

DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

August 5, 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, August 5, 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:

Matrice Ellis-Kirk, Chair	Ben Leal
Henry Borbolla III, Vice Chair	William Meadows
Gloria M. Tarpley, Secretary	Raj Narayanan
Mayor Eric Johnson	Mario Quintanilla
Mayor Mattie Parker	Eddie Reeves
Vernon Evans	Wes Mays ¹

Board Staff in Attendance:

Sean Donohue, John Ackerman, Ken Buchanan, Chris McLaughlin, Khaled Naja, Chris Poinsette, Paul Puopolo, Rob Darby, Elaine Rodriguez, Dee Amos Baker, Jeff Benvegenu, Alan Black, Zenola Campbell, Catrina Gilbert, Rusty Hodapp, Tammy Huddleston, Tamela Lee, James Mauldin, Rosa Maria Meagher, Greg Spoon, Max Underwood, Michael Youngs, Abel Palacios, Donna Schnell.

AGENDA

- A. The invocation was given by Chaplain Gary Turner.
- B. The Pledge of Allegiance was recited.
- C. Announcements by Matrice Ellis-Kirk, Chair:
 - Mayor Mattie Parker, who was elected Fort Worth's Mayor on June 5, was welcomed.
 - Mayor Wes Mays of Coppell was thanked for his service on the Board. Next month Mayor Rick Stopfer of Irving will join us.Announcements by Sean Donohue, CEO:
 - June is nationally recognized as LGBT Pride month and DFW celebrated with our employee resource group PRIDE. The event included keynote speaker Chris Luna, a former Dallas City Councilmember and current member of the Dallas Way – dedicated to preserving the LGBT history of North Texas.
 - Frontline employees, who make up approximately 60 percent of the workforce and remained on-site during the past year and a half, were recognized.
 - A select group of leaders that stepped up during the pandemic and became the Readiness Taskforce to guide the direction of DFW's response were also recognized. The team included Linda Thompson; John Ackerman; Chad Makovsky; Alan Black and Catrina Gilbert.
 - High-level results of DFW's early retirement incentive was discussed. Out of 345 eligible employees, 212 accepted the incentive package. This makes up approximately 10 percent of the workforce. The majority of the retirees will depart at the end of the fiscal year.
 - Chris McLaughlin, the new EVP of Operations was welcomed.

¹ Non-voting from the City of Coppell.

- D. The minutes of the Regular Board Meeting of June 3, 2021 were approved.
- E. The Financial Report was presented by Chris Poinsatte, Executive Vice President Finance and Information Technology Services.

RETIREMENT/INVESTMENT COMMITTEE

Retirement/Investment Committee Chair Eddie Reeves reported that the Committee met on Tuesday, August 3, 2021 at 12:30 p.m.

- 1. The minutes of the Retirement/Investment Committee Meeting of June 1, 2021 were approved during the Committee Meeting of August 3, 2021.

Discussion Items

- 2. The External Audit of the Pension Plans was presented by Blake Rodgers of Deloitte during the Committee Meeting of August 3, 2021.

OPERATIONS COMMITTEE

Operations Committee Chair Raj Narayanan reported that the Committee met on Tuesday, August 3, 2021 at 12:36 p.m., and recommended approval of the following:

- 3. The minutes of the Operations Committee Meeting of June 1, 2021 were approved during the Committee Meeting of August 3, 2021.

Consent Items for Consideration

- 4. The Airport Board unanimously adopted Resolution No. 2021-08-126 to approve execution of Contract No. 7007119, for Forensic Testing Services, with National Medical Services, Inc. dba NMS Labs, of Horsham, Pennsylvania, in an amount not to exceed \$150,000.00, for the one-year term of the Contract, with options to renew annually, subject to funding availability.
- 5. The Airport Board unanimously adopted Resolution No. 2021-08-127 to approve execution of Contract No. 7007073, for Storm Drain Sealing and Joint Repair Services, with Gibson & Associates, Inc., of Balch Springs, Texas, in an amount not to exceed \$88,000.00, for the initial two-year term of the Contract, with options to renew for three additional one-year periods.
- 6. The Airport Board unanimously adopted Resolution No. 2021-08-128 to approve execution of Contract No. 7007070, for Rental Car Center (RCC) Automatic Sliding Door Refurbishment, with Door Control Services, a D.H. Pace Company, Inc., of Ben Wheeler, Texas, in and amount not to exceed \$148,319.00, for the initial one-month term of the Contract.

Action Items for Consideration

7. The Airport Board unanimously adopted Resolution No. 2021-08-129 to approve execution of Contract No. 7007105, for Regulated Garbage Treatment and Disposal Services, with Stericycle, Inc., of Bannockburn, Illinois, in an amount not to exceed \$537,000.00, for the initial three-year term of the Contract, with options to renew for two additional one-year periods.
8. The Airport Board unanimously adopted Resolution No. 2021-08-130 to approve execution of a deductive Change Order to Contract No. 9500627, for Runway 18R Aircraft Rescue Fire Fighting Road Improvements, with Gilbert May, Inc. dba Phillips/May Corporation, of Dallas, Texas, in a deductive amount not less than (\$936,219.60).
9. The Airport Board unanimously adopted Resolution No. 2021-08-131 to approve execution of a settlement for Contract No. 8500319, Design and Design Management Architectural Services (without Federal Provisions), with LVHKA, of Fort Worth, Texas, in an amount of \$125,000.00.
10. The Airport Board unanimously adopted Resolution No. 2021-08-132 to approve execution of a settlement for Contract No. 8500319, Design and Design Management Architectural Services (without Federal Provisions), with LVHKA, of Fort Worth, Texas, in an amount of \$84,584.10.
11. The Airport Board unanimously adopted Resolution No. 2021-08-133 to approve execution of Contract No. 9500733, for Curbside Barrier Installation, with Gilbert May, Inc. dba Phillips/May Corporation, of Dallas, Texas, in an amount not to exceed \$940,333.00, for the 270-calendar day term of the Contract.
12. The Airport Board unanimously adopted Resolution No. 2021-08-134 to approve an increase and extension to Contract No. 9500698, for Runway 18R/36L Rehabilitation, with Austin Bridge & Road, LP, of Irving, Texas, in an amount not to exceed \$1,500,000.00, for a revised Contract amount not to exceed \$121,970,673.37.
13. The Airport Board unanimously adopted Resolution No. 2021-08-135 to approve execution of Contract No. 9500746, for Runway 17L/35R Joint Seal Replacement, with Austin Bridge & Road, LP, of Irving, Texas, in an amount not to exceed \$1,773,707.68, for the 150-calendar day term of the Contract.
14. The Airport Board unanimously adopted Resolution No. 2021-08-136 to approve execution of Contract No. 9500734, for Skylink Structural Repairs - Column Drains, with Holt Construction Corp., of Irving, Texas, in an amount not to exceed \$2,532,582.51, for the 1,126-calendar day term of the Contract.
15. The Airport Board unanimously adopted Resolution No. 2021-08-137 to approve an increase to Contract No. 9500647, for Terminal D South Expansion - Construction Manager at Risk (CMAR), with APR Aviation Partners, of Irving, Texas, in an amount not to exceed \$5,303,741.00, for a revised not to exceed Contract amount of \$163,800,000.00.
16. The Airport Board unanimously adopted Resolution No. 2021-08-138 to approve execution of Contract No. 9500758, Terminal C Renovations - Construction Manager at Risk (CMAR), with Suffolk-3i, A Joint Venture, of Dallas, Texas, in an amount not to exceed \$33,787,048.35.

17. The Airport Board unanimously adopted Resolution No. 2021-08-139 to approve execution of Contract No. 9500761, Central Terminal Area Expansion Terminals A and C, with Holder, Carcon, Source, a Joint Venture, of Addison, Texas, in an amount not to exceed \$139,725,000.00, for the 1,640-calendar day term of the Contract.
18. The Airport Board unanimously adopted Resolution No. 2021-08-140 to approve execution of Contract No. 9500754, Charging Stations at the Rental Car Center Bus Maintenance facility, with Holt Construction Corp., of Irving, Texas, in an amount not to exceed \$550,140.17, for the 180-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 \$83,000.00, for a total action amount of \$633,140.17.
19. The Airport Board unanimously adopted Resolution No. 2021-08-141 to approve execution of two Purchase Orders: Purchase Order No. 278056, for Electric Buses, to New Flyer of America, Inc., of St. Cloud, Minnesota, in the amount of \$3,259,740.00; and Purchase Order No. 278060, for Electric Sedans, to Tesla, Inc., of Fremont, California, in the amount of \$244,740.00. For a total action amount of \$3,504,480.00.
20. The Airport Board unanimously adopted Resolution No. 2021-08-142 to approve execution of Contract No. 7007074, for Airfield Marking Services, with Stripe-A-Zone, Inc., of Grand Prairie, Texas, in an amount not to exceed \$6,424,020.00, for the initial three-year term of the Contract, with options to renew for two additional one-year periods.

Discussion Items

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

FINANCE/AUDIT COMMITTEE

Finance/Audit Committee Vice Chair Eddie Reeves reported that the Committee met on Tuesday, August 3, 2021 at 1:10 p.m., and recommended approval of the following:

23. The minutes of the Finance/Audit Committee Meeting of June 1, 2021 were approved during the Committee Meeting of August 3, 2021.
24. The Financial Report was presented by Abel Palacios, Assistant Vice President Finance, during the Committee Meeting of August 3, 2021.

Consent Item for Consideration

25. The Airport Board unanimously adopted Resolution No. 2021-08-143 to approve execution of Contract No. 7007112, for Strategic Planning Development Services, as amended during the Committee Meeting to update vendor name from Root, Inc. to Root LLC a part of Accenture, of Sylvania, Ohio, in an amount not to exceed \$190,000.00, for the initial one-year term of the Contract.

26. The Airport Board unanimously adopted Resolution No. 2021-08-144 to approve request by American Airlines to exercise its option to purchase two B757 flight simulators, identified by FAA ID Numbers 2 and 4.
27. The Airport Board unanimously adopted Resolution No. 2021-08-145 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 \$197,500.00.
28. The Airport Board unanimously adopted Resolution No. 2021-08-146 to approve authorization to exercise options for multi-year Contracts for the first quarter of Fiscal Year 2022.
29. The Airport Board unanimously adopted Resolution No. 2021-08-147 to approve an increase to Contract No. 7006257, for Fire Station Alerting Software Upgrade, with Westnet, Inc., of Huntington Beach, California, in an amount not to exceed \$48,168.45, for a revised not to exceed Contract amount of \$530,943.58.
30. The Airport Board unanimously adopted Resolution No. 2021-08-148 to approve execution of Contract No. 7007095, for Database Management Software, with SHI Government Solutions, Inc., of Austin, Texas, in an amount not to exceed \$78,895.59, for the one-year term of the Contract, with options to renew annually, subject to funding availability.

Action Items for Consideration

31. The Airport Board unanimously adopted Resolution No. 2021-08-149 to approve execution of Contract No. 8005438, for Executive Search Firm Services, with Pearson Partners International, Inc., of Dallas, Texas, in an amount not to exceed \$600,000.00, and Contract No. 8005445, to ADK Consulting, Inc., of Jacksonville, Florida, in an amount not to exceed \$600,000.00, for the initial two-year term of the Contracts, with options to renew for three additional one-year periods. For a total action amount of \$1,200,000.00.
32. The Airport Board unanimously adopted Resolution No. 2021-08-150 to approve authorization for Investment Officers to enter into a trust agreement with Texas Cooperative Liquid Assets Securities System (CLASS) to open an investment Local Government Investment Pool (LGIP) account.
33. The Airport Board unanimously adopted Resolution No. 2021-08-151 to approve use \$10 million of Board Contingency that was included in the Approved FY 2021 Budget for an additional contribution to the DFW General Employee Defined Benefit Retirement Plan.
34. The Airport Board unanimously adopted Resolution No. 2021-08-152 to approve authorization to submit the Fiscal Year 2022 Proposed Budget and Schedule of Charges in draft form to the Cities of Dallas and Fort Worth, and update with the final approved budget following approval by the Board.
35. The Airport Board unanimously adopted Resolution No. 2021-08-153 to approve ratification of Contract No. 7007092, for Tableau Software License and Maintenance, with SHI Government Solutions, Inc., of Austin, Texas, in an amount not to exceed \$92,501.00, for the initial ten-month term of the Contract.

36. The Airport Board unanimously adopted Resolution No. 2021-08-154 to approve execution of Contract No. 8005427, for Mulesoft Software License and Professional Services, with Miracle Software Systems Inc, of Novi, Michigan, in an amount not to exceed \$2,117,996.78, for the initial three-year term of the Contract, subject to funding availability.

Discussion Items

37. The Department of Audit Services' Quarterly Audit Update was presented by Rosa Maria Meagher, Assistant Director Audit Services during the Committee Meeting of August 3, 2021.
38. The Monthly D/S/M/WBE Expenditure Report was distributed to the Board.
39. Purchase Orders/Contracts and Professional Service Contracts approved by authorized staff were distributed to the Board.

CONCESSIONS/COMMERCIAL DEVELOPMENT COMMITTEE

Concessions/Commercial Development Committee Chair Vernon Evans reported that the Committee met on Tuesday, August 3, 2021 at 1:49 p.m., and recommended approval of the following:

40. The minutes of the Concessions/Commercial Development Committee Meeting of June 1, 2021 were approved during the Committee Meeting of August 3, 2021.

Consent Items for Consideration

41. The Airport Board unanimously adopted Resolution No. 2021-08-155 to approve re-conception of Lease No. 008654 and 008653 by and between the Dallas Fort Worth International Airport Board and HG Multiplex DFW JV.
42. **This item was deferred at the request of staff.**
Approve Assignment and Assumption of Lease Agreement Nos. 009694 and 010220 to LaTrelle's Galley, LP.

Action Items for Consideration

43. The Airport Board adopted Resolution No. 2021-08-156 to approve an easement for the DART Silver Line, and that the Chief Executive Officer or designee be authorized to sign a Compensation Agreement with DART, and to sign a joint amendment to the Operating Agreements of both DART and the Fort Worth Transportation Authority (aka Trinity Metro). Mayor Eric Johnson recused himself during the voting of this item.

FULL BOARD

44. There were no registered speakers.
45. Next Committee meetings – August 31, 2021
Next Regular Board meeting – September 2, 2021