



REQUEST FOR PROPOSALS FOR SPECIALTY CONCESSIONS



PROPOSAL SUBMITTAL DUE DATE: July 28, 2010 before 2:00 p.m.
County of Orange / John Wayne Airport
Eddie Martin Administration Building
3160 Airway Avenue
Costa Mesa, CA 92626

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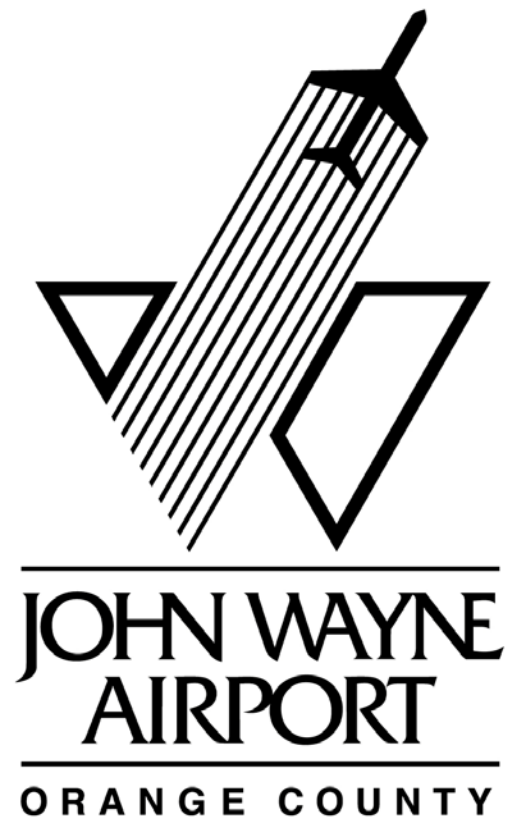
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Specialty Concession Lease

I. INTRODUCTION



PROPOSALS REQUESTED

The County of Orange is constructing a new Terminal C at John Wayne Airport currently scheduled for completion in late 2011. County is requesting proposals for four (4) specialty concessions, three (3) to be located in Terminal C, and one (1) located in the existing Terminal B, all on the secure side of the terminals. Selection will be made through the Request for Proposal (RFP) process. This RFP provides the opportunity for all interested and qualified bidders to propose specialty concepts for the following locations as shown on the maps on page 7:

- Location 1 (retail) consisting of 518 sq. ft. in Terminal C. Storage space in an amount to be determined will be located on the arrival level in Terminal C. (This location has been identified as a small business set-aside. See pages 11-12 for further details.)
- Location 2 (retail or food & beverage) consisting of 1,228 sq. ft. in Terminal C. Storage space in an amount to be determined will be located on the arrival level in Terminal C.
- Location 3 (food & beverage) consisting of 757 sq. ft. in Terminal C. Storage space in an amount to be determined will be located on the arrival level in Terminal C.
- Location 4 (retail) consisting of 1,412 sq. ft. in Terminal B. This location is currently occupied by Hudson Group/Life is Good temporary store. This location will be available upon award of the Lease subject to notice to vacate to said tenant. Currently there is no storage space provided. Approximately 450 sq. ft. of storage space located on the arrival level in Terminal C will be available when occupancy of Terminal C is permitted.

Proposers may submit proposals for more than one concept and/or more than one location or a dual concept in a single location. Proposers should rank their preferences from most preferred to least preferred location. A separate proposal must be submitted for each location bid on.

Books, news and magazines are not being solicited by this RFP and will not be considered.

PROPOSAL DEADLINE

The proposal questionnaire and other required documents must be completed and submitted by or before 2:00 p.m. on July 28, 2010, to:

County of Orange
John Wayne Airport
Eddie Martin Administration Building
3160 Airway Avenue
Costa Mesa, CA 92626
Attn: Barbara Swift

AIRPORT DESCRIPTION

John Wayne Airport serves nearly 9 million passengers a year and offers a diverse selection of major commercial airlines, commuter and regional jets, as well as a vibrant business jet and general aviation community. As Orange County's only commercial airport, JWA provides service to 17 non-stop destinations, which includes travel to major cities along the west coast, Hawaii and Newark as well as many destinations in between. Airlines currently serving John Wayne Airport are as follows: Alaska, American, Continental, Delta, Frontier, Southwest, United, US Airways and Virgin America.

Situated on 504 acres in Orange County, California, the Airport is bounded by the San Diego (405) Freeway on the north, the Corona Del Mar (73) Freeway on the south, MacArthur Boulevard on the east, and the Costa Mesa Business Complex on the west.

The existing Thomas F. Riley Terminal opened its doors on September 16, 1990. The 448,505 square foot building contains 14 loading bridges, 2 commuter terminals, four baggage carousels, two airline club lounges and a variety of food and gift concessions with convenient freeway access and parking available in three adjacent parking structures.

The historic 1985 Settlement Agreement between the County of Orange, City of Newport Beach and two community groups governed the parameters of the construction of the Thomas F. Riley Terminal as well as the current Airport Improvement Program. The Agreement was recently modified to allow for the current Airport Improvement Program to serve up to 10.8 million passengers by 2015.

HOURS OF AIRPORT OPERATION

Commercial airlines operations at John Wayne Airport begin at 7:00 a.m. (8:00 a.m. on Sundays) and continue until 11:00 p.m. Departures are scheduled no later than 9:30 p.m. daily.

AIRPORT IMPROVEMENT PROGRAM

The Airport Improvement Program is a multi-year program that includes the construction of new Terminal C, one new parking structure and updates to existing Terminals A and B with an estimated completion in late 2011.

Stage 1 (complete)

1. Build new South Remain-Over-Night (RON) aircraft parking area.
2. Stripe area for temporary passenger vehicle parking (Lot C)

Stage 2 (complete)

1. Open Parking Lot C and provide free shuttle service between parking area and the Riley Terminal.
2. Close and deconstruct parking Structure B1

Stage 3 (in progress)

1. Begin construction of new Terminal C
2. Begin construction of new 2,000+ space parking Structure C
3. Begin construction of new north and south commuter/regional facilities

Stage 4

1. Open new Terminal C
2. Open new Parking Structure C
3. Close Parking Lot C/ relocate aircraft to new South RON
4. Construct Phase 2 of Parking Structure C (when needed)

PASSENGER PROFILE

A passenger survey was completed by Strategic Consulting & Research in July 2009. Of those surveyed, 37% described their travel as business-related (including conventions, and combined business and pleasure trips), and 56% as pleasure and leisure. The complete passenger survey is available on line at www.ocair.com/newsandfacts/reports/2009JWAPassengerSurvey.pdf.

PASSENGER TRAFFIC

A monthly breakdown of passengers for the 12-month period ending February 2010 is provided below for information purposes only and should not be construed as a guarantee of business to be generated. It may be assumed that passengers were split equally between enplaned and deplaned passengers. Enplaned passenger traffic per carrier for fiscal years 1999 through 2009 is provided in Exhibit A of the Addenda.

March 2009	713,196	September 2009	709,101
April 2009	722,797	October 2009	769,373
May 2009	739,093	November 2009	700,223
June 2009	785,878	December 2009	734,285
July 2009	821,905	January 2010	651,224
August 2009	833,962	February 2010	599,114

CURRENT FOOD AND BEVERAGE CONCESSIONS

Concessionaire	Concept	Location
Host	Brioche Doree (food court)	Rotated Square
Host	Gibson Guitar Lounge	North concourse, Terminal A
Host	Snack Bar	North concourse, Terminal A, pre-security
Host	Wolfgang Puck Kiosk	North concourse, Terminal A
Host	Starbucks	North concourse, Terminal A
Host	Oasis Bar & Grill	Rotated Square
Host	Sports Page Pub	South Concourse, Terminal B
Host	Starbucks	South Concourse, Terminal B
Host	Snack Bar	South Concourse, Terminal B
Host	Wolfgang Puck Kiosk	South Concourse, Terminal B
Host	Starbucks	Rotated Square
McDonalds	Fast food	North concourse, Terminal A
McDonalds	Fast food	South Concourse, Terminal B
Creative Croissants	Coffee, sandwiches, baked goods	South Concourse, Terminal B

REPORTED GROSS RECEIPTS FOR CURRENT FOOD AND BEVERAGE CONCESSIONS
(Fiscal Year is July through June)

FISCAL YEAR	CREATIVE CROISSANTS	HOST	McDONALDS
2004 - 2005	\$1,371,936	\$12,098,186	\$5,357,714
2005 - 2006	1,374,906	13,787,520	5,398,327
2006 - 2007	1,379,189	16,705,607	5,420,202
2007 - 2008	1,416,029	17,707,369	5,567,347
2008 - 2009	1,251,314	15,274,196	5,956,391

CURRENT RETAIL CONCESSIONS

Concessionaire	Concept	Location
Hudson	News and gift	One pre-screening, one post-screening, and one news wall location in Terminal A
The Paradies Shops	News and gift	One pre-screening, one post-screening, and one news wall location in Terminal B
Caterina's Candies	Food or retail	One location in Terminal A
Sunglass Hut/Life is Good (SGH/LIG)	Sunglasses, clothing	One combined location in Terminal A
Life is Good	Clothing	Temporary kiosk in Terminal B

REPORTED GROSS RECEIPTS FOR CURRENT RETAIL CONCESSIONS
(Fiscal Year is July through June)

FISCAL YEAR	CATERINA'S	HUDSON (SGH/LIG) (opened March 2007)	LIG TEMPORARY STORE (opened Sept 2006)
2004 - 2005	\$ 796,199		
2005 - 2006	810,679		
2006 - 2007	884,958	\$ 437,592	\$398,003
2007 - 2008	1,026,848	1,185,626	558,453
2008 - 2009	801,784	784,303	442,237

FIVE-YEAR PASSENGER COUNT HISTORY

Calendar Years January through December

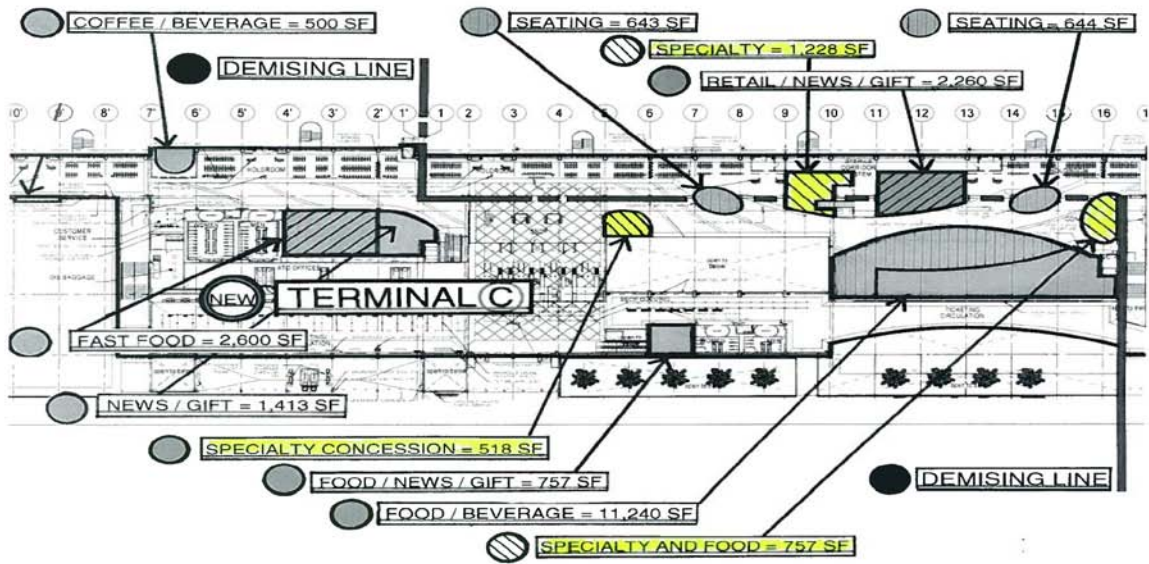
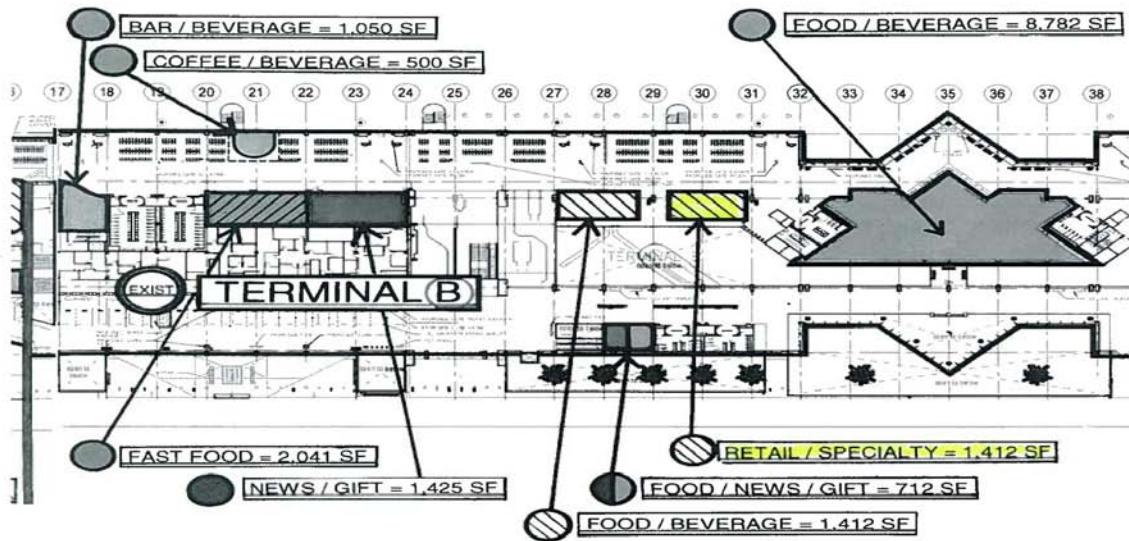
Passenger Count	2005	2006	2007	2008	2009
Enplaned Passengers	4,821,499	4,814,108	4,989,018	4,492,626	4,336,168

Projected enplanements for FY 2009-2010 (July to June) are 4.35 million.

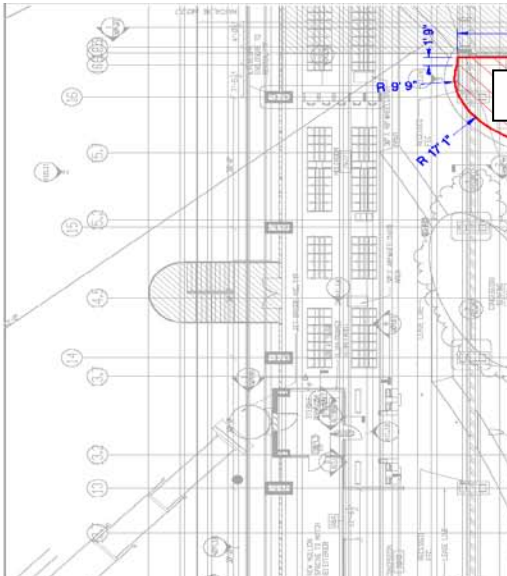
DESCRIPTION AND LOCATION

The four specialty store locations on the airside departure level are highlighted on the maps on page 6. There will be storage space for the specialty concessions in Terminal C on the arrival level in specific locations to be determined.

The approximate dimensions of Specialty Concession Locations 1, 2, 3 and 4 are shown on pages 7 and 8.



**SPECIALTY CONCESSION LOCATIONS MAP
TERMINAL C**



757 SF

LOCATION 3
(food & beverage)

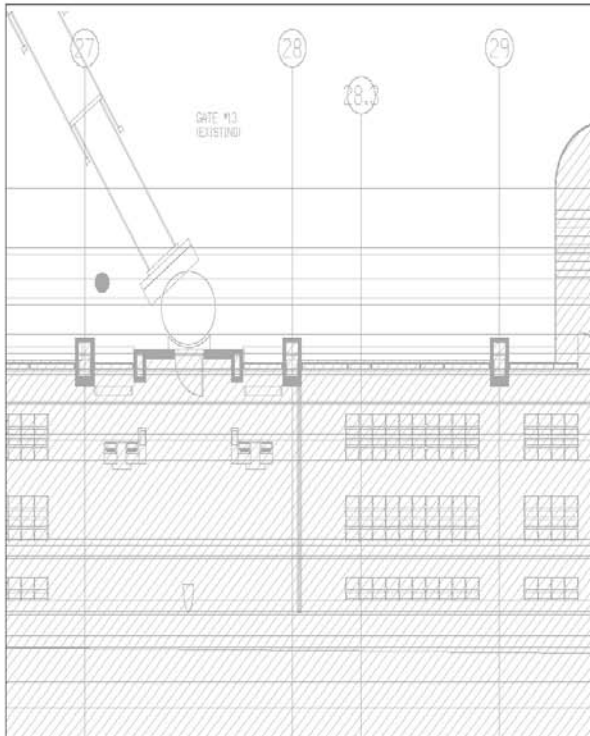
1,228 SF

LOCATION 2
(retail or
food & beverage)

518 SF

LOCATION 1
(retail)

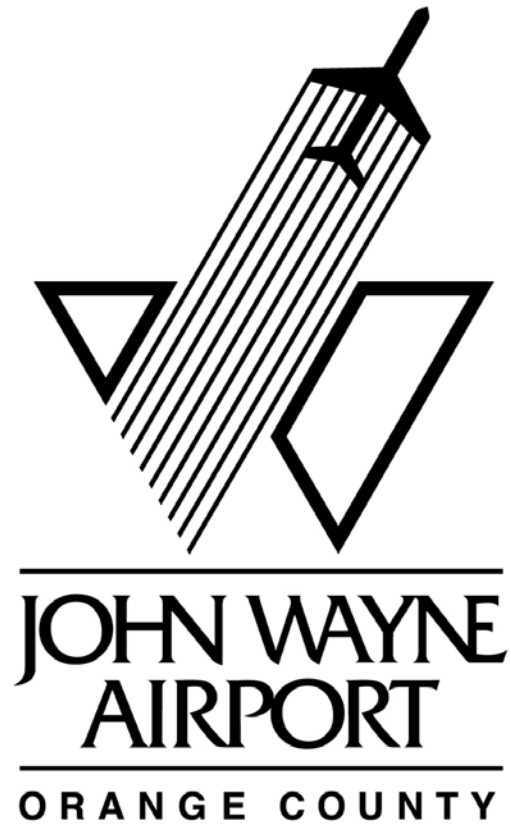
**SPECIALTY CONCESSION LOCATIONS MAP
TERMINAL B**



1,412 SF

LOCATION 4
(retail)

II. PROPOSAL OVERVIEW



PROPOSAL OVERVIEW

Proposers shall propose to sell the following specialty items with a specific theme identified in an overall concept. Proposers may submit a dual or multiple concept for a single store, but must submit a separate proposal for each store. County understands that there will be some product overlap at stores within the terminals, but desires to minimize overlap in order to maintain a healthy sales environment for all concessionaires while providing first-class shopping and services to Airport customers. The items include but are not limited to the following:

Specialty (retail) for Locations 1, 2 and 4:

- Travel accessories (cameras, toiletries and related items)
- Fashion apparel, sports apparel and accessories
- Jewelry, watches, purses and accessories
- Personal care products for men and women, fragrances or cosmetics
- Electronics products and accessories (hand held electronic games, computer-related accessories, batteries, cell phone accessories, PDAs)

Specialty (food & beverage) for Locations 2 and 3:

- Frozen yogurt, gourmet bakery and desserts
- Multicultural/ethnic food choices
- Variety of sandwiches, wraps, salads, salad bar, health foods
- Wine bar, food and retail wine sales

The following items are not permitted:

- Reading materials such as magazines, newspapers, books and book accessories, e.g. bookmarks, book bags, audiobooks, book lights, etc., reading glasses
- Sale or use of tobacco products

The Airport reserves the right to restrict or prohibit the sale of those items which, in the opinion of the Airport, are not in the public interest, or which might compete unfairly with other Terminal concessions. Tenant also agrees not to conduct or permit to be conducted any public or private nuisance (as defined in C.C. 3479) in, on or from the Leased Premises, or to commit or permit to be committed any waste in, on or from the Leased Premises.

PRICING

Prices of items provided for sale shall not exceed one hundred and ten percent (110%) of the prices found in comparable stores in the Orange County area.

RATING CRITERIA FOR SPECIALTY CONCESSION

<u>Criteria</u>	<u>Weight</u>
Proposed Rent	20%
• Minimum Annual Guarantee (Minimum of \$100,000 for retail and \$150,000 for food & beverage) • Percentage of Gross Receipts [Minimum of 12% for retail; 12% for food & beverage (18% for alcoholic beverages)] • 3-Year Pro Forma Income Statement	
Experience and Qualifications	20%
• Number of years in operation • Last FY revenue for each airport location • General manager experience and qualifications • Operation Plan for hiring and training employees • References	
Financial Viability and Background Data	15%
• Audited/Unaudited Balance Sheet & Income Statements for last three fiscal years prepared by a CPA • Bankruptcy involving company and/or principals • Pending litigation involving company and/or principals	
Store Concept	25%
• Store mix and detailed concept descriptions (relevance to Orange County) • Brand and product descriptions • Menu / product list • Menu / product price list	
Improvement Plan	20%
• Detailed conceptual plans, location, quality and design, layout, materials • Store themes and signage • Total amount of capital investment including construction cost per square foot • Concession refurbishment and proposed capital investment	
Total	100%

CONCESSION CONSTRUCTION REQUIREMENTS

It is the goal of John Wayne Airport to facilitate the highest concession standards by establishing an atmosphere that enhances overall passenger satisfaction, and increases the operational and economic performance of the concessions.

Proposer shall construct, equip and complete the capital improvements for the concession locations included within this RFP in accordance with the Tenant Design Guidelines and Plans approved by County. Proposers can view or obtain a copy of John Wayne Airport's Tenant Design Guidelines at <http://www.ocair.com/businessandemployment/RFPsRFQs/TenantDesignStandards.pdf>. A minimum of Two Hundred and No/100 Dollars (\$200.00) per square foot in capital improvement costs must be expended for the development of construction and installation of the capital

improvements in each concession location. Proposer is responsible for all finish work inside the concession locations subject to the term of the Lease for the applicable concession, including but not limited to, shelving, counters, interior design and utility hook-ups to the electrical and plumbing stub outs installed by County. Notwithstanding the foregoing, however, each Proposer has the ultimate responsibility for ensuring that all concession locations leased to Proposer are open and operating in a first class manner as required under the Specialty Concession Lease.

CONCESSION REFURBISHMENT

The successful Proposer must complete concession refurbishments of its concession locations subject to the terms of the Specialty Concession Lease. The successful proposer shall expend no less than \$75.00 per square foot per concession location. Proposer has the ultimate responsibility for ensuring that all concession locations leased to Proposer are open and operating in a first class manner as required under the Lease during concession refurbishments. County requires that a reasonable variety of merchandise or food and beverages be available to all Airport users during concession refurbishments.

AIRPORT CONCESSION DISADVANTAGED BUSINESS ENTERPRISE (ACDBE) PARTICIPATION

Requirements of 49 CFR Part 23, Disadvantaged Business Enterprise Program

- A. **Policy** - It is the policy of the John Wayne Airport under the direction of its governing body, the Orange County Board of Supervisors, to promote the objectives of the Department of Transportation with respect to the participation of Airport Concession Disadvantaged Business Enterprises (ACDBEs) in DOT-assisted contracts. This policy has been formulated to comply with 49 CFR Part 23. The objectives of the program are as follows:
- (a) To ensure nondiscrimination in the award and administration of contracts;
 - (b) To create a level playing field on which ACDBEs can compete fairly for contracts;
 - (c) To ensure that the ACDBE program is narrowly tailored in accordance with applicable law;
 - (d) To ensure that only firms that fully meet DOT eligibility standards are permitted to participate as ACDBEs;
 - (e) To help remove barriers to the participation of ACDBEs in contracts;
 - (f) To assist the development of firms that can compete successfully in the marketplace outside the ACDBE program; and
 - (g) To provide appropriate flexibility in establishing and providing opportunities for ACDBEs.
- B. **ACDBE Goal** - John Wayne Airport has not established an ACDBE contract goal for this opportunity but has established a race-neutral goal of 13.6% for the airport's specialty concession operations and encourages participation by firms owned and controlled by socially and economically disadvantaged persons.

This opportunity has been established as a set-aside for small retail and/or food/beverage businesses. For purposes of the John Wayne Airport Small Business Concession Set-Aside Program, a small retail and/or food/beverage business is defined as a for-profit business, engaged in the sale of retail or food/beverage items to the public and whose gross receipts, including affiliates, averaged over the firm's previous three fiscal years, do not exceed \$52.47 million.

Affiliation has the same meaning the term has in the Small Business Administration (SBA) regulations. 13 CFR Part 121, except that the provisions of SBA regulations concerning affiliation in the context of joint ventures (13 CFR Section 121.103(f)) do not apply to this program.

Except as otherwise provided in 13 CFR Part 121, concerns are affiliates of each other when, either directly or indirectly:

1. One concern controls or has the power to control the other; or
2. A third party or parties controls or has the power to control both; or
3. An identity of interest between or among parties exists such that affiliation may be found.

C. **Proposal Requirements** - Proposers who include ACDBE participants are asked to submit the following information regarding intended participation by ACDBEs:

1. The names and addresses of ACDBE firms that will participate in the contract.
2. A description of the work that each ACDBE will perform.

3. The dollar amount of participation by each named ACDBE firm listed in the proposal must be certified by the California Unified Certification Program (CUCP). In order to be certified by the CUCP, DBE firms must meet eligibility criteria as established by 49 CFR Parts 23 and 26. Proposers are required to provide proof of certification for all DBE firms listed in the proposal at the time proposals are submitted.

Firms wishing to be certified as a DBE and who are not currently certified by the CUCP must complete a certification application. To obtain an application, please visit the CUCP website http://dot.ca.gov/hq/bep/downloads/pdf/ACDBE_UCP_APPLICATION_PACKAGE_REV_04.14.09.pdf

Please allow sufficient time for the processing of the Certification Application. Contact the local certifying agency as instructed by the website to determine the length of time required for processing.

D. **Reporting Requirements** – The successful Proposer shall provide all information and reports required by the Airport and shall permit access to its books, records, accounts, other sources of information and its facilities as may be determined by the Airport to be pertinent to ascertain compliance with the regulations or directives.

E. **Set-Aside for RFP for Specialty Concessions** - Location 1 (retail) consisting of 518 square feet in Terminal C has been established as a set-aside in this RFP. Proposers bidding on Location 1 are required to submit the following in the proposal: (1) three years of tax returns for the firm and all affiliates, as defined above, evidencing that it meets the small business criteria, and (2) a statement assuring that the gross revenues of all affiliates have been included.

AMERICANS WITH DISABILITIES ACT

Tenant must comply with all ADA requirements. It is the proposer's responsibility to be aware of and comply with the applicable ADA requirements.

EXECUTION OF SPECIALTY CONCESSION LEASE

The Concession Lease must be signed and returned as part of the proposal. The format of the Concession Lease is contained in Section V of this proposal package. Following selection of a proposer by the County's Board of Supervisors, the Concession Lease will be signed by the Board upon notification from Airport staff that the County has received all items required by the Concession Lease, including evidence of insurance and security deposit.

COMMENCEMENT OF OPERATIONS

Target start date for the commencement of operation of the Specialty Concession Lease shall be the date of beneficial occupancy.

PM 1121- 360-127
John Wayne Airport
Specialty Concession

**LEASE SUMMARY
(SPECIALTY CONCESSION)**

COUNTY

County of Orange

TENANT

To be determined

USE

Operation of a specialty concession as proposed, for the sale of a particular type of product, including food and/or beverages, merchandise or services incidental to said concession.

LEASED PREMISES

Specialty concession consisting of approximately _____ sq. ft. located in Terminal B or approximately _____ sq. ft. in Terminal C airside concourse of the departure level as proposed, and storage space in an amount and location to be determined in the storage area in the arrivals level in Terminal C at John Wayne Airport.

TERM

Five (5) years commencing upon the date of beneficial occupancy.

OPTION TO EXTEND

The Lease may be extended, at Airport Director's sole discretion, for one additional 3-year period contingent upon refurbishment of the Leased Premises by TENANT.

TERMINATION

County or TENANT may terminate the Lease upon 90 days' written notice.

RENT

TENANT shall pay the greater of the Minimum Annual Guarantee as proposed, or the percentage of gross receipts as proposed.

RENT REVISION

The minimum annual rent shall be adjusted annually by the Consumer Price Index (CPI) or 85% of the annual rent paid for the preceding accounting year, whichever is greater. In no case shall the minimum annual rent be reduced by reason of such adjustment.

SECURITY DEPOSIT

The initial security deposit shall be equal to four times the estimated monthly rent as determined by Airport Director. Concurrently with the annual revision of rent, the security deposit shall be subject to adjustment to an amount equal to approximately four (4) times the estimated monthly rent.

OPERATIONAL REQUIREMENTS

A. Personnel

1. Tenant shall provide a qualified and experienced manager who is available from 8:00 a.m. to 5:00 p.m. Monday through Friday.
2. Tenant shall require employees to be properly dressed, clean, courteous and neat in appearance.
3. Tenant shall comply with all Federal and State law regarding employee hiring.
4. Tenant shall pay monthly parking fees for its employees.

B. Operation

1. Tenant's concession plan, products and pricing shall be as Tenant has proposed and approved by County and Tenant shall not make changes without first obtaining written approval of Airport Director.
2. Prices for food and beverage items or services offered shall be conspicuously displayed or printed on a menu or brochure. A price list of retail merchandise shall be kept at the Leased Premises and made available upon request. Prices shall not exceed prices approved by Airport Director.
3. Promotional advertising displays that are considered objectionable shall be removed at discretion of County.
4. Tenant shall accept major credit and debit cards for payment.
5. Tenant agrees to use recyclable materials and participate in the Airport's recycling program.
6. Tenant shall have supplies delivered only at times, and through routes and entrances, designated by Airport Director. Tenant shall utilize carts outfitted with pneumatic or gel tires. Metal or hard rubber wheels or tires are prohibited.
7. Tenant shall be responsible for charges for installation of dedicated phone lines and phone service charges, and for making all electrical, sewer, HVAC, gas and water connections to and within the Leased Premises.
8. Tenant shall immediately notify Airport Director of all citations concerning food safety or other inspection violations.

9. Tenant shall not place any unauthorized lock upon any window or door unless a key is maintained on the Leased Premises and a copy provided to Airport Director.

C. Terminal Communication Systems and Operations

1. County reserves the right to require Tenant to change over to any future Airport-wide network once installed.
2. Tenant shall not interfere with utility, heating, ventilating or air-conditioning systems.
3. Tenant shall abide by County ordinance prohibiting smoking in the terminal building.
4. Tenant shall not interfere with other tenants' use and operations at the Airport.

CONCESSION REFURBISHMENT

If the Lease is extended, TENANT shall, within one hundred eighty (180) days after the commencement of the sixth year, refurbish the store facilities at a cost of not less than the amount TENANT proposed for the refurbishment in its proposal.

ASSIGNING AND TRANSFERRING

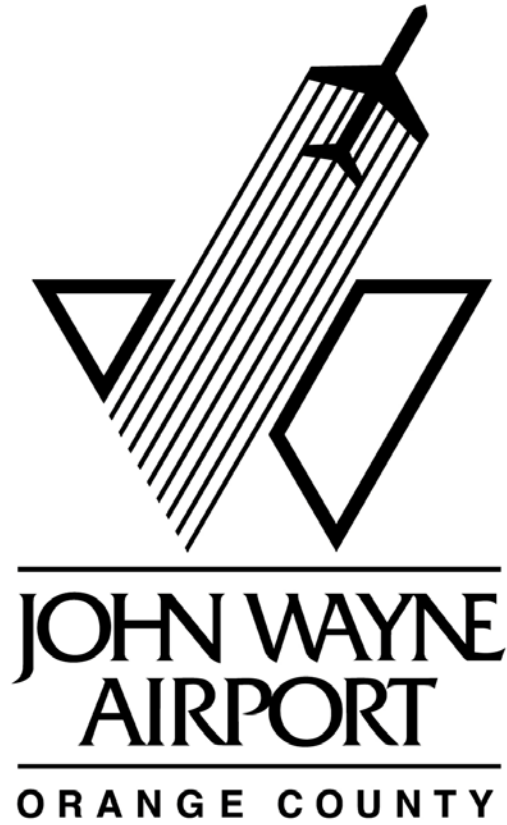
Assigning and transferring are permitted only upon prior written approval of COUNTY.

INSURANCE

The policy or policies of insurance maintained by the TENANT shall provide the minimum limits and coverage as set forth below:

<u>Coverages</u>	<u>Minimum Limits</u>
Commercial General Liability with broad form property damage, contractual liability and product liability	\$1,000,000 combined single limit per occurrence
Liquor Liability (if alcoholic beverages sold)	\$5,000,000
Automobile Liability including coverage coverage for owned, non-owned, and hired vehicles	\$1,000,000 combined single limit per occurrence
Workers' Compensation	Statutory requirements
Employers' Liability Insurance	\$1,000,000 per occurrence
Fire and Extended Coverage including contents and business income	90% of replacement costs for Tenant's constructed improvements

III. PROPOSERS' INSTRUCTIONS



INSTRUCTIONS

Please read the following "Proposers' Instructions" and "Proposer's Checklist" carefully and check your proposal package to ensure that you have in your possession all the necessary documents. The information presented in this RFP is provided solely for the convenience of proposers and other interested parties. It is the responsibility of proposers and interested parties to make sure that the information contained in this package is accurate and complete. The County or its advisors provide no assurances pertaining to the accuracy of the data in the RFP.

All proposal documents and supplementary material or information submitted shall become the property of the County of Orange. All costs associated with the preparation and submission of any proposal shall be borne entirely by the proposer. All documents submitted in connection with this RFP will remain confidential until award of the Lease(s). Upon award, said documents will be subject to the California Public Records Act (CPRA), (California Government Code Section 6250 et seq.).

SCHEDULE OF EVENTS

Proposals Requested	March 23, 2010 – July 28, 2010
Last Date to Submit Proposal Questions	Tuesday, May 18, 2010
Pre-Proposal Meeting	Tuesday, May 25, 2010
Proposals Due	Wednesday, July 28, 2010
Proposer Interviews (if necessary)	Wednesday, August 25, 2010
Airport Commission	Wednesday, October 20, 2010(tentative)
Board of Supervisors Selection of Proposer	Tuesday, November 9, 2010(tentative)
Commencement of Construction	Mid-February 2011 but no later than April 2011
Commencement of Operations	Date of Beneficial Occupancy

PROPOSAL PROCEDURE

In order to be considered for award of a Specialty Concession Lease at John Wayne Airport, you must complete and submit a signed proposal including a proposer's deposit, a proposer's questionnaire, and the signed Lease and any attachments thereto.

PRE-PROPOSAL MEETING

Those planning to submit proposals are encouraged to attend a pre-proposal meeting on Tuesday, May 25, 2010 at 1:00 p.m. County staff will be available at that time to answer questions. The meeting will be held at:

John Wayne Airport
Eddie Martin Administration Building
Airport Commission Hearing Room
3160 Airway Avenue
Costa Mesa, CA 92626

The pre-proposal meeting is not intended as a forum to renegotiate the terms and conditions of the Lease, but rather to clarify specific questions regarding the RFP process.

Proposers are encouraged to submit via e-mail, prior to May 18, 2010, any questions regarding the RFP or related documents to the attention of Barbara Swift at bswift@ocair.com.

The County of Orange will not be responsible for any oral instructions or clarification of the proposal documents or the proposal procedure. Should you find a discrepancy in, or omission from said documents or should you have a question about the RFP, you shall, not later than May 18, 2010, contact Barbara Swift, JWA/Business Development, by mail at 3160 Airway Ave., Costa Mesa, CA 92626, by FAX at (949) 252-5225, or by e-mail at bswift@ocair.com, who will thereafter, if appropriate, address the issue at the May 25, 2010, pre-proposal meeting for questions submitted prior to the meeting, and in writing in any addenda hereto.

PROPOSAL ADDENDA

After the pre-proposal meeting, a Proposal Addendum will be posted on the JWA website at <http://www.ocair.com/businessandemployment/RFPsRFQs.htm>. The Addenda will answer questions or clarify proposal issues raised at the pre-proposal meeting or through email requests received prior to the pre-proposal meeting.

PROPOSAL DEPOSITS

A proposer's deposit in the amount of \$10,000 must accompany your proposal. The deposit must be in the form of a Cashier's Check made payable to County of Orange/John Wayne Airport or through a wire transfer of funds to County of Orange/John Wayne Airport. To wire transfer funds to the County of Orange/John Wayne Airport, please contact Lisa Kawashima, JWA Accounting at 949/252-5218 or via email at lkawashima@ocair.com. **The \$10,000 proposer's deposit or confirmation of wire transfer of funds must accompany your proposal or your proposal will be rejected.** The deposit will be held by County as a proposal guarantee securing the obligations proposer agrees to assume in this proposal.

Upon execution of the Specialty Concession Lease(s) by the County Board of Supervisors, the deposits submitted by all proposers will be returned.

Should the successful proposer(s) fail to meet the conditions of or enter into the Specialty Concession Lease(s), the proposer's deposit shall be retained by the County, not as a penalty, but as consideration for County's costs to solicit proposals. However, County's retention of said deposit shall not preclude recovery by County of any amount over and above said sum for damages sustained by the County by reason of such failure or refusal.

If the County's Board of Supervisors so desires, it may thereafter, at a regular or special meeting of the Board, award a Specialty Concession Lease to the next highest rated responsible and qualified proposer as determined by said Board, solicit new proposals, or take such other action as the Board deems appropriate, at said Board's absolute and sole discretion.

FORMAT OF PROPOSAL

The proposal must be submitted on the proposal form contained in Section IV herein and is to be tabbed and bound. All information that does not fit on the form shall be included in the back of the proposal, properly labeled and tabbed for ease of review by the evaluation committee.

The proposal should be prepared simply and economically, providing a straightforward, concise description of capabilities to satisfy the requirements of the RFP. Emphasis should be on completeness and clarity of content with sufficient detail to allow for accurate evaluation and comparative analysis. Proposal responses must contain a table of contents, followed by the proposal questionnaire, required statements, references, and signed Lease contained in Section V, Addenda, etc. ("Proposal"), and must be tabbed in the order shown under the Rating Criteria for Specialty Concession as follows:

- Tab 1. Signed proposal, proposed rent, questionnaire and deposit
- Tab 2. Experience and qualifications
- Tab 3. Financial viability and background data
- Tab 4. Store Concept
- Tab 5. Improvement Plan
- Tab 6. Signed Concession Lease

PROPOSAL SUBMITTAL

Written proposals must be submitted on County proposal forms. Proposals shall not be submitted via facsimile (fax) or via email. Proposals shall be submitted in enclosed sealed envelopes prominently marked **SEALED PROPOSAL**, and must contain the following information on the outside of the envelope:

Specialty Concession Lease
John Wayne Airport
PM 1121-360-127

Sixteen (16) full sets of your written proposal along with your Proposer's Deposit check or Wire Transfer Confirmation must be delivered before 2:00 p.m., July 28, 2010. No proposal shall be accepted beyond this time and date regardless of reason. Proposals shall be delivered to:

County of Orange/John Wayne Airport
Eddie Martin Administration Building
3160 Airway Avenue
Costa Mesa, CA 92626
Attention: Barbara Swift/JWA Business Development

Hand-delivered proposals must be delivered to the John Wayne Airport receptionist located in the reception area at the above address. The receptionist will date and time stamp all proposals delivered in this manner and provide a receipt upon request. DO NOT hand deliver proposals to any other location at John Wayne Airport.

The original signature copy is to be clearly marked as "ORIGINAL" on the outside cover and contain **original ink signatures**. All copies should be clearly marked "COPY".

PROPOSAL OPENING

Proposals will be opened at the Eddie Martin Administration Building on July 28, 2010 at 2:00 p.m. Airport staff will open the proposals, read the names of the proposers, and verify that a proposal deposit of \$10,000 is included. No other information will be read or made public at that time.

PROPOSAL REVIEW AND EVALUATION

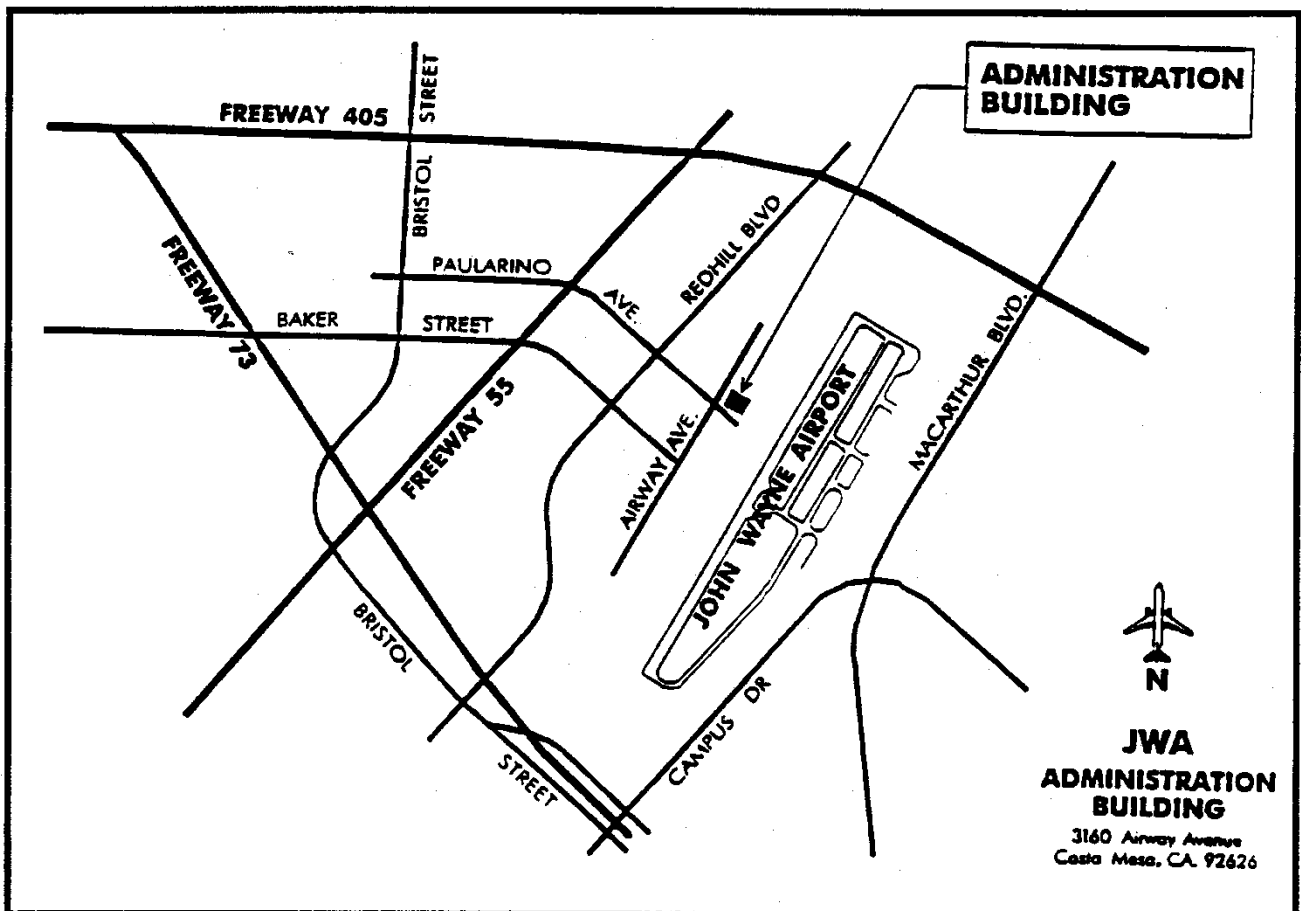
Dependent upon staff recommendation, the evaluation process may include more than one committee rating process. All proposals will be reviewed by a proposal evaluation committee or committees composed of members of John Wayne Airport staff, which may include representatives from several departments, including Administration, Operations, Facilities, Business Development, Finance, and may include one or more members of the general public.

The evaluation committees' recommendation will be advisory to the Board of Supervisors. It is the County's intent to award the Lease(s) to the most qualified and responsible proposers who provide the best overall proposals. County, at its discretion, reserves the right to waive any procedural irregularity or immaterial defects in proposals which County deems do not warrant rejection of a proposal. Such waiver shall not relieve proposer of complying with the terms and conditions of the RFP or the Lease.

The evaluation committees' recommendations will be based on the overall proposal submitted. Rating criteria will include the Rating Criteria contained herein and on the Proposal Evaluation Form contained in Section V, Addenda, of this proposal package.

PRE-PROPOSAL MEETING AND PROPOSAL SUBMITTAL LOCATION MAP

John Wayne Airport
Eddie Martin Administration Building
Airport Commission Hearing Room
3160 Airway Avenue, Costa Mesa, CA 92626



DIRECTIONS:

From the southbound 405 Freeway

Take the Bristol Street Exit
Turn right on Bristol Street
Turn left on Paularino Avenue
After Paularino crosses Airway Avenue (4-way stop)
Turn left into the parking lot behind the building

From the northbound 405 Freeway

Transition to the 55 Freeway south
Take the Baker Street Exit
Turn left on Paularino Avenue
After Paularino crosses Airway Avenue (4-way stop)
Turn left into the parking lot behind the building

From the southbound 55 Freeway

Take the Baker Street Exit
Turn left on Paularino Avenue
After Paularino crosses Airway Avenue (4-way stop)
Turn left into the parking lot behind the building

From the northbound 55 Freeway

Take the Baker Street Exit
Turn right on Paularino Avenue
After Paularino crosses Airway Avenue (4-way stop)
Turn left into the parking lot behind the building

PROPOSER INTERVIEWS

Proposer interviews may be held by the proposal evaluation committee. Interviews will only be held if the committee desires to clarify items contained in a proposal. Presentations by proposers will not be permitted. If you are not invited to an interview, this does not mean your proposal has been eliminated from selection. Interviews, if any, are tentatively scheduled for August 25, 2010. If you are being scheduled for an interview you will be notified by telephone of the specific time and location of your interview.

PROPOSER SELECTION

John Wayne Airport will supervise analysis of all proposals received and return to the Board of Supervisors with the evaluation committee's ranked slate of proposers and recommendations for the selection of proposer(s) to be awarded specialty concession lease(s). It is the County's intent to award Specialty Concession Lease(s) to the most qualified and responsible proposer(s).

The County reserves the right to award Specialty Concession Lease(s) to other than the evaluation committee's top ranked proposer, to reject any or all proposals, to cause re-soliciting of the proposals, or to take such other course of action as the County deems appropriate at the County's sole and absolute discretion.

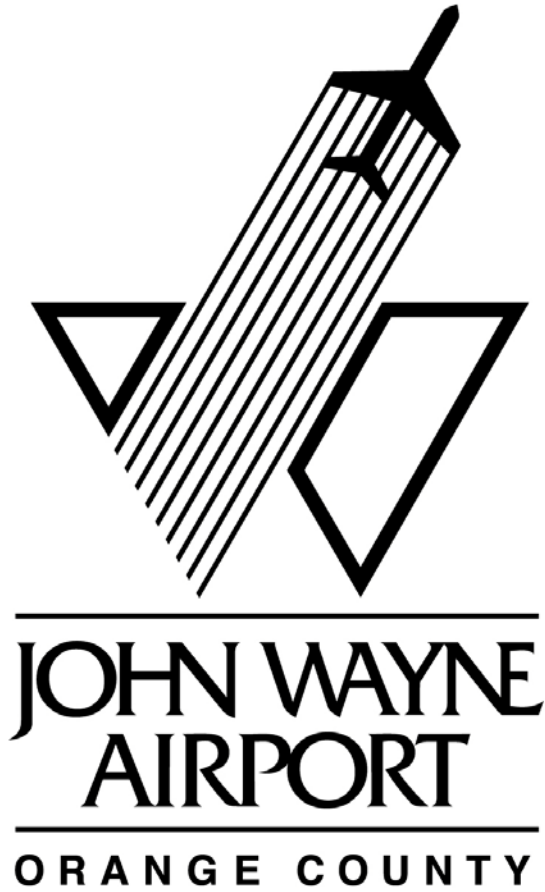
Although not intended to be an exhaustive list of causes for disqualification, any one or more of the following may be considered sufficient for the disqualification of a proposer and the rejection of the proposal:

1. Evidence of collusion among proposers.
2. Conditional or incomplete submittal of proposal or other requested information.
3. Submittal of proposal in a format or order other than requested.
4. Non-submittal of proposer's deposit.
5. Insufficient evidence of business skills or financial resources necessary to operate the Specialty Concession Lease successfully as revealed by either financial statements or experience.
6. Insufficient evidence of responsibility as shown by past work, references, or other factors.
7. Default or termination of other contracts or leases.
8. Omission, inaccuracy, misstatement, or failure to file any portion of the proposal and signed Lease with the proposal.
9. Nondisclosure of prior or pending litigation matters.
10. Other causes as the County deems appropriate at the County's sole and absolute discretion.

The County's determination as to whether the proposer is qualified and responsible will be based on the information furnished by the proposer in the Proposer's Questionnaire as well as from other sources determined to be valid by the County. Award will not be made until after such investigations as are deemed necessary, are made by the County regarding the experience and financial responsibility of the proposer, which investigation each proposer agrees to permit by submitting a proposal.

NOTE: Please notify your business references, in writing, that John Wayne Airport staff will be contacting them concerning the financial and experience information furnished with your proposal.

IV. PROPOSAL FORM



PROPOSAL (Tab 1)

PM 1121- 360-127
John Wayne Airport
Specialty Concession Lease

PROPOSER:

Name: _____

Address: _____

_____ Zip Code: _____

Telephone No: () _____ Fax No: () _____ Email: _____

THIS IS A PROPOSAL FOR A SPECIALTY CONCESSION LEASE AT JOHN WAYNE AIRPORT.

The undersigned, hereinafter referred to as "PROPOSER", hereby submits a proposal to COUNTY OF ORANGE, hereinafter referred to as "COUNTY", to operate a specialty concession as more fully described in the Lease attached hereto and made a part hereof, in accordance with the terms, covenants and conditions contained in said Lease.

PROPOSER shall pay to County as rent under the Lease the Minimum Annual Guarantee proposed as set forth below:

PROPOSED RENT:

Minimum Annual Guarantee: \$ _____ % In words: _____
(Minimum of \$100,000 for retail sales or services and \$150,000 for food & beverage)

Percentage of gross receipts: _____ % In words: _____
(Minimum of 12% for retail sales or services and food & beverage)

Percentage of gross receipts: _____ % In words: _____
(Minimum of 18% for alcoholic beverages)

PROPOSER understands, agrees, and warrants that:

1. PROPOSER has carefully read and fully understands this proposal and the Lease both of which are attached hereto.
2. Said Lease is an integral part of this proposal and must be signed and submitted herewith.
3. PROPOSER has the capability and legal capacity to successfully undertake and complete the responsibilities and obligations contained in the RFP and said Lease.
4. A PROPOSER's Deposit in the sum of Ten Thousand Dollars (\$10,000) in the form of a Cashier's Check made payable to County of Orange/John Wayne Airport or confirmation of a wire transfer of funds to County of Orange/John Wayne Airport must be submitted with this proposal and is attached hereto.

SAID SUM WILL BE HELD BY COUNTY AS A PROPOSAL GUARANTEE, SECURING THE OBLIGATIONS PROPOSER AGREES TO ASSUME IN THIS PROPOSAL. IN EVENT ALL PROPOSALS ARE REJECTED, PROPOSERS' DEPOSITS WILL BE RETURNED. IF THIS PROPOSAL IS ACCEPTED BY COUNTY AND PROPOSER FAILS TO MEET THE TERMS HEREOF, PROPOSER AGREES THAT SAID SUM REPRESENTS A FAIR AND REASONABLE ESTIMATE OF COUNTY'S COST IN PREPARING AND SOLICITING THIS OFFERING, AND PROPOSER FURTHER AGREES THAT SAID SUM SHALL BE RETAINED BY COUNTY AS COMPENSATION FOR SAID COSTS. UPON EXECUTION OF THE LEASE, PROPOSERS' DEPOSITS WILL BE RETURNED.

5. This proposal may be withdrawn by written request at any time prior to the time set for opening the proposals for the Lease but may not be withdrawn after the time set for such opening. Such written requests must be received by the COUNTY prior to the time set for the opening of the proposal.
6. Within five (5) business days after notification of the acceptance of this proposal by COUNTY, if requested by COUNTY, PROPOSER shall execute additional copies of said Lease and deliver to COUNTY the executed copies of said Lease.
7. PROPOSER has fully completed the PROPOSER'S Questionnaire, and attached the completed questionnaire hereto. The PROPOSER'S Questionnaire is made a part hereof together with all supplemental material required therein.
8. All information provided by PROPOSER herein becomes the property of the COUNTY of Orange and may be considered public information and, as such, may be available to the general public.
9. By submission of this proposal, the PROPOSER acknowledges and agrees that the COUNTY has the right to make any inquiry or investigation it deems appropriate to substantiate or supplement information contained in this questionnaire, and authorizes the release to COUNTY of any and all information, including credit data, sought in such inquiry or investigation.
10. All the information contained in or supplementing said questionnaire is true and correct to the best of PROPOSER's knowledge.
11. COUNTY reserves the right to reject any or all proposals, to waive information in any proposal received, and to accept that proposal which will, in its opinion, best serve the public interest.

PROPOSER

By _____
(Signature)

By _____
(Signature)

ATTACHMENTS

Attachments to the proposal include the following, which must be returned with the proposal:

- ☐ 1. One (1) Original Proposal (signed and clearly marked "ORIGINAL") plus fifteen (15) full copies (Please identify "Original" as such). The proposal must include:
 - ☐ a. Table of Contents and Proposal tabbed according to categories shown under "RATING CRITERIA FOR SPECIALTY CONCESSION LEASE"
 - ☐ b. Signed Proposer's Questionnaire (including attachments)
 - ☐ c. Signed Specialty Concession Lease
- ☐ 2. Proposer's Deposit in the amount of Ten Thousand Dollars (\$10,000) in the form of a:
 - ☐ a. Cashier's Check payable to County of Orange/John Wayne Airport, or
 - ☐ b. Confirmation of a wire transfer of funds to the County of Orange/John Wayne Airport

(The cashier's check or evidence of wire transfer should be included in the original proposal.)

PROPOSER'S QUESTIONNAIRE

All information requested in this Questionnaire **MUST** be furnished by the PROPOSER and submitted with the proposal. Statements must be complete and accurate. Omission, inaccuracy, or misstatement may be cause for rejection of a proposal.

1. Name of Proposer exactly as it will appear on the Concession Lease:

2. Federal Tax ID Number (If Applicable): _____

3. Address of Proposer for purposes of notice or other communication relating to the Lease:

- A. Corporate Contact: _____

Address: _____

Telephone Number: (____) _____ Fax Number: (____) _____

E-mail Address: _____

- B. Local Contact: _____

Address: _____

Telephone number: (____) _____ Fax Number: (____) _____

E-mail Address: _____

4. Proposer intends to operate the business with which this proposal is concerned as a

Sole Proprietorship ☐; Partnership ☐; Corporation ☐; Joint Venture ☐; LLC ☐; or:

Explain:

SOLE PROPRIETORSHIP STATEMENT

If a sole proprietorship, provide the following:

1. Name in full _____
2. Residence Address: _____
_____ Zip Code: _____
3. Business Address: _____
_____ Zip Code: _____
4. Birth Date: _____ Place of Birth: _____

PARTNERSHIP STATEMENT

If a partnership, provide the following:

1. Date of Organization

2. ☐ General Partnership
☐ Limited Partnership

3. Statement of Partnership recorded? Yes ☐ No ☐

Date Book Page County

4. Has the partnership done business in Orange County? Yes ☐ No ☐

When? _____

Name, address, and partnership share of each general partner:

	<u>Name</u>	<u>Residence Address</u>	<u>Share</u>
A.	_____	_____	_____ %
B.	_____	_____	_____ %
C.	_____	_____	_____ %
D.	_____	_____	_____ %

5. Attach a complete copy of the Statement of Partnership and the Partnership Agreement.

6. Furnish the following for each person shown under Item 4 above.

	<u>Birth Date</u>	<u>Place of Birth</u>
A.	_____	_____
B.	_____	_____
C.	_____	_____
D.	_____	_____

LIMITED LIABILITY COMPANY STATEMENT

1. Provide an organizational chart for the LLC and a diagram showing its relationship to any other related corporations, limited liability companies or related organizations.
2. Furnish the information as shown below for the Corporation Statement as appropriate for a limited liability company including when and where formed, the number of voting units, non-voting units, and number of unit holders. Include the requested information regarding each manager, managing member and principal unit holder.
3. Provide copy of LLC membership agreement.

CORPORATION STATEMENT

If a corporation, provide the following:

1. When incorporated? _____
2. Where incorporated? _____
3. Is the corporation authorized to do business in California? Yes ☐ No ☐

If so, as of what date? _____

4. The corporation is held: Publicly ☐ Privately ☐

5. If publicly held, how and where is the stock traded?

6. List the following:

	<u>Authorized</u>	<u>Issued</u>	<u>Outstanding</u>
a. Number of voting shares:	_____	_____	_____
b. Number of nonvoting shares:	_____	_____	_____
c. Number of shareholders:	_____	_____	_____
d. Value per share of common stock:			
Par	\$	_____	
Book	\$	_____	
Market	\$	_____	

CORPORATION STATEMENT (continued)

7. Provide the name, title, residence address, and the number of voting and nonvoting shares of stock held by each officer, director, and principal shareholder.

<u>Name</u>	<u>Title</u>	<u>Residence Address</u>	<u>Voting</u>	<u>Nonvoting</u>
A. _____	_____	_____	_____	_____
B. _____	_____	_____	_____	_____
C. _____	_____	_____	_____	_____
D. _____	_____	_____	_____	_____

8. Furnish the birth date, place of birth and California Driver's License Number for each person shown under Item 7 above.

<u>Birth Date</u>	<u>Place of Birth</u>
A. _____	_____
B. _____	_____
C. _____	_____
D. _____	_____

9. Furnish Corporate Resolution indicating parties authorized to contract on behalf of the corporation. Corporate Resolution must contain corporate seal and be certified by the Secretary of the corporation.

10. Affiliation with Other Corporations. Have the principals of the proposing corporation been part of any other corporations as corporate officers, holders of 51% or more of the stock or directors within the last 5 years? If so, furnish name of principal as listed with other corporations, name of the other corporation including any dba names, the date of incorporation, position and percentage of stocks held.

<u>Principal</u>	<u>Name of Corporation</u>	<u>Date of Incorporation</u>	<u>Percentage of Stock And /or Position Held</u>
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

JOINT VENTURE STATEMENT

If a joint venture, answer the following:

1. Date of Organization _____
2. Yes [] No [] Joint Venture Agreement recorded?
3. Yes [] No [] Has the Joint Venture done business in Orange County?
When? _____
4. Name and address of each Joint Venturer:

Name

Address

- A. _____
- B. _____
- C. _____
- D. _____

5. Furnish the birth date and place of birth for each person shown under Item 4 above.

Birth Date

Place of Birth

- A. _____
- B. _____
- C. _____
- D. _____

6. Attach a complete copy of the Joint Venture Agreement.

REFERENCES

List four (4) persons or firms for whom you have operated a specialty concession during the last five (5) years. Attach additional sheets if necessary.

REFERENCE No. 1

Name: _____

Title: _____

Firm: _____

Address: _____

_____ Zip: _____

Telephone: (____) _____ Fax: (____) _____

Nature and magnitude of operation:

REFERENCE No. 2

Name: _____

Title: _____

Firm: _____

Address: _____

_____ Zip: _____

Telephone: (____) _____ Fax: (____) _____

Nature and magnitude of operation:

REFERENCES

REFERENCE No. 3

Name: _____

Title: _____

Firm: _____

Address: _____

_____ Zip: _____

Telephone: (____) _____ Fax: (____) _____

Nature and magnitude of operation:

REFERENCE No. 4

Name: _____

Title: _____

Firm: _____

Address: _____

_____ Zip: _____

Telephone: (____) _____ Fax: (____) _____

Nature and magnitude of operation:

REFERENCES

List two (2) persons or firms who have knowledge of your debt payment history.

Attach additional sheets if necessary.

REFERENCE No. 1

Name: _____

Title: _____

Firm: _____

Address: _____

_____ Zip: _____

Telephone: (____) _____ Fax: (____) _____

Nature and magnitude of operation:

REFERENCE No. 2

Name: _____

Title: _____

Firm: _____

Address: _____

_____ Zip: _____

Telephone: (____) _____ Fax: (____) _____

Nature and magnitude of operation:

EXPERIENCE AND QUALIFICATIONS (Tab 2)

Relevant Experience

Describe in detail the duration and extent of your business experience with special emphasis upon experience with management and operation of a specialty concession at an airport or other similar high traffic environment. Also give information on the relevant experience of the persons who will be directly involved in the management of the concession. A minimum of five (5) years' experience successfully managing and operating a specialty concession with substantial customer traffic is required.

Include information about previous or current airport locations where you operate a similar concession and provide the last fiscal year revenues for each location.

Attach additional sheets if extra space is required.

FINANCIAL VIABILITY AND BACKGROUND DATA (Tab 3)

- Financial Standing / Going Concern

Attach financial statements prepared in accordance with generally accepted accounting principles, reflecting your current financial condition. The statement must include a balance sheet and income statement for the last three fiscal years, prepared by an independent Certified Public Accountant. You must be prepared to substantiate all information shown. If you submit reviewed or compiled balance sheet and income statements, the information will be considered unverified and more weight will be given to an audited statement.

- Surety Information

Has the company or any principal of the company ever had a bond or surety canceled or forfeited? Yes ☐ No ☐

If yes, attach a statement naming the bonding company, date, amount of bond, and reason for such cancellation or forfeiture.

- Bankruptcy Information

Has the company or any principal of the company or any business with which a principal has been involved, ever filed bankruptcy? Yes ☐ No ☐

If yes, state date, court jurisdiction, amount of liabilities, and amount of assets and disposition of the proceedings.

- Felony Information

Has any principal of the company ever been convicted of a felony? Yes ☐ No ☐

If yes, state date, court location, and details of the conviction.

- Prior Litigation

Disclose all litigation, mediation or arbitration with public entities (including but not limited to cities, counties, municipalities and districts) in California since January 1, 2002.

- Pending Litigation

Attach detailed information regarding any litigation, liens, or claims involving the company in this proposal that could materially impact the company's ability to perform under the Specialty Concession Lease.

Note: Failure to disclose all relevant information shall be grounds for disqualification of a proposer.

Three-Year Pro Forma Income Statement

Proposers are required to submit a detailed pro-forma income statement reflecting the revenue and expenses related to the specialty concession lease three-year projection. The pro-forma income statement will be evaluated with respect to its ability to support the proposed fees and the proposed capital investment. Revenue should detail gross receipts from all revenue categories.

Expenses should detail each item of expense, including but not limited to salaries and benefits, maintenance, janitorial services, cleaning supplies, insurance, depreciation, debt service, etc. Specific details should be given regarding what is included in the categories "general and administrative expenses" and "other expenses".

Please provide any other financial information which you feel will be helpful in evaluating your ability to successfully operate a specialty concession at John Wayne Airport.

Attach additional sheets if extra space is required.

STORE CONCEPT (Tab 4)

Include the following information:

- Store mix and detailed concept descriptions (relevance to Orange County) describing how concept will provide quality products or services, value and diversity of choice for the customer
- Brand and product descriptions
- Menu / product list
- Menu / product price list

IMPROVEMENT PLAN (Tab 5)

Include the following information for each location:

- Floor plan and rendering that shows the design of the store and signage in the terminal as well as any modifications or new construction you intend to make to the existing location. Include any plumbing and electrical requirements as well as any dedicated telephone lines required. The successful proposer will be required, within 60 days of completion of any construction, to provide "As Built Drawings" and CAD diskette. You should advise your architect as soon as possible of this important requirement.
- A detailed estimate of construction costs of the proposed improvements. Identify design costs and trade fixture costs. Provide the total amount of the capital investment including construction cost per square foot. (This amount will be used as the minimum cost of improvements in the Lease.)
- Provide a construction completion and open for business schedule
- Concession refurbishment plan and proposed capital investment

OTHER INFORMATION

Please provide an organizational chart and any other information you feel will be helpful in evaluating your ability to operate a specialty concession at John Wayne Airport.

V. ADDENDA

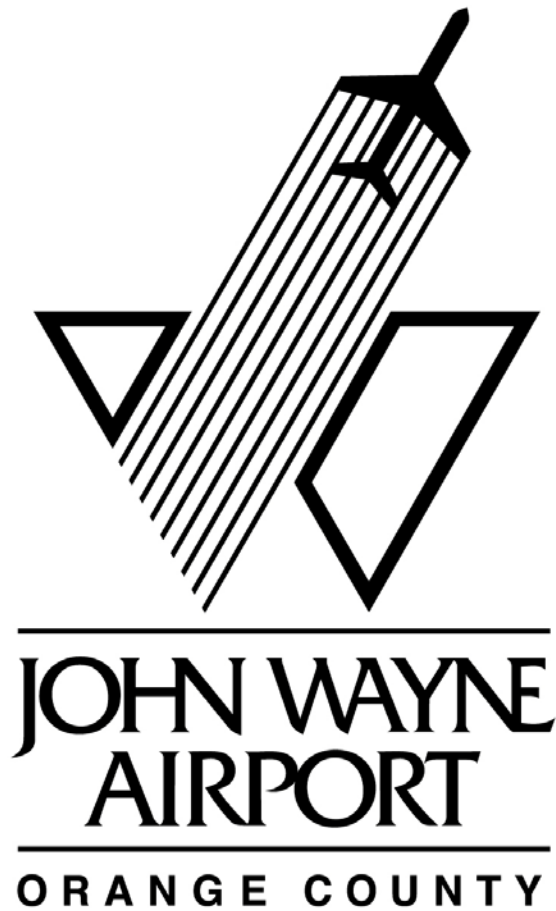


EXHIBIT A **HISTORICAL ENPLANED PASSENGER COUNTS FOR COMMERCIAL AND COMMUTER** **AIRLINES**

Commercial Airlines

Airline	1999- 2000	2000- 2001	2001- 2002	2002- 2003	2003- 2004	2004- 2005	2005- 2006	2006- 2007	2007- 2008	2008- 2009
Alaska	416,706	467,250	462,196	518,435	530,585	569,483	585,688	570,982	562,892	379,240
Aloha	-	9,557	75,750	82,556	137,147	145,194	169,574	164,555	119,413	-
America West	478,057	472,879	467,921	404,660	419,390	416,597	465,608	468,521	-	-
American	890,413	860,344	745,086	719,611	682,490	671,419	681,060	735,121	722,305	618,045
Continental	196,236	199,048	190,380	194,916	225,341	248,514	270,895	286,553	294,187	280,839
Delta	325,553	319,848	304,300	338,511	372,682	417,672	363,361	343,966	338,519	375,060
Frontier	-	-	-	-	66,678	86,280	93,308	103,025	146,412	141,110
Mesa	-	-	-	-	25,118	69,550	38,346	38,685	32,463	28,634
Midwest	-	-	-	-	22,380	21,690	-	-	-	-
Northwest	161,092	145,514	140,255	147,080	148,331	150,155	126,479	108,833	104,636	110,741
Reno Air	95,101	-	-	-	-	-	-	-	-	-
Southwest	465,511	490,145	647,158	856,631	1,022,268	1,109,199	1,169,368	1,343,830	1,305,570	1,308,543
Transworld	106,788	109,471	38,298	-	-	-	-	-	-	-
United	627,888	590,768	507,268	538,224	585,622	609,371	575,351	566,620	516,946	437,292
US Airways	63,940	68,386	72,376	66,169	12,101	-	-	-	422,175	359,471
Virgin America	-	-	-	-	-	-	-	-	-	15,796
Totals:	3,827,285	3,733,210	3,650,988	3,866,793	4,250,133	4,515,124	4,539,038	4,730,691	4,565,518	4,054,771

Commuter Airlines

Airline	1999- 2000	2000- 2001	2001- 2002	2002- 2003	2003- 2004	2004- 2005	2005- 2006	2006- 2007	2007- 2008	2008- 2009
American Eagle	-	-	-	74,592	128,827	126,544	159,902	119,256	120,244	128,086
Atlantic Southeast	-	-	-	-	41,605	40,008	7,423	-	-	-
Mesa	-	-	165	44,017	27,513	-	-	-	-	-
Skywest	79,229	80,329	62,084	56,885	74,920	88,547	102,280	106,578	94,725	86,538
Totals:	79,229	80,329	62,249	175,494	272,865	255,099	269,605	225,834	214,969	214,624

EXHIBIT B
PROPOSED AIRLINE LOCATIONS TERMINAL A, B AND C

TERMINAL A	American Airlines	Alaska Airlines	Delta Airways	New Entrant
TERMINAL B	United Airlines	US Airways	Continental Airways	New Entrant
TERMINAL C	Southwest Airlines	Virgin America	Frontier Airlines	New Entrant

The proposed airline locations listed above for Terminals A, B and C are subject to change.

The Airport is constructing two commuter terminals which will be located in Terminals A and C. The terminal locations for commuter airlines has not yet been determined by the Airport.

EXHIBIT C – PROPOSER’S CHECKLIST

All proposals must be submitted in a sealed envelope on or before 2:00 p.m. on Wednesday, July 28, 2010.

Deliver proposals to: County of Orange/John Wayne Airport
Eddie Martin Administration Building
3160 Airway Avenue
Costa Mesa, CA 92626

Label proposals: **SEALED PROPOSAL**
Specialty Concession
John Wayne Airport
PM 1121-360-127

Sixteen (16) full sets of each proposal must be submitted using copies of forms provided by the County of Orange, John Wayne Airport, and must include:

- ☐ 1. One (1) original proposal (signed) plus fifteen (15) full copies. The proposal must include:
 - ☐ a. Table of Contents and proposal tabbed according to categories shown under “FORMAT OF PROPOSAL”
 - ☐ b. Signed Proposer’s Questionnaire (including attachments)
 - ☐ c. Signed Specialty Concession Lease
- ☐ 2. Proposer’s deposit in the amount of Ten Thousand Dollars (\$10,000) in the Form of:
 - a. Cashier’s Check payable to: County of Orange/John Wayne Airport, or
 - b. Confirmation of a wire transfer of funds to County of Orange/John Wayne Airport

Each proposal must be accompanied by a completed Proposer’s Questionnaire. All information requested in the questionnaire must be furnished by the proposer. Statements must be complete, accurate, verifiable, and in the form requested. Omission, inaccuracy, misstatement, or failure to file the questionnaire with the proposal shall be cause for rejection of the proposal.

ADDITIONAL INFORMATION

For additional information please contact:

John Wayne Airport
3160 Airway Avenue
Costa Mesa, CA 92626
Attn: Barbara Swift
JWA/Business Development
FAX: (949) 252-5225
E-mail: bswift@ocair.com

All questions must be submitted in writing and must be received by May 18, 2010.

EXHIBIT D – PROPOSAL EVALUATION FORM

Company Name:_____ **Date:** _____ **Rater No.** _____

Score: Scores ranging from 0 “Non-responsive” to 5 “Excellent” for each criteria as follows:

A. PROPOSED RENT

0 = Unresponsive, 1 = Poor, 2 = Below Average, 3 = Average, 4 = Above Average, 5 = Excellent

- Minimum Annual Guarantee
- Percentage of Gross Receipts for retail
- Percentage of Gross Receipts for food & beverage and alcoholic beverages
- 3-Year Proforma income statement

Comments:

Score for this criteria: 0 1 2 3 4 5

B. EXPERIENCE AND QUALIFICATIONS

- Numbers of years in operation
- Last FY revenue for each airport location
- General manager experience and qualifications
- Operation Plan for hiring and training employees
- References

Comments:

Score for this criteria: 0 1 2 3 4 5

Score: Scores ranging from 0 “Non-responsive” to 5 “Excellent” for each criteria as follows:
 0 = Unresponsive, 1 = Poor, 2 = Below Average, 3 = Average, 4 = Above Average, 5 = Excellent

C. FINANCIAL VIABILITY AND BACKGROUND DATA
- Audited/Unaudited Balance Sheet & Income Statements for last three fiscal years prepared by CPA - Bankruptcy involving company and/or principals - Pending litigation involving company and/or principals
Comments:
Score for this criteria: 0 1 2 3 4 5

D. STORE CONCEPT
- Store mix and detailed concept descriptions (relevance to Orange County) - Brand and product descriptions - Menu / product list - Menu / product price list
Comments:
Score for this criteria: 0 1 2 3 4 5

Score: Scores ranging from 0 “Non-responsive” to 5 “Excellent” for each criteria as follows:
0 = Unresponsive, 1 = Poor, 2 = Below Average, 3 = Average, 4 = Above Average, 5 = Excellent

E. IMPROVEMENT PLAN

- Detailed conceptual plans, location, quality and design, layout, materials
- Store themes and signage
- Total amount of capital investment including construction cost per square foot
- Concession refurbishment and proposed capital investment

Comments:

Score for this criteria: 0 1 2 3 4 5

RATING SUMMARY

<u>CRITERIA</u>	<u>RATING SCORE</u>	<u>TOTAL</u>
PROPOSED RENT	20 X _____ =	_____
EXPERIENCE AND QUALIFICATIONS	20 X _____ =	_____
FINANCIAL VIABILITY AND BACKGROUND DATA	15 X _____ =	_____
STORE CONCEPT	25 X _____ =	_____
IMPROVEMENT PLAN	20 X _____ =	_____

GRAND TOTAL _____
(500
Possible)

Signature

Date