

## DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

June 2, 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, June 2, 2022, pursuant to earlier notification thereof to the members of the Board and public. The following quorum was present:

Henry Borbolla III, Chair  
Vernon Evans, Secretary  
Councilmember Omar Narvaez<sup>1</sup>  
Mayor Mattie Parker  
Ben Leal

William Meadows  
Raj Narayanan  
Mario Quintanilla  
Rick Stopfer<sup>2</sup>

### **Board Staff in Attendance:**

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

## **AGENDA**

- A. The invocation was given by Chaplain DD Hayes.
- B. The Pledge of Allegiance was recited.
- C. Announcements by Sean Donohue, CEO:
  - Yesterday the first flight arrived at Terminal C, Gate 36, officially opening the High C Gates.
  - DFW sponsored the Innovation Stage at the IATA CNS Partnership Conference, the largest air cargo conference in the U.S.
  - The promotion of Jon (JT) Taylor to the position of Vice President/Director of DFW's Department of Public Safety was announced. Director Taylor has 25 years of public safety experience at DFW.
  - American Airlines will add a seasonal daily non-stop route to Auckland, New Zealand in October 2022
  - Last night Iberia Airlines started new service from Madrid, Spain.
  - April passenger statistics were discussed. This was the first time since the start of the pandemic where we exceeded 2019 numbers.
  - A mid-year pay increase adjustment will be given to all DFW hourly employees.Announcements by Henry Borbolla, Board Chair:
  - Councilman Omar Narvaez for the City of Dallas was welcomed.
  - The resignation of Board Member Eddie Reeves was announced. Mr. Reeves has served on the Board since April 2017.
- D. A Fiscal Year 2023 Budget Briefing was presented by Chris Poinsette, Executive Vice President Finance and Information Technology Services.

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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

E. The Financial Report was also presented by Chris Poinatte.

F. The minutes of the Regular Board Meeting of May 12, 2022 were approved.

### **RETIREMENT/INVESTMENT COMMITTEE**

Committee Chair Mario Quintanilla reported that the Committee met on Tuesday, May 31, 2022, at 12:30 p.m. and recommended approval of the following:

1. The minutes of the Retirement/Investment Committee Meeting of March 1, 2022 were approved during the Committee Meeting of May 31, 2022.

### **Discussion Items**

2. The Quarterly Investment Report was presented by Tony Kay of AndCo Consulting, during the Committee Meeting of May 31, 2022.
3. The Annual Actuarial Valuation Report was presented by Lewis Ward of Gabriel, Roeder, Smith & Company, during the Committee Meeting of May 31, 2022.

### **Action Items for Consideration**

4. The Airport Board unanimously adopted Resolution No. 2022-06-113 to approve authorization to enter into a subscription agreement to invest in TCW Direct Lending VIII, LLC, a direct lending fund, in a commitment amount of \$10 million, subject to CEO or designee approval of the final form of subscription agreement.
5. The Airport Board unanimously adopted Resolution No. 2022-06-114 to approve authorization to enter into a subscription agreement to invest in IIF Hedged LP, an open-end, diversified infrastructure investment fund, in a commitment amount of \$15 million, subject to CEO or designee approval of the final form of subscription agreement.
6. The Airport Board unanimously adopted Resolution No. 2022-06-115 to approve authorization to enter into a subscription agreement to invest in L Catterton Growth V, LP, a growth private equity fund, in a commitment amount of \$7.5 million, subject to CEO or designee approval of the final form of subscription agreement.
7. The Airport Board unanimously adopted Resolution No. 2022-06-116 to approve authorization to enter into a subscription agreement to invest in Oaktree European Capital Solutions Fund III, LP, an asset-backed lending fund, in a commitment amount of EUR10 million (~\$11 million), subject to CEO or designee approval of the final form of subscription agreement.

### **OPERATIONS COMMITTEE**

Committee Chair William Meadows reported that the Committee met on Tuesday, May 31, 2022, at 12:59 p.m. and recommended approval of the following:

8. The minutes of the Operations Committee Meeting of May 10, 2022 were approved during the Committee Meeting of May 31, 2022.

### **Consent Item for Consideration**

9. The Airport Board unanimously adopted Resolution No. 2022-06-117 to approve an increase Reimbursement Agreement No. 5001022, for Soil Slope Remediation - AOA Sites, with the Federal Aviation Administration Southwest Region, in an amount not to exceed \$100,000.00, for a revised Contract not to exceed amount of \$137,669.68.
10. The Airport Board unanimously adopted Resolution No. 2022-06-118 to approve an Interlocal Fire Training Agreements between the Airport and the municipalities detailed in the description, and that the Chief Executive Officer or Designee be authorized to execute an Interlocal Training Agreement for Aircraft Rescue Fire Fighter Training with these municipalities.
11. The Airport Board unanimously adopted Resolution No. 2022-06-119 to approve Purchase Order No. 278847, for First Responder Kits, with Galls LLC, of Lexington, Kentucky, in the amount of \$99,836.10.

### **Action Items for Consideration**

12. The Airport Board unanimously adopted Resolution No. 2022-06-120 to approve execution of a deductive Change Order and cancel Contract No. 9500740, ITS Security Systems Team Facility Reconfiguration, with Real Network Services, Inc., of Dallas, Texas, in a deductive amount not less than (\$583,867.67).
13. The Airport Board unanimously adopted Resolution No. 2022-06-121 to approve amendments to the Construction and Fire Prevention Standards and Codes, and further recommends to the Cities of Dallas and Fort Worth that they approve such amendments.
14. The Airport Board unanimously adopted Resolution No. 2022-06-122 to approve an increase to Contract No. 9500773, Soil Slope Remediation - Landside Sites, with Ragle, Inc., of North Richland Hills, Texas, in an amount not to exceed \$249,915.00, for a revised Contract amount of \$4,688,506.15.
15. The Airport Board unanimously adopted Resolution No. 2022-06-123 to approve execution of Contract No. 9500777, Airfield Pavement Remediation Package 1, with Austin Bridge & Road, LP, of Irving, Texas, in an amount not to exceed \$16,372,179.58, for the 335-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 \$2,500,000.00. Total amount of this action is \$18,872,179.58.
16. The Airport Board unanimously adopted Resolution No. 2022-06-124 to approve expenditures by the Public Facilities Improvement Corporation (PFIC) Board in an amount not to exceed \$198,375.00, for waterproofing at DFW Campus West Building F.
17. The Airport Board unanimously adopted Resolution No. 2022-06-125 to approve Purchase Order No. 278849, for a Hydro Xcavator Truck, with Houston Freightliner, Inc., of Houston, Texas, in the amount of \$492,082.25.
18. The Airport Board unanimously adopted Resolution No. 2022-06-126 to approve execution of Contract No. 8500403, Indefinite Delivery of Structural Inspections and

Review Services, with CONSOR Engineers, LLC, of Dallas, Texas, in an amount not to exceed \$5,000,000.00, for the five-year term of the Contract.

19. The Airport Board unanimously adopted Resolution No. 2022-06-127 to approve execution of Contract No. 8005506, for Aviation Security Clearance Services, with Telos Identity Management Solutions, LLC, dba Telos ID, of Ashburn, Virginia, in an amount not to exceed \$250,000.00, for the initial one-year term of the Contract with one-year renewals subject to Specified Source Contract availability.

### **Discussion Items**

20. There were no Construction and Professional Services Contract increase(s) approved by authorized staff for this reporting period.
21. 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 Ben Leal reported that the Committee met on Tuesday, May 31, 2022, at 1:13 p.m. and recommended approval of the following:

22. The minutes of the Concessions/Commercial Development Committee Meeting of May 10, 2022 were approved during the Committee Meeting of May 31, 2022.

### **Consent Items for Consideration**

23. The Airport Board unanimously adopted Resolution No. 2022-06-128 to approve amendment to Concession Lease No. 009779 by and between TRG Duty Free Joint Venture and the Airport.
24. The Airport Board unanimously adopted Resolution No. 2022-06-129 to approve extension to the lease term of Agreement No. 008514 by and between Wayport, LLC, dba AT&T Wi-Fi Services and the Airport.
25. The Airport Board unanimously adopted Resolution No. 2022-06-130 to approve termination and reimbursement agreement for AirSun Joint Venture dba Sunglass Hut.

### **Action Items for Consideration**

26. The Airport Board unanimously adopted Resolution No. 2022-06-131 to approve execution of Contract No. 7007228, for Door Sensors, Controller Devices, Configuration and Connection with JMS Building Integrations Solutions, LLC, of Carrollton, Texas in an amount not to exceed \$285,000.00, for the ninety-day term of the Contract.
27. The Airport Board unanimously adopted Resolution No. 2022-06-132 to approve execution of Contract No. 8005465, for Attitudes, Awareness, and Usage Study Services, with Ipsos-Insight, LLC of Norwalk, Connecticut, in an amount not to exceed \$604,840.00,

for the initial two-year term of the Contract, with options to renew for four additional one-year periods.

28. The Airport Board unanimously adopted Resolution No. 2022-06-133 to approve execution of Contract No. 7007194, for Luggage Cart Operations Services, to Smarte Carte, Inc., of St. Paul, Minnesota, in an amount not to exceed \$3,636,438.28, for the initial five-year term of the Contract, with options to renew for six additional one-year periods.

### **FINANCE/AUDIT COMMITTEE**

Finance/Audit Vice Chair Vernon Evans reported that the Committee met on Tuesday, May 31, 2022, at 1:19 p.m. and recommended approval of the following:

29. The minutes of the Finance/Audit Committee Meeting of May 10, 2022 were approved during the Committee Meeting of May 31, 2022.
30. The Financial Report was presented by Abel Palacios, VP Finance, during the Committee Meeting of May 31, 2022. Following the Finance Report, Chris Poinsett, EVP Finance and Information Technology, gave a preview of the Fiscal Year 2023 Budget.

### **Action Items for Consideration**

31. The Airport Board unanimously adopted Resolution No. 2022-06-134 to approve execution of four Contracts: Contract No. 8005344, for Employee Medical Health Plan Services, Pharmacy Health Plan Services, Employee Dental Health Plan Services, Employee COBRA Plan Administration, and Advocacy Plan Administration, with Cigna Health & Life Insurance Company, in an amount not to exceed \$4,116,105.00; Contract No. 8005502, for Employee Flexible Spending Account Plan Administration, with Connect Your Care, Inc., in an amount not to exceed \$38,778.00; Contract No. 8005503, for Employee Group Life Insurance, with ReliaStar Life Insurance, in an amount not to exceed \$945,000.00; and Contract No. 8005504, for Dental HMO Services with Cigna Dental Health of Texas, Inc., in an amount not to exceed \$525,000.00. Contract terms are three years with options to renew for two additional one-year periods for a total action amount of \$5,624,883.00.
32. The Airport Board unanimously adopted Resolution No. 2022-06-135 to approve an increase and extension to Contract No. 8005134, for Insurance Broker of Record Services, with Willis of Texas, Inc. (Willis Towers Watson Insurance Services West, Inc.), of Addison, Texas, in an amount not to exceed \$124,000.00, for a revised not to exceed Contract amount of \$744,000.00.
33. The Airport Board unanimously adopted Resolution No. 2022-06-136 to approve execution of a Reimbursement Agreement with American Airlines, Inc. (AA) for the installation of Baggage Information Display System (BIDS) Monitors for the Baggage Handling System (BHS) Improvements, in an amount not to exceed \$1,403,387.70.
34. The Airport Board unanimously adopted Resolution No. 2022-06-137 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 63rd

Supplemental Bond Ordinance and authorize the Authorized Officers to take any necessary actions in connection with the sale of the Bonds.

35. The Airport Board unanimously adopted Resolution No. 2022-06-138 to approve the use of \$10 million Board Contingency to cover part of the incremental debt service cost of the 2022A bond issuance.
36. The Airport Board unanimously adopted Resolution No. 2022-06-139 to approve execution of Contract No. 7007208, for Network Access Control Maintenance and Support, with Netsync Network Solutions, in an amount not to exceed \$448,381.39, for the one-year term of the Contract, with options to renew for four additional one-year periods.
37. The Airport Board unanimously adopted Resolution No. 2022-06-140 to approve an increase to Contract No. 8005399, for Digital Twin Platform, with Willow Technologies, LLC, of New York, New York, in an amount not to exceed \$1,877,118.00, for a revised not to exceed Contract amount of \$4,648,514.00.
38. The Airport Board unanimously adopted Resolution No. 2022-06-141 to approve execution of Contract No. 8005507, for Customer Relationship Management Software & Services, with Carahsoft Technology Corp of Reston, Virginia, in an amount not to exceed \$2,217,288.18, for the initial one-year term of the Contract, with options to renew for four additional one-year periods.

### **Closed Session**

39. In accordance with the provisions of Section 551.089 of the Texas Government Code, a closed session was 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 Items**

40. The Airport Board unanimously adopted Resolution No. 2022-06-142 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 \$317,922.75, for the policy year effective June 3, 2022.
41. The Airport Board unanimously adopted Resolution No. 2022-06-143 to approve authorization to bind and procure a Excess Cyber Liability and Technology Errors & Omissions Liability Insurance Policy with Coalition in the amount of \$283,297.50, for the policy year effective June 3, 2022.

### **Discussion Items**

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

#### **FULL BOARD**

44. There were no registered speakers.
45. **No Committee or Board meetings will be held in July 2022.**

Next Committee meetings – August 2, 2022  
Next Regular Board meeting – August 4, 2022