

DALLAS FORT WORTH INTERNATIONAL AIRPORT
Virtual Board Meeting with Video Conference
December 3, 2020
8:36 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 8:36 a.m., on Thursday, December 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	William Meadows
Gloria M. Tarpley, Secretary	Raj Narayanan
Mayor Eric Johnson	Mario Quintanilla
Mayor Betsy Price	Eddie Reeves
Vernon Evans	Karen Hunt ¹

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, Alan Black, John Brookby, Zenola Campbell, Armin Cruz, Milton De la Paz, Catrina Gilbert, Rusty Hodapp, Robert Horton, Tammy Huddleston, Tamela Lee, James Mauldin, Courtney Moore, Greg Spoon, Max Underwood, Michael Youngs, Courtney Moore, Donna Schnell.

AGENDA

- A. Opening remarks and instructions for the meeting were given by Matrice Ellis-Kirk, Chair, and a roll call was held to establish that a quorum was present.
- B. Sean Donohue, Chief Executive Officer, gave a recap of travel volumes during the Thanksgiving holiday and noted how the Centers for Disease Control and Prevention's guidelines affected travel. The airport's sustainability efforts were also highlighted as ACI International recognized DFW Airport as the first airport globally to attain newly established carbon neutrality levels. The United Nations also presented the airport with the Climate Action award in 2020. DFW recently completed its Annual United Way campaign raising \$435,000.00. Tammy Huddleston and Michael Baldwin were thanked for their leadership during the campaign, as well as all of our business partners who helped make the golf tournament a huge success. Chad Makovsky, EVP of Operations, was congratulated on accepting the position of Aviation Director of Phoenix Sky Harbor Airport in Arizona. He will remain at DFW Airport until the Integrated Operations Center opens in 2021.
- C. The Financial Report was presented by Chris Poinatte, Executive Vice President Finance and Information Technology Services.
- D. Information Technology Strategic Plan Update was presented by Michael Youngs.
- E. The minutes of the Regular Board Meeting of November 5, 2020 were approved.

RETIREMENT/INVESTMENT COMMITTEE

Retirement/Investment Committee Chair Eddie Reeves reported that the Committee met on Tuesday, December 1, 2020 at 12:34 p.m., and recommended approval of the following:

1. The minutes of the Retirement/Investment Committee Meeting of September 1, 2020 were approved during the Committee Meeting of December 1, 2020.

Discussion Item

2. The Quarterly Investment Report was presented by Tony Kay of AndCo Consulting during the Committee Meeting of December 1, 2020.

Action Items for Consideration

3. The Airport Board unanimously adopted Resolution No. 2020-12-240 to approve an Asset Management Agreement with GQG Partners for their Emerging Markets Equity strategy, in a commitment amount of \$20,000,000.
4. The Airport Board unanimously adopted Resolution No. 2020-12-241 to approve an Asset Management Agreement with WCM Investment Management for their Focused Growth International strategy, in a commitment amount of \$26,000,000.

OPERATIONS COMMITTEE

Operations Committee Chair Raj Narayanan reported that the Committee met on Tuesday, December 1, 2020 at 12:59 p.m., and recommended approval of the following:

5. The minutes of the Operations Committee Meeting of November 3, 2020 were approved during the Committee Meeting of December 1, 2020.

Action Items for Consideration

6. The Airport Board unanimously adopted Resolution No. 2020-12-242 to approve execution of Contract No 8005364, for Security Training System, with American Association of Airport Executives (AAAE), of Alexandria, Virginia, in an amount not to exceed \$399,500.00, for the initial three-year term of the Contract, with options to renew for two additional one-year periods.
7. The Airport Board unanimously adopted Resolution No. 2020-12-243 to approve an increase and extension to Contract No. 8500329, Program Management/Construction Management Services, with HNTB Corporation, of Dallas, Texas, in an amount not to exceed \$10,000,000.00, for a revised Contract amount of \$60,000,000.00.
8. The Airport Board unanimously adopted Resolution No. 2020-12-244 to approve amendment to Contract No. 7004124, for the Reclaimed Water Service Agreement, with the City of Fort Worth, Texas.

¹ Non-voting from the City of Coppell.

9. The Airport Board unanimously adopted Resolution No. 2020-12-245 to approve an increase and extension to Contract No 7006561, for Airside Snow Removal Services, with Aero Snow Removal, LLC, of Westbury, New York, in an amount not to exceed \$8,169,922.53, for a revised Contract not to exceed amount of \$16,584,009.73.

Discussion Items

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

FINANCE/AUDIT COMMITTEE

Finance/Audit Committee Chair William Meadows reported that the Committee met on Tuesday, December 1, 2020 at 1:09 p.m., and recommended approval of the following:

12. The minutes of the Finance/Audit Committee Meeting of November 3, 2020 were approved during the Committee Meeting of December 1, 2020.
13. The Financial Report was presented by Max Underwood, Vice President Finance, during the Committee Meeting of December 1, 2020.

Consent Item for Consideration

14. The Airport Board unanimously adopted Resolution No. 2020-12-246 to approve acceptance of funding, in the amount of \$100,000.00, from FY 2020 Urban Area Security Initiative Grant #4121801; that the Board agrees that the project 2020 UASI - EOD PAPR Enhancement will be operated through DFW Department of Public Safety; that the Board agrees that in the event of loss or misuse of the Office of the Governor funds, Board assures that the funds will be returned to the Office of the Governor in full; that the Board designates the Vice President of Treasury Management as the grantee's authorized official and gives the authorized official the power to apply for, accept, reject, alter or terminate the grant on behalf of the applicant agency; and that the Board approves submission of the grant application for project 2020 UASI - EOD PAPR Enhancement to the Office of the Governor.
15. The Airport Board unanimously adopted Resolution No. 2020-12-247 to approve acceptance of funding, in the amount of \$46,500.00, from FY 2020 Homeland Security Grant Program Grant #3988001; that the Board agrees that the project 2020 SHSP - DFW International Airport X-Ray Equipment will be operated through DFW Department of Public Safety; that the Board agrees that in the event of loss or misuse of the Office of the Governor funds, Board assures that the funds will be returned to the Office of the Governor in full; that the Board designates the Vice President of Treasury Management as the grantee's authorized official and gives the authorized official the power to apply for, accept, reject, alter, or terminate the grant on behalf of the applicant agency; and that the Board approves submission of the grant application for project 2020 SHSP - DFW International Airport X-Ray Equipment to the Office of the Governor.

16. The Airport Board unanimously adopted Resolution No. 2020-12-248 to approve execution of Contract No. 7006955, for Tenable Vulnerability Management Software, with SHI Government Solutions, Inc., of Austin, Texas, in an amount not to exceed \$123,888.40, for the one-year term of the Contract; and Contract No. 7006942, for Cylance Threat Protection Software, with SHI Government Solutions, Inc., of Austin, Texas, in an amount not to exceed \$55,860.17, for the one-year term of the Contract. Total amount for this Action is \$179,748.57.

Action Items for Consideration

17. The Airport Board unanimously adopted Resolution No. 2020-12-249 to approve authorization to bind and procure an Insurance Policy for Medical Stop Loss Insurance, with Blue Cross and Blue Shield of Texas (BCBSTX), in the amount of \$3,534,822.00, for the policy year effective January 1, 2021.
18. The Airport Board unanimously adopted Resolution No. 2020-12-250 to approve an increase to Contract No. 8005314, for Enhanced Call Center System, with Voxai Solutions, Inc., of Coppell, Texas, in an amount not to exceed \$426,419.40, for a revised Contract amount of \$3,425,535.40.

Discussion Items

19. Monthly D/S/M/WBE Expenditure Report was distributed to the Board.
20. Purchase Orders/Contracts and Professional Service Contracts 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, December 1, 2020 at 1:22 p.m., and recommended approval of the following:

21. The minutes of the Concessions/Commercial Development Committee Meeting of November 3, 2020 were approved during the Committee Meeting of December 1, 2020.

Action Items for Consideration

22. The Airport Board unanimously adopted Resolution No. 2020-12-251 to approve authorization to transfer available Rental Car (RAC) Customer Facility Charge (CFC) funds to the RAC Operating and Maintenance (O&M) Fund in an amount not to exceed \$602,000.00.
23. The Airport Board unanimously adopted Resolution No. 2020-12-252 to approve ratification of Memorandum of Agreement(s) with Customs and Border Protection (CBP) for reimbursement of certain costs necessary to support Federal Inspection Services (FIS) facilities at DFW, for Terminal D in an amount not to exceed \$326,815.00, and for Terminal F Phase 1 in an amount not to exceed \$82,093.00. Total action amount not to exceed \$408,908.00.

EXECUTIVE COMPENSATION COMMITTEE

Board and Committee Chair Matrice Ellis-Kirk convened the Executive Compensation Committee Meeting at 9:23 a.m. and recommended approval of the following:

24. The minutes of the Executive Compensation Committee Meeting of December 3, 2019 were approved.

Action Items for Consideration

25. The Airport Board unanimously adopted Resolution No. 2020-12-253 to approve Incentive Compensation Programs Goals for the Chief Executive Officer for Fiscal Year 2021.
26. The Airport Board unanimously adopted Resolution No. 2020-12-254 to approve Incentive Compensation Programs Goals for the Director of Audit Services for Fiscal Year 2021.

Discussion Items

27. There were no registered speakers.

Open Session

28. Next Committee meetings – January 5, 2021
Next Regular Board meeting – January 7, 2021