

DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD
AUGUST 1, 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, August 1, 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 Eric Johnson	Mario Quintanilla
Mayor Betsy Price	Eddie Reeves
Vernon Evans	Darlene Freed

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, Alan Black, Lance Bodine, Jodie Brinkerhoff, Zenola Campbell, Mohamed Charkas, Armin Cruz, Milton De La Paz, Catrina Gilbert, Rusty Hodapp, Robert Horton, Tammy Huddleston, Tamela Lee, Ollie Malone, Sharon McCloskey, 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 Gary Turner
 - B. The Pledge of Allegiance was recited.
 - C. Announcements by Chair Meadows:
 - A moment of silence was held for former Dallas Board member L.A. Murr who passed away in July. Mr. Murr served on the Board from 1979 until 1982.
 - Mayor Eric Johnson was welcomed. Mayor Johnson was elected the 60th Mayor of Dallas in June.
- Announcements by Sean Donohue, CEO:
- This summer we hosted students from Jubilee Park and Community Center for a tour and demonstration promoting careers in public safety. Board member Ben Leal, CEO of Jubilee Park and Community Center was thanked for allowing the students to spend the day here at DFW.
 - In July DFW received the 2019 FAA Partnership Award from FAA Administrator Dan Elwell.
 - In June DFW hosted this year's Food and Beverage (FAB) Conference and was honored with the FAB Industry Contribution Award. Board members Matrice Ellis-Kirk and Henry Borbolla attended the conference.
 - DFW also received several awards from Airports Council International and received the 2019 Large Hub Inclusion Champion Award.
 - DFW was also recognized as the 2019 Parking Organization of the Year by the International Parking and Mobility Institute.
 - Catrina Gilbert, Vice President of Risk Management and Mohamed Charkas, Vice President of Planning, were introduced.

- The new Department of Public Safety Headquarters building officially opened in June.
- Departing Board Member Darlene Freed was recognized for her service on the Board. This was Ms. Freed's fifth time to serve on the Board.
- Next month we will be joined by Mayor Linda Martin from the City of Euless.

D. The minutes of the Regular Board Meeting of May 30, 2019 were approved.

Board member Ben Leal joined the meeting.

- 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. Fiscal Year 2020 Budget was presented by Chris Poinatte, Executive Vice President Finance and ITS.

RETIREMENT/INVESTMENT COMMITTEE

Retirement/Investment Committee Vice Chair William Meadows reported that the Committee met on Tuesday, July 30, 2019 at 12:30 p.m., in the Board Room of the DFW Airport Headquarters Building.

1. The minutes of the Retirement/Investment Committee Meeting of May 28, 2019 were approved during the Committee Meeting of July 30, 2019.

Discussion Item

2. An External Audit of the Pension Plans was presented by Cameron Decker of Deloitte during the Committee Meeting of July 30, 2019.

OPERATIONS COMMITTEE

Operations Committee Chair Raj Narayanan reported that the Committee met on Tuesday, July 30, 2019 at 12:35 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 28, 2019 were approved during the Committee Meeting of July 30, 2019.

Consent Items for Consideration

4. The Airport Board unanimously adopted Resolution 2019-08-158 to approve a decrease to Contract No. 9500617, Rehabilitate Deicing Ponds 1 and 2 Phase IV, with McCarthy Building Companies, Inc., of Dallas, Texas, in a deductive amount not less than (\$57,000.20) for a revised Contract amount of \$1,467,270.00.

5. The Airport Board unanimously adopted Resolution 2019-08-159 to approve execution of Reimbursement Agreement No. 5000980, for Runway 18R/36L Rehabilitation, with the Federal Aviation Administration, Southwest Region, in an amount not to exceed \$99,698.33, for the 36 month term of the Contract.
6. The Airport Board unanimously adopted Resolution 2019-08-160 to approve ratification of Purchase Order No. 275888, for Uninterruptible Power Supplies, with Millennium UPS LLC, of Fontana, California, in the amount of \$93,735.62.

Action Items for Consideration

7. The Airport Board unanimously adopted Resolution 2019-08-161 to approve authorization to procure services necessary for the installation of Terminal Dynamic Glass 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.
8. The Airport Board unanimously adopted Resolution 2019-08-162 to approve execution of Contract No. 9500681, Terminal B Pre-Conditioned Air Unit Replacements, with Gadberry Construction Company, Inc., of Dallas, Texas, in an amount not to exceed \$788,300.00, for the 240 calendar day term of the Contract.
9. The Airport Board unanimously adopted Resolution 2019-08-163 to approve execution of Contract No. 9500685, Taxiway F Rehabilitation, with Flatiron Constructors, Inc., of Broomfield, Colorado, in an amount not to exceed \$24,351,208.45, for the 460 calendar day term of the Contract.
10. The Airport Board unanimously adopted Resolution 2019-08-164 to approve execution of Contract No. 9500692, for Taxiway M South Rehabilitation, with Flatiron Constructors, Inc., of Broomfield, Colorado, in an amount not to exceed \$36,167,000.00, for the 348 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 \$3,616,700.00.
11. The Airport Board unanimously adopted Resolution 2019-08-165 to approve execution of Contract No. 7006778, for Open Channel Maintenance Services, with JB Diverse Contracting LLC, of Grapevine, Texas, in an amount not to exceed \$791,000.00, for the initial two-year term of the Contract, with options to renew for two additional one-year periods.
12. The Airport Board unanimously adopted Resolution 2019-08-166 to approve execution of six Purchase Orders for Heavy Equipment: 275555, to Nesco, LLC, of Bluffton, Indiana, in the amount of \$543,331.00; 275923, to Grapevine Dodge Chrysler Jeep, LLC, of Grapevine, Texas, in the amount of \$226,224.00; 275924, to Associated Supply Co., Inc. dba ASCO, ASCO Equipment, ASCO Rentals, of Euless, Texas, in the amount of \$220,656.00; 275925, to Shoppa's Material Handling, Ltd., of Fort Worth, Texas, in the amount of \$68,444.00; 275926, to Professional Turf Products, LP, of Euless, Texas, in the amount of \$163,109.43; 275927, to Houston Freightliner, Inc., of Houston, Texas, in the amount of \$687,145.00. Total award amount \$1,908,909.43.
13. The Airport Board unanimously adopted Resolution 2019-08-167 to approve an increase to Contract No. 7006123, for Supply of Electrical Power, with the Texas General Land Office, of Austin, Texas, in an amount not to exceed \$100,000,000.00, and to extend the Contract term through December 2023.

Discussion Items

14. There were no Construction and Professional Services Contract increase(s) approved by authorized staff for this reporting period.
15. 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, July 30, 2019 at 12:59 p.m., in the Board Room of the DFW Airport Headquarters Building and recommended approval of the following:

16. The minutes of the Finance/Audit Committee Meeting of May 28, 2019 were approved during the Committee Meeting of July 30, 2019
17. The Financial Report was presented by Max Underwood, Vice President of Finance, during the Committee Meeting of July 30, 2019.

Consent Items for Consideration

18. The Airport Board unanimously adopted Resolution 2019-08-168 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 \$100,000.00, for a revised contract amount not to exceed \$247,500.00.
19. The Airport Board unanimously adopted Resolution 2019-08-169 to approve execution of an Interlocal Agreement Contract No. 7006838, between the Board and Carson City, a consolidated municipality, a political subdivision of the State of Nevada, to purchase goods and services from Airport Contracts.
20. The Airport Board unanimously adopted Resolution 2019-08-170 to approve authorization to execute options for multi-year Contracts for the first quarter of Fiscal Year 2020.

Action Items for Consideration

21. The Airport Board unanimously adopted Resolution 2019-08-171 to approve execution of Contract No. 7006813, for Furniture, Fixtures and Equipment in the AccessDFW Offices, with Wilson Office Interiors, LLC, of Dallas, Texas, in an amount not to exceed \$403,795.52, for the initial one-year term of the Contract, with options to renew for four additional one-year periods.
22. The Airport Board unanimously adopted Resolution 2019-08-172 to approve three Contracts for Non-Modular Office Furniture: Contract No. 7006805, to Facilitatech, Inc., dba Business Interiors, of Irving, Texas, in an amount not to exceed \$1,040,400.00; Contract No. 7006839, to Wilson Office Interiors, LLC, of Dallas, Texas, in an amount not to exceed \$639,150.00; Contract No. 7006840 to TX Interior Resources, LLC, dba Interior Resources Group, of Dallas, Texas, in an amount not to exceed \$123,240.00, for the initial three-year term of the Contracts, with options to renew for two additional one-year periods. Total amount of action is \$1,802,790.00.

23. The Airport Board unanimously adopted Resolution 2019-08-173 to approve an increase to Contract No. 7006595, for Parking System Parts and Supplies, with Skidata, Inc., of Hillsborough, New Jersey, in an amount not to exceed \$2,000,000.00, for a revised Contract amount of \$4,000,000.00.
24. The Airport Board unanimously adopted Resolution 2019-08-174 to approve the Airport's Joint Revenue Bonds Debt Service as an approved Public Facility Improvement Corporation Project and request approval of this designation by the Owner Cities of Dallas and Fort Worth.
25. The Airport Board unanimously adopted Resolution 2019-08-175 to approve the FY 2020 Operation Revenue and Expense Fund Budget (Fund 102).
26. The Airport Board unanimously adopted Resolution 2019-08-176 to approve the Schedule of Charges as amended for Fiscal Year 2020.

Discussion Items

27. Department of Audit Services' Quarterly Audit Update was presented by Rob Darby, Director Audit Services, during the Committee Meeting of July 30, 2019.
28. Monthly D/S/M/WBE Expenditure Report was distributed to the Board.
29. 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, July 30, 2019 at 2:05 p.m., in the Board Room of the DFW Airport Headquarters Building and recommended approval of the following:

30. The minutes of the Concessions/Commercial Development Meeting of May 28, 2019 were approved during the Committee Meeting of July 30, 2019.

Consent Items for Consideration

31. The Airport Board unanimously adopted Resolution 2019-08-177 to approve execution of Purchase Order No. 276161, for the purchase of Janitorial Cleaning Equipment, with Torrez Paper Company, of Dallas, Texas, in the amount of \$222,959.12.
32. The Airport Board unanimously adopted Resolution 2019-08-178 to approve amendment of Lease No. 008369 between Minute Leap DFW, LLC d/b/a Minute Suites and the Dallas Fort Worth International Airport Board.
33. The Airport Board unanimously adopted Resolution 2019-08-179 to approve extension of the lease term of Agreement No. 008514 between Wayport, LLC, d/b/a AT&T Wi-Fi Services and the Dallas Fort Worth International Airport.

Action Items for Consideration

34. The Airport Board unanimously adopted Resolution 2019-08-180 to approve a Lease Agreement with PhaseNext Hospitality, LLC dba Buffalo Wild Wings and the Dallas Fort Worth International Airport Board.
35. The Airport Board unanimously adopted Resolution 2019-08-181 to approve execution of Contract No. 7006766, for Customs Support, Wheelchair, Skycap and Dock Services, with Prospect Air Services, Inc., of Des Plaines, Illinois, in the amount not to exceed \$4,626,717.47, for the initial one-year term of the Contract, with options to renew for four additional one-year periods.
36. The Airport Board unanimously adopted Resolution 2019-08-182 to approve execution of a fourth lease agreement with Grubbs Realty Holdings 1, LLC, for +/-8.284 acres of land to develop a luxury car dealership and showroom, and to execute lease amendments with Grubbs Realty Holdings 1, LLC, including modifications of leased premises and annualized rent.
37. The Airport Board unanimously adopted Resolution 2019-08-183 to approve execution of a License Agreement with the City of Grapevine for the long-term maintenance of a 12-inch water line on DFW Airport Board property.
38. The Airport Board unanimously adopted Resolution 2019-08-184 to approve execution of a License Agreement with the City of Irving for the long-term maintenance of a section of Rochelle Road on DFW Airport Board property.

Board member Mario Quintanilla asked for a list of all concessionaires in Terminal A who were affected by the Terminal Redevelopment Improvement Program. Mr. Quintanilla also requested this at the May 30, 2019 Board Meeting. Ken Buchanan, Executive Vice President Revenue Management responded the information should be ready for the September Board Meeting.

Discussion Items

39. Permit Issued by Concessions was distributed to the Board.
40. License Agreement with Aviall Services, Inc. was distributed to the Board.

FULL BOARD

41. Registered Speaker Stephanie Kopnang with Sky Chefs spoke regarding wages and benefits for the food service workers.
42. Next Committee meetings – September 3, 2019
Next Regular Board meeting – September 5, 2019