

DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD
September 2, 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, September 2, 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 ¹	William Meadows
Henry Borbolla III, Vice Chair ²	Raj Narayanan
Gloria M. Tarpley, Secretary	Mario Quintanilla
Councilmember Michael Crain ³	Eddie Reeves ⁴
Vernon Evans	Rick Stopfer ⁵
Ben Leal	

Board Staff in Attendance:

Sean Donohue, John Ackerman, Ken Buchanan, Chris McLaughlin, Khaled Naja, Linda Valdez Thompson, Chris Poinsette, Paul Puopolo, Rob Darby, Elaine Rodriguez, Dee Amos Baker, Jeff Benvegna, 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 DD Hayes.
- B. The Pledge of Allegiance was recited.
- C. Announcements by Henry Borbolla III, Vice Chair:
 - Councilmember Michael Crain from the City of Fort Worth was welcomed.
 - Mayor Rick Stopfer, who was re-elected as Mayor of Irving in 2020, was welcomed. This is his third time to serve on the Board.Announcements by Sean Donohue, CEO:
 - Last month DFW hosted US Transportation Secretary Pete Buttigieg, along with Representatives Marc Veasey, Eddie Bernice Johnson and Collin Allread. Their visit included briefings on infrastructure and environmental sustainability initiatives and tours of the Integrated Operations Center and Terminal C – High C gate modules. Board members Henry Borbolla III, Ben Leal and Mario Quintanilla were present for the visit to the Terminal C – High C gates modules.
 - The following promotions were announced—Abel Palacios, VP Finance, Dean Ahmad, VP Parking and Tammy Huddleston, VP of Design, Code and Construction.

¹ Attended virtually

² Presided over meeting

³ Designated voting representative from the City of Fort Worth

⁴ Attended virtually

⁵ Non-voting representative from the City of Irving

- D. Retirement Recognition. A total of 212 employees elected to participate in the recent retirement incentive program. One employee had 45 years of service and 82 of them had 25 or more years. AVPs and VPs that will retire were named and Linda Valdez Thompson was thanked for her 20 years of service.
- E. The minutes of Regular Board Meeting of August 5, 2021 were approved.
- 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, August 31, 2021 at 12:31 p.m. and recommended approval of the following:

- 1. The minutes of the Retirement/Investment Committee Meeting of August 3, 2021 were approved during the Committee Meeting of August 31, 2021.

Discussion Item

- 2. The Quarterly Investment Report was presented by Jack Evatt of AndCo Consulting during the Committee Meeting of August 31, 2021.

Action Items for Consideration

- 3. The Airport Board unanimously adopted Resolution No. 2021-09-157 to approve execution of an addendum to an existing Asset Management Agreement with Industry Fund Management (IFM) Investors for their IFM Global Infrastructure Fund, to provide for an additional investment of \$5 million.
- 4. The Airport Board unanimously adopted Resolution No. 2021-09-158 to approve an Asset Management Agreement with OpenGate Capital Partners for their OpenGate Partners III, in a commitment amount of \$10 million.
- 5. The Airport Board unanimously adopted Resolution No. 2021-09-159 to approve an Asset Management Agreement with TerraCap Management for their TerraCap Partners V, in a commitment amount of \$10 million.

OPERATIONS COMMITTEE

Operations Committee Chair Raj Narayanan reported that the Committee met on Tuesday, August 31, 2021 at 12:55 p.m. and recommended approval of the following:

- 6. The minutes of the Operations Committee Meeting of August 3, 2021 were approved during the Committee Meeting of August 31, 2021.

Consent Items for Consideration

7. The Airport Board unanimously adopted Resolution No. 2021-09-160 to approve execution of Contract No. 8005434, for Analytical Laboratory Testing Services, with ALS Group USA, Corp., of Houston, Texas, in an amount not to exceed \$164,172.00, for the initial one-year term of the Contract, with options to renew for three additional two-year periods.
8. The Airport Board unanimously adopted Resolution No. 2021-09-161 to approve execution of Contract No. 7007066, for Concrete Mix Rapid Setting, with Novasol, Inc. dba TuffTex Materials, of Austin, Texas, in an amount not to exceed \$91,130.00, for the initial one-year term of the Contract, with options to renew for four additional one-year periods.

Action Items for Consideration

9. The Airport Board unanimously adopted Resolution No. 2021-09-162 to approve authorization to procure services necessary for the International Parkway Bridge Replacement 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.
10. The Airport Board unanimously adopted Resolution No. 2021-09-163 to approve execution of Contract No. 9500729, for Aircraft Rescue Fire Fighting (ARFF) Station Consolidation with J.E. Dunn Construction Company, of Dallas, Texas in an amount not to exceed \$5,000,000.00, for the 1,160-calendar day term of the Contract.
11. The Airport Board unanimously adopted Resolution No. 2021-09-164 to approve execution of Reimbursement Agreement No. 5001003, for Aircraft Rescue Fire Fighting (ARFF) Station Consolidation, with the Federal Aviation Administration (FAA), Southwest Region, in an amount not to exceed \$117,486.42, for the 1,160-calendar day term of the Contract.
12. The Airport Board unanimously adopted Resolution No. 2021-09-165 to approve execution of Contract No. 9500742, for Terminal D End of Life Electrical and Mechanical Systems, with Real Network Services, Inc., of Dallas, Texas, in an amount not to exceed \$749,728.00, for the 180-calendar day term of the Contract.
13. The Airport Board unanimously adopted Resolution No. 2021-09-166 to approve an increase to Contract No. 9500668, for Facilities Relocation and Consolidation (Southwest Consolidated Campus Roads & Utilities Phase 1B), with Oscar Renda Contracting, Inc., of Roanoke, Texas, in an amount not to exceed \$1,506,299.05, for a revised Contract amount of \$30,043,048.27; and execute change orders to such Contract on an as-needed basis, in the aggregate amount not to exceed \$100,000.00. For a total action amount of \$1,606,299.05.
14. The Airport Board unanimously adopted Resolution No. 2021-09-167 to approve ratification of Contract No. 9500771, DFW 30-inch W4 Watermain Repair, with North Texas Contracting, Inc., of Fort Worth, Texas, in an amount not to exceed \$3,300,000.00, for the 150 days calendar term of the Contract.

15. The Airport Board unanimously adopted Resolution No. 2021-09-168 to approve execution of two Contracts for Job Order Contracts: Contract No. 9500755, with Gilbert May, Inc. dba Phillips/May Corporation, of Dallas, Texas, in an amount not to exceed \$5,000,000.00; and Contract No. 9500756, with Skye Building Services LLC of Grapevine, Texas, in an amount not to exceed \$5,000,000.00, for the initial two-year term of the Contracts, with options to renew for three additional one-year periods. The total amount of this action is \$10,000,000.00.
16. The Airport Board unanimously adopted Resolution No. 2021-09-169 to approve execution of Contract No. 9500722, Employee Inspection Portals, with J.E. Dunn Construction Company, of Dallas, Texas, in an amount not to exceed \$11,000,000.00, for the 575-calendar day term of the Contract.
17. The Airport Board unanimously adopted Resolution No. 2021-09-170 to approve execution of Contract No. 8500394, Project Controls and Analytic Services, with RIB U.S. Cost, of Grapevine, Texas, in an amount not to exceed \$35,000,000.00, for the initial four-year term of the Contract, with options to renew for two additional one-year periods.
18. The Airport Board unanimously adopted Resolution No. 2021-09-171 to approve execution of Contract No. 8500395, for Civil Landside Planning/Project Management/Construction Management Services (Civil Landside PLN//PM/CM), with STV|AZB Joint Venture, of Dallas, Texas, in an amount not to exceed \$40,000,000.00, for the five-year term of the Contract.
19. The Airport Board unanimously adopted Resolution No. 2021-09-172 to approve execution of Contract No. 7007123, for Bus Tracking and Passenger Counting System Hardware Installation Services, with ETA Transit Systems, Inc., of Boca Raton, Florida, in an amount not to exceed \$400,000.00, for the initial three-year term of the Contract, with options to renew annually.
20. The Airport Board unanimously adopted Resolution No. 2021-09-173 to approve execution of Purchase Order No. 278143, for a Mobile Intensive Care Unit, to Siddons Martin Emergency Group, LLC, of Denton, Texas, in the amount of \$422,907.00.

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.

CONCESSIONS/COMMERCIAL DEVELOPMENT COMMITTEE

Concessions/Commercial Development Committee Chair Vernon Evans reported that the Committee met on Tuesday, August 31, 2021 at 1:12 p.m. and recommended approval of the following:

23. The minutes of the Concessions/Commercial Development Committee Meeting of August 3, 2021 were approved during the Committee Meeting of August 31, 2021.

Discussion Item

24. The American Rescue Plan Act of 2021 presentation was given by Zenola Campbell, VP Concessions and James Mauldin, VP Treasury, during the Committee Meeting of August 31, 2021.

Action Items for Consideration

25. The Airport Board unanimously adopted Resolution No. 2021-09-174 to approve expenditures by the Public Facilities Improvement Corporation Board for the first Asset Management Agreement Renewal Term and Asset Management Fee expenses for the Hyatt Place DFW Airport Hotel in an amount not to exceed \$202,000.
26. The Airport Board unanimously adopted Resolution No. 2021-09-175 to approve expenditures by the Public Facilities Improvement Corporation Board for the first Hotel Management Agreement Renewal Term and Management Fee expenses for the Hyatt Place DFW Airport Hotel in an amount not to exceed \$1,900,000.

FINANCE/AUDIT COMMITTEE

Finance/Audit Committee Chair William Meadows reported that the Committee met on Tuesday, August 31, 2021 at 1:21 p.m. and recommended approval of the following:

27. The minutes of the Finance/Audit Committee Meeting of August 3, 2021 were approved during the Committee Meeting of August 31, 2021.
28. The Financial Report was presented by Max Underwood, Vice President Finance, during the Committee Meeting of August 31, 2021.

Consent Items for Consideration

29. The Airport Board unanimously adopted Resolution No. 2021-09-176 to approve authorization to bind and procure Environmental Pollution Liability Coverage with Great American E&S Insurance Company, effective October 15, 2021, in the amount of \$89,816.00.
30. The Airport Board unanimously adopted Resolution No. 2021-09-177 to approve authorization to bind and procure Airport Public Officials Liability Coverage with ACE American Insurance Company (a subsidiary of Chubb), effective October 1, 2021, in the amount of \$119,991.00.
31. The Airport Board unanimously adopted Resolution No. 2021-09-178 to approve authorization to bind and procure Airport Owners and Operators General Liability Insurance Coverage with AIG (through National Union Fire Insurance Company of Pittsburgh, Pennsylvania, a subsidiary of AIG), effective October 1, 2021, in the amount of \$249,865.00.
32. The Airport Board unanimously adopted Resolution No. 2021-09-179 to approve an increase to Contract No. 7007039, for Smart Reservation Refund Management System, with App Orchid, Inc., of San Ramon, California, in the amount not to exceed \$14,400.00, for a revised Contract amount of \$63,700.00.

33. The Airport Board unanimously adopted Resolution No. 2021-09-180 to approve execution of Contract No. 7007130, for Talent Acquisition Software Subscription, with Jobvite, Inc., of Indianapolis, Indiana, in an amount not to exceed \$57,736.00, for the two-year term of the Contract, with options to renew annually.

Action Items for Consideration

34. The Airport Board unanimously adopted Resolution No. 2021-09-181 to approve renewal and increase to Contract No. 8005362, for an American Association of Airport Executives Enterprise Membership, with the American Association of Airport Executives (AAAE) of Alexandria, Virginia, in an amount not to exceed \$375,000.00, for a revised not to exceed Contract amount of \$768,000.00, with options to renew annually.
35. The Airport unanimously adopted Resolution No. 2021-09-182 to approve a Reimbursement Agreement with American Airlines, Inc. (AA) for the construction of certain Baggage Handling System (BHS) Improvements, in an amount not to exceed \$40,628,371.07.
36. The Airport Board unanimously adopted Resolution No. 2021-09-183 to approve Audit Services' Fiscal Year 2022 Annual Plan.
37. The Airport Board unanimously adopted Resolution No. 2021-09-184 to approve an increase to Contract No. 8004992, for External Audit Services, with Deloitte & Touche LLP, of Dallas, Texas, in an amount not to exceed \$431,098.00, for a revised Contract amount of \$3,207,686.86, and extend the term of the contract by one year.
38. The Airport Board unanimously adopted Resolution No. 2021-09-185 to approve adopt the Board's Small Business Enterprise Concessions (SBEC) Program Policy.
39. The Airport Board unanimously adopted Resolution No. 2021-09-186 to approve appointment of Rosa Maria Meagher as Interim Director of Audit Services and provide a 10% salary increase during the time she serves in such capacity.
40. The Airport Board unanimously adopted Resolution No. 2021-09-187 to approve the Fiscal Year 2022 Annual Budget for the DFW Airport's Public Facility Improvement Corporation.
41. The Airport Board unanimously adopted Resolution No. 2021-09-188 to approve the Fiscal Year 2022 Operation Revenue and Expense Fund Budget (Fund 102).
42. The Airport Board unanimously adopted Resolution No. 2021-09-189 to approve the Schedule of Charges as amended for Fiscal Year 2022.
43. The Airport Board unanimously adopted Resolution No. 2021-09-190 to approve execution of Contract No. 7006972, for Apple Products and Accessories, with Complete Tablet Solutions, Ltd. dba CTS Mobility, of Austin, Texas, in an amount not to exceed \$475,150.00, for the initial one-year term of the Contract, with options to renew for four additional one-year periods.
44. **This item was deferred at the request of staff.**
Approve execution of Contract No. 8005428, for Automated Access Control System Installation and Maintenance Services, with Converjint Technologies, LLC, of Carrollton, Texas, in an amount not to exceed \$8,875,000.00, for the initial six-year term of the Contract, with options to renew for two additional three-year periods.

CLOSED SESSION

45. In accordance with provisions of Section 551.071 of the Texas Government Code, a closed session was held during the Committee Meeting of August 31, 2021 for the purposes of seeking the Board's attorney's advice with respect to pending or contemplated litigation, a settlement offer, or other matters that are exempt from public disclosure under the Texas Disciplinary Rules of Professional Conduct of the State Bar of Texas (Article X, Section 9 of the State Bar Rules), to wit:

- a) Stephanie Garcia v. Dallas Fort Worth International Airport Board

And;

In accordance with the provisions of the Texas Government Code, Section 551.076 and Section 418.183(f), a closed session was held during the Committee Meeting of August 31, 2021 to discuss:

- a) The deployment, or specific occasions for implementation, of security personnel or devices; and
- b) Information relating to preventing, detecting, responding to, investigating, and managing emergencies and disasters, including those caused by terrorism or related criminal activity.

OPEN SESSION

Action Items for Consideration

46. The Airport Board unanimously adopted Resolution No. 2021-09-191 to approve execution of an agreement settling the Garcia Lawsuit.
47. The Airport Board unanimously adopted Resolution No. 2021-09-192 to approve an increase to Contract No. 7006819, Cyber Security Software with Acalvio Technologies, Inc., of Santa Clara, California, in an amount not to exceed \$28,500.00, for a revised Contract amount of \$98,580.00.
48. The Airport Board unanimously adopted Resolution No. 2021-09-193 to approve execution of Contract No 7007133, for Managed Security Risk, Detection and Response Service with Freeit Data Solutions, Inc, of Austin, Texas, in an amount not to exceed \$664,368.07, for the initial one-year term of the Contract, with option to renew for four additional one-year periods.

Discussion Items

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

FULL BOARD

51. There were no registered speakers.
52. Next Committee meetings – October 5, 2021
Next Regular Board meeting – October 7, 2021