

## **DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD**

**May 4, 2023**

**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, May 4, 2023, pursuant to earlier notification thereof to the members of the Board and public. The following quorum was present:

Henry Borbolla III, Chair	William Meadows
Gloria Tarpley, Vice Chair	Raj Narayanan
Vernon Evans, Secretary	Mario Quintanilla
Mayor Eric Johnson	DeMetris Sampson
Mayor Pro Tem Gyna Bivens	Darlene Freed <sup>1</sup>
Vincent Hall	

### **Board Staff in Attendance:**

Sean Donohue, John Ackerman, Ken Buchanan, Maruchy Cantu, Mohamed Charkas, Chris McLaughlin, Chris Poinsette, Paul Puopolo, Elaine Rodriguez, Aaron Muñoz, Naveen Bandla, John Brookby, Zenola Campbell, Bruce Collins, Milton De La Paz, William Grozdanich, Donnell Harvey, Robert Horton, Tammy Huddleston, Tamela Lee, Sharon McCloskey, Heath Montgomery, Abel Palacios, Cyril Puthoff, Smitha Radhakrishnan, Bobby Rodriguez, JT Taylor, Michael Youngs, Alicia Green

### **AGENDA**

- A. The invocation was given by Chaplain Gary Turner.
- B. The Pledge of Allegiance was recited.
- C. Announcements by Sean Donohue, CEO:
  - CEO Sean Donohue congratulated DFW teams for a successful Earth Day Employee event and Earth X Festival at Fair Park.
  - DFW was presented multiple awards by The North Texas Chapter of the Construction Managers Association of America including Owner of the Year; Best Project for the Digital Tower Project; Best project for the Northeast End Around Taxiway in the Category of Transportation under \$100 million; and our Southwest Campus Phase 1 project won the best project award in the category of water/wastewater under \$50 million.
  - At the Annual Balchen/Post Awards, DFW was awarded Honorable Mention for Outstanding Achievement in Airport Snow and Ice Control.
- D. The Financial Report was presented by Chris Poinsette, EVP Finance and Information Technology
- E. The Minutes of the Regular Board Meeting of April 6, 2023, were approved.

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

## **OPERATIONS COMMITTEE**

Committee Chair William Meadows reported that the Committee met on Tuesday, May 2, 2023, at 12:30 pm and recommended approval of the following:

1. The Minutes of the Operations Committee Meeting of April 4, 2023, were approved.

### **Consent Item for Consideration**

2. The Airport Board unanimously adopted Resolution No. 2023-05-098, to approve a ratification of purchases for the total action amount of \$341,029.07, for emergency procurements of goods and services for the 2023 winter weather event.

### **Action Items for Consideration**

3. The Airport Board unanimously adopted Resolution No. 2023-05-099, to approve Purchase Order No. 279797, for System Controllers for the Rehabilitate Energy Plaza Control Automation System, with Vinson Process Controls Company LP, of Lewisville, Texas, in an amount of \$584,021.74.
4. The Airport Board unanimously adopted Resolution No. 2023-05-100, to approve the execution of Contract No. 9500818, for Rental Car Center Garage Dry Sprinkler System, with Gilbert May, Inc. dba Phillips/May Corporation of Dallas, Texas, in an amount not to exceed \$2,239,333, for the 330-calendar day term of the Contract.
5. The Airport Board unanimously adopted Resolution No. 2023-05-101, to approve the execution of Contract No. 9500757, for Replacement of Automated Access Control System, with Texas Aviation Builders of Dallas, Texas, in an amount not to exceed \$5,000,000, for the 234-calendar day term of the Contract.
6. The Airport Board unanimously adopted Resolution No. 2023-05-102, to approve an increase to Contract No. 9500729, for the addition of ARFF Roads and Airfield Efficiencies to the Aircraft Rescue Fire Fighting Station Consolidation Contract with J.E. Dunn Construction Company, of Dallas, Texas, in an amount not to exceed \$25,773,945, for a revised not to exceed Contract amount of \$114,785,635; and execute change orders to such Contract on an as-needed basis, in the aggregate amount not to exceed \$2,000,000, for a total action amount of \$27,773,945.
7. The Airport Board unanimously adopted Resolution No. 2023-05-103, to approve the execution of Contract No. 9500782, for East-West Connector (Rental Car Drive), with Mario Sinacola & Sons Excavating, Inc., of Frisco, Texas, in an amount not to exceed \$30,861,216.86, for the 760-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 \$3,000,000, for a total action amount of \$33,861,216.86

8. The Airport Board unanimously adopted Resolution No. 2023-05-104, to approve the execution of Contract No. 8500414, for Signage Master Planning and Visioning, with Bureau Mijksenaar USA, Inc, of New York, New York, for the initial three-year Contract amount of \$2,250,000 and one, one-year option in the amount of \$750,000 for a total estimated Contract of \$3,000,000; and that the Chief Executive Officer or designee is authorized to exercise the option year at the Airport's discretion.
9. The Airport Board unanimously adopted Resolution No. 2023-05-105, to approve ratification of an increase to Contract No. 7006598, for Supply of Fuels, with Ricochet Fuel Distributors, Inc., of Euless, Texas, in an amount not to exceed \$120,000, for a revised not to exceed Contract amount \$6,622,250.
10. The Airport Board unanimously adopted Resolution No. 2023-05-106, to approve Purchase Order No. 279741, for Batwing Mower Replacements, with Landmark Equipment Inc., of Irving, Texas, in the amount of \$583,730.87.
11. The Airport Board unanimously adopted Resolution No. 2023-05-107, to award Contract No.7007397, for the Supply of Electrical Power, with the lowest priced, responsive company that submits its bid through a Airport-sponsored reverse auction procedure, for the initial three-year Contract amount of \$88,800,000, and two, one-year options in the amount of \$59,200,000, for total estimated Contract of \$148,000,000; and that the Chief Executive Officer or designee is authorized to exercise options years at the Airport's discretion.
12. The Airport Board unanimously adopted Resolution No. 2023-05-108, to approve Cooperative Agreement Contract No. 7007411, between the Board and NASPO ValuePoint, of Oklahoma; and to issue Purchase Order No. 279742, for Cardiac Monitors, with Philips Holding USA, Inc., of Cambridge, Massachusetts, in the amount of \$616,166.

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

Committee Vice Chair Vernon Evans, reported that the Committee met on Tuesday, May 2, 2023, at 12:57 p.m. and recommended approval of the following:

13. The Minutes of the Concessions/Commercial Development Committee Meeting of April 4, 2023, were approved.

### **Action Items for Consideration**

14. The Airport Board unanimously adopted Resolution No. 2023-05-109, to approve the execution of an amendment to the Lease Agreement with Prologis, L.P. to reduce the leased premises by +/-1.517 acres in support of the new Aircraft Rescue Fire Fighting Consolidation.
15. The Airport Board unanimously adopted Resolution No. 2023-05-110, to approve the execution of Contract No. 7007324, for Lease and Maintenance of Wheelchairs, Terminal D, with Smarte Carte, Inc., of St. Paul, Minnesota, for the initial one-year term Contract amount of \$128,700, and four, one-year options in the amount \$531,180, for a total estimated Contract of \$659,880; and that the Chief Executive Officer or designee is authorized to exercise option years at the Airport's discretion.

16. The Airport Board unanimously adopted Resolution No. 2023-05-111, to approve the execution of Contract No. 7007301, for Trash Can Liners with M.A.N.S. Distributors, Inc., of Carrollton, Texas, for the initial one-year Contract amount of \$347,181.75 and four, one-year options in the amount of \$1,388,727, for a total estimated Contract amount of \$1,735,908.75; and that the Chief Executive Officer or designee is authorized to exercise option years at the Airport's discretion.
17. The Airport Board unanimously adopted Resolution No. 2023-05-112, to approve the execution of two Contracts for Non-Sterile Disposable Gloves: Contract No 7007327, with R.S. Hughes Company, Inc., of DFW Airport, Texas, for the initial one-year Contract amount of \$2,408,741.40, and four, one-year options in the amount of \$9,634,965.60, for a total estimated Contract of \$12,043,707; and Contract No. 7007408, with Brady Industries of Texas LLC dba BradyIFS of Fort Worth, Texas, for the initial one-year Contract amount of \$70,532.80, and four, one-year options in the amount of \$282,131.20, for a total estimated Contract of \$352,664; and that the Chief Executive Officer or designee is authorized to exercise option years at the Airport's discretion. Total amount of the action is \$12,396,371.
18. The Airport Board unanimously adopted Resolution No. 2023-05-113, to approve a Lease Agreement with Duty Free Americas DFW Kids LLC and the Dallas Fort Worth International Airport to operate a Lego Retail Store in Terminal D, Gate D20.
19. The Airport Board unanimously adopted Resolution No. 2023-05-114, to approve a Lease Agreement with Duty Free Americas DFW Sunglasses LLC and the Dallas Fort Worth International Airport to operate a Sunglasses Retail Store in Terminal D, Gate D20.
20. The Airport Board unanimously adopted Resolution No. 2023-05-115, to approve a Lease Agreement with Duty Free Americas DFW Kids LLC and the Dallas Fort Worth International Airport to operate a Toys "R" Us Retail Store in Terminal A, Gate A28.

### **Discussion Item**

21. Permits Issued by Concessions were distributed to the Board.

### **FINANCE/AUDIT COMMITTEE**

Committee Chair Gloria Tarpley, reported that the Committee met on Tuesday, May 2, 2023, at 1:06 pm and recommended approval of the following:

22. The Minutes of the following Finance/Audit Committee Meetings were approved.
  - Regular Meeting Tuesday, April 4, 2023
  - Special Meeting Tuesday, April 4, 2023
  - Special Meeting Thursday, April 6, 2023
23. The Financial Report and FY23 Outlook was presented by Chris Poinsette, EVP, Finance and Information Technology.

## **Consent Items for Consideration**

24. The Airport Board unanimously adopted Resolution No. 2023-05-116, to approve to bind and procure renewal on the Excess Cyber Liability and Technology Errors and Omissions Liability Insurance Policy with Coalition Inc., in the amount of \$299,036, for the policy year effective June 3, 2023.
25. The Airport Board unanimously adopted Resolution No. 2023-05-117, to approve to bind and procure renewal on the Cyber Liability and Technology Errors and Omissions (E&O) Liability Insurance Policy with Munich Re Syndicate 457 at Lloyds Limited in the amount of \$373,559.23, for the policy year effective June 3, 2023.
26. The Airport Board unanimously adopted Resolution No. 2023-05-118, to approve to increase and extend Contract No. 8005224, for Onsite Medical Clinic Services, with Concentra Health Services, Inc., of Addison, Texas, in an amount not to exceed \$300,000, for a revised not to exceed Contract amount of \$2,364,840.
27. The Airport Board unanimously adopted Resolution No. 2023-05-119, to approve the execution of Contract No. 8005469, for Employee Service Awards and Recognition Program, with MTM Recognition Corp. of Oklahoma City, Oklahoma, for the initial two-year Contract amount of \$193,621.68, and three, one-year options in the amount of \$96,810.84, for a total estimated Contract of \$484,054.20; and that the Chief Executive Officer or designee is authorized to exercise option years at the Airport's discretion.
28. The Airport Board unanimously adopted Resolution No. 2023-05-120, to approve an increase to Legal Services Contract No. 8005218 with the firm of Eversheds Sutherland of Austin, Texas, in the amount of \$30,000.00 for a revised contract amount not to exceed \$65,000.00.
29. The Airport Board unanimously adopted Resolution No. 2023-05-121, to approve an increase to Legal Services Contract No. 8005064 with the firm of Kaplan Kirsch Rockwell of Denver, Colorado, in the amount of \$50,000.00 for a revised amount not to exceed \$171,750.00.
30. The Airport Board unanimously adopted Resolution No. 2023-05-122, to approve an increase to Legal Services Contract No. 8005485 with the firm Pham Harrison LLP, Fort Worth, Texas in an amount not to exceed \$75,000.00 for a revised contract not to exceed \$124,000.00.
31. The Airport Board unanimously adopted Resolution No. 2023-05-123, to approve the execution of Contract No. 7007396, for Email Security Platform, with Freit Data Solutions, Inc., of Austin, Texas, for the initial one-year Contact amount of \$98,210.70 and one, one-year option in the amount of \$146,285.70 for a total estimated Contract amount of \$244,496.40; and that the Chief Executive Officer or designee is authorized to exercise option year at the Airport's discretion.

### **Action Items for Consideration**

32. The Airport Board unanimously adopted Resolution No. 2023-05-124, to approve the execution of Contract No. 8005520, for Advertising Services, with TRUth of Plano, Texas, for the initial one-year Contract amount of \$1,900,000 and four, one-year options in the total amount of \$8,000,000 for a total estimated Contract of \$9,900,000; and that the Chief Executive Officer or designee is authorized to exercise option years at the Airport's discretion.
33. The Airport Board unanimously adopted Resolution No. 2023-05-125, to approve the execution of Contract No. 8005542, for External Audit Services, with Plante & Moran, PLLC, of Detroit, Michigan, for the initial one-year Contract amount of \$325,850, and four, one-year options in the amount of \$2,620,844.13, for a total estimated Contract of \$2,946,694.13; and that the Chief Executive Officer or designee is authorized to exercise options years at the Airport's discretion.
34. The Airport Board unanimously adopted Resolution No. 2023-05-126, to approve the execution of a revenue sharing agreement with Willow Technology Operations Pty Ltd ("Willow") of Sydney, Australia.
35. The Airport Board unanimously adopted Resolution No. 2023-05-127, to approve delegation of authority to the Chief Executive Officer or his Designee to approve renewals of the Contracts listed on the Exhibit attached hereto, provided that the total initial term plus renewal(s) for each contract is below \$10 million dollars.
36. The Airport Board unanimously adopted Resolution No. 2023-05-128, to approve the execution of Contract No. 7007362, for Catering Truck Services, with Street Bites LLC of Lewisville, Texas, for the initial one-year Contract amount of \$300,000, and three, one-year options in the amount of \$900,000, for a total estimated Contract of \$1,200,000; as a part of the employee recognition program and that the Chief Executive Officer or designee is authorized to exercise option years at the Airport's discretion.
37. The Airport Board unanimously adopted Resolution No. 2023-05-129, to approve an increase to Temporary Staffing Services, Contract No. 7007276, with AllTex Staffing and Consulting LLC dba ABBA Staffing and Consulting, of Bedford, Texas, in an amount not to exceed \$5,625,000 for a revised not to exceed Contract amount of \$10,125,000.
38. The Airport Board unanimously adopted Resolution No. 2023-05-130, to approve the execution of Contract No. 8005527, for a Comprehensive Wireless Platform, with AT&T Corp., of Dallas, Texas, for the initial five-year Contract amount of \$8,900,914 and one, one-year option in the amount of \$1,306,700, for a total estimated Contract of \$10,207,614.

### **CLOSED SESSION**

39. In accordance with the provisions of the Texas Government Code, Section 551.072, a closed session was held to discuss the purchase, exchange, lease or value of real property when such discussions would have a detrimental effect on the negotiating position of the Board, to wit:

a) Use and Lease Agreement Negotiations

## **OPEN SESSION**

40. The Airport Board unanimously adopted Resolution No. 2023-05-131, to approve the execution of the DFW Use and Lease Agreement, and any related documents, with airlines; and, further, that the Chief Executive Officer or designee be authorized to execute future amendments to add or remove leased square footage reflected in an airline's Leased Premises exhibit, so long as the removal of square footage (i) is related to the subsequent lease of a majority of such space to another tenant, (ii) is related to or in support of a construction project or relocation at the Airport, or (iii) represents an adjustment to the airline's Lease Premises exhibit that is non-material with respect to the total terminal leased square footage all airlines.

## **Discussion Items**

41. The Department of Audit Services' Quarterly Update was distributed to the Board.
42. The Monthly D/S/M/WBE Expenditure Report was distributed to the Board.

## **FULL BOARD**

43. There were no registered speakers.
44. Next Committee meetings – June 6, 2023  
Next Regular Board meeting – June 8, 2023