

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

Convening of the Meeting – The Regular Meeting of the Dallas Fort Worth International Airport Board was duly convened and held in the Board Room of the DFW Airport Headquarters building at 8:30 a.m., on Thursday, June 3, 2021, pursuant to earlier notification thereof to the members of the Board and public. This meeting was also available virtually. The following quorum was present:

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

Board Staff in Attendance:

Sean Donohue, John Ackerman, Ken Buchanan, Khaled Naja, Chris Poinsette, Paul Puopolo, Linda Valdez Thompson, Rob Darby, Elaine Rodriguez, Dee Amos Baker, Jeff Benvegno, Alan Black, Zenola Campbell, Catrina Gilbert, Rusty Hodapp, Tammy Huddleston, Tamela Lee, James Mauldin, Greg Spoon, Max Underwood, Michael Youngs, Courtney Moore, Donna Schnell.

AGENDA

- A. The invocation was given by Chaplain DD Hayes.
- B. The Pledge of Allegiance was recited.
- C. Announcements by Matrice Ellis-Kirk, Chair:
 - Mayor Wes Mays from the City of Coppell was welcomed.
 - Mayor Johnson, who was unable to attend the meeting, and his wife were congratulated on the birth of their daughter Lela Reece Johnson.
 - Deputy Mayor Pro Tem Adam McGough, who attended on Mayor Johnson's behalf, was welcomed.Announcements by Sean Donohue, CEO:
 - An update was given on DFW's recovery. The traffic for Memorial Day weekend was approximately 88 percent of 2019 volumes.
 - Last weekend, more than two dozen members of DFW's veteran's employee resource group, SERVE, participated in the Carry the Load Memorial March.
 - Last month, we celebrated Asian American and Pacific Islander Heritage Month with an event hosted by our Asian American Employee Resource Group, LEADD.
 - DFW's 2020 Environmental, Social, And Governance report was recently released. Copies were given to the Board.
 - Mayor Price was thanked for her 10 years of service as mayor of Fort Worth and all that she had done for DFW Airport and the region. She was also presented with a resolution and a runway light.
 - Mayor Price presented DFW with an award from the Best Place for Working Parents organization.

- D. The minutes of the Regular Board Meeting of May 6, 2021 were approved.
- E. A Development Update was presented by Khaled Naja, Executive Vice President Infrastructure and Development
- F. The Financial Report was presented by Chris Poinatte, Executive Vice President Finance and Information Technology Services.

RETIREMENT/INVESTMENT COMMITTEE

Retirement/Investment Committee Vice Chair Ben Leal reported that the Committee met on Tuesday, June 1, 2021 at 12:32 p.m., and recommended approval of the following:

- 1. The minutes of the Retirement/Investment Committee Meeting of March 30, 2021 were approved during the Committee Meeting of June 1, 2021.

Discussion Items

- 2. The Quarterly Investment Report was presented by Tony Kay of AndCo Consulting during the Committee Meeting of June 1, 2021.
- 3. The Annual Actuarial Valuation Report was presented by Lewis Ward of Gabriel, Roeder, Smith & Company during the Committee Meeting of June 1, 2021.

Action Items for Consideration

- 4. The Airport Board unanimously adopted Resolution No. 2021-06-099 to 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. The Airport Board unanimously adopted Resolution No. 2021-06-100 to approve an Asset Management Agreement with Strategic Value Partners for their Strategic Value Special Situations V, in a commitment amount of \$10 million.
- 6. The Airport Board unanimously adopted Resolution No. 2021-06-101 to 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

Operations Committee Chair Raj Narayanan reported that the Committee met on Tuesday, June 1, 2021 at 1:04 p.m., and recommended approval of the following:

- 7. The minutes of the Operations Committee Meeting of May 4, 2021 were approved during the Committee Meeting of June 1, 2021.

¹ Designated voting representative from the City of Dallas. DMPT McGough attended virtually.

² Non-voting from the City of Coppell.

Consent Items for Consideration

8. The Airport Board unanimously adopted Resolution No. 2021-06-102 to approve execution of an Interlocal Agreement for a Remote Video Magistration project between Tarrant County, Texas and the DFW Airport Board.
9. The Airport Board unanimously adopted Resolution No. 2021-06-103 to 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. The Airport Board unanimously adopted Resolution No. 2021-06-104 to 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

11. The Airport Board unanimously adopted Resolution No. 2021-06-105 to 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.
12. The Airport Board unanimously adopted Resolution No. 2021-06-106 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. The Airport Board unanimously adopted Resolution No. 2021-06-107 to 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. The Airport Board unanimously adopted Resolution No. 2021-06-108 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.
15. The Airport Board unanimously adopted Resolution No. 2021-06-109 to 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. The Airport Board unanimously adopted Resolution No. 2021-06-110 to 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. The Airport Board unanimously adopted Resolution No. 2021-06-111 to 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

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

CONCESSIONS/COMMERCIAL DEVELOPMENT COMMITTEE

Concessions/Commercial Development Committee Chair Vernon Evans reported that the Committee met on Tuesday, June 1, 2021 at 1:24 p.m., and recommended approval of the following:

20. The minutes of the Concessions/Commercial Development Committee Meeting of May 4, 2021 were approved during the Committee Meeting of June 1, 2021.

Consent Items for Consideration

21. The Airport Board unanimously adopted Resolution No. 2021-06-112 to approve a Permit between the Dallas Fort Worth International Airport Board and MAG US Lounge Management LLC.
22. The Airport Board unanimously adopted Resolution No. 2021-06-113 to approve authorization to consent to the Assignment and Assumption of Lease Agreement No. 009813 to JDDA Concessions Management Inc.

Action Items for Consideration

23. The Airport Board unanimously adopted Resolution No. 2021-06-114 to 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.
24. The Airport Board unanimously adopted Resolution No. 2021-06-115 to 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

25. Permits issued by Concessions were distributed to the Board.

FINANCE/AUDIT COMMITTEE

Finance/Audit Committee Chair William Meadows reported that the Committee met on Tuesday, June 1, 2021 at 1:28 p.m., and recommended approval of the following:

26. The minutes of the Finance/Audit Committee Meeting of May 4, 2021 were approved during the Committee Meeting of June 1, 2021.
27. The Financial Report was presented by Max Underwood, Vice President Finance, during the Committee Meeting of June 1, 2021.
28. The Fiscal Year 2022 Budget Briefing was presented by Chris Poinsette, Executive Vice President Finance and ITS, during the Committee Meeting of June 1, 2021.

Consent Items for Consideration

29. The Airport Board unanimously adopted Resolution No. 2021-06-116 to 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. The Airport Board unanimously adopted Resolution No. 2021-06-117 to 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.
31. The Airport Board unanimously adopted Resolution No. 2021-06-118 to approve an increase to Contract No. 8005314, for Enhanced Call Center System, with Voxai Solutions, Inc., of Coppell, Texas, in an amount not to exceed \$223,266.00, for a revised Contract amount of \$3,692,001.40.

Action Items for Consideration

32. The Airport Board unanimously adopted Resolution No. 2021-06-119 to approve execution of 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.
33. The Airport Board unanimously adopted Resolution No. 2021-06-120 to 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.
34. The Airport Board unanimously adopted Resolution No. 2021-06-121 to 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. The Airport Board unanimously adopted Resolution No. 2021-06-122 to 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.
36. The Airport Board unanimously adopted Resolution No. 2021-06-123 to 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. The Airport Board unanimously adopted Resolution No. 2021-06-124 to 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 was held during the Committee Meeting of June 1, 2021, 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

39. The Airport Board unanimously adopted Resolution No. 2021-06-125 to 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

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

FULL BOARD

CLOSED SESSION

42. In accordance with provisions of Section 551.072 of the Texas Government Code, a closed session was 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. There were no registered speakers.

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