

DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD
MARCH 5, 2020
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, March 5, 2020, pursuant to earlier notification thereof to the members of the Board and public. The following quorum was present:

Matrice Ellis-Kirk, Chair	Ben Leal
Henry Borbolla III, Vice Chair	Williams Meadows
Gloria M. Tarpley, Secretary	Raj Narayanan
Councilman Lee Kleinman ¹	Mario Quintanilla
Mayor Betsy Price	Eddie Reeves

Board staff in attendance:

Sean Donohue, John Ackerman, Ken Buchanan, Chad Makovsky, Khaled Naja, Paul Puopolo, Linda Valdez Thompson, Rob Darby, Elaine Rodriguez, Dee Amos, Julio Badin, Jeff Benvegna, Alan Black, Lance Bodine, Jodie Brinkerhoff, John Brookby, Zenola Campbell, Mohamed Charkas, Armin Cruz, Milton De La Paz, Catrina Gilbert, Rusty Hodapp, Robert Horton, Tammy Huddleston, Tamela Lee, James Mauldin, Sharon McCloskey, Paul Sichko, Greg Spoon, Max Underwood, Michael Youngs, Donna Schnell.

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AGENDA

- A. The invocation was given by Father Greg McBrayer.
- B. The Pledge of Allegiance was recited.
- C. Announcements by Matrice Ellis-Kirk, Chair:
 - Dallas Councilmember Lee Kleinman was welcomed.Announcements by Sean Donohue, CEO:
 - Mayor Betsy Price was recognized for receiving the Hospitality Award from Visit Fort Worth.
 - In February DFW celebrated Black History Month. This year's theme was African Americans and the Vote. The employee resource group AACTION hosted an event featuring renowned journalist Bob Ray Sanders and Tarrant County Elections Administrator Heider Garcia.
 - DFW will partner with the Department of Homeland Security to address the use of unmanned aircraft systems on and near the Airport, which continues to increase.
 - DFW's Finance Department was recognized by the Government Finance Officers Association of the United States and Canada with a Certificate of achievement for Excellence in Financial Reporting. This recognition is a result of DFW's Comprehensive Annual Financial Report for fiscal year 2018. Finance has received this award for the past twenty-seven years in a row.
 - Last month DFW hosted the annual minority advocacy partners breakfast where we renewed our partnerships and shared the findings of the Disparity Study.
- D. The minutes of the Regular Board Meeting of February 6, 2020 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 Poinatte, Executive Vice President Finance and Information Technology Services.
- G. ITS Priorities briefing was presented by Michael Youngs, Vice President Information Technology Services.

RETIREMENT/INVESTMENT COMMITTEE

Retirement/Investment Committee Vice Chair Ben Leal reported that the Committee met on Tuesday, March 3, 2020 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 February 4, 2020 were approved during the Committee Meeting of March 3, 2020.

Discussion Item

- 2. The Quarterly Investment Report was presented by Jack Evatt of AndCo Consulting during the Committee Meeting of March 3, 2020.

Action Items for Consideration

- 3. The Airport Board adopted Resolution No. 2020-03-040, by a vote of 8, to approve an Asset Management Agreement with Angelo Gordon & Co. of New York, New York, for their Angelo Gordon Europe Realty Fund III, in a commitment amount of \$7.5 million. Board Secretary Gloria M. Tarpley and Councilman Lee Kleinman opposed.
- 4. The Airport Board adopted Resolution No. 2020-03-041, by a vote of 8, to approve an Asset Management Agreement with H.I.G. Capital of Miami, Florida, for their H.I.G. Bayside Fund VI, in a commitment amount of \$7.5 million. Board Secretary Gloria M. Tarpley and Councilman Lee Kleinman opposed.
- 5. The Airport Board adopted Resolution No. 2020-03-042, by a vote of 8, to approve an Asset Management Agreement with Cerberus Capital of New York, New York, for their Cerberus Corporate Credit Fund, in a commitment amount of \$5 million. Board Secretary Gloria M. Tarpley and Councilman Lee Kleinman opposed.
- 6. The Airport Board adopted Resolution No. 2020-03-043, by a vote of 8, to approve an Asset Management Agreement with CVC Capital of London, England, for their CVC Capital Fund VIII, in a commitment amount of \$5 million. Board Secretary Gloria M. Tarpley and Councilman Lee Kleinman opposed.
- 7. The Airport Board adopted Resolution No. 2020-03-044, by a vote of 8, to approve an Asset Management Agreement with Deerpath Capital of New York, New York, for their Deerpath Capital Fund V, in a commitment amount of \$7.5 million. Board Secretary Gloria M. Tarpley and Councilman Lee Kleinman opposed.

¹ Designated voting representative by the City of Dallas.

OPERATIONS COMMITTEE

Operations Committee Chair Raj Narayanan reported that the Committee met on Tuesday, March 3, 2020, at 12:52 p.m., in the Board Room of the DFW Airport Headquarters Building and recommended approval of the following:

8. The minutes of the Operations Committee Meeting of February 4, 2020 were approved during the Committee Meeting of March 3, 2020.

Consent Items for Consideration

9. The Airport Board unanimously adopted Resolution No. 2020-03-045 to approve a Interlocal Agreement, Contract No. 7006923, between the Board and the Central Texas College, of Killeen, Texas, and that the Chief Executive Officer or Designee be authorized to execute Contract No. 7006925, for Police Training and Recruitment Services with the Central Texas College, in an amount not to exceed \$20,000.00, for the initial one-year term of the Contract, with options to renew annually for additional one-year periods.
10. The Airport Board unanimously adopted Resolution No. 2020-03-046, as amended during the Committee Meeting, to approve execution of Contract No. 8005347, for Police and Security Consultant Services, with Parham Enterprise Development, of Carrollton, Texas, in an amount not to exceed \$88,000.00, for the four month term of the Contract.
11. The Airport Board unanimously adopted Resolution No. 2020-03-047 to approve execution of Purchase Order No. 276718, for Portable X-Ray Equipment, with Logos Imaging LLC, of Loveland, Colorado, in the amount of \$100,000.00.
12. The Airport Board unanimously adopted Resolution No. 2020-03-048 to approve execution of Contract No. 7006910, for Firefighting Personal Protective Equipment, with Delta Fire & Safety, Inc. dba Delta Industrial Service & Supply, of Port Neches, Texas, in an amount not to exceed \$109,765.00, for the initial one-year term of the Contract, with options to renew for four additional one-year periods.
13. The Airport Board unanimously adopted Resolution No. 2020-03-049 to approve execution of Purchase Order No. 276720, for Medical devices, with Stryker Sales Corporation, through its Medical Division, of Portage, Michigan, in the amount of \$175,505.84.
14. The Airport Board unanimously adopted Resolution No. 2020-03-050 to approve execution of Reimbursement Agreement No. 5000991, for Engineering Support for Taxiway M South, Impacting Runway 35L Glideslope, with the Federal Aviation Administration (FAA), Southwest Region, in an amount not to exceed \$45,130.18, for the 1,095 calendar day term of the Contract.
15. The Airport Board unanimously adopted Resolution No. 2020-03-051 to approve execution of Contract No 7006916, for Land Surveying Application Maintenance Services Plan, with Geomatic Resources LLC, of Irving, Texas, in an amount not to exceed \$153,736.00, for the initial one-year term of the Contract, with options to renew annually for additional one-year periods.
16. The Airport Board unanimously adopted Resolution No. 2020-03-052 to approve an increase to Contract No. 7006844, for Passenger Boarding Bridge Maintenance Services, with Elite Line Services, Inc., of Carrollton, Texas, in an amount not to exceed \$188,920.18, for a revised Contract amount of \$25,687,906.26.

Action Items for Consideration

17. The Airport Board unanimously adopted Resolution No. 2020-03-053 to approve execution of a deductive Change Order to Contract No. 9500632, for Terminal A Flyover and TRIP Bridge Retro, with EJ Smith Construction Company, LLC, of DeSoto, Texas, in a deductive amount not less than (\$163,179.01).
18. The Airport Board unanimously adopted Resolution No. 2020-03-054 to approve execution of a delivery order to Contract 9500635, Construction Services for Job Order Contract (JOC) with Gilbert May, Inc. dba Phillips/May Corporation, of Dallas, Texas, in an amount not to exceed \$1,000,000.00.
19. The Airport Board unanimously adopted Resolution No. 2020-03-055 to approve an increase to Contract No. 9500567, for the Department of Public Safety Headquarters, with J.E. Dunn Construction Company, of Dallas, Texas, in an amount not to exceed \$2,450,000.00, for a revised Contract amount not to exceed \$58,770,631.30.
20. The Airport Board unanimously adopted Resolution No. 2020-03-056 to approve an increase to Contract No. 9500623, for Northeast End Around Taxiway - Package I, East Air Freight Taxiway and Utilities, with Flatiron Constructors, Inc., of Broomfield, Colorado, in an amount not to exceed \$5,378,462.46, for a revised Contract amount of \$36,567,422.59.
21. The Airport Board unanimously Resolution No. 2020-03-057 to approve execution of Contract No. 9500687, for Terminal D Upper, Lower Level Roadway & Sidewalk Expansion Joints Replacement, with Southwest Construction Services, of Dallas, Texas, in an amount not to exceed \$8,802,000.00, for the 241 calendar day term of the Contract.

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 William Meadows reported that the Committee met on Tuesday, March 3, 2020 at 1:08 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 February 4, 2020 were approved during the Committee Meeting of March 3, 2020.
25. The Financial Report was presented by Max Underwood, Vice President Finance, during the Committee Meeting of March 3, 2020.
26. The Fiscal Year 2019 External Audit presented by Blake Rogers, Lead Audit Partner, of Deloitte.

Consent Items for Consideration

27. The Airport Board unanimously adopted Resolution No. 2020-03-058 to approve execution of a Memorandum of Understanding with the United States Department of Homeland Security to participate in the Blue Lightning Initiative to further efforts to prevent and raise awareness of human trafficking.
28. The Airport Board unanimously adopted Resolution No. 2020-03-059 to approve execution of a lease extension with Transportation Security Administration (TSA) for terminal support space necessary for passenger screening operations.
29. The Airport Board unanimously adopted Resolution No. 2020-03-060 to approve a request by American Airlines to exercise its option to purchase an MD-80 flight simulator, identified by FAA ID Number 240.

Action Items for Consideration

30. The Airport Board unanimously adopted Resolution No. 2020-03-061 to approve execution of a Reimbursement Agreement with American Airlines, Inc. (AA) for the programming, design and equipment costs for the Terminal D Pre-Conditioned Air (PCA) replacement project, in an amount not to exceed \$2,921,432.02.
31. The Airport Board unanimously adopted Resolution No. 2020-03-062 to approve a Reimbursement Agreement with American Airlines (AA), Inc. for design costs and original manufacturer equipment (OEM) for certain Baggage Handling System (BHS) Improvements, in an amount not to exceed \$7,151,212.00.
32. The Airport Board unanimously adopted Resolution No. 2020-03-063 to approve execution of contract 8005348, for Craft Training Program, with the Construction Education Foundation of North Texas (CEF, Inc.) of Irving, Texas, in an amount not to exceed \$1,000,000.00, for the initial two-year term of the Contract, with options to renew for three additional one-year periods.
33. The Airport Board unanimously adopted Resolution No. 2020-03-064 to approve the form of the Fifty-Seventh Supplemental Bond Ordinance and requesting its passage by the City Councils of Dallas and Fort Worth; and authorizing the Authorized Officers to take other necessary actions in connection therewith.
34. The following registered speakers, representing the Association of Taxicab Operators, addressed the Board.
Gus Tayeh
LaDonna Sellers
Anwar Osman
Izzeldin Mohamed

The Airport Board unanimously adopted Resolution Number 2020-03-065 to approve changes to the DFW Airport Code of Rules and Regulations, as amended.

35. The Airport Board unanimously adopted Resolution No. 2020-03-066 to approve an increase to Contract No. 7006099, for Baggage Reconciliation/Tracking System Maintenance and Support with ARINC, Incorporated, a part of Collins Aerospace, of Annapolis, Maryland, in an amount not to exceed \$387,909.00, for a revised Contract amount of \$1,267,275.25.

36. The Airport Board unanimously adopted Resolution No. 2020-03-067 to approve execution of Contract No. 7006911, for Enterprise Storage and Data Protection, with Storage Assessments, LLC of Plano, Texas, in an amount not to exceed \$2,595,628.67, for the initial one-year term of the Contract, with options to renew for four additional one-year periods.

Discussion Items

37. The Monthly D/S/M/WBE Expenditure Report was distributed to the Board.
38. 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 Ben Leal reported that the Committee met on Tuesday, March 3, 2020 at 1:42 p.m., in the Board Room of the DFW Airport Headquarters Building and recommended approval of the following:

39. The minutes of the Concessions/Commercial Development Committee Meeting of February 4, 2020 were approved during the Committee Meeting of March 3, 2020.

Consent Items for Consideration

40. The Airport Board unanimously adopted Resolution No. 2020-03-068 to approve execution of two Purchase Orders for Box Trucks: 276670, to Caldwell Country Chevrolet, of Caldwell, Texas, in the amount of \$77,340.00; and 276713 to Chastang Enterprises Houston LLC dba Chastang Ford of Houston, Texas, in the amount of \$72,300.00. Total award amount is \$149,640.00.

Action Item for Consideration

41. The Airport Board unanimously adopted Resolution No. 2020-03-069 to approve execution of Purchase Order No. 276690, for Trash Receptacles, to Forms and Surfaces, Inc., of Pittsburgh, Pennsylvania, in the amount of \$578,657.00.
42. The Airport Board unanimously adopted Resolution No. 2020-03-070 to approve execution of Contract No. 7006906, for Passenger Terminal Foam Hand Soap, with The Home Depot Pro, of Fort Worth, Texas, in an amount not to exceed \$1,085,400.00, for the initial two-year term of the Contract, with options to renew for three additional one-year periods.
43. The Airport Board unanimously adopted Resolution No. 2020-03-071 to approve amendment to Concession leases in Terminal D impacted by sales falling below the anticipated sales threshold.

Following the approval of the Concessions/Commercial Development Committee items, Julio Badin, Senior Vice President of Customer Experience, provided an update on efforts in the terminals to increase frequency of cleanings in response to the Center for Disease Control and Prevention's (CDC) recommendations to prevent the spread of COVID-19. Custodial staff are increasing cleanings of high-touch areas and are using CDC approved cleaning supplies.

FULL BOARD

CLOSED SESSION

44. In accordance with provisions of Section 551.071 of the Texas Government Code, a closed session was held for the purposes of seeking the Board's attorney's advice with respect to pending or contemplated litigation, a settlement offer, or other matters that are exempt from public disclosure under the Texas Disciplinary Rules of Professional Conduct of the State Bar of Texas (Article X, Section 9 of the State Bar Rules), to wit:
 - a) Settlement of lawsuit Rondellte R. Frazier, et al v. DFW Airport Board

OPEN SESSION

45. The Airport Board unanimously adopted Resolution No. 2020-03-072 to approve execution of an agreement settling the lawsuit styled Rondellte R. Frazier, individually and on behalf of all others similarly situated v. DFW Airport Board.
46. The Airport Board unanimously adopted Resolution No. 2020-03-073 to approve a Board Policy allowing only authorized users inside Terminal Facilities, the Rental Car Facility, or in Remote and Express Parking Facilities at DFW International Airport.
47. There were no additional registered speakers.
48. Next Committee meetings – April 7, 2020
Next Regular Board meeting – April 9, 2020