ITEM I

**ELIGIBILITY AND PROPOSAL FORM**

**STC FOOD AND BEVERAGE PACKAGE 3 CONCESSION AGREEMENT**

**ORLANDO INTERNATIONAL AIRPORT**

**INSTRUCTIONS**

Any person, firm, partnership, corporation or limited liability company (“Proposer”) wishing to submit a Proposal to operate this Food and Beverage Concession (the “Concession”) located in the Terminal Complex at Orlando International Airport ("Airport") pursuant to the STC Food and Beverage Package 3 Concession Agreement (the “Concession Agreement”) (Volume A, Item II) must complete this form in full. This Eligibility and Proposal Form should be completed by the Proposer and, unless otherwise directed, each question shall be answered with respect to the Proposer. This Eligibility and Proposal Form is provided in a writable format and must be completed, executed and submitted as the original document constituting your Proposal. Please type all information on the form, except signatures.

Use additional pages as necessary and index the responses to correspond to the section designations used in this Eligibility and Proposal Form, and cross reference on the form in the appropriate section where the response is provided. The number of additional pages shall be limited to 50, excluding the Eligibility and Proposal Form, design renderings, financial information, and ACDBE joint venture information.

A Proposal will be considered irregular and may be rejected if such irregularity is determined, in the sole discretion of the Greater Orlando Aviation Authority (“Aviation Authority”), to be a material defect, and if a Proposer does not submit anoriginal Eligibility and Proposal Form, completed and properly executed, including original signatures (including Guarantor, if applicable), and if a Proposer proposes to sublease or assign all of its rights under the Concession Agreement, to another person, firm or entity. Also, in the sole discretion of the Aviation Authority, a Proposal may be rejected if the information provided is incomplete, inconsistent or not responsive, contains conditions, limitations, or unauthorized alternate proposals or fee structures, fails to include required certifications or affidavits, or if a Proposer does not have the financial capability to operate the Concession.

If any question or item requested is not applicable to the Proposer or the Proposal, please indicate by inserting “Not Applicable” or “N/A” where applicable. Proposers may attach additional charts, diagrams, tables, drawings, photographs or other materials considered relevant for the completeness or clarity of the Proposal.

**Please note, this concession opportunity is unique in that the successful Proposer will be required to pay to the Aviation Authority an Infrastructure Contribution that will be used by the Aviation Authority to construct public and back-of-the-house areas that will be included in, or will benefit, the Premises. The Infrastructure Contribution payment is described in more detail in Paragraph 4.d. of the Invitation and Article 7 of the Concession Agreement.**

**PROPOSAL**

1. **Proposer.**

**a**. Name:

**b**. Address:

**c**. Contact Person and Title:

**d.** Telephone and Facsimile Numbers and e-mail address of Contact Person:

Tel:

Fax:

E-mail:

**e**. Federal Employer Identification Number:

**f**. Type of organization: (If the Proposer is owned in part by an ACDBE to meet the Aviation Authority’s ACDBE participation goal, please provide a fully executed copy of the Joint Venture Agreement, Operating Agreement or other agreement satisfactory to meet the requirements of the FAA Joint Venture Guidance.)

ο Corporation - Please give State where incorporated and year of incorporation:

State:       Year of Incorporation

ο If a corporation, is the stock publicly traded?

Yes  No

ο If the corporation is privately held, what is (are) the name(s) of the owner(s)?

ο Partnership (Attach a copy of the fully executed partnership agreement)

ο Limited Liability Company - Please give State where organized and year of organization:

State:       Year of Organization:

ο Joint Venture (Attach a copy of the fully executed joint venture agreement)

ο Sole Proprietorship

**g**. Name of person and the affiliation to the Proposer who attended the Mandatory Pre-Proposal Conference held on January 10, 2019.

Name:

Affiliation:

1. **Authorization to do Business in Florida.**

If the Proposer is a corporation, a limited liability company or limited partnership, it must submit the following prior to execution of the Concession Agreement:

1. If a Florida corporation, limited liability company or limited partnership - a Certificate of Good Standing signed by the Secretary of State of Florida; or
2. If a corporation, a limited liability company or a limited partnership organized and existing under the laws of another state, a certificate of the Secretary of State of Florida stating that the Proposer is authorized to do business in the State of Florida, or proof of application for such certificate.

**3. Proposer Experience and References.**

1. Submit information that satisfies the following experience: The Proposer, or an Affiliate as defined in Article 1.A. of the Concession Agreement, must have a minimum of three (3) years’ experience in the direct management and operation of a food and beverage business generating at least Five Million Dollars and No/100 ($5,000,000.00) in annual gross receipts for all locations combined. The experience requirement must be within the five (5) years immediately preceding the release of the Invitation to Submit Competitive Proposals. (Note: Please indicate whether the experience listed below is that of the Proposer or a manager, owner, partner or other Affiliate.)
2. Identify by location two (2) of the Proposer's operations, U.S. or foreign, within the past two (2) years which are similar to the one being offered at the Airport, indicating the following information:
3. Name, location and owner/contact information (including phone and email address) for person at such locations:
4. Type of facility:
5. Dates of beginning and end of the term of the contract, (if it is under a lease agreement), if applicable, or commencement or termination of operation:
6. Gross revenues and expenses of the last or most recent full year of operation:
7. Number of employees:
8. Detailed description of facilities, operation, and how those operations reflect the goals and objectives of the Aviation Authority.

Response:

**c**. Please provide the following information with respect to all litigation in which Proposer, or an Affiliate, as defined in Article 1.A. of the Concession Agreement, has been a party during the five (5) years immediately preceding the submittal of the response to the Request for Proposals, and in which the amount in dispute was at least $1,000,000.00:

1. Parties involved;
2. Court in which case was litigated;
3. Case number;
4. Detailed summary of litigation; and
5. Outcome of litigation.

**d**. Please provide the following information with respect to all criminal investigations during the five (5) years immediately preceding the submittal of the response to the Request for Proposal, in which the subject of the investigation has been the Proposer, or an Affiliate, as defined in Article 1.A. of the Concession Agreement, or an employee of Proposer or of an Affiliate:

1. Parties involved;
2. Investigating Agency;
3. Detailed summary allegations;
4. Outcome of investigation.

**e.** Include any other relevant information believed to be useful in evaluating the Proposer's qualifications to be awarded this Concession.

**f. Experience and Proposer References.** Please provide four (4) references for operations similar to the Concession being proposed, including email address, phone and facsimile contact information, and relation to the Proposer.

**4. Proposed Concepts of Food and Beverage Concession.**

1. **Concepts.** Please note, the concept types listed below are recommended concept types and are not mandatory, with the exception of the burger concept, which must be a national or regional burger brand. Proposers should describe each concept, whether national, regional or local, proposed to be used in the Concession and should explain how the concepts, individually and collectively provide appealing food and beverage offerings to the traveling public.

|  |  |  |  |
| --- | --- | --- | --- |
| **Location** | **Concept** | **Square Feet** | **Description** |
| Pre-Security, Level 4,  Unit LS-F | American Café | 1,360 | Local, regional, or national brand café offering high quality, freshly-prepared entrées, made-to-order sandwiches, wraps, salads, bowls, soup, snacks, baked goods, and breakfast. Menu offerings should primarily be made-to-order and breakfast options should be available all day. Pre-packaged food items must be available during all operating hours. A selection of hot beverages, including tea and coffee, shall be offered along with a variety of bottled juice, soft drinks, and water. Children’s menu must be provided and dietary restrictions must be addressed on the menu. All food should be available for carry-out. Seating must be provided. |
| Palm Court, Level 2, Unit F | Gourmet Market | 1,324 | Local or national brand established market concept featuring high-quality gourmet food and beverage products, including, but not limited to cheese, olives, bread, baked goods, fresh produce, healthy snack items, yogurts, cereal, freshly-prepared sandwiches, pastas, salads, entrées, wraps, and/or other items that can be found in distinctive gourmet markets. A selection of prepared entrées, including breakfast items must be available for customers to purchase individual servings to take out, either, heated and ready to eat or packaged for later consumption. A variety of cold canned and bottled beverages should also be available. Dietary restrictions must be considered and addressed. |
| Palm Court, Level 2, Unit I | Bar with Food | 1,062 | Local, national, or themed restaurant specializing in wine and high-quality, healthy menu items. Menu offerings shall be made-to-order. Bar service must include a wide selection of quality wines at a variety of price points as well as an assortment of beer. Full bar may be offered. The menu should include small plates, appetizers, sandwiches and/or wraps, salads, and desserts as well as a selection of breakfast items, including baked goods, cereal, oatmeal, fruit, yogurt, egg sandwiches, coffee and tea drinks, etc. Breakfast items may be limited to the morning hours. Most menu items shall be available for carry-out in convenient packaging. Dietary restrictions must be addressed on the menu.  **Please Note:** The design of this unit should be primarily open with a low profile so as not to block views through the Palm Court. |
| North, Level 2, Unit S | Diner | 3,668 | Local or national brand diner concept offering breakfast, lunch, and dinner. Menu shall include a wide variety of offerings that are simple, quickly-cooked, made-to-order, and offer good quality and value to the customers. Entrées, burgers, hot and cold sandwiches, salads, plates, all-day breakfast, and other options shall be included on the menu. Full bar service must be available. Most menu items shall also be available for carry-out in convenient packaging. Children’s menu must be provided and food meeting a variety of dietary restrictions must be included on the menu.  **Please Note:**  Seating inside this location should be maximized. |
| North, Level 2, Unit U | Bar with Snacks | 323 | Local, national, or themed restaurant offering light fare. Menu offerings shall be freshly prepared, high quality, and offer good value to the customers. Full bar service, including a selection of wine and beer, as well as a variety of soft drinks and water must be available. The menu should include a variety of small plates, salads, sandwiches, appetizers, and desserts. Breakfast items must be offered in the morning, which may include baked goods, cereal, yogurt, fruit, breakfast sandwiches, juice, coffee, and tea. Most menu items shall be available for carry-out in convenient packaging. Dietary restrictions must be addressed on the menu. |
| Palm Court, Level 2, Unit W | Bakery & Café | 2,865 | Local or national brand fast casual restaurant offering high quality, freshly-prepared baked goods, hot and cold sandwiches, wraps, salads, small plates, soup, entrees, and breakfast. Menu offerings should primarily be made-to-order. High quality pre-packaged food items must also be available. A variety of coffee and tea drinks must be offered as well as bottled juice, soft drinks, and water. Children’s menu must be provided and dietary restrictions must be addressed on the menu. Seating in this unit must be maximized (a minimum of one-half of the space should be allocated for customer seating).  **Please Note:** There are restrictions on the south side of this unit regarding "wet" usage. Please consider these restrictions when preparing a floorplan and designing the unit. |
| South, Level 2, Unit Y | Gourmet Market | 775 | Local or national brand established market concept featuring high quality gourmet food and beverage products, including, but not limited to cheese, olives, bread, baked goods, fresh produce, healthy snack items, yogurts, cereal, freshly-prepared sandwiches, pastas, salads, entrees, wraps, and/or other items that can be found in distinctive gourmet markets. A selection of prepared entrees including breakfast items must be available for customers to purchase individual servings to take out, either, heated and ready to eat or packaged for later consumption. A variety of cold canned and bottled beverages should also be available. Dietary restrictions must be considered and addressed. |
| South, Level 2, Unit Z | Bar with Food | 1,060 | Local, national, or themed restaurant offering breakfast, lunch, and dinner. Full bar service, including a good variety of wines and craft beers, must be available. Menu offerings shall be freshly prepared, high quality, and offer good value to the customers. The menu should include a variety of entrees, hot and cold sandwiches, salads, appetizers, and desserts. Most menu items shall also be available for carry-out in convenient packaging. Dietary restrictions must be addressed on the menu. This space may include a bar, but should primarily be allocated to customer seating. |
| South, Level 1, Unit Z | Kitchen and Commissary for Unit Z | 1,403 | **Please Note:** The area designated for the kitchen for this unit is on the lower level. There is an elevator included in the base building construction to provide access between the upper and lower levels of this unit. The space allocation for the kitchen on the lower level should be no more than approximately one-half of the lower level space. |
| **Total Square Feet** |  | **13,840** |  |

1. **Quality, Variety and Price of Menu Items.** Describe by Concept, a detailed list of the food and beverage menu items and prices that you intend to offer at the Concession. Explain why you consider your proposed food and beverage menu items to represent the quality desired by the Aviation Authority and the variety of brands and prices that would satisfy the demands of the traveling public. Subject to the approval of the Chief Executive Officer of the Aviation Authority and provisions of the Concession Agreement, the Proposer will be required to sell the proposed food and beverage menu items listed at the prices specified by the successful Proposer.
2. **Sustainability**. In support of the Aviation Authority’s targeted sustainability goals and objectives, the Proposer agrees to take all measures related to sustainability as well as LEED v4 specified within the referenced criteria, policies and procedural documents below, which include measures related to cleaning, waste management, pest control, products and purchasing, indoor air quality, and material selection, among others:
   * + LEED Compliance Direction – STC FB Package 3 Volume C1, Appendix
     + SA STC-P1 LEED v4 Tenant Guidelines - STC FB Package 3 Volume C1, Appendix

**5. Customer Service.** The Aviation Authority has established a program to continue to enhance the customer service provided by all entities doing business at the Airport. The successful Proposer will be expected to have its employees participate in customer service training to be established by the Aviation Authority. Please describe what customer service training you provide your employees and the extent to which your customer service training programs include training on customer service extending beyond the boundaries of your proposed Concession Premises.

In furtherance of the Aviation Authority’s commitment to enhance the experience of the traveling public in the South Terminal Complex, Proposers for this Concession should explain and describe proposed innovative uses of technology to provide a benefit to the customer experience, which shall include the ability for passengers to order food remotely for delivery to passenger hold rooms in the North Concourse.

**6. Proposed Concession Improvements.**

1. **Plans of Facilities to be Constructed**. Proposers are required to submit with their proposals **the preliminary floor plans and a description of the Improvements proposed to be constructed** and the furnishings, trade fixtures and equipment to be installed, showing proposed uses and layouts of the Premises. Describe in detail the way in which you, the Proposer, plan to improve the Premises. Please explain how your proposed improvements will enhance The Orlando Experience®.

* 1. In support of the Aviation Authority’s targeted sustainability goals and objectives, the Proposer agrees to take all measures related to sustainability as well as LEED v4 (including indoor space enhancements and baseline energy/water improvement thresholds) specified within the referenced criteria, policies and procedural documents below:
* Leadership in Energy and Environmental Design, version 4, BD+C
* South Airport Complex Tenant Design Criteria, STC FB Package 3 Volume C1
* LEED Tenant Guidelines, STC FB Package 3 Volume C1 Appendix (page 251)

1. **Proposed Use of Space and Investment in Improvements.** Proposers should describe the portion of the Premises that will be used for commissary and non-commissary space, including the square footage of each, and provide detailed renderings of the same.The successful Proposer will be required to expend in the build-out of improvements, fixtures, furnishings and equipment (excluding inventory) not less than Five Hundred and No/100 Dollars ($500.00) per square foot of the non-commissary portion of the Premises and not less than One Hundred and No/100 Dollars ($100.00) per square foot of the commissary portion of the Premises.

However, the likely costs of the improvements may exceed the amounts listed above due to unknown electrical, mechanical and fire protection improvements and their associated cost at the Airport which historically have been higher at the Airport than what retailers may have experienced elsewhere. The Airport supports a large population of the public moving to and from ground transportation and airplanes which requires more sophisticated controls for mechanical systems and more attention to mechanical, electrical and fire protection operation than elsewhere.

Proposed expenditures for Improvements, fixtures and furnishings to be constructed and installed at the Premises of less than the amount listed above will be deemed non-responsive. The Premises are described in Article 2 and Exhibit “A” of the Concession Agreement.

Please state the proposed minimum initial capital investment to improve the Premises:

1. **Alternative Hold Room Fit-Out.** Proposers should provide the schematics and a description of the proposed alternative hold room fit-out that expands passenger comfort and optimizes food and beverage delivery. Proposals should include in the description the hold room seating, fixtures, furnishings, wiring and any technology accessories proposed. Please explain how your proposed improvements will enhance passenger comfort, optimize food and beverage delivery and contribute to The Orlando Experience®.

**7. Airport Concession Disadvantaged Business Enterprise Program.**

The Aviation Authority has established its Airport Concession Disadvantaged Business Enterprise (“ACDBE”) program in accordance with the U.S. Department of Transportation (“DOT”) regulations issued under 49 CFR Part 23 (“Part 23”). The Aviation Authority has received and expects to receive Federal financial assistance from the DOT, and as a condition precedent to receiving this assistance, the Aviation Authority has signed assurances that it will comply with Parts 23 and 26 of the Federal Regulations.

In addition to the procedures and standards of Parts 23 and 26 as detailed in the Aviation Authority’s ACDBE program, the Aviation Authority utilizes and participates in Florida’s Unified Certification Program (“UCP”) for the certification of ACDBEs for the purpose of participating in the Aviation Authority’s concession program. Proposers can visit the <https://fdotxwp02.dot.state.fl.us/EqualOpportunityOfficeBusinessDirectory/> for a list of current ACDBE vendors certified within the state of Florida to determine the eligibility of proposed ACDBEs. If a firm you are interested in utilizing is not listed, please direct them to the Small Business Development Department immediately to begin the certification process.

The Aviation Authority has established a current **ACDBE participation goal for this Concession opportunity of thirty percent (30%) of the total anticipated concession revenues.** All Proposers are **required** to either meet or exceed the ACDBE participation goal or demonstrate its good faith efforts to meet such goal. A Proposal will be considered non-responsive to the Invitation to Submit Competitive Proposals and rejected if the Proposer fails to demonstrate, to the reasonable satisfaction of the Aviation Authority, as required by the ACDBE program, that the Proposer has met or provided sufficient evidence of good faith efforts to meet the established ACDBE goal. The Aviation Authority must assess ACDBE participation according with the above-referenced Federal Regulations. Please refer to the Aviation Authority’s ACDBE Policy and 49 CFR Part 23 for information on counting ACDBE participation.

**Proposers are required to submit, with their proposals, ACDBE utilization information by completing and signing Volume D, Item-I, Schedule of ACDBE Participation, and if applicable, Item-II, Information for Determining Joint Venture Eligibility**. Proposers proposing as a joint venture or LLC, in order to satisfy the Aviation Authority’s ACDBE participation goals should be aware that the Aviation Authority must assess ACDBE participation according with the above-referenced Federal Regulations. The DOT and the Federal Aviation Administration (“FAA”) publish a Joint Venture Guidance to provide direction to airports as to the requirements of an ACDBE joint venture.

**All ACDBEs listed on the Schedule of ACDBE Participation must be certified in Florida prior to the submittal of a proposal to be considered as a part of the ACDBE goal.** The Aviation Authority may request, receive, and review additional information on the good faith efforts submitted to verify the accuracy of the level of ACDBE utilization information presented by Proposers. The successful Proposer shall enter into contract(s) with the ACDBEs identified in the Schedule of ACDBE Participation, which the Aviation Authority relies upon in awarding an agreement, subject only to the Aviation Authority’s right to approve all sub concessionaires, contractors or vendors.

Again, the Aviation Authority has established an ACDBE participation goal for this Concession opportunity of **thirty percent (30%)** of the total anticipated concession revenues and all Proposers must complete, sign and submit with their proposals Volume D, Item-I, Schedule of ACDBE Participation, and if applicable, Item-II, Information for Determining Joint Venture Eligibility or demonstrate its good faith efforts to meet such goal.

Proposers can visit the Aviation Authority’s website for more information about our ACDBE Policy and the Small Business Development Department at <https://www.orlandoairports.net/airport-business/> . If you have any questions or concerns please contact the Small Business Development Department at (407) 825-7133.

**Please state the ACDBE Participation you propose**:

**8.** **Financial Information.**

The Proposer should provide the information requested in Paragraphs 8.b. through 8.i for the proposing entity and any general partner or joint venture partner and the information requested in Paragraphs 8.j. and 8k. for the proposing entity and/or any general partner, joint venture partner or guarantor on whose financial strength the Proposer expects the Aviation Authority to rely (indicating to whom such response applies).

To demonstrate financial responsibility, each Proposer shall provide a description of business and management’s discussion and analysis of financial condition and results of operations for each Proposer along with any guarantor, general partner and joint venture partner and also provide the following from the two prior fiscal years, unless such item is not available to the Proposer, in which case the Proposer shall indicate as such:

* Independent Auditors’ Report
* Consolidated Balance Sheet
* Consolidated Statement of Operations
* Consolidated Statement of Cash Flows
* Consolidated Statement of Shareholder’s Equity and Comprehensive Income
* Notes to Consolidated Financial Statements

Please note that unless (i) the Proposer indicates in Paragraph 8.a. below, that its obligations will be guaranteed by a parent company, affiliated company or other person or entity, and (ii) submits financial information for such guarantor, and (iii) such guarantor executes this form (in which event such guarantor will be required to execute the Agreement of Guaranty attached to the Concession Agreement, if the Proposer is awarded the Concession), the Aviation Authority will consider only the financial strength of the Proposer (including any general or joint venture partner).

**a.** Will the obligations of the Proposer under the Concession Agreement be guaranteed by a parent company, affiliated company or other person or entity?

Yes  No

If "Yes", please list the name and address of such Guarantor (note: If the Guarantor is a limited liability company, limited partnership, incorporation or other business entity registered with a Department of State in any state, please attach a certificate of good standing from the state in which the Guarantor is organized):

**Note: The Proposer should provide the information requested in Paragraph 8.b. through 8.i., below, for the proposing entity and any general or joint venture partner (indicating to whom each response applies. Also, any proposed Guarantor is required to properly execute and submit the affidavit attached hereto with its Proposal).**

**b.** If a corporation, please list all officers, directors, and owners of five percent (5%) or more of the capital stock of the Proposer.

**c.** If other than a corporation, please list all persons or entities with an interest of five percent (5%) or more in the operations of the Proposer, indicating the title, if any, and the percentage of the interest of each.

**d.** Has the Proposer ever had a bond canceled or forfeited or had a stand-by letter of credit drawn upon by a creditor?

Yes  No

If yes, state name of bonding company, date, amount of bond, and reason for cancellation or forfeiture; or the name of the bank issuing letter of credit and the reason the letter of credit was drawn upon.

**e.** Has the Proposer or any entity affiliated with the Proposer ever been awarded an operating agreement or other form of contract by any public body and failed to operate under the agreement for the full term thereof?

Yes  No

If yes, state the name of the public body, date of award, type of agreement, and describe the circumstances.

**f.** Has the Proposer or any director, principal officer, partner or (unless Proposer is a corporation whose stock is publicly traded) owner of ten percent (10%) or more of its stock ever been declared bankrupt?

Yes  No

If yes, state the name of the bankrupt, date of the proceedings, court, and disposition.

**g.** Has it ever been determined by a court of competent jurisdiction, in any civil or criminal proceeding (and including for this purpose, any pleas of guilty or *nolo contendere),* that the Proposer or any officer, director or (unless Proposer is a corporation whose stock is publicly traded) owner of ten percent (10%) or more of any class of the Proposer's stock, or any sole proprietor, general or joint venture partner of Proposer, or any entity controlled by or under common control with the Proposer, intentionally failed to report any receipts to any party who had awarded the Proposer a concession, or to any licensor or landlord, any gross receipts or other income or which the election of concession fees, license fees, percentage rents or similar payments are calculated?

Yes  No

If yes, please state the date of proceedings, the court, and describe the circumstances.

**h.** Please describe all litigation in which the Proposer, its shareholders or officers have been involved in within the past three (3) years, including the current status thereof and contingent liability in connection therewith. (Compliance with this section may be achieved by reference to the appropriate section of the financial statements, provided that this source is specific and current.)

**i.** Attach a statement setting forth the Proposer's initial capital requirements for the equipment installation and operation of the Concession and the means and sources by which such requirements will be met.

**Please note that unless (i) the Proposer indicates in Paragraph 8.a., above, that its obligations will be guaranteed by a parent company, affiliated company or other person or entity, and (ii) submits financial information for such guarantor, and (iii) such guarantor executes this form (in which event such guarantor will be required to execute the Agreement of Guaranty attached to the Concession Agreement if the Proposer is awarded the Concession Agreement), the Aviation Authority will consider only the financial strength of the Proposer (including any general partner).**

**If the proposing entity expects the Aviation Authority to rely on its own financial strength, such proposing entity must provide the financial statements requested in Paragraph 8.j., below even if it is a subsidiary of a larger corporation.**

**j.** Provide financial statements of proposing entity as follows:

(1) If a publicly held corporation:

(a) Consolidated financial statements as submitted to the Securities and Exchange Commission on Form 10K for the Proposer's last two fiscal years for which such statements are available, or, in the alternative, a copy of the Proposer's most recent Annual Report to Security Holders if it includes consolidated, audited financial statements for the same years as are included in the Forms 10K.

(b) The most recent Forms 10Q since the last Form 10K was submitted.

(c) Any Forms 8K within the last twelve (12) months.

(Note that a wholly owned subsidiary of a publicly owned corporation is considered to be privately held and that the financial statements of the Proposer are required unless the parent company or another entity is a guarantor and submits financial statements.)

(2) If a privately held organization or an individual:

(a) Financial Statements (including balance sheet and statement of income) and related notes for the Proposer's last two fiscal years. All financial statements provided to Aviation Authority hereunder shall be financial statements certified by an independent Certified Public Accountant, if such certified financial statements are available.

(b) Management discussion and analysis of the organization's financial condition for the last two (2) fiscal years indicating any changes in the Proposer's financial position since the financial statements were prepared.

**k.** If relevant, please submit other evidence of the Proposer's financial responsibility, including, but not limited to, a credit rating from a qualified firm preparing credit ratings, a bank reference or other trade references.

**9. Relationship with the Aviation Authority.**

**a.** Please describe any relationships that the Proposer may have with the Aviation Authority or individual members, employees, tenants or contractors of the Aviation Authority.

**b.** Please describe any business transactions which the Proposer has had with the Aviation Authority during the past five (5) years.

**10. Financial Operating Statements.**

Please prepare in detail and submit a proposed annual operating budget and *pro forma* statement of projected results of operations for each of the ten (10) years of operation of the Concession, identifying the source of funds to cover any initial capital requirements or deficits shown in the *pro forma* statement. Attached as Exhibit “A,” Eligibility and Proposal Form Exhibit A, is the *pro forma* template Proposers must use. Please use the Excel spreadsheets provided as the templates to complete the pro formas.  One pro forma should be completed for each unit in the package and the consolidated pro forma will pull information from the individual unit sheets.  Please do not modify the pro forma templates.

1. **Percentage of Gross Receipts.**

Pursuant to Article 5.A. of the Concession Agreement, the successful Proposer shall pay to the Aviation Authority, for each Agreement Period of the Term of the Concession Agreement, a Concession Fee, in an amount equal to the greater of: (1) the Minimum Annual Concession Fee consisting of the sum of an Annual Rental Fee and a Minimum Annual Privilege Fee, or (2) the Percentage of Gross Receipts.

See Article 5 of the Concession Agreement for additional details on the Concession Fees and how the Minimum Annual Concession Fee will be adjusted during the Term of the Concession.

The Initial Minimum Annual Concession Fee is set by the Aviation Authority at One Million Six Hundred Fifty Thousand and No/100 Dollars ($1,650,000.00).

For this Concession, there are 3 categories of Percentages of Gross receipts as follows: 1. food and non-alcoholic beverage sales; 2. alcoholic beverage sales; and 3. employee sales.

Proposers will submit their proposal on only the Percentage of Gross Receipts for food and non-alcoholic beverage sales. The Percentage of Gross Receipts for employee sales will be fixed at 5% and the Percentage of Gross Receipts for alcohol sales will equal 4% higher than the Percentage of Gross Receipts for food and non-alcoholic beverage sales. Each Proposer is required to **submit a proposed Percentage of Gross Receipts for food and non-alcoholic beverage sales, DO NOT propose on the fixed Minimum Annual Concession Fee, employee sales or alcohol sales. The Percentage of Gross Receipts cannot be less than 15.5% for food and non-alcoholic beverage sales.**

**Proposed Percentage of Gross Receipts Food and Non-Alcoholic Beverages**      %

1. **Additional Information.**

You may submit, along with this Eligibility and Proposal Form, any additional information which the Proposer believes would support the acceptance of its Proposal. Such material should be presented in such a way as to not obscure the orderly submittal of the required Proposal elements, and be indexed to be consistent with this Eligibility and Proposal Form.

No additional submittal or information will be accepted after the due date of the Proposal, except that the Aviation Authority reserves the right to request additional information from the Proposer in writing.

The undersigned hereby certifies that all of the information contained herein, and in any attachments hereto, is true and accurate.

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

NAME OF PROPOSER

ATTEST: By:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Printed Name: Printed Name:

Title: Title: \_\_\_\_\_\_

*[Corporate Seal]* Date:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

## **OR**

TWO WITNESSES:

(1)

Printed Name:

(2)

Printed Name:

**[GUARANTOR SIGNATURE PAGE FOLLOWING, IF APPLICABLE]Execution by Guarantor (only if applicable)**

The undersigned Guarantor hereby acknowledges the obligation to sign the Agreement of Guaranty attached to the Concession Agreement in the event award is made to the Proposer. (Note: Guarantor’s authorized representative and 1 authorized representative attesting, or 2 witnesses must sign below if the answer to question number 8.a. is "Yes.")

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

NAME OF GUARANTOR

ATTEST: By:

Printed Name: Printed Name:

Title: Title:

*[Corporate Seal]* Date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

## ***OR***

TWO WITNESSES:

(1)

Printed Name:

(2)

Printed Name: