

**DALLAS FORT WORTH INTERNATIONAL AIRPORT
BOARD APRIL 11, 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, April 11, 2019, pursuant to earlier notification thereof to the members of the Board and public. The following quorum was present:

William Meadows, Chair	Madeleine Johnson
Matrice Ellis-Kirk, Vice Chair	Ben Leal
Henry Borbolla III, Secretary	Raj Narayanan
Mayor Mike Rawlings	Mario Quintanilla
Mayor Betsy Price	Eddie Reeves
Vernon Evans	Darlene Freed ¹

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, Julio Badin, Jeff Benvegno, Alan Black, Lance Bodine, Jodie Brinkerhoff, Zenola Campbell, Milton De La Paz, Rusty Hodapp, Robert Horton, Tammy Huddleston, Tamela Lee, Sharon McCloskey, Casey Norton, Mike Phemister, Greg Spoon, John Terrell, Max Underwood, Michael Youngs, Austin Frith, Jason Williams, Donna Schnell.

- - - -

AGENDA

- A. The invocation was given by Chaplain DD Hayes.
- B. The Pledge of Allegiance was recited.
- C. Announcements by William Meadows, Chair:
 - New Board Member Vernon Evans from the City of Fort Worth was introduced.
 - Lillie Biggins, who served on the Board for 14 years, was recognized and presented with a gift and resolution.Announcements by Sean Donohue, CEO:
 - DFW received the official Airport of the Year Award from Air Transport World at a ceremony in New York City in March. Matrice Ellis-Kirk and Henry Borbolla attended the event. In addition, three DFW employees—Arno Nezy, of Energy Transportation & Asset Management, Laura Pearce of Operations and Chris Russo of Parking--were selected at random to attend.
 - Last month DFW attended the Passenger Terminal Expo in London. William Meadows and Raj Narayanan attended the expo.
 - DFW had a delegation at the 2019 Airports Council International World General Assembly Conference and Exhibition in Hong Kong where we received the Airport Excellence, or APEX Award in Safety. Matrice Ellis-Kirk and Henry Borbolla attended the conference.
 - Last month Air France began service to Paris. To commemorate the occasion, we held a launch event in partnership with Air France which was attended by their CEO Anne Rigail.
 - Last month we also celebrated the opening of the Interfaith Chapel in Terminal D. The new chapel is one of five in the terminals.

¹ Non-voting Board Member from the City of Grapevine

- DFW held its annual Women's Conference last month which was attended by more than 570 employees.
 - Jodie Brinkerhoff, Vice President of Innovation, was introduced and welcomed.
 - An update was given on DFW's ongoing growth.
 - New Board Member Vernon Evans took the Oath of Office.
- D. The minutes of the Regular Board Meeting of March 7, 2019 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.
- G. The FY2019 Debt Plan was presented by Chris Poinsette, Executive Vice President Finance and ITS.
- H. The Commercial Development briefing was deferred.
- I. The Legislative Agenda briefing was presented by John Akerman, Executive Vice President Global Strategy and Development and Rusty Hodapp, Vice President Design, Code & Construction.

Board Member Ben Leal joined the meeting.

OPERATIONS COMMITTEE

Operations Committee Chair Raj Narayanan reported that the Committee met on Tuesday, April 9, 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 March 5, 2019 were approved during the Committee Meeting of April 9, 2019.

Consent Items for Consideration

2. The Airport Board unanimously adopted Resolution No. 2019-04-058 to approve execution of a Memorandum of Understanding between the Dallas Fort Worth International Airport and the Federal Bureau of Investigation Dallas Division.
3. The Airport Board unanimously adopted Resolution No. 2019-04-059 to approve execution of Contract No. 7006740, for Indoor Gun Range Bullet Trap Maintenance, with Best Technology Systems, Inc., of Plainfield, Illinois, in an amount not to exceed \$92,775.00, for the initial one-year term of the Contract, with options to renew for four additional one-year periods.
4. The Airport Board unanimously adopted Resolution No. 2019-04-060 to approve execution of Contract No. 7006733, for Portable Toilet Rental and Cleaning Services, with United Site Services of Texas, of Dallas, Texas, in an amount not to exceed \$67,185.00; and Contract No. 7006793, with United Rentals (North America), dba Reliable Onsite Services, of Forest Hill, Texas, in an amount not to exceed \$27,290.12, for the initial one-year term of the Contract, with options to renew for four additional one-year periods. Total amount for this Action is \$94,475.12.

5. The Airport Board unanimously adopted Resolution No. 2019-04-061 to approve an increase to Contract No. 9500625, Skylink Fire Detection and Suppression Systems Replacement, with Gilbert May, Inc., dba Phillips May Corporation, of Dallas, Texas, in an amount not to exceed \$179,675.99, for a revised Contract amount of \$2,061,609.07.
6. The Airport Board unanimously adopted Resolution No. 2019-04-062 to approve Ratification of Purchase Order No. 275501, for Repairs to a Water Line, with Tri Dal Utilities, Ltd, of Southlake, Texas, in the amount of \$112,436.00.

Action Items for Consideration

7. The Airport Board unanimously adopted Resolution No. 2019-04-063 to approve execution of Contract No. 9500655, for Rental Car Center Restroom Renovation, with MK Construction, of Irving, Texas, in an amount not to exceed \$645,400.00, for the 210 calendar day term of the Contract.
8. The Airport Board unanimously adopted Resolution No. 2019-04-064 to approve execution of Contract No. 9500661, for North and South Control Plaza Generators, with Gadberry Construction Company, Inc., of Dallas, Texas, in an amount not to exceed \$1,096,000.00, for the 260 calendar day term of the Contract.
9. The Airport Board unanimously adopted Resolution No. 2019-04-065 to approve execution of Contract No. 9500659, Hardening of Assets and Control Plaza Attenuator Replacements, with Gilbert May, Inc., dba Phillips May Corporation, of Dallas, Texas in an amount not to exceed \$2,396,333.00, for the 425 calendar day term of the Contract.
10. The Airport Board unanimously adopted Resolution No. 2019-04-066 to approve execution of Contract No. 9500667, for Terminals B & E Replacement of Passenger Boarding Bridges B9, B26, E31, and E34, with Gadberry Construction Company, Inc., of Dallas, Texas, in an amount not to exceed \$3,216,809.00, for the 395 calendar day term of the Contract.
11. The Airport Board unanimously adopted Resolution No. 2019-04-067 to approve execution of Contract No. 9500658, Lounge Finish Out at Terminal D, with Azteca Enterprises, of Dallas, Texas, in an amount not to exceed \$3,637,708.00, for the 240 calendar day term of the Contract.
12. The Airport Board unanimously adopted Resolution No. 2019-04-068 to approve execution of Contract No. 9500660, Access Control Office Relocation, with Gadberry Construction Company, Inc., of Dallas, Texas, in an amount not to exceed \$4,942,950.00, for the 240 calendar day term of the Contract.
13. The Airport Board unanimously adopted Resolution No. 2019-04-069 to approve execution of Contract No. 9500638, Rehabilitation of 31st, 32nd, 33rd, and SW Construction Road, with SEMA Construction, Inc., of Grapevine, Texas, in an amount not to exceed \$6,967,786.10, for the 520 calendar day term of the Contract.
14. The Airport Board unanimously adopted Resolution No. 2019-04-070 to approve an increase to Contract No. 9500618, for Integrated Operations Center - Construction Manager at Risk, with Holder Construction - Source Building, A Joint Venture, of Atlanta, Georgia, in an amount not to exceed \$26,406,023.00, for a revised Contract amount of \$27,586,023.00.

15. The Airport Board unanimously adopted Resolution No. 2019-04-071 to approve execution of Contract No. 9500668, Facilities Relocation and Consolidation (Southwest Consolidated Campus Roads & Utilities Phase 1B), with Oscar Renda Contracting, Inc., of Roanoke, Texas, in an amount not to exceed \$28,393,003.60, for the 480 calendar day term of the Contract.
16. The Airport Board unanimously adopted Resolution No. 2019-04-072 to approve execution of Contract No. 7006758, for Concrete Washout Container Services, with American Concrete Washouts, Inc., of Folsom, California, in an amount not to exceed \$508,500.00, for the initial two-year term of the Contract, with options to renew for three additional one-year periods.
17. The Airport Board unanimously adopted Resolution No. 2019-04-073 to approve execution of Contract No. 8005289, as amended during the Committee Meeting of April 9, 2019, for Skylink Automatic Train Control Replacement Consulting Support Services, with Lea+Elliott, Inc., of Grand Prairie, Texas, in an amount not to exceed, \$2,219,243.00, for the three-year term of the Contract.
18. The Airport Board unanimously adopted Resolution No. 2019-04-074 to approve an increase to 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 \$4,831,606.00, for a revised Contract amount of \$175,648,352.86.
19. The Airport Board unanimously adopted Resolution No. 2019-04-075 to approve execution of Contract No. 7006752, for Skylink Automatic Train Control Replacement, with Bombardier Transportation (Holdings) USA Inc., of Pittsburgh, Pennsylvania, in an amount not to exceed \$34,748,000.00, for the three-year term of the Contract.
20. The Airport Board unanimously adopted Resolution No. 2019-04-076 to approve execution of Contract No. 9500677, Curbside Signage Enhancements - Terminals A & C, with Synergy Signs & Services, LLC, of Fort Worth, Texas, in an amount not to exceed \$783,360.00, for the 270 calendar day term of the Contract.
21. The Airport Board unanimously adopted Resolution No. 2019-04-077 to approve authorization of an increase to the amount previously approved for the design and construction of Glade Road in the amount of \$1,264,796.00 for a revised amount of \$6,353,633.00; authorize the Chief Executive Officer or designee to execute an Advance Funding Agreement with Texas Department of Transportation (TxDOT) for the design and construction of Glade Road; and adopt resolution authorizing the execution of the Glade Road Bridge Advance Funding Agreement with TxDOT.

Discussion Items

22. There were no Construction and Professional Services Contract increase(s) approved by authorized staff for this reporting period.
23. 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, April 9, 2019 at 1:05 p.m. in the Board Room of the DFW Airport Headquarters Building and recommended approval of the following:

24. The minutes of the Finance/Audit Committee Meeting of March 5, 2019 were approved during the Committee Meeting of April 9, 2019.
25. Financial Report was presented by Max Underwood, Vice President of Finance, during the Committee of April 9, 2019.
26. FY2019 Debt Plan was presented in item G above and also during the Committee Meeting of April 9, 2019.

Consent Items for Consideration

27. The Airport Board unanimously adopted Resolution No. 2019-04-078 to approve termination of existing Interlocal Agreement and execute a new Interlocal Agreement between DFW Airport, Dallas Area Rapid Transit, and Trinity Metro for bus service between the Trinity Rail Express (TRE) CentrePort Station and DFW Airport in an amount not to exceed \$250,000.00 for a term of three years.
28. The Airport Board unanimously adopted Resolution No. 2019-04-079 to approve an increase to Legal Services Contract No. 8005115 with the firm of Milby LLC of Dallas, Texas, in an amount not to exceed \$50,000.00, for a revised contract amount not to exceed \$98,750.00.
29. The Airport Board unanimously adopted Resolution No. 2019-04-080 to approve execution of Contract No. 7006773, for Security Vulnerability Testing Services, with MGT of America Consulting, LLC, of Tampa, Florida, in an amount not to exceed \$59,620.00, for the one-year term of the Contract.

Action Items for Consideration

30. The Airport Board unanimously adopted Resolution No. 2019-04-081 to approve execution of a Reimbursement Agreement with American Airlines, Inc. (AA) for the replacement of Baggage Handling System (BHS) components in Terminals A, C and D in an amount not to exceed \$42,600,000.00.
31. The Airport Board unanimously adopted Resolution No. 2019-04-082 to approve execution of three Contracts for Innovation Consulting and Planning Services: Contract No. 8005273, with Prophet Brand Strategy, of San Francisco, California, in an amount not to exceed \$500,000.00; Contract No. 8005296, with Research Triangle Institute, of Research Triangle Park, North Carolina, in an amount not to exceed \$1,000,000.00; Contract No. 8005297, with ECSI Consulting, Inc., of Boston, Massachusetts, in an amount not to exceed \$500,000.00. The initial term of the Contracts are two years, with options to renew for three additional one-year periods. Total amount for this action is \$2,000,000.00.

32. The Airport Board unanimously adopted Resolution No. 2019-04-083 to approve execution of Contract No. 8005302, for Digital Ecosystem Strategy Consulting Services, with Radius Product Development, Inc., of San Jose, California, in an amount not to exceed \$2,000,000.00, for the two-year term of the Contract.
33. The Airport Board unanimously adopted Resolution No. 2019-04-084 to approve execution of Contract No. 7006656, for Bus Tracking and Passenger Counting System, with ETA Transit Systems, Inc., of Boca Raton, Florida, in an amount not to exceed \$2,688,890.00, for the initial three-year term of the Contract, with options to renew for two additional one-year periods.

Discussion Items

34. Monthly D/S/M/WBE Expenditure Report was distributed to the Board.
35. Purchase Orders/Contracts and Professional Service Contracts approved by authorized staff were distributed to the Board.

CONCESSIONS/COMMERCIAL DEVELOPMENT COMMITTEE

Concessions/Commercial Development Committee Chair Matrice Ellis-Kirk reported that the Committee met on Tuesday, April 9, 2019 at 1:38 p.m., in the Board Room of the DFW Airport Headquarters Building and recommended approval of the following:

36. The minutes of the Concessions/Commercial Development Committee Meeting of March 5, 2019 were approved during the Committee Meeting of April 9, 2019.

Consent Items for Consideration

37. The Airport Board unanimously adopted Resolution No. 2019-04-085 to approve temporary suspension of the Minimum Annual Guarantee for World News and Gifts located in Terminal B at Gate 30 owned by Duty Free Americas Dallas, LLC.
38. The Airport Board unanimously adopted Resolution No. 2019-04-086 to approve execution of a License Agreement with the City of Grapevine for the long-term maintenance of a sanitary sewer force main on DFW Airport property.

Action Items for Consideration

39. The Airport Board unanimously adopted Resolution No. 2019-04-087 to approve an increase to Contract No. 7006435, for Terminal E Custodial Services, with Diverse Facility Solutions, Inc., of Alsip, Illinois, in an amount not to exceed \$268,000.00, for a revised Contract amount of \$9,835,519.68.
40. The Airport Board unanimously adopted Resolution No. 2019-04-088 to approve Lease Agreement with Highland Concessions JV, LLC and the Dallas Fort Worth International Airport Board.
41. The Airport Board unanimously adopted Resolution No. 2019-04-089 to approve Lease Agreement with Highland Concessions JV, LLC and the Dallas Fort Worth International Airport Board.

42. The Airport Board unanimously adopted Resolution No. 2019-04-090 to approve Lease Agreement with Highland Concessions JV, LLC and the Dallas Fort Worth International Airport Board.
43. The Airport Board unanimously adopted Resolution No. 2019-04-091 to approve Lease Agreement with M2-NewsLink of DFW, LLC and the Dallas Fort Worth International Airport Board.
44. The Airport Board unanimously adopted Resolution No. 2019-04-092 to approve Lease Agreement with Stellar Partners, Inc. and the Dallas Fort Worth International Airport.

Discussion Item

45. Permits Issued by Concessions were distributed to the Board.
46. Commercial Development Flat-Rate Permit was distributed to the Board.

FULL BOARD

47. Registered speakers Bo Delp, with UNITE HERE Local 23, and Joe Murchison, a Sky Chefs' employee, addressed the Board regarding wages and benefits for the more than 800 food service workers here at DFW.
48. Next Committee meetings – April 30, 2019
Next Regular Board meeting – May 2, 2019