

**DALLAS FORT WORTH INTERNATIONAL AIRPORT
BOARD MEETING CONFERENCE CALL
April 9, 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 via conference call at 8:30 a.m., on Thursday, April 9, 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 | Raj Narayanan |
| Gloria M. Tarpley, Secretary | Mario Quintanilla |
| Mayor Betsy Price | Eddie Reeves |
| Vernon Evans | Linda Martin ¹ |

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, Alan Black, John Brookby, Zenola Campbell, Catrina Gilbert, Rusty Hodapp, Tamela Lee, Paul Sichko, Greg Spoon, Donna Schnell.

AGENDA

- A. Opening remarks and instructions for the conference call were given by Matrice Ellis-Kirk, Chair.
 - A roll call was held to establish that a quorum was present.
 - A moment of silence was held for those who have lost their lives to COVID-19, and all who have been impacted financially or economically.
- B. A Financial Report regarding DFW's Response to COVID-19 was presented by Chris Poinatte, EVP Finance & ITS.
- C. DFW Airport's initiatives in response to the COVID-19 pandemic were presented by Sean Donohue, CEO. These included financial relief for business partners, such as concessionaires and airlines, in the form of alternate rent agreements and temporary deferred payments. In addition, the Airport guarantees there will be no Board employee layoffs or pay and benefit reductions because of the pandemic. Airport revenues are down significantly from the projected budget, and staff have identified projects that will save over \$75 million in costs and about \$100 million in capital projects will be delayed. The Airport will also request an extension to the current Use Agreement, which is set to expire in September 2020. The one-year extension will allow all parties to determine the long-term impacts of COVID-19 and the forecasts for the airline industry. Discussions on the path forward for Terminal F will also be included in the ongoing use agreement negotiations.

Board members thanked Airport staff for their dedication and hard work during this crisis.

- D. The minutes of the Regular Board Meeting of March 5, 2020 were approved.

RETIREMENT/INVESTMENT ITEM

Committee Chair Eddie Reeves presented the Retirement/Investment item for approval.

Consent Item for Consideration

1. The Airport Board unanimously adopted Resolution No. 2020-04-074 to approve the Cause Removal Notice drafted and approved by the Board of Trustees of the Dallas Police and Fire Pension System.

OPERATIONS ITEMS

Committee Chair Raj Narayanan presented the Operations items for approval.

Consent Item for Consideration

2. The Airport Board unanimously adopted Resolution No. 2020-04-075 to approve execution of Other Transaction Agreement 70T02020T9NNCP425 between the Transportation Security Administration and the DFW Airport Department of Public Safety that provides partial reimbursement of expenses associated with the provision of explosives detection canine teams in support of aviation passenger and cargo security.

Action Item for Consideration

3. The Airport Board unanimously adopted Resolution No. 2020-04-076 to approve execution of Contract No 7006903, for Aviation Fueling Services, with Avfuel Corporation, of Ann Arbor, Michigan, in an amount not to exceed \$1,980,688.00, for the initial three-year term of the Contract, with options to renew for two additional two-year periods.

Discussion Items

4. There were no Construction and Professional Services Contract increase(s) approved by authorized staff for this reporting period.
5. Decrease(s)/increase(s) in Scope of Work approved by authorized staff were distributed to the Board.

FINANCE/AUDIT ITEMS

Committee Vice Chair Eddie Reeves presented the Finance/Audit items for approval.

Consent Items for Consideration

6. The Airport Board unanimously adopted Resolution No. 2020-04-077 to approve execution of Purchase Order No. 277062, for Door Barricade Systems, to Campus Safety Products, LLC, of Durham, North Carolina, in the amount of \$78,055.00.

¹ Non-voting representative from the City of Euless.

7. The Airport Board unanimously adopted Resolution No. 2020-04-078 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 \$742,500.00.

Action Items for Consideration

8. The Airport Board unanimously adopted Resolution No. 2020-04-079 to approve authorization to bind and procure a Cyber Liability and Technology Errors & Omissions Liability Insurance Policy with ACE American Insurance Company (Chubb) in the amount of \$81,544.00, for the policy year effective May 3, 2020.
9. The Airport Board unanimously adopted Resolution No. 2020-04-080 to approve the amended form of the Fifty-Seventh Supplemental Bond Ordinance and request its passage by the City Councils of Dallas and Fort Worth; and authorize the Authorized Officers to take other necessary actions in connection therewith.
10. The Airport Board unanimously adopted Resolution No. 2020-04-081 to approve Reimbursement Resolution, authorizing the Airport to be reimbursed from future debt issues for capital expenditure.
11. The Airport Board unanimously adopted Resolution No. 2020-04-082 to approve and ratify the temporary deferral of terminal rents, terminal space fees and variable fees and charges for the airlines.

Discussion Items

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

CONCESSIONS/COMMERCIAL DEVELOPMENT ITEMS

Committee Chair Vernon Evans presented the Concession/Commercial Development items for approval.

Action Items for Consideration

14. The Airport Board unanimously adopted Resolution No. 2020-04-083 to approve execution of a new ten-year lease agreement, with one ten-year option to renew, with CAE Simuflite Inc. for a flight training school consisting of +/-428,107 square feet of space on +/-15.09 acres of land.
15. The Airport Board unanimously adopted Resolution No. 2020-04-084 to approve recommendation that the City Councils of Dallas and Fort Worth convey +/-3.941 acres of perpetual easement to Oncor Electric Delivery Company LLC for the construction of new overhead transmission lines.

16. The Airport Board unanimously adopted Resolution No. 2020-04-085, as amended, to approve and ratify the amendment of all concessions leases containing a Minimum Annual Guarantee, to suspend the Minimum Annual Guarantee from March 1, 2020 - September 30, 2020.
17. The Airport Board unanimously adopted Resolution No. 2020-04-086 to approve the reestablishment of the rent structure for Lease No. 009779 by and between TRG Duty Free Joint Venture and the Dallas Fort Worth International Airport Board.
18. The Airport Board unanimously adopted Resolution No. 2020-04-087 to approve and ratify the temporary suspension of Operating and Maintenance charges for Concessionaires from April 1, 2020 through May 30, 2020.
19. There were no registered speakers.
20. Next Committee meetings – May 5, 2020
Next Regular Board meeting – May 7, 2020