

COUNTY OF ORANGE
John Wayne Airport

General Aviation Improvement Program

Request for Proposals for
Two (2) Full-Service Fixed Base Operators
One (1) Limited-Service Fixed Base Operator
PM 1121 223 0030

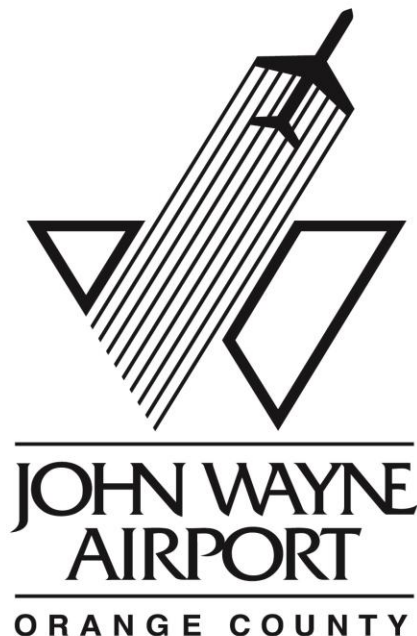


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TIMELINE

▪ Board Certification of EIR & Project Selection	June 25, 2019
▪ Board of Supervisors Ad-Hoc Committee Briefing	August 5, 2019
▪ Airport Commission GAIP Working Group Briefing	August 15, 2019
▪ Airport Commission Meeting	September 4, 2019
▪ Board Approval to Issue RFP	September 10, 2019
▪ Issue RFP	September 12, 2019
▪ Optional Pre-Proposal Conference & Tour	September 18, 2019 1:00 PM PDT
▪ Deadline to Submit RFP Questions	September 26, 2019 2:00 PM PDT
▪ Proposal Due Date and Time	December 19, 2019 2:00 PM PDT
▪ Panel Review & Interviews	December - February 2020
▪ Airport Commission	March 2020
▪ Board Selection of Preferred FBO Operators to Negotiate Terms for Potential Award	April 2020
▪ Negotiation of Terms with Selected FBO Operators	May 2020
▪ Board Award of Leases to FBO Operators	June 2020
▪ Lease Commencement	July 2020
▪ Operational Transition Period	July – December 2020



DEFINITIONS

1. “**Based Aircraft**” is defined by the FAA as an aircraft that is operational and airworthy, and which is based at an airport for a majority of the year.
2. “**Board**” means the County of Orange Board of Supervisors.
3. “**CEQA**” means the California Environmental Quality Act of 1970 (Cal. Pub. Res. Code § 21000 *et seq.*), as amended.
4. “**County**” means the County of Orange, a political subdivision of the State of California.
5. “**EIR**” refers to Program Environmental Impact Report 627 for the GAIP, prepared in accordance with CEQA and certified by the Board on June 25, 2019.
6. “**FAA**” means the Federal Aviation Administration, U.S. Department of Transportation.
7. “**FBO**” means a Fixed Base Operator granted the right by the County to operate on the Airport and provide aeronautical services such as fueling, hangaring, tie-down and parking, aircraft charter, aircraft maintenance, and other authorized uses in accordance with the terms and conditions of its Lease.
8. “**GAF**” means a General Aviation Facility for screening of international general aviation arrivals by Customs and Border Protection, U.S. Department of Homeland Security.
9. “**GAIP**” means the General Aviation Improvement Program.
10. “**JWA**” or “**Airport**” means John Wayne Airport, a department of the County of Orange.
11. “**Lease**” refers to the lease agreement between the County and the Lessee that includes the terms and conditions for the tenancy, entitlement, financing, construction, operation, and management of an FBO.
12. “**Lessee**” refers to the Board-approved Respondent that is awarded a Lease by the County upon conclusion of this RFP process.
13. “**Leased Premises**” refers to the Parcel in which the County grants a Lessee a leasehold interest to operate an FBO.
14. “**OCFA**” means the Orange County Fire Authority, a special district legally distinct from the County of Orange.
15. “**OCSD**” means the Orange County Sheriff’s Department.
16. “**Panel**” refers to the evaluation panel established by the County to review and score Proposals according to criteria set forth in this RFP.
17. “**Parcel**” means real property comprising one of the FBO sites depicted on Exhibit A.
18. “**Proposal**” means a formal response to this RFP submitted to the County by a Respondent.

19. **“Proposed Project”** refers to the project described in the EIR and selected by the Board on June 25, 2019.
20. **“Respondent”** refers to a prequalified individual, partnership, corporation, or other legal entity that is submitting a Proposal in response to this RFP.
21. **“RFP”** refers to this Request for Proposal solicitation process whereby the County is seeking Proposals for full service and limited service FBOs at JWA.
22. **“Small GA”** means general aviation aircraft meeting at least one of the following criteria:
 - a. The aircraft has a wingspan of less than 49 feet in accordance with FAA Airplane Design Group I (*see Advisory Circular AC 150/5300-13A regarding Airport Design, updated September 28, 2012*); or
 - b. The aircraft is a “small aircraft” with a maximum certificated takeoff weight of 12,500 pounds or less in accordance with Title 14 CFR § 1.1.

COUNTY OF ORANGE
John Wayne Airport

General Aviation Improvement Program
Request for Proposals for Fixed Base Operators

  <p>3160 Airway Avenue Costa Mesa, CA 92626</p>	<p align="center">PROPOSALS MUST BE RECEIVED ON OR BEFORE</p> <p align="center">December 19, 2019</p> <p align="center">By</p> <p align="center">2:00 P.M. PDT</p> <p align="center">RFP Number</p> <p align="center">PM 1121 223 0030</p>	<p>Issued: September 12, 2019</p>
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PART 1. OPPORTUNITY

A. Summary

John Wayne Airport (“JWA” or “Airport”) issues this Request for Proposals (“RFP”) to the slate of qualified firms approved by the County of Orange Board of Supervisors (“Board”) on May 22, 2018, as the result of the Request for Qualifications (“RFQ”) issued on March 30, 2018, for full and limited service Fixed Base Operators (“FBOs”) as part of JWA’s General Aviation Improvement Program (“GAIP”). On June 25, 2019, the Board certified GAIP Program Environmental Impact Report 627 (the “EIR”), which provides the framework for the general aviation improvements at the Airport and includes a comprehensive evaluation of JWA’s general aviation facilities. The purpose of this RFP is to solicit Proposals that comply with and collectively implement the Proposed Project described in the EIR to meet the future needs of general aviation at JWA. The County of Orange (“County”) anticipates that the GAIP will improve service and enhance safety, security, and efficiency for general aviation services and related activities at the Airport.

Successful Respondent(s) will be required to provide services such as aircraft fueling (into-plane or self-service depending on the type of FBO), aircraft parking and storage, aircraft maintenance, aircraft charter, transient parking, and provision of aircraft washing facilities. Successful Respondents will initially operate within presently existing facilities at each of the available site locations (“Parcels”). The three Parcels for which Proposals will be accepted are identified as follows and shown on Exhibit A:

- Northeast Full Service FBO – Parcel (1)
- Northwest Full Service FBO – Parcel (2)
- Southwest Limited Service FBO – Parcel (3)

Exhibit A to this RFP depicts the land area and County-owned buildings and facilities of approximately 31.5 acres on the east side of the Airport and approximately 27 acres on the west side of the Airport.

A separate Proposal package must be submitted for each Parcel that Respondent is interested in proposing on in response to this RFP.

Respondents must propose the preferred location(s) for their proposed Leased Premises on the Parcels made available under this RFP and the EIR. However, based on the nature and quality of the Proposals and the need to arrange facilities in a manner to achieve overall compliance with Proposed Project, the County reserves the option to determine the location(s) for any selected Respondent that best meets the County’s needs. The County retains complete control of sites offered to Respondents. For example, in the event that the County determines that a Respondent is to be offered a site other than the location that Respondent proposed, the ultimate location and size of the facilities will be subject to negotiation and Board approval. The Board may deem a Proposal for one site is better suited for a different site and may award as such. Respondents must clearly identify in their Proposals any site for which the Respondent does not wish to be considered.

B. Vision

This RFP process will: (1) solicit Proposals from the Board-approved slate of qualified entities to operate FBOs in accordance with the EIR Proposed Project; (2) evaluate and score responsive Proposals pursuant to the criteria set forth in this RFP; (3) present recommendations to the Board for selection of Respondents and/or Proposals at the Board’s discretion; and (4) return to the Board for award of Leases negotiated according to the Board’s findings and direction.

On June 25, 2019, the Board certified the EIR and selected the Proposed Project as the GAIP improvement project for which JWA now solicits Proposals. The County will award long-term leases with a 30 to 35 year lease term based upon the capital investment in development of the Parcels. A concise summary of the Proposed Project is provided below. For the full summary and design elements, please reference Table 1-1 in the EIR Executive Summary and EIR Chapter 3.0, entitled “Project Description.” Selected Respondents will be required to plan and design the development of the Leased Premises, which must conform with the parameters of the Proposed Project. If awarded an FBO Lease, development must incorporate **Envision Gold** and **California Green Building Standards Code, Part 11, Title 24 (CALGreen) Tier 1** certifications. Each Respondent’s development package must demonstrate compliance with these standards and must be submitted to JWA with the Proposal by the submittal due date.

**EIR Table 1-1 Excerpt:
Summary of Key Design Elements for the Proposed Project**

Brief Description	<ul style="list-style-type: none"> • 2 Full Service FBOs (1 Eastside and 1 Westside) • New GA Terminals/GAF at FBO • 1 Limited Service FBO • 1 Existing Limited Service FBO (<i>not included in GAIP</i>) • Correction of 4 existing non-standard design features • 354 Based Aircraft • 167,900 annual operations (<i>based on 2026 projections</i>)
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Proposals shall also consider and abide by the additional guidelines set forth in Part 2, Section C with respect to GAF hours and Part 2, Section M regarding land use requirements.

Each selected Respondent will be required to construct all components of the FBO at its sole expense, including without limitation the aircraft ramps, hangars, buildings, taxiway connections, and all related infrastructure, improvements, and finishes necessary for the Respondents' operations.

C. Background

The Airport is owned and operated by the County of Orange and is the only commercial service airport in Orange County, California. The Airport is served by several major commercial airlines and is home to a vibrant business jet and piston engine general aviation community. Situated on approximately 504 acres, the Airport is bordered by the San Diego (405) Freeway on the north, the Corona del Mar (73) Freeway on the south, MacArthur Boulevard and Campus Drive on the east, and the Costa Mesa Business Complex and Airway Avenue on the west. JWA's main runway (2L/20R) is 5,701 feet in length and is used by both commercial service and general aviation. The Airport's shorter runway (2R/20L) is 2,887 feet in length and is used primarily by smaller general aviation aircraft.

Currently, general aviation accounts for the majority of the Airport's total aircraft operations (takeoffs and landings). In 2018, JWA reported 316,783 total aircraft operations and served approximately 10.6 million commercial passengers. More than two-thirds of those operations (222,270) were conducted by general aviation aircraft. JWA is the home base for approximately 500 general aviation aircraft including helicopters and single-engine, multi-engine, and turbine aircraft. Additional information about JWA can be found at www.ocair.com. Currently, JWA customers are served by two full service FBOs and two limited service FBOs. One of the limited service FBOs, Martin Aviation, is currently on a long-term lease extending to 2036, which is beyond the horizon year of the program and therefore not a part of the GAIP. General aviation services currently provided by existing FBOs at the Airport include:

- Aircraft charter operations
- Aircraft handling/support (fueling, cleaning, catering)
- Aircraft maintenance and repair
- Aircraft sales
- Aircraft storage (hangars and tie-downs)
- Ground transportation/customer parking/car rentals
- Flight schools/training/aircraft rental
- Management of transient aircraft parking

D. Historical Activity Information

Historic activity information is available at www.ocair.com/newsroom/news/airportstats.

Three-Year General Aviation Fuel Sales Table

	Total FBO Fuel Delivered (Gallons)		
	2016	2017	2018
100LL	273,071	356,196	390,487
Jet A	7,974,036	8,890,588	10,090,068
Total	8,247,107	9,246,784	10,480,555

Three-Year Airport Historic Activity Table

	2016	2017	2018
Total Commercial Passengers	10,496,511	10,423,578	10,664,038
Total Aircraft Operations	284,246	293,649	316,783
General Aviation Operations	191,159	202,323	222,270
Commercial Operations	91,279	90,250	91,875
Commuter Operations	1,243	619	1,785
General Aviation Based Aircraft	482	489	492

Existing General Aviation Facilities at JWA

<u>Operator</u>	<u>Facility Type</u>	<u>Spaces</u>	<u>Approx. Acreage</u>	<u>Lease Expiration</u>
County of Orange	Tie Down Spaces	368	-	-
County of Orange	Hangar Building	-	0.35	-
Martin Aviation	Limited FBO	-	5.6	August 31, 2036
Jay's Maintenance	Limited FBO	-	0.8	December 31, 2018
Atlantic Aviation	Full Service FBO	-	6.74	December 31, 2018
ACI Jet	Full Service FBO	-	10	December 31, 2018

PART 2. GENERAL CONDITIONS AND INFORMATION

Respondents are solely and independently responsible for reviewing and understanding the various documents, regulations, and approvals relevant to the GAIP, and should not rely solely on the summaries set forth herein.

A. Program EIR 627 Information

The CEQA review process requires the preparation of an objective, full-disclosure document to: (a) inform agency decision makers and the general public of the reasonably foreseeable significant direct and indirect environmental effects of a proposed action; (b) identify feasible mitigation measures to avoid or substantially lessen any identified significant impacts; and (c) identify and evaluate reasonable alternatives to the proposed project.

- Final Program EIR 627 and related documents are available at <https://www.ocair.com/generalaviation/gaimprovement>
- Four (4) final layouts were presented to the County for consideration, described as the Proposed Project, Alternative 1, Alternative 2, and Alternative 3.

- On June 25, 2019, the Board certified Program EIR 627 and selected the Proposed Project, including the following facilities: two full service FBOs (Northwest, Northeast) and one limited service FBO (Southwest)
- Each Respondent must submit its Proposal package(s) in conformity with the Proposed Project.
- Proposals that require additional CEQA review may cause delay of award of a Lease.
- Any additional environmental review, updated CEQA analysis, and/or additional approvals from regulatory authorities must be specifically identified by Respondents in each Proposal package, including without limitation a schedule detailing the time required to obtain the required approvals and a plan for addressing the risk associated with the public review process. Respondent shall be responsible for all costs (including without limitation any litigation costs and expenses) resulting from the necessity for additional environmental review.
- The EIR is programmatic and it does not establish exact boundaries for leaseholds or construction layout.
- Preliminary engineering plans contained in the EIR are for conceptual purposes only and help identify environmental impacts of the project.
- Any GAF in a Proposal package is subject to review and approval by the Board.

B. Federal Approvals Required

- FAA approval of JWA's Airport Layout Plan ("ALP") is required prior to any FBO construction activities. The ALP shows the boundaries and proposed additions to all areas of the Airport, the location and nature of existing and proposed airport facilities and structures, and the location on the airport of existing proposed non-aviation areas and improvements thereon, and shall incorporate the successful Respondent's development plans, which must be submitted to the FAA for review. Airport-approved development plans will not be released for permitting until the ALP is approved.
- National Environmental Policy Act ("NEPA") approval by the FAA is required prior to any FBO construction activities. As the Airport Sponsor, JWA will prepare all required NEPA documentation for submission to the FAA. Each FBO will reimburse JWA for JWA's actual costs of NEPA review and approval for the FBO's project.
- If the GAF is part of the project, then U.S. Customs and Border Protection may also require NEPA approval of the plan.

C. EIR 627 Proposed Project – Includes at Maximum the Following Facilities:

Reference Appendix B to EIR: General Aviation Opportunities Facilities Layout Report dated February 1, 2018

- Two (2) Full Service FBOs – one on the Northwest side and one on the Northeast side
 - The Northwest FBO includes a two-story terminal/office building, three (3) community box hangars, transient aircraft apron, and auto parking.
 - The Northeast FBO includes a two-story terminal/office building with an adjoined community box hangar, three (3) community box hangars, transient aircraft apron, and auto parking.
- GA Terminal/GAF (optional)
 - Each Full Service FBO location includes the option to include a GAF for customs clearance of international general aviation arrivals. The consolidated facility would include a dedicated area for charter operations, a separate receiving and processing area for international arrivals, ancillary offices and support space for both functions, aircraft parking apron, and auto parking.

- Only one FBO will be allowed to include a GAF.
- Proposals including a GAF must propose specific operating hours within the outer limits of 5:00 a.m. to 12:00 a.m.
- Limited Service FBO
 - The Southwest Limited Service FBO area is developed with new facilities for aircraft maintenance and repair.
 - Perimeter freight gate access for existing Airline Perimeter Fence Access License Agreements must be preserved. See attached Exhibit Q for Location Survey Map of Freight Gate Access.*
 - New Self-Service Fueling Facility
- OCSD and OCFA Air Support Facility
 - The OCSD and OCFA facility will be located at the south end of the Northwest FBO. The new facility consists of a two-story terminal building for operations and administrative support functions, an aircraft hangar and apron area for OCSD's and OCFA's helicopters, and auto parking.*
- Additional Facilities Included
 - New T-Hangars
 - New Box Hangars
 - New Flight School Building
 - New Self-Service Fueling Facility

*Perimeter freight gate access and OCFA facility requirements were originally not a part of the referenced report, but have since been added.

D. Settlement Agreement

JWA has one of the most stringent aircraft access and noise monitoring programs in the United States and, perhaps, the world. The 1985 Settlement Agreement formalized consensus between the County of Orange, the City of Newport Beach, the Airport Working Group (“AWG”) and Stop Polluting Our Newport (“SPON”) on the nature and extent of facility and operational improvements that could be implemented at JWA. The original Settlement Agreement was scheduled to expire on December 31, 2005. In 2003, the four signatories approved a series of amendments to the Settlement Agreement that extended the agreement through December 31, 2015. This amendment allowed for additional facilities and operational capacity and continued to provide environmental protections for the local community. In 2014, the signatories approved amendments that increased operational capacity and extended the agreement through December 31, 2030. No facility improvements were included in this amendment.

More information regarding the 1985 Settlement Agreement and associated documents are available at www.ocair.com/communityrelations/settlementagreement.

E. Airline Access Plan and General Aviation Noise Ordinance

Commercial Air Carrier operations at John Wayne Airport are regulated by the Phase 2 Commercial Airline Access Plan and Regulation. The Access Plan places restrictions on operational capacity, hours of operations, and noise levels at the County's ten (10) noise monitoring stations. General Aviation operations are permitted 24 hours daily subject to compliance with the daytime noise limits and the more restrictive curfew noise limits, as documented in the General Aviation Noise Ordinance (“GANO”).

- Phase 2 Commercial Airline Access Plan and Regulation (Access Plan):
http://www.ocair.com/reportspublications/AccessNoise/AccessPlan_2015-12-4.pdf
- General Aviation Noise Ordinance (GANO):
<http://www.ocair.com/reportspublications/AccessNoise/generalaviationnoiseordinance10-27-15.pdf>

F. Additional Airport-related Documents and Information

Airport-related documents and information referenced in this RFP may be found at www.ocair.com. In addition to reviewing the Airport-related materials referenced in the RFP package, Respondents are expected to conduct additional research and data collection including, but not limited to, familiarization with:

- The Airport Rules and Regulations for Airport-approved operating procedures and safety and security requirements at JWA. Nothing in these Rules and Regulations shall limit or constrain the legitimate authority of the Airport Director or designee. The full document is available at www.ocair.com/aboutjwa/rulesandregulations.
- The General Aviation Minimum Standards, available at below link by October 1, 2019
<https://www.ocair.com/generalaviation/>
- FAA Grant Assurances, at www.faa.gov/airports/aip/grant_assurances/media/airport-sponsor-assurances-aip.pdf. FBOs shall furnish all services on a reasonable, and not unjustly discriminatory, basis to all Airport users; and shall charge reasonable, and not unjustly discriminatory, prices for each unit or service; provided that FBOs are allowed to give reasonable and nondiscriminatory discounts, rebates, or other similar types of price reductions to volume purchasers.

G. Tenant Design Guidelines

Tenant Design Guidelines provide required design standards for FBO development: https://www.ocair.com/businessandemployment/docs/tenants/JWA-Tenant-Guidelines-7_11_2019.pdf

H. Disadvantaged Business Enterprise (“DBE”) Program

JWA has committed that it will comply with all applicable federal regulations governing the participation of disadvantaged business enterprises in airport concessions (49 CFR Part 23) and in U.S. Department of Transportation financial assistance programs (49 CFR Part 26). For information about the Disadvantaged Business Enterprise (DBE) Program, including the Unified Certification Program, please visit www.dot.ca.gov/obeo/index.html.

I. “As Is” Acceptance

Awarded Respondents acknowledge that they will accept the Leased Premises and all appurtenances “as is” and “where is” and that County has made no representations or warranties respecting the suitability thereof for Respondents’ purposes. Except as specifically provided herein, the County has no obligation whatsoever to repair, maintain, renovate, or otherwise incur any cost or expense with respect to the Leased Premises, or any leasehold improvement or fixtures, furnishings, or equipment installed on or used on the Leased Premises. It is each Respondent’s sole responsibility to verify all existing land uses, permits, entitlements, improvement and utility conditions, premises encumbrances, conditions of title,

metes and bounds, total acreage, and the feasibility of the Respondent's proposed project. It is also each Respondent's sole responsibility as part of its due diligence to confirm the size, configuration, and condition of proposed premises, including, but not limited to, title and environmental conditions. The County makes no representations or warranties as to the accuracy, completeness, or pertinence of any documents referenced in this RFP or otherwise, and, in addition, the County shall not be responsible for any conclusions Respondent may draw therefrom. Respondent assumes all risk when relying on the information provided by the County or any of its employees, contractors, or agents.

J. Utilities

Certain gas, water, storm drain, sanitary sewer, electric, telephone, and other utilities are currently active and/or available on the Parcels. Each Respondent shall bear sole financial responsibility for all connection fees, design, construction, removal, relocation, and installation costs related to its project, as well as any costs related to compliance with County, municipal, or utility provider requirements when utilities are impacted as a result of the proposed development. All impacted utilities shall be brought to the attention of JWA for review and approval.

K. Taxes and Fees

Property taxes, regular, special, or utility assessments and all other taxes and fees related to the Leased Premises and the Proposal will be the sole responsibility of the Respondent. The Respondent is responsible for paying any personal property taxes and possessory interest taxes that may become due for the land and improvements, as more fully set forth in the Lease. The Respondent is responsible to be aware of any such taxes and assessments that may become due and is responsible for payment of all such taxes payable upon the Leased Premises or upon fixtures, equipment or other property installed or constructed thereon, including possessory interest taxes. A possessory interest is typically found where a private individual or entity leases, rents, or uses federal, State or local government-owned facilities and/or land for the private individual's or entity's own benefit.

Respondent is responsible to pay any and all fees associated with permitting, including without limitation any development fees due to the Transportation Corridor Agency which may be assessed at the time of permitting.

L. Basic Rent Structure

Rent shall consist of Minimum Annual Rent and Additional Rent, as defined and adjusted from time to time as set forth in the Leases. Additional terms and conditions are outlined in each of the Leases.

The "Minimum Annual Rent" is defined as Ground Rent plus Building Rent.

In addition, each Respondent agrees to pay an amount equal to: five percent (5%) of all Gross Receipts, as defined and set forth in each of the Leases.

FBO Parcels	Approximate Parcel Area	Annual Ground Rent	Approximate Building Area	Annual Building Rent	Percentage Rent of Gross Receipts
Northeast Full Service FBO	1,358,299 SF	\$1.77 PSF	270,393 SF	\$8.16 PSF	5%*
Northwest Full Service FBO	635,178 SF	\$1.77 PSF	99,816 SF	\$8.76 PSF	5%*
Southwest Limited Service FBO	558,313 SF	\$1.25 PSF	15,014 SF	\$2.53 PSF	5%*

*** No percentage rent is payable to Airport on revenue from tie-downs, sunshades, or T-hangars (but percentage rent will be payable on revenue from box hangars).**

Additional Rent shall be paid on all Rental Car Fees, Advertising Fees, and Fuel Flowage and Lubricant Fees and all other gross receipts except tie-downs, sunshades, and T-hangars as defined in the Leases.

Building Rent will be adjusted on a pro-rata basis per square foot to account for the usable building space of existing facilities available to each FBO during demolition and redevelopment activities. No Building Rent will be payable on new FBO-constructed improvements. Ground Rent and Percentage Rent will continue through the term of the Lease.

M. Land Use Requirements

Upon commencement of demolition of existing enclosed structures, FBOs shall park or store aircraft on the Leased Premises in strict accordance with the uses depicted on Lease Exhibit C. For purposes of interpreting Lease Exhibit C, the following definitions shall apply:

- a. The green area marked as “SMALL GA” on Lease Exhibit C shall only be used for the parking or storage of aircraft that meet at least one of the following criteria:
 - i. The aircraft has a wingspan of less than 49 feet in accordance with FAA Airplane Design Group I (*see Advisory Circular AC 150/5300-13A regarding Airport Design, updated September 28, 2012*); or
 - ii. The aircraft is a “small aircraft” with a maximum certificated takeoff weight of 12,500 pounds or less in accordance with Title 14 CFR § 1.1.
- b. The yellow area marked as “MIXED USE” may be used for the parking or storage of aircraft of any size.

N. Fuel Storage Area

- Both Full Service FBOs will operate the existing fuel storage area as depicted on Exhibit B and set forth in each Lease. Both Full Service FBOs are required to sell and provide into-plane delivery of both Jet A and 100LL fuel.
- The fuel storage area will be accepted in “as is” and “where is” condition and the Lessee shall be prohibited from replacing, altering, or modifying the fuel storage tanks located on the designated fuel storage area.

O. Northwest Full Service FBO – OCSD and OCFA Flight Operations

- The Northwest Full Service FBO shall offer a right of first refusal for a sub-lease to the Orange County Sheriff’s Department and Orange County Fire Authority during the planning and development stages of the new FBO. It is anticipated that OCSD will coordinate with OCFA as a potential subtenant or joint partner.
- The Northwest Full Service FBO’s design and development process shall include OCSD and OCFA in the planning of the new joint flight operations facility.
- **See OCSD conceptual plan - Reference Appendix B to EIR: General Aviation Opportunities Facilities Layout Report 2/1/2018**
- Complete Exhibit P – OCSD and OCFA Meeting Certification Plan Form

P. Lounge and Restroom Facilities

- All FBOs are required to maintain restroom facilities and continue providing availability of these or comparable facilities to users during the redevelopment of their Leased Premises.
- Full Service FBOs shall provide lounge areas and shower/changing facilities to flight crew personnel.

Q. Environmental Obligations

Respondent is required to comply with all applicable environmental laws and permits related to the occupancy and use of the Leased Premises, as set forth more fully in the Lease, GA Minimum standards, and Rules and Regulations. Notable environmental obligations include the following:

- The SWRCB issued a statewide Industrial General Permit (IGP) for storm water discharges from industrial sites (Order 2014-0057-DWQ amended by Order 2015-0122-DWQ). The County of Orange, as the airport owner, maintains and implements this permit. The FBOs and tenants are responsible for implementing the airport rules and regulations and Best Management Practices (BMPs) listed in JWA’s Storm Water Pollution Prevention Plan.
- On July 1, 2020, the IGP will be amended to incorporate Total Maximum Daily Loads (TMDL) requirements that will be applicable to Dischargers within the Newport Bay Watershed. The TMDL requirements include strict Numeric Effluent Limitations (NELs) for the metals listed in the table below. JWA is subject to monetary penalties if exceedances occur.

Impaired Waterbody	Pollutant	Numeric Effluent Limitation (NEL) in milligrams per liter (mg/L)
Lower Newport Bay (including Delhi Channel)	Copper	0.00578
	Lead	0.221
	Zinc	0.095

The County requires significant redevelopment projects, defined as the addition or replacement of 5,000 or more square feet of impervious surface on an already developed site, to prepare a Water Quality Management Plan (WQMP) that addresses post-construction urban runoff and storm water pollution. In addition to the metals listed above, the receiving waters are impaired

for other pollutants including ammonia, bacteria, nutrients, polychlorinated biphenyls, pesticides, and pH. Each FBO shall incorporate post-construction BMPs into its designs to address these pollutants, if potentially present in runoff from their site, in accordance with the County's Technical Guidance Document (TGD) and approved by the Regional Water Quality Control Board (RWQCB).

- FBOs with greater than 1,320 gallons (or greater than 660 gallons aboveground in a single tank) of fuel storage or a buried underground oil (fuel) storage capacity greater than 42,000 gallons are regulated under the Spill Prevention, Control and Countermeasures (SPCC) rule. U.S. Environmental Protection Agency (EPA) requires these facilities to prepare, amend, and implement SPCC Plans in accordance with the Oil Pollution Prevention regulation 40 CFR part 112. FBOs' mobile refuelers shall meet JWA's requirements for general secondary containment, without relying on the oil-water separators installed at JWA.
- The Orange County Environmental Health Care Agency is designated as the Certified Unified Program Agency (CUPA) for the County of Orange by the State Secretary for Environmental Protection. The CUPA is the local administrative agency that coordinates the regulation of hazardous materials and hazardous wastes in Orange County including Hazardous Materials Disclosure, Business Emergency Plans, Hazardous Waste, Underground Storage Tank, and Aboveground Petroleum Storage Tank requirements. FBOs are required to comply with these hazardous materials and hazardous waste regulations.
- JWA is in a federal non-attainment area for the 1-hour and 8-hour ozone standards and the 24-hour and annual particulate matter (PM) 2.5 standards. FBOs are required to comply with mitigation measures identified in EIR 627 and JWA's Climate Action Plan.
- JWA meets the definition of a large venue according to California Public Resources Code Section 42648. JWA has implemented a solid waste reduction program and reports waste reduction data annually. FBOs are expected to meet all recycling and organics (food waste) reduction requirements set forth in AB 341, AB 939, and SB1383. All recyclable material must be collected within dedicated recycling containers for proper disposal. FBOs are encouraged to purchase recyclable and compostable items whenever possible to divert solid waste from landfills.

R. County of Orange Child Support Enforcement

In order to comply with the child support enforcement requirements of the County of Orange, all Respondents must furnish to the contract administrator, the Purchasing Agent, or the agency/department deputy purchasing agent with submission of each Proposal:

- A. In the case of an individual contractor, his/her name, date of birth, Social Security number, and residence address;
- B. In the case of a contractor doing business in a form other than as an individual, the name, date of birth, Social Security number, and residence address of each individual who owns an interest of 10 percent or more in the contracting entity;
- C. A certification that the contractor has fully complied with all applicable federal and state reporting requirements regarding its employees; and

- D. A certification that the contractor has fully complied with all lawfully served Wage and Earnings Assignment Orders and Notices of Assignment and will continue to so comply.

Failure of the Respondent to timely submit the data and/or certifications required may result in the Proposal being deemed non-responsive, and the Respondent may be disqualified from consideration for award of the Lease. In the event a Lease is executed, failure of the Lessee to comply with all federal, State, and local reporting requirements for child support enforcement or to comply with all lawfully served Wage and Earnings Assignment Orders and Notices of Assignment shall constitute a material breach of the contract. Failure to cure such breach within 60 calendar days of notice from the County shall constitute grounds for termination of the Lease.

S. Americans with Disabilities Act (ADA)

It is each Respondent's and Lessee's responsibility to be aware of and at all times comply with all applicable Americans with Disabilities Act requirements.

PART 3. PRE-PROPOSAL TOUR AND COMMUNICATION

A. Pre-Proposal Tour

The Pre-Proposal Tour is scheduled for September 18, 2019 at 1:00 PDT:

County of Orange/John Wayne Airport
Eddie Martin Administration Building
Reception Desk Area
3160 Airway Avenue
Costa Mesa, CA 92626

The Pre-Proposal tour of the GAIP sites will start promptly at 1:00 pm and is expected to take approximately 2 to 3 hours. For participation on the Pre-Proposal tour, R.S.V.P. is required.

Please Register through Survey Monkey at <https://www.surveymonkey.com/r/QDDQSM5>

RESPONDENTS ARE NOT REQUIRED TO ATTEND THE PRE-PROPOSAL TOUR, BUT THOSE PLANNING TO SUBMIT PROPOSALS ARE ENCOURAGED TO ATTEND. THIS WILL OCCUR ONE TIME ONLY, AND THE AIRPORT WILL NOT SCHEDULE INDIVIDUAL MEETINGS AND/OR SITE TOURS.

DIRECTIONS:

<u>From the southbound 405 Freeway</u>	<u>From the southbound 55 Freeway</u>
Take the Bristol Street Exit	Take the Baker Street Exit
Go south on Bristol Street to <u>Paularino Avenue</u>	Turn left on <u>Paularino Avenue</u>
Turn east (left) on Paularino Avenue	After Paularino crosses Airway Avenue (4-way stop)
After Paularino Avenue crosses Airway Avenue (4-way stop)	Turn left into the parking lot behind the building
<u>From the northbound 405 Freeway</u>	<u>From the northbound 55 Freeway</u>
Transition to the 55 Freeway south	Take the Baker Street Exit
Take the Baker Street Exit	Turn east (right) on Baker and go to Airway Avenue
Turn east (left) on <u>Paularino Avenue</u>	Turn left on Airway Avenue and go to Paularino Avenue
After Paularino crosses Airway Avenue (4-way stop)	Turn right on Paularino Avenue
Turn left into the parking lot behind the building	Turn left into the parking lot behind the building

B. Communication

- All questions related to this RFP must be submitted through BidSync (www.BidSync.com). For BidSync assistance, please contact BidSync Vendor Support Team at 800-990-9339, Option 1.
- **Respondents are not to directly contact Airport staff with any questions or clarifications concerning this RFP. Any such action could lead to disqualification of Respondent from the RFP process.**
- The Deputy Airport Director, Business Development, will provide all official communication concerning this RFP. With respect to this RFP, any County response other than a written response from the Deputy Airport Director, Business Development, will be deemed unauthorized and the County shall bear no responsibility for any reliance upon the unauthorized communication.
- Addenda to the RFP, if necessary, will be posted on BidSync.com. Respondents are responsible to comply with all posted addenda.

C. Acknowledgement to the Terms, Conditions, Attachments and Exhibits in this RFP

I HAVE READ, UNDERSTOOD, AND AGREE TO ALL STATEMENTS IN THIS REQUEST FOR PROPOSAL (RFP) AND TO THE TERMS, CONDITIONS, ATTACHMENTS AND EXHIBITS REFERENCED HEREIN, AND ACKNOWLEDGE THAT THIS PROPOSAL WILL BE VALID FOR AT LEAST 365 DAYS.		
Company Name (as it appears on your invoice and W9)		Fed ID#
Address		
Authorized Signature (Sign all copies)	Title	Date
Name of person to contact in reference to this proposal		Phone Number

PART 4. RESPONDENT SUBMITTAL INSTRUCTIONS

A. General Information

Please read the following "Respondent Instructions" and "Respondent Checklist" carefully and check your Proposal package immediately upon downloading from BidSync 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 Respondents and other interested parties. It is the responsibility of the Respondent and interested parties to assure themselves that the information contained in this package is accurate and complete. The County and its advisors provide no assurances pertaining to the accuracy of the data in the RFP.

All Proposal documents and supplementary material or information submitted to the County shall become the property of the County. All costs associated with the preparation and submission of any Proposal shall be borne entirely by the Respondent. When the evaluation panel's scores have been completed and published, the County will make Respondent's questionnaire, conceptual renderings, and layouts available to the public. Upon award, all documents submitted in connection with this RFP may be subject to public disclosure pursuant to the California Public Records Act (Cal. Gov. Code § 6250 *et seq.*).

The Respondent must identify, in writing, all copyrighted material, trade secrets, or other proprietary information that Respondent claims is exempt from disclosure pursuant to the Public Records Act. **The Respondent who claims such an exemption must also state in the Proposal executed by a signatory authorized to so bind the Respondent that, "The Respondent agrees to indemnify, defend with counsel approved in writing by County, and hold the County, its elected and appointed officials, officers, employees, and agents harmless from any and all claims, demands, or liability of any kind or nature arising from County's refusal to disclose to any party any records Respondent has identified as copyrighted, trade secret, or other proprietary information."**

The County reserves the right to award FBO Lease(s) pursuant to California Government Section 25536 for specific site locations to individuals or entities other than the evaluation committee's recommended Respondent(s), 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.

A. Proposal Deposit

Each Full Service Fixed Base Operator "Original" Proposal must be accompanied by a deposit in the amount of One Hundred Twenty-Five Thousand Dollars (\$125,000.00) and each Limited Service Fixed Based Operator "Original" Proposal must be accompanied by a deposit in the amount of Seventy-Five Thousand Dollars (\$75,000.00), in the form of a cashier's check made payable to the County of Orange/John Wayne Airport submitted in a sealed envelope with the Proposal, letter of credit in a form approved by John Wayne Airport, or through a wire transfer of funds to the County of Orange/John Wayne Airport. For wiring instructions, please contact Vivian Canton, John Wayne Airport Accounting Manager at (949) 252-5218 or via e-mail at vcanton@ocair.com. The \$125,000 cashier's check, letter of credit, or wire fund confirmation for Full Service FBO or \$75,000 cashier's check, letter of credit, or

wire fund confirmation for Limited Service FBO must accompany each Proposal or the Proposal will be rejected.

Deposits submitted by unsuccessful Respondents will be returned within thirty (30) days after execution of all necessary signatures on all FBO Leases, or after all Proposals are rejected.

The deposit of a successful Respondent shall be refunded within thirty (30) days after its submittal to JWA of the security deposit and proof of insurance required by the Lease. Should the successful Respondent fail to submit the security deposit or insurance within thirty (30) days of full execution of the Lease, the Lease shall be terminated and the Respondent's deposit shall be retained by the County as liquidated damages for the Respondent's breach.

Pursuant to Government Code Section 25536, the Board may thereafter award such Lease to another Respondent, solicit new Proposals, or take such other action as the Board deems appropriate at the Board's absolute and sole discretion.

B. Format Requirements

Nonresponsive or Late Proposals: Proposals not submitted in the manner described herein may be considered nonresponsive and subject to rejection. Late Proposals shall be rejected and returned to the Respondent. This deadline is absolute and Proposals not received before the due date and time shall not be considered. Respondents must select a method of delivery that ensures Proposals will be delivered to the correct location before the due date and time.

Page Limit: Proposals shall not exceed **one hundred (100) two-sided pages**, excluding front and back covers, section dividers, financial statements, Conceptual Development Facility Plans, foam boards, and table of contents. Proposals should be prepared in a concise manner that clearly responds without embellishment to the information requested in this RFP. **Any additional pages will be discarded and will not be reviewed.**

Format: Proposals must be typewritten in Times New Roman 12-point font on white 8½" x 11" paper (except as noted below for 11" x 17" plans) in portrait format, and must be unbound. White three-ring binders with clear covers are required and must include Respondent's information inserted in the cover. All pages of the Proposal are to be numbered for ease of review by the evaluation panel.

Format for conceptual renderings, layouts, and material boards:

1. All foam boards must be 24" x 36" in size.
2. Color/sample boards with material legend identifying all items and their locations (for both interior and exterior finishes).
3. Exterior renderings shall be on foam boards with two opposing birds-eye views.
4. Interior renderings shall be on no more than four (4) foam boards per building.
5. All of the above items are required to be color copied onto 11" x 17" paper and inserted into each Proposal package consisting of twelve (12) complete sets (see below). The color copies onto 11" x 17" paper are included in the page count.

Submission of Proposals via Sealed Package:

Respondents must submit their Proposals in sealed packaging as described below.

Number of Proposals: **Twelve (12)** full sets of your written Proposal, **one (1)** original clearly marked "Original" with original ink signatures, **eleven (11)** copies and **twelve (12)** USB flash drives containing files in PDF file format along with Respondent's deposit.

Additionally, Respondents must submit **four (4) complete hard copy sets** and **four (4) USB flash drives with PDFs** of Conceptual Development Facility Plans prepared by a California licensed Architect and Engineer (A/E) fully depicting the Respondent's proposed development.

All Proposals must be delivered and received before the time and date shown below:

Proposal Due Date and Time: December 19, 2019 - 2:00 PM PDT

Address: Respondents must submit Proposals to the following address:

County of Orange/John Wayne Airport
Eddie Martin Administration Building
Deputy Airport Director, BD – FBO Proposal
3160 Airway Avenue
Costa Mesa, CA 92626

Packaging and Identification: Respondent shall submit its Proposal in a sealed package and shall write/type the following identification information on the outermost portion of the sealed package:

SEALED PROPOSAL

County of Orange/John Wayne Airport
Eddie Martin Administration Building
Deputy Airport Director, BD – FBO Proposal
3160 Airway Avenue
Costa Mesa, CA 92626

PART 5. EVALUATION PROCESS

This RFP process is being undertaken to enable submittal of a slate of recommended Respondents, whose Proposals best meet the Airport's goals and objectives in providing the services described in this RFP, to the Board. The evaluation process will consist of two parts:

1. Determination of Responsive Proposals (using proposal compliance to determine responsiveness of Proposals)
2. Panel Evaluation of Responsive Proposals (using scoring criteria)

The County reserves the right to reject a Proposal as nonresponsive based upon a review of Respondent's experience and financial qualifications as set forth in Respondent's Proposal. The County further reserves the right to make an investigation of information submitted, to seek publicly available information about the Respondent and its development team, and to request additional information with regard to Respondent's experience and financial qualifications.

Evaluation Panel: An evaluation panel ("Panel") established by the County will evaluate the Proposals in accordance with the evaluation criteria outlined below. The Panel may consist of members from within and/or outside the County. The Proposals will be scored in accordance with the scoring criteria outlined below. The Panel will then provide a slate of recommended Respondents for consideration by the Board for selection of preferred FBO operators with whom to negotiate Leases. The Panel's recommendation is not binding upon the Board, which will exercise its own discretion in selecting preferred FBO operators.

PART 6. EVALUATION CRITERIA

The content of each area of the Proposal will be subject to evaluation. Information gained through a Respondent's submittal to this RFP will be assessed against the following evaluation criteria:

A. Proposal Compliance

As part of the Proposal evaluation process, the County will screen all Proposals to ensure the minimum criteria in the scoring phase is compliant with requirements contained in the RFP. Proposals not meeting the minimum criteria will be disqualified from further consideration and Respondents will be so notified in writing.

In order to be considered for award of a Lease, Respondent must complete and submit for each Parcel it wishes to be considered for: (1) a signed Proposal including Respondent's deposit; (2) a Respondent's questionnaire; and (3) all required documents as identified on the Respondent checklist. Respondent must review Proposal submittal instructions and submit all required sets of Proposal documents as specified in this RFP.

A separate Proposal package must be submitted for each Parcel Respondent is interested in proposing on in response to this RFP.

Selected Respondents will only be awarded one Parcel each.

The minimum criteria for Proposals are as follows:

1. Completeness of Proposal against RFP Requirements, including submittal of all required documents.
2. Conformance to specific requirements set out in this RFP.
3. The Proposal is required to conform to the Final Program EIR 627 or state what additional environmental review is required to implement the Proposal.
 - a. Additional environmental review or environmental impacts outside of the Program EIR 627 may delay a Proposal from award of a Lease and all related costs shall be borne by the Respondent.
4. Documentation of Minimum Experience and Financial Capability of Respondent.
5. Completed Respondent Checklist, initialed and dated (Exhibit J).
6. Demonstration of Respondent's ability to incorporate Envision Gold and CALGreen Tier 1 certification development into its project (reference Exhibit O).
7. A signed statement, attached as Exhibit G, that Respondent has read the Model Lease and takes no exception to the language therein. The format of the Lease is attached as Exhibits D, E, and F, of the RFP package. Following Lease award to the successful Respondent by the Board, but prior to Lease Commencement, the County must

receive all items required by the Lease, including the required security deposit and evidence of insurance.

B. Scoring Phase

The Panel will score Proposals and provide a slate of recommended Respondents to the Board using the criteria outlined below.

Scoring Phase Criteria	Points
▪ Proposed Development, Phasing Plan, Quality of Proposed Facilities	30
▪ Financial Capability, Resources, Capital Investment, and Ten (10) Year Pro-Forma	25
▪ Five-Year Business and Management Plan with Development Team Qualifications and Experience	15
▪ Projected Ten (10) Year Tax Revenue to the County's General Fund	10
▪ Experience with Financing, Constructing, and Operating FBOs at Public Use Airports in the Past Five (5) Years	10
▪ Panel Structured Oral Interview of Respondent (No Presentation Permitted)	10
Total Points	100

C. Panel Oral Interview of Respondent

JWA will require Respondents to participate in a structured oral interview as part of the rating criteria and, if the Panel requests, the interviews will be used for further clarification of the written Proposals. The structured oral interview will include the same questions for each interviewee. **There will be no presentation permitted during the oral interview.** Respondents shall be ready to attend the Oral Interview within five (5) business days of notification.

D. Respondent Selection for Recommendation to the County of Orange Board of Supervisors

The County will monitor the Panel's evaluation of responsive Proposals and the Airport will present to the Board the Panel's slate of recommended Respondents with their corresponding scores for Board selection of preferred FBO operators.

The County reserves the right to award Leases to Respondents other than the Panel's recommended Respondents, 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 Respondent and the rejection of the Proposal:

1. Evidence of collusion among Respondents.

2. Incomplete or late submittals of Proposals or other requested information.
3. Submittal of Proposal in a format or order other than required.
4. Non-submittal of Respondent's deposit, or submittal in a form other than cashier's check, letter of credit, or confirmation of wire transfer to the County of Orange/John Wayne Airport.
5. Insufficient evidence of business skills or financial resources necessary to successfully operate and manage a full or limited service FBO 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 agreements.
8. Omission, inaccuracy, misstatement, or failure to submit any portion of the Proposal and signed Lease in the Proposal.
9. Documents and information submitted with Request for Proposal that do not match and support the information submitted during the Request for Qualification process.
10. Other causes as the County deems appropriate at the County's sole and absolute discretion.

The County's determination as to whether a Proposal is recommended for selection will be based on the information furnished by the Respondent in its Proposal as well as from other sources determined to be relevant by the County. Award will not be made until after any such investigation, as deemed necessary, is made by the County regarding the experience and financial responsibility of the Respondent, which investigation each Respondent agrees to permit by submitting a Proposal. The Panel's recommendation will be advisory to the Board. It is the County's intent to award the Lease for each site location to the most qualified and responsible Respondent.

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

The selection process and recommendation of award shall be in accordance with the following process:

1. For each of the Parcels, using the scoring criteria above, the Proposals and corresponding scores will be recommended to the Board as a slate for consideration.
2. The Airport reserves the right to recommend award based on the combination of responsive Proposals by Respondents that best meets the Airport's needs, including preferred site location, and the Board may decide to offer a different site than the one requested in Respondent's Proposal.

PART 7. ITEMS TO BE PROPOSED AND SUBMITTED

A. Minimum Services to be Proposed

Unless stated otherwise, Proposal requirements for both a Full Service and Limited Service FBO are the same. The minimum services to be provided by each are identified below.

Full Service Fixed Base Operator:

- Provide aviation fuel, engine oil, and lubricants for sale to general aviation customers, as well as providing into-plane delivery of fuel;
- Manage hangar storage operations and tie-down facilities;
- Provide aircraft repair and maintenance services;
- Provide and manage transient parking;
- Provide charter operations;
- Manage fueling operations; and
- Provide aircraft wash facilities.

Limited Service Fixed Base Operator:

- Manage hangar storage operations and tie-down facilities;
- Provide and manage transient parking;
- Provide light aircraft repair and maintenance services;
- Provide an above-ground, self-contained, self-service fueling facility for avgas only; and
- Provide aircraft wash facilities.

B. Required Items to be Submitted with Proposal

The following items are required to be submitted and must be tabbed in the order outlined below. Failure to do so may result in disqualification.

- 1. Respondent Cover Sheet – Exhibit I**
- 2. Respondent Checklist – Exhibit J**
- 3. Signed and dated Acknowledgement to the Terms, Conditions, Attachments and Exhibits, reference Part 3.C.**
- 4. Proposal deposit of \$125,000.00 for Full Service FBO or \$75,000.00 for Limited Service FBO.** Cashier's check, letter of credit, or wire transfer confirmation page must be included in the "Original" Proposal package(s). The copies of the same must be included in the 11 duplicate Proposal packages.
- 5. Cover Letter – to include the following information:**
 - Name, title, telephone, and email address of the personnel responsible for the primary communication with the County regarding Respondent's Proposal;
 - Structure of Respondent: Respondent must include a detailed discussion of its legal and ownership structures including providing copies of its organizational documents (i.e., partnership or operating agreement, articles of incorporation or organization,

bylaws, or equivalent documents). If Respondent is a joint venture, each party to the venture must be identified and the roles that each will have in the development and/or operation of the Project must be described. A letter of agreement to participate in the joint venture as well as the percentage of participation must be submitted from each joint venture partner. The Respondent must represent and warrant that (i) Respondent has the power and authority to execute and deliver the Proposal, and (ii) the Proposal has been duly and validly executed and is a legal, valid and binding obligation of Respondent.

- A summary of the Proposal, including the services intended to be offered and how the existing facilities will be utilized during the planning and development of the new FBO facility. Include a description of the Respondent's brand or company and how association with that brand would benefit the Airport and its users.
- A statement of Respondent's mission, vision and values.
- A statement indicating Respondent's clear understanding of this RFP and a statement as to whether Respondent and/or Respondent's partners, subcontractor(s), joint venture associates, or any other individual or entity of Respondent's team has any potential conflicts that may arise in the performance of the services requested in this RFP, performing the work, or operating the general aviation services facility contemplated within this RFP.

6. Proposed Development, Phasing Plan, and Quality of Proposed Facilities

- a. Submit and identify the range of FBO services, including the minimum required services listed above and provided by the Model Lease.
- b. Development Program of Project/Proposed Facilities – Provide a Development Plan and describe in detail its proposed improvement projects. Respondent must identify the phasing and timeline of development of each component throughout the term of the Lease. The phasing plan must take into account the phasing of each site as set forth in the EIR. It must include:
 - description of the function/operation of the proposed development and its facilities,
 - layout and dimensions,
 - number of rooms/spaces (e.g. square footage breakdown and total summary),
 - occupancy classification,
 - construction type/methodology,
 - number of aircraft displaced by each phase (by type, size, and location), and Respondent's plan for managing such displacement.
- c. Respondents must submit a Facilities Layout Plan for the full buildout that identifies the layout of all facilities on the entire leasehold, as well as aircraft layout plan of proposed based aircraft and transient parking area.

- d. Facility Plans – Respondents must submit four (4) complete hard copy sets and four (4) flash drives in PDF format of Conceptual Development Facility Plans, prepared by a California licensed Architect and Engineer (A/E) fully depicting the Respondent’s proposed development for the entire leasehold. Any additional files (e.g. Geographic Information System/GIS, Revit, CADD, etc.) used in the production or generation of the Facility Plans should be included in the flash drives and placed within a folder titled “Supplemental Files”. The Facility Plan submittal, including all renderings and drawings, shall be no larger than 24 inches by 36 inches and bound. Full size sets are not included in the Proposal package 100-page count limit. The Facility Plan must include, but is not limited to the following elements:
1. Site demolition, removal, and relocation plans indicating and identifying all improvements and utility elements that will be demolished and/or relocated. Include Utilities layout, sizing, and connection points.
 2. Plans for preliminary grading and drainage.
 3. Plans for fencing and security.
 4. Colored renderings depicting architectural exterior and interior elevations and floor plans for the proposed development, color scheme and signage.
 5. Sections/profiles highlighting the overall relationship of the proposed development to the restricted navigable airspace zones within the Parcel.
 6. Site plans clearly depicting, but not limited to, the circulation of all ingress and egress, structures, vehicle parking, aircraft parking, transient parking, maintenance/operations areas, and landscaping at a scale of one (1) inch equals fifty (50) feet as reasonable to reflect the overall site, and clearly identifying the desired location and footprint of the proposed facilities. Indicate how many Based Aircraft (see Definitions section) can be accommodated at the Leased Premises.
 7. Architectural floor plans, elevations, sections and details at a scale of no less than 1/16 inch equals one (1) foot.
 8. Specifications fully depicting finish materials, equipment and construction.
- e. Development Phasing Plan – Identify the time for completing the first and successive phases of development, including receiving the Certificate of Occupancy. Compliance with Program EIR 627, Table 3-5a and 3-5b (Phasing Schedule), will be considered in the Proposal. Respondents are advised and shall take into account that each site will have different phasing times depending on the requirements of each successful Proposal and how they are to be coordinated. Also, include timelines for:
- i. Design and construction document preparation
 - ii. Reviews and permits
 - iii. Bidding and construction contracts

- iv. Construction period
 - v. Inspections and occupancy
 - vi. Construction closeout
 - vii. Activation and start-up of operations
 - viii. It should be noted that the Development Phasing Plan of each FBO will need to be thoroughly coordinated with all other FBOs and reviewed and approved by JWA to ensure potential phasing conflicts are addressed prior to implementation of each FBOs' phasing plan for development.
- f. If applicable, a statement of how the Respondent intends to comply with Disadvantaged Business Enterprise (DBE) requirements.
 - g. Whether Respondent plans to accommodate regularly scheduled air service providers, defined as: (i) operated in support of, advertised, or otherwise made available to members of the public by any means for commercial air transportation purposes, and members of the public may travel on the flights; (ii) the flights are scheduled to occur, or are represented as occurring (or available) at specified times and days; and (iii) the provider conducts, or proposes to operate, departures at JWA at a frequency greater than two (2) times per week during any consecutive three (3) week period.
 - h. Provide summary ninety (90) day initial business transition plan following lease commencement, specifically identifying the initial seventy-two (72) hour transition and first thirty (30) day operations plan.
 - i. Operational plan for existing tie-down and hangar spaces until demolition and construction commencement. Existing tie-down, sunshade, and hangar licenses will be assigned as-is to the FBO for each Parcel. The preconstruction operational period may vary greatly in lengths of time based on the overall phasing plan and which site a Respondent is awarded. Building Rent will be adjusted on a pro-rata basis per square foot to account for the usable building space of existing facilities available to each FBO during demolition and redevelopment activities.
 - j. Maintenance Plan must include a minimum budget and expenditure for maintenance of 3-5% of total site construction costs, increasing annually at the rate of CPI or greater.
 - k. Applicable only to Respondents for the Northeast Full Service FBO Parcel: please provide an operational plan on managing existing County wait list for County Hangar spaces.
 - l. For both Full Service FBOs: provide management and operations plan for maintaining required transient parking for the general aviation community.
 - m. Applicable only to Respondents for Northwest Full Service FBO Parcel: provide an interim operating plan for the joint OCSD and OCFA flight operations facility.

7. Financial Capability, Resources, Capital Investment, and Ten (10) Year Pro-Forma

- a. For Full Service FBO Proposals: Last two (2) fiscal years audited financial statements including balance sheet, income statements, cash flow statements and notes to

- financial statements prepared by a CPA. Submit in separately sealed envelope, clearly marked “Financial Statements.”
- b. For Limited Service FBO Proposals: Last two (2) fiscal years reviewed or audited financial statements including balance sheet, income statements, cash flow statements and notes to financial statements prepared by a CPA. Submit in separately sealed envelope, clearly marked “Financial Statements.”
 - c. Respondent will be required to submit design plans and development program for its FBO site location in conformity to the GAIP EIR, Envision Gold certification, and CALGreen Tier 1 requirements (Envision Gold Score Card attached as Exhibit O). Envision Gold certification is required. Please provide proposed range of capital investment for the design and development with a detailed scope of work, inclusive of this certification.
 - d. Documentation demonstrating current financial resources and capacity to finance the proposed project. Include a detailed description of Respondent’s plan to finance costs of entitlement and permitting, design, and construction, including the mix and material terms of equity and debt financing.
 - e. A detailed description of anticipated hard costs, soft costs, and financing costs to design, construct, finance, operate and maintain the entire project and each development component.
 - f. A description of all pending litigation and/or bankruptcy filings involving the Respondent, including, for each matter, the names of the parties, jurisdiction in which the case was filed, cause(s) of action, summary of the matter, and its current status.
 - g. Ten-year pro forma income statement with supporting documentation for assumptions (Required Form is attached as Exhibit M).
 - h. Experience of Respondent in a high-traffic airport environment (maximum of 10 locations identified).
 - i. Identify total capital investment amount.
 - j. Financial References of Respondent – List three (3) persons or firms with whom you have conducted significant financial transactions during the past three (3) years. Name, title, contact information, and description of financial relationship is required.
 - k. FBO 10-year Refurbishments
 - Every ten (10) years from the Date of Beneficial Occupancy, successful Respondents must make refurbishments subject to the terms of the FBO Lease. With its response to this RFP, Respondent must submit a plan for upgrading the Leased Premises and its improvements, and propose a specific dollar amount for refurbishment based on the schedule below.
 - Respondent’s refurbishment schedule must include at minimum the following, where the amount of the reinvestment will be reasonably determined by JWA with consideration to the conditions of the facilities at each reinvestment milestone:
 - i. On or before the tenth (10th) anniversary of the Date of Beneficial Occupancy, Lessee may be required by JWA to make a reinvestment of up to 20% of its Initial Capital Investment.

- ii. On or before the twentieth (20th) anniversary of the Date of Beneficial Occupancy, Lessee may be required by JWA to make a reinvestment of up to twenty percent (20%) of its Initial Capital Investment.
- iii. At such time that five (5) years remain on the term of this Lease, Lessee may be required by JWA to make a reinvestment of up to ten percent (10%) of its Initial Capital Investment.
- Describe conceptual plans and provide a breakdown of the costs for design, construction, upgrades, and installation of new fixtures or equipment proposed for the refurbishment project.

8. Five-Year Business and Management Plan with Development Team Qualifications and Experience

- a. Staffing plan, identifying the level of management oversight, responsibilities assigned to each employee on shift, resumes for key onsite personnel, a proposed staffing schedule, and an organizational chart for the JWA airport operation and for the corporate home office structure.
- b. Training plan that includes plan for monitoring of training records and recurrent training, and for maintenance programs, include quality control plan and processes/testing of such programs.
- c. Marketing and customer service plan that identifies how the Respondent will attract and retain general aviation business at the FBO location, and its approach to providing customer service, as well as its experience with such programs at its current FBO locations.
- d. Include an organizational chart that describes the FBO development team, including but not limited to the following positions:
 - Executive Management
 - Design (Architecture)
 - Engineering
 - Entitlement/Permitting
 - Construction
 - Project/Construction Management
 - Legal
 - Leasing
 - Operations and Maintenance
 - Property Management
- e. Respondents shall be licensed as required by applicable laws. Architects, engineering, and construction contractors must possess the necessary credentials to conduct business in California.

9. Projected Ten-Year Tax Revenue to the County of Orange

- Property Tax revenue to County on estimated number and type of aircraft based at its FBO site location.
- Identify by type, estimated number of based aircraft, including an aircraft layout plan for the site location.

10. Experience with Financing, Constructing, and Operating FBOs at Public Use Airports in the Past Five Years

- a. In a table format identify the following for each airport location:
 - FBO construction projects managed & developed by FBO
 - Financial model of Construction Project
 - Total Capital Investment by FBO
 - Overall square footage for all building(s) constructed
 - Term of Lease or Contract
 - Total Project Development Time Period (start and end dates)
 - Provide last fiscal year revenue for each of the locations

- b. In a table format identify the date, the airport, and brief description for the following for the last two (2) years:
 - Runway incursion accidents or near accidents caused by the Respondent or its employees, contractors, or agents
 - Notices of Violation or citations from airports or regulatory authorities
 - Aircraft fuel spills or leaks on airport
 - Unpermitted use or unauthorized use of airport property
 - Violations of federal, State, or local laws or regulations on FBO premises
 - FBO apron accidents or safety incidents involving aircraft or vehicles with monetary damages.

11. Respondent Form and Questionnaire – Exhibit K

12. Acknowledgment of Model Lease provisions – Exhibit G

13. County of Orange Child Support Enforcement Certification – Exhibit L

14. Financial Viability Form – Exhibit N

15. OCSD and OCFA – Flight Operations and Facility planning & design coordination certification form – Exhibit P

PART 8. PROTEST POLICY

A. Protest Policy

1. Any actual or prospective Respondent who alleges a grievance with regard to the solicitation of Proposals or award of a Lease may submit a protest to the Deputy Airport Director, Business Development.
2. All protests shall be typed under the protester's letterhead and submitted in accordance with the provisions stated herein. All protests shall include at a minimum the following information:
 - The name, address and telephone number of the protester;

- The signature of the protester or the protester’s representative;
- The solicitation or contract number;
- A detailed statement of the legal and/or factual grounds for the protest; and
- The form of relief requested.

B. Protest of Proposal Specifications

All protests related to Proposal specifications must be submitted to the Deputy Airport Director, Business Development no later than five (5) business days after the close of the Questions & Answer period. Protests received after the five (5) business day deadline will not be considered by the County.

In the event the protest of specifications is denied and the protester wishes to continue in the solicitation process, they must still submit a Proposal prior to the close of the solicitation in accordance with the Proposal submittal procedures provided in the Proposal.

C. Protest of Award of Contract

In protests related to the award of a contract, the protest must be submitted no later than five (5) business days after the notice of the proposed award is provided by the Deputy Airport Director, Business Development. Protests relating to a proposed award which are received after the five (5) business day deadline will not be considered by the County.

Protest Process

- In the event of a timely protest, the County shall not proceed with the solicitation or award of the contract until the Deputy Airport Director, Business Development or the Procurement Appeals Board renders a decision on the protest.
- Upon receipt of a timely protest, the Deputy Airport Director, Business Development will, within five (5) business days of the receipt of the protest, issue a decision in writing which shall state the reasons for the actions taken.
- The County may, after providing written justification to be included in the procurement file, make the determination that an immediate award of the contract is necessary to protect the substantial interests of the County. The award shall in no way compromise the protester’s right to the protest procedures outlined herein.

Appeal Process

- If the protester disagrees with the decision of the Deputy Airport Director, Business Development, the protestor may submit a written appeal to the Assistant Airport Director.
- Within ten (10) business days, the Assistant Airport Director will review all materials in connection with the protest, assess the merits of the protest and provide a written determination that shall contain his or her decision on whether the protest shall be forwarded to the Airport Director.
- If the protester wishes to appeal the decision of the Assistant Airport Director, the protester must submit, within three (3) business days from receipt of the Assistant Airport Director’s decision, a written appeal to the Assistant Airport Director requesting a review by the Airport Director.

- The decision of the Assistant Airport Director on whether to allow the appeal to go forward to the Airport Director will be final and there shall be no right to any administrative appeals of this decision.
- If an appeal reaches the Airport Director, the Airport Director's decision will constitute the final administrative determination with respect to the protest.

PART 9. FBO RFP EXHIBITS AND FORMS

Exhibit A - General Aviation FBO Parcel Map

Exhibit B - General Aviation Fuel Storage Parcel Map

Exhibit C - Mixed Use and Small GA Map

Exhibit D - Parcel 1 – Northeast Full Service FBO Lease

Exhibit E - Parcel 2 - Northwest Full Service FBO Lease

Exhibit F - Parcel 3 – Southwest Limited Service FBO Lease

Exhibit G - Acknowledgement and Approval of Model Lease Provisions

Exhibit H - Listing of Existing Environmental Conditions and Historical Assessments

Exhibit I - Respondent Cover Sheet

Exhibit J - Respondent Checklist

Exhibit K - Respondent Form and Questionnaire

Exhibit L - County of Orange Child Support Enforcement Certification

Exhibit M - Ten-Year Pro Forma Template

Exhibit N - Financial Viability Form

Exhibit O - Envision Gold and CALGreen Tier 1 Score Card

Exhibit P - OCSD and OCFA – Meeting Certification Plan Form

Exhibit Q - Location Survey Map of Freight Gate Access