopted Resolution No. 2019-01-005 to approve authorization to amend Contract No. 9500614, for Runway 17C-35C Rehabilitation, to remove Contract allowances in the amount of \$1,650,000.00; and execute change orders to such Contract on an as-needed basis in the aggregate amount not to exceed \$1,650,000.00.

## **Discussion Items**

7. There were no Construction and Professional Services Contract increase(s) approved by Authorized Staff for this reporting period.
8. There were no decrease(s)/increase(s) in Scope of Work approved by Authorized Staff for this reporting period.

## **FINANCE/AUDIT COMMITTEE**

Finance/Audit Committee Chair Henry Borbolla reported that the Committee met on Tuesday, January 8, 2019 at 12:35 p.m. in the Board Room of the DFW Airport Headquarters Building and recommended approval of the following:

9. The minutes of the Finance/Audit Committee Meeting of December 4, 2018 were approved during the Committee Meeting of January 8, 2019.
10. Financial Report was presented by Max Underwood, Vice President of Finance during the Committee Meeting.

## **Consent Items for Consideration**

11. The Airport Board unanimously adopted Resolution No. 2019-01-006 to approve an increase to Contract No. 8005238, for Airline Business Development Consulting Services, with Cross Borders Advisors, LLC, of Dallas, Texas, in an amount not to exceed \$30,000.00, for a revised Contract amount of \$80,000.00.
12. The Airport Board unanimously adopted Resolution No. 2019-01-007 to approve an increase to Legal Services Contract No. 8004980 with the firm of Farrow-Gillespie & Heath LLP of Dallas, Texas, in an amount not to exceed \$50,000.00 for a revised contract amount not to exceed \$197,500.00.
13. The Airport Board unanimously adopted Resolution No. 2019-01-008 to approve an increase to Legal Services Contract No. 8005214 with the firm of Telecommunications Law Professionals PLLC of Washington, DC, in an amount not to exceed \$50,000.00, for a revised Contract amount not to exceed \$98,750.00.
14. The Airport Board unanimously adopted Resolution No. 2019-01-009 to approve an increase to Legal Services Contract No. 8005215 with the firm of Koning Rubarts LLP of Dallas, Texas, in an amount not to exceed \$75,000.00, for a revised Contract amount not to exceed \$123,750.00.
15. The Airport Board unanimously adopted Resolution No. 2019-01-010 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 \$200,000.00, for a revised Contract amount not to exceed \$743,000.00.
16. The Airport Board unanimously adopted Resolution No. 2019-01-011 to approve an increase to Contract No. 7006574 and revise the term to year-to-year periods, for SAS Office Analytics Software, with SAS Institute, Inc., of Cary, North Carolina, an amount not to exceed \$10,170.00 for a revised Contract amount of \$58,170.00.

17. The Airport Board unanimously adopted Resolution No. 2019-01-012 to approve an increase to Contract No. 8005076, for LocusLabs Location Platform Services, with LocusLabs, Inc., of Oakland, California, in an amount not to exceed \$57,350.00, for a revised Contract amount of \$294,850.00.

### **Action Items for Consideration**

18. The Airport Board unanimously adopted Resolution No. 2019-01-013 to approve an amendment to increase project funding for the Terminal E Satellite rehabilitation to be performed through the Terminal E Satellite Reimbursement Agreement with American Airlines, Inc. (American) in an amount not to exceed \$12,100,000.00 for a revised Reimbursement Agreement amount not to exceed \$32,100,000.00.
19. The Airport Board unanimously adopted Resolution No. 2019-01-014 to approve use of \$4,500,000.00 of Contingency that was included in the Approved FY 2019 Budget.

### **Discussion Items**

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

### **CONCESSIONS/COMMERCIAL DEVELOPMENT COMMITTEE**

Concessions/Commercial Development Committee Vice Chair Lillie Biggins reported that the Committee met on Tuesday, January 8, 2019 at 12:45 p.m., in the Board Room of the DFW Airport Headquarters Building and recommended approval of the following:

22. The minutes of the Concessions/Commercial Development Committee Meeting of December 4, 2018 were approved during the Committee Meeting of January 8, 2019.

### **Consent Item for Consideration**

23. The Airport Board unanimously adopted Resolution No. 2019-01-015 to approve change of control of leases between DFW Pop Restaurants, LLC and Four Leaf Ventures, LLC.
24. The Airport Board unanimously adopted Resolution No. 2019-01-016 to approve execution of an amendment to reduce the Ameriflight, LLC leased premises by approximately 1.34 acres in support of future air cargo development.
25. Item 25 was considered on the Action agenda at the request of staff to correct the name of the vendor from Prologis, LP to AMB/AFCO Cargo DFW, L.P. during the Committee Meeting of January 8, 2019.

The Airport Board unanimously adopted Resolution No. 2019-01-019, as amended, to approve execution of an amendment to the AMB/AFCO Cargo DFW, L.P. lease to remove approximately 0.05 acres of land.

26. The Airport Board unanimously adopted Resolution No. 2019-01-017 to approve execution of Contract 8005269, for Foreign Trade Zone Consulting Services, with Ernst & Young, LLP, of Dallas, Texas, in an amount not to exceed \$100,000.00, for the initial one-year term of the Contract, with options to renew for four additional one-year periods.

### **Action Items for Consideration**

27. The Airport Board unanimously adopted Resolution No. 2019-01-018 to approve execution of Contract No. 8500365, Concessions and Customer Experience Design with Corgan Associates, Inc., dba Corgan, of Dallas, Texas in an amount not to exceed \$4,000,000.00, for the initial three years of the Contract, with options to renew for two additional one-year periods.
28. The Airport Board unanimously adopted Resolution No. 2019-01-020 to approve execution of a ground lease agreement with DFW Commerce Center II, LLC for +/-59.075 acres of land.
29. The Airport Board unanimously adopted Resolution No. 2019-01-021 to approve execution of a reimbursement agreement with DFW Commerce Center II, LLC for an amount not to exceed \$955,814.00.
30. The Airport Board unanimously adopted Resolution No. 2019-01-022 to approve the expenditures by the Public Facilities Improvement Corporation (PFIC) Board in an amount not to exceed (NTE) \$2,200,000.00 for Hotel management expenses and an amount NTE \$300,000.00 for asset management expenses for the Southgate Hyatt House Hotel (Hotel). Total amount of action NTE \$2,500,000.00.

### **RETIREMENT/INVESTMENT COMMITTEE**

Retirement/Investment Committee Chair Eddie Reeves reported that the Committee met on Tuesday, January 8, 2019 at 12:50 p.m., in the Board Room of the DFW Airport Headquarters Building and recommended approval of the following:

31. The minutes of the Retirement/Investment Committee Meeting of September 4, 2018 were approved during the Committee Meeting of January 8, 2019.

### **Discussion Item**

32. The Quarterly Investment Report was presented by Jack Evatt of AndCo Consulting during the Committee Meeting of January 8, 2019.

### **Action Items**

33. The Airport Board unanimously adopted Resolution No. 2019-01-023 to approve an Asset Management Agreement with the IFM Global Infrastructure Fund, in a commitment amount of \$10,000,000.
34. The Airport Board unanimously adopted Resolution No. 2019-01-024 to approve an Asset Management Agreement with the Dune Real Estate Partners Fund IV, in a commitment amount of \$5,000,000.

## **FULL BOARD**

35. Registered speakers Isaack Onyango and Doug Bressey with Park 'N Fly and DaShaun Handy with the Parking Spot spoke regarding airport fees and taxes charged to their customers. The speakers are shuttle drivers and cashiers that are often asked by the customers why they are charged these fees when they do not park at DFW Airport and wanted to be able to give appropriate answers to the questions.
36. Next Committee meetings – February 12, 2019  
Next Regular Board meeting – February 14, 2019