

DALLAS FORT WORTH INTERNATIONAL AIRPORT
Board Meeting
June 3, 2021
8:30 a.m.

Meeting Place
2400 Aviation Drive
Board Room – DFW Headquarters Building
DFW Airport, TX 75261

Please be aware that due to COVID-19 restrictions, seating will be limited in the Airport Board Room. Overflow Rooms will be set up. Upon arrival, your temperature will be taken and a face mask must be worn at all times. Please also observe social distancing markers in the building. Should you wish to attend virtually, please follow the below instructions:

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=PWXW2190346&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, 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.

THIS MEETING LOCATION IS ACCESSIBLE. REQUESTS FOR ACCOMMODATIONS OR INTERPRETIVE SERVICES MUST BE MADE 48 HOURS PRIOR TO THIS MEETING BY CONTACTING DONNA SCHNELL AT 972-973-5752, OR T.D. 1-800-RELAY-TX (1-800-735-2989) FOR INFORMATION OR ASSISTANCE.

FOR DFW AIRPORT BOARD MEETING INFORMATION OR TO REGISTER TO SPEAK AT A BOARD MEETING, PLEASE EMAIL THE BOARD SECRETARY OR CALL 972 973-5752 BY 5 P.M. THE DAY BEFORE THE MEETING.

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.

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AGENDA

- A. Invocation – Chaplain DD Hayes
- B. Pledge of Allegiance
- C. Announcements
- D. Approve Minutes of the Regular Board Meeting of May 6, 2021.
- E. Infrastructure and Development Update – Khaled Naja
- F. Financial Report – Chris Poinsette

RETIREMENT/INVESTMENT COMMITTEE

1. Approve Minutes of the Retirement/Investment Committee Meeting of March 30, 2021.

Discussion Items

2. Quarterly Investment Report – Tony Kay, AndCo Consulting.
3. Annual Actuarial Valuation Report – Lewis Ward, Gabriel, Roeder, Smith & Company.

Action Items for Consideration

- | | |
|---------------|---|
| James Mauldin | <ol style="list-style-type: none">4. Approve an Asset Management Agreement with Centerbridge Partners for their Centerbridge Partners Real Estate Fund II, in a commitment amount of \$7.5 million.5. Approve an Asset Management Agreement with Strategic Value Partners for their Strategic Value Special Situations V, in a commitment amount of \$10 million.6. Approve an Asset Management Agreement with Monroe Capital Partners for their Monroe Capital Private Credit Fund IV, in a commitment amount of \$10 million. |
|---------------|---|

OPERATIONS COMMITTEE

7. Approve Minutes of the Operations Committee Meeting of May 6, 2021.

Consent Items for Consideration

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|------------------|--|
| Alan Black | <ol style="list-style-type: none">8. Approve execution of a Interlocal Agreement for a Remote Video Magistration project between Tarrant County, Texas and the DFW Airport Board. |
| Tammy Huddleston | <ol style="list-style-type: none">9. Approve execution of Contract No. 7007055, for Chevrolet Original Equipment Manufacturer Parts and Repairs, with Sam Pack Five Star Chevrolet of Carrollton, Texas, in an amount not to exceed \$158,300.00, for the initial one-year term of the Contract, with options to renew for four additional one-year periods.10. Approve execution of Contract No. 7007054, for Ford Original Equipment Manufacturer Parts and Repairs, with Irvtex Automotive Sales II, LLC dba Westway Ford, of Irving, Texas, in an amount not to exceed \$163,300.00, for the initial one-year term of the Contract, with options to renew for four additional one-year periods. |

Action Items for Consideration

- | | |
|------------------|---|
| Alan Black | 11. Approve execution of Purchase Order No. 278063 for Emergency Rescue Apparatus (Fire Truck), to Siddons Martin Emergency Group, LLC, of Denton, Texas, in the amount of \$2,978,531.45. |
| Rusty Hodapp | 12. Approve procurement of services necessary to complete the design build of the Aircraft Rescue and Fire Fighting (ARFF) stations. The project ARFF Station Consolidation will be using a method, authorized under Chapter 2269, Section B of the Texas Government Code, to determine a solicitation method, other than competitive bidding, that provides the best value for the Airport. |
| | 13. Approve execution of Contract No. 9500743, for Demolition of Northwest Air Cargo Buildings, with Veit & Company, Inc., of Rogers, Minnesota, in an amount not to exceed \$2,739,361.00, for the 210-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 \$370,000.00, for a total action amount of \$3,109,361.00. |
| | 14. Approve execution of Contract No. 9500702, for Energy Plaza Condenser Water System Rehabilitation, with Manhattan Construction Company, of Dallas, Texas, in an amount not to exceed \$12,043,713.00, for the 667-calendar day term of the Contract. |
| Tammy Huddleston | 15. Approve execution of Contract No. 7007048, for Conveyance Inspection Services, with ATIS Elevator Inspections, LLC, of St. Louis, Missouri, in an amount not to exceed \$489,940.00, for the five-year term of the Contract. |
| | 16. Approve execution of Contract No. 7007021, for Pest Management Services, with Prime Pest Management, of Carrollton, Texas, in an amount not to exceed \$1,761,422.00, for the initial three-year term of the Contract, with options to renew for two additional one-year periods. |
| | 17. Approve execution of Contract No. 7007022, for Skylink Operations & Maintenance, to Alstom Group, of Pittsburgh, Pennsylvania, in an amount not to exceed \$226,186,733.00, for the ten-year term of the Contract. |

Discussion Items

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| Rusty Hodapp | 18. Construction and Professional Services Contract increase(s) approved by authorized staff. |
| | 19. There are no decrease(s)/increase(s) in Scope of Work approved by authorized staff for this reporting period. |

CONCESSIONS/COMMERCIAL DEVELOPMENT COMMITTEE

20. Approve the minutes of the Concessions/Commercial Development Committee Meeting of May 6, 2021.

Consent Items for Consideration

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|-----------------|---|
| Zenola Campbell | 21. Approve a Permit between the Dallas Fort Worth International Airport Board and MAG US Lounge Management LLC. |
| | 22. Approve authorization to consent to the Assignment and Assumption of Lease Agreement No. 009813 to JDDA Concessions Management Inc. |

Action Items for Consideration

- | | |
|-----------------|---|
| Zenola Campbell | 23. Approve authorization to revise the entity and re-concept Lease No. 009775 by and between Air Star/LTS Marquis DFW, LLC, d/b/a Rio Mambo, and the Dallas Fort Worth International Airport Board. |
| Courtney Moore | 24. Approve authorization to reject all bids received for Solicitation No. 7007067, for Luggage Cart Rent - Purchase; and execute Contract No. 7007063, for Luggage Cart Services, with APS USA LLC, of Miami, Florida, in an amount not to exceed \$4,777,600.00, for the initial five-year term of the Contract, with options to renew for six additional one-year periods. |

Discussion Item

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| Zenola Campbell | 25. Permits issued by Concessions. |
|-----------------|------------------------------------|

FINANCE/AUDIT COMMITTEE

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| | 26. Approve Minutes of the Finance/Audit Committee Meeting of May 6, 2021. |
| Abel Palacios | 27. Financial Report. |
| Chris Poinatte | 28. Fiscal Year 2022 Budget Briefing. |

Consent Items for Consideration

- | | |
|------------------|---|
| Elaine Rodriguez | 29. Approve an increase to Legal Services Contract No. 8005257 with the firm of Carter Arnett of Dallas, Texas, in an amount not to exceed \$50,000.00 for a revised contract amount not to exceed \$98,750.00. |
|------------------|---|

- 30. Approve an increase to Legal Services Contract No. 8005115 with the firm of Milby LLC of Dallas, Texas, in an amount not to exceed \$100,000.00, for a revised contract amount not to exceed \$545,000.00.
- Michael Youngs
- 31. Approve an increase to Contract No. 8005314, for Enhanced Call Center System, with Voxai Solutions, Inc., of Coppell, Texas, in an amount not to exceed \$223,266.00, for a revised Contract amount of \$3,692,001.40.

Action Items for Consideration

- Jeff Benvegna
- 32. Approve execution of aa Reimbursement Agreement with American Airlines, Inc. (AA) for the construction and installation of Pre-Conditioned Air (PCA) Units in Terminals A and C in an amount not to exceed \$5,500,000.
 - 33. Approve execution of a Reimbursement Agreement with American Airlines, Inc. (AA) for the construction of the fit-out for the Terminal C High Gates in an amount not to exceed \$28,627,314.00.
- Greg Spoon
- 34. Approve adoption of rules governing the receipt of electronic submissions for Airport Procurement solicitations pursuant to Chapter 252.0415 of the Texas Local Government Code.
 - 35. Approve ratification of purchases for the total action amount of \$6,615,611.00, for emergency procurements for goods and services for the 2021 winter weather event.
- Michael Youngs
- 36. Approve execution of Contract No. 8005410, for Services to Migrate Enterprise Data Warehouse to Snowflake, with Armeta Analytics, Inc., of Dallas, Texas, in an amount not to exceed \$545,000.00, for the initial one-year term of the Contract, with options to renew for four additional one-year periods.
 - 37. Approve an increase to Contract No. 8005340, for Content Management System Digital Experience Gate Area of the Future, with Synect, LLC, of Redmond, Washington, in an amount not to exceed \$997,135.00 for a revised Contract amount of \$1,969,223.00.

CLOSED SESSION

- 38. In accordance with the provisions of Section 551.089 of the Texas Government Code, a closed session will be held for the purpose of deliberating network security information as described in the Texas Government Code, chapter 2059.055(b).
 - a) Cyber Liability and Technology Errors & Omissions Liability Insurance Policy

OPEN SESSION

Action Item for Consideration

- Catrina Gilbert 39. Approve authorization to bind and procure a Cyber Liability and Technology Errors & Omissions Liability Insurance Policy with Munich Re Syndicate 457 at Lloyds Limited, in the amount of \$318,150.00 for the policy year effective June 3, 2021.

Discussion Items

- Tamela Lee 40. Monthly D/S/M/WBE Expenditure Report.
- Greg Spoon 41. Purchase Orders/Contracts and Professional Services Contracts approved by authorized staff.

FULL BOARD

CLOSED SESSION

42. In accordance with provisions of Section 551.072 of the Texas Government Code, a closed session will be held relating to 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, to wit:
- a) Use Agreement Update

OPEN SESSION

43. Registered Speakers (items unrelated to agenda items)
44. No Committee or Board meetings will be held in July 2021.
Next Committee meetings – August 3, 2021
Next Regular Board meeting – August 5, 2021

AGENDA
RETIREMENT/INVESTMENT COMMITTEE MEETING
Tuesday, June 1, 2021
12:30 p.m.

RETIREMENT/INVESTMENT COMMITTEE

1. Approve Minutes of the Retirement/Investment Committee Meeting of March 30, 2021.

Discussion Items

2. Quarterly Investment Report – Tony Kay, AndCo Consulting.
3. Annual Actuarial Valuation Report – Lewis Ward, Gabriel, Roeder, Smith & Company.

Action Item for Consideration

- James Mauldin
4. Approve an Asset Management Agreement with Centerbridge Partners for their Centerbridge Partners Real Estate Fund II, in a commitment amount of \$7.5 million.
 5. Approve an Asset Management Agreement with Strategic Value Partners for their Strategic Value Special Situations V, in a commitment amount of \$10 million.
 6. Approve an Asset Management Agreement with Monroe Capital Partners for their Monroe Capital Private Credit Fund IV, in a commitment amount of \$10 million.

Investment Performance Review
Period Ending March 31, 2021

Dallas / Ft. Worth International Airport



Dallas / Fort Worth International Airport

Total Portfolio Walkforward

in \$Millions

	Total	Pension	OPEB
Balance 12/31/2020	\$ 853.8	\$ 819.5	\$ 34.3
Contributions	\$ 0.6	\$ 0.6	\$ -
Distributions	\$ (10.5)	\$ (10.0)	\$ (0.5)
Fees and Expenses	\$ (1.5)	\$ (1.5)	\$ (0.0)
Income	\$ 3.6	\$ 3.4	\$ 0.1
Asset Appreciation	\$ 15.7	\$ 15.1	\$ 0.6
Balance 3/31/2021	<u>\$ 861.7</u>	<u>\$ 827.1</u>	<u>\$ 34.6</u>

Dallas / Fort Worth International Airport

Executive Summary - Portfolio Performance vs Goals

- **Goal #1 - Gross returns should exceed the benchmark portfolio for the five-year period**
 - Achieved – 9.6% return versus fund policy benchmark of 8.9%

- **Goal #2 – Return, net of fees, should exceed the actuarially required return of 7.25% for the five-year period**
 - Achieved – Net return of 8.77%
 - Last quarter, five-year net return was 8.20%

- **Goal #3 - Be in the top 50% compared to the peer median universe for the five-year period**
 - Not Achieved – Peer universe rank was 66th percentile
 - The Policy Index ranked in the 86th percentile
 - Last quarter, five-year peer rank was 73rd percentile

Dallas / Fort Worth International Airport

Portfolio Performance Summary (General Comments)

	Quarter	Year-To- Date	1 Year	3 Years	5 Years	Inception*
Total Fund Net	2.2%	2.2%	24.9%	7.0%	8.8%	8.8%
Benchmark	2.1%	2.1%	28.2%	8.9%	8.9%	8.7%

* AndCo Consulting Inception 7/2010

- **The Total Plan net returns slightly outperform the benchmark since inception.**
- **The portfolio's returns for shorter periods were impacted by weakness in Private Equity, primarily driven by Lonestar.**
- **For the quarter, the portfolio's public equity allocation continued to perform strongly on an absolute basis with a return of 4.5%.**
- **The private equity allocation drove long-term relative outperformance with a return of 16% since inception.**

Dallas / Ft. Worth International Airport

Asset Allocation Summary

	<u>Minimum</u>	<u>Maximum</u>	<u>Target</u>	<u>Current</u>
Domestic Equity	15.0%	25.0%	20.0%	24.0%
International/Global Equity	12.5%	27.5%	17.5%	19.1%
Core Fixed Income	7.5%	17.5%	12.5%	13.8%
Non-Core Fixed Income	10.0%	20.0%	15.0%	11.5%
Cash Equivalents	0.0%	5.0%	2.5%	2.8%
Real Estate*	5.0%	15.0%	10.0%	9.0%
Private Equity*	7.5%	17.5%	12.5%	11.6%
Real Assets & Master Limited Partnerships*	5.0%	15.0%	10.0%	8.1%
Totals			<u>100%</u>	<u>100%</u>

*The total allocation to "Alternative Investments" is 29%, within the policy limit of 40%.

Please note: **Green** font signifies the allocation is within policy limit, **red** font signifies allocation is outside of the limit.

DFW Manager Watch List Criteria

Criteria for Open-end Strategies

Primary Criteria:

- Total return (gross of fees) must meet or exceed the benchmark return over trailing 5-year period.
- Total return (gross of fees) must rank in the top half of the peer group over the trailing 5-year period.
- Style drift from original mandate.
- Performance dispersion from composite.
- Turnover of personnel determined to be key to management of firm, execution of strategy or service of relationship.

Secondary Criteria:

- Four or more consecutive quarters where total return (gross of fees) fails to exceed the benchmark.
- Investment process change including a change to the stated benchmark.
- Investigation of firm by the SEC or other regulatory body.
- Asset flows deemed to be significant into or out of the firm or strategy.
- Merger or sale of firm.
- Change in fee outside of competitive range.
- Failure to adhere to parameters established within the IPS or IMA regarding the management of the portfolio.

Criteria for Closed-end Strategies

Primary Criteria:

- Total return must rank in the top half of the peer group over the trailing 10-year period.
- Turnover of personnel determined to be key to management of firm, execution of strategy or service of relationship.

Secondary Criteria:

- Investigation of firm by the SEC or other regulatory body.
- Asset flows deemed to be significant into or out of the firm.
- Merger or sale of firm.
- Total return must rank in the top half of the peer group over the trailing 5-year period.

DFW Manager Watch List

Open-end Strategies

Manager	Asset Class	Market Value (3/31/2020)	Date Added	Reason	Next Steps
JP Morgan Chase <ul style="list-style-type: none"> JPM Alerian ETN (AMJ) 	Real Assets & MLPs	\$4,763,752	12/31/2019	Performance <ul style="list-style-type: none"> Total return (gross) trails the benchmark over the trailing 5-year period. 	<ul style="list-style-type: none"> Continue to monitor.
Invesco <ul style="list-style-type: none"> Core Real Estate 	Real Estate	\$10,182,446	06/30/2020	Performance <ul style="list-style-type: none"> Total return ranks in the bottom half of the peer group over the trailing 5-year period. Total return (gross) trails the benchmark over the trailing 5-year period. 	<ul style="list-style-type: none"> Continue to monitor.
Westwood <ul style="list-style-type: none"> All Cap Value 	Domestic Equity	\$33,330,003	12/31/2020	Performance <ul style="list-style-type: none"> Total return ranks in the bottom half of the peer group over the trailing 5-year period. 	<ul style="list-style-type: none"> Continue to monitor.
Barrow Hanley <ul style="list-style-type: none"> Large Cap Value 	Domestic Equity	\$33,093,925	3/31/2021	Performance <ul style="list-style-type: none"> Total return ranks in the bottom half of the peer group over the trailing 5-year period. 	<ul style="list-style-type: none"> Continue to monitor.

Asset Allocation & Performance
Trailing Returns - Net of Fees
As of March 31, 2021

Asset Allocation & Performance	Allocation		Performance(%)							
	Market Value \$	%	QTR	YTD	1 YR	3 YR	5 YR	10 YR	Inception	Inception Date
Pension Fund (Net)	827,110,001	100.0	2.19	2.19	24.90	7.01	8.77	7.35	6.50	06/01/2005
Total Fund Policy			2.07	2.07	28.19	8.90	8.92	7.32	6.26	
Pension Fund (Net) from AndCo inception	827,110,001	100.0	2.19	2.19	24.90	7.01	8.77	7.35	8.79	07/01/2010
Total Fund Policy			2.07	2.07	28.19	8.90	8.92	7.32	8.73	
Total Equity Composite	357,037,143	43.2	4.54	4.54	55.76	11.84	13.41	10.01	11.27	12/01/2009
Total Equity Policy			5.06	5.06	56.67	12.37	13.80	10.55	11.66	
Total Domestic Equity Composite	198,650,816	24.0	5.81	5.81	58.83	15.89	15.67	12.34	13.54	12/01/2009
Total Domestic Equity Policy			6.35	6.35	62.53	17.12	16.64	13.79	14.86	
Total International/Global Equity Composite	158,386,327	19.1	2.99	2.99	51.97	7.10	10.67	6.78	7.33	01/01/2010
Total International Policy			3.60	3.60	50.03	7.02	10.28	5.41	5.92	
Total Fixed Income Composite	209,846,910	25.4	-0.94	-0.94	7.03	5.03	5.02	4.78	4.90	01/01/2010
Total Fixed Policy			-2.93	-2.93	1.78	4.50	3.02	3.07	3.42	
Total Core Fixed Income Composite	114,498,571	13.8	-2.97	-2.97	3.03	4.24	2.65	3.00	3.32	01/01/2010
Total Domestic Fixed Policy			-3.38	-3.38	0.71	4.65	3.08	3.10	3.45	
Total Non-Core Fixed Income Composite	95,348,339	11.5	1.23	1.23	11.53	6.01	7.80	N/A	7.33	09/01/2011
Blmbg. Barc. U.S. Universal Index			-3.05	-3.05	2.95	4.86	3.59	3.77	3.42	
Total Real Estate Composite	74,166,463	9.0	1.77	1.77	-0.81	1.95	5.45	8.71	8.71	04/01/2011
NCREIF Fund Index-ODCE (EW)			2.25	2.25	2.91	5.29	6.52	9.81	9.81	
Total Real Assets & MLPs Composite	67,282,200	8.1	4.73	4.73	21.55	1.55	4.43	1.68	1.58	03/01/2011
50% Blmbg. Barc. Agg/ 50% Alerian MLP			8.80	8.80	47.54	3.94	2.90	2.45	2.41	
Total Private Equity Managers	95,917,453	11.6	-0.21	-0.21	7.42	3.29	7.53	8.79	16.30	07/01/2010
Cambridge Associates Private Equity Index			0.00	0.00	22.32	10.42	13.20	12.31	13.36	
Cash Accounts Composite *	22,859,832	2.8	0.00	0.00	0.03	1.25	N/A	N/A	1.23	08/01/2017
** R&D Account only	22,674,862	2.7								

Returns for periods of greater than one year are annualized. Returns are expressed as %.

*Cash accounts composite includes R&D, and cash from private funds. ** R&D line is included in the cash accounts composite.

Green marks indicate >+1.% difference from BM, yellow marks indicate <-1.% difference from BM. Only applies to 5+years for closed end funds.

Managers shown in orange indicate managers on watchlist, any deviance from BM highlighted.



AndCo compiled this report for the sole use of the client for which it was prepared. AndCo is responsible for evaluating the performance results of the Total Fund along with the investment advisors by comparing their performance with indices and other related peer universe data that is deemed appropriate. AndCo uses the results from this evaluation to make observations and recommendations to the client.

AndCo uses time-weighted calculations which are founded on standards recommended by the CFA Institute. The calculations and values shown are based on information that is received from custodians. AndCo analyzes transactions as indicated on the custodian statements and reviews the custodial market values of the portfolio. As a result, this provides AndCo with a reasonable basis that the investment information presented is free from material misstatement. This methodology of evaluating and measuring performance provides AndCo with a practical foundation for our observations and recommendations. Nothing came to our attention that would cause AndCo to believe that the information presented is significantly misstated.

This performance report is based on data obtained by the client's custodian(s), investment fund administrator, or other sources believed to be reliable. While these sources are believed to be reliable, the data providers are responsible for the accuracy and completeness of their statements. Clients are encouraged to compare the records of their custodian(s) to ensure this report fairly and accurately reflects their various asset positions.

The strategies listed may not be suitable for all investors. We believe the information provided here is reliable, but do not warrant its accuracy or completeness. Past performance is not an indication of future performance. Any information contained in this report is for informational purposes only and should not be construed to be an offer to buy or sell any securities, investment consulting, or investment management services.

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

Date 06/03/2021	Committee Retirement & Investments	Subject Approve an Asset Management Agreement with Centerbridge Partners	Resolution #
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Action

That the Chief Executive Officer or designee be authorized to enter into an Asset Management Agreement with Centerbridge Partners for their Centerbridge Partners Real Estate Fund II, in a commitment amount of \$7.5 million.

Description

- Centerbridge is a large, multi-asset firm headquartered in New York that the Board has not previously invested with. While its core strategy lies in private equity, real estate has long been an important exposure that adds diversification.
- The goal of the Centerbridge Partners Real Estate II Fund is to generate attractive risk-adjusted returns for all manner of real estate investments. The return objectives for the Fund are 15% to 18% net IRR and 1.8X multiple on invested capital.
- The term is 10 years with one 1-year extension.
- During the investment period, the favorable management fee is 1.4% on committed capital. During the harvest period, it falls to 1.25% per annum on invested capital. After an 8% hurdle, there is a 20% performance fee.
- Funding will come from distributions from existing real estate funds.

Justification

- This action will provide additional diversification for the portfolio, with a top tier investment manager, while maintaining the invested level of the real estate allocation.

D/S/M/WBE Information

- Not Applicable

Contract #	Agreement #	Purchase Order #	Action Amount \$0	Revised Amount \$0
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For Information contact James Mauldin 3-5447	Fund	Project #	External Funding Source	Amount \$0
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Additional InformationAdditional Attachments: **N****BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD**

That the Chief Executive Officer or designee be authorized to enter into an Asset Management Agreement with Centerbridge Partners for their Centerbridge Partners Real Estate Fund II, in a commitment amount of \$7.5 million.

Approved as to Form by

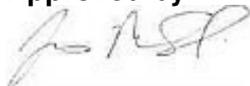

Rodriguez, Elaine
Legal Counsel
May 19, 2021 6:04 pm

Approved as to Funding by


Underwood, Max
Vice President Finance
Finance
May 19, 2021 2:19 pm

Approved as to M/WBE by


Burks Lee, Tamela
Vice President Business Diversity
and Development
Business Diversity and
Development
May 19, 2021 11:05 am

SIGNATURE REQUIRED FOR APPROVAL**Approved by**


Department Head

May 18, 2021 1:54 pm

Chief Executive Officer

Pending

Date

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

Date 06/03/2021	Committee Retirement & Investments	Subject Approve an Asset Management Agreement with Strategic Value Partners.	Resolution #
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Action

That the Chief Executive Officer or designee be authorized to enter into an Asset Management Agreement with Strategic Value Partners for their Strategic Value Special Situations V, in a commitment amount of \$10 million.

Description

- Strategic Value Partners (SVP), a self-identified MWBE firm headquartered in Greenwich, CT, is a global investment firm established in March 2001 and focused on distressed credit through restructurings, event-driven deals, special situation, and trading-oriented opportunities.
- Like its predecessors, Fund V will seek to invest its capital in deep-value, stressed, and distressed debt of middle-market companies and assets and will seek to exert meaningful influence in both financial restructurings and subsequent operational performance. The return target of 15% net internal rate of return is comparable in similar strategies pursued by the Dallas Fort Worth International Airport pension.
- The term is 7 years with two 1-year extensions.
- SVP will charge a 1.75% management fee on committed during the investment period, then on invested capital during the harvest period. After an 8% hurdle rate, SVP will receive a performance fee of 20%.
- Funding will come from distributions from existing credit funds and the annual sponsor contribution.

Justification

- This action will provide additional diversification for the portfolio, with a top tier investment manager, while working to grow the invested level of the non-core fixed income allocation to the target level.

D/S/M/WBE Information

- Not Applicable
- Strategic Value Partners (SVP) is a minority-owned firm (IM).

Contract #	Agreement #	Purchase Order #	Action Amount \$0	Revised Amount \$0
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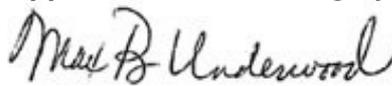
For Information contact James Mauldin 3-5447	Fund	Project #	External Funding Source	Amount \$0
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Additional InformationAdditional Attachments: **N****BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD**

That the Chief Executive Officer or designee be authorized to enter into an Asset Management Agreement with Strategic Value Partners for their Strategic Value Special Situations V, in a commitment amount of \$10 million.

Approved as to Form by

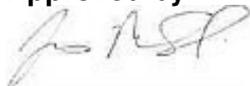

Rodriguez, Elaine
Legal Counsel
May 19, 2021 6:06 pm

Approved as to Funding by


Underwood, Max
Vice President Finance
Finance
May 19, 2021 2:19 pm

Approved as to M/WBE by


Burks Lee, Tamela
Vice President Business Diversity
and Development
Business Diversity and
Development
May 19, 2021 11:06 am

SIGNATURE REQUIRED FOR APPROVAL**Approved by**


Department Head

May 18, 2021 1:55 pm

Chief Executive Officer

Pending

Date

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

Date 06/03/2021	Committee Retirement & Investments	Subject Approve an Asset Management Agreement with Monroe Capital Partners	Resolution #
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Action

That the Chief Executive Officer or designee be authorized to enter into an Asset Management Agreement with Monroe Capital Partners for their Monroe Capital Private Credit Fund IV, in a commitment amount of \$10 million.

Description

- Monroe Capital is a new manager for DFW and headquartered in Chicago, IL. They are a premier boutique asset management firm specializing in private credit markets across various strategies including, direct lending, asset-based lending, specialty finance, opportunistic and structured credit and equity.
- The objective of the Monroe Capital Private Credit Fund IV is to provide investors with: attractive overall return; meaningful current yield; and safety associated with investing primarily in secured loans with contractual repayment schedules via investments in senior and junior secured loans to middle market companies, and opportunistic investments. It has a net return objective of 9% to 12% and a net equity multiple objective of 1.5x.
- The term is 7 years with two 1-year extensions.
- The management fee for the strategy is market average at 1.5% on invested capital, which could potentially lower to 1.25%, depending on final numbers; there is no charge for committed capital. After a 6% hurdle, the performance fee is 17.5%.
- Funding will come from distributions from existing credit funds and the annual sponsor contribution.

Justification

- This action will provide additional diversification for the portfolio, with a top tier investment manager, while growing the invested level of the non-core fixed income allocation to the target level.

D/S/M/WBE Information

- Not Applicable

Contract #	Agreement #	Purchase Order #	Action Amount	Revised Amount
			\$0	\$0

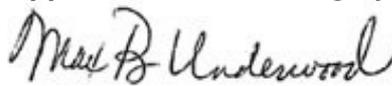
For Information contact	Fund	Project #	External Funding Source	Amount
James Mauldin 3-5447				\$0

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

That the Chief Executive Officer or designee be authorized to enter into an Asset Management Agreement with Monroe Capital Partners for their Monroe Capital Private Credit Fund IV, in a commitment amount of \$10 million.

Approved as to Form by

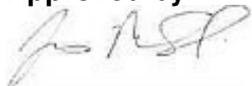

Rodriguez, Elaine
Legal Counsel
May 19, 2021 6:05 pm

Approved as to Funding by


Underwood, Max
Vice President Finance
Finance
May 19, 2021 2:19 pm

Approved as to M/WBE by


Burks Lee, Tamela
Vice President Business Diversity
and Development
Business Diversity and
Development
May 19, 2021 11:06 am

SIGNATURE REQUIRED FOR APPROVAL**Approved by**


Department Head

May 18, 2021 1:54 pm

Chief Executive Officer

Pending

Date

AGENDA
OPERATIONS COMMITTEE MEETING
Tuesday, June 1, 2021
12:45 p.m.

OPERATIONS COMMITTEE

7. Approve Minutes of the Operations Committee Meeting of May 4, 2021.

Consent Items for Consideration

- | | |
|------------------|---|
| Alan Black | 8. Approve execution of a Interlocal Agreement for a Remote Video Magistration project between Tarrant County, Texas and the DFW Airport Board. |
| Tammy Huddleston | 9. Approve execution of Contract No. 7007055, for Chevrolet Original Equipment Manufacturer Parts and Repairs, with Sam Pack Five Star Chevrolet of Carrollton, Texas, in an amount not to exceed \$158,300.00, for the initial one-year term of the Contract, with options to renew for four additional one-year periods. |
| | 10. Approve execution of Contract No. 7007054, for Ford Original Equipment Manufacturer Parts and Repairs, with Irvtex Automotive Sales II, LLC dba Westway Ford, of Irving, Texas, in an amount not to exceed \$163,300.00, for the initial one-year term of the Contract, with options to renew for four additional one-year periods. |

Action Items for Consideration

- | | |
|--------------|---|
| Alan Black | 11. Approve execution of Purchase Order No. 278063 for Emergency Rescue Apparatus (Fire Truck), to Siddons Martin Emergency Group, LLC, of Denton, Texas, in the amount of \$2,978,531.45. |
| Rusty Hodapp | 12. Approve procurement of services necessary to complete the design build of the Aircraft Rescue and Fire Fighting (ARFF) stations. The project ARFF Station Consolidation will be using a method, authorized under Chapter 2269, Section B of the Texas Government Code, to determine a solicitation method, other than competitive bidding, that provides the best value for the Airport. |
| | 13. Approve execution of Contract No. 9500743, for Demolition of Northwest Air Cargo Buildings, with Veit & Company, Inc., of Rogers, Minnesota, in an amount not to exceed \$2,739,361.00, for the 210-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 \$370,000.00, for a total action amount of \$3,109,361.00. |

- 14. Approve execution of Contract No. 9500702, for Energy Plaza Condenser Water System Rehabilitation, with Manhattan Construction Company, of Dallas, Texas, in an amount not to exceed \$12,043,713.00, for the 667-calendar day term of the Contract.
- Tammy Huddleston
- 15. Approve execution of Contract No. 7007048, for Conveyance Inspection Services, with ATIS Elevator Inspections, LLC, of St. Louis, Missouri, in an amount not to exceed \$489,940.00, for the five-year term of the Contract.
 - 16. Approve execution of Contract No. 7007021, for Pest Management Services, with Prime Pest Management, of Carrollton, Texas, in an amount not to exceed \$1,761,422.00, for the initial three-year term of the Contract, with options to renew for two additional one-year periods.
 - 17. Approve execution of Contract No. 7007022, for Skylink Operations & Maintenance, to Alstom Group, of Pittsburgh, Pennsylvania, in an amount not to exceed \$226,186,733.00, for the ten-year term of the Contract.

Discussion Items

- Rusty Hodapp
- 18. Construction and Professional Services Contract increase(s) approved by authorized staff.
 - 19. 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 06/03/2021	Committee Operations	Subject Interlocal Agreement for Remote Video Magistration	Resolution #
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Action
That the Chief Executive Officer or designee be authorized to execute an Interlocal Agreement for a Remote Video Magistration project between Tarrant County, Texas and the DFW Airport Board.

Description

- This project provides for technical and computer hardware assistance from Tarrant County to implement a remote video magistration project.

Justification

- Serves the common interest of both parties regarding performing legally required arraignment of prisoners.
- Benefits the public, as such, an arrested person will be granted the ability to bond out of jail from within the DFW Department of Public Safety jail facility, as opposed to being transported to Tarrant County jail for arraignment and release.

D/S/M/WBE Information

- The annual goal for the M/WBE Program is 31%.
- N/A - Not subject to a goal per the Board's M/WBE Policy due to the nature of the procurement. (Interlocal/interagency Agreement)

Schedule/Term
The Agreement becomes effective when signed by the last party whose signing makes the Agreement fully executed.

Either party may terminate the Agreement for convenience upon thirty days written notice to the other party.

Contract #	Agreement #	Purchase Order #	Action Amount \$0	Revised Amount \$0
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For Information contact Alan Black 3-3500	Fund	Project #	External Funding Source	Amount \$0
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Additional Information

DFW Airport and Tarrant County agree to perform all responsibilities identified in the Assessment by December 31, 2021. Prior to December 31, 2021, the parties may agree in writing to extend the date for completion of party responsibilities.

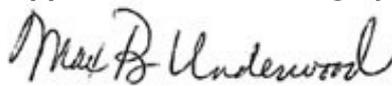
The Interlocal Cooperation Act contained in Chapter 791 of the Texas Government Code provides legal authority for the parties to enter into this Agreement.

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 an Interlocal Agreement for a Remote Video Magistration project between Tarrant Count, Texas and the D/FW Airport Board.

Approved as to Form by


Rodriguez, Elaine
Legal Counsel
May 19, 2021 6:06 pm

Approved as to Funding by


Underwood, Max
Vice President Finance
Finance
May 19, 2021 2:19 pm

Approved as to M/WBE by


Burks Lee, Tamela
Vice President Business Diversity
and Development
Business Diversity and
Development
May 19, 2021 11:06 am

SIGNATURE REQUIRED FOR APPROVAL**Approved by**


Department Head
Public Safety
May 18, 2021 8:24 am

Pending

Chief Executive Officer

Date

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

Date 06/03/2021	Committee Operations	Subject Chevrolet Original Equipment Manufacturer Parts and Repairs	Resolution #
Action That the Chief Executive Officer or designee be authorized to execute Contract No. 7007055, for Chevrolet Original Equipment Manufacturer Parts and Repairs, with Sam Pack Five Star Chevrolet of Carrollton, Texas, in an amount not to exceed \$158,300.00, for the initial one-year term of the Contract, with options to renew for four additional one-year periods.			
Description <ul style="list-style-type: none"> • Award a Contract to maintain the usage of Chevrolet fleet in support of the Airport's automotive needs. Justification <ul style="list-style-type: none"> • This is a new Contract to support the Airport's fleet of Chevrolet vehicles. • This Contract supports dealership service repairs and the supply of parts for all the Airport's 169 Chevrolet vehicles. • The Contract establishes a uniform discount off list price for parts and an hourly rate for service repairs. • Parts received will be original equipment manufacturer parts. • Efficiencies will be achieved through the procurement, delivery and invoicing process. 			
D/S/M/WBE Information <ul style="list-style-type: none"> • The annual goal for the M/WBE Program is 31%. • NA - Not subject to a goal per the Board's M/WBE Policy due to the nature of the procurement. (Goods/Finished Products) 			
Schedule/Term <ul style="list-style-type: none"> • Start Date: June 2021 • Contract Term: One year, with four one-year renewal options 			
Contract # 7007055	Agreement #	Purchase Order #	Action Amount NTE \$158,300.00
			Revised Amount \$0
For Information contact Tammy Huddleston 3-6132 Joy Tuider 3-5634	Fund Operating Fund	Project #	External Funding Source Amount NTE \$158,300.00

Additional Information

- Two Bids, none from M/WBE firms, were received on or before the due date of April 23, 2021.
- Bid tabulation attached
- Sam Pack Five Star Chevrolet, of Carrollton, Texas, is the lowest responsive, responsible Bidder.
- Projected Total for the Contract including all renewals, if approved, is \$791,500.00.

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. 7007055, for Chevrolet Original Equipment Manufacturer Parts and Repairs, with Sam Pack Five Star Chevrolet of Carrollton, Texas, in an amount not to exceed \$158,300.00, for the initial one-year term of the Contract, with options to renew for four additional one-year periods.

Approved as to Form by

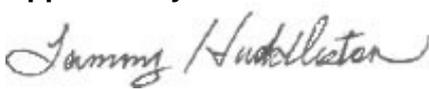

Rodriguez, Elaine
Legal Counsel
May 19, 2021 6:07 pm

Approved as to Funding by


Underwood, Max
Vice President Finance
Finance
May 19, 2021 2:20 pm

Approved as to M/WBE by


Burks Lee, Tamela
Vice President Business Diversity
and Development
Business Diversity and
Development
May 19, 2021 11:06 am

SIGNATURE REQUIRED FOR APPROVAL**Approved by**


Department Head
Energy & Transportation Mgmt
May 19, 2021 9:52 am

Pending

Chief Executive Officer

Date

Contract No. 7007055
Chevrolet OEM Parts and Repairs
Bid Tabulation

Bidders	Bid Amount
Sam Pack Five Star Chevrolet Carrollton, Texas	\$158,300.00
Autonation Richland Hills, Texas	\$176,500.00

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

Date 06/03/2021	Committee Operations	Subject Ford Original Equipment Manufacturer Parts and Repairs	Resolution #
Action That the Chief Executive Officer or designee be authorized to execute Contract No. 7007054, for Ford Original Equipment Manufacturer Parts and Repairs, with Irvtex Automotive Sales II, LLC dba Westway Ford, of Irving, Texas, in an amount not to exceed \$163,300.00, for the initial one-year term of the Contract, with options to renew for four additional one-year periods.			
Description <ul style="list-style-type: none"> • Award a Contract to maintain the fleet of Ford vehicles in support of the Airport's automotive needs. Justification <ul style="list-style-type: none"> • Replaces an existing Contract that has been in place for six years. • This Contract supports dealership service repairs and the supply of parts for all of the Airport's 161 Ford vehicles. • The Contract establishes a uniform discount off list price for parts and an hourly rate for service repairs. • Parts received will be original equipment manufacturer parts. • Efficiencies will be achieved through the procurement, delivery and invoicing process. 			
D/S/M/WBE Information <ul style="list-style-type: none"> • The annual goal for the M/WBE Program is 31%. • NA- Not subject to a goal per the Board's M/WBE Policy due to the nature of the procurement. (Goods/Finished Products) 			
Schedule/Term <ul style="list-style-type: none"> • Start Date: June 2021 • Contract Term: One year, with four one-year renewal options 			
Contract # 7007054	Agreement #	Purchase Order #	Action Amount NTE \$163,300.00
			Revised Amount \$0
For Information contact Tammy Huddleston 3-6132 Joy Tuider 3-5634	Fund Operating Fund	Project #	External Funding Source Amount \$163,300.00

Additional Information

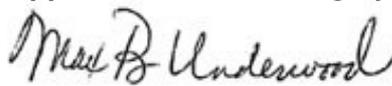
- One Bid, not from an M/WBE firm, was received on or before the due date of April 16, 2021.
- Projected Total for the Contract including all renewals, if approved, is \$816,500.00.

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. 7007054, for Ford Original Equipment Manufacturer Parts and Repairs, with Irvtex Automotive Sales II, LLC dba Westway Ford, of Irving, Texas, in an amount not to exceed \$163,300.00, 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
May 19, 2021 6:07 pm

Approved as to Funding by


Underwood, Max
Vice President Finance
Finance
May 19, 2021 2:20 pm

Approved as to M/WBE by


Burks Lee, Tamela
Vice President Business Diversity
and Development
Business Diversity and
Development
May 19, 2021 11:20 am

SIGNATURE REQUIRED FOR APPROVAL**Approved by**


Department Head
Energy & Transportation Mgmt
May 19, 2021 9:53 am

Pending

Chief Executive Officer

Date

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

Date 06/03/2021	Committee Operations	Subject Emergency Rescue Apparatus	Resolution #
---------------------------	--------------------------------	--	---------------------

Action
That the Chief Executive Officer or designee be authorized to execute Purchase Order No. 278063 for Emergency Rescue Apparatus (Fire Truck), to Siddons Martin Emergency Group, LLC, of Denton, Texas, in the amount of \$2,978,531.45.

Description

- Purchase two Emergency Rescue Apparatuses (fire trucks) for the Airport's Department of Public Safety.
- Purchase a 2007 Oshkosh Stryker 3000 for the Airport's Department of Public Safety Fire Training Research Center.

Justification

- These purchases will provide equipment for use by Airport staff in the performance of their duties.
- Replacement criteria is determined by age/mileage, maintenance costs, and down time/reliability.
- Maintaining the Airport's fleet at its current readiness level will ensure continued response to Airport emergencies thus protecting the lives and property of the Airport employees, customers, and tenants.

D/S/M/WBE Information

- The annual goal for the M/WBE Program is 31%.
- NA- Not subject to a goal per the Board's M/WBE Policy due to the nature of the procurement. (Goods/Finished Products)

Schedule/Term

- Purchase Date: June 2021
- Delivery Date: September 2022 - new trucks
- Delivery Date: August 2021 - used truck

Contract #	Agreement #	Purchase Order #	Action Amount	Revised Amount
		278063	\$2,978,531.45	\$0

For Information contact	Fund	Project #	External Funding Source	Amount
Alan Black 3-3500	DFW Capital	26750-02		\$2,835,176.45
Keith White 3-5638	DFW Capital	26921-01		\$143,355.00

Additional Information

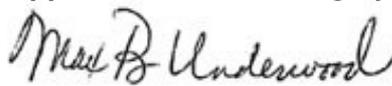
- This purchase will be made through an Interlocal Agreement with the Houston-Galveston Area Council of Governments (H-GAC), in accordance with Board Resolution No. 97-07-181, dated July 3, 1997.
- Funding split between two DFW Capital Acct projects: \$2.8M for two new fire trucks and \$143K for used 2007 Oshkosh Stryker 3000 for the Airport's Department of Public Safety Fire Training Research Center.

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. 278063 for Emergency Rescue Apparatus (Fire Truck), to Siddons Martin Emergency Group, LLC, of Denton, Texas, in the amount of \$2,978,531.45.

Approved as to Form by


Rodriguez, Elaine
Legal Counsel
May 19, 2021 6:07 pm

Approved as to Funding by


Underwood, Max
Vice President Finance
Finance
May 19, 2021 2:20 pm

Approved as to M/WBE by


Burks Lee, Tamela
Vice President Business Diversity
and Development
Business Diversity and
Development
May 19, 2021 11:20 am

SIGNATURE REQUIRED FOR APPROVAL**Approved by**


Department Head
Public Safety
May 18, 2021 8:24 am

Pending

Chief Executive Officer

Date

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

Date 06/03/2021	Committee Operations	Subject Alternate Contracting Method for Aircraft Rescue and Fire Fighting Station Consolidation	Resolution #
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Action

That the Chief Executive Officer or designee be authorized to procure services necessary to complete the design build of the Aircraft Rescue and Fire Fighting (ARFF) stations. The project ARFF Station Consolidation will be using a method, authorized under Chapter 2269, Section B of the Texas Government Code, to determine a solicitation method, other than competitive bidding, that provides the best value for the Airport.

Description

- Delegates authority to the CEO or designee to determine which solicitation method, other than competitive bidding, provides the best value for the Airport and to procure services necessary for the design build of the ARFF Station Consolidation.

Justification

- Existing ARFF Stations 1,2 and 3 are 49 years old, Station 4 is 36 years old, and all require modernization to meet current and future operational requirements.
- Two new consolidated stations, built to current building codes and standards, will meet future ARFF requirements and minimize operational impact during construction.
- Chapter 2269, Subchapter B of the Texas Government Code authorizes the Board to consider procuring a construction Contract using a method, other than competitive bidding, that is available under the statute and provides a better value.
- The law also allows the Board to delegate its authority by providing notice of the delegation, the limits of the delegation, and the name or title of each person who the delegation is made. This action is intended to satisfy those notice requirements.

D/S/M/WBE Information

- The applicable Business Diversity Program and contract-specific goal will be determined prior to advertising.

Contract #	Agreement #	Purchase Order #	Action Amount	Revised Amount
			\$0	\$0

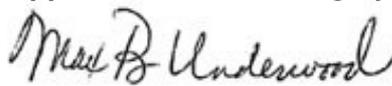
For Information contact	Fund	Project #	External Funding Source	Amount
Rusty Hodapp 3-1891 Suzanne DeVasher 3-1749				\$0

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

That the Chief Executive Officer or designee be authorized to procure services necessary to complete the design build of the ARFF Station Consolidation. The project Station Consolidation will be using a method, authorized under Chapter 2269, Section B of the Texas Government Code, to determine a solicitation method, other than competitive bidding, that provides the best value for the Airport.

Approved as to Form by


Rodriguez, Elaine
Legal Counsel
May 19, 2021 6:08 pm

Approved as to Funding by


Underwood, Max
Vice President Finance
Finance
May 19, 2021 2:21 pm

Approved as to M/WBE by


Burks Lee, Tamela
Vice President Business Diversity
and Development
Business Diversity and
Development
May 19, 2021 11:29 am

SIGNATURE REQUIRED FOR APPROVAL**Approved by**


Department Head

May 19, 2021 10:24 am

Chief Executive Officer

Pending

Date

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

Date 06/03/2021	Committee Operations	Subject Demolition of Northwest Air Cargo Buildings	Resolution #
Action That the Chief Executive Officer or designee be authorized to execute Contract No. 9500743, for Demolition of Northwest Air Cargo Buildings, with Veit & Company, Inc., of Rogers, Minnesota, in an amount not to exceed \$2,739,361.00, for the 210 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 \$370,000.00, for a total action amount of \$3,109,361.00.			
Description <ul style="list-style-type: none"> • Award a Contract for Demolition of Northwest Air Cargo Buildings. • This Action specifically authorizes the CEO or designee to execute change orders for future Contract change requirements on an as-needed basis up to an amount not to exceed \$370,000.00. 			
Justification <ul style="list-style-type: none"> • The Contract scope includes demolition of utilities and buildings at the Evergreen cargo building and four Aeroterm buildings to prepare the site for future redevelopment opportunities. • Complete demolition of the five buildings will include foundations and surrounding pavements from the Air Operations Area (AOA) to the west and north limits of the site. • Post-demolition site preparation will establish drainage to the existing storm sewer infrastructure and place soil stabilization measures. • The AOA boundary will be adjusted as part of this project, and all demolition will occur as landside operations. 			
D/S/M/WBE Information <ul style="list-style-type: none"> • The annual goal for the M/WBE Program is 31%. • In accordance with the Board's M/WBE Program, the M/WBE goal for this contract is 38%. • Veit & Company, Inc. has committed to achieving 38% M/WBE participation utilizing Lemco Construction & Materials, LLC (WF-C). 			
Schedule/Term <ul style="list-style-type: none"> • Start Date: June 2021 • Contract Duration: 210 calendar days 			
Contract # 9500743	Agreement #	Purchase Order #	Action Amount NTE \$3,109,361.00
			Revised Amount \$0
For Information contact Rusty Hodapp 3-1891 Janny Grammer 3-1892	Fund DFW Capital Acct-JRB	Project # 26820-01	External Funding Source Amount \$3,109,361.00

Additional Information

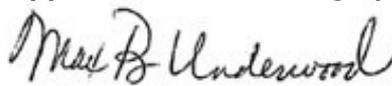
- Four Bids, including one from a M/WBE firm, were received on or before the due date of April 21, 2021.
- Bid tabulation attached
- Veit & Company, Inc., of Rogers, Minnesota, was the lowest responsive, responsible Bidder.

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

That the Chief Executive Officer or designee be authorized to execute Contract No. 9500743, for Demolition of Northwest Air Cargo Building, with Veit & Company, Inc., of Rogers, Minnesota, in an amount not to exceed \$2,739,361.00, for the 210 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 \$370,000.00, for a total action amount of \$3,109,361.00.

Approved as to Form by


Rodriguez, Elaine
Legal Counsel
May 19, 2021 6:08 pm

Approved as to Funding by


Underwood, Max
Vice President Finance
Finance
May 19, 2021 2:21 pm

Approved as to M/WBE by


Burks Lee, Tamela
Vice President Business Diversity
and Development
Business Diversity and
Development
May 19, 2021 3:37 pm

SIGNATURE REQUIRED FOR APPROVAL**Approved by**


Department Head

May 19, 2021 11:06 am

Chief Executive Officer

Pending

Date

Contract No. 9500743
Demolition of Northwest Air Cargo Buildings
Bid Tabulation

Bidders	Bid Amount
Veit & Company, Inc. Rogers, Minnesota	\$2,739,361.00
Gilbert May, Inc. dba Phillips/May Corporation ^{N1} Dallas, Texas	\$3,727,333.00
Satterfield & Pontikes Construction Dallas, Texas	\$4,181,516.00
F.H. Paschen/Nielsen & Associates ^{N2} Dallas, Texas	\$5,780,000.00
Note: 1. MBE certified through the North Central Texas Certification Agency 2. Bid price variance is attributed to contractor using outsourced subcontractor versus insourced capability.	

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

Date 06/03/2021	Committee Operations	Subject Energy Plaza Condenser Water System Rehabilitation	Resolution #
Action That the Chief Executive Officer or designee be authorized to execute Contract No. 9500702, for Energy Plaza Condenser Water System Rehabilitation, with Manhattan Construction Company, of Dallas, Texas, in an amount not to exceed \$12,043,713.00, for the 667 calendar day term of the Contract.			
Description <ul style="list-style-type: none"> • Award a Contract for Energy Plaza Condenser Water System Rehabilitation in support of the Airport's Energy, Transportation & Asset Management Department. Justification <ul style="list-style-type: none"> • This project will rehabilitate the Energy Plaza Condenser Water system, which is an essential component of the cooling system serving the Central Terminal Area including all passenger terminals. • The scope includes significant structural and mechanical repairs to original Airport utility infrastructure components, as well correction of deterioration induced safety deficiencies. • The project supports modernization of the Energy Plaza facility with new efficient and sustainable technologies which will extend the useful service life and reduce operating and maintenance costs. 			
D/S/M/WBE Information <ul style="list-style-type: none"> • The annual goal for the M/WBE Program is 31%. • In accordance with the Board's M/WBE Program, the M/WBE goal for this contract is 20%. • Manhattan Construction Company has committed to achieving 68% M/WBE participation utilizing Mobile Enterprises, Inc. (WF-C: 13%), and Haynes-Humphrey JV (BM-C: 55%). 			
Schedule/Term <ul style="list-style-type: none"> • Start Date: June 2021 • Contract Duration: 667 Calendar Days 			
Contract # 9500702	Agreement #	Purchase Order #	Action Amount NTE \$12,043,713.00
			Revised Amount \$0
For Information contact Rusty Hodapp 3-1891 Monica Allen 3-1709	Fund Joint Capital Acct	Project # 26658-01	External Funding Source Amount \$12,043,713.00

Additional Information

- Two Bids, none from M/WBE firms, was received on or before the due date of March 12, 2021.
- Bid tabulation attached
- Manhattan Construction Company, of Dallas, Texas, was 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 execute Contract No. 9500702, for Energy Plaza Condenser Water System Rehabilitation, with Manhattan Construction Company, of Dallas, Texas, in an amount not to exceed \$12,043,713.00, for the 667 calendar day term of the Contract.

Approved as to Form by


Rodriguez, Elaine
Legal Counsel
May 19, 2021 6:09 pm

Approved as to Funding by


Underwood, Max
Vice President Finance
Finance
May 19, 2021 2:21 pm

Approved as to M/WBE by


Burks Lee, Tamela
Vice President Business Diversity
and Development
Business Diversity and
Development
May 19, 2021 4:30 pm

SIGNATURE REQUIRED FOR APPROVAL**Approved by**


Department Head

May 19, 2021 9:48 am

Chief Executive Officer

Pending

Date

Contract No. 9500702
Energy Plaza Condenser Water System Rehabilitation
Bid Tabulation

Bidders	Bid Amount with Alternate
Manhattan Construction Company Dallas, Texas	\$12,043,713.00
Holt Construction Irving, Texas	\$14,081,871.00

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

Date 06/03/2021	Committee Operations	Subject Conveyance Inspection Services	Resolution #
Action That the Chief Executive Officer or designee be authorized to execute Contract No. 7007048, for Conveyance Inspection Services, with ATIS Elevator Inspections, LLC, of St. Louis, Missouri, in an amount not to exceed \$489,940.00, for the five-year term of the Contract.			
Description <ul style="list-style-type: none"> • Award a Contract for Conveyance Inspection Services in support of the Airport's Energy, Transportation & Asset Management Department. Justification <ul style="list-style-type: none"> • This replaces an existing Contract, which has been in place for six years. • The State of Texas requires annual inspections of elevators, escalators and moving sidewalks. • This Contract will provide conveyance inspection services for 368 conveyance units in the passenger terminals, Skylink Stations and other Board facilities. 			
D/S/M/WBE Information <ul style="list-style-type: none"> • The annual goal for the M/WBE Program is 31% • In accordance with the Board's M/WBE Program, the M/WBE goal for this contract is 10%. • ATIS Elevator Inspections, LLC, of St. Louis, Missouri, has committed to achieving 10% M/WBE participation utilizing B.C.E Specialties, Inc. (WF-C). 			
Schedule/Term <ul style="list-style-type: none"> • Start Date: June 2021 • Contract Term: Five years 			
Contract # 7007048	Agreement #	Purchase Order #	Action Amount NTE \$489,940.00
		Revised Amount \$0	
For Information contact Tammy Huddleston 3-6132 Edward Dunagan 3-5612	Fund Operating Fund	Project #	External Funding Source Amount \$489,940.00

Additional Information

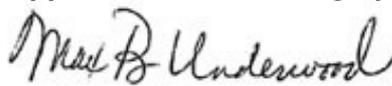
- Four Bids, including one from an M/WBE firm, were received on or before the due date of April 30, 2021.
- Bid tabulation attached
- The bids submitted by Reliant Elevator Inspections & Consulting, LLC, of Joshua, Texas, and Bureau Veritas National Elevator Inspection Services (BVNEIS), of Fort Worth, Texas, were determined non-responsive as the submissions did not meet the specifications outlined in the Airport's solicitation.
- ATIS Elevator Inspections, LLC, of St. Louis, Missouri, is the lowest responsive, responsible Bidder.
- Projected Total for the Contract, if approved, is \$489,940.00.

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. 7007048, for Conveyance Inspection Services, with ATIS Elevator Inspections, LLC, of St. Louis, Missouri, in an amount not to exceed \$489,940.00, for the five-year term of the Contract.

Approved as to Form by


Rodriguez, Elaine
Legal Counsel
May 19, 2021 6:10 pm

Approved as to Funding by


Underwood, Max
Vice President Finance
Finance
May 19, 2021 2:21 pm

Approved as to M/WBE by


Burks Lee, Tamela
Vice President Business Diversity
and Development
Business Diversity and
Development
May 19, 2021 3:38 pm

SIGNATURE REQUIRED FOR APPROVAL**Approved by**


Department Head
Energy & Transportation Mgmt
May 19, 2021 9:56 am

Pending

Chief Executive Officer

Date

Contract No. 7007048
Conveyance Inspection Services
Bid Tabulation

Bidders	Bid Amount
ATIS Elevator Inspections, LLC St. Louis, Missouri	\$489,940.00
Technical Inspection Agency North Las Vegas, Nevada	\$525,159.13

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

Date 06/03/2021	Committee Operations	Subject Pest Management Services	Resolution #	
<p>Action That the Chief Executive Officer or designee be authorized to execute Contract No. 7007021, for Pest Management Services, with Prime Pest Management, of Carrollton, Texas, in an amount not to exceed \$1,761,422.00, for the initial three-year term of the Contract, with options to renew for two additional one-year periods.</p>				
<p>Description</p> <ul style="list-style-type: none"> • Award a Contract for Airport-Wide Pest Control Management Services in support of the Airport's Energy, Transportation & Asset Management Department. <p>Justification</p> <ul style="list-style-type: none"> • This is a replacement for an existing Contract that has been in place for five years. • Provides pest management services in all Airport-managed buildings including Terminals, Airport and DPS Headquarters, Integrated Operations Center, Rental Car Center, and LiveWell. • This Contract provides for both routine scheduled maintenance and for ad-hoc responses to address specific issues, such as bees. • A total of 97 buildings with 6,750,388 square feet will receive routine scheduled maintenance. • An additional 151 structures with 14,211,526 square feet will receive service on an as-needed basis. 				
<p>D/S/M/WBE Information</p> <ul style="list-style-type: none"> • The annual goal for the M/WBE Program is 31% • In accordance with the Board's M/WBE Program, the M/WBE goal for this contract is 13%. • Prime Pest Control Management Services, has committed to achieving 20% participation utilizing Parsons Pest Control, Inc. (BF-C). 				
<p>Schedule/Term</p> <ul style="list-style-type: none"> • Start Date: June 2021 • Contract Term: Three years, with two one-year renewal options 				
Contract # 7007021	Agreement #	Purchase Order #	Action Amount NTE \$1,761,422.00	Revised Amount \$0
<p>For Information contact Tammy Huddleston 3-6132 Peggy Watkins 3-5619</p>	<p>Fund Operating Fund</p>	<p>Project #</p>	<p>External Funding Source</p>	<p>Amount \$1,761,422.00</p>

Additional Information

- Six Bids, including one from an M/WBE firm, were received on or before the due date of February 12, 2021.
- Bid tabulation attached
- The bids submitted by CPL Pest Control of Edinburg, Texas; and Bugco Pest Control of Richmond, Texas, were determined non-responsive as the submissions did not meet the specifications outlined in the Airport's solicitation.
- Prime Pest Management, of Carrollton, Texas, is the lowest responsive, responsible Bidder and is the incumbent.
- Projected total of the Contract including all renewals, if approved, is \$2,942,370.

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. 7007021, for Pest Management Services, with Prime Pest Management, of Carrollton, Texas, in an amount not to exceed \$1,761,422.00, 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
May 19, 2021 6:10 pm

Approved as to Funding by


Underwood, Max
Vice President Finance
Finance
May 19, 2021 2:22 pm

Approved as to M/WBE by


Burks Lee, Tamela
Vice President Business Diversity
and Development
Business Diversity and
Development
May 19, 2021 4:29 pm

SIGNATURE REQUIRED FOR APPROVAL**Approved by**


Department Head
Energy & Transportation Mgmt
May 19, 2021 9:55 am

Pending

Chief Executive Officer

Date

**Contract No. 7007021
Pest Management Services
Bid Tabulation**

Bidders	Bid Amount
Prime Pest Management Carrollton, Texas	\$1,761,422.00
MCBJSG Pest LLC dba Sureguard Termite Pest Services ^{N1} Addison, Texas	\$1,984,406.00
Brady Pest Control LLC dba Brady Pest Control ^{N2} Grand Prairie, Texas	\$2,730,350.00
Terminix ^{N2} Fort Worth, Texas	\$3,437,360.00
Note: <ol style="list-style-type: none">1. WBE certified through the North Central Texas Regional Certification Agency2. The per facility charges were higher priced for the pest management program services.	

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

Date 06/03/2021	Committee Operations	Subject Skylink Operations & Maintenance	Resolution #	
Action That the Chief Executive Officer or designee be authorized to execute Contract No. 7007022, for Skylink Operations & Maintenance, to Alstom Group, of Pittsburgh, Pennsylvania, in an amount not to exceed \$226,186,733.00, for the ten-year term of the Contract.				
Description <ul style="list-style-type: none"> Award a Contract for Skylink Operations & Maintenance in support of the Energy, Transportation & Asset Management Department. Justification <ul style="list-style-type: none"> Replaces an existing Contract that has been in place for 10 years. This Contract will continue to facilitate optimal operation and maintenance of the entire Skylink System through a fully staffed and trained Operation and Maintenance work force. The Skylink System is critical to enhancing the Customer Experience by providing reliable, safe and timely transportation between Terminals. 				
D/S/M/WBE Information <ul style="list-style-type: none"> The annual goal for the M/WBE Program is 31% In accordance with the Board's M/WBE Program, the M/WBE goal for this contract is 20%. Alstom Group has committed to achieving 20% M/WBE participation utilizing AllTex Staffing (WF-C: 3.1%), Auto Parts Solutions (BM-C: 4.3%), Champion Fuel (WF-C: 1.3%), GNS Electric Inc. (WF-C: 0.9%), Great Southwest Fire (BM-C: 0.02%), Limitless Office Products (IF-C: 0.06%), Ricochet Fuel Distributor (WF-C: 0.03%), Rushmore Corp. (BM-C: 10%), TKC Enterprises Inc. (PM-C: 0.27%), and WRG,LLC. (WF-C: 0.02%). 				
Schedule/Term <ul style="list-style-type: none"> Start date: November 2021 Contract Term: Ten Years 				
Contract # 7007022	Agreement #	Purchase Order #	Action Amount NTE \$226,186,733.00	Revised Amount \$0
For Information contact Tammy Huddleston 3-6132 Christian Brewer 3-5322	Fund Operating Fund	Project #	External Funding Source	Amount \$226,186,733.00

Additional Information

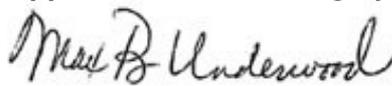
- One Proposal, not from an M/WBE firm, was received on or before the due date January 12, 2021.
- Based on evaluations of the Proposal submitted, the Evaluation Committee, consisting of representatives for the Airport's Design, Code, and Construction, Customer Experience, Parking, Finance, and Business Development and Diversity departments, recommends that the Contract be awarded to Alstom Group, of Pittsburgh, Pennsylvania.
- Projected Total for the Contract, if approved, is \$226,186,733.00

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. 7007022, for Skylink Operations & Maintenance, to Alstom Group, of Pittsburgh, Pennsylvania, in an amount not to exceed \$226,186,733.00, for the ten-year term of the Contract.

Approved as to Form by


Rodriguez, Elaine
Legal Counsel
May 20, 2021 2:54 pm

Approved as to Funding by


Underwood, Max
Vice President Finance
Finance
May 20, 2021 3:25 pm

Approved as to M/WBE by


Burks Lee, Tamela
Vice President Business Diversity
and Development
Business Diversity and
Development
May 20, 2021 3:01 pm

SIGNATURE REQUIRED FOR APPROVAL**Approved by**


Department Head
Energy & Transportation Mgmt
May 20, 2021 2:31 pm

Pending

Chief Executive Officer

Date

DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD
COMMITTEE DISCUSSION ITEM

Meeting Date 06/03/2021	Subject Monthly Report	Committee Operations
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Item For Discussion

Report to the Airport Board all Contracts and Purchase Orders 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 April 2021.

Description

- Report to the Airport Board all Contracts and Purchase Orders 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 April 2021.

**CONTRACT/PURCHASE ORDER INCREASES/DECREASES (\$25,000 OR GREATER)
(APPROVED BY BOARD STAFF UNDER THEIR DELEGATED AUTHORITY – APRIL 2021)**

CONSULTANT	CONTRACT NO.	CONTRACT TITLE/DESCRIPTION	ACTION TYPE	AMOUNT
Holder/Source Addison, Texas	9500618	Integrated Operations Center - Construction Manager at Risk (CMAR)	Change Order	\$46,542.20
			TOTAL	\$46,542.20

AGENDA
CONCESSIONS/COMMERCIAL DEVELOPMENT COMMITTEE
Tuesday, June 1, 2021
12:55 p.m.

CONCESSIONS/COMMERCIAL DEVELOPMENT COMMITTEE

20. Approve the minutes of the Concessions/Commercial Development Meeting of May 4, 2021.

Consent Items for Consideration

- Zenola Campbell 21. Approve a Permit between the Dallas Fort Worth International Airport Board and MAG US Lounge Management LLC.
22. Approve authorization to consent to the Assignment and Assumption of Lease Agreement No. 009813 to JDDA Concessions Management Inc.

Action Items for Consideration

- Zenola Campbell 23. Approve authorization to revise the entity and re-concept Lease No. 009775 by and between Air Star/LTS Marquis DFW, LLC, d/b/a Rio Mambo, and the Dallas Fort Worth International Airport Board.
- Courtney Moore 24. Approve authorization to reject all bids received for Solicitation No. 7007067, for Luggage Cart Rent - Purchase; and execute Contract No. 7007063, for Luggage Cart Services, with APS USA LLC, of Miami, Florida, in an amount not to exceed \$4,777,600.00, for the initial five-year term of the Contract, with options to renew for six additional one-year periods.

Discussion Item

- Zenola Campbell 25. Permits issued by Concessions.

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

Date 06/03/2021	Committee Concessions/Commercial Development	Subject Permit Issued by Concessions	Resolution #
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Action

That the Chief Executive Officer or designee be authorized to approve a Permit between the Dallas Fort Worth International Airport Board and MAG US Lounge Management LLC.

Description

- MAG US Lounge Management LLC will partner with DFW Airport to operate four Jabbrbox locations within the terminals at:
 - ◆ Terminal A, Gate 14
 - ◆ Terminal B Gate 19
 - ◆ Terminal E, Gates 11 and 16
- Each location will have 2 to 3 units for a total of 10 units throughout DFW Airport.
- Concessionaire shall pay a percent rent of 12% and the term will be for 2 years.
- Concessionaire has a operation process to ensure locations are cleaned and sanitized after each use.

Justification

- Jabbrbox is a technology equipped workspace that provides social distancing and quiet. Designed for the mobile workers of the world who need a better work environment on the go.
- This action supports the Board's Concession Policy 1.3.2 to provide and improve the shopping, dining, and service experience at DFW International Airport.

D/S/M/WBE Information

- The annual goal for the ACDBE program is 31%.
- In accordance with the Board's ACDBE program, no ACDBE goal was determined for this permit due to no available ACDBE firms that operate this type of concept.
- The M/WBE goal for design and construction of the permit spaces is 30%.

Contract #	Agreement #	Purchase Order #	Action Amount \$0	Revised Amount \$0
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For Information contact Zenola Campbell 3-4830	Fund	Project #	External Funding Source	Amount \$0
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Additional InformationAdditional Attachments: **N****BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD**

That the Chief Executive Officer or designee be authorized to approve a Permit between the Dallas Fort Worth International Airport Board and MAG US Lounge Management LLC.

Approved as to Form by

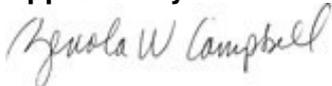

Rodriguez, Elaine
Legal Counsel
May 19, 2021 6:14 pm

Approved as to Funding by


Underwood, Max
Vice President Finance
Finance
May 19, 2021 5:44 pm

Approved as to M/WBE by


Burks Lee, Tamela
Vice President Business Diversity
and Development
Business Diversity and
Development
May 19, 2021 3:48 pm

SIGNATURE REQUIRED FOR APPROVAL**Approved by**


Department Head

May 19, 2021 9:25 am

Chief Executive Officer

Pending

Date

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

Date 06/03/2021	Committee Concessions/Commercial Development	Subject Assignment and Assumption of Concession Lease Agreement	Resolution #
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Action

That the Chief Executive Officer or designee be authorized to consent to the Assignment and Assumption of Lease Agreement No. 009813 to JDDA Concessions Management Inc.

Description

- Resolution No. 2015-09-188 approved a Lease Agreement for Paradies-DFW 2015 (F&B), LLC to operate a KR's White Tail Bistro in Terminal D.
- Lease No. 009813 will be assigned to JDDA Concessions Management Inc. and be re-concepted from KR's White Tail Bistro to Hickory BBQ.
- All terms and conditions of said lease will remain in effect.

Justification

- This action will provide a location that will appeal to a wider mix of passengers.
- Hickory BBQ, also located in Terminal B, is a successful local DFW concept.
- This action meets the Board's Concession Policy of providing and improving the shopping, dining and service experience at DFW International Airport.

D/S/M/WBE Information

- The existing ACDBE commitment will continue to apply to the lease term.
- JDDA Concessions Management, Inc. is a certified Airport Concession Disadvantaged Business Enterprise (ACDBE: PM-C, 100%). Their self-performance counts toward the existing ACDBE commitment.
- The M/WBE goal for design and construction of the reconcepted lease space is 30%.

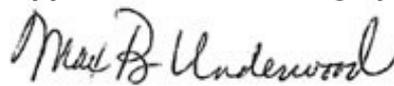
Contract #	Agreement #	Purchase Order #	Action Amount	Revised Amount
			\$0	\$0
For Information contact	Fund	Project #	External Funding Source	Amount
Zenola Campbell 3-4830				\$0

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

That the Chief Executive Officer or designee be authorized to consent to the Assignment and Assumption of Lease Agreement No. 009813 to JDDA Concessions Management Inc.

Approved as to Form by

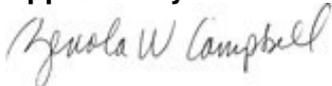

Rodriguez, Elaine
Legal Counsel
May 19, 2021 6:14 pm

Approved as to Funding by


Underwood, Max
Vice President Finance
Finance
May 19, 2021 5:44 pm

Approved as to M/WBE by


Burks Lee, Tamela
Vice President Business Diversity
and Development
Business Diversity and
Development
May 19, 2021 3:49 pm

SIGNATURE REQUIRED FOR APPROVAL**Approved by**


Department Head

May 19, 2021 9:26 am

Chief Executive Officer

Pending

Date

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

Date 06/03/2021	Committee Concessions/Commercial Development	Subject Revise the entity and re-concept Rio Mambo located in Terminal D	Resolution #
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Action

That the Chief Executive Officer or designee be authorized to revise the entity and re-concept Lease No. 009775 by and between Air Star/LTS Marquis DFW, LLC, d/b/a Rio Mambo, and the Dallas Fort Worth International Airport Board.

Description

- The entity of Lease No. 009775 will be changed from Air Star/LTS Marquis DFW, LLC to Air Star-JavaStar, LLC.
- Concessionaire will re-concept Rio Mambo, located in Terminal D, Gate 12, ID No. D-SV104 to a Whataburger.
- The Whataburger menu will feature breakfast items, hamburgers, chicken, fries, desserts, beverages, shakes and other Whataburger brand items.
- All other terms and conditions of said lease remain in effect.

Justification

- This action will provide a location that will appeal to a wider mix of passengers.
- Whataburger is a Texas-based brand with over 800 locations across the U.S.
- This action meets the Board's Concession Policy of providing and improving the shopping, dining and service experience at DFW International Airport.

D/S/M/WBE Information

- The existing ACDBE commitment will continue to apply to the lease term.
- Air Star-Java Star, LLC is a joint venture comprised of Air Star Concessions, Ltd (ACDBE: HM-C, 66.18%) and Java Star, Inc. (ACDBE: HM-C, 33.82%). Their respective self-performance will count toward the existing ACDBE commitment.
- The M/WBE goal for design and construction of the re-concepted lease space is 30%.

Contract #	Agreement #	Purchase Order #	Action Amount	Revised Amount
			\$0	\$0

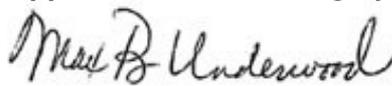
For Information contact Zenola Campbell 3-4830	Fund	Project #	External Funding Source	Amount \$0
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Additional InformationAdditional Attachments: **N****BE IT RESOLVED BY THE DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD**

That the Chief Executive Officer or designee be authorized to revise the entity and re-concept Lease No. 009775 by and between Air Star/LTS Marquis DFW, LLC, d/b/a Rio Mambo, and the Dallas Fort Worth International Airport Board.

Approved as to Form by

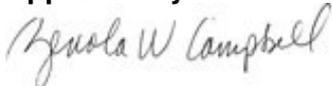

Rodriguez, Elaine
Legal Counsel
May 19, 2021 6:14 pm

Approved as to Funding by


Underwood, Max
Vice President Finance
Finance
May 19, 2021 5:45 pm

Approved as to M/WBE by


Burks Lee, Tamela
Vice President Business Diversity
and Development
Business Diversity and
Development
May 20, 2021 11:35 am

SIGNATURE REQUIRED FOR APPROVAL**Approved by**


Department Head

May 19, 2021 1:45 pm

Chief Executive Officer

Pending

Date

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

Date 06/03/2021	Committee Concessions/Commercial Development	Subject Luggage Cart Services	Resolution #
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Action
That the Chief Executive Officer or designee be authorized to reject all bids received for Solicitation No. 7007067, for Luggage Cart Rent - Purchase; and execute Contract No. 7007063, for Luggage Cart Services, with APS USA LLC, of Miami, Florida, in an amount not to exceed \$4,777,600.00, for the initial five-year term of the Contract, with options to renew for six additional one-year periods.

Description

- Reject all bids received for Solicitation No. 7007067.
- Award a contract to provide installation, maintenance, operation, and management of the luggage cart operations throughout the terminals, parking garages, and Rental Car Center facility.

Justification

- Provide luggage cart service to Airport guests at strategic areas of the garages, curbside, and terminals to assist in transporting luggage to check-in locations, between terminals, and to vehicles.
- This service further enhances the customers' travel experiences and conveniences.

D/S/M/WBE Information

- The annual goal for the M/WBE Program is 31%
- In accordance with the Board's M/WBE Program, the M/WBE goal for this contract is 15%.
- APS USA LLC, of Miami, Florida, has committed to achieving 25% M/WBE participation utilizing North American Construction Co., LLC. (HM-C).

Schedule/Term

- Start date: December 2021
- Contract Term: Five years, with six one-year renewal options

Contract #	Agreement #	Purchase Order #	Action Amount	Revised Amount
7007063			NTE \$4,777,600.00	\$0

For Information contact	Fund	Project #	External Funding Source	Amount
Courtney Moore 3-8498 Peggy Watkins 3-5619	Operating Fund			\$4,777,600.00

Additional Information

- Three Bids, none from M/WBE firms, were received on or before the due date April 30, 2021.
- Bid tabulation attached
- APS USA LLC, of Miami, Florida, is the lowest responsive, responsible Bidder.
- Projected Total for the Contract including all renewals, if approved, is \$9,555,200.00.

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. 7007067, for Luggage Cart Rent - Purchase; and execute Contract No. 7007063, for Luggage Cart Services, with APS USA LLC, of Miami, Florida, in an amount not to exceed \$4,777,600.00, for the initial five-year term of the Contract, with options to renew for six additional one-year periods.

Approved as to Form by


Rodriguez, Elaine
Legal Counsel
May 19, 2021 6:15 pm

Approved as to Funding by


Underwood, Max
Vice President Finance
Finance
May 19, 2021 5:45 pm

Approved as to M/WBE by


Burks Lee, Tamela
Vice President Business Diversity
and Development
Business Diversity and
Development
May 19, 2021 3:49 pm

SIGNATURE REQUIRED FOR APPROVAL**Approved by**

Department Head
Customer Service
May 19, 2021 8:27 am

Pending

Chief Executive Officer

Date

**Contract No. 7007063
Luggage Cart Services
Bid Tabulation**

Bidders	Bid Amount
APS USA LLC Miami, Florida	\$4,777,600.00
Smarte Carte, Inc. St. Paul, Minnesota	\$4,845,154.25
Baggage Cart of America Dallas, Texas	\$5,862,787.25

DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD
COMMITTEE DISCUSSION ITEM

Meeting Date 06/03/2021	Subject Permits Issued by Concessions	Committee Concessions/Commercial Development
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Item For Discussion
Permits Issued by Concessions

Description

- **Premium Port Dallas Fort Worth LLC** was issued an Amendment to Lease Number 010783 for 248 square feet of storage space identified as ID No. D-S106-2. The Amendment is co-terminus with the Lease. Concessionaire will be charged a rate of \$50.00 per square foot of space, per year, subject to annual increases.
- **HG Regali DFW Joint Venture** was issued an Amendment to Lease Number 008122 for 273 square feet of storage space identified as ID No. A-1-025B-A16-2. The Amendment is co-terminus with the Lease. Concessionaire will be charged a rate of \$50.00 per square foot of space, per year, subject to annual increases.
- **Chiroport Texas, LLC** was issued an Amendment to Permit Number 010939 to extend the term for two years and add an additional location. The term will extend from 8/05/21 to 8/05/23. The additional location will be in Terminal B, Gate 10, ID No. B-2-034C-A01. All other terms and conditions of said Permit will remain in effect.

AGENDA
FINANCE/AUDIT COMMITTEE MEETING
Tuesday, June 1, 2021
1:00 p.m.

FINANCE/AUDIT COMMITTEE

- 26. Approve Minutes of the Finance/Audit Committee Meeting of May 4, 2021.
- Able Palacios 27. Financial Report.
- Chris Poinsette 28. Fiscal Year 2022 Budget Briefing.

Consent Items for Consideration

- Elaine Rodriguez 29. Approve an increase to Legal Services Contract No. 8005257 with the firm of Carter Arnett of Dallas, Texas, in an amount not to exceed \$50,000.00 for a revised contract amount not to exceed \$98,750.00.
- 30. Approve an increase to Legal Services Contract No. 8005115 with the firm of Milby LLC of Dallas, Texas, in an amount not to exceed \$100,000.00, for a revised contract amount not to exceed \$545,000.00.
- Michael Youngs 31. Approve an increase to Contract No. 8005314, for Enhanced Call Center System, with Voxai Solutions, Inc., of Coppell, Texas, in an amount not to exceed \$223,266.00, for a revised Contract amount of \$3,692,001.40.

Action Items for Consideration

- Jeff Benvegna 32. Approve execution of aa Reimbursement Agreement with American Airlines, Inc. (AA) for the construction and installation of Pre-Conditioned Air (PCA) Units in Terminals A and C in an amount not to exceed \$5,500,000.
- 33. Approve execution of a Reimbursement Agreement with American Airlines, Inc. (AA) for the construction of the fit-out for the Terminal C High Gates in an amount not to exceed \$28,627,314.00.
- Greg Spoon 34. Approve adoption of rules governing the receipt of electronic submissions for Airport Procurement solicitations pursuant to Chapter 252.0415 of the Texas Local Government Code.
- 35. Approve ratification of purchases for the total action amount of \$6,615,611.00, for emergency procurements for goods and services for the 2021 winter weather event.

- Michael Youngs
36. Approve execution of Contract No. 8005410, for Services to Migrate Enterprise Data Warehouse to Snowflake, with Armata Analytics, Inc., of Dallas, Texas, in an amount not to exceed \$545,000.00, for the initial one-year term of the Contract, with options to renew for four additional one-year periods.
 37. Approve an increase to Contract No. 8005340, for Content Management System Digital Experience Gate Area of the Future, with Synect, LLC, of Redmond, Washington, in an amount not to exceed \$997,135.00 for a revised Contract amount of \$1,969,223.00.

CLOSED SESSION

38. In accordance with the provisions of Section 551.089 of the Texas Government Code, a closed session will be held for the purpose of deliberating network security information as described in the Texas Government Code, chapter 2059.055(b).
 - a) Cyber Liability and Technology Errors & Omissions Liability Insurance Policy

OPEN SESSION

- Catrina Gilbert
39. Approve authorization to bind and procure a Cyber Liability and Technology Errors & Omissions Liability Insurance Policy with Munich Re Syndicate 457 at Lloyds Limited, in the amount of \$318,150.00 for the policy year effective June 3, 2021.

Discussion Items

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



KPIs and Financial Report – FY 2021

Seven months ending April 30, 2021 – Unaudited

Key Performance Indicator Scorecard

Seven months ending April 30, 2021 – Unaudited

(\$ in millions)

Key Performance Indicator	Year-To-Date				FY 2021 Annual Budget
	FY 2020 Actuals	FY 2021 Actuals	FY 2021 Budget	Actuals vs. Budget Increase/(Decrease)	
Application of CARES Proceeds	\$0.0	\$69.6	\$70.0	(\$0.4) (0.5%) ■	\$128.3
Total Expenditure Budget	\$574.2	\$534.3	\$547.4	(\$13.1) (2.4%) ■	\$963.4
Total Passengers (Ms)	33.93	25.60	25.34	0.25 1.0% ■	53.1
Total Landed Weights (Bs)	24.4	20.6	21.4	(0.8) (3.7%) ■	42.0

Results Status Bar

- Improved/Constant
- Worse

Application of CARES Proceeds

Seven months ending April 30, 2021 – Unaudited

	Year-to-Date (\$ in millions)			
	April Actuals	April Budget	Actuals vs. Budget Favorable/(Unfavor)	
DFWCC Revenues*	\$144.1	\$148.4	(\$4.3)	(2.9%)
Airfield & Terminal Revenues*	312.6	321.4	(8.8)	(2.7%)
Total Revenues *	456.8	469.9	(13.1)	(2.8%)
Total Expenditures	534.3	547.4	13.1	2.4%
Passenger Facility Charges	47.8	47.5	0.4	0.8%
Net Variance			<u>\$0.4</u>	

* Excludes CARES revenues

DFW Cost Center

Seven months ending April 30, 2021 – Unaudited

		Year-To-Date				FY 2021
		FY 2020 Actuals	FY2021 Actuals	FY 2021 Budget	Actuals vs. Budget Increase/(Decrease)	Annual Budget
Revenues						
Parking	1	\$80.1	\$45.6	\$47.9	(\$2.2) (4.7%)	\$107.6
Concessions	2	44.8	31.7	35.0	(3.3) (9.4%)	69.8
Rental Car	3	16.8	15.3	12.9	2.4 18.8%	25.1
Commercial Development		31.5	34.4	33.4	1.0 3.0%	57.4
Other Revenues	4	26.5	17.2	19.3	(2.2) (11.3%)	34.5
Total Revenues before CARES		199.6	144.1	148.4	(4.3) (2.9%)	294.4
DFW CC Expenditures						
Operating Expenditures		79.2	61.6	65.0	(3.5) (5.3%)	119.6
Debt Service, net	5	38.4	35.7	36.7	(1.0) (2.6%)	55.3
Total Expenditures		117.7	97.3	101.7	(4.4) (4.4%)	175.0
Gross Margin - DFW Cost Center		81.9	46.8	46.7	0.1 0.3%	119.4
Less Transfers and Skylink						
DFW Terminal Contribution		1.6	1.7	1.7	0.0 0.0%	2.8
Skylink Costs		23.6	25.5	25.6	(0.1) (0.5%)	43.6
Net Revenues before CARES		56.7	19.6	19.4	0.2 1.3%	73.0
CARES Revenues		0.0	49.4	49.6	(0.2) (0.0)	91.0
Net Revenues		\$56.7	\$69.0	\$69.0	\$0.0 0.0%	\$164.0



Airfield and Terminal Cost Centers

Seven months ending April 30, 2021 – Unaudited

		Year-To-Date				FY 2021
		FY 2020 Actuals	FY2021 Actuals	FY 2021 Budget	Actuals vs. Budget Increase/(Decrease)	Annual Budget
Revenues						
Landing Fees	6	\$55.6	\$45.9	\$47.5	(\$1.6) (3.5%)	\$93.5
Other Airfield		6.1	7.4	6.8	0.6 8.3%	10.7
Transfer from DFW Cost Center		11.9	40.8	40.8	(0.0) (0.0%)	70.0
Total Airfield Revenue		73.6	94.1	95.1	(1.1) (1.1%)	174.2
Terminal Leases	7	193.6	192.7	193.6	(0.9) (0.5%)	331.8
FIS Fees		11.7	6.7	6.7	(0.1) (1.2%)	15.3
Turn Fees	8	12.3	7.1	12.7	(5.7) (44.6%)	24.7
Other Terminal	9	14.3	10.5	11.6	(1.1) (9.3%)	20.8
Total Terminal Revenues		232.0	216.9	224.6	(7.7) (3.4%)	392.7
DFW Terminal Contributions		1.6	1.7	1.7	0.0 0.0%	2.8
Total Revenues before CARES		307.3	312.6	321.4	(8.8) (2.7%)	569.7
Expenditures						
Operating Expenditures		187.9	184.0	187.1	(3.1) (1.7%)	338.4
Debt Service, net	5	158.8	161.0	166.8	(5.8) (3.5%)	268.7
Total Expenditures		346.7	345.0	354.0	(8.9) (2.5%)	607.0
Net Income/(Loss) before CARES		(39.4)	(32.4)	(32.5)	0.1 (0.4%)	(37.3)
CARES Revenues		0.0	20.2	20.4	(0.1) (0.6%)	37.3
Net Income/(Loss)		(\$39.4)	(\$12.2)	(\$12.2)	(\$0.0) 0.0%	(\$0.0)

Operating Fund – Total Expenditures

Seven months ending April 30, 2021 – 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	10	\$94.4	\$92.2	\$93.9	(\$1.7)	(1.8%)	\$166.3
Benefits	11	41.8	40.5	42.8	(2.3)	(5.4%)	74.4
Facility Maintenance Contracts	12	45.4	45.9	48.1	(2.2)	(4.6%)	86.2
Other Contract Services		61.1	53.9	54.1	(0.2)	(0.4%)	96.4
Utilities	13	16.1	15.0	13.5	1.5	11.0%	26.1
Equipment and Other Supplies		11.0	9.2	9.7	(0.5)	(5.2%)	17.9
Insurance		3.5	5.0	5.2	(0.2)	(4.6%)	10.0
Fuels		1.9	1.2	1.6	(0.4)	(24.2%)	3.2
General, Administrative, and Other		3.5	2.0	2.7	(0.7)	(25.4%)	12.4
Change in Operating Reserves		8.1	2.2	2.2	0.0	0.0%	2.2
Total Operating Expenditures		286.7	267.2	273.9	(6.7)	(2.5%)	495.2
Debt Service, gross	14	287.5	267.1	273.5	(6.4)	(2.3%)	468.2
Total Operating Fund Expenditures		\$574.2	\$534.3	\$547.4	(\$13.1)	(2.4%)	\$963.4

Notes to the Statement of Revenues and Expenses

Seven months ending April 30, 2021 – Unaudited

Parking	1	Parking revenues were \$45.6 million, \$2.2 million (4.7%) lower than budget primarily due to reduced TNC activity.
Concessions	2	Concessions revenues were \$31.7 million, \$3.3 million (9.4%) lower than budget primarily due to advertising and retail dependent on international travel.
Rental Car	3	RAC revenues were \$15.3 million, \$2.4 million (18.8%) higher than budget primarily due to higher average daily rates.
Other Revenues	4	Other Revenues was \$17.2 million, \$2.2 million (11.3%) lower than budget primarily due to lower than expected interest rates.
Debt Service (net of PFC's & CFC's)	5	Net Debt Service was \$200.7 million, \$6.7 million (3.3%) lower than budget due to Gross Debt Service of \$267.1 million, \$6.4 million (2.3%) less than budget due to higher than expected interest and coverage savings from bond refundings, combined with Passenger Facility Charges (PFCs) of \$47.8 million, \$0.4 million (0.8%) higher than budget due to proceeds related to increased passengers.
Landing Fees	6	Landing Fees are \$45.9 million, \$1.6 million (3.5%) lower than budget due to the winter weather.
Terminal Leases	7	Terminal Leases revenue was \$192.7 million, \$0.9 million (0.5%) lower than budget primarily due to the tear down of High C gates.
Turn Fees	8	Turn Fees are \$7.1 million, \$5.7 million (44.6%) lower than budget due to fewer non-AA international flights due to COVID-19.
Other Terminal Revenues	9	Other Terminal revenues were \$10.5 million, \$1.1 million (9.3%) lower than budget primarily due to concessions O&M reimbursables relief, catering and other office rents.

Notes to the Statement of Revenues and Expenses (Page 2 of 2)

Seven months ending April 30, 2021 – Unaudited

- | | | |
|----------------------------------|-----------|---|
| Salaries and Wages | 10 | Salaries and wages were \$92.2 million, \$1.7 million (1.8%) lower than budget primarily due to greater amounts capitalized than projected and partially offset by accrued vacation. |
| Benefits | 11 | Benefits were \$40.5 million, \$2.3 million (5.4%) lower than budget primarily due to lower healthcare costs as a result of lower expenses and stop loss reimbursements received. |
| Facility Maint. Contracts | 12 | Facility maintenance contracts were \$45.9 million, \$2.2 million (4.6%) lower than budget primarily due to a decrease in parts and materials, terminal maintenance, custodial, reimbursable and passenger boarding bridges maintenance offset by an increase in conveyances. |
| Utilities | 13 | Utilities expenses were \$15.0 million, \$1.5 million (11.0%) higher than budget primarily due to increased electricity usage due to the winter storm and internet capacity added to improve overall functionality of the Airport. |
| Gross Debt Service | 14 | Gross debt service expenses were \$267.1 million, \$6.4 million (2.3%) lower than budget due to higher than expected interest and coverage savings from bond refundings. |

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

Date 06/03/2021	Committee Finance/Audit	Subject Increase to Legal Services Contract No. 8005257 with the firm of Carter Arnett	Resolution #
---------------------------	-----------------------------------	--	---------------------

Action

That the Chief Executive Officer or designee be authorized to increase Legal Services Contract No. 8005257 with the firm of Carter Arnett of Dallas, Texas, in an amount not to exceed \$50,000.00 for a revised contract amount not to exceed \$98,750.00.

Description

- This action would increase the Board's contract for Legal Services regarding representation in the Dali Wireless lawsuit.

Justification

- On November 20, 2020, the Board entered into a legal services contract with Carter Arnett (Bob Arnett) for legal representation in connection with the case styled: Dali Wireless, Inc., Plaintiff, v. Dallas/Fort Worth International Airport Board, Defendant, in the 95th District Court, Dallas County, Texas, Case No. DC-20-16922.
- This action will continue to fund representation in this lawsuit.

D/S/M/WBE Information

- The annual goal for the M/WBE Program is 31%.
- Carter Arnett is a certified Minority Business Enterprise (BM-C) therefore its self-performance will count towards the annual M/WBE Program goal.

Contract #	Agreement #	Purchase Order #	Action Amount	Revised Amount
8005257			\$50,000.00	\$98,750.00

For Information contact	Fund	Project #	External Funding Source	Amount
Elaine Rodriguez 3-5487	Operating fund			\$50,000.00

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

That the Chief Executive Officer or designee be authorized to increase Legal Services Contract No. 8005257 with the firm of Carter Arnett of Dallas, Texas, in an amount not to exceed \$50,000.00 for a revised contract amount not to exceed \$98,750.00.

Approved as to Form by

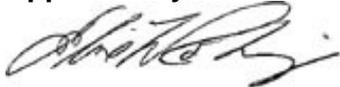

Rodriguez, Elaine
Legal Counsel
May 19, 2021 6:11 pm

Approved as to Funding by


Underwood, Max
Vice President Finance
Finance
May 19, 2021 2:23 pm

Approved as to M/WBE by


Burks Lee, Tamela
Vice President Business Diversity
and Development
Business Diversity and
Development
May 19, 2021 3:46 pm

SIGNATURE REQUIRED FOR APPROVAL**Approved by**


Department Head
Legal
May 19, 2021 12:20 pm

Pending

Chief Executive Officer

Date

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

Date 06/03/2021	Committee Finance/Audit	Subject Increase to Legal Services Contract No. 8005115 with the law firm of Milby LLC			Resolution #
<p>Action That the Chief Executive Officer or designee be authorized to increase Legal Services Contract No. 8005115 with the firm of Milby LLC of Dallas, Texas, in an amount not to exceed \$100,000.00, for a revised contract amount not to exceed \$545,000.00.</p>					
<p>Description</p> <ul style="list-style-type: none"> This action would increase the Board's contract for Legal Services regarding general advice and counsel in connection with construction and/or engineering matters. <p>Justification</p> <ul style="list-style-type: none"> On September 11, 2017, the Board entered into a legal services contract with the firm of Milby LLC (Mitchell S. Milby) to provide general advice and counsel in connection with construction and/or engineering matters. This action action would fund the continued work on an as needed basis. 					
<p>D/S/M/WBE Information</p> <ul style="list-style-type: none"> The annual goal for the historical SBE Program is 20%. In accordance with the Board's historical SBE Program, no SBE goal was determined for this Contract due to the original contract being under \$50,000. Milby LLC is a certified Small Business Enterprise (WM-C) and will be counted towards the Board's historical SBE Program annual goal. 					
Contract # 8005115	Agreement #	Purchase Order #	Action Amount \$100,000.00	Revised Amount \$545,000.00	
For Information contact Elaine Rodriguez 3-5487	Fund Operating fund	Project #	External Funding Source	Amount \$100,000.00	

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

That the Chief Executive Officer or designee be authorized to increase Legal Services Contract No. 8005115 with the firm of Milby LLC of Dallas, Texas, in an amount not to exceed \$100,000.00, for a revised contract amount not to exceed \$ 545,000.00.

Approved as to Form by


Rodriguez, Elaine
Legal Counsel
May 19, 2021 6:11 pm

Approved as to Funding by


Underwood, Max
Vice President Finance
Finance
May 19, 2021 5:39 pm

Approved as to M/WBE by


Burks Lee, Tamela
Vice President Business Diversity
and Development
Business Diversity and
Development
May 19, 2021 3:46 pm

SIGNATURE REQUIRED FOR APPROVAL**Approved by**


Department Head
Legal
May 19, 2021 12:20 pm

Pending

Chief Executive Officer

Date

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

Date 06/03/2021	Committee Finance/Audit	Subject Enhanced Call Center System			Resolution #
Action That the Chief Executive Officer or designee be authorized to increase Contract No. 8005314, for Enhanced Call Center System, with Voxai Solutions, Inc., of Coppell, Texas, in an amount not to exceed \$223,266.00, for a revised Contract amount of \$3,692,001.40.					
Description <ul style="list-style-type: none"> • Increase the Contract for an Enhanced Call Center System to support improvements for the Integrated Operations Center and additional licenses for the Finance Call Center. Justification <ul style="list-style-type: none"> • The original Contract was created to provide a modern call center platform for the new Integrated Operations Center. • The Contract increase is for the purchase of 20 additional system licenses to be used in the Finance Call Center. • The increase also provides Professional Services for design, configuration, and integration services to make updates and improvements to call taking and service request workflow functionality for the Integrated Operations Center. 					
D/S/M/WBE Information <ul style="list-style-type: none"> • The annual goal for the historical SBE Program is 20%. • N/A - Not subject to a goal per the Board's historical SBE Policy due to the nature of the procurement (Goods/Finished Product). • Voxai Solutions, Inc. is a certified Small Business Enterprise (IM-C); therefore their self-performance will be counted towards the Board's overall SBE Program goal. 					
Schedule/Term <ul style="list-style-type: none"> • The current completion date of February 11, 2023 is not affected by this action. 					
Contract # 8005314	Agreement #	Purchase Order #	Action Amount NTE \$223,266.00	Revised Amount \$3,692,001.40	
For Information contact Michael Youngs 3-5350 Miriam Seymour 3-3631	Fund Various	Project #	External Funding Source	Amount \$223,266.00	

Additional Information

- On December 5, 2019, by Resolution 2019-12-306, the Board awarded Contract 8005314, for Enhanced Call Center System, to Voxai Solutions, Inc., of Coppell, 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 increase Contract No. 8005314, for Enhanced Call Center System, with Voxai Solutions, Inc., of Coppell, Texas, in an amount not to exceed \$223,266.00, for a revised Contract amount of \$3,692,001.40.

Approved as to Form by



Rodriguez, Elaine
Legal Counsel
May 19, 2021 6:12 pm

Approved as to Funding by



Underwood, Max
Vice President Finance
Finance
May 19, 2021 5:39 pm

Approved as to M/WBE by



Burks Lee, Tamela
Vice President Business Diversity
and Development
Business Diversity and
Development
May 19, 2021 3:46 pm

SIGNATURE REQUIRED FOR APPROVAL

Approved by



Department Head
Information Technology Svcs
May 19, 2021 10:34 am

Chief Executive Officer

Pending

Date

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

Date 06/03/2021	Committee Finance/Audit	Subject Reimbursement Agreement with American Airlines - Construction and Installation of Terminal A and C Pre-Conditioned Air Units	Resolution #
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Action

That the Chief Executive Officer or designee be authorized to execute a Reimbursement Agreement with American Airlines, Inc. (AA) for the construction and installation of Pre-Conditioned Air (PCA) Units in Terminals A and C in an amount not to exceed \$5,500,000.

Description

- This action is for a reimbursement agreement with AA for construction and installation of PCA units in Terminal A and C for \$5,500,000.
- Skye Building Services has been selected by AA as the prime contractor.
- Upon execution of a reimbursement agreement with AA, DFW will reimburse AA (or its contractors) for construction and installation costs.
- DFW's Signatory Airlines approved a Majority In Interest capital improvement request for the project.
- Project includes:
 - ◆ Installation costs of the thirty-four new 45-ton PCA air handling units and new pantograph for Terminal A and C bridges.
 - ◆ Construction to reconfigure all existing air handling unit utilities in Terminals A and C and to upgrade Terminal C power feed for three jet bridges in Terminal C and upgrade to existing utilities for all Terminal C bridges.

Justification

- Board approved a previous reimbursement agreement for the engineering and equipment costs of this project in an amount not to exceed \$4,300,000 in November 2020.

D/S/M/WBE Information

- American Airlines has set a 31% goal on the construction and installation of Pre-Conditioned Air (PCA) Units project in Terminals A and C.
- American Airlines has awarded the contract to Skye Building Services and Skye Building Services has committed to achieving 71.55% participation utilizing Alpha & Omega Industries, LLC (BM-C, 30.98%), Momentum Mechanical, Inc. (BM-C, 24.54%), and ABLe Communications, Inc. (HM-C, 16.03%).

Contract #	Agreement #	Purchase Order #	Action Amount \$5,500,000.00	Revised Amount \$0
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For Information contact Jeff Benvegna 3-4640	Fund Joint Capital Fund	Project # 26879-01	External Funding Source	Amount \$5,500,000.00
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Justification continued:

- PCA units are critical to aircraft operations and are performing below expected levels, resulting in hot aircraft and excessive aircraft power unit fuel burn for aircraft at the gate.
- Implementation of the project at times may impact the use of certain gates and terminal facilities which will require close coordination with multiple AA teams, and therefore can be more efficiently planned and implemented by AA.

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 Reimbursement Agreement with American Airlines, Inc. (AA) for the construction and installation of Pre-Conditioned Air (PCA) Units in Terminals A and C in an amount not to exceed \$5,500,000.

Approved as to Form by


Rodriguez, Elaine
Legal Counsel
May 19, 2021 6:12 pm

Approved as to Funding by


Underwood, Max
Vice President Finance
Finance
May 19, 2021 5:40 pm

Approved as to M/WBE by


Burks Lee, Tamela
Vice President Business Diversity
and Development
Business Diversity and
Development
May 19, 2021 3:50 pm

SIGNATURE REQUIRED FOR APPROVAL**Approved by**


Department Head

May 19, 2021 8:27 am

Chief Executive Officer

Pending

Date

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

Date 06/03/2021	Committee Finance/Audit	Subject Reimbursement Agreement with American Airlines - Construction of the Fit-Out for Terminal C High Gates	Resolution #
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Action

That the Chief Executive Officer or designee be authorized to execute a Reimbursement Agreement with American Airlines, Inc. (AA) for the construction of the fit-out for the Terminal C High Gates in an amount not to exceed \$28,627,314.00.

Description

- This action is for a reimbursement agreement with AA for construction of the fit-out for the new High C concourse for \$28,627,314.00.
- Byrne/JRT has been selected by AA as the prime contractor.
- Upon execution of a reimbursement agreement with AA, DFW will reimburse AA (or its contractors) for the construction costs.
- Funding for the project is the original TRIP Majority In Interest capital project approval received from the Airlines in 2010.

Justification

- The design portion of the fit-out in the amount of \$1.5M for the Terminal C High gates was previously approved by Board action in September 2020.
- The Terminal C High gates project has multiple components, some managed by AA under multiple reimbursements and some by DFW.
 - ◆ DFW managed the demolition of the existing facility and the design and construction of the base building (shell and core) for the new five-gate concourse.

D/S/M/WBE Information

- American Airlines has set a 31% M/WBE goal for the Terminal C High Gates Fit Out construction project.
- American Airlines has awarded the contract to Byrne/JRT-A Joint Venture. Byrne/JRT-A Joint Venture is comprised of Thos. S. Byrne, Inc. (MBE: HM-C, 60%) and James R. Thompson, Inc. (WM, 40%).
- Byrne/JRT - A Joint Venture has committed to date to achieving 34.82% participation. (see attached subcontractor list) The 34.82% participation excludes \$5,060,463 in contingency and \$4,181,435 in exempt DFW services. Any M/WBE participation achieved on the contingency amount will be credited towards the M/WBE commitment.

Contract #	Agreement #	Purchase Order #	Action Amount	Revised Amount
			NTE \$28,627,314.00.	\$0

For Information contact	Fund	Project #	External Funding Source	Amount
Jeff Benvegna 3-4640	Joint Capital Fund	26867-04		\$28,627,314.00.

Justification continued:

- AA managed the design and construction of the enabling projects required to relocate AA and other employee groups that were housed in the existing structure.
- AA is managing the design and construction of the fit-out components (including, but not limited to, floors, ceilings, wall and window coverings, furniture, signage, and AA operations space) of the new facility.
- DFW and AA agreed that the High C Terminal facility would be demolished and replaced by the Summer of 2022.
- The sharing of the management of the work allows for the fastest delivery of the new gates, critical for AA's operation.

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 a Reimbursement Agreement with American Airlines, Inc. (AA) for the construction of the fit-out for the Terminal C High Gates in an amount not to exceed \$28,627,314.00.

Approved as to Form by


Rodriguez, Elaine
Legal Counsel
May 19, 2021 6:12 pm

Approved as to Funding by


Underwood, Max
Vice President Finance
Finance
May 19, 2021 5:40 pm

Approved as to M/WBE by


Burks Lee, Tamela
Vice President Business Diversity
and Development
Business Diversity and
Development
May 19, 2021 4:30 pm

SIGNATURE REQUIRED FOR APPROVAL**Approved by**


Department Head

May 19, 2021 9:35 am

Chief Executive Officer

Pending

Date

Exhibit M

Participation in Diversity Program

AA Project No.: DFW702RC
 AA Contract No.: N/A
 AA Project Title: DFW Terminal C - Gates C33 -C39 Rebuild
 Prime Contractor: Byrne/JRT

American Airlines has a goal of 31% participation by Diverse Subcontractors, Vendors, and Suppliers. As part of the procedures for submission of a complete Proposal or Bid, all Bidders and/ or Proposers are required to identify all participating Diverse Subcontractors, Vendors, and Suppliers applicable to the above project and include this form as part of

Name of Subcontractor, Vendor, or Supplier	Diversity Certification Status Code (include all that apply)*	Ethnicity/ Gender	Description of Materials or Services Provided Worth	Dollar Amount of Work	Percentage of Work
RM Chin & Associates, Inc.	MBE	PF-C	Project Management	\$423,688.00	2.19%
				Subtotal	2.19%
Workplace Resource Group	WBE	WF-C	FFE	\$188,990.00	0.97%
GL Seaman & Co	WBE	WF-C	FFE	\$86,400.00	0.45%
GST Manufacturing	WBE	WF-C	Metals	\$329,360.00	1.70%
Texas Specialties	WBE	WF-C	Toilet Accessories	\$196,632.00	1.01%
Chaparral Construction Services, LLC.	WBE	WF-C	HVAC/Plumbing	\$123,796	0.64%
Ford AV	WBE	WF-C	AV	\$2,373,350.00	12.24%
				Subtotal	17.01%
HD Waste & Recycling	MBE	HF-C	Selective Demo	\$2,175.00	0.01%
Amigo Services, Inc.	MBE	HF-C	Fire Suppression	\$131,571.00	0.68%
				Subtotal	0.69%
Corporate Floors	MBE	HM-C	Flooring	\$356,500.00	1.84%
Carrco Painting	MBE	HM-C	Painting	\$199,679.00	1.03%
Duran Industries	MBE	HM-C	Electrical Supplier	\$653,741.00	3.37%
ABLE Communications	MBE	HM-C	Low Voltage	\$1,684,335.00	8.69%
				Subtotal	14.93%
Dollar Amount/Percentage of Work to be Completed by Non-Diverse Subcontractors				\$12,635,199.00	65.18%
Dollar Amount/Percentage of Work to be Completed by Diverse Subcontractors				\$6,750,217.00	34.82%
Total Committed Dollar Amount				\$19,385,416.00	100.00%
Dollar Amount of Owner's Contingency				\$5,060,463.00	
Exempt DFW Services / Specified Equipment				\$4,181,435.00	
Total Dollar Amount				\$28,627,314.00	

If the total dollar amount or percentage of work to be completed by Diverse Subcontractors, Vendors, or Suppliers is less than 31%, please submit full written documentation identifying the Contracting Party's efforts to obtain Diversified participation for this contract. A sample format to present required good faith efforts is provided on the next page.

AMERICAN AIRLINES

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

Date 06/03/2021	Committee Finance/Audit	Subject Electronic Solicitations Rules for Airport Procurements	Resolution #
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Action

That the Airport Board adopt rules governing the receipt of electronic submissions for Airport Procurement solicitations pursuant to Chapter 252.0415 of the Texas Local Government Code.

Description

- Electronic submissions for Airport procurement solicitations will increase competition, reduce costs associated with the solicitation process, and streamline the procurement of goods and services.
- Chapter 252 of the Texas Local Government Code authorizes municipalities to receive competitive bids and proposals through electronic submission if the governing body adopts rules to ensure the identification, security and confidentiality of electronic bids and proposals, and to ensure that they remain unopened until the proper time.
- The proposed rules in Exhibit A will satisfy the State requirement.

Justification

- The implementation of an electronic solicitation and evaluation process for Airport procurements is an Airport key initiative for FY 2021.

D/S/M/WBE Information

- Not Applicable

Contract #	Agreement #	Purchase Order #	Action Amount	Revised Amount
			\$0	\$0
For Information contact	Fund	Project #	External Funding Source	Amount
Greg Spoon 3-5610				\$0

Additional Information

- Exhibit A - Rules Governing the Receipt of Electronic Submission of Bids and Proposals is attached.

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

That the Airport Board adopt rules governing the receipt of electronic submissions for Airport Procurement solicitations pursuant to Chapter 252.0415 of the Texas Local Government Code.

Approved as to Form by


Rodriguez, Elaine
Legal Counsel
May 19, 2021 6:13 pm

Approved as to Funding by


Underwood, Max
Vice President Finance
Finance
May 19, 2021 5:42 pm

Approved as to M/WBE by


Burks Lee, Tamela
Vice President Business Diversity
and Development
Business Diversity and
Development
May 19, 2021 3:47 pm

SIGNATURE REQUIRED FOR APPROVAL**Approved by**


Department Head
Procurement & Materials Mgmt
May 19, 2021 10:25 am

Chief Executive Officer

Pending

Date

Exhibit A

RULES GOVERNING THE RECEIPT OF ELECTRONIC SUBMISSION OF BIDS AND PROPOSALS

I. POLICY STATEMENT FOR ELECTRONIC BIDS OR PROPOSALS

These rules are established by the DFW Airport Board (the "Board") for electronic solicitation procedures in accordance with Section 252.0415, Texas Local Government Code, to ensure the identification, security and confidentiality of electronic bids or proposals, and to ensure that bids or proposals remain effectively unopened until the proper time (the "Rules"). The Rules will apply to both bids and proposals that are submitted to the Board pursuant to the requirements of Chapter 252, Texas Local Government Code, as well as those contracts and procurements for which the Board has voluntarily elected to follow the competitive processed outlined in Chapter 252, Texas Local Government Code.

- A. All users of the electronic system shall be assigned a unique username and password.
- B. Access to the system by authorized users shall be logged and tracked in order to record when any user has accessed the system, and what data the user accessed.
- C. Transmittal of data through the internet shall be encrypted using SSL technology. All sensitive data within the system shall be encrypted using SSL technology. All sensitive data within the system shall be encrypted using the Advanced Encryption Standard algorithm (AES), or better.
- D. All data shall be encrypted using a time-sensitive mechanism that allows the data to be decrypted only after the Bid Opening specified for each solicitation.
- E. The system shall be synchronized to two or more atomic clocks to ensure exact recording of the bid due date and time, and the receipt of data and time, for each submission.
- F. Neither vendor identities nor the contents of submissions are available during the bidding process.
- G. The Board's Purchasing Agent, or his/her designee(s), with an authorized password, and only after the Bid Opening date and time, can request that the bid/proposal be opened and obtain the data in the bid/proposal.
- H. The Board will determine when and what information is released to the public pursuant to Texas Law.
- I. The Board's Purchasing Agent is responsible for ensuring that any system utilized by the Board for electronic submissions of bids and proposals must comply with all rules set forth, Board procurement rules, and State law.

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

Date 06/03/2021	Committee Finance/Audit	Subject 2021 Winter Weather Event Emergency Purchases		Resolution #
Action That the Airport Board ratify purchases for the total action amount of \$6,615,611.00, for emergency procurements for goods and services for the 2021 winter weather event.				
Description <ul style="list-style-type: none"> • Ratify purchases for the Airport's response to the February 2021 winter weather event. Justification <ul style="list-style-type: none"> • The purchases were made to address emergency purchases of goods and services, equipment and facility repairs, snow removal, and other areas of concern created by the event in accordance with applicable federal, state and local laws, ordinances, rules, regulations and protocols. 				
D/S/M/WBE Information <ul style="list-style-type: none"> • The annual goal for the M/WBE Program is 31%. • N/A - Not subject to a goal per the Board's M/WBE Policy due to the nature of the procurement. (Emergency Purchase for the Public Health & Safety) 				
Schedule/Term <ul style="list-style-type: none"> • Ongoing 				
Contract #	Agreement #	Purchase Order #	Action Amount	Revised Amount
		Various	NTE \$6,615,611.00	\$0
For Information contact	Fund	Project #	External Funding Source	Amount
Greg Spoon 3-5610	Various			\$6,615,611.00

Additional Information

- These purchases are exempt from public procurement in accordance with Local Government Code 252.223, as it is procurements necessary to preserve to protect the public health and safety of the Airport's traveling public, tenants, and employees.

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

That the Airport Board ratify purchases for the total action amount of \$6,615,611.00, for emergency procurements for goods and services for the 2021 winter weather event.

Approved as to Form by


Rodriguez, Elaine
Legal Counsel
May 19, 2021 6:13 pm

Approved as to Funding by


Underwood, Max
Vice President Finance
Finance
May 19, 2021 5:43 pm

Approved as to M/WBE by


Burks Lee, Tamela
Vice President Business Diversity
and Development
Business Diversity and
Development
May 19, 2021 3:47 pm

SIGNATURE REQUIRED FOR APPROVAL**Approved by**


Department Head
Procurement & Materials Mgmt
May 19, 2021 2:01 pm

Pending

Chief Executive Officer

Date

2021 Winter Weather Event Emergency Purchases

Supplier	City	Amount	Goods/Services	Depart
Aero Snow Removal LLC (DFW)	Westbury, New York	\$ 2,204,017	Equipment / Labor for Snow Removal	ETAM
John Bean Technologies Corp. dba JBT Aerotech	Ogden, Utah	\$ 1,118,988	Terminal B, D and E Repairs	ETAM
Nachurs Alpine Solutions Industrial a division of Nachurs Alpine Solutions Corp.	Marion, Ohio	\$ 537,709	Winter Weather Deicing Materials	ETAM
AvFuel Corporation	Ann Arbor, Michigan	\$ 386,144	Jet Fuel used at the Central Utility Plant	ETAM
John Bean Technologies Corp. dba JBT Aerotech	Ogden, Utah	\$ 315,300	North Remote Parking Facility Repairs	ETAM
Siddons Martin Emergency Group , LLC	Denton, Texas	\$ 272,804	Repair parts for snow removal equipment	ETAM
Skye Building Services LLC	Flower Mound, Texas	\$ 258,432	Sprinkler Repair & Fire Watch Completed	DCC
EMR Elevator, Inc	Arlington, Texas	\$ 200,000	Winter weather damage to Elevators and Escalators	ETAM
John Bean Technologies Corp. dba JBT Aerotech	Ogden, Utah	\$ 146,911	Repairs at Taxi Queue, South Control Plaza and other Non-Terminal Facilities	ETAM
Ricochet Fuel Distributing, Inc.	Eules, Texas	\$ 122,919	Diesel, service and freight	ETAM
Azteca Enterprise, Inc.	Dallas, Texas	\$ 95,404	Equipment / Labor for Snow Removal	ETAM
John Bean Technologies Corp. dba JBT Aerotech	Ogden, Utah	\$ 87,200	Repairs at Rental Car Center	ETAM
Dennis Services	Grapevine, Texas	\$ 81,400	Terminal D Garage	ETAM
John Bean Technologies Corp. dba JBT Aerotech	Ogden, Utah	\$ 62,500	Repairs at Airport Headquarters	ETAM
AllTex Staffing and Consulting LLC dba ABBA Staffing and Consulting	Bedford, Texas	\$ 56,288	Firewatch labor	DPS
BMS CAT, LLC	Haltom City, Texas	\$ 53,049	BMS Cat emergency services - water remediation - expensed to Risk Claim acct	RSK
MBW SERV Corporation dba ServPro of North Irving	Dallas, Texas	\$ 43,099	Winter storm remediation water damage	RSK
Azteca Enterprise, Inc.	Dallas, Texas	\$ 42,989	Sprinkler repair & Firewatch	ETAM
Fortbrand Services, Inc.	Plainview, New York	\$ 42,085	Repair parts for snow removal equipment	ETAM
Gilbert May, Inc. dba Phillips/May Corporation	Dallas, Texas	\$ 38,410	Emergency labor clearing parking lots.	ETAM
Denton Sand & Gravel, Inc.	Sanger, Texas	\$ 30,000	Road Sand/Gravel	ETAM
BMS CAT, LLC	Haltom City, Texas	\$ 27,967	BMS Cat emergency services - water remediation	RSK
M-B Companies, Inc.	New Holstein, Wisconsin	\$ 26,311	Repair parts for snow removal equipment	ETAM
MBW SERV Corporation dba ServPro of North Irving	Dallas, Texas	\$ 25,603	Winter storm remediation water damage	RSK
BMS CAT, LLC	Haltom City, Texas	\$ 25,219	BMS Cat emergency services - water remediation	RSK
Hyatt Place	DFW Airport, Texas	\$ 18,075	Winter weather hotel stays	DPS
Grand Hyatt	DFW Airport, Texas	\$ 15,180	Winter weather hotel stays	DPS
Supreme Systems, Inc.	Dallas, Texas	\$ 10,732	Ground lighting protection for Terminal D	ETAM

2021 Winter Weather Event Emergency Purchases

NRC Gulf Environmental Services, Inc.	Great River, New York	\$ 8,788	Water Remediation EAD Contract/services requested by Risk	RSK/EAD
DuBois Chemicals, Inc.	Cincinnati, Ohio	\$ 3,277	Bus Wash Facility Repairs	ETAM
Uretek USA, Inc.	Tomball, Texas	\$ 2,700	Licensed CDL driver for sand spreader operations	ETAM
Sunbelt Rentals Inc.	Grapevine, Texas	\$ 2,120	Rental of loader for sand	ETAM
BMS CAT, LLC	Haltom City, Texas	\$ 2,092	BMS Cat emergency services - water remediation	RSK
The Cleaning Guys, LLC dba CG Environmental	Fort Worth, Texas	\$ 1,900	Winter storm remediation	RSK
Allowance for emergent repairs	Various	\$ 250,000	Pending if needed. Risk & ETAM estimate to complete open work	ETAM/RSK
		\$ 6,615,611		

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

Date 06/03/2021	Committee Finance/Audit	Subject Services to Migrate Enterprise Data Warehouse to a cloud based data Warehouse	Resolution #
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Action
That the Chief Executive Officer or designee be authorized to execute Contract No. 8005410, for Services to Migrate Enterprise Data Warehouse to Snowflake, with Armeta Analytics, Inc., of Dallas, Texas, in an amount not to exceed \$545,000.00, for the initial one-year term of the Contract, with options to renew for four additional one-year periods.

Description

- Award a Contract for Services to Migrate Enterprise Data Warehouse to a cloud data warehouse in support of the Airport's Enterprise Data program.

Justification

- This action will support the movement of the Airport's on premise data warehouse to a high performance cloud solution.
- This action will allow for the Airport's users to make more data-centric decisions based on insights derived from historic and near real time operational data.
- Action supports continued investment in a Data Analytics Platform recommended to support the Digital Strategy.
- Current on-premise hardware and licensing can be decommissioned or re-purposed to support other transactional systems.

D/S/M/WBE Information

- The annual goal for the M/WBE Program 31%.
- 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.

Schedule/Term

- Start Date: July 2021
- Contract Term: One year, with four one-year renewal options

Contract #	Agreement #	Purchase Order #	Action Amount	Revised Amount
8005410			NTE \$545,000.00	\$0

For Information contact	Fund	Project #	External Funding Source	Amount
Michael Youngs 3-5330	DFW Capital Acct Operating Budget	26904-01		\$352,000.00 \$193,000.00
Mubina Ashraf 3-5548				

Additional Information

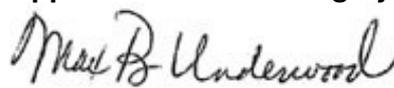
- Six Proposals, including one from an M/WBE firm, were received on or before the due date of March 9, 2021.
 - ◆ Armeta Analytics, Inc., of Dallas, Texas
 - ◆ Canny Technology Solution, of Plano, Texas
 - ◆ Miracle Software Systems Inc., of Novi, Michigan
 - ◆ Slalom, LLC, of Grapevine, Texas
 - ◆ Wipro LLC, of East Brunswick, New Jersey
 - ◆ iolap, Inc., of Frisco, Texas.
- Based on evaluations of the Proposals submitted, the Evaluation Committee, consisting of representatives for the Airport's Information Technology Services and Business Diversity and Development Departments, recommends that the Contract be awarded to Armeta Analytics, of Dallas, Texas.
- Projected total of Contract including all renewals, if approved, is \$2,725,000.00.
- Funding split between DFW Capital for capitalized portion of this contract, and Operating Budget for maintenance and support which is expensed in the Operating Budget.

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. 8005410, for Services to Migrate Enterprise Data Warehouse to Snowflake, with Armeta Analytics, Inc., of Dallas, Texas, in an amount not to exceed \$545,000.00, 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
May 19, 2021 6:14 pm

Approved as to Funding by


Underwood, Max
Vice President Finance
Finance
May 19, 2021 5:43 pm

Approved as to M/WBE by


Burks Lee, Tamela
Vice President Business Diversity
and Development
Business Diversity and
Development
May 19, 2021 3:47 pm

SIGNATURE REQUIRED FOR APPROVAL**Approved by**


Department Head
Information Technology Svcs
May 19, 2021 10:35 am

Pending

Chief Executive Officer

Date

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

Date 06/03/2021	Committee Finance/Audit	Subject Content Management System Digital Experience Gate Area of the Future	Resolution #
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Action
That the Chief Executive Officer or designee be authorized to increase Contract No. 8005340, for Content Management System Digital Experience Gate Area of the Future, with Synect, LLC, of Redmond, Washington, in an amount not to exceed \$997,135.00, for a revised Contract amount of \$1,969,223.00.

Description

- Increase the Contract for the Content Management System to support new Airport Digital Experience Initiatives.

Justification

- The Contract was initially awarded to implement a new software platform to create an engaging digital experience for passengers as part of the new customer-centric design of Terminal D South.
- The increase will allow the new system to be expanded to gates in the High C project and to proposed curbside displays.
- The increase will also support new multilingual digital communication with passengers at international arrivals and the Transportation Security Administration checkpoints.
- The additional capacity in the contract can be used at the Airport's discretion and is contingent upon funding availability in various capital projects.
- As digital assets and touchpoints continue to expand throughout the Airport, the Airport will standardize future content needs with this new system in support of the Digital Strategy.

D/S/M/WBE Information

- The annual goal for the historical SBE Program is 20%.
- In accordance with the Board's historical SBE Program, no SBE goal was determined for this Contract due to no availability of SBE firms that perform the service.

Schedule/Term

- The current completion date of June 30, 2022 is not affected by this action.

Contract #	Agreement #	Purchase Order #	Action Amount	Revised Amount
8005340			NTE \$997,135.00	\$1,969,223.00

For Information contact	Fund	Project #	External Funding Source	Amount
Michael Youngs 3-5350	Various			\$997,135.00
Miriam Seymour 3-3531				

Additional Information

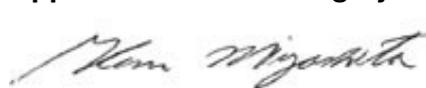
- On June 4, 2020, by Resolution 2020-06-126, the Board awarded Contract 8005340, for Content Management System Digital Experience Gate Area of the Future, to Synect, LLC, of Redmond, Washington.

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. 8005340, for Content Management System Digital Experience Gate Area of the Future, with Synect, LLC, of Redmond, Washington, in an amount not to exceed \$997,135.00, for a revised Contract amount of \$1,969,223.00.

Approved as to Form by


Rodriguez, Elaine
Legal Counsel
May 21, 2021 10:52 am

Approved as to Funding by


Miyashita, Glenn
Assistant Vice President Capital
Planning
Finance
May 21, 2021 10:52 am

Approved as to M/WBE by


Burks Lee, Tamela
Vice President Business Diversity
and Development
Business Diversity and
Development
May 21, 2021 11:56 am

SIGNATURE REQUIRED FOR APPROVAL**Approved by**


Department Head
Information Technology Svcs
May 21, 2021 9:03 am

Pending

Chief Executive Officer

Date

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

Date 06/03/2021	Committee Finance/Audit	Subject Cyber Liability and Technology Errors & Omissions Liability Insurance	Resolution #
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Action
That the Chief Executive Officer or designee be authorized to bind and procure a Cyber Liability and Technology Errors & Omissions Liability Insurance Policy with Munich Re Syndicate 457 at Lloyds Limited, in the amount of \$318,150.00 for the policy year effective June 3, 2021.

Description

- This action will authorize the Airport's Risk Management Department to procure Cyber Liability and Technology Errors & Omissions (E&O) Liability Insurance to protect the Board from substantial unforeseeable financial losses resulting from a variety of emerging cyber and software development perils.
- 2021 Premium: \$318,150.00
 - ◆ \$236,606 (290%) premium increase over expiring 2020.
 - ◆ Premium increase was driven primarily by current market conditions.
- 2021 Cyber Liability and Technology Errors & Omissions (E&O) Liability coverage:

Justification

- A Cyber Liability and Technology Errors & Omissions (E&O) Insurance Policy will further enhance the Airport's risk transfer financing with industry best practices.

D/S/M/WBE Information

- The annual goal for the M/WBE Program is 31%.
- N/A - Not subject to a goal per the Board's M/WBE Policy due to the nature of the procurement. (Insurance Premiums)

Schedule/Term

- One year policy effective June 3, 2021 through June 3, 2022.

Contract #	Agreement #	Purchase Order #	Action Amount \$318,150.00	Revised Amount \$0
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For Information contact Catrina Gilbert 3-5355	Fund Operating Fund	Project #	External Funding Source	Amount \$318,150.00
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Additional Information

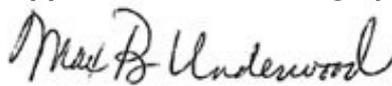
- The renewal was administered by the Airport's Broker of Record, Willis of Texas, Inc., a subsidiary of Willis Towers Watson.
- Twenty Eight carriers were solicited.
- Three carriers offered a quote.
 - ◆ Chubb Insurance (incumbent)
 - ◆ Munich Re
 - ◆ Coalition
- Twenty Two carriers declined.
- One carrier was pending a solid response.
- Two carriers were non-responsive.
- It is recommended to bind coverage with Munich Re.
 - ◆ Best coverage options in this current market.
 - ◆ Carrier offers limits necessary to maintain DFW contractual obligations.
 - ◆ An A.M. Best rating of A, XV.

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

That the Chief Executive Officer or designee be authorized to bind and procure a Cyber Liability and Technology Errors & Omissions Liability Insurance Policy with Munich Re Syndicate 457 at Lloyds Limited, in the amount of \$318,150.00 for the policy year effective June 3, 2021.

Approved as to Form by

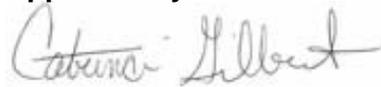

Rodriguez, Elaine
Legal Counsel
May 19, 2021 6:12 pm

Approved as to Funding by


Underwood, Max
Vice President Finance
Finance
May 19, 2021 5:41 pm

Approved as to M/WBE by


Burks Lee, Tamela
Vice President Business Diversity
and Development
Business Diversity and
Development
May 19, 2021 3:47 pm

SIGNATURE REQUIRED FOR APPROVAL**Approved by**


Department Head

May 19, 2021 10:49 am

Chief Executive Officer

Pending

Date

DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD
COMMITTEE DISCUSSION ITEM

Meeting Date 06/03/2021	Subject Monthly Report	Committee Finance/Audit
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Item For Discussion

Report to the Airport Board all Contracts and Purchase Orders 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 April 2021.

Description

- Report to the Airport Board all Contracts and Purchase Orders 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 April 2021.

PURCHASE ORDERS BETWEEN \$25,000.00 AND \$50,000.00 (APRIL 2021)

VENDOR/LOCATION	PO/ CONTRACT NO.	DESCRIPTION	DEPARTMENT	AMOUNT
Consolidated Electrical Dist (CED) Eules, Texas	277732	Variable Frequency Drives (VFD) Contacts	Energy, Transportation & Asset Management	NTE \$25,520.00 Paid to Date: \$0.00
		<ul style="list-style-type: none"> Requisition No. 277076 		
			TOTAL	\$25,520.00

NON-PROFESSIONAL SERVICES CONTRACTS BETWEEN \$25,000.00 AND \$50,000.00 (APRIL 2021)

VENDOR/LOCATION	PO/ CONTRACT NO.	DESCRIPTION	DEPARTMENT	AMOUNT
Capital Lease Group LTD Brockton, Massachusetts	7007068	Replacement Vehicle Lease	Procurement & Materials Management	NTE \$48,150.00 Paid to Date: \$2,806.51
Office Perks Oakbrook Terrace, Illinois	7007056	Coffee Service	Procurement & Materials Management	NTE \$48,500.00 Paid to Date: \$15,348.43
US Bank Dallas, Texas	8005394	Master Paying Agent and Registrar Services	Treasury Management	NTE \$27,000.00 Paid to Date: \$0.00
			TOTAL	\$123,650.00

PROFESSIONAL SERVICES CONTRACTS BETWEEN \$25,000.00 AND \$50,000.00 (APRIL 2021)

VENDOR/LOCATION	PO/ CONTRACT NO.	DESCRIPTION	DEPARTMENT	AMOUNT
Carahsoft Technology Corp. Reston, Washington	7007050	Sprinklr Platform	Marketing	NTE \$43,400.00 Paid to Date: \$0.00
			TOTAL	\$43,400.00

**CONTRACT/PURCHASE ORDER INCREASES/DECREASES (\$25,000 OR GREATER)
(APPROVED BY BOARD STAFF UNDER THEIR DELEGATED AUTHORITY – APRIL 2021)**

VENDOR/LOCATION	PO/ CONTRACT NO.	DESCRIPTION	DEPARTMENT	CONTRACT DATA
AVIO Consulting, LLC Addison, Texas	7006592	Software and Support Services	Information Technology Services	Contract Value: \$1,771,154.00 This Action: \$49,815.00 Revised Contract Value: \$1,820,969.00 Paid to Date: \$1,751,689.00
Southern Veterinary Partners LLC dba Golden Triangle Animal Hospital Southlake, Texas	7006467	DPS Canine Veterinary Services	Department of Public Safety	Contract Value: \$300,000.00 This Action: \$50,000.00 Revised Contract Value: \$350,000.00 Paid to Date: \$214,174.15
Milby LLC ^{N1} Dallas, Texas	8005115	Legal Services: Construction/Engineering Matters	Legal	Contract Value: \$396,250.00 This Action: \$48,750.00 Revised Contract Value: \$445,000.00 Paid to Date: \$399,242.50
Orenstein Law Group PC ^{N2} Dallas, Texas	8004897	Legal Services: Bankruptcy Matters	Legal	Contract Value: \$196,500.00 This Action: \$48,750.00 Revised Contract Value: \$245,250.00 Paid to Date: \$198,575.03
TOTAL				\$197,315.00
Note:				
1. SBE certified through the North Central Texas Regional Certification Agency				
2. SBE certified through the Women's Business Council – Southwest				