

**DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD**

**Thursday, June 8, 2023**

**8:35 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 8:35 a.m., on Thursday, June 8, 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	William Meadows
Vernon Evans, Secretary	Raj Narayanan
Deputy Mayor Pro Tem Omar Narvaez <sup>1</sup>	Mario Quintanilla
Mayor Mattie Parker	DeMetris Sampson
Vincent Hall	Darlene Freed <sup>2</sup>

**Board Staff in Attendance:**

Sean Donohue, John Ackerman, Maruchy Cantu, Mohamed Charkas, Chris McLaughlin, Chris Poinatte, Paul Puopolo, Elaine Rodriguez, Aaron Muñoz, Dean Ahmad, John Brookby, Zenola Campbell, Bruce Collins, Cindy Demers, Donnell Harvey, Robert Horton, Tammy Huddleston, Tamela Lee, Sharon McCloskey, Heath Montgomery, Abel Palacios, Cyril Puthoff, Bobby Rodriguez, JT Taylor, Alicia Green

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**AGENDA**

- A. The invocation was given by Chaplain DD Hayes.
- B. The Pledge of Allegiance was recited.
- A. Announcements by Board Chair Henry Borbolla:
  - The Board congratulated Board member Ben Leal on receiving the 2023 Spirit of SVP award from Social Venture Partners of Dallas.

Announcements by Sean Donohue, CEO:

- The Board congratulated the Communications and Marketing Department on a successful “May the 4<sup>th</sup> be with you” Day. The unique event included the North Texas Chapter of the 501<sup>st</sup> Legion, who dressed as Star Wars characters and visited customers in the terminals.
- In May, more than 600 employees attended the 2023 CEO Town Hall, where an update was given on the FY23 goals.
- The Success through Opportunities, Access, and Resources or SOAR conference was hosted. More than 300 business owners and airport stakeholders met to share best practices, learn to navigate the procurement processes and network. During the luncheon, 22 firms were honored for their exemplary practices as Champions of Diversity.

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

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

- It was announced that during Memorial Day weekend, more than 1.1 million passengers were welcomed. Friday, May 26, was the busiest day with more than 250,000 passengers.
- The Board congratulated Mohamed Charkas on his appointment as the new Executive Vice President of Infrastructure and Development.

C. The Financial Report was presented by Chris Poinsette, EVP Finance and Information Technology.

D. The minutes of the Regular Board Meeting of May 4, 2023, were approved.

### **RETIREMENT/INVESTMENT COMMITTEE**

Committee Chair Mario Quintanilla reported that the Retirement/Investment Committee met on Tuesday, June 6, 2023, at 12:30 p.m. and recommended approval of the following:

1. The minutes of the Retirement/Investment Committee Meeting of February 28, 2023, were approved.

### **Discussion Item**

2. The Quarterly Investment Report was presented by Tony Kay of AndCo Consulting.
3. The Annual Actuarial Valuation Report was presented by Lewis Ward of Gabriel, Roeder, Smith & Company.

### **Action Items for Consideration**

4. The Airport Board unanimously adopted Resolution 2023-06-132, to approve an Asset Management Agreement with Torchlight Investors LLC for their Torchlight Debt Fund VIII, in a commitment amount of \$7.5 million.
5. The Airport Board unanimously adopted Resolution 2023-06-133, to approve an Asset Management Agreement with Ares Management Corp. for their Global Multi-Asset Credit Fund, in a commitment amount of \$7.5 million.
6. The Airport Board unanimously adopted Resolution 2023-06-134, to approve to fully redeem the investment in the JP Morgan Alerian Exchange-Traded Notes.
7. The Airport Board unanimously adopted Resolution 2023-06-135, to approve to fully redeem the investment in the Fred Alger Capital Appreciation Fund.
8. The Airport Board unanimously adopted Resolution 2023-06-136, to approve execution of an addendum to an existing Asset Management Agreement with Rhumbline Advisers LP, to provide for an additional investment equal to the redemption amount of Fred Alger.

**OPERATIONS COMMITTEE**

Committee Chair William Meadows reported that the Committee met on Tuesday, June 6, 2023, at 1:02 p.m. and recommended approval of the following:

9. The minutes of the Operations Committee Meeting of May 2, 2023, were approved.

**Consent Items for Consideration**

10. The Airport Board unanimously adopted Resolution 2023-06-137, to approve an increase to Contract No. 7007312, for Consolidated Ramp Cleaning and Emergency Response Services, with The Cleaning Guys, LLC dba CG Environmental, of Fort Worth, Texas, in an amount not to exceed \$400,000, for a revised not to exceed Contract amount of \$1,105,064.90.
11. The Airport Board unanimously adopted Resolution 2023-06-138, to approve execution of a Reimbursement Agreement No. 5001041, Supplemental Electric Central Utilities Plant (ECUP), with the Federal Aviation Administration Southwest Region, in an amount not to exceed \$80,386.49, for the 740-calendar day term of the Agreement.
12. The Airport Board unanimously adopted Resolution 2023-06-139, to approve ratification of Agreement No. 5001042 Oncor Discretionary Service Agreement: Infrared Emergency Pad Erosion and Repair, with Oncor Electric Delivery Company, LLC, of Irving, Texas, in an amount not to exceed \$66,041.18.
13. The Airport Board unanimously adopted Resolution 2023-06-140, to approve ratification of Agreement No. 5001043 - Oncor Discretionary Service Agreement: Automatic Transfer Switch at DPS Headquarters, with Oncor Electric Delivery Company, LLC, of Irving, Texas, in an amount not to exceed \$83,038, for the 14-calendar day term.
14. The Airport Board unanimously adopted Resolution 2023-06-141, to approve an increase to Contract No. 7007171, for the Rental of Heavy Equipment, with Herc Rentals, Inc., of Bonita Springs, Florida, in an amount not to exceed \$300,000 or a revised not to exceed Contract amount \$598,750.
15. The Airport Board unanimously adopted Resolution 2023-06-142, to approve an increase to Contract No. 7007346, for the Rental Services, with Sunbelt Rentals, Inc., of Grapevine, Texas, in an amount not to exceed \$300,000, for a revised not to exceed Contract amount \$600,000.
16. The Airport Board unanimously adopted Resolution 2023-06-143, to approve Purchase Order No. 279831, for Trailer Mounted Preconditioned Air Units, with Safeware of Westminster, Colorado, in an amount of \$431,688.70.
17. The Airport Board unanimously adopted Resolution 2023-06-144, to approve a decrease to Contract No. 7007202, for Enterprise Conveyance Maintenance and Repair, with EMR Elevator, Inc., of DeSoto, Texas, in an amount not less than (\$84,000), for a revised not to exceed Contract amount of \$31,293,526.57.

18. The Airport Board unanimously adopted Resolution 2023-06-145, to approve execution of Contract No.7007428, for maintenance services of Terminal D Moving Sidewalks, with Thyssenkrupp Elevator Corporation, of Atlanta, Georgia, for the Contract term of one-year in an amount not to exceed \$86,400.
19. The Airport Board unanimously adopted Resolution 2023-06-146, to approve execution of a Memorandum of Agreement with the Customs and Border Protection, in an amount not-to-exceed \$69,001.90.
20. The Airport Board unanimously adopted Resolution 2023-06-147, to approve the ratification of Contract No. 7006542, for Guard Services and Gate Attendant Services, with Prosegur Services Group, Inc., of Herndon, Virginia, in an amount not to exceed \$200,000, for a revised not to exceed Contract amount of \$23,128,960.85.
21. The Airport Board unanimously adopted Resolution 2023-06-148, to approve Purchase Order No. 279829, for an Armored Vehicle, with Lenco Armored Vehicles of Pittsfield, Massachusetts, in an amount of \$348,986.
22. The Airport Board unanimously adopted Resolution 2023-06-149, to approve an increase to Contract No. 7006665, for the Supply of Propane Gas, with Northwest Butane Gas Co., dba Northwest Propane Gas Company of Carrollton, Texas, in an amount not to exceed \$80,000, for a revised not to exceed Contract amount \$1,351,525.

#### **Action Items for Consideration**

23. The Airport Board unanimously adopted Resolution 2023-06-150, to approve execution of Contract No. 8005508, for Asbestos and Mold Analytical Laboratory Testing Services, with Cates Laboratories, Inc., of Dallas, Texas, for the initial three-year Contract amount of \$244,220, and two, one-year options in the amount \$512,862, for a total estimated Contract of \$757,082; and the Chief Executive Office or designee is authorized to exercise option years at the Airport's discretion.
24. The Airport Board unanimously adopted Resolution 2023-06-151, to approve execution of Contract No. 7007400, for Certified Carbon Offset Credits, with First Climate Markets AG of Bad Vilbel, Germany, for the two-year Contract amount of \$370,200, and three, one-year options in the amount of \$881,640, for a total estimated Contract of \$1,251,840; and the Chief Executive Officer or designee is authorized to exercise option years at the Airport's discretion.
25. The Airport Board unanimously adopted Resolution 2023-06-152, to approve an increase to Contract No. 9500779, Airfield Ramp Efficiencies and NE Airfield Lighting Vault Relocation: Terminal C-South (Infield #1), Terminal A-North (Infield #4 and Taxiway JY) and Proposed Airfield Lighting Vault, with Reyes Group, Ltd., of Grand Prairie, Texas, in an amount not to exceed \$675,000, for a revised not to exceed Contact amount of \$96,968,192.01.

26. The Airport Board unanimously adopted Resolution 2023-06-153, to approve an increase and close-out three Contracts: 9500661, for North and South Control Plaza Generators, in an amount not to exceed \$95,300, for a revised not to exceed Contract amount of \$1,409,133.49; 9500667, for Terminal B & E Passenger Boarding Bridge Replacement Gates B9, B26, E31, E34, in an amount not to exceed \$153,350, for a revised not to exceed Contract amount of \$3,196,599.43; and 9500675, for Terminals B & E Loading Bridge Equipment Replacement in an amount not to exceed \$570,760, for a revised not to exceed Contract amount of \$8,551,564.31 all with Gadberry Construction Company, Inc., of Dallas, Texas. Total amount of this action is \$819,410.
27. The Airport Board unanimously adopted Resolution 2023-06-154, to approve an increase to Contract No. 9500745, for Rehabilitate Open Channels, with Reyes Group, Ltd., of Grand Prairie, Texas, in an amount not to exceed \$924,103.89, for a revised not to exceed Contract amount of \$7,491,686.89.
28. The Airport Board unanimously adopted Resolution 2023-06-155, to approve execution of Agreement No. 5001044-Oncor Discretionary Service Agreement: Spent Aircraft Deicing Fluid Storage and Treatment, with Oncor Electric Delivery Company, LLC, of Irving, Texas, in an amount not to exceed \$1,450,500, for the 140-calendar day term.
29. The Airport Board unanimously adopted Resolution 2023-06-156, to approve an increase to Contract No. 9500679, Terminal A Roofing with Supreme Systems, Inc., of Dallas, Texas, in an amount not to exceed \$1,800,000, for a revised not to exceed Contract amount of \$19,015,390.
30. The Airport Board unanimously adopted Resolution 2023-06-157, to approve execution of Contract No. 9500830, for Bird Deterrent Systems Along Skylink Guideway with Gilbert May, Inc. dba Phillips/May Corporation of Dallas, Texas, in an amount not to exceed \$3,984,627, for the 270-calendar day term of the Contract.
31. The Airport Board unanimously adopted Resolution 2023-06-158, to approve execution of Contract No. 9500819, for Airfield Electrical Circuit Replacement 2023, with Vellutini Corporation dba Royal Electric Company of Dallas, Texas, in an amount not to exceed \$6,615,465, for the 305-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 \$660,000, for a total action amount of \$7,275,465.
32. The Airport Board unanimously adopted Resolution 2023-06-159, to approve execution of Contract No. 7007387, for Supply of Refrigerants, with Summit Refrigerants, LLC, of Humble, Texas, for the initial three-year Contract amount of \$1,020,990, and two, one-year options in the amount of \$680,660, for a total estimated Contract amount of \$1,701,650; and that the Chief Executive Officer or designee is authorized to exercise option years at the Airport's discretion.
33. The Airport Board unanimously adopted Resolution 2023-06-160, to approve Purchase Order No. 279833, for Buses, with Creative Bus Sales of Irving, Texas, in an amount of \$28,388,175.33.

34. The Airport Board unanimously adopted Resolution 2023-06-161, to approve execution of two Contracts for Personal Protective Equipment: Contract No. 7007295 with Casco Industries, Inc., of Shreveport, Louisiana, for the initial one-year Contract amount of \$310,000 and two, one-year options in the amount of \$620,000, for a total estimated Contract amount of \$930,000; and Contract No. 7007427, with Municipal Emergency Services, Inc. of Houston, Texas, for the initial one-year contract amount of \$15,000, and two, one-year options in the amount of \$30,000, for a total estimated Contract of \$45,000; and that the Chief Executive Officer or designee is authorized to exercise option years at the Airport's discretion. Total amount of this action is \$975,000.

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

Committee Chair Ben Leal reported that the Committee met on Tuesday, June 6, 2023, at 1:23 p.m. and recommended approval of the following:

35. The minutes of the Concessions/Commercial Development Committee Meeting of May 2, 2023, were approved.

### **Consent Items for Consideration**

36. The Airport Board unanimously adopted Resolution 2023-06-162, to approve the Assignment and Assumption of the lease agreement No. 009813, of JDDA Concession Management, Inc. to SSP America DFW, LLC.
37. The Airport Board adopted Resolution 2023-06-163, to approve an amendment to Concession Lease No. 010372 by and between TGIF/DFW Terminals B, C, and E Restaurant Joint Venture and the Airport. \*

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

### **Action Items for Consideration**

38. The Airport Board unanimously adopted Resolution 2023-06-164, to approve a Lease Agreement with Gameway, Inc.
39. The Airport Board unanimously adopted Resolution 2023-06-165, to approve termination of Lease No.010614, dba Freshens / Boar's Head Deli RAC.
40. The Airport Board unanimously adopted Resolution 2023-06-166, to approve execution of Contract No. 7007375, for Artistic and Cultural Events, with 16X9 Inc., of Oakville, Ontario, for the initial one-year Contract amount of \$215,450, and two, one-year options in the amount of \$419,000, for a total estimated Contract of \$634,450; and that the Chief Executive Officer or designee is authorized to exercise option years at the Airport's discretion.
41. The Airport Board unanimously adopted Resolution 2023-06-167, to approve execution of Contract No. 7007381, for Seat and Electrical Power Supply Maintenance, with Airline Fabricare Systems, Inc., of Fort Worth, Texas, for the initial one-year Contract amount of \$1,196,765.22, and four, one-year options in the amount of \$4,894,125.68, for a total estimated Contract amount of \$6,090,890.90; and the Chief Executive Officer or designee is authorized to exercise option years at the Airport's discretion.



**Discussion Item**

42. Permits Issued by Concessions were distributed to the Board.

**FINANCE/AUDIT COMMITTEE**

Committee Vice Chair Vernon Evans reported that the Committee met on Tuesday, June 6, 2023, at 1:28 p.m. and recommended approval of the following:

43. The minutes of the Finance/Audit Committee Meeting of May 2, 2023, were approved.
44. The Financial Report was presented by Abel Palacios, VP Finance, during the Committee meeting of June 6, 2023.
45. The FY 2023 Budget Preview was presented by Chris Poinatte, EVP Finance and Information Technology during the Committee meeting of June 6, 2023.

**Consent Item for Consideration**

46. The Airport Board unanimously adopted Resolution 2023-06-168, to approve execution of amendments to existing leases with American Airlines, Inc., for their parts distribution facility and new flight kitchen amending certain funding and financing terms and conditions while remaining within the existing total combined approved amount for the projects.
  47. The Airport Board unanimously adopted Resolution 2023-06-169, to approve an increase to Contract No. 8005414, for Airline Use and Lease Agreement consulting services, with AvAirPros, Inc. of Naples, Florida in an amount not to exceed \$130,000 for a revised not to exceed contract amount of \$880,000.
  48. The Airport Board unanimously adopted Resolution 2023-06-170, to approve an amendment and increase to Legal Services Contract No. 8005484 with the firm Carter Arnett PLLC of Dallas, Texas, in the amount of \$300,000 for a revised amount not to exceed \$348,000.
  49. The Airport Board adopted Resolution 2023-06-171, to approve an increase to Legal Services Contract No. 8005262 with Kelly Hart & Hallman, LLP in the amount of \$500,000 for a revised amount not to exceed \$1,088,750. \*
- \*Board member William Meadows recused himself from the room and vote, due to a conflict of interest.
50. The Airport Board unanimously adopted Resolution 2023-06-172, to approve execution of Contract No. 8005551, for Cybersecurity Maturity & Risk Assessment, with Deloitte Transactions and Business Analytics LLP, of Dallas, Texas, in an amount not to exceed \$401,389.09, for the one-year term of the Contract.
  51. The Airport Board unanimously adopted Resolution 2023-06-173, to approve an increase and extension to Contract No. 7006099, for Baggage Reconciliation/Tracking System Maintenance and Support with ARINC, Incorporated, a part of Collins Aerospace, of Annapolis, Maryland, in an amount not to exceed \$285,326.48, for a revised not to exceed Contract amount of \$1,606,231.64.

**Action Items for Consideration**

52. The Airport Board unanimously adopted Resolution 2023-06-174, to approve execution of two Interlocal Agreements: Contract No. 7007406, between the Board and Trinity Metro, of Fort Worth, Texas; Contract No. 7007407, between the Board and Dallas Area Rapid Transit, of Dallas, Texas; and issue Purchase Order No. 279743, with Trinity Metro in the amount of \$36,000; Purchase Order No. 279744, with Dallas Area Rapid Transit in the amount of \$36,000, to purchase test pilot Commuter-Rail Passes. Total amount of this action is \$72,000.
53. The Airport Board unanimously adopted Resolution 2023-06-175, to approve delegation of authority to the Vice President, Procurement & Materials Management to determine when Personal Property of the Airport is surplus to the needs of the Airport, dispose of same by sale or other legal means, and report such disposals to the Finance/Audit Committee.
54. The Airport Board unanimously adopted Resolution 2023-06-176, to approve the attached resolution, approving the form of the Preliminary Official Statement (POS) prepared in connection with the sale of the Dallas Fort Worth International Airport Joint Revenue Bonds issued under the 65th Supplemental Bond Ordinance and authorizes the Authorized Officers to take any necessary actions in connection with the sale of the Bonds.
55. The Airport Board unanimously adopted Resolution 2023-06-177, to approve the attached resolution, expressing official intent to reimburse project costs with bond proceeds with the sale of the Dallas Fort Worth International Airport Joint Revenue Bonds issued under the 65th Supplemental Bond Ordinance and authorizes the Authorized Officers to take any necessary actions in connection with the sale of the Bonds.
56. The Airport Board unanimously adopted Resolution 2023-06-178, to approve execution of Contract 8005540, for Insurance Broker of Record Services, Marsh USA, LLC, of Dallas, Texas, for the initial one-year Contract amount of \$155,000, and four, one-year options in the amount of \$680,885.29, for a total Contract amount of \$835,885.29, subject to funding availability; and the Chief Executive Office or designee is authorized to exercise option years at the Airport's discretion.
57. The Airport Board unanimously adopted Resolution 2023-06-179, to approve execution of a Reimbursement Agreement with American Airlines, Inc for the replacement of the Terminal A escalator at Pappadeux's in an amount not to exceed. \$2,203,239.
58. The Airport Board unanimously adopted Resolution 2023-06-180, to approve execution of a Reimbursement Agreement with American Airlines, Inc. (AA) for the Design Services for the Terminal C Phase 1 Fit Out and A & C Piers Ramp Level Space as a part of the CTA Redevelopment Program in an amount not to exceed \$10,283,747.00.
59. The Airport Board unanimously adopted Resolution 2023-06-181, to approve execution of a Reimbursement Agreement with American Airlines, Inc. for the relocation of the West Warehouse in an amount not to exceed \$20,763,428.44.



60. The Airport Board unanimously adopted Resolution 2023-06-182, to approve execution of a Reimbursement Agreement with American Airlines, Inc. (AA) for the Terminal B Mainline Conversion Package 1 and Terminal E Satellite Upgauge project in an amount not to exceed \$36,701,415.50.
61. The Airport Board unanimously adopted Resolution 2023-06-183, to approve execution of Contract No. 7007311, for Information Technology Staffing Professional Services, with Intratek Computer of Irvine, California, in an amount not to exceed \$4,000,000; Contract No. 7007424 with California Creative Solutions, Inc., of Poway, California, in an amount not to exceed \$4,000,000; Contract No. 7007425 with Infojini, Inc., of Columbia, Maryland, in an amount not to exceed \$4,000,000; and Contract No. 7007426 with The Evolvers Group LP, of Flower Mound, Texas, in an amount not to exceed \$4,000,000; for a total Contract amount of \$16,000,000, for the initial one-year Contract, with options to renew for four one-year options. Total action amount is \$16,000,000.
62. The Airport Board unanimously adopted Resolution 2023-06-184, to approve the appointment of Mohamed Charkas to the Board of Directors of the Dallas/Fort Worth International Airport Public Facilities Improvement Corporation.
63. The Airport Board unanimously adopted Resolution 2023-06-185, to approve an increase and extension of Contract No. 8004991, for DFW Mobile Application, with M2Mobi B.V. of Amsterdam, The Netherlands, in an amount not to exceed \$1,200,000, for a revised not to exceed Contract amount of \$5,575,197.78.
64. The Airport Board unanimously adopted Resolution 2023-06-186, to approve execution of Contract 7007432, for Parking Network Refresh, with Presidio Networked Solutions Group, LLC, of Irving, Texas, in an amount not to exceed \$3,533,609, for the two-year term of the Contract.
65. **\*No action taken. This item has been deferred to the August 10, 2023, Board meeting\***

Approve execution of Contract No. 8005467, for Automated Taxi Queue, with IBI Group Professional Services, Inc., of Pompano Beach, Florida, for the initial three-year Contract amount of \$1,248,689.52, and one, two-year option in the amount of \$1,099,085.08, for a total estimated Contract of \$2,347,774.60; and that the Chief Executive Officer or designee is authorized to exercise option years at the Airport's discretion.

The following registered speakers spoke regarding this item:

1. John Bryant
2. Gus Tayeh
3. Santino Chimir
4. Izzeldin Mohamed
5. Anwar Shaikheidin
6. Monmohan Singh
7. Moe Hamid

### **Discussion Item**

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

67. The Solicitation Rejection Report was distributed to the Board.

**FULL BOARD**

68. Registered Speakers (items unrelated to agenda items)

1. Mr. Jim Henegar spoke regarding stolen equipment and break-ins at the Uline job site.

69. Next Committee meetings – August 8, 2023  
Next Regular Board meeting – August 10, 2023

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Henry Borbolla III  
Chair

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Vernon Evans  
Secretary