

DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD

March 2, 2023

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 2, 2023, pursuant to earlier notification thereof to the members of the Board and public. The following quorum was present:

Henry Borbolla III, Chair	Ben Leal
Gloria Tarpley, Vice Chair	Raj Narayanan
Vernon Evans, Secretary	Mario Quintanilla
Deputy Mayor Pro Tem Omar Narvaez ¹	DeMetris Sampson
Vincent Hall	Darlene Freed ²

Board Staff in Attendance:

Sean Donohue, John Ackerman, Ken Buchanan, Maruchy Cantu, Chris McLaughlin, Khaled Naja, Chris Poinsette, Paul Puopolo, Elaine Rodriguez, Aaron Muñoz, Zenola Campbell, Bruce Collins, Cindy Demers, Catrina Gilbert, Donnell Harvey, Robert Horton, Tammy Huddleston, Tamela Lee, Abel Palacios, Smitha Radhakrishnan, Bobby Rodriguez, JT Taylor, Michael Youngs, Alicia Smith

AGENDA

- A. The Invocation was given by Chaplain DD Hayes
- B. The Pledge of Allegiance was recited.
- C. Announcements by Henry Borbolla, Board Chair:
 - Outgoing Board Member Matrice Ellis–Kirk was recognized for her service.
- Announcements by Sean Donohue, CEO:
 - Daniel White was selected to be the new Fire Chief for DFW’s Department of Public Safety.
 - Brian Redburn was selected as the new Chief of Police for DFW’s Department of Public Safety.
 - Elaine Rodriguez, DFW General Counsel, has been selected as the 2023 Robert H. Dedman Honoree for Ethics & Law.
- D. The Financial Report was presented by Chris Poinsette, EVP Finance and Information Technology.
- E. The minutes of the Regular Board Meeting of February 9, 2023, were approved.

¹ Designated voting representative from the City of Dallas

² Non-voting representative from the City of Grapevine

RETIREMENT/INVESTMENT COMMITTEE

Committee Chair Mario Quintanilla reported that the Committee met on Tuesday, February 28, 2023, at 12:30 pm and recommended approval of the following:

1. The minutes of the Retirement/Investment Committee Meeting of December 6, 2022 were approved during the Committee meeting of February 28, 2023.

Discussion Item

2. The Quarterly Investment Report was presented by Bryan Hedrick, Retirement Portfolio Manager, during the Committee meeting of February 28, 2023.

Action Items for Consideration

3. The Airport Board unanimously adopted Resolution No. 2023-03-054, to approve an Asset Management Agreement with Virtus Real Estate for their Virtus Real Estate Capital IV, in a commitment amount of \$10 million.
4. The Airport Board unanimously adopted Resolution No. 2023-03-055, to approve an Asset Management Agreement with New Mountain Capital for their New Mountain Partners VII, in a commitment amount of \$7.5 million.

OPERATIONS COMMITTEE

Committee Vice Chair Raj Narayanan reported that the Committee met on Tuesday, February 28, 2023, at 12:45 pm and recommended approval of the following:

5. The minutes of the Operations Committee Meeting of January 3, 2023, were approved during the Committee meeting of February 28, 2023.

Consent Items for Consideration

6. The Airport Board unanimously adopted Resolution No. 2023-03-056, to approve the execution of Reimbursement Agreement No. 5001039, for Southwest End Around Taxiway Package 1B, with the Federal Aviation Administration Southwest Region, in an amount not to exceed \$95,521.18, for the 1,300-calendar day term of the Agreement.
7. The Airport Board unanimously adopted Resolution No. 2023-03-057, to approve an increase to Contract No. 9500670, for Grand Hyatt Roof and Panel Replacement, with HCBeck, Ltd. dba The Beck Group, of Dallas, Texas, in an amount not to exceed \$409,871, for the revised not to exceed Contract amount of \$12,875,154.
8. The Airport Board unanimously adopted Resolution No. 2023-03-058, to approve the ratification of Purchase Order No. 279696, for Emergency Repair to Crash Truck, with Global ARFF Services, LLC, of Cedar Hill, Texas, in the amount of \$53,984.
9. The Airport Board adopted Resolution No. 2023-03-059, to approve authorization to enter into an Interlocal Agreement, Contract No. 8005542, between the Board and Trinity River Authority, of Arlington, Texas; and that the Chief Executive Officer or designee be authorized to execute Contract No. 8005548, for Technical Services for Water Quality Testing Services, for an initial one-year term and one option year for a total estimated

Contract of \$120,000; and the Chief Executive Officer or designee be authorized to exercise the option year at the Airport's discretion.

*Board member Henry Borbolla recused himself from the room and vote, due to a conflict of interest.

10. The Airport Board unanimously adopted Resolution No. 2023-03-060, to approve the execution of Contract No. 7007334, for the Supply of Sodium Hypochlorite, with Petra Chemical Acquisition Company dba DCC of Dallas, Texas, for the initial one-year term and three one-year options for a total estimated Contract of \$273,200; and that the Chief Executive Officer or designee is authorized to exercise the option years at the Airport's discretion.
11. The Airport Board unanimously adopted Resolution No. 2023-03-061, to approve the authorization to accept funding in the amount of \$47,500.00 from Office of the Governor Grant #4643801; that the Board agrees that the project FY23 Bullet-Resistant Shield Grant Program will be operated through DFW Department of Public Safety; that the board agrees that in the event of loss or misuse of the Office of the Governor funds, Board assures that the funds will be returned to the Office of the Governor in full; that the Board designates the Vice President of Treasury Management as the grantee's authorized official and gives the authorized official the power to apply for, accept, reject, alter, or terminate the grant on behalf of the applicant agency; and that the Board approves submission of the grant application for project FY23 Bullet-Resistant Shield Grant Program to the Office of the Governor.

Action Items for Consideration

12. The Airport Board unanimously adopted Resolution No. 2023-03-062, to approve Purchase Order No. 279301, for a New Roll-Off Truck, with Chastang Enterprises-Houston LLC dba Chastang Autocar, of Birmingham, Alabama, in the amount of \$296,204; Purchase Order No. 279653, for a New Roll-Off Truck, with Bruckner Truck Sales, of Fort Worth, Texas, in the amount of \$212,689. Total action amount is \$508,893.
13. The Airport Board unanimously adopted Resolution No. 2023-03-063, to approve an increase to Contract No. 9500758, for Terminal C Renovations - Construction Manager at Risk, with Suffolk-3i Joint Venture, of Dallas, Texas, in an amount not to exceed \$82,210,000 for the revised not to exceed Contract amount of \$115,997,048.35.
14. The Airport Board unanimously adopted Resolution No. 2023-03-064, to approve the execution of Contract No. 9500813, for Supplemental Electric Central Utilities Plant (ECUP), with Suffolk-3i Joint Venture, of Dallas, Texas, in an amount not to exceed \$234,323,029, for the 700-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 \$18,675,000. Total amount of this action is \$252,998,029.
15. The Airport Board unanimously adopted Resolution No. 2023-03-065, to approve the execution of Contract No. 8500415, for On Call Signage Implementation Support, with H.W. Lochner, of Dallas, Texas, in an amount not to exceed \$5,000,000, for the five-year term of the Contract.
16. The Airport Board unanimously adopted Resolution No. 2023-03-066, to approve the execution of Contract No. 7007344, for Supply of Fuels, with Atlantic Petroleum & Mineral Resources, of Houston, Texas, with an initial one-year term and two, one-year options for a total estimated Contract of \$402,750; and Contract No. 7007376, for Supply of Fuels with Mansfield Oil Company, of Gainesville, Georgia, with an initial one-year term and two,

one-year options for a total estimated Contract of \$3,583,120; and that the Chief Executive Officer or designee is authorized to exercise the option years at the Airport's discretion. Total action amount is \$3,985,870.

FINANCE/AUDIT COMMITTEE

Committee Chair Gloria Tarpley reported that the Committee met on Tuesday, February 28, 2023, at 12:59 pm and recommended approval of the following:

17. The minutes of the Finance/Audit Committee Meeting of January 3, 2023, were approved during the Committee meeting of February 28, 2023.
18. The Financial Report was presented by Abel Palacios, VP Finance, during the Committee meeting of February 28, 2023.
19. The Fiscal Year 2022 External Audit Results were presented by Blake Rodgers, Lead Audit & Assurance Partner, Deloitte, during the Committee meeting of February 28, 2023.

Consent Items for Consideration

20. The Airport Board unanimously adopted Resolution No. 2023-03-067, to approve the execution of Contract No 7007377, for Adobe Software License, with Insight Public Sector, Inc, of Tempe, Arizona, for an initial one-year term and one option year for a total estimated Contract of \$243,724.56; and that the Chief Executive Officer or designee is authorized to exercise the option year at the Airport's discretion.
21. The Airport Board unanimously adopted Resolution No. 2023-03-068, to approve the authorization to enter into a Cooperative Agreement, Contract No. 7007379, between the Board and Region 19 Allied States Cooperative, of El Paso, Texas; and to execute Contract No. 7007378, for Electronic Marketplace Catalog Platform, with EqualLevel, of Rockville, Maryland, for an initial one-year term and one option year for a total estimated Contract of \$268,200; and that the Chief Executive Officer or designee is authorized to exercise the option year at the Airport's discretion.
22. The Airport Board unanimously adopted Resolution No. 2023-03-069, to approve the authorization to increase and extend Contract No. 7003808, for Microsoft Premier Support Services, with Microsoft Corporation, of Redmond, Washington, in an amount not to exceed \$407,072, for a revised not to exceed amount of \$2,470,794.

Action Items for Consideration

23. The Airport Board unanimously adopted Resolution No. 2023-03-070, to approve the form of the Sixty-Fifth 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.
24. The Airport Board unanimously adopted Resolution No. 2023-03-071, to approve the form of the Sixty-Sixth 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.
25. The Airport Board unanimously adopted Resolution No. 2023-03-072, to approve the execution of a Reimbursement Agreement with American Airlines, Inc. (AA) for the construction of relocating AA support space for the Terminal C renovations project in an amount not to exceed \$10,809,316.90.

26. The Airport Board unanimously adopted Resolution No. 2023-03-073, to approve the execution of Contract No. 8005543, for Professional Consulting Services, with Vuram, Inc., of Tampa, Florida, for an initial one-year term and one option year for a total estimated Contract of \$1,790,232.28; and that the Chief Executive Officer or designee is authorized to exercise the option year at the Airport's discretion.
27. The Airport Board unanimously adopted Resolution No. 2023-03-074, to approve the execution of Contract No. 7007284, for Audio Visual Equipment and Installation Services, with Ford Audio-Visual Systems, LLC, of Oklahoma City, Oklahoma, for an initial three-year term and one option year for a total estimated Contract of \$2,583,333; and that the Chief Executive Officer or designee is authorized to exercise the option year at the Airport's discretion.
28. The Airport Board unanimously adopted Resolution No. 2023-03-075, to approve the execution of Contract No. 7007360, for Ramp Information Display Signs Refresh, with ADB Safegate, Americas, LLC, of Columbus, Ohio, for an initial four-year term and one option year for a total estimated Contract of \$3,458,526.93; and that the Chief Executive Officer or designee is authorized to exercise the option year at the Airport's discretion.
29. The Airport Board unanimously adopted Resolution No. 2023-03-076, to approve an increase to Contract No. 7006702, for Closed Circuit Television Equipment Maintenance and Installation Services, with M.C. Dean, Inc., of Addison, Texas, in an amount not to exceed \$3,938,720.63, for a revised not to exceed amount of \$9,190,347.13.

Discussion Items

30. Monthly D/S/M/WBE Expenditure Report was distributed to the Board.

CONCESSIONS/COMMERCIAL DEVELOPMENT COMMITTEE

Committee Chair Ben Leal reported that the Committee met on Tuesday, February 28, 2023, at 1:25 p.m. and recommended approval of the following:

31. The minutes of the Concessions/Commercial Development Committee Meeting of January 3, 2023, were approved during the Committee meeting of February 28, 2023.

Consent Item for Consideration

32. The Airport Board unanimously adopted Resolution No. 2023-03-077, to approve the authorization to re-concept Lease No. 009750 between the Dallas Fort Worth International Airport Board and HG DFW Retailers JV, dba Eddie Bauer.

Action Item for Consideration

33. The Airport Board unanimously adopted Resolution No. 2023-03-078, to approve authorization to enter into a Lease Agreement with The Private Suite DFW, LLC dba PS VIP Services and Dallas Fort Worth International Airport.

FULL BOARD

34. There were no registered speakers.

35. Next Committee meetings – April 4, 2023
Next Regular Board meeting – April 6, 2023

Henry Borbolla III
Chair

Vernon Evans
Secretary