

DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD
MAY 30, 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, May 30, 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
Dennis Shingleton ¹	Eddie Reeves
Vernon Evans	

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, 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, 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 Chair Meadows:
 - Mayor Pro Tem Dennis Shingleton from the City of Fort Worth was welcomed.
 - Mayor Rawlings was recognized and presented with a parting gift and a resolution. He has served on the Board since June 2011 after being elected the Mayor of Dallas and has been the longest serving Dallas Mayor in more than 57 years.Announcements by Sean Donohue, CEO:
 - Earlier this month Terminal E Satellite opened. The satellite has 15 gates and can accommodate more than 100 regional jets per day.
 - DFW, in collaboration with ACI and AAAE, hosted a drone incident debriefing meeting with members of the London Gatwick operations team.
 - In May we hosted the annual Healthy Heart Walk which benefits the American Heart Association.
 - DFW's employee resource group, known as SERVE, also participated in the Carry the Load Dallas Memorial March. Collectively, the team, which was led by Robert Muszynkyi of Information Technologies Services, raised nearly \$6,000 and walked over 369 miles.
- D. The minutes of the Regular Board Meeting of May 2, 2019 were approved.

¹ Designated voting representative by the City of Fort Worth

- E. 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 Sustainability Update was presented by Robert Horton, Vice President Environmental Affairs.

RETIREMENT/INVESTMENT COMMITTEE

Retirement/Investment Committee Chair Eddie Reeves reported that the Committee met on Tuesday, May 28, 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 Retirement/Investment Committee Meeting of March 5, 2019 were approved during the Committee Meeting of May 28, 2019.

Discussion Items

- 2. The Quarterly Investment Report was presented by Jack Evatt of AndCo Consulting during the Committee Meeting of May 28, 2019.
- 3. The Annual Actuarial Report was presented by Lewis Ward of GRS Consulting during the Committee Meeting of May 28, 2019.

Action Item for Consideration

- 4. The Airport Board unanimously adopted Resolution No. 2019-06-113 to approve Asset Management Agreement with the Veritas Capital Fund VII, in a commitment amount of \$5 million.

OPERATIONS COMMITTEE

Operations Committee Chair Raj Narayanan reported that the Committee met on Tuesday, May 28, 2019 at 12:56 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 May 2, 2019 were approved during the Committee Meeting of May 29, 2019.

Consent Items for Consideration

The Airport Board unanimously adopted Resolution No. 2019-06-114 to approve execution of an agreement between the City of Irving and the DFW International Airport Board for the provision of canine explosive detection services and right to reimbursement.

- 6. The Airport Board unanimously adopted Resolution No. 2019-06-115 to approve execution of Purchase Order No. 275894, to Furnish & Install Vehicle Warning Lighting, with Dana Safety Supply dba Fleet Safety Equipment, Inc., of Saginaw, Texas, in the amount of \$132,218.30.

7. The Airport Board unanimously adopted Resolution No. 2019-06-116 to approve execution of Contract No. 5000978, Terminal F Phase 1 - Oncor Reimbursement, with Oncor Electric Delivery Company, LLC, of Carrollton, Texas, in an amount not to exceed \$267,107.22.

Action Items for Consideration

8. The Airport Board unanimously adopted Resolution No. 2019-06-117 to approve execution of Contract No. 7006790, for Roadway Signage Fabrication and Installation Services, with Synergy Signs & Services, LLC, of Fort Worth, Texas, in an amount not to exceed \$2,225,430.00, for the initial three-year term of the Contract, with options to renew for two additional one-year periods.
9. The Airport Board unanimously adopted Resolution No. 2019-06-118 to approve execution of Contract No. 7006786, for Facilities Signage Fabrication and Installation Services, with Synergy Signs & Services, LLC, of Fort Worth, Texas, in an amount not to exceed \$3,255,120.00, for the initial three-year term of the Contract, with options to renew for two additional one-year periods.
10. The Airport Board unanimously adopted Resolution No. 2019-06-119 to approve execution of Contract No. 9500627, Runway 18R Aircraft Rescue and Firefighting (ARFF) Road Improvements, with Gilbert May, Inc., Phillips/May Corporation, of Dallas, Texas, in an amount not exceed \$6,290,333.00, for the 218 calendar day term of the Contract.
11. The Airport Board unanimously adopted Resolution No. 2019-06-120 to approve authorization to procure construction services necessary to complete the construction of the Skylink Restroom Project using a method, authorized under Chapter 2269, Section B of the Texas Government Code, to determine which solicitation method, other than competitive bidding, provides the best value for the Airport.
12. The Airport Board unanimously adopted Resolution No. 2019-06-121 to approve execution of Contract No. 9500652, for Southeast Quadrant Main Sanitary Sewer, with Reyes Group, Ltd., of Grand Prairie, Texas, in an amount not to exceed \$1,545,458.00, for the 210 calendar day term of the Contract.
13. The Airport Board unanimously adopted Resolution No. 2019-06-122 to approve an increase to Contract No. 9500614, Runway 17C-35C Rehabilitation, with Austin Bridge & Road, LP, of Irving, Texas, in an amount not to exceed \$3,523,498.34, for a revised Contract amount of \$107,064,018.24.
14. The Airport Board unanimously adopted Resolution No. 2019-06-123 to approve execution of Contract No. 9500678, for Terminal D Uninterrupted Power Supply (UPS) Replacement, with Rosendin Electric, Inc., of Grapevine, Texas, in an amount not to exceed \$4,441,180.00, for the 389 calendar day term of the Contract.
15. The Airport Board unanimously adopted Resolution No. 2019-06-124 to approve execution of Contract No. 8500369, for Spent Aircraft Deicing Fluid Treatment and Recovery Program Master Plan and Design Services, to Kimley-Horn and Associates, Inc., of Dallas, Texas, in an amount not to exceed \$5,000,000.00, for the three-year term of the Contract.
16. The Airport Board unanimously adopted Resolution No. 2019-06-125 to approve execution of Contract No. 9500675, Terminals B & E Loading Bridge Equipment Replacement, with Gadberry Construction Company, Inc., of Dallas, Texas, in an amount not to exceed \$7,950,000.00, for the initial 270 calendar day term of the Contract.

17. The Airport Board unanimously adopted Resolution No. 2019-06-126 to approve execution of Contract No. 9500643, Northeast End Around Taxiway Package III - Glycol Facilities Relocation, with Austin Bridge & Road, LP, of Irving, Texas, in an amount not to exceed \$46,421,373.37, for the 405 calendar day term of the Contract; and execute change orders to such Contract on an as-needed basis, in the aggregate amount not to exceed \$3,000,000.00.
18. The Airport Board unanimously adopted Resolution No. 2019-06-127 to approve an increase to Contract No. 9500647, for Terminal F Phase 1 - Construction Manager at Risk, with APR Aviation Partners, of Irving, Texas, in an amount not to exceed \$69,250,000.00, for a revised Contract amount of \$74,050,000.00.
19. The Airport Board unanimously adopted Resolution No. 2019-06-128 to approve execution of Contract 7006794, for Pre-Mixed Concrete Services, with Redi-Mix LLC, dba Custom Crete of Euless, Texas, in an amount not to exceed \$525,696.00, for the initial one-year term of the Contract, with options to renew for four additional one-year periods.
20. The Airport Board unanimously adopted Resolution No. 2019-06-129 to approve execution of Contract No. 7006769, for Uninterruptible Power Supply Batteries, to TKC Enterprises, Inc., of Irving, Texas, in an amount not to exceed \$1,032,928.53, for the initial one-year term of the Contract, with options to renew for four additional one-year periods.
21. The Airport Board unanimously adopted Resolution No. 2019-06-130 to approve execution of Purchase Order No. 275903, for Compressed Natural Gas-Powered Buses, with Alliance Bus Group, Inc., of Lewisville, Texas, in the amount of \$3,095,853.00.

Discussion Items

22. There were no Construction and Professional Services Contract increase(s) approved by authorized staff for this reporting period.
23. 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, May 28, 2019 at 1:26 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 May 2, 2019 were approved during the Committee Meeting of May 28, 2019.
25. Financial Report was presented by Max Underwood, Vice President of Finance, during the Committee Meeting of May 28, 2019.
26. Fiscal Year 2020 Budget Preview was presented by Chris Poinatte, Executive Vice President Finance and Information Technology Services, during the Committee Meeting of May 28, 2019.

Consent Items for Consideration

27. The Airport Board unanimously adopted Resolution No. 2019-06-131 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 not to exceed \$593,750.00.
28. The Airport Board unanimously adopted Resolution No. 2019-06-132 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 \$40,000.00, for a revised Contract amount of \$994,560.00.
29. The Airport Board unanimously adopted Resolution No. 2019-06-133 to approve execution of Contract No. 7006811, for Vulnerability Management Software Licenses, with Critical Start, Inc., of Plano, Texas, in an amount not to exceed \$68,154.80, for the initial one-year term of the Contract, with options to renew annually.
30. The Airport Board unanimously adopted Resolution No. 2019-06-134 to approve execution of Contract No. 7006806, for Geographic Information System Software and Maintenance, with Environmental Systems Research Institute, Inc., of Redlands, California, in an amount not to exceed \$85,923.68, for the initial one-year term of the Contract, with options to renew for four additional one-year periods.

Action Items for Consideration

31. The Airport Board unanimously adopted Resolution No. 2019-06-135 to approve authorization to modify the current Air Service Incentive Program to increase marketing funds for cargo service.
32. The Airport Board unanimously adopted Resolution No. 2019-06-136 to approve execution of Contract No. 8005282, for Integrated Absence Management Services, with Reliance Standard Life Insurance Company/Matrix Absence Management, of Dallas, Texas, in an amount not to exceed \$585,364.00, for the initial one-year term of the Contract, with options to renew for four additional one-year periods.
33. The Airport Board unanimously adopted Resolution No. 2019-06-137 to approve the form of the Fifty-Fifth Supplemental Bond Ordinance and request its passage by the City Councils of Dallas and Fort Worth; and authorize officers to take other necessary actions in connection therewith.
34. The Airport Board unanimously adopted Resolution No. 2019-06-138 to approve the form of the Fifty-Sixth Supplemental Bond Ordinance and request its passage by the City Councils of Dallas and Fort Worth; and authorize the officers to take other necessary actions in connection therewith.
35. The Airport Board unanimously adopted Resolution No. 2019-06-139 to approve amendments to the Airport's Debt Policy, relating to the management of a self-liquidity commercial paper program.

36. The Airport Board unanimously adopted Resolution No. 2019-06-140 to approve the form of the Preliminary Official Statement, prepared in connection with the sale of the Dallas Fort Worth International Airport Joint Revenue Refunding Bonds, Series 2019A and authorize officers to take any necessary actions in connection with the sale of the Bonds.
37. The Airport Board unanimously adopted Resolution No. 2019-06-141 to approve rejection of all bids received for Solicitation No. 7006753, Cisco Hardware, Software and Professional Services; and execute Contract No. 7006798, for Cisco Hardware and Professional Services, with Netsync Network Solutions, of Carrollton, Texas, in an amount not to exceed \$3,375,000.00, for the initial one-year term of the Contract, with options to renew for four additional one-year periods.

Discussion Items

38. Monthly D/S/M/WBE Expenditure Report was distributed to the Board.
39. Purchase Orders/Contracts and Professional Service Contract 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, May 28, 2019 at 1:56 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 April 9, 2019 were approved during the Committee Meeting of May 28, 2019.

Consent Items for Consideration

41. The Airport Board unanimously adopted Resolution No. 2019-06-142 to approve extension to Lease No. 238980 between Dallas/Fort Worth International Airport Restaurant JV #3 d/b/a Pappasito's Cantina and the Dallas Fort Worth International Airport Board.
42. The Airport Board unanimously adopted Resolution No. 2019-06-143 to approve extension to Lease No. 238978 between Dallas/Fort Worth International Airport Restaurant JV#1 d/b/a Pappadeaux Seafood Kitchen and the Dallas Fort Worth International Airport Board.
43. The Airport Board unanimously adopted Resolution No. 2019-06-144 to approve extension to Lease No. 238979 between Dallas/Fort Worth International Airport Restaurant JV#2 d/b/a Pappadeaux Seafood Kitchen and Pappasito's Mexican Cantina and the Dallas Fort Worth International Airport Board.
44. The Airport Board unanimously adopted Resolution No. 2019-06-145 to approve amendment to the Lease between Dallas Fort Worth International Airport Board and EAN Holdings, LLC.
45. The Airport Board unanimously adopted Resolution No. 2019-06-146 to approve authorization to extend the term of Lease No. 009428 and to terminate Lease No. 009427.

Action Items for Consideration

46. The Airport Board unanimously adopted Resolution No. 2019-06-147 to approve an increase to Contract No. 7006685, Custodial Services for Non-Public Facilities, with ABM Aviation, Inc., of Atlanta, Georgia, in an amount not to exceed \$1,200,000.00, for a revised Contract amount of \$5,204,897.10.
47. The Airport Board unanimously adopted Resolution No. 2019-06-148 to approve execution of Contract No. 7006770, for Terminal D Custodial Services, with APPRO, Inc., of Dallas, Texas, in an amount not to exceed \$24,290,869.00, for the initial three-year term of the Contract, with options to renew for two additional one-year periods.
48. The Airport Board unanimously adopted Resolution No. 2019-06-149 to approve execution of a lease agreement with DFW Commerce Center III, LLC for +/-57.5 acres of land.
49. The Airport Board unanimously adopted Resolution No. 2019-06-150 to approve execution of a reimbursement agreement with DFW Commerce Center III, LLC for an amount not-to-exceed \$1,208,028.00.
50. The Airport Board unanimously adopted Resolution No. 2019-06-151 to approve execution of a lease agreement with LPC Dallas DFW I, LLC for +/-32.49 acres of land.
51. The Airport Board unanimously adopted Resolution No. 2019-06-152 to approve execution of a lease agreement with LPC Dallas DFW II, LLC for +/-24.98 acres of land.
52. The Airport Board unanimously adopted Resolution No. 2019-06-153 to approve execution of a reimbursement agreement with LPC Dallas DFW I, LLC for an amount not-to-exceed \$4,774,154.00.
53. The Airport Board unanimously adopted Resolution No. 2019-06-154 to approve a revision to the Logistics Center 8, LLC lease to include a two-year right to terminate.
54. The Airport Board unanimously adopted Resolution No. 2019-06-155 to approve modification to the reimbursement agreement to be associated with the Logistics Center 9, LLC lease rather than the Logistics Center 8, LLC lease.

Discussion Items

55. Commercial Development non-aeronautical flat-rate permit was distributed to the Board.
56. Permits Issued by Concessions were distributed to the Board.

EXECUTIVE COMPENSATION COMMITTEE

A Committee report of the May 28, 2019 meeting was not given.

57. The minutes of the Executive Compensation Committee Meeting of December 4, 2018 were approved during the Committee Meeting of May 28, 2019.

CLOSED SESSION

58. In accordance with provisions of Section 551.074 of the Texas Government Code, a closed session was held for the purpose of personnel matters involving discussions of the qualifications or performance of identifiable Board employees, to wit:
 - a) Discuss amendment and extension of employment agreement with Chief Executive Officer;
 - b) Discuss compensation for Chief Executive Officer.

OPEN SESSION

Action Items for Consideration

59. The Airport Board unanimously adopted Resolution No. 2019-06-156 to approve Amended and Restated Employment Agreement for Chief Executive Officer.
60. The Airport board unanimously adopted Resolution No. 2019-06-157 to approve Section 457(f) Deferred Compensation Agreement for Chief Executive Officer.

FULL BOARD

61. Registered speakers Samuel Tandankwa and Leticia Gomez, with Sky Chefs, spoke regarding wages and benefits for the food service workers.
62. Next Committee meetings – July 30, 2019
Next Regular Board meeting – August 1, 2019