

DALLAS FORT WORTH INTERNATIONAL AIRPORT
Virtual Board Meeting with Video Conference
March 4, 2021
8:30 a.m.

Convening of the Meeting – The Regular Meeting of the Dallas Fort Worth International Airport Board was duly convened at 8:30 a.m., on Thursday, March 4, 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, Vice Chair	William Meadows
Gloria M. Tarpley, Secretary	Raj Narayanan
Deputy Mayor Pro Tem Adam McGough ¹	Mario Quintanilla
Mayor Betsy Price	Eddie Reeves
Vernon Evans	

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 importance of three action items on the agenda related to the redevelopment of Terminal C. Construction for this work is expected to begin in late 2022 or early 2023. Staff under the leadership of Tammy Huddleston, Vice President Energy, Transportation & Asset Management; Lisa Gahm, Vice President Operations; Alan Black, Director Public Safety; Khaled Naja, Executive Vice President Infrastructure & Development; and Chad Makovsky, Executive Vice President Operations, were commended for their efforts during and following the historic snow storms of mid-February. DFW and Dallas Love Field were the only airports that stayed open during these storms. Chad Makovsky, who was selected to become the Executive Director of Sky Harbor Airport and the entire Phoenix aviation system, was recognized. Chad will return this Spring for the grand opening of the Integrated Operations Center.
- C. The Financial Report was presented by Chris Poinatte, Executive Vice President Finance and Information Technology Services.
- D. A Cargo Update was given by John Ackerman, Executive Vice President Global Strategy and Development.
- E. The minutes of the regular Board Meeting of February 11, 2021 were approved.

¹ Designated voting representative from the City of Dallas

RETIREMENT/INVESTMENT COMMITTEE

Retirement/Investment Committee Chair Eddie Reeves reported that the Committee met on Tuesday, March 2, 2021 at 12:30 p.m., and recommended approval of the following:

1. The minutes of the Special Retirement/Investment Committee Meeting of January 22, 2021 were approved during the Committee Meeting of March 2, 2021.

Discussion Item

2. The Quarterly Investment Report was presented by Tony Kay of AndCo Consulting.

Action Items

3. The Airport Board unanimously adopted Resolution No. 2021-03-045 to approve an Asset Management Agreement with BC Partners for their BC Partners Fund XI, in a commitment amount of 6.5 million Euros (approximately \$8 million).
4. The Airport Board unanimously adopted Resolution No. 2021-03-046 to approval to fully redeem the investment in the Smith Graham Intermediate Core Fixed Income Fund and direct the proceeds into the remaining Core Fixed Income investments, Garcia Hamilton and Barrow Hanley, split evenly.
5. The Airport Board unanimously adopted Resolution No. 2021-03-047 to approve an Asset Management Agreement with Tenex Capital Partners for their Tenex Capital Fund III, in a commitment amount of \$7.5 million.
6. The Airport Board unanimously adopted Resolution No. 2021-03-048 to approve an Asset Management Agreement with Torchlight Investors LLC for their Torchlight Debt Fund VII, in a commitment amount of \$7.5 million.

OPERATIONS COMMITTEE

Operations Committee Chair Raj Narayanan was present, but had technical issues, therefore Committee Vice Chair Henry Borbolla reported that the Committee met on Tuesday, March 2, 2021 at 12:54 p.m., and recommended approval of the following:

7. The minutes of the Operations Committee Meeting of February 9, 2021 were approved during the Committee Meeting of March 2, 2021.

Consent Item for Consideration

8. The Airport Board unanimously adopted Resolution No. 2021-03-049 to approve execution of two Purchase Orders: Purchase Order No. 277515, for a Vehicle Wheel Alignment System, to Reeder Distributors, Inc., of Fort Worth, Texas, in the amount of \$59,760.00; Purchase Order No. 277649, for a Lifting System, to Alltex Capital Equipment Leasing Corp. dba Northstar Equipment Solutions, of Grapevine, Texas, in the amount of \$36,380.03. Total award amount \$96,140.03.

Action Items for Consideration

9. The Airport Board unanimously adopted Resolution No. 2021-03-050 to approve execution of Contract 7007046, for Axon Taser, Camera and Digital Evidence System, with Axon Enterprise, Inc., of Scottsdale, Arizona, in an amount not to exceed \$3,126,127.00, for the five-year term of the Contract.
10. The Airport Board unanimously adopted Resolution No. 2021-03-051 to approval to procure services necessary to complete the Terminal C Renovations and Associated Facilities projects using a method, authorized under Chapter 2269, Section B of the Texas Government Code, to determine which solicitation method, other than competitive bidding, provides the best value for the Airport.
11. The Airport Board unanimously adopted Resolution No. 2021-03-052 to approve execution of Contract No. 5001004, Frontier Communications Reimbursement Agreement Glade Road Bridge Replacement - Utility, with Frontier Communications, of Irving, Texas, in an amount not to exceed \$279,809.44, for the 180-calendar day term of the Contract.
12. The Airport Board unanimously adopted Resolution No. 2021-03-053 to approve execution of change orders for Contract No. 9500643, Northeast End Around Taxiway Package III: Glycol Facilities Relocation, with Austin Bridge & Road, LP, of Irving, Texas, on an as-needed basis in the aggregate amount not to exceed \$1,900,000.00, for a revised Contract amount of \$51,154,332.36.
13. The Airport Board unanimously adopted Resolution No. 2021-03-054 to approve execution of three Contracts for Facilities Design and Design Management Services: Contract No. 8500383, with Ghafari Associates, LLC, of Fort Worth, Texas, in an amount not to exceed \$25,000,000.00; Contract No. 8500391, with Gresham Smith, of Dallas, Texas, in an amount not to exceed \$ \$25,000,000.00; and Contract No. 8500392, with Helmuth, Obata & Kassabaum, Inc. (HOK), of Dallas, Texas, in an amount not to exceed \$25,000,000.00, for the initial three-year term of the Contracts, with three, one-year renewal periods. Total amount of this action is \$75,000,000.00.
14. The Airport Board unanimously adopted Resolution No. 2021-03-055 to approve execution of Contract No. 8500386, for Program Management/Construction Management Program Integration Office Services, with Momentum Aviation Partners, of Fort Worth, Texas, in an amount not to exceed \$65,000,000.00; and Contract No. 8500393, for Program Management/Construction Management Program Integration Office Services, with Freese and Nichols, Inc., of Fort Worth, Texas, in an amount not to exceed \$65,000,000.00, for the five-year term of the Contracts. Total amount of this action is \$130,000,000.00.

Discussion Items

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

FINANCE/AUDIT COMMITTEE

Finance/Audit Committee Chair William Meadows reported that the Committee met on Tuesday, March 2, 2021 at 1:10 p.m., and recommended approval of the following:

17. The minutes of the Finance/Audit Committee Meeting of February 9, 2021 were approved during the Committee Meeting of March 2, 2021.
18. The Finance Report was presented by Abel Palacios, Assistant Vice President Finance, during the Committee Meeting of March 2, 2021.
19. The Fiscal Year 2020 External Audit Results were presented by Blake Rodgers, Lead Audit Partner, of Deloitte during the Committee Meeting of March 2, 2021.

Action Items for Consideration

20. The Airport Board unanimously adopted Resolution No. 2021-03-056 to approve execution of Contract No 8005414, for Airline Lease and Use Agreement Consulting Services, with AvAirPros, Inc. (AAP), of Naples, Florida, in an amount not to exceed \$500,000.00, for the two-year term of the Contract.
21. The Airport Board unanimously adopted Resolution No. 2021-03-057 to approve execution of Contract No. 7007042, for Airport Public Address and Voice Evacuation System Maintenance, with Innovative Electric Designs (IED) Support Services, LLC dba IED On Call, of Louisville, Kentucky, in an amount not to exceed \$1,003,253.00, for the 10-year term of the Contract.
22. The Airport Board unanimously adopted Resolution No. 2021-03-058 to approve execution of Contract No. 7007020, for Enterprise Storage, with Netsync Network Solutions, of Carrollton, Texas, in an amount not to exceed \$1,338,952.00, for the initial one-year term of the Contract, with options to renew for four additional one-year periods.

Discussion Items

23. The Monthly D/S/M/WBE Expenditure Report was distributed to the Board.
24. Purchase Orders/Contracts and Professional Service Contracts approved by authorized staff were distributed to the Board.

CONCESSIONS/COMMERCIAL DEVELOPMENT COMMITTEE

Concessions/Commercial Development Committee Chair Vernon Evans reported that the Committee met on Tuesday, March 2, 2021 at 1:34 p.m., and recommended approval of the following:

25. The minutes of the Concessions/Commercial Development Committee Meeting of February 9, 2021 were approved during the Committee Meeting of March 2, 2021.

Action Items for Consideration

26. The Airport Board unanimously adopted Resolution No. 2021-03-059 to approve execution of Contract 8005398, for Mystery Shopper Services, with Customer Service Experts, Inc., dba CXE, Inc., of Annapolis, Maryland, in an amount not to exceed \$322,598.24, for the initial one-year term of the Contract, with options to renew for four additional one-year periods.
27. The Airport Board unanimously adopted Resolution No. 2021-03-060 to approve execution of Contract 8005397, for Pricing Evaluation Services, with Customer Service Experts, Inc., dba CXE, Inc., of Annapolis, Maryland, in an amount not to exceed \$98,440.00, for the initial one-year term of the Contract, with options to renew for four additional one-year periods.
28. The Airport Board unanimously adopted Resolution No. 2021-03-061 to approve amendment of Leases and Permits for rent relief as a result of the impacts of COVID-19.
29. The Airport Board unanimously adopted Resolution No. 2021-03-062 to approve execution of an amended and restated lease agreement with Logistics Center 8, LP.
30. The Airport Board unanimously adopted Resolution No. 2021-03-063 to approve execution of a lease amendment with Logistics Center 10, LP.
31. The Airport Board unanimously adopted Resolution No. 2021-03-064 to approve execution of a lease agreement with Logistics Center 12, LP for +/-49.69 acres of land.
32. The Airport Board unanimously adopted Resolution No. 2021-03-065 to approve execution of a lease amendment with Drive Nation Sports, LLC.
33. The Airport Board unanimously adopted Resolution No. 2021-03-066 to approve execution of a lease agreement with SRPF C/Passport 125, L.P. for +/-8.59 acres of land.

FULL BOARD

Discussion Items

34. There were no registered speakers.
35. Next Committee meetings – March 30, 2021
Next Regular Board meeting – April 1, 2021