

**DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD**  
**MARCH 7, 2019**  
**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 7, 2019, pursuant to earlier notification thereof to the members of the Board and public. The following quorum was present:

William Meadows, Chair	Ben Leal
Matrice Ellis-Kirk, Vice Chair	Raj Narayanan
Henry Borbolla III, Secretary	Mario Quintanilla
Mayor Mike Rawlings	Eddie Reeves
Lillie Biggins	Darlene Freed <sup>1</sup>
Madeleine Johnson	

**Board staff in attendance:**

Sean Donohue, John Ackerman, Ken Buchanan, Chad Makovsky, Khaled Naja, Chris Poinsette, Paul Puopolo, Linda Valdez Thompson, Rob Darby, Elaine Rodriguez, Julio Badin, Jeff Benvegna, Alan Black, Lance Bodine, Zenola Campbell, Milton De La Paz, Rusty Hodapp, Robert Horton, Tammy Huddleston, Tamela Lee, Sharon McCloskey, Casey Norton, Mike Phemister, Greg Spoon, John Terrell, Max Underwood, Michael Yip, Michael Youngs, Donna Schnell.

- - - -

**AGENDA**

- A. The invocation was given by Chaplain DD Hayes.
  - B. The Pledge of Allegiance was recited.
  - C. Announcements by William Meadows, Chair:
    - New Board Member Ben Leal from the City of Dallas was introduced.
    - This will be Lillie Biggins' last Board meeting. She will return in April for a formal farewell.
- Announcements by Sean Donohue, CEO:
- DFW has been named the Best Large Airport for customer service in North America, for airports serving more than 40 Million Customers, by Airports Council International.
  - DFW hosted the biennial Success through Opportunities, Access & Resources or SOAR Conference in partnership with Coca-Cola.
  - Last month, DFW Airport was a sponsor of the region's first ever Diversity, Equity & Inclusion Summit hosted by the North Texas Commission. Board member Lillie Biggins was a featured speaker at the summit.
  - Last week, DFW was recognized for its longstanding partnership with the Regional Hispanic Contractors Association with its President's Award.
  - Last month DFW celebrated Black History Month. The African American Employee Resource Group – known as AACTION – held its 17<sup>th</sup> annual celebration. Dr. W. Marvin Dulaney, interim director of the Center for African American Studies at the University of Texas at Arlington was the keynote speaker for the event.

---

<sup>1</sup> Non-voting Board Member from the City of Grapevine

- Each year during the United Way campaign employees who contribute are entered into a drawing to do a job swap with members of the executive team. Fire Battalion Chief John Kendall became CEO for the day.
- D. The minutes of the Regular Board Meeting of February 14, 2019 were approved.
  - E. Air Service Highlights were presented by Milton De La Paz, Vice President Airline Relations.
  - F. The Financial Report was presented by Chris Poinsette, Executive Vice President Finance and ITS.
  - G. An Infrastructure Update was presented by Khaled Naja, Executive Vice President Infrastructure and Development.
  - H. ITS Priorities Report was presented by Michael Youngs, Vice President Information Technologies Services.

### **RETIREMENT/INVESTMENT COMMITTEE**

Retirement/Investment Committee Chair Eddie Reeves reported that the Committee met on Tuesday, March 5, 2019 at 12:30 p.m., in the Board Room of the DFW Airport Headquarters Building and recommended approval of the following:

1. The minutes of the Retirement/Investment Committee Meeting of January 8, 2019 were approved during the Committee Meeting of March 5, 2019.

### **Discussion Item**

2. The Quarterly Investment Report was presented by Tony Kay of AndCo Consulting during the Committee Meeting of March 5, 2019.

### **Action Items**

3. The Airport Board unanimously adopted Resolution No. 2019-03-042 to approve an Asset Management Agreement with the Brookfield Super-Core Infrastructure Partners Fund, in a commitment amount of \$10 million.
4. The Airport Board unanimously adopted Resolution No. 2019-03-043 to approve an Asset Management Agreement with the Contrarian Distressed Real Estate Debt Fund IV, with a commitment amount of \$12.5 million.

### **OPERATIONS COMMITTEE**

Operations Committee Chair Raj Narayanan reported that the Committee met on Tuesday, March 5, 2019 at 12:55 p.m. in the Board Room of the DFW Airport Headquarters Building and recommended approval of the following:

5. The minutes of the Operations Committee Meeting of February 12, 2019 were approved during the Committee Meeting of March 5, 2019.

### **Consent Items for Consideration**

6. The Airport Board unanimously adopted Resolution No. 2019-03-044 to approve execution of Purchase Order No. 275539, for Roof Top Air Handling Units, to Denali Construction Services LP, dba Denali CS, dba Thermal Dynamix Insulation, of Carrollton, Texas, in the amount of \$169,668.00.

### **Action Items for Consideration**

7. The Airport Board unanimously adopted Resolution No. 2019-03-045 to approve execution of Contract No. 9500664, Fire Station No. 5 Heating, Ventilation, Air Conditioning (HVAC) System Replacement, with DMI Corp., Decker Mechanical, of Cedar Hill, Texas, in an amount not to exceed \$1,365,222.00, for the initial 240-day term of this Contract.
8. The Airport Board unanimously adopted Resolution No. 2019-03-046 to approve execution of Contract No. 7006730, for Elevator, Escalator, and Moving Walkway Parts, with Kone, Inc., of Moline, Illinois, in an amount not to exceed \$662,162.55, for the initial one-year term of the Contract, with options to renew for four additional one-year periods.

### **Discussion Items**

9. There were no Construction and Professional Services Contract increase(s) approved by Authorized Staff for this reporting period.
10. 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 Henry Borbolla reported that the Committee met on Tuesday, March 5, 2019 at 1:07 p.m. in the Board Room of the DFW Airport Headquarters Building and recommended approval of the following:

11. The minutes of the Finance/Audit Committee Meeting of February 12, 2019 were approved during the Committee Meeting of March 5, 2019.
12. Financial Report was presented by Max Underwood, Vice President of Finance, during the Committee Meeting of March 5, 2019.
13. FY 2018 External Audit Results were present by Blake Rogers of Deloitte during the Committee Meeting of March 5, 2019.

### **Consent Items for Consideration**

14. The Airport Board unanimously adopted Resolution No. 2019-03-047 to approve execution of a Continuing Disclosure Agreement with the Trinity River Authority of Texas.

*Finance/Audit Committee Chair Henry Borbolla recused himself for the voting of item 14.*

15. The Airport Board unanimously adopted Resolution No. 2019-03-048 to approve acceptance of additional funding under a FY2016 Urban Area Security Initiative Grant #3165801; that the Board agrees that the project, 2016 UASI - DFW Airport Hazmat Equipment, will be operated through the DFW Department of Public Safety; that the Board agrees that in the event of loss or misuse of the Office of the Governor funds that the Board will return to the Office of the Governor the full amount of funding; 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 Board; and that the Board approves the acceptance of additional funding from grant #3165801 for project, 2016 UASI - DFW Airport Hazmat Equipment, from the Office of the Governor in an amount of \$38,643.87.
16. The Airport Board unanimously adopted Resolution No. 2019-03-049 to approve ratification of the execution of Purchase Order No. 275568, for Hyatt Regency Hotel Emergency Repair Services, with MBW SERV Corporation dba ServPro of North Irving, of Dallas, Texas, in an amount not to exceed \$221,789.24.
17. The Airport Board unanimously adopted Resolution No. 2019-03-050 to approve execution of Contract No. 7006738, for Master Antenna Television and Satellite Master Antenna Television Systems Maintenance Services, with Satellite Systems & Service, Inc., of Irving, Texas, in an amount not to exceed \$188,680.00, for the initial one-year term of the Contract, with options to renew for four additional one-year periods.
18. The Airport Board unanimously adopted Resolution No. 2019-03-051 to approve execution of Contract No. 7006775, for Maintenance and Remote Technical Support for Parking Control System Readers, with Neology Inc., of San Diego, California, in an amount not to exceed \$257,000.00, for the initial three-year term of the Contract, with options to renew for two additional one-year periods.

### **Action Items for Consideration**

19. The Airport Board unanimously adopted Resolution No. 2019-03-052 to approve authority under Chapter 2269, Subchapter B of the Texas Government Code, to procure construction services necessary to complete the construction of a new Automated Access Control System using methods authorized by Chapter 2269 other than competitive bidding.
20. The Airport Board unanimously adopted Resolution No. 2019-03-053 to approve execution Contract No. 7006702, for Airport Security Surveillance System, with M.C. Dean, Inc., of Addison, Texas, in an amount not to exceed \$1,750,542.50, for the initial one-year term of the Contract, with options to renew for four additional one-year periods.
21. The Airport Board unanimously adopted Resolution No. 2019-03-054 to approve execution of two Contracts with Honeywell International, Inc., through its Honeywell Building Solutions business unit, of Richardson, Texas: Contract No. 7006765, for Consolidated Fire Alarm System Maintenance Services in an amount not to exceed \$9,241,417.43 for the five-year term of the Contract; and Contract No. 7006784, for Fire Alarm System Upgrade Services, in an amount not to exceed \$13,137,108.00 for the thirty-month term of the Contract. Total Amount of Action is \$22,378,525.43.

## **CLOSED SESSION**

22. In accordance with provisions of Section 551.071 of the Texas Government Code, a closed session was held during the Committee Meeting of March 5, 2019, 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) *The Dallas/Fort Worth International Airport Board v. Hensel Phelps Construction Company and Kellogg Brown & Root, Inc.* Cause No. DC -15-04400, in the 134th District Court, Dallas, County, Texas

## **OPEN SESSION**

23. The Airport Board unanimously adopted Resolution No. 2019-03-055 to approve authorization to enter into a Compromise Settlement Agreement and Mutual Release with Hensel Phelps Construction Company and Kellogg Brown & Root, Inc. to settle the lawsuit styled Dallas/Fort Worth International Airport Board v. Hensel Phelps Construction Company and Kellogg Brown & Root, Inc.

## **Discussion Items**

24. Monthly D/S/M/WBE Expenditure Report was distributed to the Board.
25. Purchase Orders/Contracts and Professional Service Contract approved by Authorized Staff were distributed to the Board.

## **CONCESSIONS/COMMERCIAL DEVELOPMENT COMMITTEE**

Concessions/Commercial Development Committee Chair Matrice Ellis-Kirk reported that the Committee met on Tuesday, March 5, 2019 at 1:29 p.m., in the Board Room of the DFW Airport Headquarters Building and recommended approval of the following:

26. The minutes of the Concessions/Commercial Development Committee Meeting of February 12, 2019 were approved during the Committee Meeting of March 5, 2019.

## **Action Items for Consideration**

27. The Airport Board unanimously adopted Resolution No. 2019-03-056 to approve execution of two Lease Agreements with Premium Port Dallas Fort Worth, LLC as recommended by the DFW Selection Committee.
28. The Airport Board unanimously adopted Resolution No. 2019-03-057 to approve amendment and restatement of an existing agreement with the City of Irving, City of Dallas and City of Fort Worth related to extension of Texas Local Government Code Chapter 380 tax incentives for Aviall Services, Inc. retention, and that the Board recommends that the City of Dallas and the City of Fort Worth likewise approve said amended and restated agreement.

### **Discussion Item**

29. Meet and Greet Permits were distributed to the Board.

### **FULL BOARD**

30. There were no registered speakers.
31. Next Committee meetings – April 9, 2019  
Next Regular Board meeting – April 11, 2019