

DALLAS FORT WORTH INTERNATIONAL AIRPORT
Virtual Board Meeting
February 11, 2021
8:30 a.m.

Convening of the Meeting – The Regular Meeting of the Dallas Fort Worth International Airport Board was duly convened and held via conference call at 8:30 a.m., on Thursday, February 11, 2021, pursuant to earlier notification thereof to the members of the Board and public. The following quorum was present:

Matrice Ellis-Kirk, Chair	Ben Leal
Henry Borbolla III	William Meadows
Gloria M. Tarpley, Secretary	Raj Narayanan
Deputy Mayor Pro Tem Adam McGough ¹	Mario Quintanilla
Mayor Betsy Price	Eddie Reeves
Vernon Evans	Karen Hunt ²

Board Staff in Attendance:

Sean Donohue, John Ackerman, Ken Buchanan, Chad Makovsky, Khaled Naja, Chris Poinatte, Paul Puopolo, Linda Valdez Thompson, Rob Darby, Elaine Rodriguez, Dee Amos Baker, Julio Badin, Alan Black, John Brookby, Zenola Campbell, Lisa Gahm, Catrina Gilbert, Rusty Hodapp, Tammy Huddleston, Tamela Lee, James Mauldin, Greg Spoon, Max Underwood, Michael Youngs, Donna Schnell

AGENDA

- A. Opening remarks and instructions for the meeting were given by Matrice Ellis-Kirk, Chair, and a roll call was held to establish that a quorum was present.
- B. Sean Donohue, Chief Executive Officer, discussed the current weather and road conditions in the Metroplex. Runways, taxiways, airfield and bridges at DFW Airport were being pretreated. There were a small number of cancellations because of icy road surfaces. The airport passenger results for calendar year 2020 were recently released and DFW Airport was number two in domestic travel and the fourth busiest globally. DFW had the smallest decline in air traffic for major US hubs and gateways and this should put us in a good position during recovery from the pandemic. Cargo has experienced a ten to fifteen percent decline as a result of the pandemic.
- C. The Election of the 2021 Officers was held and the following Officers were nominated and re-elected:
 - Matrice Ellis-Kirk, Chair
 - Henry Borbolla III, Vice Chair
 - Gloria M. Tarpley, Secretary
- D. The Financial Report was presented by Chris Poinatte, Executive Vice President Finance and Information Technology Services.

¹ Designated voting representative from the City of Dallas

² Non-voting from the City of Coppell

E. A presentation on Upcoming Concessions Relief was given by Zenola Campbell, VP Concessions.

F. The minutes of the Regular Board Meeting of January 7, 2021 were approved.

OPERATIONS COMMITTEE

Operations Committee Chair Raj Narayanan reported that the Committee met on Tuesday, February 9, 2021 at 12:32 p.m., and recommended approval of the following:

1. The minutes of the Operations Committee Meeting of January 5, 2021 were approved during the Committee Meeting of February 9, 2021.

Consent Items for Consideration

2. The Airport Board unanimously adopted Resolution No. 2021-02-023 to approve execution of a deductive Change Order to Contract No. 9500667, Replacement of Passenger Boarding Bridges B9, B26, E31 and E34, with Gadberry Construction Company, Inc., of Dallas, Texas, in a deductive amount of not less than (\$173,559.57), for a revised Contract amount of \$3,043,249.43.
3. The Airport Board unanimously adopted Resolution No. 2021-02-024 to approve execution of Contract No. 5001002, Terminal C High Gates - Oncor Reimbursement, with Oncor Electric Delivery Company, LLC, of Carrollton, Texas, in an amount not to exceed \$62,787.62 for the 607-calendar day term of the Agreement.
4. The Airport Board unanimously adopted Resolution No. 2021-02-025 to approve an Increase and extension to Contract No. 7006865, for Noise Monitor System Upgrade, with Casper Airport Solutions Inc., of Berwyn, Pennsylvania, in an amount not to exceed \$150,000.00, for a revised Contract amount of \$1,243,761.00.

Action Items for Consideration

5. The Airport Board unanimously adopted Resolution No. 2021-02-026 to approve an Increase to the owner allowance for Contract No. 9500670, for Grand Hyatt Roof and Panel Replacement, with HCBeck, Ltd. dba The Beck Group, of Dallas, Texas, in an amount not to exceed \$900,000.00, for a revised Contract amount of \$12,273,569.00.
6. The Airport Board unanimously adopted Resolution No. 2021-02-027 to approve execution of Contract No. 9500711, for Rental Car Center Service Site Hail Canopies, with Gilbert May, Inc. dba Phillips/May Corporation, of Dallas, Texas, in an amount not to exceed \$12,819,333.00, for the 485-calendar day term of the Contract; and execute change orders to such Contract on an as-needed basis, in the aggregate amount not to exceed \$1,100,000.00.

7. The Airport Board unanimously adopted Resolution No. 2021-02-028 to approve execution of Contract No. 8500382, for Quality Assurance Inspection Services, with Foster CM Group, Inc., of Dallas, Texas, in an amount not to exceed \$5,000,000.00; Contract No. 8500388, for Quality Assurance Inspection Services, with Keville Enterprises, Inc., of Irving, Texas, in an amount not to exceed \$5,000,000.00; Contract No. 8500389, for Quality Assurance Inspection Services, with PSA Constructors, Inc. dba PSA Management, Inc., of Dallas, Texas, in an amount not to exceed \$5,000,000.00; and Contract No. 8500390, for Quality Assurance Inspection Services, with Southwestern Testing Laboratories, LLC - DBA STL Engineers, LLC, of Dallas, Texas, in an amount not to exceed \$5,000,000.00, for the initial three-year term of the Contracts. Total amount of this action is \$20,000,000.00.
8. The Airport Board unanimously adopted Resolution No. 2021-02-029 to approve execution of Contract No. 8500387, for Automated People Mover Architectural and Engineering Services, with Lea+Elliott, Inc., of Grand Prairie, Texas, in an amount not to exceed \$15,000,000.00, for the five-year term of the Contract.

Discussion Items

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

CONCESSIONS/COMMERCIAL DEVELOPMENT COMMITTEE

Concessions/Commercial Development Committee Chair Vernon Evans reported that the Committee met on Tuesday, February 9, 2021 at 12:41 p.m., and recommended approval of the following:

11. The minutes of the Concessions/Commercial Development Committee Meeting of January 5, 202 were approve during the Committee Meeting of February 9, 2021.

Consent Items for Consideration

12. The Airport Board unanimously adopted Resolution No. 2021-02-030 to approve the ratification of the termination of a Concession Lease Agreement as a result of the Concessions Voluntary Termination Process.
13. The Airport Board unanimously adopted Resolution No. 2021-02-031 to approve amendment to leases between the Dallas Fort Worth International Airport and Orlando Rentco, LLC (Lease No. EZ-0588) and Sixt Rent A Car LLC (SILV-0823).

Action Item for Consideration

14. The Airport Board unanimously adopted Resolution No. 2021-02-032 to approve amendment of Lease Agreements by and between Lenlyn Ltd., operating as ICE Currency Services USA, and the Dallas Fort Worth International Airport.

FINANCE/AUDIT COMMITTEE

Finance/Audit Committee Chair William Meadows reported that the Committee met on Tuesday, February 9, 2021 at 12:45 p.m., and recommended approval of the following:

15. The minutes of the Finance/Audit Committee Meeting of January 5, 2021 were approved during the Committee Meeting of February 9, 2021.
16. The Financial Report was presented by Max Underwood, Vice President Finance, during the Committee Meeting of February 9, 2021.

Consent Item for Consideration

17. The Airport Board unanimously adopted Resolution No. 2021-02-033 to approve an increase to Contract No. 8005366, for Innovation Skills and Foundations Training, with HMW Innovate LLC dba GIANT Innovation, of New York, New York, in an amount not to exceed \$170,000.00, for a revised Contract amount of \$215,000.00.
18. The Airport Board unanimously adopted Resolution No. 2021-02-034 to approve an increase to Legal Services Contract No. 8005256 with the firm of Rogge Dunn Group of Dallas, Texas, in an amount not to exceed \$30,000.00 for a revised contract amount not to exceed \$79,000.00.
19. The Airport Board unanimously adopted Resolution No. 2021-02-035 to approve authorization to exercise options for multi-year Contracts for the third quarter of Fiscal Year 2021.
20. The Airport Board unanimously adopted Resolution No. 2021-02-036 to approve an increase Contract 7006695, for Adobe Software License, with Insight Public Sector, Inc., of Tempe, Arizona, in an amount not to exceed \$36,000.00, for a revised Contract amount of \$303,820.15.
21. The Airport Board unanimously adopted Resolution No. 2021-02-037 to approve execution of Purchase Order No. 277420, for Infoblox Hardware and Maintenance Refresh, to Future Com LTD, of Grapevine, Texas, in the amount of \$119,432.67.

Action Items for Consideration

22. The Airport Board unanimously adopted Resolution No. 2021-02-038 to approve execution of a Reimbursement Agreement with American Airlines, Inc. (AA) to install indoor air quality heating ventilation and air conditioning (HVAC) ultraviolet light technology (UV-C) in Terminal C in an amount not to exceed \$505,712.52.
23. The Airport Board unanimously adopted Resolution No. 2021-02-039 to approve an increase and extension to Contract No. 8004991, for DFW Mobile Application, with M2Mobi B.V., of Amsterdam, The Netherlands, in an amount not to exceed \$2,000,000.00, for a revised Contract amount of \$4,198,008.78.

24. The Airport Board unanimously adopted Resolution No. 2021-02-040 to approve execution of Purchase Order No. 277417, for Firewall Technology Refresh, to Netsync Network Solutions, of Carrollton, Texas, in the amount of \$726,500.50.
25. The Airport Board unanimously adopted Resolution No. 2021-02-041 to approve authorization to bind and procure an Insurance Policy for Excess Workers' Compensation Insurance with Midwest Employers Casualty Insurance Company in the amount of \$297,843.00 for the policy year effective March 1, 2021.
26. The Airport Board unanimously adopted Resolution No. 2021-02-042 to approve authorization to bind and procure an insurance policy for All-Risk Property Insurance, with American Home Assurance Company of New York, NY (AIG) as the primary insurance carrier in the total amount of \$8,717,041.00 for the policy period effective March 1, 2021.
27. The Airport Board unanimously adopted Resolution No. 2021-02-043 to approve an increase to Contract No. 7006957, for COVID-19 Cleaning and Disinfecting Services, with The Cleaning Guys, LLC dba CG Environmental, of Fort Worth, Texas, in an amount not to exceed \$200,000.00, for a revised Contract amount of \$449,000.00; and increase Contract No. 7006792, for Emergency Cleaning of Bloodborne Pathogens, with MBW SERV Corporation dba ServPro of North Irving, of Dallas, Texas, in an amount not to exceed \$300,000.00, for a revised Contract amount of \$839,000.00; and increase Contract No. 7006213, for Emergency Response and Cleanup for Contaminants, with NRC Gulf Environmental Services, Inc., of Great River, New York, in an amount not to exceed \$100,000.00, for a revised Contract not to exceed amount of \$1,052,832.00. Total amount of this action is \$600,000.00.

CLOSED SESSION

28. In accordance with provisions of Section 551.071 of the Texas Government Code, a closed session was 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:

- a) *Douglas Patterson, Individually, and on behalf of all others similarly situated under 29 USC 216(b) Plaintiffs, v. Dallas/Fort Worth International Airport Board, Defendant.*

OPEN SESSION

Action Item

29. The Airport Board unanimously adopted Resolution No. 2021-02-044 to approve execution of an agreement settling the Patterson Lawsuit.

Discussion Items

30. The Department of Audit Services' Quarterly Audit Update was presented by Rob Darby, Director Audit Services, during the Committee Meeting of February 9, 2021.
31. The Monthly D/S/M/WBE Expenditure Report was distributed to the Board.
32. Purchase Orders/Contracts and Professional Service Contracts approved by authorized staff were distributed to the Board.

FULL BOARD

Discussion Items

33. There were no registered speakers.
34. Next Committee meetings – March 2, 2021
Next Regular Board meeting – March 4, 2021