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DALLAS FORT WORTH INTERNATIONAL AIRPORT
BOARD MEETING CONFERENCE CALL
August 6, 2020
8:30 a.m.

COMMITTEE MEETINGS
CONFERENCE CALL
August 4, 2020

Retirement/Investment Committee – 12:30 p.m.
Operations Committee – 12:40 p.m.
Finance/Audit Committee – 12:50 p.m.
Concessions/Commercial Development Committee – 1:10 p.m.

Requests for interpretive services must be made 48 hours prior to this meeting by contacting Donna Schnell at 972 973-5752 or BoardSecretary@dfwairport.com or T.D. 1-800-RELAY-TX (1-800-735-2989) for information or assistance.

For DFW Airport Board meeting information, or to register to speak, please call 972 973-5752 by 5:00 p.m. the day before the meeting. To listen to this meeting please call **888-455-3052** by 8:30 a.m. on August 6. When prompted, enter the code **1158038**.

Consent Agenda – all items under this heading are a part of the Consent Agenda and require little or no deliberation by the Board. Approval of the Consent Agenda authorizes the Chief Executive Officer or his designee to implement each item in accordance with staff recommendation.

A closed executive session may be held with respect to a posted agenda item if the discussion concerns one of the following:

1. Contemplated or pending litigation or matters where legal advice is requested of the Board's Legal Counsel. Texas Government Code Section 551.071.
2. Discussion concerning sale or lease of real property, or negotiated contracts for donations to the Board, when such discussions would have a detrimental effect on the negotiating position of the Board. Texas Government Code Section 551.072.
3. Personnel matters involving discussions of the qualifications or performance of identifiable individuals already employed or being considered for employment by the Board. Texas Government Code Section 551.074.
4. The deployment, or specific occasions for implementation, of security personnel or devices. Texas Government Code Section 551.076.

AGENDA

- A. Opening remarks and instructions for conference call – Matrice Ellis-Kirk.
- B. DFW Update – Sean Donohue.
- C. Fiscal Year 2021 Budget – Chris Poinsatte.

D. Air Service Highlights – John Ackerman.

E. Approve Minutes of the Regular Board Meeting of June 4, 2020.

RETIREMENT/INVESTMENT COMMITTEE

1. Approve the minutes of the Retirement/Investment Committee Meeting of June 2, 2020.

Discussion Items

2. External Audit of the Pension Plans – Deloitte.

Action Item for Consideration

- James Mauldin
3. Approve an Asset Management Agreement with New Mountain Capital for their New Mountain Fund VI, in a commitment amount of \$5 million.
 4. Approve execution of Contract No. 8005336, for Retirement Plan Consulting Services, with AndCo Consulting, LLC., of Winter Park, Florida, in an amount not to exceed \$540,000.00, for the initial three-year term of the Contract, with options to renew for two additional one-year periods.

OPERATIONS COMMITTEE

5. Approve the minutes of the Operations Committee Meeting of June 2, 2020.

Consent Items for Consideration

- Alan Black
6. Approve a Memorandum of Agreement between the DFW Airport and Federal Emergency Management Agency (FEMA) to provide Airport facilities during disaster evacuation operations.
 7. Approve an Interlocal Training Agreement between the Board and the Town of Addison, Texas; City of Grapevine, Texas; and the City of Denton, Texas; and that the Chief Executive Officer or designee be authorized to execute an Interlocal Training Agreement for Aircraft Rescue Fire Fighter Training with the Town of Addison, City of Grapevine, and the City of Denton.

- Rusty Hodapp 8. Approve execution of Contract No. 5000994, to Relocate Frontier Network Facilities at the Airport's Southwest Campus, with Frontier Communications, of Irving, Texas, in an amount not to exceed \$98,617.00, for the 120-calendar day term of the Contract.

Action Items for Consideration

- Rusty Hodapp 9. Approve execution of a deductive Change Order to Contract No. 9500698, Runway 18R-36L Rehabilitation Project, with Austin Bridge & Road, LP, of Irving, Texas, in a deductive amount not less than (\$10,100,000.00).
10. Approve execution of Reimbursement Agreement No. 5000995, for Runway 18R-36L Rehabilitation, with the Federal Aviation Administration (FAA), Southwest Region, in an amount not to exceed \$1,174,189.19, for the 1,825-calendar day term of the Contract.
11. Approve ratification of the execution of Contract No. 5000993, for Oncor Reimbursement - Southwest Campus, with Oncor Electric Delivery Company LLC, of Irving, Texas, in an amount not to exceed \$399,009.00, for the 120-calendar day term of the Contract.
12. Approve execution of Contract No. 9500694, for Glade Road & Bridge Replacement - Utility Relocation, with North Texas Contracting, Inc., of Keller, Texas, in an amount not to exceed \$1,043,288.12, for the 270-calendar day term of the Contract.
13. Approve execution of Contract No. 9500723, for the Northeast End Around Taxiway Package II, with Zachry Construction Corporation, of Grand Prairie, Texas, in an amount not to exceed \$46,981,472.00, for the 555-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 \$4,000,000.00.
- Robert Horton 14. Approve execution of Contract No. 7006964, for a Collaborative Research Master Services Agreement, with the Alliance for Sustainable Energy, LLC, of Golden, Colorado, in an amount not to exceed \$2,000,000.00, for the five-year term of the Contract, with options to renew for one additional five-year period.
- Tammy Huddleston 15. Approve authorization to procure services necessary to complete the implementation of HVAC improvements to improve Indoor air quality, mitigate pollution and virus, and restore passenger and employee confidence at terminal buildings (A,B,D,E) and Rental Car Center using a method, authorized under Chapter 2269, Section B of the Texas Government Code, to determine which solicitation method, other than competitive bidding, provides the best value for the Airport.

- 16. Approve execution of Contract No. 7006929, for Street Lighting Maintenance Services, with Environmental Lighting Service, LLC, of Grand Prairie, Texas, in an amount not to exceed \$507,270.00, for the initial two-year term of the Contract, with options to renew for three additional one-year periods.
- Paul Sichko 17. Approve execution of Contract No. 7006956, for Ground Support Equipment Maintenance and Fueling Services, with ERMC Aviation, LLC, of Grand Prairie, Texas, in an amount not to exceed \$1,251,203.80, for the initial two-year term of the Contract, with options to renew for three additional one-year periods, subject to funding availability.

Discussion Items

- Rusty Hodapp 18. Construction and Professional Services Contract increase(s) approved by authorized staff.
- 19. There are no decrease(s)/increase(s) in Scope of Work approved by authorized staff for this reporting period.

FINANCE/AUDIT COMMITTEE

- 20. Approve the minutes of the Finance/Audit Committee Meeting of June 2, 2020.
- Chris Poinatte 21. Financial Report.

Consent Items for Consideration

- Rob Darby 22. Approve Revisions to the Finance/Audit Committee Charter.
- Ollie Malone 23. Approve an increase and extension to Contract No. 8005020, for Employee Dental Health Plan Services, with Cigna Dental Health of Texas, Inc., of Plano, Texas, in an amount not to exceed \$220,000.00, for a revised Contract not to exceed amount of \$2,198,778.00.
- Elaine Rodriguez 24. Approve an increase to Legal Services Contract No. 8004897 with the firm of Orenstein Law Group of Dallas, Texas in an amount not to exceed \$50,000.00 for a revised Contract amount not to exceed \$197,500.00.
- Greg Spoon 25. Approve authorization to exercise options for multi-year Contracts for the first quarter of Fiscal Year 2021.
- Michael Youngs 26. Approve an increase to Contract No. 7006777, for Governance and Risk Compliance System, with Reciprocity, Inc., of San Francisco, California, in an amount not to exceed \$27,000.00, for a revised Contract amount of \$126,600.00.

- 27. Approve execution of Contract No. 7006974, for Content Distribution System, with Activu Corporation, of Rockaway, New Jersey, in an amount not to exceed \$197,734.89, for the one-year term of the Contract.

Action Items for Consideration

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| Chris Poinatte | <ul style="list-style-type: none"> 28. Approve the FY 2021 Operation Revenue and Expense Fund Budget (Fund 102). 29. Approve the Schedule of Charges as amended for Fiscal Year 2021. |
| Jeff Benvegna | <ul style="list-style-type: none"> 30. Approve execution of one-year lease extensions for leases with American Airlines, Inc. (AA) for their Cargo, GSE, and the Priority Parcel Facilities. 31. Approve execution of a Reimbursement Agreement with American Airlines, Inc. (AA) for the construction and installation costs of the Terminal D Pre-Conditioned Air (PCA) replacement project in an amount not to exceed \$3,278,567.98. |
| Ollie Malone | <ul style="list-style-type: none"> 32. Approve an increase and extension to Contract No. 8005021, for Employee Group Life Insurance Services, with ReliaStar Life Insurance Company, Inc., of Minneapolis, Minnesota, in an amount not to exceed \$461,000.00, for a revised Contract not to exceed amount of \$4,269,688.00. |
| James Mauldin | <ul style="list-style-type: none"> 33. Approve acceptance and execution of a \$3.5 million strategic funding partnership and Advance Funding Agreement (AFA) with the Texas Department of Transportation (TxDOT) that will assist the airport in purchasing electric buses and associated charging infrastructure. 34. Approve the form of the Fifty-Eighth 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. 35. Approve execution of Contract No. 8005346, for Depository Bank Services, with JPMorgan Chase Bank, N.A., of Fort Worth, Texas, in an amount not to exceed \$526,822.20, for the initial five-year term of the Contract, with options to renew for two additional one-year periods. 36. Approve an increase and extension of two Contracts for Co-Financial Advisor Services: Contract No. 8004997, with Hilltop Securities, Inc., of Dallas, Texas, in an amount not to exceed \$52,500.00, for a revised Contract not to exceed amount of \$315,000.00; and Contract No. 8005013, with Estrada Hinojosa & Company, Inc., of Dallas, Texas, in an amount not to exceed \$22,500.00, for a revised Contract not to exceed amount of \$135,000.00. The term of each Contract extension is one-year. Total amount of this action is \$75,000.00. |

- Greg Spoon 37. Approve ratification of Purchase Order Nos. 277023, 277027, and 277029, with Distinctive Marketing Ideas, Inc., of Plano, Texas, in the amount of \$55,020.00; and Purchase Order Nos. 277109, 277123, 277126, 277127, 277130, and 277137, with Torrez Paper Company, of Farmers Branch, Texas, in the amount of \$104,064.56 for COVID-19 supplies. Total amount of this action is \$159,084.56.

- Michael Youngs 38. Approve execution of Purchase Order No. 277097, for Electronic Visual Display Management Computers, to Now Micro, Inc., of St. Paul, Minnesota, in the amount of \$411,200.00.

- 39. Approve execution of Purchase Order No. 277141, for Network Electronic Equipment, to Netsync Network Solutions, of Carrollton, Texas, in the amount of \$6,909,091.90.

Discussion Items

- Rob Darby 40. Department of Audit Services' Quarterly Audit Update.

- Tamela Lee 41. Monthly D/S/M/WBE Expenditure Report.

- Greg Spoon 42. Purchase Orders/Contracts and Professional Service Contract approved by Authorized Staff.

CONCESSIONS/COMMERCIAL DEVELOPMENT COMMITTEE

- 43. Approve the minutes of the Concessions/Commercial Development Committee Meeting of June 2, 2020.

Consent Items for Consideration

- Julio Badin 44. Approve execution of Contract No. 8005369, with the American Association of Airport Executives (AAAE) of Alexandria, Virginia, for Customer Trust Research Program, in an amount not to exceed \$199,000.00, for the initial one-year term of the Contract with options to renew annually.

- Zenola Campbell 45. Approve the Assignment and Assumption of Lease Agreements 101607, 010614, and 010823 to Hossain Enterprise, LLC.

- 46. Approve the reconception of Lease Agreement 010802 between the Dallas Fort Worth International Airport Board and M2-Newslink of DFW, LLC.

Action Items for Consideration

- Julio Badin 47. Approve increases to seven Contracts. Contract No. 7006823 with Diverse Facility Solutions Global, Inc., of Alsip, Illinois, for Terminals A & C Custodial Services - Public in an amount not to exceed \$3,025,258.50, for a revised Contract amount of \$19,689,812.90; Contract No. 7006398

with APPRO Inc., of Dallas, Texas, for Terminal B Custodial Services in an amount not to exceed \$576,869.90, for a revised Contract amount of \$18,713,453.88; Contract No. 7006770 with APPRO Inc., of Dallas, Texas, for Terminal D Custodial Services in an amount not to exceed \$1,907,236.36, for a revised Contract amount of \$26,198,105.40; Contract No. 7006435 with Diverse Facility Solutions Global, Inc., of Alsip, Illinois, for Terminal E Custodial Services in an amount not to exceed \$1,127,668.38, for a revised Contract amount of \$16,896,707.21; Contract No. 7006685 with ABM Aviation, Inc., of Atlanta, Georgia, for Non-Public Facilities Custodial Services in an amount not to exceed \$245,891.13, for a revised Contract amount of \$5,000,257.25; Contract No. 7006710 with APPRO Inc., of Dallas, Texas, for Public Facilities Custodial Services in an amount not to exceed \$218,633.94, for a revised Contract amount of \$8,262,863.61; and Contract No. 7006841 with Marsden South LLC, of Houston, Texas, for Airport Headquarters, Rental Car Center and Corporate Aviation Custodial Services in an amount not to exceed \$228,273.50, for a revised Contract amount of \$7,223,942.78. The total action amount for all seven Contracts is \$7,329,831.71.

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| Zenola Campbell | <ul style="list-style-type: none"> 48. Approve Assignment and Assumption of Lease Agreement 010964 to TFP1, LLC. 49. Approve Reimbursement Agreements for Concessions locations in Terminal C. 50. Approve revision to the Tradename for Lease Agreement 010783 from Plaza Premium Lounge & Plaza Premium First to CapitalOne Lounge. |
| Courtney Moore | <ul style="list-style-type: none"> 51. Approve an increase and extension to Contract No. 7005254, for Luggage Cart Operations, with Smarte Carte, Inc., of St. Paul, Minnesota, in an amount not to exceed \$350,000.00, for a revised Contract amount of \$6,520,358.81, for the one-year term of the Contract. |
| John Brookby | <ul style="list-style-type: none"> 52. Approve execution of a new five-year facility lease agreement with two five-year renewal options with Paradise 4 Paws DFW LLC for a pet boarding facility consisting of +/-25,320 rentable square feet of existing space on +/-2.521 acres of land, 53. Approve execution of a lease agreement with CIVF VI - TX1B02, LLC for +/-24.9 acres of land. 54. Approve execution of a reimbursement agreement with CIVF VI - TX 1B02, LLC for an amount not to exceed \$2,080,450.00. 55. Approve consolidation of Resolutions 2019-06-151 and 2019-06-152 with LPC Dallas DFW I, LLC and LPC Dallas DFW II to develop approximately 57.47 acres for one industrial facility on the entire site in place of two facilities and two leases as previously approved at the June 2019 Board Meeting. 56. Approve execution of a lease agreement with Weber Gruene DFW 1 LLC for +/-51.04 acres of land. |

57. Approve execution of a lease agreement with Weber Gruene DFW 2 LLC for +/-22.42 acres of land.
58. Approve execution of a lease agreement with Weber Gruene DFW 3 LLC for +/-34.15 acres of land.
59. Approve execution a reimbursement agreement with Weber Gruene DFW 1 LLC for an amount not to exceed \$9,040,031.29.

Discussion Item

Zenola Campbell

60. Permits issued by Concessions

Full Board

61. Registered Speakers (items unrelated to agenda items).
62. Next Committee meetings – September 1, 2020
Next Regular Board meeting – September 3, 2020