

**DALLAS FORT WORTH INTERNATIONAL AIRPORT**  
**Virtual Committee Meetings with Video Conference**  
**January 5, 2021**

**Operations Committee - 12:30 p.m.**  
**Finance/Audit Committee - 12:40 p.m.**  
**Concessions/Commercial Development Committee - 12:55 p.m.**

Please follow the instructions below to participate. Please note there are two main steps to participate, you must use your computer or tablet for the video and your phone to participate with the audio component.

**Public Listening:**

**To Enable video:**

1. On your computer or tablet device, open the following link:  
<https://e-meetings.verizonbusiness.com/nc/join.php?i=PWXW1900386&p=1158861&t=c>
2. It is best if you use Google Chrome or download the WebEx Software to your device.
3. Google Chrome may ask you to install a WebEx extension, please do install it.
4. Until the meeting begins, you may not see any video or may see a blank screen.

**To Enable Audio:**

1. On your phone please dial **800-857-0891**.
2. When prompted, enter the code **1158038#**.
3. You will then hear the audio of the meeting. Please note that it may be silent until the meeting begins.

Should you run into technical difficulties, please call 972-973-4655.

Requests for interpretive services must be made 48 hours prior to this meeting by contacting Donna Schnell at 972 973-5752 or [BoardSecretary@dfwairport.com](mailto:BoardSecretary@dfwairport.com) or T.D. 1-800-RELAY-TX (1-800-735-2989) for information or assistance.

To register to speak at the full Board meeting, please call 972 973-5752 by 5:00 p.m. on January 6, 2021.

Consent Agenda – all items under this heading are a part of the Consent Agenda and require little or no deliberation by the Board. Approval of the Consent Agenda authorizes the Chief Executive Officer or his designee to implement each item in accordance with staff recommendation.

A closed executive session may be held with respect to a posted agenda item if the discussion concerns one of the following:

1. Contemplated or pending litigation or matters where legal advice is requested of the Board's Legal Counsel. Texas Government Code Section 551.071.
2. Discussion concerning sale or lease of real property, or negotiated contracts for donations to the Board, when such discussions would have a detrimental effect on the negotiating position of the Board. Texas Government Code Section 551.072.
3. Personnel matters involving discussions of the qualifications or performance of identifiable individuals already employed or being considered for employment by the Board. Texas Government Code Section 551.074.
4. The deployment, or specific occasions for implementation, of security personnel or devices. Texas Government Code Section 551.076.

**AGENDA**  
**OPERATIONS COMMITTEE MEETING**  
**Tuesday, January 5, 2021**  
**12:30 p.m.**

**OPERATIONS COMMITTEE**

1. Approve Minutes of the Operations Committee Meeting of December 1, 2020.

**Consent Items for Consideration**

- |              |   |
|--------------|---|
| Rusty Hodapp | 2. Approve ratification of Contract No. 5001001, for Oncor Discretionary Service Agreement - Integrated Operations Center Two-Way Feed Southwest Campus, with Oncor Electric Delivery, LLC, of Irving, Texas, in an amount not to exceed \$121,646.47.  |
|              | 3. Approve rejection of all bids received for Solicitation No. 9500712, for Spill Prevention, Control and Countermeasure (SPCC) for Oil Piping; and execute Contract No. 9500737, for SPCC, with Holt Construction Corp., of Irving, Texas, in an amount not to exceed \$476,071.00, for the 270-calendar day term of the Contract. |

**Action Items for Consideration**

- |                  |  |
|------------------|--|
| Lisa Gahm        | 4. Approve execution of Contract No. 8005322, for Vehicle Tracking System, with Selex ES, Inc., a Leonardo Company, of Overland Park, Kansas, in an amount not to exceed \$1,304,274.50, for the initial three-year term of the Contract, with options to renew for two additional one-year periods. |
| Rusty Hodapp     | 5. Approve execution of a deductive Change Order to Contract No. 9500663, for Terminal D Expansion Joints Rehabilitation, with Gibson & Associates, Inc., of Balch Springs, Texas, in a deductive amount not less than (\$239,918.00).   |
|                  | 6. Approve execute change orders for Contract No. 9500692, for Taxiway M South Rehabilitation, with Flatiron Constructors, Inc., of Broomfield, Colorado, in the additional aggregate amount not to exceed \$1,750,000.00.   |
| Tammy Huddleston | 7. Approve execution of Contract No. 7006984, for Airfield Lighting Control Maintenance and Support, with ADB Safegate, Americas, LLC, of Columbus, Ohio, in an amount not to exceed \$500,000.00, for the initial one-year term of the Contract, with options to renew annually.                    |

8. Approve execution of Purchase Order No. 277378, for Shuttle Vans, to Creative Bus Sales, Inc., of Irving, Texas, in the amount of \$2,432,913.00.

### **Discussion Items**

9. There are no Construction and Professional Services Contract increase(s) approved by authorized staff for this reporting period.
10. There are no decrease(s)/increase(s) in Scope of Work approved by authorized staff for this reporting period.

**DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD  
OFFICIAL BOARD ACTION/RESOLUTION**

Date	Committee	Subject	Resolution #	
01/07/2021	Operations	Oncor Discretionary Service Agreement - Integrated Operations Center Two-Way Feed Southwest Campus		
<b>Action</b> That the Airport Board ratify Contract No. 5001001, for Oncor Discretionary Service Agreement - Integrated Operations Center Two-Way Feed Southwest Campus, with Oncor Electric Delivery, LLC, of Irving, Texas, in an amount not to exceed \$121,646.47.				
<b>Description</b> <ul style="list-style-type: none"><li>• Ratify the Contract for Oncor Discretionary Service Agreement, Integrated Operations Center Two-Way Feed Southwest Campus.</li></ul> <b>Justification</b> <ul style="list-style-type: none"><li>• Oncor extended the standard Delivery System facilities necessary to serve the estimated maximum electrical demand requirement of the new Integrated Operations Center (IOC).</li><li>• At the Board's request Oncor supplied and installed a two-way electrical service feed, transformer, and necessary cables.</li><li>• Two-way electrical service is required to support and fulfill the redundancy requirements of the IOC.</li></ul>				
<b>D/S/M/WBE Information</b> <ul style="list-style-type: none"><li>• The annual goal for the M/WBE Program is 31%.</li><li>• N/A - Not subject to a goal per the Board's M/WBE Policy due to the nature of the procurement. (Ratification)</li></ul>				
<b>Schedule/Term</b> <ul style="list-style-type: none"><li>• Per the term of the Agreement, the Agreement becomes effective upon acceptance by the Owner (DFW Airport) and continues until the discretionary services set forth in the Agreement and all obligations under the Agreement have been satisfied.</li></ul>				
Contract #	Agreement #	Purchase Order #	Action Amount	Revised Amount
5001001			NTE \$121,646.47	\$0
For Information contact	Fund	Project #	External Funding Source	Amount
Rusty Hodapp 3-1891  Dwaynetta Russell 3-1720	Joint Capital Acct	26589-03		\$121,646.47

**Additional Information**Additional Attachments: **N****BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD**

That the Airport Board ratify Contract No. 5001001, for Oncor Discretionary Service Agreement - Integrated Operations Center Two-Way Feed Southwest Campus, with Oncor Electric Delivery, LLC, of Irving, Texas, in an amount not to exceed \$121,646.47.

**Approved as to Form by**


Rodriguez, Elaine  
Legal Counsel  
Dec 16, 2020 9:47 am

**Approved as to Funding by**


Underwood, Max  
Vice President Finance  
Finance  
Dec 15, 2020 6:11 pm

**Approved as to M/WBE by**


Burks Lee, Tamela  
Vice President Business Diversity  
and Development  
Business Diversity and  
Development  
Dec 17, 2020 10:11 am

**SIGNATURE REQUIRED FOR APPROVAL****Approved by**


Department Head

Dec 15, 2020 9:20 am

Pending

Chief Executive Officer

Date

**DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD  
OFFICIAL BOARD ACTION/RESOLUTION**

<b>Date</b> 01/07/2021	<b>Committee</b> Operations	<b>Subject</b> Spill Prevention Control and Countermeasures for Oil Piping	<b>Resolution #</b>
<b>Action</b> That the Chief Executive Officer or designee be authorized to reject all bids received for Solicitation No. 9500712, for Spill Prevention, Control and Countermeasure (SPCC) for Oil Piping; and execute Contract No. 9500737, for SPCC, with Holt Construction Corp., of Irving, Texas, in an amount not to exceed \$476,071.00, for the 270 calendar day term of the Contract.			
<b>Description</b> <ul style="list-style-type: none"> <li>Reject bids received for Contract No. 9500712 which were all deemed non-responsive, and award Contract No. 9500737 for Spill Prevention, Control and Countermeasure (SPCC) for Oil Piping, in support of the Airport.</li> </ul> <b>Justification</b> <ul style="list-style-type: none"> <li>The Environmental Protection Agency's (EPA) Oil Pollution Prevention Regulation is defined in Title 40, Code of Federal Regulations, Part 112 (40 CFR 112). The regulation requires that facilities subject to the regulation prepare and implement a plan to prevent any discharge of oil or oil products into navigable waters or adjoining shorelines of the United States.</li> <li>The Airport is subject to the SPCC rules for above ground oil storage capacity of more than 1,320 gallons and below ground storage capacity of more than 42,000 gallons.</li> <li>The project will provide passive secondary containment for above-ground fuel-oil piping between fuel-oil storage tanks and generators/fuel dispensers to prevent the accidental discharge of fuel into storm drains and meet EPA requirements.</li> </ul>			
<b>D/S/M/WBE Information</b> <ul style="list-style-type: none"> <li>The annual goal for the M/WBE Program is 31%.</li> <li>In accordance with the Board's M/WBE Program, the M/WBE goal for this contract is 25%.</li> <li>Holt Construction Corp. has committed to achieving 25% M/WBE participation utilizing Post L Group (BM-C).</li> </ul>			
<b>Schedule/Term</b> <ul style="list-style-type: none"> <li>Start Date: January 2021</li> <li>Contract Duration: 270 calendar days</li> </ul>			
<b>Contract #</b> 9500737	<b>Agreement #</b>	<b>Purchase Order #</b>	<b>Action Amount</b> NTE \$476,071.00 <b>Revised Amount</b> \$0
<b>For Information contact</b> Rusty Hodapp 3-1891 Lisa Arthurs 3-1748	<b>Fund</b> Joint Capital Acct	<b>Project #</b> 26410-01	<b>External Funding Source</b>  <b>Amount</b> \$476,071.00

**Additional Information**

- Three Bids, including one from an M/WBE firm, were received on or before the due date of November 25, 2020.
- Bid Tabulation attached.
- Holt Construction Corp., of Irving, Texas, is the lowest responsive responsible Bidder.

Additional Attachments: **Y****BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD**

That the Chief Executive Officer or designee be authorized to reject all bids received for Solicitation No. 9500712, for Spill Prevention, Control and Countermeasure (SPCC) for Oil Piping; and execute Contract No. 9500737, for SPCC, with Holt Construction Corp., of Irving, Texas, in an amount not to exceed \$476,071.00, for the 270 calendar day term of the Contract.

**Approved as to Form by**


Rodriguez, Elaine  
Legal Counsel  
Dec 16, 2020 9:56 am

**Approved as to Funding by**


Underwood, Max  
Vice President Finance  
Finance  
Dec 15, 2020 6:12 pm

**Approved as to M/WBE by**


Burks Lee, Tamela  
Vice President Business Diversity  
and Development  
Business Diversity and  
Development  
Dec 17, 2020 10:11 am

**SIGNATURE REQUIRED FOR APPROVAL****Approved by**


Department Head

Dec 15, 2020 9:20 am

Pending

\_\_\_\_\_  
Chief Executive Officer

\_\_\_\_\_  
Date

**Contract Order No. 9500737**  
**Spill Prevention, Control and Countermeasure (SPCC) for Oil Piping**  
**Bid Tabulation**

<b>Bidders</b>	<b>Bid Amount</b>
Holt Construction Corp. Irving, Texas	\$476,071.00
North American Information Systems, Inc. <sup>N1</sup> Duncanville, Texas	\$499,999.00
United Services of Texas, Inc. dba UST Fuel Solutions <sup>N2</sup> Southlake, Texas	\$828,561.04
<b>Note</b> 1. MBE – Certified through the North Central Texas Certification Agency 2. United Services of Texas, Inc., submitted a bid based on an over-estimated amount for labor, equipment, and materials and quality control support requirements that resulted in a higher bid price.	



**DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD  
OFFICIAL BOARD ACTION/RESOLUTION**

Date	Committee	Subject	Resolution #		
01/07/2021	Operations	Vehicle Tracking System			
<b>Action</b> That the Chief Executive Officer or designee be authorized to execute Contract No. 8005322, for Vehicle Tracking System, with Selex ES, Inc., a Leonardo Company, of Overland Park, Kansas, in an amount not to exceed \$1,304,274.50, for the initial three-year term of the Contract, with options to renew for two additional one-year periods.					
<b>Description</b> <ul style="list-style-type: none"><li>Award a Contract for Vehicle Tracking System in support of the Airport's Operations Department.</li></ul> <b>Justification</b> <ul style="list-style-type: none"><li>This Contract will provide a vehicle tracking system to be used for all unescorted vehicles authorized to operate in the movement area of the Air Operation Area (AOA).</li><li>The system will provide direct runway incursion warnings for vehicle operators in the movement area portion of the AOA and will also provide monitoring capabilities for vehicle movements in the AOA.</li><li>The system can further provide surveilling of vehicles that enter the movement area from the non-movement area of the Airport.</li><li>The system supports the Airport's Safe and Secure initiative in an effect to prevent runway incursions and positive control of vehicle activity within the movement area of the AOA.</li></ul>					
<b>D/S/M/WBE Information</b> <ul style="list-style-type: none"><li>The annual goal for the historical SBE Program is 20%.</li><li>In accordance with Board's historical SBE Program, the SBE goal for this contract is 5%.</li><li>Selex ES, Inc has committed to achieving 28% SBE participation utilizing AAA Data Communication (BM-C).</li></ul>					
<b>Schedule/Term</b> <ul style="list-style-type: none"><li>Start Date: February 2021</li><li>Contract Term: Three years with two, one-year renewal options</li></ul>					
Contract #	Agreement #	Purchase Order #	Action Amount	Revised Amount	
8005322			NTE \$1,304,274.50	\$0	
<b>For Information contact</b>		<b>Fund</b>	<b>Project #</b>	<b>External Funding Source</b>	<b>Amount</b>
Lisa Gahm		Operating Fund			\$319,014.50
3-7150		DFW Capital Acct	26903-01		\$985,260.00
Sonji Brown Killyon					
3-5648					

**Additional Information**

- Seven Proposals, including one from an SBE firm, were received on or before the due date of April 24, 2020.
  - ◆ DXC Technology, of Richardson, Texas
  - ◆ Fleet Analytics, LLC, of Suwanee, Georgia
  - ◆ Gofleet Corporation, of Mississauga, Ontario, Canada
  - ◆ Honeywell International, Inc., of Charlotte, North Carolina
  - ◆ Infotech Prism, LLC dba Cirruslabs, of Alpharetta, Georgia
  - ◆ Innotech Services Company, of Frisco, Texas
  - ◆ Selex ES, Inc., a Leonardo Company, of Overland Park, Kansas
- Based on the evaluations of the Proposals submitted, the Evaluation Committee, consisting of representatives of the Airport's Operations, Energy, Transportation & Asset Management, Environmental Affairs and Business Diversity and Development Departments, recommends that the Contract be awarded to Selex ES, Inc., a Leonardo Company, of Overland Park, Kansas.
- Projected total for the Contract, including all renewals, if approved is \$2,173,790.50.
- Funding split between Operating Budget for hosting fees and annual support and maintenance, with DFW Capital Acct funding for capitalized system hardware purchases and system implementation.

Additional Attachments: **N****BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD**

That the Chief Executive Officer or designee be authorized to execute Contract No. 8005322, for Vehicle Tracking System, with Selex ES, Inc., a Leonardo Company, of Overland Park, Kansas, in an amount not to exceed \$1,304,274.50, for the initial three-year term of the Contract, with options to renew for two additional one-year periods.

**Approved as to Form by**

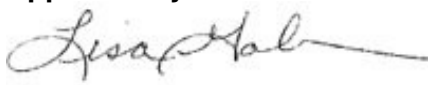

Rodriguez, Elaine  
Legal Counsel  
Dec 16, 2020 10:17 am

**Approved as to Funding by**


Underwood, Max  
Vice President Finance  
Finance  
Dec 16, 2020 1:20 pm

**Approved as to M/WBE by**


Burks Lee, Tamela  
Vice President Business Diversity  
and Development  
Business Diversity and  
Development  
Dec 17, 2020 10:12 am

**SIGNATURE REQUIRED FOR APPROVAL****Approved by**


Department Head  
Operations  
Dec 16, 2020 9:34 am

Pending

Chief Executive Officer

Date

**DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD  
OFFICIAL BOARD ACTION/RESOLUTION**

Date	Committee	Subject	Resolution #	
01/07/2021	Operations	Terminal D Expansion Joints Rehabilitation		
<b>Action</b> That the Chief Executive Officer or designee be authorized to execute a deductive Change Order to Contract No. 9500663, for Terminal D Expansion Joints Rehabilitation, with Gibson & Associates, Inc., of Balch Springs, Texas, in a deductive amount not less than (\$239,918.00).				
<b>Description</b> <ul style="list-style-type: none"><li>Decrease the Contract value for Terminal D Expansion Joints Rehabilitation.</li></ul>				
<b>Justification</b> <ul style="list-style-type: none"><li>This action will complete the section of Terminal D ramp joint rehabilitation. The Contract provides for the replacement of Joints on the Terminal D Ramp. After the contractor removed a portion of the expansion joint, it was determined that substantially more work was required to complete the repairs correctly.</li><li>The contractor will repair the portion of the joint that was removed, and the Contract closed. A new construction contract for the full scope of required repairs will be solicited at a future date.</li><li>The Change Order adds removal and replacement to allow for proper installation of expansion joints per original scope. The remainder of the expansion joint replacement is being removed from the scope. The net difference is a reduction in the contractor amount.</li></ul>				
<b>D/S/M/WBE Information</b> <ul style="list-style-type: none"><li>The annual goal for the SBE Historical Program is 20%.</li><li>In accordance with the Board's SBE Historical Program, the SBE goal for this contract is 25%.</li><li>Gibson &amp; Associates has committed to achieving 25% SBE participation on this contract.</li><li>No payments have been made to date for this contract therefore no diversity participation can be reported.</li><li>Gibson &amp; Associates has committed to achieving the original 25% SBE commitment inclusive of this Board Action. The deductive change order will not not have an adverse impact on the SBE committed participation of 25%.</li></ul>				
<b>Schedule/Term</b> <ul style="list-style-type: none"><li>The current Contract completion date of August 2, 2020 will be extended by 271 calendar days.</li></ul>				
Contract #	Agreement #	Purchase Order #	Action Amount	Revised Amount
9500663			NLT (\$239,918.00)	\$200,000.00
For Information contact	Fund	Project #	External Funding Source	Amount
Rusty Hodapp 3-1891 Kim Worley 3-1896	DFW Capital Acct	26715-01		(\$239,918.00)

**Additional Information**

- On May 2, 2019, by Resolution No. 2019-05-096, the Board awarded Contract No. 9500663, for Terminal D Expansion Joints Rehabilitation, with Gibson & Associates, Inc., of Balch Springs, Texas.

Additional Attachments: **N****BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD**

That the Chief Executive Officer or designee be authorized to execute a deductive Change Order to Contract No. 9500663, for Terminal D Expansion Joints Rehabilitation, with Gibson & Associates, Inc., of Balch Springs, Texas, in a deductive amount not less than (\$239,918.00).

**Approved as to Form by**


Rodriguez, Elaine  
Legal Counsel  
Dec 16, 2020 10:16 am

**Approved as to Funding by**


Underwood, Max  
Vice President Finance  
Finance  
Dec 15, 2020 6:13 pm

**Approved as to M/WBE by**


Burks Lee, Tamela  
Vice President Business Diversity  
and Development  
Business Diversity and  
Development  
Dec 17, 2020 10:12 am

**SIGNATURE REQUIRED FOR APPROVAL****Approved by**


Department Head

Dec 15, 2020 9:20 am

Pending

\_\_\_\_\_  
Chief Executive Officer

\_\_\_\_\_  
Date

**DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD  
OFFICIAL BOARD ACTION/RESOLUTION**

Date	Committee	Subject	Resolution #	
01/07/2021	Operations	Taxiway M South Rehabilitation		
<b>Action</b> That the Chief Executive Officer or designee be authorized to execute change orders for Contract No. 9500692, for Taxiway M South Rehabilitation, with Flatiron Constructors, Inc., of Broomfield, Colorado, in the additional aggregate amount not to exceed \$1,750,000.00.				
<b>Description</b> <ul style="list-style-type: none"><li>This action authorizes the CEO or his designee to execute additional change orders for future Contract change requirements on an as-needed basis up to an amount not to exceed \$1,750,000.00.</li></ul>				
<b>Justification</b> <ul style="list-style-type: none"><li>During the Taxiway M South construction project, there have been additional items which required execution of change orders using the existing change order account capacity originally authorized by the Board by Resolution No. 2019-08-164.</li><li>An increase in the change order account capacity is requested to address additional scope items regarding airfield safety items including storm sewer drainage infrastructure repairs; drainage improvements; soil erosion controls; and installation of bird spikes on visual screens.</li><li>The addition of these scope items to this Contract will enable timely completion of airfield safety improvements, may improve the utilization of available FAA grant funding, and eliminate the need for future taxiway closures.</li></ul>				
<b>D/S/M/WBE Information</b> <ul style="list-style-type: none"><li>The annual goal for the DBE Program is 15%.</li><li>In accordance with the Board's DBE Program, the DBE goal for this contract is 18.80%.</li><li>Flatiron Constructors, Inc. has committed to achieving 18.80% DBE participation on this contract and is currently achieving 34.53%.</li><li>Flatiron Constructors, Inc. has committed to achieving the original 18.80% DBE commitment inclusive of this Board Action</li></ul>				
<b>Schedule/Term</b> <ul style="list-style-type: none"><li>The current Contract completion date of April 6, 2021 is not affected by this action.</li></ul>				
Contract #	Agreement #	Purchase Order #	Action Amount	Revised Amount
9500692			\$1,750,000.00	\$38,133,395.78
<b>For Information contact</b>		<b>Fund</b>	<b>Project #</b>	<b>External Funding Source</b>
Rusty Hodapp 3-1891 Tegene Tegene 3-1881		Joint Capital Acct	26581-05	Amount \$1,750,000.00

**Additional Information**

- On August 1, 2019, by Resolution No. 2019-08-164, the Board awarded Contract No. 9500692, for Taxiway M South Rehabilitation, with Flatiron Constructors, Inc., of Broomfield, Colorado.

Additional Attachments: **N****BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD**

That the Chief Executive Officer or designee be authorized to execute change orders for Contract No. 9500692, for Taxiway M South Rehabilitation, with Flatiron Constructors, Inc., of Broomfield, Colorado, in the additional aggregate amount not to exceed \$1,750,000.00.

**Approved as to Form by**


Rodriguez, Elaine  
Legal Counsel  
Dec 16, 2020 10:18 am

**Approved as to Funding by**


Underwood, Max  
Vice President Finance  
Finance  
Dec 17, 2020 9:52 am

**Approved as to M/WBE by**


Burks Lee, Tamela  
Vice President Business Diversity  
and Development  
Business Diversity and  
Development  
Dec 17, 2020 10:12 am

**SIGNATURE REQUIRED FOR APPROVAL****Approved by**


Department Head

Dec 15, 2020 9:20 am

Pending

\_\_\_\_\_  
Chief Executive Officer

\_\_\_\_\_  
Date

**DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD  
OFFICIAL BOARD ACTION/RESOLUTION**

Date	Committee	Subject	Resolution #	
01/07/2021	Operations	Airfield Lighting Control Maintenance and Support		
<b>Action</b> That the Chief Executive Officer or designee be authorized to execute Contract No. 7006984, for Airfield Lighting Control Maintenance and Support, with ADB Safegate, Americas, LLC, of Columbus, Ohio, in an amount not to exceed \$500,000.00, for the initial one-year term of the Contract, with options to renew annually.				
<b>Description</b> <ul style="list-style-type: none"><li>Award a Contract for Airfield Lighting Control Maintenance and Support in support of the Airport's Energy, Transportation &amp; Asset Management Department.</li></ul> <b>Justification</b> <ul style="list-style-type: none"><li>Replaces an existing Contract that has been in place for five years.</li><li>The Airfield Lighting Control and Monitoring System is a Federal Aviation Administration (FAA) mandated system that controls and reports the status of airfield lighting systems, to the FAA air traffic control towers, the Airport Operations Center, and other users.</li><li>Airfield lighting is an integral component of the airfield and is essential in providing a safe environment for Airline operations.</li><li>The Contract provides maintenance and engineering phone support 24/7/365, with additional emergency on-site service within two hours of notification.</li><li>The Contract provides for six scheduled preventative maintenance visits per year, which includes system inspection and calibration, software and firmware updates, database clean-up, and on-site training.</li></ul>				
<b>D/S/M/WBE Information</b> <ul style="list-style-type: none"><li>The annual goal for the M/WBE Program is 31%.</li><li>In accordance with the Board's M/WBE Program, no M/WBE goal was determined for this Contract due to the limited availability of M/WBE firms that perform this service.</li></ul>				
<b>Schedule/Term</b> <ul style="list-style-type: none"><li>Start Date: February 2021</li><li>Contract Term: One year, with annual renewal options</li></ul>				
Contract #	Agreement #	Purchase Order #	Action Amount	Revised Amount
7006984			NTE \$500,000.00	\$0
For Information contact	Fund	Project #	External Funding Source	Amount
Tammy Huddleston 3-6132 Christian Brewer 3-5322	Operating Fund			\$500,000.00

**Additional Information**

- This is a Sole Source.
- The services of the Contract are exempt from public bidding, and in accordance with local Government Code 252.022, as they are available from only one source.
- ADB Safegate, Americas, LLC, is the incumbent for this Contract.

Additional Attachments: **N****BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD**

That the Chief Executive Officer or designee be authorized to execute Contract No. 7006984, for Airfield Lighting Control Maintenance and Support, with ADB Safegate, Americas, LLC, of Columbus, Ohio, in an amount not to exceed \$500,000.00, for the initial one-year term of the Contract, with options to renew annually.

**Approved as to Form by**


Rodriguez, Elaine  
Legal Counsel  
Dec 17, 2020 12:26 pm

**Approved as to Funding by**


Underwood, Max  
Vice President Finance  
Finance  
Dec 17, 2020 10:53 am

**Approved as to M/WBE by**


Burks Lee, Tamela  
Vice President Business Diversity  
and Development  
Business Diversity and  
Development  
Dec 17, 2020 10:12 am

**SIGNATURE REQUIRED FOR APPROVAL****Approved by**


Department Head  
Energy & Transportation Mgmt  
Dec 16, 2020 1:29 pm

Pending

Chief Executive Officer

Date



**DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD  
OFFICIAL BOARD ACTION/RESOLUTION**

Date	Committee	Subject	Resolution #		
01/07/2021	Operations	Shuttle Vans			
<b>Action</b> That the Chief Executive Officer or designee be authorized to execute Purchase Order No. 277378, for Shuttle Vans, to Creative Bus Sales, Inc., of Irving, Texas, in the amount of \$2,432,913.00.					
<b>Description</b> <ul style="list-style-type: none"><li>• Purchase 21 Alternative Fueled Compressed Natural Gas-Powered (CNG) Terminal Link Shuttle Vans for the Airport's Energy, Transportation &amp; Asset Management Department.</li></ul>					
<b>Justification</b> <ul style="list-style-type: none"><li>• These vans will be used to provide continuous inter-terminal curbside transportation for customers.</li><li>• The units programmed for replacement are approaching the end of their useful life and meet the replacement criteria established in the Airport's Fleet Vehicle Policy and Procedures (accumulated mileage, condition, lifecycle costs, etc.).</li><li>• The project will support the Airport's Goals and Initiatives by ensuring the Airport's continued ability to provide superior customer satisfaction, and maintain air quality, through safe, comfortable, and clean transportation, for the traveling public.</li><li>• The replaced shuttle vans will be declared surplus and sold at public auction.</li></ul>					
<b>D/S/M/WBE Information</b> <ul style="list-style-type: none"><li>• The annual goal for the M/WBE Program is 31%.</li><li>• N/A - Not subject to a goal per the Board's M/WBE Policy due to the nature of the procurement. (Goods/Finished Products)</li></ul>					
<b>Schedule/Term</b> <ul style="list-style-type: none"><li>• Purchase Date: January 2021</li><li>• Delivery Date: July 2021</li></ul>					
Contract #	Agreement #	Purchase Order #	Action Amount	Revised Amount	
		277378	\$2,432,913.00	\$0	
<b>For Information contact</b>		<b>Fund</b>	<b>Project #</b>	<b>External Funding Source</b>	<b>Amount</b>
Tammy Huddleston 3-6132 Keith White 3-5638		DFW Capital	26860-01		\$2,432,913.00

**Additional Information**

- Two bids, none from M/WBE firms, were received on or before the due date of November 17, 2020.
- The bid submitted by Alliance Bus Group, Inc., of Lewisville, Texas, was determined non-responsive as the submission did not meet the specifications outlined in the Airport's solicitation.
- Creative Bus Sales, Inc., of Irving, Texas, is the lowest responsive, responsible Bidder.

Additional Attachments: **N****BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD**

That the Chief Executive Officer or designee be authorized to execute Purchase Order No. 277378, for Shuttle Vans, to Creative Bus Sales, Inc., of Irving, Texas, in the amount of \$2,432,913.00.

**Approved as to Form by**


Rodriguez, Elaine  
Legal Counsel  
Dec 17, 2020 12:27 pm

**Approved as to Funding by**


Underwood, Max  
Vice President Finance  
Finance  
Dec 17, 2020 10:54 am

**Approved as to M/WBE by**


Burks Lee, Tamela  
Vice President Business Diversity  
and Development  
Business Diversity and  
Development  
Dec 17, 2020 10:13 am

**SIGNATURE REQUIRED FOR APPROVAL****Approved by**


Department Head  
Energy & Transportation Mgmt  
Dec 16, 2020 1:29 pm

Pending

Chief Executive Officer

Date

**AGENDA**  
**FINANCE/AUDIT COMMITTEE MEETING**  
**Tuesday, January 5, 2021**  
**12:40 p.m.**

**PUBLIC NOTICE**

As to Items No. 17 and No. 18 on the Board Agenda.

Pursuant to Section 2254.1036 of the Texas Government Code, as amended, the Dallas Fort Worth International Airport Board (the “Board”) hereby gives public notice of its intent to enter into two (2) contingency fee contracts for bond and disclosure counsel services at its duly called meeting to be held on January 7, 2021 at 8:30 am.

1. On January 4, 2018, the Board entered into a contract with McCall, Parkhurst & Horton, L.L.P. and Mahomes Bolden, P.C. for bond counsel and co-bond counsel services, and a contract with Bracewell LLP and West & Associates, L.L.P. for disclosure counsel and co-disclosure counsel services. In 2019 Mahomes Bolden P.C. dissolved its practice and its individual partners joined Bracewell LLP as partners in its public finance practice.
2. The Board will continue to issue both long- and short-term debt to provide financing for various projects, and therefore has a continuing need for legal counsel that specialize in public finance matters and that are well versed in Texas and federal securities and federal tax laws and applicable administrative procedures to provide bond counsel legal services pertaining to the issuance of securities.
3. On September 28, 2020, the Board engaged in a competitive solicitation process to replace the 2018 bond and disclosure counsel contracts, by issuing a Request for Qualifications (RFQ) for public finance legal services for bond counsel, co-bond counsel, disclosure counsel and co-disclosure counsel (“2020 RFQ”).
4. The Board now desires to enter into contingency fee contracts with the most qualified respondents as evaluated pursuant to the 2020 RFQ
5. Accordingly, the Board intends to enter into a contingency fee contract with the law firms of McCall, Parkhurst & Horton L.L.P. and West & Associates, L.L.P. to provide bond counsel legal services pertaining to the issuance of securities on the public or private market (the “Bond Counsel Contract”).
6. The Board intends to enter into a contingency fee contract with the law firms of Bracewell LLP and Hardwick Law Firm, LLC to provide disclosure counsel legal services pertaining to the issuance of securities on the public or private market (the “Disclosure Counsel Contract”).
7. Accessing the public or private markets through the issuance of securities is governed by State and federal securities laws and federal tax laws and requires the advice of legal advisors that are knowledgeable and experienced in public finance legal matters. The in-house attorneys in the Board’s Legal Department do not have the necessary training, qualifications, experience and expertise to fully represent the Board in such public finance legal matters.

8. McCall, Parkhurst & Horton L.L.P. and West & Associates, L.L.P. have demonstrated to the Board their competence, qualifications and experience as industry and national leaders in the area of public finance law and as bond counsel for municipal bond issuers.
9. Bracewell LLP and Hardwick Law Firm, LLC have demonstrated to the Board their competence, qualifications and experience as industry and national leaders in the area of public finance law and as disclosure counsel for municipal bond issuers.
10. Engaging attorneys in private practice to provide the desired bond and disclosure counsel services who have meaningful experience in public finance matters pursuant to an hourly fee arrangement would likely result in higher fees to be paid by the Board, and such fees incurred would be payable by the Board from its general revenues, whether or not the securities are issued.
11. Fees for legal services associated with the issuance of municipal securities, including bond and disclosure counsel legal services, have traditionally been paid pursuant to a contingent fee arrangement where such fees become payable only upon the successful issuance of the securities and are payable solely out of the proceeds of the securities.
12. Entering into a contract for bond counsel legal services with McCall, Parkhurst & Horton L.L.P. and West & Associates, L.L.P. and a contract for disclosure counsel legal services with Bracewell LLP and Hardwick Law Firm, LLC, payment of which is contingent upon the successful issuance of securities and payable out of the proceeds of such issuance, provides the Board with a superior level of services without using operating revenues to make such payment.
13. For each of the reasons stated above, the execution of the Bond Counsel Contract and the Disclosure Counsel Contract is in the best interests of the Board.

## **FINANCE/AUDIT COMMITTEE**

- |               |   |
|---------------|---|
|               | 11. Approve Minutes of the Finance/Audit Committee Meeting of December 1, 2020. |
| Max Underwood | 12. Financial Report.   |

## **Consent Items for Consideration**

- |                |  |
|----------------|--|
| Michael Youngs | 13. Approve an increase to Contract No. 7006257, for Fire Station Alerting Software Upgrade, with Westnet, Inc., of Huntington Beach, California, in an amount not to exceed \$99,000.00, for a revised Contract amount not to exceed \$482,775.13.                  |
|                | 14. Approve execution of Contract No. 8005406, for Private Crowd-Sourcing Incident Reporting Platform, with ELERTS, of Weymouth, Massachusetts, in an amount not to exceed \$143,400.00, for the initial one-year term of the Contract, with annual renewal options. |

### **Action Items for Consideration**

- |                  |  |
|------------------|--|
| Chris Poinatte   | <p>15. Approve the Investment Policy, Investment Strategies, Approved Broker/Dealers and Training sources for the period of February 1, 2021 through January 31, 2022.</p> <p>16. Approve execution of Contract No. 8005342, for Co-Financial Advisor Services, with Hilltop Securities, Inc., of Fort Worth, Texas, in an amount not to exceed \$262,500.00; and Contract No. 8005355, for Co-Financial Advisor Services, with Estrada Hinojosa &amp; Company, Inc., of Dallas, Texas, in an amount not to exceed \$112,500.00, for the five-year term of the Contracts. Total amount of this action is \$375,000.00.</p>   |
| Elaine Rodriguez | <p>17. Approve adoption of a resolution approving Contract No. 8005407, for Bond Counsel Services with McCall, Parkhurst &amp; Horton L.L.P. and West &amp; Associates, L.L.P. for an initial five-year term with two additional one-year renewal options.</p> <p>18. Approve adoption of a resolution approving Contract No. 8005375, for Disclosure Counsel Services, with Bracewell LLP and Hardwick Law Firm, LLC, for an initial five-year term with two additional one-year renewal options.</p>   |
| Michael Youngs   | <p>19. Approve execution of Contract No. 8005357, for Data Catalog Software, with Miracle Software Systems, Inc., of Novi, Michigan, in an amount not to exceed \$594,778.00, for the initial one-year term of the Contract, with options to renew for four additional one-year periods.</p> <p>20. Approve an increase and extension to Contract No. 8005294, for Snowflake Software License, with Snowflake, Inc., of San Mateo, California, in an amount not to exceed \$833,895.00, for a revised Contract amount of \$931,895.00.</p> <p>21. Approve execution of Contract No. 8005333, for Information Technology Consulting Services, with Arora Engineers, Inc., of Irving, Texas, in an amount not to exceed \$2,500,000.00; Contract No. 8005403, for Information Technology Consulting Services, with Faith Group, LLC, of St. Louis, Missouri, in an amount not to exceed \$2,500,000.00; Contract No. 8005404, for Information Technology Consulting Services, with Moye I.T. Consulting, LLC dba Moye Consulting, of Irving, Texas, in an amount not to exceed \$2,500,000.00; and Contract No. 8005405, for Information Technology Consulting Services, with The Evolvers Group, L.P., of Flower Mound, Texas, in an amount not to exceed \$2,500,000.00, for the initial three-year term of the Contracts, with options to renew for two additional one-year periods, subject to funding availability. Total amount of this action is \$10,000,000.00.</p> |

### **Closed Session**

22. In accordance with provisions of Section 551.071 of the Texas Government Code, a closed session will be held 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:

Dali Wireless, Inc. v. Dallas/Fort Worth International Airport Board

### **Open Session**

- Michael Youngs      23. Approve an increase to Contract No. 7006084, for Public Radio System Maintenance and Support, with E.F. Johnson Company, of Irving, Texas, in an amount not to exceed, \$4,347,781.00, for a revised Contract amount of \$15,352,580.64.

### **Discussion Items**

- Tamela Lee      24. Monthly D/S/M/WBE Expenditure Report.
- Greg Spoon      25. Purchase Orders/Contracts and Professional Services Contracts approved by authorized staff.



# KPIs and Financial Report – FY 2021

Two months ending November 30, 2020 – Unaudited

# Key Performance Indicator Scorecard

Two months ending November 30, 2020 – Unaudited

(\$ in millions)

Key Performance Indicator	Year-To-Date						FY 2021
	FY 2020 Actuals	FY 2021 Actuals	FY 2021 Budget	Actuals vs. Budget Increase/(Decrease)			Annual Budget
Application of CARES Proceeds	\$0.0	\$6.8	\$11.7	(\$4.9)	(41.8%)	■	\$128.3
Total Expenditure Budget	\$165.1	\$151.1	\$154.7	(\$3.6)	(2.3%)	■	\$963.4
Total Passengers (Ms)	12.38	7.23	6.26	0.97	15.5%	■	53.1
Total Landed Weights (Bs)	8.0	5.6	5.6	0.0	0.5%	■	42.0

## Results Status Bar

- Improved/Constant
- Worse



# DFW Cost Center

Two months ending November 30, 2020 – Unaudited

	Year-To-Date					FY 2021
	FY 2020 Actuals	FY2021 Actuals	FY 2021 Budget	Actuals vs. Budget Increase/(Decrease)		Annual Budget
Revenues						
Parking	\$30.4	\$12.6	\$11.3	\$1.4	12.1%	\$107.6
Concessions	15.9	8.7	9.0	(0.3)	(3.2%)	69.8
Rental Car	6.1	3.9	3.5	0.4	11.3%	25.1
Commercial Development	9.1	9.6	9.5	0.1	1.0%	57.4
Other Revenues	7.7	5.2	5.6	(0.3)	(5.7%)	34.5
CARES Act Revenues - DFWCC	0.0	5.9	8.3	(2.4)	(0.3)	91.0
Total Revenues	69.3	46.0	47.1	(1.1)	(2.4%)	385.4
DFW CC Expenditures						
Operating Expenditures	23.1	16.5	16.9	(0.4)	(2.1%)	119.6
Debt Service, net of PFCs & CFCs	9.8	10.3	11.0	(0.7)	(6.3%)	55.3
Total Expenditures	32.9	26.9	27.9	(1.0)	(3.8%)	175.0
Gross Margin - DFW Cost Center	36.4	19.1	19.2	(0.1)	(0.5%)	210.4
Less Transfers and Skylink						
DFW Terminal Contribution	0.5	0.5	0.5	0.0	0.0%	2.8
Skylink Costs	5.6	7.7	7.8	(0.1)	(1.1%)	43.6
Revenues from DFW Cost Center	\$30.3	\$11.0	\$11.0	\$0.0	0.0%	\$164.0

# Airfield and Terminal Cost Centers

Two months ending November 30, 2020 – Unaudited

	Year-To-Date					FY 2021
	FY 2020 Actuals	FY2021 Actuals	FY 2021 Budget	Actuals vs. Budget Increase/(Decrease)		Annual Budget
Revenues						
Landing Fees	\$17.8	\$12.5	\$12.4	\$0.1	0.5%	\$93.5
Other Airfield	2.2	2.0	2.1	(0.1)	(4.1%)	10.7
Transfer from DFW Cost Center	14.0	11.7	11.7	0.0	0.0%	70.0
CARES Act Revenues - Airfield	0.0	0.1	1.3	(1.2)	(90.8%)	14.8
Total Airfield Revenue	34.0	26.3	27.5	(1.2)	(4.5%)	189.0
Terminal Leases	55.3	55.3	55.3	0.0	0.0%	331.8
FIS Fees	4.1	1.6	1.5	0.1	5.8%	15.3
Turn Fees	4.3	1.8	3.3	(1.4)	(43.9%)	24.7
Other Terminal	4.4	2.8	3.3	(0.5)	(15.2%)	20.8
CARES Act Revenues - Terminal	0.0	0.8	2.0	(1.3)	(61.4%)	22.5
Total Terminal Revenues	68.1	62.3	65.4	(3.1)	(4.7%)	415.2
DFW Terminal Contributions	0.5	0.5	0.5	0.0	0.0%	2.8
Total Revenues	102.6	89.1	93.4	(4.3)	(4.6%)	607.0
Expenditures						
Operating Expenditures	56.1	50.8	52.2	(1.4)	(2.7%)	338.4
Debt Service, net of PFCs	41.1	45.8	48.7	(2.9)	(6.0%)	268.7
Total Expenditures	97.2	96.5	100.9	(4.3)	(4.3%)	607.0
Total Airfield /Terminal Net Income/(Loss)	\$5.4	(\$7.5)	(\$7.5)	(\$0.0)	0.0%	(\$0.0)

# Operating Fund – Total Expenditures

Two months ending November 30, 2020 – Unaudited

	Year-To-Date					FY 2021
	FY 2020 Actuals	FY2021 Actuals	FY 2021 Budget	Actuals vs. Budget Increase/(Decrease)		Annual Budget
Operating Expenditures						
Salaries and Wages	\$26.3	\$26.5	\$26.6	(\$0.1)	(0.4%)	\$166.3
Benefits	11.8	11.1	11.8	(0.7)	(6.0%)	74.4
Facility Maintenance Contracts	12.5	12.2	12.2	0.1	0.5%	86.2
Other Contract Services	15.9	13.4	14.0	(0.6)	(4.3%)	96.3
Utilities	4.4	4.0	3.9	0.1	1.6%	26.1
Equipment and Other Supplies	2.5	2.3	2.4	(0.2)	(7.5%)	17.9
Insurance	0.9	1.3	1.3	(0.1)	(4.9%)	9.9
Fuels	0.6	0.3	0.5	(0.1)	(30.1%)	3.2
General, Administrative, and Other	1.0	0.6	0.7	(0.1)	(8.7%)	12.6
Change in Operating Reserves	8.1	2.2	2.2	0.0	0.0%	2.2
Total Operating Expenditures	83.9	73.8	75.6	(1.8)	(2.3%)	495.2
Debt Service, gross	81.1	77.3	79.1	(1.9)	(2.4%)	468.2
Total Operating Fund Expenditures	\$165.1	\$151.1	\$154.7	(\$3.6)	(2.3%)	\$963.4

**DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD  
OFFICIAL BOARD ACTION/RESOLUTION**

Date	Committee	Subject	Resolution #		
01/07/2021	Finance/Audit	Fire Station Alerting Software Upgrade			
<b>Action</b> That the Chief Executive Officer or designee be authorized to increase Contract No. 7006257, for Fire Station Alerting Software Upgrade, with Westnet, Inc., of Huntington Beach, California, in an amount not to exceed \$99,000.00, for a revised Contract amount not to exceed \$482,775.13.					
<b>Description</b> <ul style="list-style-type: none"><li>• Increase the Contract for Fire Station Alerting Software Upgrade for each Airport Fire Station.</li></ul>					
<b>Justification</b> <ul style="list-style-type: none"><li>• This system provides audible and visual notifications at DFW Fire Stations. It will only alert those who need to respond to a fire call using low-level lighting at night and intercom voice messages to communicate fire call information.</li><li>• This system supports response times in compliance with FAR 139 (arrival of Aircraft Rescue Fire Fighting Trucks within 3 minutes of phone notification from the Air Traffic Control Tower).</li><li>• The increase will facilitate replacement of end of life hardware at multiple Fire Stations and provide contract capacity for ongoing preventative maintenance of the system.</li></ul>					
<b>D/S/M/WBE Information</b> <ul style="list-style-type: none"><li>• The annual goal for the historical SBE Program is 20%.</li><li>• N/A - Not subject to a goal per the Board's historical SBE Policy due to nature of the procurement. (Sole Source exemption).</li></ul>					
<b>Schedule/Term</b> <ul style="list-style-type: none"><li>• The current Contract completion date of September 30, 2021, is not affected by this Action.</li></ul>					
Contract #	Agreement #	Purchase Order #	Action Amount	Revised Amount	
7006257			NTE \$99,000.00	\$482,775.13	
<b>For Information contact</b>		<b>Fund</b>	<b>Project #</b>	<b>External Funding Source</b>	<b>Amount</b>
Michael Youngs		Operating Fund			\$3,330.00
3-5350		DFW Capital Acct	26557-01		\$95,670.00
Miriam Seymour					
3-5631					

**Additional Information**

- In November 2015, Board Staff awarded Contract No. 7006257, for Fire Station Alert System Software and Support Services, to Westnet, Inc., of Huntington Beach, California.
- This Contract is exempt from competitive bidding, in accordance with Local Government Code 252.022, as it is available from only one source.
- Funding split between Operating budget for ongoing maintenance and support expenses, and DFW Capital Acct for capitalized system purchases.

Additional Attachments: **N****BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD**

That the Chief Executive Officer or designee be authorized to increase Contract No. 7006257, for Fire Station Alerting Software Upgrade, with Westnet, Inc., of Huntington Beach, California, in an amount not to exceed \$99,000.00, for a revised Contract amount not to exceed \$482,775.13.

**Approved as to Form by**


Rodriguez, Elaine  
Legal Counsel  
Dec 17, 2020 12:28 pm

**Approved as to Funding by**


Underwood, Max  
Vice President Finance  
Finance  
Dec 17, 2020 10:54 am

**Approved as to M/WBE by**


Burks Lee, Tamela  
Vice President Business Diversity  
and Development  
Business Diversity and  
Development  
Dec 17, 2020 10:13 am

**SIGNATURE REQUIRED FOR APPROVAL****Approved by**


Department Head  
Information Technology Svcs  
Dec 16, 2020 11:53 am

Pending

Chief Executive Officer

Date

**DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD  
OFFICIAL BOARD ACTION/RESOLUTION**

Date	Committee	Subject	Resolution #	
01/07/2021	Finance/Audit	Private Crowd-Sourcing Incident Reporting Platform		
<b>Action</b> That the Chief Executive Officer or designee be authorized to execute Contract No. 8005406, for Private Crowd-Sourcing Incident Reporting Platform, with ELERTS Corporation, of Weymouth, Massachusetts, in an amount not to exceed \$143,400.00, for the initial one-year term of the Contract, with annual renewal options.				
<b>Description</b> <ul style="list-style-type: none"><li>Award a Contract for Private Crowd-Sourcing Incident Reporting Platform which will allow employees, stakeholders, contractors, and the traveling public to quickly report concerns by using their own mobile devices.</li></ul> <b>Justification</b> <ul style="list-style-type: none"><li>Contract will provide a system to report issues impacting customer and operations to the Integrated Operations Center.</li><li>The platform will be integrated with event management and response systems to provide enhanced situational awareness.</li><li>The system provides a FEMA tested National Incident Management System (NIMS) compliant mobile incident reporting solution for crowd sourced data.</li><li>Product enables data input in areas with weak or intermittent connectivity to be collected and submitted when communication is restored.</li></ul>				
<b>D/S/M/WBE Information</b> <ul style="list-style-type: none"><li>The annual goal for the M/WBE Program is 31%.</li><li>In accordance with the Board's M/WBE Program, no M/WBE goal was determined for this Contract due to limited availability of M/WBE firms that perform this service.</li></ul>				
<b>Schedule/Term</b> <ul style="list-style-type: none"><li>Start Date: February 2021</li><li>Contract Term: One year, with annual renewal options</li></ul>				
Contract #	Agreement #	Purchase Order #	Action Amount	Revised Amount
8005406			NTE \$143,400.00	\$0
For Information contact	Fund	Project #	External Funding Source	Amount
Michael Youngs 3-5350 Miriam Seymour 3-5631	Operating Fund			\$143,400.00

**Additional Information**

- This Contract is exempt from competitive bidding, in accordance with Local Government Code 252.022, as it is available from only one source.

Additional Attachments: **N****BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD**

That the Chief Executive Officer or designee be authorized to execute Contract No. 8005406, for Private Crowd-Sourcing Incident Reporting Platform, with ELERTS Corporation, of Weymouth, Massachusetts, in an amount not to exceed \$143,400.00, for the initial one-year term of the Contract, with annual renewal options.

**Approved as to Form by**

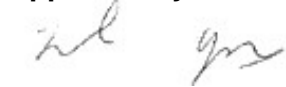

Rodriguez, Elaine  
Legal Counsel  
Dec 17, 2020 12:29 pm

**Approved as to Funding by**


Underwood, Max  
Vice President Finance  
Finance  
Dec 17, 2020 10:55 am

**Approved as to M/WBE by**


Burks Lee, Tamela  
Vice President Business Diversity  
and Development  
Business Diversity and  
Development  
Dec 17, 2020 10:13 am

**SIGNATURE REQUIRED FOR APPROVAL****Approved by**


Department Head  
Information Technology Svcs  
Dec 16, 2020 11:53 am

Pending

Chief Executive Officer

Date

**DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD  
OFFICIAL BOARD ACTION/RESOLUTION**

Date	Committee	Subject	Resolution #	
01/07/2021	Finance/Audit	Approval of Investment Policy		
<b>Action</b> That the Airport Board approve the attached Investment Policy, Investment Strategies, Approved Broker/Dealers and Training sources for the period of February 1, 2021 through January 31, 2022.				
<b>Description</b> <ul style="list-style-type: none"><li>• The Texas Public Funds Investment Act (PFIA) requires all governing bodies of public entities to approve an investment policy each year, providing guidance for the investment of public funds.</li><li>• The PFIA also requires the governing body to approve the investment strategies for the entity, the broker/dealers authorized to sell investments to the entity and the training sources utilized by the investment officers to meet training requirements.</li><li>• A copy of the proposed Policy is attached along with a red-lined draft of the last approved policy.</li><li>• Notable changes to the investment policy include:<ul style="list-style-type: none"><li>◆ Acceptance of electronic signatures.</li><li>◆ Extension of the stated maximum maturity for investments within two funds.</li><li>◆ Update of the current broker/dealer's name from Piper Jaffray to Piper Sandler to reflect the new business name.</li><li>◆ No changes were made to the approved training sources.</li></ul></li></ul>				
<b>Justification</b> <ul style="list-style-type: none"><li>• This provides guidelines for the Investment of DFW Public Funds and compliance with Texas Public Funds Investment Act.</li></ul>				
<b>D/S/M/WBE Information</b> <ul style="list-style-type: none"><li>• Not Applicable</li></ul>				
Contract #	Agreement #	Purchase Order #	Action Amount	Revised Amount
			\$0	\$0
For Information contact	Fund	Project #	External Funding Source	Amount
James Mauldin 3-5447				\$0



**Additional Information**Additional Attachments: **Y****BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD**

That the Airport Board approve the attached Investment Policy, Investment Strategies, Approved Broker/Dealers and Training sources for the period of February 1, 2021 through January 31, 2022.

**Approved as to Form by**

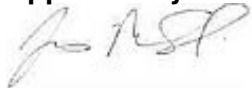

Rodriguez, Elaine  
Legal Counsel  
Dec 16, 2020 10:23 am

**Approved as to Funding by**


Underwood, Max  
Vice President Finance  
Finance  
Dec 15, 2020 6:16 pm

**Approved as to M/WBE by**


Burks Lee, Tamela  
Vice President Business Diversity  
and Development  
Business Diversity and  
Development  
Dec 17, 2020 10:14 am

**SIGNATURE REQUIRED FOR APPROVAL****Approved by**


Department Head

Dec 15, 2020 9:33 am

Pending

Chief Executive Officer

Date

# Dallas Fort Worth International Airport

## INVESTMENT POLICY and STRATEGIES

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Revised and Approved: January 7<sup>th</sup>, 2021  
Effective Date of Policy: February 1<sup>st</sup>, 2021

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## **SECTION I**

### **INVESTMENT POLICY**

#### **1.0 INTRODUCTION AND PURPOSE**

- A. This policy ("Investment Policy") shall provide the guidelines by which the Dallas/Fort Worth International Airport Board ("DFW") will maintain adequate cash to meet its liquidity needs and to provide protection for its principal while optimizing yield. This policy also serves to satisfy the statutory requirements of defining and adopting a formal investment policy as required by the Texas Public Funds Investment Act, Government Code Chapter 2256 (the "Act") as amended and effective June 17, 2011 (see Section V below) and provides compliance with existing bond ordinances. All investments made by DFW shall comply with the Act, and federal, state and local statutes, rules and regulations.

#### **2.0 SCOPE**

- A. This Investment Policy applies to the operating funds, special purpose funds, interest and sinking funds, reserve funds, bond funds and FIC funds of DFW. Excluded from this policy are the Dallas/Fort Worth International Airport Employees' Retirement Plans and funds held by a trustee in accordance with an authorized trust agreement. The investment of bond funds (as defined by the Internal Revenue Service) is managed in accordance with their governing resolution and all applicable state and federal law.

#### **3.0 INVESTMENT OBJECTIVES**

- A. Investment of the funds covered by this policy is governed by the following objectives in the order of priority:
- 1) Safety of Principal
    - a) The primary objective of all investment activity is the preservation of capital and safety of principal in the overall portfolio. Each investment transaction will seek to ensure first that capital losses are avoided, whether they are from security defaults or erosion of market value.
    - b) DFW seeks to control risk of loss due to the failure of a security issuer or grantor. Such risk will be controlled by investing only in the safest type of securities as defined in the policy; by collateralization as required by law; and through portfolio diversification by maturity and type.
  - 2) Maintenance of Adequate Liquidity: To the extent that cash flow requirements can be reasonably anticipated, investments are managed to meet them. Liquidity needs are met by investing in investment pools, no-load money market funds and interest-bearing demand bank accounts that allow for same day withdrawals.
  - 3) Public Trust: All participants in DFW's investment process shall seek to act responsibly as custodians of the public trust. Investment Officers (as defined in Section 13.0 below) shall avoid any transactions that impair the public confidence in DFW.
  - 4) Optimization of Interest Earnings: The investment portfolio is managed with the objective of optimizing interest earnings while remaining in compliance with the policy, the law, and the Airport's risk tolerance, as expressed in this policy. Optimizing interest earnings, although important, is subordinate to the safety and liquidity objectives of DFW.

#### **4.0 AUTHORIZED INVESTMENTS**

- A. Investments described below are authorized by the Act and are eligible investments for DFW. The purchase of specific issues may at times be restricted or prohibited by the Finance/Audit Committee and Board of Directors. Except for money market mutual funds, at no time shall any single security (cusip) exceed 5% of total DFW funds unless said investment consists of or is collateralized by instruments described in Section 9.0. DFW funds governed by this policy may be invested in:
- 1) Obligations of the United States or its agencies or instrumentalities as permitted by Government Code 2256.009(a)(1)

- 2) Obligations of the State of Texas or its agencies or instrumentalities as permitted by Government Code 2256.009(a)(2)
- 3) Other obligations, the principal and interest of which are unconditionally guaranteed or insured by the full faith and credit of this State or the United States or their respective agencies and instrumentalities, including obligations that are fully guaranteed or insured by the Federal Deposit Insurance Corporation or by the explicit full faith and credit of the United States, as permitted by Government Code 2256.009 (a)
- 4) Municipal obligations having a minimum bond rating of A as permitted by Government Code 2256.009(a)(5)
- 5) Certificates of deposit and share certificates as permitted by Government Code 2256.010
- 6) Fully collateralized repurchase agreements permitted by Government Code 2256.011
- 7) Banker's acceptances as permitted by Government Code 2256.012
- 8) Commercial paper as permitted by Government Code 2256.013 that is issued in the United States and pre-approved by at least two Investment Officers
- 9) Two types of mutual funds as permitted by Government Code 2256.014 - money market mutual funds and no-load mutual funds
- 10) A guaranteed investment contract ("GIC") as an investment vehicle for bond proceeds provided it meets the criteria and eligibility requirements established by Government Code 2256.015
- 11) Public funds investment pools as permitted by Government Code 2256.016

#### **5.0 INTEREST-BEARING DEMAND BANK ACCOUNTS**

- A. In addition to regular demand bank accounts, DFW may deposit funds into interest-bearing demand bank accounts.
  - 1) Interest-bearing demand bank accounts shall be considered the same as demand bank accounts in that collateral shall conform to the same levels contractually agreed upon in the depository contract.
  - 2) Letters of credit issued by the Federal Home Loan Bank ("FHLB") agency can be accepted as collateral for interest bearing demand bank accounts, in an amount not to exceed \$200 million.

#### **6.0 UNAUTHORIZED INVESTMENTS**

- A. The following investments are specifically prohibited under this Policy:
  - 1) Collateral mortgage obligations and any derivatives thereof
  - 2) Asset-backed commercial paper
  - 3) Investments specifically prohibited by Government Code 2256.009(b)
  - 4) Investments with maturities greater than ten years based on DFW's original settlement (purchase) date
- B. Disposition of investments that were authorized investments at the time of purchase but have subsequently become unauthorized:
  - 1) DFW is not required to liquidate investments that were authorized investments at the time of purchase. Per Government Code 2256.017, the decision to sell such a security will be reasonably and prudently reviewed by the Investment Officers and a determination made with the best interest of DFW in mind.

#### **7.0 CREDIT RATING MONITORING**

- A. DFW will monitor credit rating changes monthly through the Bloomberg Launchpad Program. Investments required to be monitored must have a minimum required rating as stated in Government Code 2256.009. If an investment no longer has the minimum rating required, the Investment Officers will take all prudent measures that are consistent with this investment policy, including possible liquidation of the investment.

#### **8.0 SPECIAL PLACEMENT OF CERTIFICATES OF DEPOSIT**

- A. The Board of Directors may authorize placement of certificates of deposit ("CD") with small, local financial institutions located in the Dallas/Fort Worth metropolitan statistical area, in an amount not greater than \$1,000,000 and with maturities of one year or less, without seeking competitive bids.

## 9.0 COLLATERAL

### A. CERTIFICATES OF DEPOSIT COLLATERAL

- 1) Authorization: Consistent with the Texas Government Code, Chapter 2257 (see Section VI), DFW requires all bank and savings and loan association deposits to be federally insured or collateralized with authorized securities. Financial institutions providing CDs, where collateral will be pledged, are required to sign a depository agreement with DFW. The safekeeping portion of the depository agreement will define DFW's rights to the collateral in case of default, bankruptcy, or closing and will establish a perfected security interest in compliance with federal and state regulations. The depository agreement must:
  - a) Be inwriting;
  - b) Be executed by the depository and DFW contemporaneously with the acquisition of the asset;
  - c) Be approved by the depository's board of directors or loan committee, with a copy of the meeting minutes delivered to DFW; and
  - d) Be part of the depository's "official record" continuously since its execution.
- 2) Allowable Collateral
  - a) Obligations of the United States or its agencies or instrumentalities, as permitted by Government Code 2256.009.
  - b) Obligations of the State of Texas or its agencies or instrumentalities, as permitted by Government Code 2256.009.
  - c) Municipal obligations having a minimum bond rating of AA as permitted by Government Code 2256.009.
  - d) Letters of credit issued by the Federal Home Loan Bank ("FHLB") agency. The use of FHLB letters of credit as a form of collateral may be used for special placement of CDs as defined in Section 8.0.
  - e) Surety bonds issued by financial institutions having at least an AA or an equivalent credit rating from at least one nationally recognized rating firm. Surety bonds shall be monitored annually to assure the bond remains in place and is of an amount adequate to meet this policy.
  - f) Collateral as permitted by the pooled collateral state program under Subchapter F of the Public Funds Collateral Act.
- 3) Collateral Levels
  - a) The market value of the principal portion of collateral pledged for CDs must at all times be equal to or greater than the par value of the CD plus accrued interest, less the applicable level of FDIC insurance. The collateral market value must be maintained at the following levels:
    - (1) US Treasuries or agencies, State of Texas agencies or instrumentalities, and municipal obligations rated AA – 102%
    - (2) Surety bonds rated AA – 100%
    - (3) FHLB letters of credit – 100%
    - (4) If multiple forms of collateral are utilized, the total collateral should be at least 102%
- 4) Monitoring Collateral Adequacy: Surety bonds and FHLB letters of credit will be monitored on an annual basis. Other types of acceptable collateral will be monitored on a monthly basis. An Investment Officer will monitor adequacy of collateralization levels to verify market values and total collateral positions. If the collateral pledged for a certificate of deposit falls below the par value of the deposit, plus accrued interest, less FDIC insurance, the institution issuing the CD will be notified by an Investment Officer and will be required to pledge additional collateral no later than the end of the next succeeding business day after notice.
- 5) Safekeeping of Collateral: All collateral securing bank and savings and loan deposits, with the exception of surety and FHLB Letters of Credit, must be held by a third-party institution, in DFW's name, meeting the requirements of the Public Funds Collateral Act and acceptable to DFW, or by the Federal Reserve Bank.

B. COLLATERAL FOR REPURCHASE AGREEMENTS AND GUARANTEED INVESTMENT CONTRACTS (“GICs”)

- 1) Authorization: Repurchase agreements or GICs must also be secured in accordance with State law. Counter-parties to a repurchase transaction will be required to sign a copy of the Bond Market Association Master Repurchase Agreement or a form compliant with such agreement as approved by DFW. An executed copy of this Agreement must be on file before DFW will enter into any transaction with counter-parties. The Finance and Audit Committee and the Board of Directors must approve all Master Repurchase Agreements and GICs.
- 2) Allowable Collateral
  - a) United States Treasuries
  - b) United States Agencies or Instrumentalities
  - c) Collateral as permitted by the pooled collateral state program under Subchapter F of the Public Funds Collateral Act.
  - d) Cash in combination with the obligations described in a) through c) above.
- 3) Collateral Levels
  - a) A repurchase agreement or GIC’s security value will be the par value plus accrued interest. The collateral market value must be maintained at the following minimum levels:

Agreement Maturities Greater Than One Business Day

U. S. Treasury Securities 102%

U. S. Agency and Instrumentalities 102%

Agreement Maturities Not Exceeding One Business Day

All Securities 100%

- 4) Monitoring Collateral Adequacy: Monthly monitoring by an Investment Officer of market values of all underlying securities purchased as collateral for repurchase agreements and GICs is required. If the value of the securities underlying an agreement should fall below the required amount, an Investment Officer will notify the repo or GIC issuer, who will have one business day from notice to remedy the insufficiency.
  - 5) Safekeeping of Collateral: The securities pledged under repurchase agreements and GICs must be delivered to a third-party custodian with whom DFW has established a safekeeping agreement.
- C. COLLATERAL SUBSTITUTION
- 1) Collateral substitutions are permitted when the substitute collateral is of the type allowable by this policy and maintains the collateral levels required by this policy. Notice of collateral substitution must be submitted in writing to DFW within three business days of the substitution and include the type and market value of both the collateral substituted and the substitute collateral. The Investment Officers may prohibit or limit substitution and assess appropriate fees if substitution becomes excessive or abusive. Any costs relating to the substitution of collateral must be the responsibility of the institution requesting the substitution.

**10.0 SAFEKEEPING OF INVESTMENTS**

- A. All securities transactions will be executed by “delivery versus payment” (DVP) or “receive versus payment” (RVP) through DFW’s Safekeeping Agent (as defined below). By so doing, DFW funds are not released until DFW has received, through the Safekeeping Agent, the securities purchased.
- 1) Safekeeping Agreement - DFW will contract with an independent third-party custodian (the “Safekeeping Agent”) for the safekeeping of securities owned by DFW as a part of its investment portfolio. All securities shall be held in the name of DFW and shall be evidenced by a monthly statement from the Safekeeping Agent.

**11.0 FINANCE/AUDIT COMMITTEE**

- A. The Finance and Audit Committee shall serve as the oversight committee relating to the investment of DFW’s funds. Responsibilities in this regard are to:



- 1) Review and recommend approval by the Board of Directors of the Investment Policy on an annual basis as required by the Act.
- 2) Review and recommend approval by the Board of Directors of an Annual Investment Strategy for each fund on an annual basis as required by the Act.
- 3) Review investment reports on a quarterly basis.

#### **12.0 REVIEW AND ADOPTION**

- A. This Investment Policy, Investment Strategies, Approved Investment Training Sources, and Approved Broker/Dealers List will be reviewed annually by the Finance and Audit Committee and approved by the Board of Directors. Interim amendments must be reviewed by the Finance and Audit Committee and approved by the Board of Directors.

#### **13.0 AUTHORITY TO INVEST**

- A. The Chief Financial Officer, the Vice President of Treasury Management, , Senior Cash & Investment Manager, Treasury Analyst and the Cash & Investment Manager are the “Investment Officers” of DFW. Except as limited below, Investment Officers are authorized to deposit, withdraw, transfer, and execute documentation with regards to investments, and manage DFW funds in accordance with this Investment Policy and Strategies. All investment purchases and sales, excluding money market fund transfers on established accounts, require the approval of two investment officers. Approval may be effected by email or text message with signatures to follow.
- B. The Cash & Investment Manager and the Treasury Analyst will exercise the rights of an Investment Officer, respectively, solely in the absence of any one or more of the primary officers – Chief Financial Officer, Vice President Treasury Management and Senior Cash and Investment Manager.
- C. All documents pertaining to this policy signed by Adobe, similar electronic reproduction or signature transmitted by mail or facsimile shall constitute effective execution and delivery and may be used in lieu of originals for all purposes.

#### **14.0 INVESTMENT TRAINING**

- A. All “Investment Officers” are required to take at least 10 hours of investment training from an approved training source within 12 months after taking office or assuming duties. Thereafter, 10 hours of training is required once in every two fiscal years. The training will address investment controls, security risks, strategy risks, market risks, and compliance with the Act. If an Investment Officer is not in compliance with the Act, the officer will be suspended from the duties and responsibilities of the office until such time as they regain compliance. To ensure quality and suitability, training will be obtained from independent sources not involved in investment transactions with DFW, and that are approved by the Board of Directors. See Section IV of this policy book for a list of approved investment training sources

#### **15.0 PRUDENCE**

- A. The standard of prudence to be used by DFW will be the “prudent person standard” and will be applied in the context of managing the overall portfolio within the applicable legal constraints and under the prevailing economic conditions. The standard states: “Investments will be made with judgment and care, under circumstances then prevailing, that a person of prudence, discretion and intelligence would exercise in the management of the person’s own affairs, not for speculation, but for investment, considering the probable safety of capital and the probable income to be derived”.
- B. The designated Investment Officers will perform their duties with judgment and care in accordance with the adopted Investment Policy and internal procedures. Investment Officers, acting in good faith and in accordance with these policies and procedures, will be relieved of personal liability. In determining whether an investment officer has exercised prudence with respect to an investment decision (in addition to compliance with policies and procedures) the determination will be made taking into consideration the investment of all funds, or funds under the entity’s control, over which the officer had responsibility rather than a single investment.

## **16.0 STANDARD OF ETHICS**

- A. The designated Investment Officers will adhere to Dallas / Fort Worth International Airport Board Code of Business Ethics and the Act. All Investment Officers will disclose to the Finance and Audit Committee their financial interests in financial institutions that conduct business with DFW, and they will disclose all personal financial/investment positions that could be related to the performance of DFW's portfolio. Investment Officers will refrain from personal business activity, other than routine banking relations, that could conflict with proper execution of the investment program, or which could impair their ability to make impartial investment decisions.  
Additionally, all Investment Officers will file with the Texas Ethics Commission and DFW a statement disclosing any personal business relationship with an entity seeking to sell investments to DFW or any relationship within the second degree by affinity or consanguinity to an individual seeking to sell investments to DFW.
- B. All Investment Officers shall certify in writing to the Chief Executive Officer no later than December 31 of each year that they have no personal business relationship with any investors or investment companies currently involved in investment activities or seeking investment opportunities with DFW. Written notice shall be made to the Texas Ethics Commission only if such relationship exists.

## **17.0 ESTABLISHMENT OF INTERNAL CONTROLS**

- A. The Finance and Audit Committee of the Board of Directors will oversee the investment officers in the maintenance of a system of internal controls over the investment activities of DFW. DFW, in conjunction with its annual financial audit, will perform a compliance audit of management controls on investments and adherence to the Investment Policy.

## **18.0 REPORTING**

- A. Investment performance will be monitored and evaluated by the Investment Officers. The Investment Officers will provide a quarterly comprehensive report, as defined in the Act, signed by all Investment Officers to the Finance and Audit Committee, the Board of Directors and to the Chief Executive Officer. An independent auditor will formally review the investment reports at least annually and the result of the review reported to the governing body by that auditor. DFW will utilize a nationally recognized pricing service to obtain market prices for investments acquired with public funds. This investment report will:
  - 1) Describe in detail the investment position of DFW on the date of the report;
  - 2) State the reporting period beginning market value and ending market value for the period of each pooled fund group.
  - 3) Include all fully accrued interest as of the end of the reporting period.
  - 4) State the reporting period, beginning market value and book value and ending market value and book value for each investment security by asset type and fund type.
  - 5) State the maturity date of each investment security.
  - 6) State the fund for which each investment security was purchased, and
  - 7) State the compliance of the investment portfolio with the Investment Policy, Investment Strategy and the Act.

## **19.0 BROKER/DEALERS**

- A. Annually, DFW shall adopt a list of qualified broker/dealer firms authorized to engage in investment transactions with DFW.
- B. The Investment Officers shall evaluate the broker/dealers and select not less than five and not more than seven broker/dealers, excluding the depository bank, to be presented to the Board of Directors for approval.
- C. Each broker/dealer firm, at least annually, shall sign a letter of acknowledgment that:
  - 1) The qualified broker/dealer representative signing the acknowledgment is authorized to execute the document on behalf of the Broker/Dealer company;
  - 2) That the qualified broker/dealer representative has received and reviewed the Investment Policy and Strategies;

- D. DFW may not purchase investments from a new broker/dealer until the acknowledgement has been signed and received by the Investment Officer(s).
- E. New broker/dealers shall complete and submit a broker/dealer questionnaire provided by DFW
- F. Approved broker/dealers with securities inventories available electronically for view and/or purchase, shall provide DFW the ability to view and purchase investments electronically. Failure of a broker/dealer to notify DFW of the ability to view and/or purchase investments electronically or to deny access may be cause for termination.
- G. In the event that DFW's current depository is not an approved broker/dealer, there shall be a separate certification signed by a qualified representative of the bank. Such certification will cover daily sweep investments and money market transactions within the depository bank.
- H. This Investment Policy is in effect until the Board of Directors approves a superseding policy and said policy has been made available to the broker/dealers. The Investment Officers shall provide a new investment policy approved by the Board of Directors within 60 days of approval.

#### **20.0 COMPETITIVE PRACTICES**

- A. Investment transactions governed by this policy will adhere to bidding procedures as outlined in the Public Funds Investment Act, whether the transaction is executed by an Investment Officer or by a contracted investment advisor. Viewing published broker/dealer's inventories available for sale may be considered an offer and a part of the competitive review process. At least three (3) competitive offers/bids for all security transactions is required.

#### **21.0 ELECTRONIC PORTALS**

- A. Investment Officers may use electronic portals such as Bloomberg to view, solicit and complete securities sales and purchase transactions.

#### **22.0 DIVERSIFICATION**

- A. Diversification by investment type will be maintained to ensure an active and efficient secondary market in portfolio investments and to control the market and credit risks associated with specific investment types.
- B. Bond proceeds may be invested in a single security or investment if the Finance/Audit Committee determines that such an investment is necessary to comply with federal arbitrage restrictions or to facilitate arbitrage record keeping and calculation.

#### **23.0 SALE OF SECURITIES**

- A. A security may be liquidated to meet unanticipated cash requirements, to minimize the loss of principal on a declining credit security or to re-deploy cash into other investments expected to outperform current holdings, or otherwise improve the quality, yield or target duration in the portfolio.

#### **24.0 INVESTMENT POLICY ADOPTION**

- A. DFW's Investment Policy shall be adopted by resolution of the Board of Directors at least annually. It is DFW's intent to comply with state law and regulations. The Investment Policy shall be subject to revisions consistent with changing laws, regulations, and needs of DFW. The resolution of the Board of Directors shall include a detail of all substantive changes to the policy.

#### **25.0 PRECEDENCE**

- A. Should there be any discrepancies, conflicts or inconsistencies between the Act and the Investment Policy, the Act shall take precedence. Similarly, if the Investment Policy does not provide complete or clear direction, the Act shall be the controlling guidance.

## **26.0 EFFECTIVE DATE**

- A. In order to allow sufficient time for the approval process and to notify broker/dealers under this Investment Policy, the effective date of this Investment Policy is February 1<sup>st</sup>, 2021. The Investment Policy approved on September 3, 2020 shall remain effective until that date.

## SECTION II

### INVESTMENT STRATEGIES

#### A. PORTFOLIO STRATEGY

##### 1.0 PURPOSE

- A. These investment strategies ("Investment Strategies") conform to the requirements of the Texas Public Funds Investment Act ("the Act") Government Code 2256.005 (d) which states: "As an integral part of an investment policy, the governing body shall adopt a separate written investment strategy for each of the funds or group of funds under its control. Each investment strategy must describe the investment objectives for the particular fund using the following priorities in order of importance:
  - 1) Understanding of the suitability of the investment to the financial requirements of the entity
  - 2) Preservation and safety of principal
  - 3) Liquidity
  - 4) Marketability of the investment if a need arises to liquidate before maturity
  - 5) Diversification of the investment portfolio
  - 6) Yield
- B. The strategies provide guidelines for the day-to-day management of DFW's investment portfolio in a dynamic and changing market environment.
- c. In the event a new fund is created that is not covered in the strategies below, that fund may be invested according to the guidelines established at the time by the Chief Financial Officer until this Investment Policy is amended by the approval of the board no later than the next annual adoption of the policy.

##### 2.0 OPTIMIZATION OF INTEREST

- A. To optimize interest earnings, below are the recommended strategies to employ when market conditions vary.
  - 1) In markets where time risk is rewarded, invest for longer terms. This market has a normal Treasury yield curve.
  - 2) In markets where time risk is not rewarded, invest for shorter terms. This will provide the opportunity and the funds to reinvest when markets improve. This market has a flat or inverted Treasury yield curve.

##### 3.0 PORTFOLIO DIVERSIFICATION

- A. Risk in the portfolio will be minimized by diversifying investment types and issuers according to the following limitations.
- B. Diversification targets and limits will be monitored on a quarterly basis.
- C. In the event a pooled fund group is formed at DFW, as defined in the Act, the maximum dollar-weighted average maturity will be 90 days.
- D. In case of Internal sales from one fund to another, the buying fund maximum maturity may not be exceeded for more than 60days. Should a transaction of this nature happen, such should be noted in the appropriate quarterly investment report.

<b>Limits by Investment Sector</b>	<b>Minimum Ratings</b>	<b>Maximum</b>	<b>Maximum Maturity</b>
U.S. Treasury Notes/Bills	N/A	100%	10 years
U.S. Agencies & Instrumentalities	N/A	100%	10 years
Texas Agencies or Instrumentalities	N/A	100%	10 years
Certificates of Deposit	N/A	100%	5 years
Banker's Acceptances	Short-Term A1/P1	20%	270 days
Municipals	A or equivalent by one nationally recognized ratings agency	30%	10 years
Repurchase Agreements	A or equivalent by one nationally recognized ratings agency	100%	5 years
Guaranteed Investment Contract	A or equivalent by one nationally recognized ratings agency	100%	5 years
Money Market Mutual Funds Stable Value	N/A	55%	N/A
No Load Mutual Funds	AAA or AAAM by one nationally recognized rating agency	15%	N/A
Local Government Pool	AAA or AAAM by one nationally recognized rating agency	55%	
Callable U.S. Agencies	N/A	40%	10 years
Commercial Paper	A1/P1 by two recognized ratings agencies	25%	270 days

<b><u>Limits for Individual Issuers Under Each Category</u></b>	<b><u>Maximum Issuer Percentage</u></b>
U.S. Agencies & Instrumentalities	40%
Certificates of Deposit	20%
Banker's Acceptances	5%
Municipals – State & Local	10%
Municipals – Out-of-State	10%
Repurchase Agreements	25%
Guaranteed Investment Contracts	25%
Money Market Mutual Funds (A1)	20%
Local Government Pools	55%
No Load Mutual Funds	15%
Commercial Paper	10%

## B. STRATEGIES BY FUND

### 1.0 OPERATING FUNDS (102)

- A. The Operating Fund has two strategies. One for general operating funds and another for reserve-type funds
  - 1) General Operating Funds (Funds 1XX -other than reserve -type Funds)
    - (a) Fund Purpose: The main Operating Fund is used to meet daily operating and maintenance expenses, and to provide for the monthly transfers to the various interest and sinking funds that accumulate the annual debt service coverage.
    - (b) Estimated Fund Retention: Securities will be positioned to mature within one year. Up to 20% or approximately \$25Million may be up to 2 years
    - (c) Maximum Maturity: Two years
    - (d) Target Weighted Average Maturity ("WAM"): 180 days to 270 days
    - (e) Appropriate Investments: Liquidity is essential to meet DFW's ongoing obligations and may be effectively achieved with approved short-term investments. Diversification by maturity date may assure that funds are available to meet obligations.
    - (f) Yield Objective: Shall be to optimize investment earnings within policy guidelines and liquidity constraints.
    - (g) Benchmark: The benchmark is the average 3-6 month Treasury Bill yield over the quarterly reporting period.
  - 2) Three Month Operating Reserve and Rolling Coverage Funds
    - (a) Fund Purpose: The Three-Month Operating Reserve Fund is a long-term reserve fund equal to one-quarter of the current operating expenses of DFW. The Rolling Coverage Fund is a long-term reserve fund equal to one-quarter of DFW's annual debt service payments.
    - (b) Estimated Fund Retention: As reserve funds, the balance is stable and long-term.
    - (c) Maximum Maturity: The maximum maturity is 10 years, however, at the end of the preceding quarter, at least 75% of the combined funds referenced in 2) above shall have final maturities of five years or less.
    - (d) Target WAM: Shall range from 24 to 48 months depending on perceived market conditions.
    - (e) Appropriate Investments: Any investments authorized by policy, except Guaranteed Investment Contracts (GIC's) and Flexible Repurchase Agreements are suitable for this reserve fund. Liquidity is not a primary concern. Diversification by issuer is also preferred but shall be considered primarily as part of the overall portfolio.
    - (f) Yield Objective: Shall be to optimize interest earnings by extending portfolio maturities thereby taking advantage of upward sloping yield curves or locking in higher yields during periods of monetary policy easing.
    - (g) Benchmark: Shall be the average 2-Year Treasury Note yield over the quarterly reporting period.

### 2.0 PFC FUND (252)

- A. Fund Purpose: This fund is for passenger facility charges ("PFC") revenue that is segregated per law.
- B. Estimated Fund Retention: DFW will spend PFCs at the same rate they are collected.
- C. Maximum Maturity: One year
- D. Target WAM: 180 days
- E. Appropriate Investments: Liquidity is essential to meet the monthly debt service payments to the Interest and Sinking Funds. Therefore, securities with active secondary markets and a high degree of marketability are preferred. Diversification by issuer is also preferred but shall be considered primarily as part of the overall portfolio.
- F. Yield Objective: Shall be to optimize interest earnings within policy guidelines and liquidity constraints.
- G. Benchmark: The 3-month Treasury Bill yield will be the benchmark.

### 3.0 CAPITAL FUNDS

#### A. Joint Capital Account (320)

- 1) Fund Purpose: As part of the new Use Agreement, the Joint Capital Fund is a segregated fund for capital improvements subject to airline approval (MII).
- 2) Estimated Funds Retention: Funds in this account will be expended over a one to three years period. DFW currently plans to use the Joint Capital Account to fund scheduled projects, then to reimburse the Joint Capital Account from the issuance of bonds during construction. In addition, DFW expects to maintain a core amount of about \$200 million that may be held for longer periods. This Account is funded from proceeds from natural gas royalties and the sale of real estate.
- 3) Maximum Maturity: Five years,
- 4) Target WAM: The target weighted average maturity of the Joint Capital Account shall be based on an annual review of expected cash flows, but will normally range from 180 days to three years. Whenever possible, the maturity structure shall be ladder with securities maturing on various dates to meet known obligations.
- 5) Appropriate Investments: Liquidity is essential to meet DFW's ongoing obligations and may be effectively achieved with the use of short and long-term investments. Diversification by maturity date will assure that funds are available to meet obligations.
- 6) Yield Objective: Shall be to optimize interest earnings within policy guidelines and liquidity constraints.
- 7) Benchmark: The benchmark for this fund shall be the one-year Moving Treasury Average ("MTA") over the quarterly reporting period.

#### B. DFW Capital Account (340)

- 1) Fund Purpose: The DFW Capital Fund is a segregated account for discretionary capital improvements. Expenditures from this fund do not require approval from the airlines.
- 2) Estimated Funds Retention: The DFW Capital Fund will generally pay for capital projects in one to three years. However, at the end of the preceding quarter, up to 25% or approximately \$40Million of this fund may have maximum maturities of five years.
- 3) Maximum Maturity: Five years.
- 4) Target WAM: The target weighted average maturity shall be 180 days to two years depending on perceived market conditions and expected liquidity in the fund
- 5) Appropriate Investments: Any short-term investments authorized by policy
- 6) Yield Objective: Shall be to optimize interest earnings within policy guidelines and liquidity constraints.
- 7) Benchmark: Shall be the 6-month Treasury Bill yield over the quarterly reporting period.

#### C. Bond and Commercial Paper Funds (Joint and DFW Capital)

- 1) The investing of bond/commercial paper proceeds is subject to policy limitations and the bond covenants. Where differences exist, the bond covenants will prevail. The bond/commercial paper proceeds are designated for construction and capitalized interest payments.
  - (a) Fund Purpose: The bond funds are used to reimburse construction funds and are to be expended in accordance with the anticipated timeframe for the projects involved. to pay capitalized interest on semi-annual debt service payments.
  - (b) Estimated Fund Retention: Fund will be expended based on construction.
  - (c) Maximum Maturity: Not to exceed three years.
  - (d) Target WAM: One year.
  - (e) Appropriate Investments: Subject to the restrictions of individual bond covenants, any investment authorized by policy except non-2a7 mutual funds are suitable for investment of Bond Funds. Liquidity is essential to meet capitalized interest debt service payments.
  - (f) Yield Objective: Shall be to optimize interest earnings within known cash flow requirements,



- policy guidelines and individual bond covenants.
- (g) Benchmark: The benchmark for this fund is the 6-month Treasury Bill
- 2) Construction Funds (Joint and DFW Capital) – Funds are zero balance accounts.

#### 4.0 INTEREST AND SINKING FUNDS (500s)

- A. Fund Purpose: The purpose of the Interest and Sinking (I&S) Funds is to meet semi-annual debt service obligations.
- B. Estimated Funds Retention: Short-term to meet semi-annual debt service payments
- C. Maximum Maturity: One year
- D. Target WAM: 90 – 270 days
- E. Appropriate Investments: Any short-term investments authorized by policy, except 2a7 mutual funds, are suitable for the Interest & Sinking Funds. Securities possessing active secondary markets and a high degree of marketability are preferred. Diversification by issuer is also preferred but will be considered primarily as part of the overall portfolio.
- F. Yield Objective: The yield objective shall be to optimize interest earnings within policy guidelines and liquidity constraints.
- G. Benchmark: The benchmark for this fund shall be the average 3-month Treasury Bill yield over the quarterly reporting period.

#### 5.0 DEBT SERVICE RESERVE FUNDS (600s)

- A. Fund Purpose: In case of an emergency, the Debt Service Reserve Fund will be used to make debt service payments.
- B. Estimated Funds Retention: Long-term
- C. Maximum Maturity: The maximum maturity is 10 years, however, at the end of the preceding quarter, at least 75% of the fund shall have final maturities of five years or less.
- D. Target WAM: Shall be from 2 - 4 years depending on perceived market conditions.
- E. Appropriate Investments: Any investments authorized by policy, except Guaranteed Investment Contracts (GIC's) are suitable for the Debt Service Reserve Fund. Liquidity is not a primary concern, although securities possessing active secondary markets and a high degree of marketability are preferred. Issuer and maturity date diversification is also preferred, but shall be considered primarily as part of the overall portfolio.
- F. Yield Objective: Shall be to optimize interest earnings by extending portfolio maturities, thereby taking advantage of upward sloping yield curves, or locking in higher yields during periods of monetary policy easing.
- G. Benchmark for this fund shall be the average 2-Year Treasury Note yield over the quarterly reporting period.

#### 6.0 PFIC FUNDS – Funds 9 or 9XX

- A. CTC Funds
  - 1) Fund Purpose: Used to pay rental car center ("RAC") bus operating expenses.
  - 2) Estimated Funds Retention: Less than one year.
  - 3) Maximum Maturity: One year.
  - 4) Target WAM: 180 days
  - 5) Appropriate Investments: short-term
  - 6) Yield Objective: Liquidity takes precedence and then maximize yield within the short-term time frame
  - 7) Benchmark: Average 3-month Treasury Bill over the reporting period
- B. CFC Funds
  - 1) Fund Purpose: To pay monthly debt service payments of RAC refunding bonds and to use for PFIC-approved capital expenditures.
  - 2) Estimated Funds Retention: Three to five years for a core amount (approximately \$25 million) and one to two years for the remaining.

- 3) Maximum Maturity: Five years for the core amount and two years for the remainder.
  - 4) Target WAM: 180 to 360 days depending on projected cash flows.
  - 5) Appropriate Investments: short to mid-term
  - 6) Yield Objective: Liquidity takes precedence and then maximize yield within the short to mid-term time frame for the non-core
  - 7) Benchmark: Average 6-month Treasury Bill over the reporting period
- C. Hotels Operating Funds
- 1) Fund Purpose: To pay for hotel operating expenses may be used for PFIC-approved expenditures.
  - 2) Estimated Funds Retention: Approximately one year.
  - 3) Maximum Maturity: One Year
  - 4) Target WAM: 180 days
  - 5) Appropriate Investments: Short-term
  - 6) Yield Objective: Liquidity takes precedence and then maximize yield within the short to mid-term time frame
  - 7) Benchmark: 3-month Treasury Bill
- D. Hotels FF&E Funds
- 1) Fund Purpose: To purchase furniture, fixtures and equipment for the hotel per budget.
  - 2) Estimated Funds Retention: One year.
  - 3) Maximum Maturity: One year.
  - 4) Target WAM: 90 to 180 days
  - 5) Appropriate Investments: Short-term investments such as discos, money markets and commercial paper.
  - 6) Yield Objective: Liquidity takes precedence and then maximize yield within the short-term time frame
  - 7) Benchmark: 3-month Treasury Bill
- E. Hotels and West Business Center Capital Accounts
- 1) Fund Purpose: To supplement the FF&E funds to pay for PFIC approved long-term capital projects.
  - 2) Estimated Funds Retention: Up to three years, based on new PFIC Investment opportunities.
  - 3) Maximum Maturity: 3 years
  - 4) Target WAM: 180 days to 2 years
  - 5) Appropriate Investments: Any investments authorized by policy, except GICs and Repos.
  - 6) Yield Objective: Maximize yield by extending maturities of funds that will not be expended soon.
  - 7) Benchmark: 1-year Treasury Bill.

### SECTION III

#### 2021 APPROVED BROKER/DEALERS

**Vining Sparks IBG, LP**

2107 Elliott Avenue,  
Suite 208  
Seattle, WA 98121

**Anthony Nelson, 206-443-7256**

**Mark Stahl, 206-443-7258**

**Rice Securities, LLC**

**Minority Owned**

55 Broad Street, 27<sup>th</sup> Floor  
New York, NY 10004

**Jared Fragin & Tim Barbera**  
**(212)-908-9260**

**Piper Sandler & Co.**

1177 West Loop South,  
Suite 1500

Houston, TX 77027

**Jason Jeansonne**

**(713) 343-3915**

**Samuel A. Ramirez & Co., Inc.**

**Minority Owned**

61 Broadway, Suite 2924  
New York, NY 10006

**Tracy Marcus and**

**T. Ryan Greenwalt**

**(212) 378-7122**

**Stifel Nicolaus & Company**

5956 Sherry Lane,  
Suite 875  
Dallas, TX 75225

**Mike Bell**

**(214) 706-9469**

**Wells Fargo Securities LLC**

1445 Ross Avenue,  
2nd Floor  
Dallas, TX 75202

**Michael Minahan**

**(214) 777-4014**

**Multi-Bank Securities, Inc. 20 North Wacker Dr.**

**Chicago, IL 60606**

**Carol Mackoff**

**(888) 857-4740**

**Ken Bruce**

**(888) 537-0740**

**Money Market Investments**

**JP Morgan Chase**

(Commercial Bank)

420 Throckmorton, 4th Floor  
Fort Worth, TX. 76102

**Mike Wilson**

**(817) 884-4283**

Note: If a broker/dealer is minority-owned or a primary dealer this is noted under the firm's name.

**SECTION IV**  
**2020 APPROVED INVESTMENT TRAINING SOURCES**  
**&**  
**INVESTMENT OFFICER’S TRAINING CERTIFICATES**

- Alliance of Texas Treasury Associations (TEXPO Conferences)
- University of North Texas Center for Public Management
- Patterson & Associates
- Texas State University - William P. Hobby Center for Public Service
- Government Treasury Association of Texas - Conferences/Classes

**SECTION V**  
**PUBLIC FUNDS INVESTMENT ACT**

There were no amendments to the PFIAs in 2020 by the Texas Legislature, that affects this policy.

**SECTION VI**  
**PUBLIC FUNDS COLLATERAL ACT**

There were no amendments to the Texas PFCAs in 2020 that affects this policy.

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# Dallas Fort Worth International Airport

## INVESTMENT POLICY and STRATEGIES



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Revised and Approved: ~~September 3, 2020~~ January 7<sup>th</sup>, 2021  
Effective Date of Policy: ~~September 3<sup>rd</sup>, 2020~~ February 1<sup>st</sup>, 2021

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## **SECTION I**

### **INVESTMENT POLICY**

#### **1.0 INTRODUCTION AND PURPOSE**

- A. This policy ("Investment Policy") shall provide the guidelines by which the Dallas/Fort Worth International Airport Board ("DFW") will maintain adequate cash to meet its liquidity needs and to provide protection for its principal while optimizing yield. This policy also serves to satisfy the statutory requirements of defining and adopting a formal investment policy as required by the Texas Public Funds Investment Act, Government Code Chapter 2256 (the "Act") as amended and effective June 17, 2011 (see Section V below) and provides compliance with existing bond ordinances. All investments made by DFW shall comply with the Act, and federal, state and local statutes, rules and regulations.

#### **2.0 SCOPE**

- A. This Investment Policy applies to the operating funds, special purpose funds, interest and sinking funds, reserve funds, bond funds and FIC funds of DFW. Excluded from this policy are the Dallas/Fort Worth International Airport Employees' Retirement Plans and funds held by a trustee in accordance with an authorized trust agreement. The investment of bond funds (as defined by the Internal Revenue Service) is managed in accordance with their governing resolution and all applicable state and federal law.

#### **3.0 INVESTMENT OBJECTIVES**

- A. Investment of the funds covered by this policy is governed by the following objectives in the order of priority:
- 1) Safety of Principal
    - a) The primary objective of all investment activity is the preservation of capital and safety of principal in the overall portfolio. Each investment transaction will seek to ensure first that capital losses are avoided, whether they are from security defaults or erosion of market value.
    - b) DFW seeks to control risk of loss due to the failure of a security issuer or grantor. Such risk will be controlled by investing only in the safest type of securities as defined in the policy; by collateralization as required by law; and through portfolio diversification by maturity and type.
  - 2) Maintenance of Adequate Liquidity: To the extent that cash flow requirements can be reasonably anticipated, investments are managed to meet them. Liquidity needs are met by investing in investment pools, no-load money market funds and interest-bearing demand bank accounts that allow for same day withdrawals.
  - 3) Public Trust: All participants in DFW's investment process shall seek to act responsibly as custodians of the public trust. Investment Officers (as defined in Section 13.0 below) shall avoid any transactions that impair the public confidence in DFW.
  - 4) Optimization of Interest Earnings: The investment portfolio is managed with the objective of optimizing interest earnings while remaining in compliance with the policy, the law, and the Airport's risk tolerance, as expressed in this policy. Optimizing interest earnings, although important, is subordinate to the safety and liquidity objectives of DFW.

#### **4.0 AUTHORIZED INVESTMENTS**

- A. Investments described below are authorized by the Act and are eligible investments for DFW. The purchase of specific issues may at times be restricted or prohibited by the Finance/Audit Committee and Board of Directors. Except for money market mutual funds, at no time shall any single security (cusip) exceed 5% of total DFW funds unless said investment consists of or is collateralized by instruments described in Section 9.0. DFW funds governed by this policy may be invested in:
- 1) Obligations of the United States or its agencies or instrumentalities as permitted by Government Code 2256.009(a)(1)

- 2) Obligations of the State of Texas or its agencies or instrumentalities as permitted by Government Code 2256.009(a)(2)
- 3) Other obligations, the principal and interest of which are unconditionally guaranteed or insured by the full faith and credit of this State or the United States or their respective agencies and instrumentalities, including obligations that are fully guaranteed or insured by the Federal Deposit Insurance Corporation or by the explicit full faith and credit of the United States, as permitted by Government Code 2256.009 (a)
- 4) Municipal obligations having a minimum bond rating of A as permitted by Government Code 2256.009(a)(5)
- 5) Certificates of deposit and share certificates as permitted by Government Code 2256.010
- 6) Fully collateralized repurchase agreements permitted by Government Code 2256.011
- 7) Banker's acceptances as permitted by Government Code 2256.012
- 8) Commercial paper as permitted by Government Code 2256.013 that is issued in the United States and pre-approved by at least two Investment Officers
- 9) Two types of mutual funds as permitted by Government Code 2256.014 - money market mutual funds and no-load mutual funds
- 10) A guaranteed investment contract ("GIC") as an investment vehicle for bond proceeds provided it meets the criteria and eligibility requirements established by Government Code 2256.015
- 11) Public funds investment pools as permitted by Government Code 2256.016

#### **5.0 INTEREST-BEARING DEMAND BANK ACCOUNTS**

- A. In addition to regular demand bank accounts, DFW may deposit funds into interest-bearing demand bank accounts.
  - 1) Interest-bearing demand bank accounts shall be considered the same as demand bank accounts in that collateral shall conform to the same levels contractually agreed upon in the depository contract.
  - 2) Letters of credit issued by the Federal Home Loan Bank ("FHLB") agency can be accepted as collateral for interest bearing demand bank accounts, in an amount not to exceed \$200 million.

#### **6.0 UNAUTHORIZED INVESTMENTS**

- A. The following investments are specifically prohibited under this Policy:
  - 1) Collateral mortgage obligations and any derivatives thereof
  - 2) Asset-backed commercial paper
  - 3) Investments specifically prohibited by Government Code 2256.009(b)
  - 4) Investments with maturities greater than ten years based on DFW's original settlement (purchase) date
- B. Disposition of investments that were authorized investments at the time of purchase but have subsequently become unauthorized:
  - 1) DFW is not required to liquidate investments that were authorized investments at the time of purchase. Per Government Code 2256.017, the decision to sell such a security will be reasonably and prudently reviewed by the Investment Officers and a determination made with the best interest of DFW in mind.

#### **7.0 CREDIT RATING MONITORING**

- A. DFW will monitor credit rating changes monthly through the Bloomberg Launchpad Program. Investments required to be monitored must have a minimum required rating as stated in Government Code 2256.009. If an investment no longer has the minimum rating required, the Investment Officers will take all prudent measures that are consistent with this investment policy, including possible liquidation of the investment.

#### **8.0 SPECIAL PLACEMENT OF CERTIFICATES OF DEPOSIT**

- A. The Board of Directors may authorize placement of certificates of deposit ("CD") with small, local financial institutions located in the Dallas/Fort Worth metropolitan statistical area, in an amount not greater than \$1,000,000 and with maturities of one year or less, without seeking competitive bids.

## 9.0 COLLATERAL

### A. CERTIFICATES OF DEPOSIT COLLATERAL

- 1) Authorization: Consistent with the Texas Government Code, Chapter 2257 (see Section VI), DFW requires all bank and savings and loan association deposits to be federally insured or collateralized with authorized securities. Financial institutions providing CDs, where collateral will be pledged, are required to sign a depository agreement with DFW. The safekeeping portion of the depository agreement will define DFW's rights to the collateral in case of default, bankruptcy, or closing and will establish a perfected security interest in compliance with federal and state regulations. The depository agreement must:
  - a) Be in-writing;
  - b) Be executed by the depository and DFW contemporaneously with the acquisition of the asset;
  - c) Be approved by the depository's board of directors or loan committee, with a copy of the meeting minutes delivered to DFW; and
  - d) Be part of the depository's "official record" continuously since its execution.
- 2) Allowable Collateral
  - a) Obligations of the United States or its agencies or instrumentalities, as permitted by Government Code 2256.009.
  - b) Obligations of the State of Texas or its agencies or instrumentalities, as permitted by Government Code 2256.009.
  - c) Municipal obligations having a minimum bond rating of AA as permitted by Government Code 2256.009.
  - d) Letters of credit issued by the Federal Home Loan Bank ("FHLB") agency. The use of FHLB letters of credit as a form of collateral may be used for special placement of CDs as defined in Section 8.0.
  - e) Surety bonds issued by financial institutions having at least an AA or an equivalent credit rating from at least one nationally recognized rating firm. Surety bonds shall be monitored annually to assure the bond remains in place and is of an amount adequate to meet this policy.
  - f) Collateral as permitted by the pooled collateral state program under Subchapter F of the Public Funds Collateral Act.
- 3) Collateral Levels
  - a) The market value of the principal portion of collateral pledged for CDs must at all times be equal to or greater than the par value of the CD plus accrued interest, less the applicable level of FDIC insurance. The collateral market value must be maintained at the following levels:
    - (1) US Treasuries or agencies, State of Texas agencies or instrumentalities, and municipal obligations rated AA – 102%
    - (2) Surety bonds rated AA – 100%
    - (3) FHLB letters of credit – 100%
    - (4) If multiple forms of collateral are utilized, the total collateral should be at least 102%
- 4) Monitoring Collateral Adequacy: Surety bonds and FHLB letters of credit will be monitored on an annual basis. Other types of acceptable collateral will be monitored on a monthly basis. An Investment Officer will monitor adequacy of collateralization levels to verify market values and total collateral positions. If the collateral pledged for a certificate of deposit falls below the par value of the deposit, plus accrued interest, less FDIC insurance, the institution issuing the CD will be notified by an Investment Officer and will be required to pledge additional collateral no later than the end of the next succeeding business day after notice.
- 5) Safekeeping of Collateral: All collateral securing bank and savings and loan deposits, with the exception of surety and FHLB Letters of Credit, must be held by a third-party institution, in DFW's name, meeting the requirements of the Public Funds Collateral Act and acceptable to DFW, or by the Federal Reserve Bank.

B. COLLATERAL FOR REPURCHASE AGREEMENTS AND GUARANTEED INVESTMENT CONTRACTS (“GICs”)

- 1) Authorization: Repurchase agreements or GICs must also be secured in accordance with State law. Counter-parties to a repurchase transaction will be required to sign a copy of the Bond Market Association Master Repurchase Agreement or a form compliant with such agreement as approved by DFW. An executed copy of this Agreement must be on file before DFW will enter into any transaction with counter-parties. The Finance and Audit Committee and the Board of Directors must approve all Master Repurchase Agreements and GICs.
- 2) Allowable Collateral
  - a) United States Treasuries
  - b) United States Agencies or Instrumentalities
  - c) Collateral as permitted by the pooled collateral state program under Subchapter F of the Public Funds Collateral Act.
  - d) Cash in combination with the obligations described in a) through c) above.
- 3) Collateral Levels
  - a) A repurchase agreement or GIC’s security value will be the par value plus accrued interest. The collateral market value must be maintained at the following minimum levels:

Agreement Maturities Greater Than One Business Day

U. S. Treasury Securities 102%

U. S. Agency and Instrumentalities 102%

Agreement Maturities Not Exceeding One Business Day

All Securities 100%

- 4) Monitoring Collateral Adequacy: Monthly monitoring by an Investment Officer of market values of all underlying securities purchased as collateral for repurchase agreements and GICs is required. If the value of the securities underlying an agreement should fall below the required amount, an Investment Officer will notify the repo or GIC issuer, who will have one business day from notice to remedy the insufficiency.
  - 5) Safekeeping of Collateral: The securities pledged under repurchase agreements and GICs must be delivered to a third-party custodian with whom DFW has established a safekeeping agreement.
- C. COLLATERAL SUBSTITUTION
- 1) Collateral substitutions are permitted when the substitute collateral is of the type allowable by this policy and maintains the collateral levels required by this policy. Notice of collateral substitution must be submitted in writing to DFW within three business days of the substitution and include the type and market value of both the collateral substituted and the substitute collateral. The Investment Officers may prohibit or limit substitution and assess appropriate fees if substitution becomes excessive or abusive. Any costs relating to the substitution of collateral must be the responsibility of the institution requesting the substitution.

**10.0 SAFEKEEPING OF INVESTMENTS**

- A. All securities transactions will be executed by “delivery versus payment” (DVP) or “receive versus payment” (RVP) through DFW’s Safekeeping Agent (as defined below). By so doing, DFW funds are not released until DFW has received, through the Safekeeping Agent, the securities purchased.
- 1) Safekeeping Agreement - DFW will contract with an independent third-party custodian (the “Safekeeping Agent”) for the safekeeping of securities owned by DFW as a part of its investment portfolio. All securities shall be held in the name of DFW and shall be evidenced by a monthly statement from the Safekeeping Agent.

**11.0 FINANCE/AUDIT COMMITTEE**

- A. The Finance and Audit Committee shall serve as the oversight committee relating to the investment of DFW’s funds. Responsibilities in this regard are to:

- 1) Review and recommend approval by the Board of Directors of the Investment Policy on an annual basis as required by the Act.
- 2) Review and recommend approval by the Board of Directors of an Annual Investment Strategy for each fund on an annual basis as required by the Act.
- 3) Review investment reports on a quarterly basis.

#### 12.0 REVIEW AND ADOPTION

- A. This Investment Policy, Investment Strategies, Approved Investment Training Sources, and Approved Broker/Dealers List will be reviewed annually by the Finance and Audit Committee and approved by the Board of Directors. Interim amendments must be reviewed by the Finance and Audit Committee and approved by the Board of Directors.

#### 13.0 AUTHORITY TO INVEST

- A. The Chief Financial Officer, the Vice President of Treasury Management, , Senior Cash & Investment Manager, Treasury Analyst and the Cash & Investment Manager are the “Investment Officers” of DFW. Except as limited below, Investment Officers are authorized to deposit, withdraw, transfer, and execute documentation with regards to investments, and manage DFW funds in accordance with this Investment Policy and Strategies. All investment purchases and sales, excluding money market fund transfers on established accounts, require the approval of two investment officers. Approval may be effected by email or text message with signatures to follow.
- B. The Cash & Investment Manager and the Treasury Analyst will exercise the rights of an Investment Officer, respectively, solely in the absence of any one or more of the primary officers – Chief Financial Officer, Vice President Treasury Management and Senior Cash and Investment Manager.

C. All documents pertaining to this policy signed by Adobe, similar electronic reproduction or signature transmitted by mail or facsimile shall constitute effective execution and delivery and may be used in lieu of originals for all purposes.

#### 14.0 INVESTMENT TRAINING

- A. All “Investment Officers” are required to take at least 10 hours of investment training from an approved training source within 12 months after taking office or assuming duties. Thereafter, 10 hours of training is required once in every two fiscal years. The training will address investment controls, security risks, strategy risks, market risks, and compliance with the Act. If an Investment Officer is not in compliance with the Act, the officer will be suspended from the duties and responsibilities of the office until such time as they regain compliance. To ensure quality and suitability, training will be obtained from independent sources not involved in investment transactions with DFW, and that are approved by the Board of Directors. See Section IV of this policy book for a list of approved investment training sources

#### 15.0 PRUDENCE

- A. The standard of prudence to be used by DFW will be the “prudent person standard” and will be applied in the context of managing the overall portfolio within the applicable legal constraints and under the prevailing economic conditions. The standard states: “Investments will be made with judgment and care, under circumstances then prevailing, that a person of prudence, discretion and intelligence would exercise in the management of the person’s own affairs, not for speculation, but for investment, considering the probable safety of capital and the probable income to be derived”.
- B. The designated Investment Officers will perform their duties with judgment and care in accordance with the adopted Investment Policy and internal procedures. Investment Officers, acting in good faith and in accordance with these policies and procedures, will be relieved of personal liability. In determining whether an investment officer has exercised prudence with respect to an investment decision (in addition to compliance with policies and procedures) the determination will be made taking into consideration the investment of all funds, or funds under the entity’s control, over which the officer had responsibility rather than a single investment.

#### 16.0 STANDARD OF ETHICS

- A. The designated Investment Officers will adhere to Dallas / Fort Worth International Airport Board Code of Business Ethics and the Act. All Investment Officers will disclose to the Finance and Audit Committee their financial interests in financial institutions that conduct business with DFW, and they will disclose all personal financial/investment positions that could be related to the performance of DFW's portfolio. Investment Officers will refrain from personal business activity, other than routine banking relations, that could conflict with proper execution of the investment program, or which could impair their ability to make impartial investment decisions.  
  
Additionally, all Investment Officers will file with the Texas Ethics Commission and DFW a statement disclosing any personal business relationship with an entity seeking to sell investments to DFW or any relationship within the second degree by affinity or consanguinity to an individual seeking to sell investments to DFW.
- B. All Investment Officers shall certify in writing to the Chief Executive Officer no later than December 31 of each year that they have no personal business relationship with any investors or investment companies currently involved in investment activities or seeking investment opportunities with DFW. Written notice shall be made to the Texas Ethics Commission only if such relationship exists.

#### 17.0 ESTABLISHMENT OF INTERNAL CONTROLS

- A. The Finance and Audit Committee of the Board of Directors will oversee the investment officers in the maintenance of a system of internal controls over the investment activities of DFW. DFW, in conjunction with its annual financial audit, will perform a compliance audit of management controls on investments and adherence to the Investment Policy.

#### 18.0 REPORTING

- A. Investment performance will be monitored and evaluated by the Investment Officers. The Investment Officers will provide a quarterly comprehensive report, as defined in the Act, signed by all Investment Officers to the Finance and Audit Committee, the Board of Directors and to the Chief Executive Officer. An independent auditor will formally review the investment reports at least annually and the result of the review reported to the governing body by that auditor. DFW will utilize a nationally recognized pricing service to obtain market prices for investments acquired with public funds. This investment report will:
  - 1) Describe in detail the investment position of DFW on the date of the report;
  - 2) State the reporting period beginning market value and ending market value for the period of each pooled fund group.
  - 3) Include all fully accrued interest as of the end of the reporting period.
  - 4) State the reporting period, beginning market value and book value and ending market value and book value for each investment security by asset type and fund type.
  - 5) State the maturity date of each investment security.
  - 6) State the fund for which each investment security was purchased, and
  - 7) State the compliance of the investment portfolio with the Investment Policy, Investment Strategy and the Act.

#### 19.0 BROKER/DEALERS

- A. Annually, DFW shall adopt a list of qualified broker/dealer firms authorized to engage in investment transactions with DFW.
- B. The Investment Officers shall evaluate the broker/dealers and select not less than five and not more than seven broker/dealers, excluding the depository bank, to be presented to the Board of Directors for approval.
- C. Each broker/dealer firm, at least annually, shall sign a letter of acknowledgment that:
  - 1) The qualified broker/dealer representative signing the acknowledgment is authorized to execute the document on behalf of the Broker/Dealer company;
  - 2) That the qualified broker/dealer representative has received and reviewed the Investment Policy and Strategies;



- D. DFW may not purchase investments from a new broker/dealer until the acknowledgement has been signed and received by the Investment Officer(s).
- E. New broker/dealers shall complete and submit a broker/dealer questionnaire provided by DFW
- F. Approved broker/dealers with securities inventories available electronically for view and/or purchase, shall provide DFW the ability to view and purchase investments electronically. Failure of a broker/dealer to notify DFW of the ability to view and/or purchase investments electronically or to deny access may be cause for termination.
- G. In the event that DFW's current depository is not an approved broker/dealer, there shall be a separate certification signed by a qualified representative of the bank. Such certification will cover daily sweep investments and money market transactions within the depository bank.
- H. This Investment Policy is in effect until the Board of Directors approves a superseding policy and said policy has been made available to the broker/dealers. The Investment Officers shall provide a new investment policy approved by the Board of Directors within 60 days of approval.

#### **20.0 COMPETITIVE PRACTICES**

- A. Investment transactions governed by this policy will adhere to bidding procedures as outlined in the Public Funds Investment Act, whether the transaction is executed by an Investment Officer or by a contracted investment advisor. Viewing published broker/dealer's inventories available for sale may be considered an offer and a part of the competitive review process. At least three (3) competitive offers/bids for all security transactions is required.

#### **21.0 ELECTRONIC PORTALS**

- A. Investment Officers may use electronic portals such as Bloomberg to view, solicit and complete securities sales and purchase transactions.

#### **22.0 DIVERSIFICATION**

- A. Diversification by investment type will be maintained to ensure an active and efficient secondary market in portfolio investments and to control the market and credit risks associated with specific investment types.
- B. Bond proceeds may be invested in a single security or investment if the Finance/Audit Committee determines that such an investment is necessary to comply with federal arbitrage restrictions or to facilitate arbitrage record keeping and calculation.

#### **23.0 SALE OF SECURITIES**

- A. A security may be liquidated to meet unanticipated cash requirements, to minimize the loss of principal on a declining credit security or to re-deploy cash into other investments expected to outperform current holdings, or otherwise improve the quality, yield or target duration in the portfolio.

#### **24.0 INVESTMENT POLICY ADOPTION**

- A. DFW's Investment Policy shall be adopted by resolution of the Board of Directors at least annually. It is DFW's intent to comply with state law and regulations. The Investment Policy shall be subject to revisions consistent with changing laws, regulations, and needs of DFW. The resolution of the Board of Directors shall include a detail of all substantive changes to the policy.

#### **25.0 PRECEDENCE**

- A. Should there be any discrepancies, conflicts or inconsistencies between the Act and the Investment Policy, the Act shall take precedence. Similarly, if the Investment Policy does not provide complete or clear direction, the Act shall be the controlling guidance.

**26.0 EFFECTIVE DATE**

- A. In order to allow sufficient time for the approval process and to notify broker/dealers under this Investment Policy, the effective date of this Investment Policy is ~~February 1<sup>st</sup>, 2021. September 3, 2020~~. The Investment Policy approved on ~~September 3, February 3~~ 2020 shall remain effective until that date.

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**SECTION II**  
**INVESTMENT STRATEGIES**  
**A. PORTFOLIO STRATEGY**

**1.0 PURPOSE**

- A. These investment strategies ("Investment Strategies") conform to the requirements of the Texas Public Funds Investment Act ("the Act") Government Code 2256.005 (d) which states: "As an integral part of an investment policy, the governing body shall adopt a separate written investment strategy for each of the funds or group of funds under its control. Each investment strategy must describe the investment objectives for the particular fund using the following priorities in order of importance:
  - 1) Understanding of the suitability of the investment to the financial requirements of the entity
  - 2) Preservation and safety of principal
  - 3) Liquidity
  - 4) Marketability of the investment if a need arises to liquidate before maturity
  - 5) Diversification of the investment portfolio
  - 6) Yield
- B. The strategies provide guidelines for the day-to-day management of DFW's investment portfolio in a dynamic and changing market environment.
- C. In the event a new fund is created that is not covered in the strategies below, that fund may be invested according to the guidelines established at the time by the Chief Financial Officer until this Investment Policy is amended by the approval of the board no later than the next annual adoption of the policy.

**2.0 OPTIMIZATION OF INTEREST**

- A. To optimize interest earnings, below are the recommended strategies to employ when market conditions vary.
  - 1) In markets where time risk is rewarded, invest for longer terms. This market has a normal Treasury yield curve.
  - 2) In markets where time risk is not rewarded, invest for shorter terms. This will provide the opportunity and the funds to reinvest when markets improve. This market has a flat or inverted Treasury yield curve.

**3.0 PORTFOLIO DIVERSIFICATION**

- A. Risk in the portfolio will be minimized by diversifying investment types and issuers according to the following limitations.
- B. Diversification targets and limits will be monitored on a quarterly basis.
- C. In the event a pooled fund group is formed at DFW, as defined in the Act, the maximum dollar-weighted average maturity will be 90 days.
- D. In case of Internal sales from one fund to another, the buying fund maximum maturity may not be exceeded for more than 60days. Should a transaction of this nature happen, such should be noted in the appropriate quarterly investment report.

Limits by Investment Sector	Minimum Ratings	Maximum	Maximum Maturity
U.S. Treasury Notes/Bills	N/A	100%	10 years
U.S. Agencies & Instrumentalities	N/A	100%	10 years
Texas Agencies or Instrumentalities	N/A	100%	10 years
Certificates of Deposit	N/A	100%	5 years
Banker's Acceptances	Short-Term A1/P1	20%	270 days
Municipals	A or equivalent by one nationally recognized ratings agency	30%	10 years
Repurchase Agreements	A or equivalent by one nationally recognized ratings agency	100%	5 years
Guaranteed Investment Contract	A or equivalent by one nationally recognized ratings agency	100%	5 years
Money Market Mutual Funds Stable Value	N/A	55%	N/A
No Load Mutual Funds	AAA or AAAm by one nationally recognized rating agency	15%	N/A
Local Government Pool	AAA or AAAm by one nationally recognized rating agency	55%	
Callable U.S. Agencies	N/A	40%	10 years
Commercial Paper	A1/P1 by two recognized ratings agencies	25%	270 days

<u>Limits for Individual Issuers Under Each Category</u>	<u>Maximum Issuer Percentage</u>
U.S. Agencies & Instrumentalities	40%
Certificates of Deposit	20%
Banker's Acceptances	5%
Municipals – State & Local	10%
Municipals – Out-of-State	10%
Repurchase Agreements	25%
Guaranteed Investment Contracts	25%
Money Market Mutual Funds (A1)	20%
Local Government Pools	55%
No Load Mutual Funds	15%
Commercial Paper	10%



## B. STRATEGIES BY FUND

### 1.0 OPERATING FUNDS (102)

- A. The Operating Fund has two strategies. One for general operating funds and another for reserve-type funds
- 1) General Operating Funds (Funds 1XX -other than reserve -type Funds)
- (a) Fund Purpose: The main Operating Fund is used to meet daily operating and maintenance expenses, and to provide for the monthly transfers to the various interest and sinking funds that accumulate the annual debt service coverage.
  - (b) Estimated Fund Retention: Securities will be positioned to mature within one year. Up to 20% or approximately \$25 Million may be up to 2 years
  - (c) Maximum Maturity: One-Two years
  - (d) Target Weighted Average Maturity ("WAM"): 180 days to 270 days
  - (e) Appropriate Investments: Liquidity is essential to meet DFW's ongoing obligations and may be effectively achieved with approved short-term investments. Diversification by maturity date may assure that funds are available to meet obligations.
  - (f) Yield Objective: Shall be to optimize investment earnings within policy guidelines and liquidity constraints.
  - (g) Benchmark: The benchmark is the average 3-6 month Treasury Bill yield over the quarterly reporting period.
- 2) Three Month Operating Reserve and Rolling Coverage Funds
- (a) Fund Purpose: The ~~Three-~~Month Operating Reserve Fund is a long-term reserve fund equal to one-quarter of the current operating expenses of DFW. The Rolling Coverage Fund is a long-term reserve fund equal to one-quarter of DFW's annual debt service payments.
  - (b) Estimated Fund Retention: As reserve funds, the balance is stable and long-term.
  - (c) Maximum Maturity: The maximum maturity is 10 years, however, at the end of the preceding quarter, at least 75% of the combined funds referenced in 2) above shall have final maturities of five years or less.
  - (d) Target WAM: Shall range from 24 to 48 months depending on perceived market conditions.
  - (e) Appropriate Investments: Any investments authorized by policy, except Guaranteed Investment Contracts (GIC's) and Flexible Repurchase Agreements are suitable for this reserve fund. Liquidity is not a primary concern. Diversification by issuer is also preferred but shall be considered primarily as part of the overall portfolio.
  - (f) Yield Objective: Shall be to optimize interest earnings by extending portfolio maturities thereby taking advantage of upward sloping yield curves or locking in higher yields during periods of monetary policy easing.
  - (g) Benchmark: Shall be the average 2-Year Treasury Note yield over the quarterly reporting period.

### 2.0 PFC FUND (252)

- A. Fund Purpose: This fund is for passenger facility charges ("PFC") revenue that is segregated per law.
- B. Estimated Fund Retention: DFW will spend PFCs at the same rate they are collected.
- C. Maximum Maturity: One year
- D. Target WAM: 180 days
- E. Appropriate Investments: Liquidity is essential to meet the monthly debt service payments to the Interest and Sinking Funds. Therefore, securities with active secondary markets and a high degree of marketability are preferred. Diversification by issuer is also preferred but shall be considered primarily as part of the overall portfolio.
- F. Yield Objective: Shall be to optimize interest earnings within policy guidelines and liquidity constraints.
- G. Benchmark: The 3-month Treasury Bill yield will be the benchmark.

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### 3.0 CAPITAL FUNDS

#### A. Joint Capital Account (320)

- 1) Fund Purpose: As part of the new Use Agreement, the Joint Capital Fund is a segregated fund for capital improvements subject to airline approval (MII).
- 2) Estimated Funds Retention: Funds in this account will be expended over a one to three years period. DFW currently plans to use the Joint Capital Account to fund scheduled projects, then to reimburse the Joint Capital Account from the issuance of bonds during construction. In addition, DFW expects to maintain a core amount of about \$200 million that may be held for longer periods. This Account is funded from proceeds from natural gas royalties and the sale of real estate.
- 3) Maximum Maturity: Five years.
- 4) Target WAM: The target weighted average maturity of the Joint Capital Account shall be based on an annual review of expected cash flows, but will normally range from 180 days to three years. Whenever possible, the maturity structure shall be laddered with securities maturing on various dates to meet known obligations.
- 5) Appropriate Investments: Liquidity is essential to meet DFW's ongoing obligations and may be effectively achieved with the use of short and long-term investments. Diversification by maturity date will assure that funds are available to meet obligations.
- 6) Yield Objective: Shall be to optimize interest earnings within policy guidelines and liquidity constraints.
- 7) Benchmark: The benchmark for this fund shall be the one-year Moving Treasury Average ("MTA") over the quarterly reporting period.

#### B. DFW Capital Account (340)

- 1) Fund Purpose: The DFW Capital Fund is a segregated account for discretionary capital improvements. Expenditures from this fund do not require approval from the airlines.
- 2) Estimated Funds Retention: The DFW Capital Fund will generally pay for capital projects in one to three years. However, at the end of the preceding quarter, up to 25% or approximately \$40 Million of this fund may have maximum maturities of five years.
- 3) Maximum Maturity: ~~Three~~ Five years.
- 4) Target WAM: The target weighted average maturity shall be 180 days to two years depending on perceived market conditions and expected liquidity in the fund
- 5) Appropriate Investments: Any short-term investments authorized by policy
- 6) Yield Objective: Shall be to optimize interest earnings within policy guidelines and liquidity constraints.
- 7) Benchmark: Shall be the 6-month Treasury Bill yield over the quarterly reporting period.

#### C. Bond and Commercial Paper Funds (Joint and DFW Capital)

- 1) The investing of bond/~~commercial paper~~ proceeds is subject to policy limitations and the bond covenants. Where differences exist, the bond covenants will prevail. The bond/~~commercial paper~~ proceeds are designated for construction and capitalized interest payments.
  - (a) Fund Purpose: The bond funds are used to reimburse construction funds and are to be expended in accordance with the anticipated timeframe for the projects involved. to pay capitalized interest on semi-annual debt service payments.
  - (b) Estimated Fund Retention: Fund will be expended based on construction.
  - (c) Maximum Maturity: Not to exceed three years.
  - (d) Target WAM: One year.
  - (e) Appropriate Investments: Subject to the restrictions of individual bond covenants, any investment authorized by policy except non-2a7 mutual funds are suitable for investment of Bond Funds. Liquidity is essential to meet capitalized interest debt service payments.
  - (f) Yield Objective: Shall be to optimize interest earnings within known cash flow requirements,

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policy guidelines and individual bond covenants.

(g) Benchmark: The benchmark for this fund is the 6-month Treasury Bill

2) Construction Funds (Joint and DFW Capital) – Funds are zero balance accounts.

#### 4.0 INTEREST AND SINKING FUNDS (500s)

- A. Fund Purpose: The purpose of the Interest and Sinking (I&S) Funds is to meet semi-annual debt service obligations.
- B. Estimated Funds Retention: Short-term to meet semi-annual debt service payments
- C. Maximum Maturity: One year
- D. Target WAM: 90–270days
- E. Appropriate Investments: Any short-term investments authorized by policy, except 2a7 mutual funds, are suitable for the Interest & Sinking Funds. Securities possessing active secondary markets and a high degree of marketability are preferred. Diversification by issuer is also preferred but will be considered primarily as part of the overall portfolio.
- F. Yield Objective: The yield objective shall be to optimize interest earnings within policy guidelines and liquidity constraints.
- G. Benchmark: The benchmark for this fund shall be the average 3-month Treasury Bill yield over the quarterly reporting period.

#### 5.0 DEBT SERVICE RESERVE FUNDS (600s)

- A. Fund Purpose: In case of an emergency, the Debt Service Reserve Fund will be used to make debt service payments.
- B. Estimated Funds Retention: Long-term
- C. Maximum Maturity: The maximum maturity is 10 years, however, at the end of the preceding quarter, at least 75% of the fund shall have final maturities of five years or less.
- D. Target WAM: Shall be from 2 - 4 years depending on perceived market conditions.
- E. Appropriate Investments: Any investments authorized by policy, except Guaranteed Investment Contracts (GIC's) are suitable for the Debt Service Reserve Fund. Liquidity is not a primary concern, although securities possessing active secondary markets and a high degree of marketability are preferred. Issuer and maturity date diversification is also preferred, but shall be considered primarily as part of the overall portfolio.
- F. Yield Objective: Shall be to optimize interest earnings by extending portfolio maturities, thereby taking advantage of upward sloping yield curves, or locking in higher yields during periods of monetary policy easing.
- G. Benchmark for this fund shall be the average 2-Year Treasury Note yield over the quarterly reporting period.

#### 6.0 PFIC FUNDS – Funds 900s or 9XX

- A. CTC Funds
  - 1) Fund Purpose: Used to pay rental car center (“RAC”) bus operating expenses.
  - 2) Estimated Funds Retention: Less than one year.
  - 3) Maximum Maturity: One year.
  - 4) Target WAM: 180 days
  - 5) Appropriate Investments: short-term
  - 6) Yield Objective: Liquidity takes precedence and then maximize yield within the short-term time frame
  - 7) Benchmark: Average 3-month Treasury Bill over the reporting period
- B. CFC Funds
  - 1) Fund Purpose: To pay monthly debt service payments of RAC refunding bonds and to use for PFIC-approved capital expenditures.
  - 2) Estimated Funds Retention: Three to five years for a core amount (approximately \$25 million) and one to two years for the remaining.



- 3) Maximum Maturity: Five years for the core amount and two years for the remainder.
  - 4) Target WAM: 180 to 360 days depending on projected cash flows.
  - 5) Appropriate Investments: short to mid-term
  - 6) Yield Objective: Liquidity takes precedence and then maximize yield within the short to mid-term time frame for the non-core
  - 7) Benchmark: Average 6-month Treasury Bill over the reporting period
- C. Hotels Operating Funds
- 1) Fund Purpose: To pay for hotel operating expenses may be used for PFIC-approved expenditures.
  - 2) Estimated Funds Retention: Approximately one year.
  - 3) Maximum Maturity: One Year
  - 4) Target WAM: 180 days
  - 5) Appropriate Investments: Short-term
  - 6) Yield Objective: Liquidity takes precedence and then maximize yield within the short to mid-term time frame
  - 7) Benchmark: 3-month Treasury Bill
- D. Hotels FF&E Funds
- 1) Fund Purpose: To purchase furniture, fixtures and equipment for the hotel per budget.
  - 2) Estimated Funds Retention: One year.
  - 3) Maximum Maturity: One year.
  - 4) Target WAM: 90 to 180 days
  - 5) Appropriate Investments: Short-term investments such as discos, money markets and commercial paper.
  - 6) Yield Objective: Liquidity takes precedence and then maximize yield within the short-term time frame
  - 7) Benchmark: 3-month Treasury Bill
- E. Hotels and West Business Center Capital Accounts
- 1) Fund Purpose: To supplement the FF&E funds to pay for PFIC approved long-term capital projects.
  - 2) Estimated Funds Retention: Up to three years, based on new PFIC Investment opportunities.
  - 3) Maximum Maturity: 3 years
  - 4) Target WAM: 180 days to 2 years
  - 5) Appropriate Investments: Any investments authorized by policy, except GICs and Repos.
  - 6) Yield Objective: Maximize yield by extending maturities of funds that will not be expended soon.
  - 7) Benchmark: 1-year Treasury Bill.

### SECTION III

#### 2021~~10~~ APPROVED BROKER/DEALERS

**Vining Sparks IBG, LP**  
2107 Elliott Avenue,  
Suite 208  
Seattle, WA 98121  
**Anthony Nelson, 206-443-7256**  
**Mark Stahl, 206-443-7258**

**Rice Securities, LLC**  
**Minority Owned**  
55 Broad Street, 27<sup>th</sup> Floor  
New York, NY 10004  
**Jared Fragin & Tim Barbera**  
**(212)-908-9260**

**Piper ~~Sandler Jaffray~~ & Co.**  
1177 West Loop South,  
Suite 1500  
Houston, TX 77027  
**Jason Jeansonne**  
**(713) 343-3915**

**Samuel A. Ramirez & Co., Inc.**  
**Minority Owned**  
61 Broadway, Suite 2924  
New York, NY 10006  
**Tracy Marcus and**  
**T. Ryan Greenwalt**  
**(212) 378-7122**

**Stifel Nicolaus & Company**  
5956 Sherry Lane,  
Suite 875  
Dallas, TX 75225  
**Mike Bell**  
**(214) 706-9469**

**Wells Fargo Securities LLC**  
1445 Ross Avenue,  
2nd Floor  
Dallas, TX 75202  
**Michael Minahan**  
**(214) 777-4014**

**Multi-Bank Securities, Inc. 20 North Wacker Dr.**  
**Chicago, IL 60606**  
**Carol Mackoff**  
**(888) 857-4740**  
**Ken Bruce**  
**(888) 537-0740**

**Money Market Investments**  
**JP Morgan Chase**  
(Commercial Bank)  
420 Throckmorton, 4th Floor  
Fort Worth, TX. 76102  
**Mike Wilson**  
**(817) 884-4283**

Note: If a broker/dealer is minority-owned or a primary dealer this is noted under the firm's name.

**SECTION IV**  
**2020 APPROVED INVESTMENT TRAINING SOURCES**  
**&**  
**INVESTMENT OFFICER'S TRAINING CERTIFICATES**

- Alliance of Texas Treasury Associations (TEXPO Conferences)
- University of North Texas Center for Public Management
- Patterson & Associates
- Texas State University - William P. Hobby Center for Public Service
- Government Treasury Association of Texas - Conferences/Classes

**SECTION V**  
**PUBLIC FUNDS INVESTMENT ACT**

| There were no amendments to the PFIAs in ~~2019-2020~~ by the Texas Legislature, that affects this policy.

**SECTION VI**  
**PUBLIC FUNDS COLLATERAL ACT**

There were no amendments to the Texas PFCAs in ~~2019~~2020 that affects this policy.

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**DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD  
OFFICIAL BOARD ACTION/RESOLUTION**

Date	Committee	Subject	Resolution #	
01/07/2021	Finance/Audit	Co-Financial Advisor Services		
<b>Action</b> That the Chief Executive Officer or designee be authorized to execute Contract No. 8005342, for Co-Financial Advisor Services, with Hilltop Securities, Inc., of Fort Worth, Texas, in an amount not to exceed \$262,500.00; and Contract No. 8005355, for Co-Financial Advisor Services, with Estrada Hinojosa & Company, Inc., of Dallas, Texas, in an amount not to exceed \$112,500.00, for the five-year term of the Contracts. Total amount of this action is \$375,000.00.				
<b>Description</b> <ul style="list-style-type: none"><li>Award two Contracts for Co-Financial Advisor Services in support of the Airport's Treasury Management Department.</li></ul>				
<b>Justification</b> <ul style="list-style-type: none"><li>Replaces two existing Contracts that have been in place for five years.</li><li>The Airport anticipates the issuance of approximately \$6.5 billion of refunding and new money debt over the next five years.</li><li>Financial advisors provide a myriad of services to the Airport, including a range from policy and strategy guidance to advising on specific bond transactions and structures.</li><li>Actual fees will vary depending on the size of each individual issuance.</li></ul>				
<b>D/S/M/WBE Information</b> <ul style="list-style-type: none"><li>The annual goal for the historical M/WBE Program is 35%.</li><li>In accordance with the Board's historical M/WBE Program, the M/WBE goal for this contract is 30%.</li><li>Hilltop Securities, Inc. has committed to achieving 30% M/WBE Co-Advisor participation with Estrada Hinojosa &amp; Company, Inc. (HM-C).</li></ul>				
<b>Schedule/Term</b> <ul style="list-style-type: none"><li>Start Date: June 2021</li><li>Contract Term: Five years</li></ul>				
Contract #	Agreement #	Purchase Order #	Action Amount	Revised Amount
8005342			NTE \$262,500.00	\$0
8005355			NTE \$112,500.00	\$0
For Information contact	Fund	Project #	External Funding Source	Amount
Chris Poinatte 3-5211 Shannon Hamilton 3-5620	Bond Funds			\$375,000.00

**Additional Information**

- Two proposals, none from an M/WBE firm, were received on or before the due date of February 26, 2020.
- Based on evaluations of the Proposals submitted, the Evaluation Committee, consisting of representatives for the Airport's Treasury Management Department, Global Strategies Division, Finance and Information Technology Division, and Business Diversity and Development Department, recommends that the Contracts be awarded to Hilltop Securities, Inc., of Fort Worth, Texas, the incumbent; and Estrada Hinojosa & Company, Inc., of Dallas, Texas, the incumbent.
- Projected total of the Contract, if approved, is \$375,000.00.

Additional Attachments: **N****BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD**

That the Chief Executive Officer or designee be authorized to execute Contract No. 8005342, for Co-Financial Advisor Services, with Hilltop Securities, Inc., of Fort Worth, Texas, in an amount not to exceed \$262,500.00; and Contract No. 8005355, for Co-Financial Advisor Services, with Estrada Hinojosa & Company, Inc., of Dallas, Texas, in an amount not to exceed \$112,500.00, for the five-year term of the Contracts. Total amount of this action is \$375,000.00.

**Approved as to Form by**

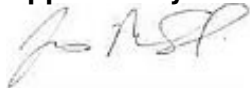

Rodriguez, Elaine  
Legal Counsel  
Dec 16, 2020 10:23 am

**Approved as to Funding by**


Underwood, Max  
Vice President Finance  
Finance  
Dec 15, 2020 6:16 pm

**Approved as to M/WBE by**


Burks Lee, Tamela  
Vice President Business Diversity  
and Development  
Business Diversity and  
Development  
Dec 17, 2020 10:14 am

**SIGNATURE REQUIRED FOR APPROVAL****Approved by**


Department Head

Dec 15, 2020 10:00 am

Pending

Chief Executive Officer

Date



**DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD  
OFFICIAL BOARD ACTION/RESOLUTION**

Date	Committee	Subject	Resolution #	
01/07/2021	Finance/Audit	Bond Counsel Services		
<b>Action</b> That the Airport Board adopt the attached resolution approving Contract No. 8005407, for Bond Counsel Services with McCall, Parkhurst & Horton L.L.P. and West & Associates, L.L.P. for an initial five-year term with two additional one-year renewal options.				
<b>Description</b> <ul style="list-style-type: none"><li>• This action will authorize the execution of a contract with McCall, Parkhurst &amp; Horton L.L.P. and West &amp; Associates, L.L.P. to provide bond counsel legal services in connection with the issuance of bonds, notes and other debt obligations.</li><li>• DFW Airport will pay an hourly rate and opinion fee, as set forth in Exhibit A of the attached resolution, contingent upon the issuance of bonds, notes and other debt obligations, plus reimbursement for out-of-pocket expenses.</li><li>• For legal services not associated with a specific debt issuance but requested by Board or staff, DFW Airport will pay an hourly rate, plus reimbursement for out-of-pocket expenses.</li><li>• The funding source for work relating to a specific debt issuance will be the proceeds of such issuance. O&amp;M Budget funds will pay for other legal work not associated with a particular debt issuance.</li></ul>				
<b>Justification</b> <ul style="list-style-type: none"><li>• DFW plans to complete a multi-billion capital program for airfield and landside projects over the next decade, and a yet to be determined terminal program.</li><li>• DFW also has \$2.1 billion of bonds that will be callable during the term of the contract, most of which will be refinanced for savings.</li></ul>				
<b>D/S/M/WBE Information</b> <ul style="list-style-type: none"><li>• The annual goal for the M/WBE Program is 31%.</li><li>• In accordance with the Board's M/WBE Program, the M/WBE goal for this contract is 30% of the total dollar value associated with the opinion fees to be paid pursuant to the contract.</li><li>• McCall, Parkhurst &amp; Horton L.L.P. has committed to achieving 40% M/WBE participation utilizing West &amp; Associates (BM-C) as Co â Bond Counsel</li></ul>				
Contract #	Agreement #	Purchase Order #	Action Amount	Revised Amount
8005407			\$0	\$0
For Information contact	Fund	Project #	External Funding Source	Amount
Elaine Rodriguez 3-5487	Operating fund			\$0

**Additional Information**Additional Attachments: **Y****BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD**

That the Airport Board adopts the attached resolution approving Contract No. 8005407, for Bond Counsel Services with McCall, Parkhurst & Horton L.L.P. and West & Associates, L.L.P. for an initial five-year term with two additional one-year renewal options.

**Approved as to Form by**


Rodriguez, Elaine  
Legal Counsel  
Dec 17, 2020 12:30 pm

**Approved as to Funding by**


Underwood, Max  
Vice President Finance  
Finance  
Dec 17, 2020 10:57 am

**Approved as to M/WBE by**


Burks Lee, Tamela  
Vice President Business Diversity  
and Development  
Business Diversity and  
Development  
Dec 17, 2020 10:14 am

**SIGNATURE REQUIRED FOR APPROVAL****Approved by**


Department Head  
Legal  
Dec 16, 2020 12:23 pm

Pending

Chief Executive Officer

Date

**RESOLUTION No. 2021-\_\_ -\_\_**

**APPROVING THE CONTINGENT FEE CONTRACT  
FOR LEGAL SERVICES AS BOND COUNSEL**

WHEREAS, on January 4, 2018 the Dallas Fort Worth International Airport Board (“Board”) entered into a contract with McCall, Parkhurst & Horton, L.L.P. and Mahomes Bolden, P.C. for bond counsel and co-bond counsel services, and a contract with Bracewell LLP and West & Associates, L.L.P. for disclosure counsel and co-disclosure counsel services; and

WHEREAS, in 2019 Mahomes Bolden P.C. dissolved its practice and its individual partners joined Bracewell LLP as partners in its public finance practice; and

WHEREAS, the Board will continue to issue both long- and short-term debt to provide financing for various projects, and therefore has a continuing need for legal counsel that specialize in public finance matters and that are well versed in Texas and federal securities and federal tax laws and applicable administrative procedures to provide bond counsel legal services pertaining to the issuance of securities; and

WHEREAS, on September 28, 2020, the Board engaged in a competitive solicitation process to replace the 2018 contracts, by issuing a Request for Qualifications (RFQ) for public finance legal services for bond counsel, co-bond counsel, disclosure counsel and co-disclosure counsel (“2020 RFQ”); and

WHEREAS, the Board now desires to enter into contingency fee contracts with the most qualified respondents as evaluated pursuant to the 2020 RFQ; and

WHEREAS, the Board desires to enter into a five-year contingency fee contract, with options to renew for two (2) additional one (1)-year periods, with McCall, Parkhurst & Horton L.L.P. as bond counsel and West & Associates, L.L.P. as co-bond counsel to jointly provide legal services in connection with the issuance of securities; and

WHEREAS, Subchapter C of Chapter 2254 of the Texas Government Code (Chapter 2254) requires that a political subdivision of the State of Texas enter into a contingent fee contract for legal services only after: (i) the governing body of the political subdivision has provided written notice to the public stating certain provisions enumerated within Chapter 2254; (ii) the governing body of the political subdivision approved such contract in an open meeting called for the purposes of considering such contract; (iii) the governing body of the political subdivision has stated in writing certain findings made by the governing body upon the approval of such contract; and (iv) the Texas Attorney General need not approve the contingency fee contract pursuant to the exception provided by Section 2254.102(c) of the Texas Government Code; and

WHEREAS, the Board has caused notice of this resolution, this meeting, and certain provisions enumerated with Chapter 2254 to be provided to the public in accordance with the Texas Open Meetings Act and Chapter 2254, including the criteria required by Section 2254.1036(a)(1) of the Texas Government Code; and

WHEREAS, the meeting at which this resolution is being considered is an open meeting called, in part, for the purpose of considering: (i) the Board's need for the bond counsel legal services; (ii) the competence, qualifications, and experience of McCall, Parkhurst & Horton L.L.P. and West & Associates, L.L.P.; (iii) the need for such engagement on a contingency fee basis rather than by payment of hourly fees, without regard to the outcome of the matter; and (iv) the reasons that the proposed contingency fee contract is in the best interest of the Board and is in compliance with Chapter 2254.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE DALLAS FORT WORTH INTERNATIONAL AIRPORT:

SECTION 1. That the recitals contained in the preamble hereof are hereby found to be true, and such recitals are hereby made a part of this resolution for all purposes and are adopted as a part of the judgment and findings of the Board.

SECTION 2. That the Board hereby finds that: (i) there is a substantial need for the bond counsel legal services; (ii) the Board does not currently employ attorneys and supporting personnel qualified to provide bond counsel legal services; (iii) the bond counsel legal services cannot reasonably be obtained from attorneys in private practice under a contract providing only for the payment of hourly fees, without regard to the outcome of the matter, because of the nature of the matter for which the bond counsel legal services will be obtained and without imposing an unnecessary cost and burden on the Board's finances; and (iv) the relationship between the Board, McCall, Parkhurst & Horton L.L.P. and West & Associates, L.L.P. is not improper and would not appear improper to a reasonable person.

SECTION 3. That based on the findings by the Board described above, the Board hereby authorizes the Chief Executive Officer to execute the bond counsel contract for a term of five years, with options to renew for two (2) additional one (1)-year periods.

SECTION 4. That the Chief Financial Officer is hereby authorized to pay fees to McCall, Parkhurst & Horton L.L.P. and West & Associates, L.L.P. in accordance with the rates set forth in Exhibit A.

SECTION 5. That it is officially found, determined, and declared that the meeting at which this resolution is adopted was open to the public and public notice of the time, place, and subject matter of the public business to be considered at such meeting, including this resolution, was given, all as required by Chapter 551, as amended, Texas Government Code.

SECTION 6. That this resolution shall take effect immediately from and after its passage.

ADOPTED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD  
ON THIS \_\_\_\_\_, 2021.

## **EXHIBIT A**

### **BOND COUNSEL FEES; HOURLY RATES**

#### **Hourly Fee Rates:**

Partners            \$400 per hour

Associates        \$325 per hour

#### **Opinion Fee Schedule for the Issuance of Bonds, Notes or other Debt Obligations:**

\$1.00 per \$1000 for first \$100 million

\$0.75 per \$1000 for the next \$100 million

\$0.50 per \$1000 for the next \$100 million

\$0.25 per \$1000 for the next \$200 million

\$0 for any amounts over \$500 million

The Opinion Fee will be split 60/40 between McCall Parkhurst and West & Associates.

In addition, counsel will be reimbursed for all out-of-pocket expenses.

#### **Opinion Fee Schedule for Debt Issuances Associated with Conduit Transactions (Conduit Transactions for Non-DFW Airport Related Entities such as Airlines, Cargo Companies, etc.):**

\$2.00 per \$1000 for first \$25 million (minimum fee of \$20,000)

\$1.00 per \$1000 for next \$75 million

\$0.75 per \$1000 for next \$100 million

\$0.50 per \$1000 thereafter

Any fees associated with Conduit Transactions shall be paid by the conduit borrower.

The Opinion Fee will be split 60/40 between McCall Parkhurst and West & Associates.

In addition, counsel would be reimbursed for all out-of-pocket expenses.

**DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD  
OFFICIAL BOARD ACTION/RESOLUTION**

Date	Committee	Subject	Resolution #	
01/07/2021	Finance/Audit	Disclosure Counsel Services		
<b>Action</b> That the Airport Board adopt the attached resolution approving Contract No. 8005375, for Disclosure Counsel Services, with Bracewell LLP and Hardwick Law Firm, LLC, for an initial five-year term with two additional one-year renewal options.				
<b>Description</b> <ul style="list-style-type: none"><li>• This action will authorize the execution of a Contract with Bracewell LLP and Hardwick Law Firm, LLC, to provide disclosure counsel legal services in connection with the issuance of bonds, notes and other debt obligations.</li><li>• DFW Airport will pay an hourly rate and opinion fee, as set forth in Exhibit A to the attached resolution, contingent upon the issuance of bonds, notes and other debt obligations, plus reimbursement for out-of-pocket expenses.</li><li>• For legal services not associated with a specific debt issuance but requested by the Board or staff, the firms will be paid an hourly rate plus reimbursement for out-of-pocket expenses.</li><li>• The funding source for work related to the issuance of bonds, notes and other debt obligations will be the proceeds from such issuance. O&amp;M Budget funds will pay for other legal work not associated with a particular debt issuance.</li></ul>				
<b>Justification</b> <ul style="list-style-type: none"><li>• DFW plans to complete a multi-billion capital program for airfield and landside projects over the next decade, and a yet to be determined terminal program.</li><li>• DFW also has \$2.1 billion of bonds that will be callable during the term of the contract, most of which will be refinanced for savings.</li></ul>				
<b>D/S/M/WBE Information</b> <ul style="list-style-type: none"><li>• The annual goal for the M/WBE Program is 31%.</li><li>• In accordance with the Board's M/WBE Program, the M/WBE goal for this contract is 30% of the total dollar value associated with the opinion fees to be paid pursuant to the contract.</li><li>• Bracewell LLP has committed to achieving 40% M/WBE participation utilizing Hardwick Law Firm, LLC (BM-C) as Co â Disclosure Counsel.</li></ul>				
<b>Contract #</b>	<b>Agreement #</b>	<b>Purchase Order #</b>	<b>Action Amount</b>	<b>Revised Amount</b>
8005375			\$0	\$0
<b>For Information contact</b>	<b>Fund</b>	<b>Project #</b>	<b>External Funding Source</b>	<b>Amount</b>
Elaine Rodriguez 3-5487	Operating fund			\$0

**Additional Information**Additional Attachments: **Y****BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD**

That the Airport Board adopts the attached resolution approving Contract No. 8005375, for Disclosure Counsel Services, with Bracewell LLP and Hardwick Law Firm, LLC, for an initial five-year term with two additional one-year renewal options.

**Approved as to Form by**


Rodriguez, Elaine  
Legal Counsel  
Dec 17, 2020 12:29 pm

**Approved as to Funding by**


Underwood, Max  
Vice President Finance  
Finance  
Dec 17, 2020 10:55 am

**Approved as to M/WBE by**


Burks Lee, Tamela  
Vice President Business Diversity  
and Development  
Business Diversity and  
Development  
Dec 17, 2020 10:15 am

**SIGNATURE REQUIRED FOR APPROVAL****Approved by**


Department Head  
Legal  
Dec 16, 2020 12:22 pm

Pending

Chief Executive Officer

Date

**RESOLUTION No. 2021-\_\_ -\_\_**

**APPROVING THE CONTINGENT FEE CONTRACT  
FOR LEGAL SERVICES AS DISCLOSURE COUNSEL**

WHEREAS, on January 4, 2018 the Dallas Fort Worth International Airport Board (“Board”) entered into a contract with Bracewell LLP and West & Associates, L.L.P. for disclosure counsel and co-disclosure counsel services, and a contract with McCall, Parkhurst & Horton, L.L.P. and Mahomes Bolden, P.C. for bond counsel and co-bond counsel services; and

WHEREAS, in 2019 Mahomes Bolden P.C. dissolved its practice and its individual partners joined Bracewell LLP as partners in its public finance practice; and

WHEREAS, the Board will continue to issue both long- and short-term debt to provide financing for various projects, and therefore has a continuing need for legal counsel that specialize in public finance matters and that are well versed in Texas and federal securities and federal tax laws and applicable administrative procedures to provide bond counsel legal services pertaining to the issuance of securities; and

WHEREAS, on September 28, 2020, the Board engaged in a competitive solicitation process to replace the 2018 contracts, by issuing a Request for Qualifications (RFQ) for public finance legal services for bond counsel, co-bond counsel, disclosure counsel and co-disclosure counsel (“2020 RFQ”); and

WHEREAS, the Board now desires to enter into contingency fee contracts with the most qualified respondents as evaluated pursuant to the 2020 RFQ; and

WHEREAS, the Board desires to enter into a five-year contingency fee contract, with options to renew for two (2) additional one (1)-year periods, with Bracewell LLP as disclosure counsel and Hardwick Law Firm, LLC as co-disclosure counsel to jointly provide legal services in connection with the issuance of securities; and

WHEREAS, Subchapter C of Chapter 2254 of the Texas Government Code (Chapter 2254) requires that a political subdivision of the State of Texas enter into a contingent fee contract for legal services only after: (i) the governing body of the political subdivision has provided written notice to the public stating certain provisions enumerated within Chapter 2254; (ii) the governing body of the political subdivision approved such contract in an open meeting called for the purposes of considering such contract; (iii) the governing body of the political subdivision has stated in writing certain findings made by the governing body upon the approval of such contract; and (iv) the Texas Attorney General need not approve the contingency fee contract pursuant to the exception provided by Section 2254.102(c) of the Texas Government Code; and

WHEREAS, the Board has caused notice of this resolution, this meeting, and certain provisions enumerated with Chapter 2254 to be provided to the public in accordance with the Texas Open Meetings Act and Chapter 2254, including the criteria required by Section 2254.1036(a)(1) of the Texas Government Code; and



WHEREAS, the meeting at which this resolution is being considered is an open meeting called, in part, for the purpose of considering: (i) the Board's need for the disclosure counsel legal services; (ii) the competence, qualifications, and experience of Bracewell LLP and Hardwick Law Firm, LLC; (iii) the need for such engagement on a contingency fee basis rather than by payment of hourly fees, without regard to the outcome of the matter; and (iv) the reasons that the proposed contingency fee contract is in the best interest of the Board and is in compliance with Chapter 2254.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE DALLAS FORT WORTH INTERNATIONAL AIRPORT:

SECTION 1. That the recitals contained in the preamble hereof are hereby found to be true, and such recitals are hereby made a part of this resolution for all purposes and are adopted as a part of the judgment and findings of the Board.

SECTION 2. That the Board hereby finds that: (i) there is a substantial need for the disclosure counsel legal services; (ii) the Board does not currently employ attorneys and supporting personnel qualified to provide disclosure counsel legal services; (iii) the disclosure counsel legal services cannot reasonably be obtained from attorneys in private practice under a contract providing only for the payment of hourly fees, without regard to the outcome of the matter, because of the nature of the matter for which the disclosure counsel legal services will be obtained and without imposing an unnecessary cost and burden on the Board's finances; and (iv) the relationship between the Board, Bracewell LLP and Hardwick Law Firm, LLC is not improper and would not appear improper to a reasonable person.

SECTION 3. That based on the findings by the Board described above, the Board hereby authorizes the Chief Executive Officer to execute the disclosure counsel contract for a term of five (5) years, with options to renew for two (2) additional one (1)-year periods.

SECTION 4. That the Chief Financial Officer is hereby authorized to pay fees to Bracewell LLP and Hardwick Law Firm, LLC in accordance with the rates set forth in Exhibit A.

SECTION 5. That it is officially found, determined, and declared that the meeting at which this resolution is adopted was open to the public and public notice of the time, place, and subject matter of the public business to be considered at such meeting, including this resolution, was given, all as required by Chapter 551, as amended, Texas Government Code.

SECTION 6. That this resolution shall take effect immediately from and after its passage.

ADOPTED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD  
ON THIS \_\_\_\_\_, 2021.

## **EXHIBIT A**

### **DISCLOSURE COUNSEL FEES; HOURLY RATES**

#### **Hourly Fee Rates:**

Partners and Senior Counsel	\$ 600 per hour
Associates	\$ 450 per hour
Paralegals	\$ 200 per hour

#### **Disclosure Opinion Fee Schedule for the Issuance of Bonds, Notes or Other Obligations:**

Bracewell	\$0.30 per \$1000 for first \$300 million
	\$0 for any amounts over \$300 million
Hardwick	\$0.20 per \$1000 for first \$300 million
	\$0 for any amounts over \$300 million

In addition, counsel will be reimbursed for all out-of-pocket expenses.

**Work performed for Debt Issuance Associated with Conduit Transactions (Conduit Transactions for Non-DFW Airport Related Entities such as Airlines, Cargo Companies, etc.) will be compensated at the Hourly Rate Fee.**

**DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD  
OFFICIAL BOARD ACTION/RESOLUTION**

Date	Committee	Subject	Resolution #	
01/07/2021	Finance/Audit	Data Catalog Software		
<b>Action</b> That the Chief Executive Officer or designee be authorized to execute Contract No. 8005357, for Data Catalog Software, with Miracle Software Systems, Inc., of Novi, Michigan, in an amount not to exceed \$594,778.00, for the initial one-year term of the Contract, with options to renew for four additional one-year periods.				
<b>Description</b> <ul style="list-style-type: none"><li>Award a Contract for the purchase and implementation of Data Catalog Software in support of the Airport's Enterprise Data Program.</li></ul> <b>Justification</b> <ul style="list-style-type: none"><li>The Contract is a new software program to support the Airport's Enterprise Data Program.</li><li>This Contract includes software licenses, professional services for system implementation and configuration, training, and ongoing software maintenance.</li><li>Data Catalog Software includes functionality for collecting and continually enriching the metadata associated with data assets in order to make each asset easier to identify, evaluate, and use properly.</li><li>The Data Catalog Software will provide governance over the use of the Airport's data in compliance with industry or government regulations.</li><li>The Data Catalog will help the Airport provide ongoing structure to data assets so they can be utilized to improve customer experience and identify operational efficiencies.</li></ul>				
<b>D/S/M/WBE Information</b> <ul style="list-style-type: none"><li>The annual goal for the M/WBE Program is 31%.</li><li>N/A - Not subject to a goal per the Board's M/WBE Policy due to the nature of the procurement (Goods/Finished Products).</li></ul>				
<b>Schedule/Term</b> <ul style="list-style-type: none"><li>Start Date: February 2021</li><li>Contract Term: One year, with four one-year renewal options</li></ul>				
Contract #	Agreement #	Purchase Order #	Action Amount	Revised Amount
8005357			NTE \$594,778.00	\$0
For Information contact	Fund	Project #	External Funding Source	Amount
Michael Youngs 3-5350	Operating Fund			\$405,578.00
Miriam Seymour 3-5631	DFW Capital Acct	26605-02		\$189,200.00

**Additional Information**

- Six Proposals, none from SBE firms, were received on or before the due date of June 8, 2020.
  - ◆ AAA Data Management Services, LLC, of Santa Clara, California
  - ◆ International Business Machines, of Armonk, New York
  - ◆ Miracle Software Systems, Inc., of Novi, Michigan
  - ◆ Sirius Computer Solutions, Inc., of San Antonio, Texas
  - ◆ Solix Technologies, Inc., of Santa Clara, California
  - ◆ Summus Industries, Inc., of Sugar Land, Texas
- Based on evaluations of the Proposals submitted, the Evaluation Committee, consisting of representatives for the Airport's Information Technology Services, Operations, Research and Analytics, and Business Diversity and Development Departments, recommends that the Contract be awarded to Miracle Software Systems, Inc., of Novi, Michigan.
- Projected total of Contract including all renewals, if approved, is \$1,743,282.00.
- Funding is split between the Operating Budget for annual subscription fees expenses (\$405K), and DFW Capital Acct for capitalized system install and configuration (\$189K).

Additional Attachments: **N****BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD**

That the Chief Executive Officer or designee be authorized to execute Contract No. 8005357, for Data Catalog Application, with Miracle Software Systems, Inc., of Novi, Michigan, in an amount not to exceed \$594,778.00, for the initial one-year term of the Contract, with options to renew for four additional one-year periods.

**Approved as to Form by**


Rodriguez, Elaine  
Legal Counsel  
Dec 17, 2020 12:30 pm

**Approved as to Funding by**


Underwood, Max  
Vice President Finance  
Finance  
Dec 17, 2020 10:58 am

**Approved as to M/WBE by**


Burks Lee, Tamela  
Vice President Business Diversity  
and Development  
Business Diversity and  
Development  
Dec 17, 2020 10:15 am

**SIGNATURE REQUIRED FOR APPROVAL****Approved by**


Department Head  
Information Technology Svcs  
Dec 16, 2020 11:55 am

Pending

Chief Executive Officer

Date

**DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD  
OFFICIAL BOARD ACTION/RESOLUTION**

Date	Committee	Subject	Resolution #		
01/07/2021	Finance/Audit	Snowflake Software License			
<b>Action</b> That the Chief Executive Officer or designee be authorized to increase and extend Contract No. 8005294, for Snowflake Software License, with Snowflake, Inc., of San Mateo, California, in an amount not to exceed \$833,895.00, for a revised Contract amount of \$931,895.00.					
<b>Description</b> <ul style="list-style-type: none"><li>• Increase and extend the Contract for Snowflake Software Licenses in support of the Airport's Digital Platform.</li></ul> <b>Justification</b> <ul style="list-style-type: none"><li>• The Snowflake Platform allows for storage and retrieval of large volumes of data hosted in the cloud.</li><li>• This increase will allow for DFW users to make more data-centric decisions based on insights derived from historic and near real time operational data.</li><li>• Action supports continued investment in a Data Analytics Platform recommended to support the Digital Strategy.</li><li>• Current on-premise hardware and licensing can be decommissioned or re-purposed to support other transactional systems.</li></ul>					
<b>D/S/M/WBE Information</b> <ul style="list-style-type: none"><li>• The annual goal for the historical SBE Program is 20%.</li><li>• N/A - Not subject to the Board's historical SBE Program, no SBE goal was set for this contract due to the nature of the procurement. (Goods/Finished Product).</li></ul>					
<b>Schedule/Term</b> <ul style="list-style-type: none"><li>• Current Contract Completion Date: April 27, 2021</li><li>• Revised Contract Completion Date: April 27, 2024</li></ul>					
Contract #	Agreement #	Purchase Order #	Action Amount	Revised Amount	
8005294			NTE \$833,895.00	\$931,895.00	
<b>For Information contact</b>		<b>Fund</b>	<b>Project #</b>	<b>External Funding Source</b>	<b>Amount</b>
Michael Youngs 3-5350		Operating Fund			\$481,895.00
Miriam Seymour 3-5631		DFW Capital Acct	26904-01		\$352,000.00

**Additional Information**

- In March 2019, the Board staff awarded Contract No. 8005294, for Snowflake Software License, with Snowflake, Inc., of San Mateo, California.
- Funding split between Operating Budget for \$482K cloud hosting and ongoing maintenance and support, with remaining \$352K funded in DFW Capital Acct for system development and reconfiguration.

Additional Attachments: **N****BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD**

That the Chief Executive Officer or designee be authorized to increase and extend Contract No. 8005294, for Snowflake Software License, with Snowflake, Inc., of San Mateo, California, in an amount not to exceed \$833,895.00, for a revised Contract amount of \$931,895.00.

**Approved as to Form by**

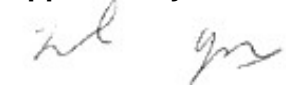

Rodriguez, Elaine  
Legal Counsel  
Dec 17, 2020 12:30 pm

**Approved as to Funding by**


Underwood, Max  
Vice President Finance  
Finance  
Dec 17, 2020 10:58 am

**Approved as to M/WBE by**


Burks Lee, Tamela  
Vice President Business Diversity  
and Development  
Business Diversity and  
Development  
Dec 17, 2020 10:19 am

**SIGNATURE REQUIRED FOR APPROVAL****Approved by**


Department Head  
Information Technology Svcs  
Dec 16, 2020 11:55 am

Pending

Chief Executive Officer

Date

# DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

## OFFICIAL BOARD ACTION/RESOLUTION

Date	Committee	Subject	Resolution #	
01/07/2021	Finance/Audit	Information Technology Consulting Services		
<b>Action</b> That the Chief Executive Officer or designee be authorized to execute Contract No. 8005333, for Information Technology Consulting Services, with Arora Engineers, Inc., of Irving, Texas, in an amount not to exceed \$2,500,000.00; Contract No. 8005403, for Information Technology Consulting Services, with Faith Group, LLC, of St. Louis, Missouri, in an amount not to exceed \$2,500,000.00; Contract No. 8005404, for Information Technology Consulting Services, with Moye I.T. Consulting, LLC dba Moye Consulting, of Irving, Texas, in an amount not to exceed \$2,500,000.00; and Contract No. 8005405, for Information Technology Consulting Services, with The Evolvers Group, L.P., of Flower Mound, Texas, in an amount not to exceed \$2,500,000.00, for the initial three-year term of the Contracts, with options to renew for two additional one-year periods, subject to funding availability. Total amount of this action is \$10,000,000.00.				
<b>Description</b> <ul style="list-style-type: none"><li>• Award a Contract for Information Technology Consulting Services in support of the Airport's Information Technology Strategic Plan.</li></ul> <b>Justification</b> <ul style="list-style-type: none"><li>• These are new Contracts with four firms that replace an existing agreement with a single vendor that is due to expire.</li><li>• Contract will provide for on-call consulting services and will be used to assist in delivering the recommendations coming out of the IT Strategic Plan.</li><li>• Examples of initiatives the consultants may be asked to support include a sensor deployment strategy for intelligent infrastructure; implementation of DFW's digital twin platform; evaluation and deployment of contactless technologies; and support for a new enterprise resource planning system.</li></ul>				
<b>D/S/M/WBE Information</b> <ul style="list-style-type: none"><li>• The annual goal for the historical SBE Program is 20%.</li><li>• In accordance with the Board's historical SBE Program, the SBE goal for this contract is 13%.</li><li>• Arora Engineering, Inc., a certified Small Business Enterprise (IM-C), has committed to achieving 44%% SBE participation through 38% self-performance and 6% SBE subcontracting participation.</li><li>• Faith Group, LLC, a certified Small Business Enterprise (WF-C), has committed to achieving 16% SBE subcontracting participation.</li><li>• Moye IT Consulting LLC, a certified Small Business Enterprise (WF-C), has committed to achieving 43% SBE participation through 30% self-performance and 13% SBE subcontracting participation.</li><li>• The Evolvers Group, L.P., a certified Small Business Enterprise (IM-C), has committed to achieving 13% SBE participation through self-performance.</li></ul>				
<b>Schedule/Term</b> <ul style="list-style-type: none"><li>• Start Date: February 2021</li><li>• Contract Term: Three years with two, one-year renewal options</li></ul>				
Contract #	Agreement #	Purchase Order #	Action Amount	Revised Amount
<b>For Information contact</b>	<b>Fund</b>	<b>Project #</b>	<b>External Funding Source</b>	<b>Amount</b>
Michael Youngs 3-5350	Various			\$10,000,000.00

**Additional Information**

- Twenty-three Proposals, including two from SBE firms, were received on or before the due date of March 2, 2020 and are shown on the attachment.
- The Proposals submitted by, Consulting Services, of Dallas, Texas; En Pointe IT Solutions, of El Segundo, California; Sierra Digital, Inc., of Houston, Texas; Techpro, LLC, Azle, Texas; US Tech Solutions, of Jersey City, New Jersey and V Group, Inc., of Cranbury, New Jersey, were determined non-responsive as the submissions did not meet the specifications outlined in the Airport's solicitation.
- Based on evaluations of the Proposals submitted, the Evaluation Committee, consisting of representatives for the Airport's Treasury Management Department, Human Resources Department, Finance, Information Technology Division, and Business Diversity and Development Department, recommends that the Contracts be awarded to Arora Engineers, Inc., of Irving, Texas; Faith Group, LLC, of St. Louis, Missouri; Moye I.T. Consulting, LLC dba Moye Consulting, of Irving, Texas; and The Evolvers Group, L.P., of Flower Mound, Texas.
- Projected total of Contract including all renewals, if approved, is \$16,666,666.67.

Additional Attachments: **Y****BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD**

That the Chief Executive Officer or designee be authorized to execute Contract No. 8005333, for Information Technology Consulting Services, with Arora Engineers, Inc., of Irving, Texas, in an amount not to exceed \$2,500,000.00; Contract No. 8005403, for Information Technology Consulting Services, with Faith Group, LLC, of St. Louis, Missouri, in an amount not to exceed \$2,500,000.00; Contract No. 8005404, for Information Technology Consulting Services, with Moye I.T. Consulting, LLC dba Moye Consulting, of Irving, Texas, in an amount not to exceed \$2,500,000.00; and Contract No. 8005405, for Information Technology Consulting Services, with The Evolvers Group, L.P., of Flower Mound, Texas, in an amount not to exceed \$2,500,000.00, for the initial three-year term of the Contracts, with options to renew for two additional one-year periods, subject to funding availability. Total amount of this action is \$10,000,000.00.

**Approved as to Form by**


Rodriguez, Elaine  
Legal Counsel  
Dec 17, 2020 12:31 pm

**Approved as to Funding by**


Underwood, Max  
Vice President Finance  
Finance  
Dec 17, 2020 11:00 am

**Approved as to M/WBE by**


Burks Lee, Tamela  
Vice President Business Diversity  
and Development  
Business Diversity and  
Development  
Dec 17, 2020 10:20 am

**SIGNATURE REQUIRED FOR APPROVAL****Approved by**


Department Head  
Information Technology Svcs  
Dec 16, 2020 11:56 am

Pending

Chief Executive Officer

Date



## **Information Technology Consulting Services**

### **Proposing Firms**

- 22nd Century Technologies, Inc.
- American Unit, Inc., of Plano, Texas
- Arora Engineers, Inc., of Irving, Texas
- Barich, Inc., of Chandler, Arizona
- Congent Infotech Corporation, of Irving, Texas
- Faith Group, LLC, of St. Louis, Missouri
- Innotech Services Company, of Frisco, Texas
- Miracle Software Systems, Inc., Novi, Michigan
- Mirage Software, Inc. dba Bourntech Solutions, Inc., of Schaumburg, Illinois
- Moyer I.T. Consulting, LLC dba Moyer Consulting, of Irving, Texas
- NEC Corporation of America, of Irving, Texas
- Numbers Only, Inc., of Hurst, Texas
- NVS Consulting, of Lewisville, Texas
- Ross & Baruzzini, Inc., of St. Louis, Missouri
- Softtek Integration Systems, of Addison, Texas
- Software Professionals, Inc., of Flower Mound, Texas
- The Evolvers Group, L.P., of Flower Mound, Texas

**Information Technology Consulting Services OBA  
SBE Commitments & Participation**

**8005333, Arora Engineering, Inc.**, a certified Small Business Enterprise (IM-C) has committed to achieving 44%% SBE participation through 38% self-performance and 6% SBE subcontracting participation utilizing Aguirre Project Resources LLC (HM-C: 2%), MNK Infotech Inc. (IF-C: 1%) and ReSTL Engineers TX LLC (PF-C: 3%).

**8005403, Faith Group, LLC**, a certified Small Business Enterprise (WF-C), has committed to achieving 16% SBE subcontracting participation utilizing Arora Engineers Inc. (IM-C: 7%), Bradlink LLC (BF-C: 5%), Trott Communication Group, Inc. (WF-C: 2%) and Zaxon Inc. (IM-C: 2%).

**8005404, Moyer IT Consulting LLC**, a certified Small Business Enterprise (WF-C), has committed to achieving 43% SBE participation through 30% self-performance and 13% SBE subcontracting participation utilizing Vic Thompson Company (WF-C: 2%), Sunland Group, Inc. (WF-C; 4%), Third Day Consulting LLC (PF-C: 5%), Trott Communications Group, Inc. (WF-C: 2%)

**8005405, The Evolvers Group, L.P.**, a certified Small Business Enterprise (IM-C), has committed to achieving 13% SBE participation through self-performance.

**DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD  
OFFICIAL BOARD ACTION/RESOLUTION**

Date	Committee	Subject	Resolution #	
01/07/2021	Finance/Audit	Public Safety Radio System Maintenance and Support		
<b>Action</b> That the Chief Executive Officer or designee be authorized to increase Contract No. 7006084, for Public Radio System Maintenance and Support, with E.F. Johnson Company, of Irving, Texas, in an amount not to exceed, \$4,104,314.00, for a revised Contract amount of \$15,109,113.64.				
<b>Description</b> <ul style="list-style-type: none"><li>• Increase the Contract for Public Radio System Maintenance in support of critical communications at the Airport.</li></ul> <b>Justification</b> <ul style="list-style-type: none"><li>• The Public Safety Distributed Antennae (PDAS) System facilitates radio communication for first responders inside DFW buildings and terminals.</li><li>• Additional contract capacity is needed to support replacement of equipment that is no longer supported by a previous vendor.</li><li>• The Contract will also support expansion of coverage to new facilities such as Terminal D South and the Integrated Operations Center.</li><li>• The Contract will provide for maintenance and service of newly installed and upgraded equipment to minimize possible downtime.</li></ul>				
<b>D/S/M/WBE Information</b> <ul style="list-style-type: none"><li>• The annual goal for the historical SBE Program is 20%.</li><li>• In accordance with the Board's historical SBE Program, the SBE goal for this contract is 25%.</li><li>• E.F. Johnson Company committed to achieving 25% SBE participation on this contract and is currently achieving 24.71%.</li><li>• E. F. Johnson Company has committed to achieving the original 25% SBE commitment inclusive of this Board Action.</li></ul>				
<b>Schedule/Term</b> <ul style="list-style-type: none"><li>• The current Contract completion date of December 31, 2025 is not affected by this action.</li></ul>				
Contract #	Agreement #	Purchase Order #	Action Amount	Revised Amount
7006084			NTE \$4,104,314.00	\$15,109,113.64
<b>For Information contact</b> Michael Youngs 3-5350 Sonji Brown-Killyon 3-5648		<b>Fund</b>  Various  Operating Budget	<b>Project #</b>  Various capital projects	<b>External Funding Source</b>  Amount  \$2,743,213.90  \$1,361,100.10

**Additional Information**

- On September 3, 2015, by Resolution No. 2015-09-186, the Board awarded Contract No. 7006084, for a P25 Radio System Replacement Project, with E.F. Johnson Company, of Irving Texas.
- Funding split between Operating Budget for \$1.6M for ongoing annual maintenance and support expenses, and \$2.7M of capitalized purchases and installations in various capital projects in the Joint Capital Acct and DFW Capital Acct.

Additional Attachments: **N****BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD**

That the Chief Executive Officer or designee be authorized to increase Contract No. 7006084, for Public Radio System Maintenance and Support, with E.F. Johnson Company, of Irving, Texas, in an amount not to exceed, \$4,104,314.00, for a revised Contract amount of \$15,109,113.64.

**Approved as to Form by**


Rodriguez, Elaine  
Legal Counsel  
Dec 17, 2020 12:31 pm

**Approved as to Funding by**


Underwood, Max  
Vice President Finance  
Finance  
Dec 17, 2020 10:59 am

**Approved as to M/WBE by**


Burks Lee, Tamela  
Vice President Business Diversity  
and Development  
Business Diversity and  
Development  
Dec 17, 2020 10:19 am

**SIGNATURE REQUIRED FOR APPROVAL****Approved by**


Department Head  
Information Technology Svcs  
Dec 16, 2020 11:56 am

Pending

Chief Executive Officer

Date

**DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD  
COMMITTEE DISCUSSION ITEM**

<b>Meeting Date</b> 01/07/2021	<b>Subject</b> Monthly Report	<b>Committee</b> Finance/Audit
<b>Item For Discussion</b> Report to the Airport Board all Contracts valued between \$25,000.00 and \$50,000.00, and Contracts Increases/Decreases valued between \$25,000.00 and \$50,000.00, for the month of November 2020.		
<b>Description</b> <ul style="list-style-type: none"><li>• Report to the Airport Board all Contracts valued between \$25,000.00 and \$50,000.00, and Contracts Increases/Decreases valued between \$25,000.00 and \$50,000.00, for the month of November 2020.</li></ul>		

**PURCHASE ORDERS BETWEEN \$25,000.00 AND \$50,000.00 (NOVEMBER 2020)**

VENDOR/LOCATION	PO/ CONTRACT NO.	DESCRIPTION	DEPARTMENT	AMOUNT
Mobile Mini Tank and Pump Solutions, Inc. Phoenix, Arizona	277321	Rental of Frack Tanks	Energy Transportation & Asset Management	NTE \$33,360.00
		<ul style="list-style-type: none"><li>Requisition No. 275377</li></ul>		Paid to Date: \$0.00
Torrez Paper Company <sup>N1</sup> Farmers Branch, Texas	277409	Disinfecting Machines	Customer Experience	\$42,570.00
		<ul style="list-style-type: none"><li>Requisition No. 275434</li></ul>		Paid to Date: \$42,570.00
Torrez Paper Company <sup>N1</sup> Farmers Branch, Texas	277455	Hybrid, Powder-free Syntiflex Gloves	Procurement & Materials Management	\$36,720.00
		<ul style="list-style-type: none"><li>Requisition No. 275630</li></ul>		Paid to Date: \$0.00
<b>Note:</b> 1. M/WBE certified through the North Central Texas Certification Agency				
TOTAL				\$112,650.00

**NON-PROFESSIONAL SERVICES CONTRACTS BETWEEN \$25,000.00 AND \$50,000.00 (NOVEMBER 2020)**

<b>VENDOR/LOCATION</b>	<b>PO/ CONTRACT NO.</b>	<b>DESCRIPTION</b>	<b>DEPARTMENT</b>	<b>AMOUNT</b>
Unified Supply & Service Company Rhome, Texas	7006999	Baggage Handling Systems Parts	Energy, Transportation & Asset Management	NTE \$46,381.10  Paid to Date: \$0.00
<b>TOTAL</b>				<b>\$46,381.10</b>

**PROFESSIONAL SERVICES CONTRACTS BETWEEN \$25,000.00 AND \$50,000.00 (NOVEMBER 2020)**

<b>VENDOR/LOCATION</b>	<b>PO/ CONTRACT NO.</b>	<b>DESCRIPTION</b>	<b>DEPARTMENT</b>	<b>AMOUNT</b>
Rogge Dunn Group PC Dallas, Texas	8005256	Legal Representation	Legal	NTE \$49,000.00  Paid to Date: \$0.00
<b>TOTAL</b>				<b>\$49,000.00</b>



**CONTRACT/PURCHASE ORDER INCREASES/DECREASES (\$25,000 OR GREATER)  
(APPROVED BY BOARD STAFF UNDER THEIR DELEGATED AUTHORITY – NOVEMBER 2020)**

VENDOR/LOCATION	PO/ CONTRACT NO.	DESCRIPTION	DEPARTMENT	CONTRACT DATA	
Ernst & Young, LLP Dallas, Texas	8005269	Foreign Trade Zone Consulting Services	Commercial Development	Contract Value:	\$184,700.00
				<b>This Action:</b>	<b>\$27,650.00</b>
				Revised Contract Value:	\$212,350.00
				Paid to Date:	\$121,181.00
Synect, LLC Redmond, Washington	8005340	Content Management System Digital Experience-Gate Area of the Future	Information Technology Services	Contract Value:	\$938,330.00
				<b>This Action:</b>	<b>\$33,758.00</b>
				Revised Contract Value:	\$972,088.00
				Paid to Date:	\$272,374.00
TOTAL				\$61,408.00	

**AGENDA**  
**CONCESSIONS/COMMERCIAL DEVELOPMENT COMMITTEE**  
**Tuesday, January 5, 2021**  
**12:55 p.m.**

**CONCESSIONS/COMMERCIAL DEVELOPMENT COMMITTEE**

26. Approve the minutes of the Concessions/Commercial Development Meeting of December 1, 2020.

**Consent Items for Consideration**

- |                 |  |
|-----------------|--|
| Michael Youngs  | 27. Approve an increase to Contract No. 7006788, for Smart Restroom Technology, with Infax, Inc., of Alpharetta, Georgia, in an amount not to exceed \$94,735.97, for a revised Contract amount of \$3,346,429.92. |
| Zenola Campbell | 28. Approve an extension to the term of Permit No. 010194 between Cursus Technologies, Inc. and the Dallas Fort Worth International Airport Board.   |

**Action Items for Consideration**

- |                 |  |
|-----------------|--|
| John Brookby    | 29. Approve expenditures by the Public Facilities Improvement Corporation Board in an amount not to exceed \$109,230.00, for fungal remediation and repairs at DFW Campus West, Building F; and to execute Contract No. 7006993, for the Fungal Remediation and Repairs at the DFW Campus West, Building F, with RNDI Companies, Inc., of Rockwall, Texas for an amount not to exceed \$91,025.00. |
|                 | 30. Approve expenditures by the Public Facilities Improvement Corporation Board in an amount not to exceed \$2,498,045.00 for the White Boxing and Renovation at DFW Campus West, Building E; and to execute Contract No. 7006983, for DFW Campus West Building E, with Real Network Services, Inc., of Dallas, Texas, for an amount not to exceed \$2,159,170.00.                                 |
| Zenola Campbell | 31. Approve a change in ownership control of Lease No. 008109 from CI/M2 Concepts JV to M2 Concepts.   |

**DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD  
OFFICIAL BOARD ACTION/RESOLUTION**

Date	Committee	Subject	Resolution #		
01/07/2021	Concessions/Commercial Development	Smart Restroom Technology			
<b>Action</b> That the Chief Executive Officer or designee be authorized to increase to Contract No. 7006788, for Smart Restroom Technology, with Infax, Inc., of Alpharetta, Georgia, in an amount not to exceed \$94,735.97, for a revised Contract amount of \$3,346,429.92.					
<b>Description</b> <ul style="list-style-type: none"><li>• Increase the Contract for Smart Restroom Technology in support of the Airport's Digital Strategy.</li></ul> <b>Justification</b> <ul style="list-style-type: none"><li>• This Contract increase will support integration with new intelligent soap dispensers being installed for Terminal D South.</li><li>• The increase will also support expansion of the system to the newly constructed restroom at gate B2.</li><li>• Existing soap dispensers will be converted from battery to AC power to reduce ongoing maintenance requirements for the system.</li></ul>					
<b>D/S/M/WBE Information</b> <ul style="list-style-type: none"><li>• The annual goal for the historical SBE Program is 20%.</li><li>• In accordance with the Board's historical SBE Program, the SBE goal for this contract is 5%.</li><li>• Infax, Inc. committed to achieving 7% SBE participation on this contract and is currently achieving 14.73%</li><li>• Infax, Inc. has committed to achieving the original 7% SBE participation inclusive of this Board Action.</li></ul>					
<b>Schedule/Term</b> <ul style="list-style-type: none"><li>• The current Contract completion date of November 3, 2022, is not affected by the action.</li></ul>					
Contract #	Agreement #	Purchase Order #	Action Amount	Revised Amount	
7006788			NTE \$94,735.97	\$3,346,429.92	
<b>For Information contact</b>		<b>Fund</b>	<b>Project #</b>	<b>External Funding Source</b>	<b>Amount</b>
Julio Badin 3-9504 Christian Brewer 3-5322		DFW Capital Acct	26777-01		\$94,735.97

**Additional Information**

- On September 5, 2019, by Resolution No. 2019-09-217, the Board awarded Contract No. 7006788, for Smart Restroom Technology, with Infax, Inc., of Alpharetta, Georgia.

Additional Attachments: **N****BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD**

That the Chief Executive Officer or designee be authorized to increase to Contract No. 7006788, for Smart Restroom Technology, with Infax, Inc., of Alpharetta, Georgia, in an amount not to exceed \$94,735.97, for a revised Contract amount of \$3,346,429.92.

**Approved as to Form by**


Rodriguez, Elaine  
Legal Counsel  
Dec 16, 2020 10:23 am

**Approved as to Funding by**


Underwood, Max  
Vice President Finance  
Finance  
Dec 16, 2020 1:17 pm

**Approved as to M/WBE by**


Burks Lee, Tamela  
Vice President Business Diversity  
and Development  
Business Diversity and  
Development  
Dec 17, 2020 10:20 am

**SIGNATURE REQUIRED FOR APPROVAL****Approved by**


Department Head  
Customer Service  
Dec 16, 2020 8:20 am

Pending

Chief Executive Officer

Date

**DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD  
OFFICIAL BOARD ACTION/RESOLUTION**

Date	Committee	Subject	Resolution #	
01/07/2021	Concessions/Commercial Development	Extend Term and at Delivery Service to Cursus Technologies, Inc. Permit No. 010194		
<b>Action</b> That the Chief Executive Officer or designee be authorized to extend the term of Permit No. 010194 between Cursus Technologies, Inc. and the Dallas Fort Worth International Airport Board.				
<b>Description</b> <ul style="list-style-type: none"><li>• Permit No. 010194 between Cursus Technologies, Inc. d/b/a Grab and the Airport will be extended from February 28, 2021 to February 28, 2022.</li><li>• Concessionaire will offer a delivery service provided by @YourGate, LLC operating in partnership with Grab.</li><li>• Grab will be liable for all activities of @YourGate, LLC.</li><li>• The delivery service will be provided in all five (5) terminals and a convenience fee of \$2.99 per delivery for employees and \$4.99 for passengers will be in effect.</li><li>• Revenue share to DFW through Grab is six percent (6%) for the first 2,500 deliveries per month and twelve percent (12%) for deliveries exceeding 2,500 per month.</li><li>• All other terms and conditions of this Permit shall remain in effect.</li></ul>				
<b>Justification</b> <ul style="list-style-type: none"><li>• This action is based on the Concession Policy 1.3.2 of providing and improving the shopping, dining, and service experience at DFW International Airport.</li><li>• Grab is currently operating in 67 airports, including both domestic and international.</li><li>• @YourGate, LLC is operating in eight (8) large hub airports.</li></ul>				
<b>D/S/M/WBE Information</b> <ul style="list-style-type: none"><li>• In accordance with the Board's ACDBE Program, the ACDBE goal for this lease space is 0% and the M/WBE goal is 0% due to the proprietary nature of the service.</li></ul>				
Contract #	Agreement #	Purchase Order #	Action Amount	Revised Amount
			\$0	\$0
For Information contact	Fund	Project #	External Funding Source	Amount
Zenola Campbell 3-4830				\$0

**Additional Information**Additional Attachments: **N****BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD**

That the Chief Executive Officer or designee be authorized to extend the term of Permit No. 010194 between Cursus Technologies, Inc. and the Dallas Fort Worth International Airport Board.

**Approved as to Form by**

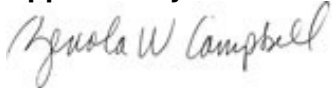

Rodriguez, Elaine  
Legal Counsel  
Dec 16, 2020 10:24 am

**Approved as to Funding by**


Underwood, Max  
Vice President Finance  
Finance  
Dec 16, 2020 1:18 pm

**Approved as to M/WBE by**


Burks Lee, Tamela  
Vice President Business Diversity  
and Development  
Business Diversity and  
Development  
Dec 17, 2020 10:20 am

**SIGNATURE REQUIRED FOR APPROVAL****Approved by**


Department Head

Dec 16, 2020 8:26 am

Pending

Chief Executive Officer

Date

# DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

## OFFICIAL BOARD ACTION/RESOLUTION

Date	Committee	Subject	Resolution #	
01/07/2021	Concessions/Commercial Development	Approve certain expenditures of the Public facilities Improvement Corporation Board relating to DFW Campus West, Building F		
<b>Action</b> That the Chief Executive Officer or designee be authorized to approve expenditures by the Public Facilities Improvement Corporation Board in an amount not to exceed \$109,230.00, for fungal remediation and repairs at DFW Campus West, Building F; and to execute Contract No. 7006993, for the Fungal Remediation and Repairs at the DFW Campus West, Building F, with RNDI Companies, Inc., of Rockwall, Texas for an amount not to exceed \$91,025.00.				
<b>Description</b> <ul style="list-style-type: none"><li>● The Dallas Fort Worth International Airport Board and the Owner Cities of Dallas and Fort Worth have approved the DFW Campus West as an authorized Public Facilities Improvement Corporation (PFIC) project.</li><li>● The expenditure of funds for this project was approved by the PFIC Board on December 7, 2020.</li><li>● As the Rules and Regulations of the PFIC require that the Airport Board approve any expenditures over \$40,000.00, this action recommends approval of the Contract for fungal remediation and repairs in an amount not to exceed \$109,230.00, which includes \$18,205.00, for contingency and permit fees.</li><li>● A capital improvement project for \$109,230.00 was approved on November 24, 2020 and \$250,000.00, was previously budgeted and approved by both the PFIC and the Board for this project.</li></ul>				
<b>Justification</b> <ul style="list-style-type: none"><li>● Building F consists of approximately 32,000 sf of which DFW Information Technology Services occupies approximately 6,700 for the West Hub and pays \$62,000.00 in annual rent to the PFIC.</li><li>● Fungal growth was observed early in 2020 and was brought to the attention of Environmental Affairs Department (EAD).</li><li>● EAD contracted testing and the fungal growth was determined to be mold and a remediation plan was developed.</li><li>● The remediation plan along with waterproofing and repair plans were advertised for bid with one qualified, responsive bidder.</li></ul>				
<b>D/S/M/WBE Information</b> <ul style="list-style-type: none"><li>● The annual goal for the M/WBE Program is 31%.</li><li>● In accordance with the Board's M/WBE Program, the M/WBE goal for this contract is 15%.</li><li>● RNDI Companies, Inc (HF-C) has committed to achieving 100% M/WBE participation, including 85% self-performance and 15% subcontracting participation utilizing B &amp; B Waste Transit, Inc (WF-C).</li></ul>				
Contract #	Agreement #	Purchase Order #	Action Amount	Revised Amount
7006993			NTE \$109,230.00	\$0
For Information contact	Fund	Project #	External Funding Source	Amount
John Brookby 3-4660	PFIC	26898-01		\$109,230.00

**Additional Information**

- By removing the current fungal growth on all infected materials and making the area watertight, the fungus will not spread further into the building.
- The DFW ITS Hub can continue to operate in the building without concern of contamination.
- One bid, from a MBE firm, was received on or before the due date of November 12, 2020. RNDI Companies, Inc., of Rockwall, Texas, is the responsive, responsible bidder.

Additional Attachments: **N****BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD**

That the Chief Executive Officer or designee be authorized to approve expenditures by the Public Facilities Improvement Corporation Board in an amount not to exceed \$109,230.00, for fungal remediation and repairs at DFW Campus West, Building F; and to execute Contract No. 7006993, for the Fungal Remediation and Repairs at the DFW Campus West, Building F, with RNDI Companies, Inc., of Rockwall, Texas for an amount not to exceed \$91,025.00.

**Approved as to Form by**


Rodriguez, Elaine  
Legal Counsel  
Dec 16, 2020 10:24 am

**Approved as to Funding by**


Underwood, Max  
Vice President Finance  
Finance  
Dec 15, 2020 6:17 pm

**Approved as to M/WBE by**


Burks Lee, Tamela  
Vice President Business Diversity  
and Development  
Business Diversity and  
Development  
Dec 17, 2020 10:21 am

**SIGNATURE REQUIRED FOR APPROVAL****Approved by**


Department Head  
Commercial Development  
Dec 15, 2020 11:27 am

Pending

Chief Executive Officer

Date



**DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD  
OFFICIAL BOARD ACTION/RESOLUTION**

Date	Committee	Subject	Resolution #	
01/07/2021	Concessions/Commercial Development	Approve certain expenditures of the Public Facilities Improvement Corporation Board relating to DFW Campus West, Building E		
<b>Action</b> That the Chief Executive Officer or designee be authorized to approve expenditures by the Public Facilities Improvement Corporation Board in an amount not to exceed \$2,498.045.00 for the White Boxing and Renovation at DFW Campus West, Building E; and to execute Contract No. 7006983, for DFW Campus West Building E, with Real Network Services, Inc., of Dallas, Texas, for an amount not to exceed \$2,159,170.00.				
<b>Description</b> <ul style="list-style-type: none"><li>• The Dallas Fort Worth International Airport Board and the Owner Cities of Dallas and Fort Worth have approved the DFW Campus West as an authorized Public Facilities Improvement Corporation (PFIC) project.</li><li>• The expenditure of funds for this project was approved by the PFIC Board on December 7, 2020.</li><li>• As the Rules and Regulations of the PFIC require that the Airport Board approve any expenditures over \$40,000.00, this action recommends approval of the Contract for white boxing and renovation at DFW Campus West, Building E.</li><li>• The bid, with accepted alternates from Real Network Services is \$2,159,170.00, with an additional \$338,875.00 for contingency and permitting fees the total not to exceed capital expenditure for the PFIC is \$2,498,045.00.</li><li>• A CIP for \$2,498.045.00 was approved on December 3, 2020 and \$2,500,000.00 was perviously budgeted and approved by both the PFIC Board and the Airport Board for this project.</li></ul>				
<b>Justification</b> <ul style="list-style-type: none"><li>• The interior and exterior of the building has not had any significant improvement and limited maintenance since the late-1980s.</li><li>• To market the +/-150,000 square feet of vacant space to prospective tenants, the building needs some renovations to both the interior and exterior of the property.</li></ul>				
<b>D/S/M/WBE Information</b> <ul style="list-style-type: none"><li>• The annual goal for the M/WBE Program is 31%.</li><li>• In accordance with the Board's M/WBE Program, the M/WBE goal for this contract is 25%.</li><li>• Real Networks Services, a certified Minority Business Enterprise (HM-C), has committed to achieving 25% through self-performance.</li></ul>				
Contract #	Agreement #	Purchase Order #	Action Amount	Revised Amount
7006983			NTE \$2,498,045.00	\$0
For Information contact	Fund	Project #	External Funding Source	Amount
John Brookby 3-4660	PFIC	26899-01		\$2,498,045.00

**Justification (continued)**

- PFIC-funded improvements will include: vacancy white box (new ceiling tile/grid, patch paint all walls, remove old carpet); removal of old data cabling; clean windows inside/out and power wash exterior of building; re-lamp parking garage, power wash and stripe; seal coat and stripe asphalt surface lots; install new card access system; remove dead trees, mow and trip overgrown landscaping.
- When fully leased, rent income for the PFIC is expected to be approximately \$3,000,000.00 annually; approximately \$250,000.00 per month once leased.
- Strategic Plan benefits:
  - ◆ Encourages non-core business developments consistent with the Board's policies
  - ◆ Increases non-airline PFIC revenues

**Additional Information**

- Five bids were received on or before the due date of November 2, 2020:
  - ◆ Holt Construction, of Irving, Texas
  - ◆ Real Network Services, Inc., of Dallas, Texas
  - ◆ James R. Thompson, Inc., of Dallas, Texas
  - ◆ Azteca Enterprises, Inc., of Dallas Texas
- The bid submitted by Skye Building Services, of Flower Mound, Texas, was determined non-responsive as the submission did not meet the specifications outlined in the Airport Board's solicitation.
- Real Network Services, Inc. was deemed the lowest priced, responsive, responsible bidder inclusive of the four accepted add alternate items bid.

Additional Attachments: **Y****BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD**

That the Chief Executive Officer or designee be authorized to approve expenditures by the Public Facilities Improvement Corporation Board in an amount not to exceed \$2,498,045.00 for the White Boxing and Renovation at DFW Campus West, Building E; and to execute Contract No. 7006983, for DFW Campus West Building E, with Real Network Services, Inc., of Dallas, Texas, for an amount not to exceed \$2,159,170.00.

**Approved as to Form by**


Rodriguez, Elaine  
Legal Counsel  
Dec 16, 2020 10:25 am

**Approved as to Funding by**


Underwood, Max  
Vice President Finance  
Finance  
Dec 15, 2020 6:18 pm

**Approved as to M/WBE by**


Burks Lee, Tamela  
Vice President Business Diversity  
and Development  
Business Diversity and  
Development  
Dec 17, 2020 10:21 am

**SIGNATURE REQUIRED FOR APPROVAL****Approved by**


Department Head  
Commercial Development  
Dec 15, 2020 11:28 am

Pending

Chief Executive Officer

Date

**Contract Order No. 7006983**  
**DFW Campus West Building E – White Boxing Services**  
**Bid Tabulation**

<b>Bidders</b>	<b>Bid Amount with Alternates</b>
Real Network Services, Inc. <sup>N1</sup> Dallas, Texas	\$2,498,045.50
Azteca Enterprises, Inc. <sup>N1</sup> Dallas, Texas	\$2,530,763.00
James R. Thompson, Inc. Dallas, Texas	\$3,275,281.05
Holt Construction Irving, Texas	\$3,416,772.45
<b>Note</b> 1. MBE – Certified through the North Central Texas Certification Agency	

**DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD  
OFFICIAL BOARD ACTION/RESOLUTION**

Date	Committee	Subject	Resolution #	
01/07/2021	Concessions/Commercial Development	Approve Change of Ownership Control for Lease No. 008109		
<b>Action</b> That the Chief Executive Officer or designee be authorized to change ownership control of Lease No. 008109 from CI/M2 Concepts JV to M2 Concepts.				
<b>Description</b> <ul style="list-style-type: none"><li>• Resolution No. 2018-11-260 revised the entity name and ownership interest of Lease No. 008109 d/b/a Einstein Bros. Bagels located in Terminal A, Gate 11.</li><li>• The current ownership is CI/M2 Concepts, JV, a Joint Venture comprised of Texas CI, LLC (60%) and M2 Concepts, LLC (40%).</li><li>• The current ACDBE partner, M2 Concepts, will purchase the ownership interest of Texas CI, LLC for this lease.</li><li>• All other lease terms and conditions remain in effect.</li></ul>				
<b>Justification</b> <ul style="list-style-type: none"><li>• The change of ownership is a result of an Agreement between Texas CI, LLC and M2 Concepts, LLC.</li><li>• M2 Concepts, LLC will be 100% owner of Lease No. 008109.</li><li>• In lieu of a voluntary termination, this change will allow this concept to continue to serve the travelers and provide 100% ownership for an ACDBE partner.</li></ul>				
<b>D/S/M/WBE Information</b> <ul style="list-style-type: none"><li>• In accordance with the Board's ACDBE Program, the ACDBE goal for this lease is 40% and the M/WBE goal for design and construction is 30%.</li><li>• M2 Concepts, LLC is a certified Airport Concession Disadvantaged Business Enterprise (ACDBE: BM-C, 100%). Their self-performance counts towards the 40% ACDBE goal.</li></ul>				
Contract #	Agreement #	Purchase Order #	Action Amount	Revised Amount
			\$0	\$0
For Information contact	Fund	Project #	External Funding Source	Amount
Zenola Campbell 3-4830				\$0

**Additional Information**Additional Attachments: **N****BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD**

That the Chief Executive Officer or designee be authorized to change ownership control of Lease No. 008861 from CI/M2 Concepts JV to M2 Concepts.

**Approved as to Form by**

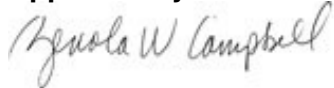

Rodriguez, Elaine  
Legal Counsel  
Dec 16, 2020 10:25 am

**Approved as to Funding by**


Underwood, Max  
Vice President Finance  
Finance  
Dec 16, 2020 1:18 pm

**Approved as to M/WBE by**


Burks Lee, Tamela  
Vice President Business Diversity  
and Development  
Business Diversity and  
Development  
Dec 17, 2020 10:21 am

**SIGNATURE REQUIRED FOR APPROVAL****Approved by**


Department Head

Dec 16, 2020 8:33 am

Pending

Chief Executive Officer

Date