

**DALLAS FORT WORTH INTERNATIONAL AIRPORT  
BOARD MEETING CONFERENCE CALL**

**August 6, 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, August 6, 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	William Meadows
Gloria M. Tarpley, Secretary	Raj Narayanan
Mayor Betsy Price	Mario Quintanilla
Mayor Eric Johnson	Linda Martin <sup>1</sup>
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, Dee Amos, Julio Badin, Alan Black, John Brookby, Zenola Campbell, Mohamed Charkas, Armin Cruz, Rusty Hodapp, Robert Horton, Tammy Huddleston, Tamela Lee, James Mauldin, Ollie Malone, Greg Spoon, Max Underwood, Michael Youngs, Donna Schnell.

**AGENDA**

- A. Opening remarks and instructions for the conference call were given by Matrice Ellis-Kirk, Chair, and a roll call was held to establish that a quorum was present. Departing Board Member Mayor Linda Martin was recognized and thanked for her service during the past year.
- B. Sean Donohue, CEO, gave updates on three key topics – passenger traffic during the summer months, health and safety of employees and customers, and an introduction to the Fiscal Year 2021 Budget.
- C. The Fiscal Year 2021 Budget was presented by Chris Poinsette, Executive Vice President Finance and Information Technology Services.
- D. Air Service Highlights were presented by John Ackerman, Executive Vice President Global Strategy and Development.
- E. The minutes of the Regular Board Meeting of June 4, 2020 were approved.

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<sup>1</sup> Non-voting representative from the City of Euless.

## **RETIREMENT/INVESTMENT COMMITTEE**

Retirement/Investment Committee Vice Chair Ben Leal reported that the Committee met on Tuesday, August 4, 2020 at 12:33 p.m., via conference call, and recommended approval of the following:

1. The minutes of the Retirement/Investment Committee Meeting of June 2, 2020 were approved during the Committee Meeting of August 4, 2020.

## **Discussion Items**

2. External Audit of the Pension Plans was presented by Blake Rodgers of Deloitte during the Committee Meeting of August 4, 2020.

## **Action Item for Consideration**

3. The Airport Board unanimously adopted Resolution No. 2020-08-130 to approve an Asset Management Agreement with New Mountain Capital for their New Mountain Fund VI, in a commitment amount of \$5 million.
4. The Airport Board unanimously adopted Resolution No. 2020-08-131 to approve execution of Contract No. 8005336, for Retirement Plan Consulting Services, with AndCo Consulting, LLC., of Winter Park, Florida, in an amount not to exceed \$540,000.00, for the initial three-year term of the Contract, with options to renew for two additional one-year periods.

## **OPERATIONS COMMITTEE**

Operations Committee Chair Raj Narayanan reported that the Committee met on Tuesday, August 4, 2020, at 12:46 p.m., via conference call, and recommended approval of the following:

5. The minutes of the Operations Committee Meeting of June 2, 2020 were approved during the Committee Meeting of August 4, 2020.

## **Consent Items for Consideration**

6. The Airport Board unanimously adopted Board Resolution No. 2020-08-132 to approve a Memorandum of Agreement between the DFW Airport and Federal Emergency Management Agency (FEMA) to provide Airport facilities during disaster evacuation operations.
7. The Airport Board unanimously adopted Resolution No. 2020-08-133 to approve an Interlocal Training Agreement between the Board and the Town of Addison, Texas; City of Grapevine, Texas; and the City of Denton, Texas; and that the Chief Executive Officer or designee be authorized to execute an Interlocal Training Agreement for Aircraft Rescue Fire Fighter Training with the Town of Addison, City of Grapevine, and the City of Denton.
8. The Airport Board unanimously adopted Resolution No. 2020-08-134 to approve execution of Contract No. 5000994, to Relocate Frontier Network Facilities at the Airport's Southwest Campus, with Frontier Communications, of Irving, Texas, in an amount not to exceed \$98,617.00, for the 120-calendar day term of the Contract.

## **Action Items for Consideration**

9. The Airport Board unanimously adopted Resolution No. 2020-08-135 to approve execution of a deductive Change Order to Contract No. 9500698, Runway 18R-36L Rehabilitation Project, with Austin Bridge & Road, LP, of Irving, Texas, in a deductive amount not less than (\$10,100,000.00).
10. The Airport Board unanimously adopted Resolution No. 2020-08-136 to approve execution of Reimbursement Agreement No. 5000995, for Runway 18R-36L Rehabilitation, with the Federal Aviation Administration (FAA), Southwest Region, in an amount not to exceed \$1,174,189.19, for the 1,825-calendar day term of the Contract.
11. The Airport Board unanimously adopted Resolution No. 2020-08-137 to approve ratification of the execution of Contract No. 5000993, for Oncor Reimbursement – Southwest Campus, with Oncor Electric Delivery Company LLC, of Irving, Texas, in an amount not to exceed \$399,009.00, for the 120-calendar day term of the Contract.
12. The Airport Board unanimously adopted Resolution No. 2020-08-138 to approve execution of Contract No. 9500694, for Glade Road & Bridge Replacement – Utility Relocation, with North Texas Contracting, Inc., of Keller, Texas, in an amount not to exceed \$1,043,288.12, for the 270-calendar day term of the Contract.
13. The Airport Board unanimously adopted Resolution No. 2020-08-139 to approve execution of Contract No. 9500723, for the Northeast End Around Taxiway Package II, with Zachry Construction Corporation, of Grand Prairie, Texas, in an amount not to exceed \$46,981,472.00, for the 555-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 \$4,000,000.00.
14. The Airport Board unanimously adopted Resolution No. 2020-08-140 to approve execution of Contract No. 7006964, for a Collaborative Research Master Services Agreement, with the Alliance for Sustainable Energy, LLC, of Golden, Colorado, in an amount not to exceed \$2,000,000.00, for the five-year term of the Contract, with options to renew for one additional five-year period.
15. The Airport Board unanimously adopted Resolution No. 2020-08-141 to approve authorization to procure services necessary to complete the implementation of HVAC improvements to improve indoor air quality, mitigate pollution and virus, and restore passenger and employee confidence at terminal buildings (A,B,D,E) and Rental Car Center 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.
16. The Airport Board unanimously adopted Resolution No. 2020-08-142 to approve execution of Contract No. 7006929, for Street Lighting Maintenance Services, with Environmental Lighting Service, LLC, of Grand Prairie, Texas, in an amount not to exceed \$507,270.00, 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. 2020-08-143 to approve execution of Contract No. 7006956, for Ground Support Equipment Maintenance and Fueling Services, with ERMC Aviation, LLC, of Grand Prairie, Texas, in an amount not to exceed

\$1,251,203.80, for the initial two-year term of the Contract, with options to renew for three additional one-year periods, subject to funding availability.

### **Discussion Items**

18. Construction and Professional Services Contract increase(s) approved by authorized staff were distributed to the Board.
19. 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 William Meadows reported that the Committee met on Tuesday, August 4, 2020 at 1:10 p.m., via conference call, and recommended approval of the following:

20. The minutes of the Finance/Audit Committee Meeting of June 2, 2020 were approved during the Committee Meeting of August 4, 2020.
21. The Financial Report was presented during the Committee Meeting of August 4, 2020 by Chris Poinatte, Executive Vice President Finance and Information Technology Services.

### **Consent Items for Consideration**

22. The Airport Board unanimously adopted Resolution No. 2020-08-144 to approve Revisions to the Finance/Audit Committee Charter.
23. The Airport Board unanimously adopted Resolution No. 2020-08-145 to approve an increase and extension to Contract No. 8005020, for Employee Dental Health Plan Services, with Cigna Dental Health of Texas, Inc., of Plano, Texas, in an amount not to exceed \$220,000.00, for a revised Contract not to exceed amount of \$2,198,778.00.
24. The Airport Board unanimously adopted Resolution No. 2020-08-146 to approve an increase to Legal Services Contract No. 8004897 with the firm of Orenstein Law Group of Dallas, Texas in an amount not to exceed \$50,000.00 for a revised Contract amount not to exceed \$197,500.00.
25. The Airport Board unanimously adopted Resolution No. 2020-08-147 to approve authorization to exercise options for multi-year Contracts for the first quarter of Fiscal Year 2021.
26. The Airport Board unanimously adopted Resolution No. 2020-08-148 to approve an increase to Contract No. 7006777, for Governance and Risk Compliance System, with Reciprocity, Inc., of San Francisco, California, in an amount not to exceed \$27,000.00, for a revised Contract amount of \$126,600.00.
27. The Airport Board unanimously adopted Resolution No. 2020-08-149 to approve execution of Contract No. 7006974, for Content Distribution System, with Activu Corporation, of Rockaway, New Jersey, in an amount not to exceed \$197,734.89, for the one-year term of the Contract.

### **Action Items for Consideration**

28. The Airport Board unanimously adopted Resolution No. 2020-08-150 to approve the FY 2021 Operation Revenue and Expense Fund Budget (Fund 102).
29. The Airport Board unanimously adopted Resolution No. 2020-08-151 to approve the Schedule of Charges as amended for Fiscal Year 2021.
30. The Airport Board unanimously adopted Resolution No. 2020-08-152 to approve execution of one-year lease extensions for leases with American Airlines, Inc. (AA) for their Cargo, GSE, and the Priority Parcel Facilities.
31. The Airport Board unanimously adopted Resolution No. 2020-08-153 to approve execution of a Reimbursement Agreement with American Airlines, Inc. (AA) for the construction and installation costs of the Terminal D Pre-Conditioned Air (PCA) replacement project in an amount not to exceed \$3,278,567.98.
32. The Airport Board unanimously adopted Resolution No. 2020-08-154 to approve an increase and extension to Contract No. 8005021, for Employee Group Life Insurance Services, with ReliaStar Life Insurance Company, Inc., of Minneapolis, Minnesota, in an amount not to exceed \$461,000.00, for a revised Contract not to exceed amount of \$4,269,688.00.
33. The Airport Board unanimously adopted Resolution No. 2020-08-155 to approve acceptance and execution of a \$3.5 million strategic funding partnership and Advance Funding Agreement (AFA) with the Texas Department of Transportation (TxDOT) that will assist the airport in purchasing electric buses and associated charging infrastructure.
34. The Airport Board unanimously adopted Resolution No. 2020-08-156 to approve the form of the Fifty-Eighth 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.
35. The Airport Board unanimously adopted Resolution No. 2020-08-157 to approve execution of Contract No. 8005346, for Depository Bank Services, with JPMorgan Chase Bank, N.A., of Fort Worth, Texas, in an amount not to exceed \$526,822.20, for the initial five-year term of the Contract, with options to renew for two additional one-year periods.
36. The Airport Board adopted Resolution No. 2020-08-158 to approve an increase and extension of two Contracts for Co-Financial Advisor Services: Contract No. 8004997, with Hilltop Securities, Inc., of Dallas, Texas, in an amount not to exceed \$52,500.00, for a revised Contract not to exceed amount of \$315,000.00; and Contract No. 8005013, with Estrada Hinojosa & Company, Inc., of Dallas, Texas, in an amount not to exceed \$22,500.00, for a revised Contract not to exceed amount of \$135,000.00. The term of each Contract extension is one-year. Total amount of this action is \$75,000.00. Mayor Eric Johnson recused himself during the vote of this item.
37. The Airport Board unanimously adopted Resolution No. 2020-08-159 to approve ratification of Purchase Order Nos. 277023, 277027, and 277029, with Distinctive Marketing Ideas, Inc., of Plano, Texas, in the amount of \$55,020.00; and Purchase Order Nos. 277109, 277123, 277126, 277127, 277130, and 277137, with Torrez Paper Company, of Farmers Branch, Texas, in the amount of \$104,064.56 for COVID-19 supplies. Total amount of this action is \$159,084.56.

38. The Airport Board unanimously adopted Resolution No. 2020-08-160 to approve execution of Purchase Order No. 277097, for Electronic Visual Display Management Computers, to Now Micro, Inc., of St. Paul, Minnesota, in the amount of \$411,200.00.
39. The Airport Board unanimously adopted Resolution No. 2020-08-161 to approve execution of Purchase Order No. 277141, for Network Electronic Equipment, to Netsync Network Solutions, of Carrollton, Texas, in the amount of \$6,909,091.90.

### **Discussion Items**

40. Department of Audit Services' Quarterly Audit Update was presented by Rob Darby, Director Audit Services, during the Committee Meeting of August 4, 2020.
41. Monthly D/S/M/WBE Expenditure Report was distributed to the Board.
42. 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 Vernon Evans reported that the Committee met on Tuesday, August 4, 2020 at 2:15 p.m., via conference call, and recommended approval of the following:

43. The minutes of the Concessions/Commercial Development Committee Meeting of June 2, 2020 were approved during the Committee Meeting of August 4, 2020.

### **Consent Items for Consideration**

44. The Airport Board unanimously adopted Resolution No. 2020-08-162 to approve execution of Contract No. 8005369, with the American Association of Airport Executives (AAAE) of Alexandria, Virginia, for Customer Trust Research Program, in an amount not to exceed \$199,000.00, for the initial one-year term of the Contract with options to renew annually.
45. The Airport Board unanimously adopted Resolution No. 2020-08-163 to approve the Assignment and Assumption of Lease Agreements 101607, 010614, and 010823 to Hossain Enterprise, LLC.
46. The Airport Board unanimously adopted Resolution No. 2020-08-164 to approve the reconception of Lease Agreement 010802 between the Dallas Fort Worth International Airport Board and M2-Newslink of DFW, LLC.

### **Action Items for Consideration**

47. The Airport Board unanimously adopted Resolution No. 2020-08-165 to approve increases to seven Contracts. Contract No. 7006823 with Diverse Facility Solutions Global, Inc., of Alsip, Illinois, for Terminals A & C Custodial Services – Public in an amount not to exceed \$3,025,258.50, for a revised Contract amount of \$19,689,812.90; Contract No. 7006398 with APPRO Inc., of Dallas, Texas, for Terminal B Custodial Services in an amount not to exceed \$576,869.90, for a revised Contract amount of \$18,713,453.88; Contract No. 7006770 with APPRO Inc., of Dallas, Texas, for Terminal D Custodial Services in an amount not to exceed

\$1,907,236.36, for a revised Contract amount of \$26,198,105.40; Contract No. 7006435 with Diverse Facility Solutions Global, Inc., of Alsip, Illinois, for Terminal E Custodial Services in an amount not to exceed \$1,127,668.38, for a revised Contract amount of \$16,896,707.21; Contract No. 7006685 with ABM Aviation, Inc., of Atlanta, Georgia, for Non-Public Facilities Custodial Services in an amount not to exceed \$245,891.13, for a revised Contract amount of \$5,000,257.25; Contract No. 7006710 with APPRO Inc., of Dallas, Texas, for Public Facilities Custodial Services in an amount not to exceed \$218,633.94, for a revised Contract amount of \$8,262,863.61; and Contract No. 7006841 with Marsden South LLC, of Houston, Texas, for Airport Headquarters, Rental Car Center and Corporate Aviation Custodial Services in an amount not to exceed \$228,273.50, for a revised Contract amount of \$7,223,942.78. The total action amount for all seven Contracts is \$7,329,831.71.

48. The Airport Board unanimously adopted Resolution No. 2020-08-166 to approve Assignment and Assumption of Lease Agreement 010964 to TFP1, LLC.
49. The Airport Board unanimously adopted Resolution No. 2020-08-167 to approve Reimbursement Agreements for Concessions locations in Terminal C.
50. The Airport Board unanimously adopted Resolution No. 2020-08-168 to approve revision to the Tradename for Lease Agreement 010783 from Plaza Premium Lounge & Plaza Premium First to CapitalOne Lounge.
51. The Airport Board unanimously adopted Resolution No. 2020-08-169 to approve an increase and extension to Contract No. 7005254, for Luggage Cart Operations, with Smarte Carte, Inc., of St. Paul, Minnesota, in an amount not to exceed \$350,000.00, for a revised Contract amount of \$6,520,358.81, for the one-year term of the Contract.
52. The Airport Board unanimously adopted Resolution No. 2020-08-170 to approve execution of a new five-year facility lease agreement with two five-year renewal options with Paradise 4 Paws DFW LLC for a pet boarding facility consisting of +/-25,320 rentable square feet of existing space on +/-2.521 acres of land,
53. The Airport Board unanimously adopted Resolution No. 2020-08-171 to approve execution of a lease agreement with CIVF VI - TX1B02, LLC for +/-24.9 acres of land.
54. The Airport Board unanimously adopted Resolution No. 2020-08-172 to approve execution of a reimbursement agreement with CIVF VI - TX 1B02, LLC for an amount not to exceed \$2,080,450.00.
55. The Airport board unanimously adopted Resolution No. 2020-08-173 to approve consolidation of Resolutions 2019-06-151 and 2019-06-152 with LPC Dallas DFW I, LLC and LPC Dallas DFW II to develop approximately 57.47 acres for one industrial facility on the entire site in place of two facilities and two leases as previously approved at the June 2019 Board Meeting.
56. The Airport Board unanimously adopted Resolution No. 2020-08-174 to approve execution of a lease agreement with Weber Gruene DFW 1 LLC for +/-51.04 acres of land.
57. The Airport Board unanimously adopted Resolution No. 2020-08-175 to approve execution of a lease agreement with Weber Gruene DFW 2 LLC for +/-22.42 acres of land.
58. The Airport Board unanimously adopted Resolution No. 2020-08-176 to approve execution of a lease agreement with Weber Gruene DFW 3 LLC for +/-34.15 acres of land.

59. The Airport Board unanimously adopted Resolution No. 2020-08-177 to approve execution a reimbursement agreement with Weber Gruene DFW 1 LLC for an amount not to exceed \$9,040,031.29.

**Discussion Item**

60. Permits issued by Concessions were distributed to the Board.

**Full Board**

61. There were no registered speakers.
62. Next Committee meetings – September 1, 2020  
Next Regular Board meeting – September 3, 2020