

**DALLAS-FORT WORTH INTERNATIONAL AIRPORT BOARD**  
**JUNE 1, 2017**  
**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 of the Dallas-Fort Worth International Airport Board at 8:30 a.m., on Thursday, June 1, 2017, pursuant to earlier notification thereof to the members of the Board and public. The following quorum was present:

Sam Coats, Chair	Lillie Biggins
William Meadows, Vice Chair	Henry Borbolla III
Regina Montoya, Secretary	Matrice Ellis-Kirk
Mayor Mike Rawlings	Eddie Reeves
Mayor Betsy Price	Amir Rupani

**Board staff in attendance:**

Sean Donohue, John Ackerman, Ken Buchanan, Chad Makovsky, Khaled Naja, Chris Poinsette, Linda Valdez Thompson, Rob Darby, Elaine Rodriguez, Zenola Campbell, Armin Cruz, Milton De La Paz, Rusty Hodapp, Robert Horton, Karen Kavanagh, Tamela Lee, Sharon McCloskey, Casey Norton, Mike Phemister, Nate Smith, Kevin Smith, Greg Spoon, Ali, Tafreshi, John Terrell, Donna Schnell.

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**AGENDA**

- A. The Invocation was delivered by Chaplain Doni Evans.
- B. The Pledge of Allegiance was recited.
- C. Announcements by Sam Coats, Board Chair:
  - Board Members Lillie Biggins and Amir Rupani were recognized for having birthdays in June.

Announcements by Sean Donohue, CEO:

- Recently a massive oil field pipe was trucked in from the Houston area and then lifted into a Cargolux China 747 freighter. DFW has advantages in Asian freighter capacity and favorable routing options to Asia.
- In May DFW hosted a delegation from the Urban Development Institute in Australia. Sydney is planning to build a second airport and the delegation wanted to learn more about commercial development, planning and environmental sustainability.
- Our 2<sup>nd</sup> Annual Healthy Heart Walk, benefitting the American Heart Association, was held in May and attended by over 250 employees and family members.
- We also held an event to commemorate Asian-Pacific American Month. Mina Kini from Texas Health Resources was the guest speaker.
- An event was also held to honor our veterans and to reflect on the importance of Memorial Day. A collection of military memorabilia was displayed and the event was attended by several DFW employees who had served in the armed forces.
- Linda Valdez Thompson Executive Vice President of Administration and Diversity was recognized for being featured in a Dallas Business Journal article.

- D. The Minutes of the Regular Board Meeting of May 4, 2017 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 Poinsette Executive Vice President Finance and ITS.
- G. An Infrastructure Briefing was presented by Khaled Naja Executive Vice President Infrastructure and Development.

#### **RETIREMENT/INVESTMENT COMMITTEE**

Retirement/Investment Committee Chairman Henry Borbolla III reported that the Committee met on Tuesday, May 30, 2017 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 7, 2017 were approved during the Committee Meeting of May 30, 2017.

#### **Action Items for Consideration**

- 2. The Airport Board unanimously adopted Resolution No. 2017-06-117 to approve authorization to execute an investment agreement with Segall Bryant & Hamill to serve as an International Small Cap Manager for the DFW Retirement Plans in an amount of \$25 million.
- 3. The Airport Board unanimously adopted Resolution No. 2017-06-118 to approve authorization to amend the investment agreement with Waddell & Reed, increasing their assets under management to \$25 million.

#### **Discussion Items**

- 4. The Quarterly Investment Report was presented by Jack Evatt of AndCo Consulting during the Committee Meeting of May 30, 2017.
- 5. The Annual Valuation Study was presented by Lewis Ward of Gabriel Roeder Smith & Company during the Committee Meeting of May 30, 2017.

#### **OPERATIONS COMMITTEE**

Operations Committee Chairman William Meadows reported that the Committee met on Tuesday, May 30, 2017 at 12:50 p.m. in the Board Room of the DFW Airport Headquarters Building and recommended approval of the following:

- 6. The minutes of the Operations Committee Meetings of April 11, 2017 and May 2, 2017 were approved during the Committee Meeting of May 30, 2017.

### **Consent Items for Consideration**

7. The Airport Board unanimously adopted Resolution No. 2017-06-119 to approve execution of Purchase Order No. 273494, to Fisher Scientific Company, LLC, of Pittsburgh, Pennsylvania, in the amount of \$100,800.00.
8. The Airport Board unanimously adopted Resolution No. 2017-06-120 to approve execution of two Purchase Orders: Purchase Order No. 273181, to Defender Supply LLC, of Aubrey, Texas, in the amount of \$60,571.48; Purchase Order No. 273186, to L3 Mobile-Vision, Inc., of Rockaway, New Jersey, in the amount of \$69,533.10. Total amount for this Action: \$130,104.58.
9. The Airport Board unanimously adopted Resolution No. 2017-06-121 to approve execution of a deductive Change Order to Contract No. 9500569, Rehabilitate Airfield Lighting Systems FY2015 Vault Modifications with M.C. Dean, Inc., of Addison, Texas, for a deductive amount of not less than (\$86,315.75) for a revised amount not to exceed \$1,393,277.04.

### **Action Items for Consideration**

10. The Airport Board unanimously adopted Resolution No. 2017-06-122 to approve execution of Purchase Order No. 272586, for Airfield Lighting Testing and Cleaning Equipment, to Malms Navaid Inc., of Saltillo, Mississippi, in the amount of \$298,440.00.
11. The Airport Board unanimously adopted Resolution No. 2017-06-123 to approve increase to Contract No. 7006123, for Indefinite Delivery of Roofing and Waterproofing Maintenance Services, with Supreme Systems, Inc. dba Supreme Roofing Systems, of Dallas, Texas , in an amount not to exceed \$500,000.00, for a revised Contract amount not to exceed \$2,000,000.00
12. The Airport Board unanimously adopted Resolution No. 2017-06-124 to approve execution of Contract No. 7006501 for Enterprise Airport Management System, with EAM Solutions LLC, of Houston, Texas, in the amount not to exceed \$360,000.00 for the initial three-year Contract term with options to renew for two additional one-year periods.

### **Terminal Renewal and Improvement Program Action Items for Consideration**

13. The Airport Board unanimously adopted Resolution No. 2017-06-125 to approve execution of Contract No. 5000841, Terminal Renewal and Improvement Program - Terminal E Atmos Gas Meter Relocation, with Atmos Energy Corporation, of Dallas, Texas, in an amount not to exceed \$329,456.00.

### **Discussion Items**

14. There were no Construction and Professional Services Contract Increase(s) approved by Authorized Staff.
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 Regina Montoya reported that the Committee met on Tuesday, May 30, 2017 at 1:00 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 2, 2017 were approved during the Committee Meeting of May 30, 2017.
17. The Financial Report was presented by Max Underwood Vice President of Finance.
18. The FY 2018 Budget Preview was presented by Chris Poinatte Executive Vice President Finance & ITS.

### **Consent Items for Consideration**

19. The Airport Board unanimously adopted Resolution No. 2017-06-126 to approve Interlocal Agreement with Comal County, Texas, for cooperative use of contracts executed by the Airport and the County.
20. The Airport Board unanimously adopted Resolution No. 2017-06-127 to approve execution of Contract 7006491 for Coffee Service with Office Perks, Inc., of Plano, Texas in the amount not to exceed \$280,099.16, for the initial two-year term with options to renew for three additional one-year periods, subject to funding availability.
21. The Airport Board unanimously adopted Resolution No. 2017-06-128 to approve execution of Purchase Order No. 273167, for Fiber Patch Cable Assemblies, to EPS Logix, Inc., of Dallas, Texas, in the amount of \$58,790.00.

### **Action Items for Consideration**

22. The Airport Board unanimously adopted Resolution No. 2017-06-129 to approve increase to Contract No. 8005126, for Interim Chief Information Officer Consulting Services, with Randstad Professionals US, LP, dba Tatum, of Woburn, Massachusetts, in an amount not to exceed \$250,000.00, for a revised contract not to exceed of \$500,000.00, and extend the contract term ten weeks.

### **Discussion Items**

23. The Monthly D/S/M/WBE Expenditure Report was distributed to the Board.
24. Purchase Orders/Contracts and Professional Services Contracts approved by Authorized Staff were distributed to the Board.

### **CLOSED SESSION**

25. In accordance with provisions of Section 551.071 of the Texas Government Code, a closed session was held during the Committee Meeting of May 30, 2017, 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) INET

## **OPEN SESSION**

### **CONCESSIONS/COMMERCIAL DEVELOPMENT COMMITTEE**

Concessions/Commercial Development Committee Vice Chair Lillie Biggins reported that the Committee met on Tuesday, May 30, 2017 at 1:10 p.m. in the Board Room of the DFW Airport Headquarters Building and recommended approval of the following:

- 26. The minutes of the Concessions/Commercial Development Meeting of May 2, 2017 were approved during the Committee Meeting of May 30, 2017.

### **Consent Items for Consideration**

- 27. The Airport Board unanimously adopted Resolution No. 2017-06-130 to approve extension of the lease term and reduce the percent rent for Lease No. 238789 FGR Food Corporation d/b/a Reata.

### **Action Items for Consideration**

- 28. The Airport Board unanimously adopted Resolution No. 2017-06-131 to approve execution of Contract No. 7006468, Custodial Services for Terminal D, to UBM Enterprises, Inc., of Dallas, Texas, in an amount not to exceed \$19,700,000.00, for an initial three-year term, with options to renew for two one-year periods.
- 29. The Airport Board unanimously adopted Resolution No. 2017-06-132 to approve amendment of the Ground Lease Agreement with LIT-RPC Trade Center VIII, LLC to add approximately 3.64 acres for additional surface parking facilities.
- 30. The Airport Board unanimously adopted Resolution No. 2017-06-133 to approve execution of a Lease Agreement with DFW Commerce Center, LLC, ("Tenant") for approximately 58.8 acres of land.
- 31. The Airport Board unanimously adopted Resolution No. 2017-06-134 to approve execution of a Reimbursement Agreement with, DFW Commerce Center, LLC. ("Tenant") for an amount not to exceed \$942,732.

## **FULL BOARD**

### **Discussion Items**

- 32. Registered Speaker Tom Woeste of Turner Omega Howard J.V., who performed as Construction Manager under Contract 9500496, thanked the Board for the opportunity to work at DFW Airport and highlighted various achievements under this Contract such as: receiving LEED Silver Certification on the Airport Consolidated HQ Building; exceeding

M/WBE participation; cost savings on various projects; and opening the Terminal E garage six weeks ahead of schedule and in time for the busy summer travel season.

33. Next Committee meetings – June 27, 2017  
Next Regular Board meeting – June 29, 2017