

**DALLAS FORT WORTH INTERNATIONAL AIRPORT  
BOARD MEETING CONFERENCE CALL  
September 3, 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, September 3, 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 Pro Tem Jungus Jordan <sup>1</sup>	Mario Quintanilla
Mayor Eric Johnson	Eddie Reeves
Vernon Evans	Karen Hunt <sup>2</sup>

**Board staff in attendance:**

Sean Donohue, John Ackerman, Ken Buchanan, Chad Makovsky, Khaled Naja, Chris Poinatte, Paul Puopolo, Linda Valdez Thompson, Rob Darby, Elaine Rodriguez, Dee Amos Baker, Jeff Benvegna, Alan Black, John Brookby, Zenola Campbell, Catrina Gilbert, Rusty Hodapp, Robert Horton, Tammy Huddleston, Tamela Lee, James, Mauldin, 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. Board Member Mayor Karen Hunt from the City of Coppell was welcomed and congratulated for being elected the Texas Municipal League president. Mayor Pro Tem Jungus Jordan from Fort Worth was also welcomed.
- B. Sean Donohue, CEO, gave an update on the Terminal C High Gates project, post Labor Day passenger volumes, and the several capital projects that are continuing and generating approximately 4,000 construction jobs at the Airport.
- C. The Financial Report was presented by Chris Poinatte, Executive Vice President Finance and Information Technology Services.
- D. The minutes of the Regular Board Meeting of August 6, 2020 were approved.

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<sup>1</sup> Designated voting representative from the City of Fort Worth.

<sup>2</sup> Non-voting from the City of Coppell.

## **RETIREMENT/INVESTMENT COMMITTEE**

Retirement/Investment Committee Chair Eddie Reeves reported that the Committee met on Tuesday, September 1, 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 August 4, 2020 were approved during the Committee Meeting of September 1, 2020.

## **Discussion Items**

2. The Quarterly Investment Report was presented by Jack Evatt of AndCo Consulting during the Committee Meeting of September 1, 2020.

## **Action Item for Consideration**

3. The Airport Board unanimously adopted Resolution No. 2020-09-178 to approve an Asset Management Agreement with Marathon Asset Management for their Distressed Credit Fund, in a commitment amount of \$7.5 million.
4. The Airport Board unanimously adopted Resolution No. 2020-09-179 to approve an Asset Management Agreement with BlackRock, Inc. for participation in BlackRock IX, a direct lending fund, in a commitment amount of \$7.5 million.
5. The Airport Board unanimously adopted Resolution No. 2020-09-180 to approve an Asset Management Agreement with Patron Capital for their Patron Capital Fund VI, in a commitment amount of 6 million Euro (approximately \$7 million).
6. The Airport Board unanimously adopted Resolution No. 2020-09-181 to approve an Amended and Restated Limited Partnership Agreement for the Lone Star Opportunities Fund V, LP.

## **OPERATIONS COMMITTEE**

Operations Committee Chair Raj Narayanan reported that the Committee met on Tuesday, September 1, 2020 at 1:07 p.m., via conference call, and recommended approval of the following:

7. The minutes of the Operations Committee Meeting of August 4, 2020 were approved during the Committee Meeting of September 1, 2020.

## **Action Items for Consideration**

8. The Airport Board unanimously adopted Resolution No. 2020-09-182 to approve execution of Contract No. 9500716, Terminal A Crossover Gate, with Gilbert May, Inc. dba Phillips/May Corporation, of Dallas, Texas, in an amount not to exceed \$423,333.00, for the 216-day term of the Contract.
9. The Airport Board unanimously adopted Resolution No. 2020-09-183 to approve execution of Contract No. 9500708, for Terminal D Systems Rehabilitation, Phase II, with FS360, LLC, of McKinney, Texas, in an amount not to exceed \$1,896,200.00, for the 260-calendar day term of the Contract.

10. The Airport Board unanimously adopted Resolution No. 2020-09-184 to approve execution of Contract No. 9500728, Terminal C High Gates Demolition and Rebuild and Associated Facilities, with Archer Western - H.J. Russell - Phillips/May Joint Venture, of Irving, Texas, in an amount not to exceed \$115,324,865.00.
11. The Airport Board unanimously adopted Resolution No. 2020-09-185 to approve execution of Contract No. 7006973, for Reflective Glass Beads, with Potters Industries, LLC, of Malvern, Pennsylvania, in an amount not to exceed \$1,370,800.00, for the initial two-year term of the Contract, with options to renew for three additional one-year periods.
12. The Airport Board unanimously adopted Resolution No. 2020-09-186 to approve execution of Contract 8500381, for Indefinite Delivery of Commissioning Services, with Burns & McDonnell Engineering Company, Inc., of Fort Worth, Texas, in an amount not to exceed \$7,000,000.00, for the five-year term of the Contract.

### **Discussion Items**

13. Construction and Professional Services Contract increase(s) approved by authorized staff were distributed to the Board.
14. There were no decreases(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, September 1, 2020 at 1:18 p.m., via conference call, and recommended approval of the following:

15. The minutes of the Finance/Audit Committee Meeting of August 4, 2020 were approved during the Committee Meeting of September 1, 2020.
16. The Financial Report was presented by Chris Poinsett, Executive Vice President Finance and Information Technology Services, and Max Underwood, Vice President Finance, during the Committee Meeting of September 1, 2020.

### **Consent Items for Consideration**

17. The Airport Board unanimously adopted Resolution No. 2020-09-187 to approve authorization to bind and procure Environmental Pollution Liability Coverage with Great American E&S Insurance Company, effective October 15, 2020, in the amount of \$90,298.00.
18. The Airport Board unanimously adopted Resolution No. 2020-09-188 to approve authorization to bind and procure Airport Public Officials Liability Coverage with ACE American Insurance Company (a subsidiary of Chubb), effective October 1, 2020, in the amount of \$109,109.00.
19. The Airport Board unanimously adopted Resolution No. 2020-09-189 to approve authorization to bind and procure Airport Owners and Operators General Liability Insurance Coverage with AIG (through National Union Fire Insurance Company of Pittsburgh, Pennsylvania, a subsidiary of AIG), effective October 1, 2020, in the amount of \$219,700.00.

20. The Airport Board unanimously adopted Resolution No. 2020-09-190 to approve an increase to Legal Services Contract No. 8005119 with the firm of Littler Mendelson, P.C. of Dallas, Texas, in an amount not to exceed \$100,000.00 for a revised contract amount not to exceed \$744,000.00.
21. The Airport Board unanimously adopted Resolution No. 2020-09-191 to approve ratification to Purchase Order No. 277155, with Cintas Corporation, of Coppell, Texas, in the amount of \$71,238.30.
22. The Airport Board unanimously adopted Resolution No. 2020-09-192 to approve execution of Contract No. 7006979, for Emergency Notification System, with Everbridge, Inc., of Pasadena, California, in an amount not to exceed \$143,207.02, for the initial one-year term of the Contract, with options to renew annually for additional one-year periods.
23. The Airport Board unanimously adopted Resolution No. 2020-09-193 to approve award of Purchase Order No. 277154, for Touchscreen Monitor Computer Modules, to SDF Professional Computers, Inc. dba SAI Computers, of Greenville, North Carolina, in the amount of \$222,750.00.

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

24. The Airport Board unanimously adopted Resolution No. 2020-09-194 to approve execution of a Reimbursement Agreement with American Airlines, Inc. (AA) for the design, construction and installations necessary to up-gauge Gate A13 to accommodate B772/B787 aircraft, in an amount not to exceed \$987,496.92.
25. The Airport Board unanimously adopted Resolution No. 2020-09-195 to approve execution of a Reimbursement Agreement with American Airlines, Inc. (AA) for the design of the Fit-Out and Enabling Projects for the Terminal C High Gates Project in an amount not to exceed \$1,500,000.00.
26. The Airport Board unanimously adopted Resolution No. 2020-09-196 to approve execution of a Reimbursement Agreement with American Airlines, Inc. (AA) for the construction of the enabling projects for the Terminal C High Gates in an amount not to exceed \$5,000,000.00.
27. The Airport Board unanimously adopted Resolution No. 2020-09-197 to approve amended Investment Policy and Strategies.
28. The Airport Board unanimously adopted Resolution No. 2020-09-198 to approve an amendment to DFW International Airport's Code of Rules and Regulations to include proposed new streets at the Southwest Campus development site.
29. The Airport Board unanimously adopted Resolution No. 2020-09-199 to approve the Fiscal Year 2021 Annual Budget for the DFW Airport's Public Facility Improvement Corporation.

#### **Discussion Items**

30. The Monthly D/S/M/WBE Expenditure Report was distributed to the Board.
31. 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, September 1, 2020 at 1:54 p.m., via conference call, and recommended approval of the following:

32. The minutes of the Concessions/Commercial Development Committee Meeting of August 4, 2020 were approved during the Committee Meeting of September 1, 2020.

### **Action Items for Consideration**

33. The Airport Board unanimously adopted Resolution No. 2020-09-200 to approve a ratification of an Assignment and Assumption of Lease Agreement No. EZ-0588 d/b/a E-Z Rent-A-Car to Orlando Rentco, LLC.
34. The Airport Board unanimously adopted Resolution No. 2020-09-201 to approve a Lease Agreement with D&B Mitchell Group, LLC and the Dallas Fort Worth International Airport Board.

### **Discussion Item**

### **Full Board**

35. There were no registered speakers.
36. Next Committee meetings – September 29, 2020  
Next Regular Board meeting – October 1, 2020