

**DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD**  
**March 3, 2022**  
**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, March 3, 2022, pursuant to earlier notification thereof to the members of the Board and public. The following quorum was present:

Henry Borbolla III, Chair	Ben Leal
Vernon Evans, Secretary	William Meadows
Mayor Mattie Parker	Raj Narayanan
Councilmember Omar Narvaez <sup>1</sup>	Rick Stopfer <sup>2</sup>
Matrice Ellis-Kirk	

**Board Staff in Attendance:**

Sean Donohue, John Ackerman, Ken Buchanan, Maruchy Cantu, Chris McLaughlin, Khaled Naja, Chris Poinatte, Paul Puopolo, Elaine Rodriguez, Aaron Muñoz, Dee Amos Baker, Zenola Campbell, Bruce Collins, Ron Duncan, Catrina Gilbert, Robert Horton, Tammy Huddleston, Tamela Lee, James Mauldin, Abel Palacios, Bobby Rodriguez, Michael Youngs, Donna Schnell.

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**AGENDA**

- A. The invocation was given by Chaplain DD Hayes.
- B. The Pledge of Allegiance was recited. Following the Pledge of Allegiance, outgoing Chair Matrice Ellis-Kirk, asked for a moment of silence in remembrance of former Dallas Mayor Adlene Harrison who passed away earlier in the week. Ms. Harrison was the first woman to serve as Dallas Mayor.
- C. Election of Officers
  - The Election of the 2022 Officers was held and the following Officers were nominated and elected:
    - Henry Borbolla III, Chair
    - Gloria M. Tarpley, Vice Chair
    - Vernon Evans, Secretary
- D. Announcements by Sean Donohue, CEO:
  - Khaled Naja was named as one of the Top 25 Newsmakers for 2021 for the construction method used for the prefabricated modules for the Terminal High C Gates.
  - DFW was recognized by the Best Place for Working Parents organization with the 2022 Best Place for Working Parents award for the second year in a row.
  - Bruce Collins, the new Vice President of Procurement and Materials Management was introduced.
- E. Financial Report was presented by Chris Poinatte, Executive Vice President Finance and Information Technology Services.
- F. The minutes of the Regular Board Meeting of January 6, 2022 were approved.

## **RETIREMENT/INVESTMENT COMMITTEE**

Retirement/Investment Committee Chair Eddie Reeves reported that the Committee met on Tuesday, March 1, 2022 at 12:34 p.m., and recommended approval of the following:

1. The minutes of the Retirement/Investment Committee Meeting of November 30, 2021 were approved during the Committee Meeting of March 1, 2022.

## **Discussion Item**

2. The Quarterly Investment Report was presented by Tony Kay of AndCo Consulting during the Committee Meeting of March 1, 2022.
3. The Actuarial Report was presented by Lewis Ward, GRS Consulting during the Committee Meeting of March 1, 2022.

## **Action Items for Consideration**

4. The Airport Board unanimously adopted Resolution No. 2022-03-026 to approve an Asset Management Agreement with Machine Investment Group for their Machine Fund I, in a commitment amount of \$7.5 million.
5. The Airport Board unanimously adopted Resolution No. 2022-03-027 to approve Asset Management Agreement with Deerpath Capital for their Deerpath Fund VI, in a commitment amount of \$10 million.
6. The Airport Board unanimously adopted Resolution No. 2022-03-028 to approve Asset Management Agreement with Veritas Capital Fund Management for their Veritas Capital Fund VIII, in a commitment amount of \$10 million.
7. The Airport Board unanimously adopted Resolution No. 2022-03-029 to approve Asset Management Agreement with Brookfield Asset Management for their Brookfield Super Core Infrastructure Partners for an additional \$5 million.
8. The Airport Board unanimously adopted Resolution No. 2022-03-030 to approve Asset Management Agreement with Nordic Capital for their Nordic Fund XI, in a commitment amount of EUR 10 million (~\$11 million).
9. The Airport Board unanimously adopted Resolution No. 2022-03-031 to approve actuarial assumptions for the General Employees Retirement and Department of Public Safety Retirement Plans.
10. The Airport Board unanimously adopted Resolution No. 2022-03-032 to approve actuarial assumptions for the Other Post-Employment Benefits (OPEB) Plan.

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<sup>1</sup> Designated voting representative from the City of Dallas

<sup>2</sup> Non-voting representative from the City of Irving

## **OPERATIONS COMMITTEE**

Operations Committee Chair Raj Narayanan reported that the Committee met on Tuesday, March 1, 2022, at 1:26 p.m. and recommended approval of the following:

11. The minutes of the Operations Committee Meeting of February 1, 2022 were approved during the Committee Meeting of March 1, 2022.

**Items 12 – 20 were approved at the February 1 Committee Meeting and carried forward for Full Board approval.**

12. The Airport Board unanimously adopted Resolution No. 2022-03-033 to approve execution of Contract No. 7007163, for Condenser Water Treatment, with ChemTreat, Inc., of Glen Allen, Virginia, in an amount not to exceed \$91,712.00, for the initial one-year term of the Contract, with options to renew for four additional one-year periods.
13. The Airport Board unanimously adopted Resolution No. 2022-03-034 to approve execution of Contract No. 9500747, for North Sludge Pond Reconstruction, with Gilbert May, Inc. dba Phillips/May Corporation, of Dallas, Texas, in an amount not to exceed \$774,333.00, for the 150 calendar day term of the Contract.
14. The Airport Board unanimously adopted Resolution No. 2022-03-035 to approve execution of Contract No. 9500751, for Terminal A, B, C, D and E Uninterrupted Power Supply Replacements, with Real Network Services, Inc., of Dallas, Texas, in an amount not to exceed \$1,643,004.00, for the 220-calendar day term of the Contract.
15. The Airport Board unanimously adopted Resolution No. 2022-03-036 to approve execution of Contract No. 9500764, for Soil Slopes Remediation - Air Operations Area Sites, with Ragle, Inc., of North Richland Hills, Texas, in an amount not to exceed \$1,928,687.00, for the 210-calendar day term of the Contract.
16. The Airport Board unanimously adopted Resolution No. 2022-03-037 to approve execution of Contract No. 9500773, for Soil Slopes Remediation - Landside Sites, with Ragle, Inc., of North Richland Hills, Texas, in an amount not to exceed \$4,438,591.15, for the 210-calendar day term of the Contract.
17. The Airport Board unanimously adopted Resolution No. 2022-03-038 to approve execution of Contract No. 9500749, for Terminal D Sanitary Sewer Lift Stations, with Real Network Services, Inc., of Dallas, Texas, in an amount not to exceed \$2,355,817.00, for the 250-calendar day term of the Contract.
18. The Airport Board unanimously adopted Resolution No. 2022-03-039 to approve execution of Contract No. 8500398, for Program Management/Construction Management Services Civil Airside, with Airfield Management Partners, of Dallas, Texas, in an amount not to exceed \$30,000,000.00, for the five-year term of the Contract.
19. The Airport Board unanimously adopted Resolution No. 2022-03-040 to approve execution of Contract No. 8500399, for Airport Planning Services, with Airport Transformation Collaborative, of Dallas, Texas, in an amount not to exceed \$25,000,000.00, for the five-year term of the Contract.
20. The Airport Board unanimously adopted Resolution No. 2022-03-041 to approve execution of Purchase No. 278471, for CNG Passenger Buses, to Creative Bus Sales, Inc., of Irving, Texas, in the amount of \$2,130,824.00.

### **Consent Item for Consideration**

21. The Airport Board unanimously adopted Resolution No. 2022-03-042 to approve execution of Contract No. 7007169, for Automated Access Control Badges, with IRIS Ltd., Inc. of Fleetwood, Pennsylvania, in an amount not to exceed \$71,200.00, for the initial one-year term of the Contract, with options to renew for four additional one-year periods.

### **Action Items for Consideration**

22. The Airport Board unanimously adopted Resolution No. 2022-03-043 to approve authorization to procure design/build services necessary for the 19th Street Cargo Development 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.
23. The Airport Board unanimously adopted Resolution No. 2022-03-044 to approve execution of Contract No. 9500765, for Overhead Vertical Height Clearance Sign Enhancements, with Synergy Signs & Services, LLC, of Fort Worth, Texas, in an amount not to exceed \$546,100.00, for the 300-calendar day term of the Contract.
24. The Airport Board unanimously adopted Resolution No. 2022-03-045 to approve execution of Contract No. 9500770 for Air Operations Area Gate Replacement Phase 2, with EAS Contracting, LP, of Princeton, Texas, in an amount not to exceed \$2,373,869.00, for the 440-calendar day term of the Contract.
25. The Airport Board unanimously adopted Resolution No. 2022-03-046 to approve ratification of the increase to Contract No. 9500698, for Runway 18R-36L Rehabilitation, with Austin Bridge & Road, LP, of Irving, Texas, in an amount not to exceed \$3,503,000.00, for a revised not to exceed Contract amount of \$125,473,673.37. Approved at February Committee and revised to a ratification.
26. The Airport Board unanimously adopted Resolution No. 2022-03-047 to approve execution of Contract No. 9500775, for Rehabilitate Runway 17L-35R Storm Drainpipes, with Ragle, Inc., of North Richland Hills, Texas, in an amount not to exceed \$15,441,978.10, for the 330-calendar day term of the Contract.
27. The Airport Board unanimously adopted Resolution No. 2022-03-048 to approve ratification of the execution of a deductive Change Order to Contract No. 7006752, for Skylink Automatic Train Control Replacement, with Alstom Group of Pittsburgh, Pennsylvania, in a deductive amount not less than (\$600,000.00), for a revised not to exceed amount of \$33,398,000.00. Approved at February Committee and revised to a ratification.
28. The Airport Board unanimously adopted Resolution No. 2022-03-049 to approve execution of Contract No. 7007177, for Joint Sealant Material with The Willamette Valley Company LLC of Eugene, Oregon, in an amount not to exceed \$481,450.00, for the initial one-year term of the Contract, with options to renew for four additional one-year periods.
29. The Airport Board unanimously adopted Resolution No. 2022-03-050 to approve execution of Contract No. 7007178, for the supply of Herbicides, with Harrel's LLC, of Lakeland, Florida, in an amount not to exceed \$736,607.38, for the initial one-year term of the Contract, with options to renew for four additional one-year periods.

30. The Airport Board unanimously adopted Resolution No. 2022-03-051 to approve ratification of the execution of Purchase No. 278470, for Fleet Vehicles, to Caldwell Country Chevrolet, of Caldwell, Texas, in the amount of \$3,133,581.03. Approved at February Committee and revised to a ratification.
31. The Airport Board unanimously adopted Resolution No. 2022-03-052 to approve execution of Contract No. 8500397, Indefinite Delivery of Retro-Commissioning and Infrastructure Condition Assessments, with MPO / Matador JV, of Grapevine, Texas, in an amount not to exceed \$5,000,000.00, for the five-year term of Contract.

### **Discussion Items**

32. There were no Construction and Professional Services Contract increase(s) approved by authorized staff for this reporting period.
33. There were no decrease(s)/increase(s) in Scope of Work approved by authorized staff for this reporting period.

### **FINANCE/AUDIT COMMITTEE**

Finance/Audit Committee Chair William Meadows reported that the Committee met on Tuesday, March 1, 2022 at 1:04 p.m. and recommended approval of the following:

34. The minutes of the Finance/Audit Committee Meeting of February 1, 2022 were approved during the Committee Meeting of March 1, 2022.
35. The Financial Report was presented by Abel Palacios, VP Finance, during the Committee Meeting of March 1, 2022.
36. The Fiscal Year 2021 External Audit Results were presented by Blake Rodgers of Deloitte during the Committee Meeting of March 1, 2022.

**Items 37 – 38 were approved at the February 1 Committee Meeting and carried forward for Full Board approval.**

37. The Airport Board unanimously adopted Resolution No. 2022-03-053 to approve authorization to exercise options for multi-year Contracts for the third quarter of Fiscal Year 2022
38. The Airport Board unanimously adopted Resolution No. 2022-03-054 to approve execution of a Reimbursement Agreement with American Airlines, Inc. (AA) for the modernization of moving power walks and escalators that serve the Terminal E Satellite and associated work in an amount not to exceed \$14,320,642.60.

### **Consent Item for Consideration**

39. The Airport Board unanimously adopted Resolution No. 2022-03-055 to approve an increase to Legal Services Contract No 8005115 with the firm Milby LLC, Dallas, Texas in an amount not to exceed \$100,000.00 for a revised contract not to exceed \$695,000.

## **Action Items for Consideration**

40. The Airport Board unanimously adopted Resolution No. 2022-03-056 to approve ratification of increases and extensions to Contract No. 8005350, Power Talk Training, with CM2 Group LLC dba The Bergerac Group, of Richardson, Texas, in an amount not to exceed \$53,730.00; Contract No. 7007023, Uniform Rental Services, with Unifirst Holdings, Inc., of Mesquite, Texas, in an amount not to exceed \$12,902.90; and Contract No. 7006743, Tire Repair and Parts Service for Large Vehicles and Heavy Equipment, with Blagg Tire Wholesale, of Grapevine, Texas, in an amount not to exceed \$5,100.00. Total amount of this action is \$71,732.90.
41. The Airport Board unanimously adopted Resolution No. 2022-03-057 to approve authorization to execute interlocal agreements with the City of Dallas and the City of Fort Worth for an indefinite term in support of the best practices of the Procurement and Materials Management Department including collaborative, efficient centralized purchasing and contracting.
42. The Airport Board unanimously adopted Resolution No. 2022-03-058 to approve ratification of the binding and procurement of an Insurance Policy for Excess Workers' Compensation Insurance with Midwest Employers Casualty Insurance Company in the amount of \$326,764.00 for the policy year effective March 1, 2022
43. The Airport Board unanimously adopted Resolution No. 2022-03-059 to approve ratification of the binding and procurement of an insurance policy for All-Risk Property Insurance, with American Home Assurance Company of New York, NY (AIG) as the primary insurance carrier in the total amount of \$9,961,099.00 for the policy period effective March 1, 2022. Approved at February Committee and revised to a ratification.
44. The Airport Board unanimously adopted Resolution No. 2022-03-060 to approve ratification of the execution of the Dallas-Fort Worth Fuel Company, LLC's Request for Approval of Operator agreement approving their selection of Aircraft Service International, Inc. d/b/a Menzies Aviation as the Operator of the Fuel System.
45. The Airport Board unanimously adopted Resolution No. 2022-03-061 to approve ratification of the execution a Reimbursement Agreement with American Airlines, Inc. (AA) for the design phase of the relocation of AA support space for the Terminal C renovations project in an amount not to exceed \$1,461,553.05.
46. The Airport Board unanimously adopted Resolution No. 2022-03-062 to approve ratification of the execution of a Reimbursement Agreement with American Airlines, Inc. (AA) for the design phase of the baggage handling system installation and integration project for the Terminal A and C Expansion project in an amount not to exceed \$7,026,334.92.
47. The Airport Board unanimously adopted Resolution No. 2022-03-063 to approve the form of the Preliminary Official Statement, prepared in connection with the sale of the Dallas Fort Worth International Airport Joint Revenue Bonds issued under the 60th Supplemental Bond Ordinance and authorize the Authorized Officers to take any necessary actions in connection with the sale of the Bonds.

48. The Airport Board unanimously adopted Resolution No. 2022-03-064 to approve the form of the Sixty-Third Supplemental Bond Ordinance and requesting its passage by the City Councils of Dallas and Fort Worth; and authorizing the Authorized Officers to take other necessary actions in connection therewith.
49. The Airport Board unanimously adopted Resolution No. 2022-03-065 to approve the form of the Sixty-Fourth Supplemental Concurrent Bond Ordinance and requesting its passage by the City Councils of Dallas and Fort Worth; and authorizing the Authorized Officers to take other necessary actions in connection therewith.
50. The Airport Board unanimously adopted Resolution No. 2022-03-066 to approve execution of Contract No. 8005466, for Oracle Cloud Services, with Oracle America, Inc, of Redwood Shores, California, in an amount not to exceed \$6,395,000.00 for the initial two-year term of the Contract, with options to renew annually.

### **Discussion Item**

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

### **CONCESSIONS/COMMERCIAL DEVELOPMENT COMMITTEE**

Concessions/Commercial Development Committee Chair Vernon Evans reported that the Committee met on Tuesday, March 1, 2022, at 1:37 p.m. and recommended approval of the following:

53. The minutes of the Concessions/Commercial Development Committee Meeting of February 1, 2022 were approved during the Committee Meeting of March 1, 2022.

**Items 54 - 56 were approved at the February 1 Committee Meeting and carried forward for Full Board approval.**

54. The Airport Board unanimously adopted Resolution No. 2022-03-067 to approve execution of a Permit by and between Dish Wireless LLC and the Dallas Fort Worth International Airport Board.
55. The Airport Board unanimously adopted Resolution No. 2022-03-068 to approve ratification of the execution of Contract No. 8005463 with Collinson Assistant Services, Inc. and the Dallas Fort Worth International Airport Board for COVID-19 testing.
56. The Airport Board unanimously adopted Resolution No. 2022-03-069 to approve execution of Contract No. 7007146, for Custodial Services for Terminal E, with Diverse Facility Solutions (DFS) Global of Irving, Texas, in an amount not to exceed \$28,067,128.92, for the initial three-year term of the Contract, with options to renew for two additional one-year periods.

### **Action Items for Consideration**

57. The Airport Board unanimously adopted Resolution No. 2022-03-070 to approve resetting of the Minimum Annual Guarantee (MAG) for all current Concession leases in Terminal D.

58. The Airport Board unanimously adopted Resolution No. 2022-03-071 to approve ratification of the execution of Contract No. 7007159, for Shuttle Bus Staffing Operations with ABM Aviation, Inc., of Atlanta, Georgia, in an amount not to exceed \$10,996,320.84, for the initial three-year term of the Contract, with options to renew for three additional two-year periods.
59. The Airport Board unanimously adopted Resolution No. 2022-03-072 to approve the proposed 19th Street Cargo Redevelopment Project as an authorized Public Facility Improvement Corporation project and (ii) request that the owner cities approve the 19th Street Redevelopment Project as an authorized PFIC project, as required under the Articles of Incorporation and Rules and Regulations of Dallas Fort Worth International Airport Public Facility Improvement Corporation.
60. The Airport Board unanimously adopted Resolution No. 2022-03-073 to approve execution of a reimbursable agreement with the Federal Aviation Administration (FAA) to reimburse it for costs not to exceed \$152,007.91; and that a similar agreement be authorized concurrently with Weber Gruene DFW 1 LLC (Tenant) to reimburse Airport Board.
61. The Airport Board unanimously adopted Resolution No. 2022-03-074 to approve execution of a reimbursable agreement with the Federal Aviation Administration (FAA) to reimburse it for costs not to exceed \$103,680; and that a similar agreement be authorized concurrently for Weber Gruene DFW 1 LLC (Tenant) to reimburse the Airport Board.
62. The Airport Board unanimously adopted Resolution No. 2022-03-075 to approve execution of a reimbursable agreement with the Federal Aviation Administration (FAA) to reimburse it for costs not to exceed \$282,051.23; and that a similar agreement be authorized concurrently for Weber Gruene DFW 1 LLC (Tenant) to reimburse Airport Board.
63. The Airport Board unanimously adopted Resolution No. 2022-03-076 to approve amendments to Resolutions to provide for termination rights to Weber Gruene DFW 1, 2, 3 LLC (Tenant) due to potential FAA impacts after mitigation.

### **CLOSED SESSION**

64. In accordance with provisions of Section 551.071 of the Texas Government Code, a closed session was held 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) City of Dallas v. Oxley Leasing North Loop, LLC

### **OPEN SESSION**

65. Registered Speakers Allan Steve Medina Foratsieri addressed the Board regarding smoking at the Airport.
66. Next Committee meetings – April 5, 2022  
Next Regular Board meeting – April 7, 2022