

PORT OF SEATTLE
MEMORANDUM

COMMISSION AGENDA
ACTION ITEM

Item No.	6a
Date of Meeting	August 4, 2015

DATE: July 1, 2015
TO: Ted Fick, Chief Executive Officer
FROM: James R. Schone, Director, Aviation Business Development
Deanna Zachrisson, Business Leader, Airport Dining and Retail
SUBJECT: Airport Dining and Retail (ADR) Group Lease Authorization

ACTION REQUESTED

Request Commission authorization for the Chief Executive Officer to conduct competitive solicitations and execute lease and concession agreements with selected proposers for the following opportunities: 1) Single Unit #2 – Food Service/Fast Casual; 2) Single Unit #8 – Food Service/Gourmet Coffee; 3) Small package #5 – Personal Services/Manicure (2 units); 4) Small Package #6 – Personal Services/Massage (2 units); 5) Single Unit #12 – Small Specialty Retail; 6) Small Package #2 – Specialty Retail/Gifts (2 units); 7) Single unit #5 – Anchor Specialty Retail/Apparel or Technology; 8) Single Unit #7 –Anchor Specialty Retail/Apparel. Unit and package numbers reflect how each is denoted in the ADR master plan.

SYNOPSIS

The long-term vitality and growth of the Airport Dining and Retail program is a key contributor to the fulfilment of the Port’s Century Agenda by elevating the Airport’s profile as the preferred gateway to the Northwest, by promoting job growth, and creating new opportunities for small and minority-owned businesses.

This request for authorization marks the next step in the redevelopment of the Airport Dining and Retail program. The Commission approved the first step of this redevelopment in December 2014 with the approval of new leases and lease modifications with the ADR program’s largest lessees, HMSHost and Hudson Group, in order to facilitate a strategic phasing of lease expirations. Since that time, a number of agreements have transitioned into holdover (month-to-month) status as the overall solicitation and leasing process begins in an orchestrated fashion. This request for authorization is the second authorization of lease agreements to come before the Commission.

In preparing for the start of extensive outreach and solicitation work, the Commission engaged Port staff to develop an approach to consider solicitation and authorization requests in specific groups, due to the significant number of concurrent solicitation processes beginning in 2015 and continuing through 2018-2019. In accordance with this ‘grouping’ approach, staff seeks authorization to complete solicitation processes and execute lease agreements for a group of new single unit and small package opportunities within the perimeters defined in this memo and in

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the attached exhibits for each opportunity. With the exception of two single unit anchor retail locations, the opportunities in this group authorization are all potential small and/or minority business opportunities.

These opportunities are consistent with the guidance of the Port Commission, articulated in a motion advanced by the Commission on February 14, 2012, and reaffirmed on November 25, 2014, with regard to the master plan and redevelopment of the Airport Dining and Retail program:

- Balances opportunities for both large and small and /or minority owned business
- Creates flexible competitive leasing processes to accommodate all types of business
- Establishes job quality expectations in competitive processes
- Strengthens a local 'sense of place'

BACKGROUND

Leases for 90 percent of the Airport's restaurant, retail and personal services locations have begun to expire as they reach maturation in 2015-2017. The large number of units with nearly simultaneous expiration dates is a consequence of the shift that took place in 2005 in the management model away from a master concessionaire. The former master concessionaire operated nearly all of the Airport's food service, retail, and duty free units from 1963 through 2004. At that time, the Airport instituted a hybrid leasing structure of large prime operators of multiple units and direct leases with independent operators. Because nearly all leases after the master concessionaire were executed at the same time for similar lease term lengths, they are now also expiring nearly simultaneously.

The Port has assembled a team of experienced staff and consultant professionals to plan and carry out a carefully orchestrated set of complex steps needed to redevelop nearly 100 locations serving passengers that generate \$44 million in annual revenues to the Port. The Port staff team includes decades of combined aviation and shopping mall development experience, as well as strength in marketing and outreach. The Port staff has been supported since early 2012 by AirProjects Inc. of Alexandria, Virginia, a boutique consultant focused on airport concessions.

Over the past three years, Port staff and its consultant team have been working on the analysis and planning portions of an Airport Dining and Retail master plan. As the leases that began in 2004-2005 reached maturity, the master plan would guide the redevelopment program to address increased passenger demand, maximize limited square footage, and accommodate facility changes driven by terminal expansion. The most significant elements of the master plan were discussed in public briefings in 2014 (see Previous Commission Actions or Briefings below). The master plan work has also taken into account the continued availability of food service and retail goods during the redevelopment timeframe when transitions and/or construction activity is underway.

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In December 2014, the Commission authorized the first group of lease agreements with HMSHost and Hudson Group. The purpose of the authorization was to create a schedule of phased expiration dates for the largest group of units with simultaneous expirations under these lessees. Some units were included in new leases with new investment, while others are planned to go into holdover status for some period of time. The authorization also included the early return of units from each company for redevelopment.

The planning phases of the master plan work culminated with a preliminary leasing and packaging plan presented publicly in early 2015, which includes unit locations in larger and smaller packages as well as single-unit opportunities for competitive solicitation. The units included in this first release of opportunities correspond to locations in the leasing and packaging plan. The group of units contains units returned early to the Port, units with expired leases, and vacant space in new packages.

OPPORTUNITY DESCRIPTION

Single Unit #2 – Food Service/Quick Serve

This single unit is a 2,845-square foot space in the South Esplanade pre-security area that will be a consolidation of two adjacent spaces returned to the Port early by HMSHost. The entrance to the unit will be changed to face the post-security area in order to meet increased demand. Infrastructure work to consolidate the two locations and provide utilities will take place in late 2015 and the unit will be available for occupancy in 2016. This unit will provide needed food service capacity in the 2016-2017 timeframe when other nearby food service will be closed for transition. This is a potential small business opportunity. Lease terms and projected schedule are contained in **Exhibit A**.

Single Unit #8 – Food Service/Gourmet Coffee

This single unit is a 550-square foot kiosk location in the Central Terminal atrium. The concept will operate as a combination of gourmet coffee service, pastries, to-go food items and appropriate branded gift merchandise. The lease for the current operator in this location expired in May 2015 and is in holdover status. This is a potential small business opportunity. Lease terms and projected schedule are contained in **Exhibit B**.

Small Package #5 -- Personal Services/Manicure

This package includes two units, located in Concourses A and C (853 and 918 square feet respectively). Manicure service and related retail products first entered the Airport in 2006 as a trial small business kiosk. The business flourished and later moved into an in-line space in Concourse C in 2007 and later expanded to a kiosk location in the North Satellite. The new opportunity will offer manicure/pedicure and other related services, as well as appropriate retail merchandise. The lease for the current operator expired in June 2014 and is in holdover status.

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This is a potential small business opportunity. Lease terms and projected schedule are contained in **Exhibit C**.

Small package #6 – Personal Services/Massage

This package includes two units, located in Concourses A and C (853 and 908 square feet respectively). The Airport has offered massage services to passengers since 1993. At Sea-Tac, airport massage has become a niche business with many long-time, loyal customers, particularly among frequent flyers. The concept will also offer retail products consistent with wellness, well-being and relaxation. The lease for the current provider expired in July 2014 and is in holdover status. This is a potential small business opportunity. Lease terms and projected schedule are contained in **Exhibit D**.

Single unit #1 - Small Specialty Retail

This 200-square foot single unit is a brand-new location that is being created at the entrance to Concourse C, across from the small business kiosk area. The unit is being created by carving out space from the current ‘Life is Good’ retail store, operated by Hudson, as part of the redevelopment of that retail store. The space will be provided to a new retailer as a clean shell space available for build-out for a smaller investment. This is a potential small business opportunity. Lease terms and projected schedule are contained in **Exhibit E**.

Small package #3 - Specialty Retail

This package includes two units, located in the Central Terminal and Concourse D (2,817 and 807 square feet respectively). The intended concept for both locations is gift merchandise and accessories. This type of concept performs well in the Central Terminal. The lease for the occupied Central Terminal unit expired in May 2015 and is in holdover status. There is no specialty retail in Concourse D and the proposed new location will be available for new build-out in 2017. This is a potential small business opportunity. Lease terms and projected schedule are contained in **Exhibit F**.

Single unit #5 – Anchor Specialty Retail

This single unit is a 2,376-square foot space at the intersection of Concourses A and B on the south flank of the Central Terminal. It currently operates as a food and beverage unit, but due to its high traffic, high visibility location, it will be transitioned to one of the key retail locations in the area. The location is intended to function as ‘destination’ retail. Destination retail is the type of retail that travelers will seek out if they are aware of its existence at the Airport, and drive foot traffic and sales opportunity for other adjacent businesses, including small businesses. This location is best served by a well-known, brand-name retailer within the categories of apparel or possibly electronics/technology. The caliber of retailers that would be ideal for this space are not likely to respond to a public sector solicitation, rather in-house and leasing consultant staff must proactively approach potential candidates for proposals. This unit will require a long-lead time to

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select and design a concept for anticipated opening in early 2017. This is not anticipated to be a small business opportunity. Lease terms and projected schedule are contained in **Exhibit G**.

Single unit #7 – Anchor Specialty Retail

This single unit is a 5,800-square foot space at the intersection of Concourses C and D on the north flank of the Central Terminal. It will be a consolidation of three spaces – a food and beverage/bar operation, former duty free location and a former Transportation Security Administration (TSA) storage room, and will become the largest retail space in the Airport. The location is perfectly suited for a brand-name clothing retailer, which more than any other type of retail should be allowed more square footage than is typical in an airport. This is due to the breadth of assortment, particularly when offering both men's and women's apparel. The location also is intended to function as 'destination' retail that travelers will seek out at the Airport and serve to drive foot traffic and sales opportunity for other adjacent businesses. This section of the Central Terminal flank will be balanced between small business kiosks, small specialty retail and well-known brands for overall appeal in the area. The caliber of retailers that would be ideal for this space are not likely to respond to a public sector solicitation, rather in-house and leasing consultant staff must proactively approach potential candidates for proposals. This unit will require a long-lead time to select and design a concept for anticipated opening in early 2017. This is not anticipated to be a small business opportunity due to the investment requirement. Lease terms and projected schedule are contained in **Exhibit H**.

Port staff seeks Commission authorization in accordance with the parameters outlined for each opportunity. If the competitive process does not result in feasible interest in an opportunity, or yield an adequate financial offer, staff will return to the Commission for a revised authorization. In addition, staff will provide an update on leasing activity and completed leases in conjunction with each new briefing or authorization request.

Authorization Approach

In some airports' dining and retail programs, an elected or appointed board of commissioners (or similar) is tasked with providing an affirmation or veto of the outcome of a competitive selection process. As a result, some proposers will place more focus on overturning an unfavorable outcome using legal actions, public protests, media coverage or other political pressures. Unfortunately, these kinds of efforts reduce the value of the competitive process, because even a fair and reasonable process can be overturned. It also places a policy board in the awkward and tenuous position of choosing one operator over another for potential reasons other than the evaluated criteria of the competitive process. This can be understandable if the board does not have complete confidence in the process or how the process is executed.

For dining and retail opportunities at the Airport, the Port Commission typically has provided its lease authorization during the solicitation process *prior* to the selection of a specific operator. Examples of recent successful approvals following this approach include the duty free business in 2012 and the foreign currency business in 2013. However, there have been some notable

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exceptions to this approach. As part of the program phasing plan, the Commission authorized specific lease modifications with current tenants HMSHost and Hudson Group in December 2014. Other exceptions have occurred when the Port needed to replace a tenant in a vacated space. For example, the Commission authorized new single unit leases with Hudson (in a unit previously occupied by Borders Books), McDonald's (in a unit previously occupied by China First) and Beecher's Cheese (in a unit previously occupied by Regus Business Center) in 2011-2012. In nearly every instance where a specific successful proposer is identified, the authorization process has the potential to become contentious due to opposition by unsuccessful proposers or other stakeholder interests. Based on these experiences and others in the aviation industry, it appears that the key to successful and less contentious authorizations is a competitive process that has the full confidence and support of policymakers and the public.

In order to increase public confidence in the competitive solicitation process, the Port Commission worked with staff to review the processes and propose ways to increase transparency. First, rather than seeking the approval of the Commission once a solicitation process has commenced, Port staff would seek authorization *prior* to the start of the process. The Commission would have the opportunity to fully understand the opportunity and convey the expectations in advance of the solicitation process. This approach also serves to increase public awareness of the upcoming opportunities. Second, in the instances in which the Port's leasing consultant, AirProjects Inc. performs proposal review and analysis leading to a recommended selection, a team of Port representatives will confirm such recommendations as consistent with the intent of the scoring criteria. The Port will provide all proposers with a selection summary and scoring to explain the selection.

Evaluation processes also will include a non-voting community participant whose responsibility is to observe that the confirmation of a recommended successful proposer takes place in accordance with the process. Community participants must have relevant business experience and an understanding of public sector selection process practices. Participants also must certify an absence of conflict of interest and agree to non-disclosure during the process. Selection of the community participant will be the responsibility of the Chief Executive Officer with discretionary Commissioner input.

Any competitive process will yield more unsuccessful than successful proposers. Despite best efforts, the Port still can expect that the outcome of every competitive process may be subject to criticism by unsuccessful proposers or other stakeholders that favor a different outcome. However, with confidence in the process, the Port has a greater chance of safeguarding the integrity of the process from outside pressures.

Competitive Process Description

All of the packages and single unit opportunities proposed in this request will be competed using the Port's updated Competitive Evaluation Process (CEP). The steps in this process – from initial Commission authorization through reporting outcomes back to the Commission – is outlined

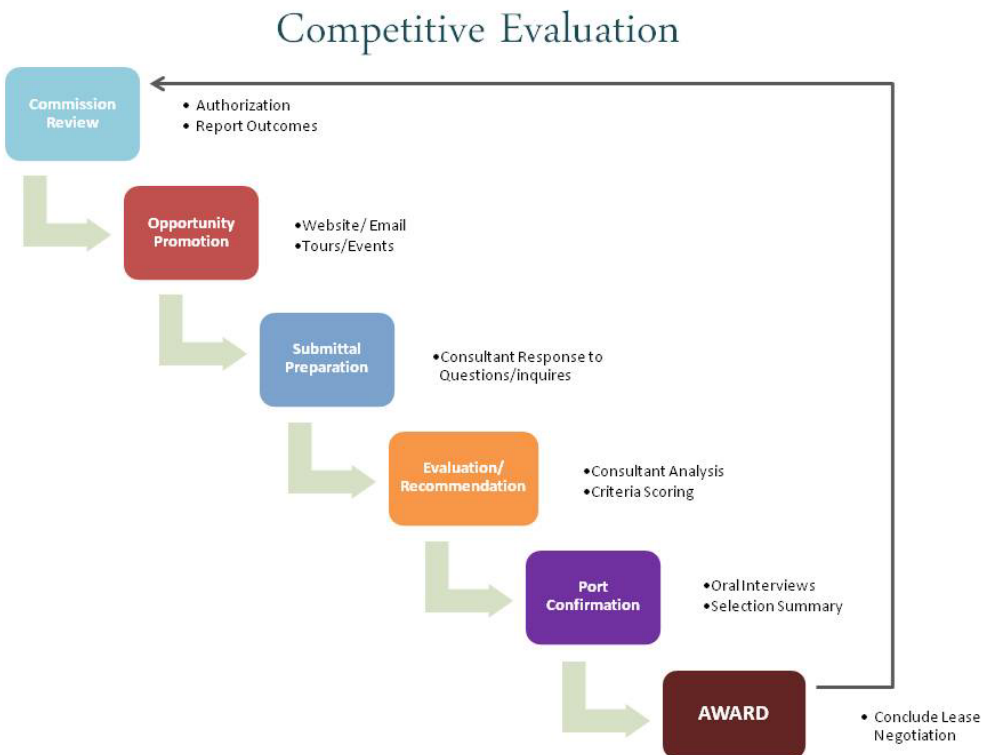
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below. Most significantly, the process begins with authorization and concludes with the reporting of outcomes to the Commission.



Evaluation Criteria

The nature of the evaluation criteria used to score proposals will be uniform for every solicitation. There may be justification to vary slightly the point allotment for each category of criteria for a specific solicitation depending on the unique type of operation; however, generally the point allotment and scoring will be similar, and all proposers will know in advance exactly the criteria and their relative importance prior to preparing proposals. The total point allowance is **150 points**. The description below is provided from the solicitation document:

Company Profile, Experience and Financial Capability:

20 points

The company must demonstrate stability, experience and expertise in operating a similar business as proposed, in a challenging environment. The proposer must demonstrate that the company has the financial capacity to fulfill the commitments of an agreement with the Port.

Concept Development

25 points

The proposed concept (or concepts) will be evaluated based on its ability to meet or exceed the expectations described for the unit or units. The airport is a competitive environment for the customer's spending, therefore the ability to attract business hinges on developing a concept with broad and lasting customer appeal.

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Unit Design, Materials and Capital Investment:

20 points

The proposal will be evaluated based on the quality of unit design, efficient use of space, selection of appealing and durable materials (including sustainable materials) and its reflection of the Pacific Northwest Sense of place, as well as the reasonableness of the proposed capital investment in the units.

Financial Projections and Rent Proposal:

25 points

Sales projections will be evaluated for reasonableness based on historical performance and/or the company's demonstrated experience in other locations. Revenue will be evaluated based upon the proposed percentage rent of projected gross sales and the total amount of revenue the Port could expect to receive under the proposal for the term of the contract. The sales projections in the proposal will be used in the evaluation of the total revenue to the Port, but the Port specifically reserves the right to make adjustments to projections.

Operations and Maintenance:

25 points

The company must demonstrate its commitment to reliable, safe, clean and well-merchandised operations, as well as a proactive and consistent approach to preserving the units (including equipment). The company should detail environmental sustainability measures that it currently or will practice in the operation of the business, including (where applicable) separation of waste, recycle and compost, and use of compostable materials.

Management, Staffing and Workforce Training:

20 points

The company must demonstrate its ability to effectively manage all units and operations, which also includes quality leadership, adequate levels of staffing, robust training for staff and incentives for performance. The company must also demonstrate commitment to employer philosophies and programs that support a positive work environment and the development of employees.

Job Quality, Employment and Service Continuity:

15 points

The company must provide detail regarding its commitment to employment continuity, provision of quality jobs, sustainable wages, benefits and PTO. If the company anticipates operating four or more units, it also will describe the company's efforts to have discussions regarding service continuity with labor organizations.

Lease Parameters

Negotiation of a Port lease agreement with a new tenant following selection contains fewer negotiable elements than is the case in a typical private sector leasing environment. For example, the Port – in contrast to other retail environments – does not offer any tenant allowances for initial design and build-out. The term length of the lease is generally not negotiable. However, length of term is consequential when considered in relationship to the percentage rent offer and likely initial investment. The most important terms in an airport lease agreement are:

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- Lease Term Length
- Guaranteed Minimum Rent
- Percentage Rent

All three points are the subject of on-going study within the aviation industry. The Airports Council International North America (ACI-NA) conducts an annual benchmarking study¹ among peer airports to document prevailing trends and best practices with regard to term, guaranteed rent and percentage rent.

In 2014, the median lease term length was 10 years for food service and 5-7 years for specialty retail/duty free. Lease term lengths determined by the Port for each opportunity will be based upon sales and investment assumptions, and are presumed to allow a future tenant the ability to amortize the investment over the life of the lease. The lease term lengths determined for this group of opportunities also fall within industry standard ranges.

The same ACI-NA benchmarking study substantiated that 90% of U.S. airport dining and retail programs require tenants pay the *greater* of a minimum guaranteed rent or percentage rent on a monthly basis. For these new opportunities there is no minimum guaranteed rent for the first year of the agreement in order for the tenant to establish a sales history. For the second and subsequent years, the tenant will pay a percentage of the previous year's total rent payment at the start of each month, and percentage rent based on gross sales thereafter.

The only variable that interested businesses must propose to the Port is percentage rent. Proposers may propose percentage rent either as a flat rent or tiered rent. The average rent for food service in airports is 13% and 15% for retail (blended for duty free, specialty retail and convenience retail) according to the ACI benchmarking study. While these are industry averages, actual proposed rent will vary based on local costs to operate.

Each proposer must provide the Port with a pro forma analysis that can substantiate sales projections, rent offer, costs to operate the business (including goods, labor, debt service, etc.) as well as anticipated profit margin. There are industry benchmarks for reasonable ranges for all of these projections as well.

SCHEDULE

The anticipated timeline for each solicitation and award is outlined in each respective exhibit. Upon execution of a lease agreement, the design review process can be anticipated to take approximately three months followed by three to five months for construction before the commencement of business. A normal timeframe to open for business is 7 to 8 months, sometimes longer for complex projects.

¹ Annual Concessions Benchmarking Survey, Airports Council International-North America, November 2014

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Projected Date	Action
August 4	Commission review and authorization of group #2 opportunities
Est. August 7	Issue opportunities (leasing website, advertising, event promotion)
Week of August 24	Tours for interested businesses
September-October	60 days for proposal preparation
October 6	Responses due to AirProjects
October-November	AirProjects' analysis completed
December	Port review/confirmation of AirProjects' recommendations
Late December	Notification to successful proposers
January 2016	Lease Execution

STRATEGIES AND OBJECTIVES

The approval of the proposed group of leasing opportunities supports the overall 25-year vision of the Port's Century Agenda to create 100,000 new jobs through economic growth led by the Port. These opportunities also support a number of the strategies and objectives of the Port's Century Agenda over the next quarter century:

- Advance this region as a leading tourism and business gateway
- Promote small business growth and workforce development
- Be the greenest and most energy efficient port in North America

The Airport also has a number of shorter term strategic goals:

Strategic Goal:	Achieved Via:
Operate a world-class international airport	Meet the needs of tenants, passengers and the region's economy
Become one of the top 10 airports in customer service	Recruit quality operators that value staff training and development
Lead environmental innovation, minimize impacts	Lead sustainability programs such as waste separation and environmentally friendly packaging and service wear
Reduce airline costs	Provide 50% revenue-sharing with airlines above specific debt service threshold
Maximize non-aeronautical income	Drive an increase in sales per enplanement to maximize growth in revenue
Develop valued community partnerships	Work in tandem with other Port resources, other partner agencies and community entities to foster partnerships

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TRIPLE BOTTOM LINE

The Airport Dining and Retail program places a high value on the concurrent pursuit of positive economic, community, customer service and environmental stewardship outcomes in the selection of new operators. The business opportunities outlined in this leasing authorization cover the full spectrum of passenger offerings: food service, specialty retail and personal services. Each brings a unique set of benefits to the Port, the traveling public, the environment and the community.

Economic Development

From the point of lease execution, the businesses will begin generating economic benefit for the Port and the community. The new tenants will hire professionals to design and construct their units. Supplier relationships will be established for the procurement of local goods and services to support the operation of the business. The revenue generated to the Port will support needed improvements in transportation infrastructure for the region.

Environmental Responsibility

All dining and retail tenants are required as a condition of a lease agreement to follow environmental practices established in the Airport's Rules and Regulations. The Airport currently has numerous programs in place such as recycling, composting, food bank donations, and cooking grease recycling. New gains in reducing the environmental impact of dining and retail businesses will be achieved by increased waste separation and increased use of durable use materials (stainless silverware, porcelain table wear, etc.), or, where applicable, compostable paper products and service wear.

Community Benefits

The transition for occupied units in these packages is anticipated to take place after completed design and construction/renovation. In anticipation of potential impacts to employment stability, the Port is creating an Employment Continuity Pool for the benefit of current employees seeking new employment. The dual benefit of the pool is that it will offer new lessees access to experienced candidates for hire. The master plan projects an overall increase in employment as the result of program growth. In the short term, the 2,483 square foot increase in this group of units should result in a net increase in employment opportunities at the Airport. The anticipated employment is noted in each specific exhibit.

ALTERNATIVES AND IMPLICATIONS CONSIDERED

Alternative 1) – The Commission provides authorization for each package/single unit opportunity when a successful proposer is selected for award.

Pros: The Port and Commission would know the identity of the successful proposer and the specific terms of each lease agreement.

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Cons: The Commission would become the focus of complaints about the outcome of competitive processes by unsuccessful proposers and other stakeholders who would seek to overturn the process outcome. This is not the recommended alternative.

Alternative 2) – Commission provides authorization for each package/single unit opportunity in conjunction with each individual solicitation.

Pros: The Commission would be able to devote the time to consider every lease opportunity individually.

Cons: The number of pending solicitations and lease authorizations would require Commission action at most public meetings and could result in delays in the redevelopment of the program. This is not the recommended alternative.

Alternative 3) – The Commission selectively approves the solicitation and award of specific opportunities among those presented in the authorization request.

Pros: The Commission would have the opportunity to fully understand each opportunity and convey their expectations in advance of the solicitation process, but would have the ability to allow certain lease opportunities to move forward, but delay others where questions or concerns may exist.

Cons: Port staff and consultants will need to balance and manage a number of solicitation processes simultaneously. The leasing opportunities are determined based on a workload plan and the end dates when the business must be open for business. Deferral of bringing some portions of a group to the marketplace would necessitate schedule modifications. This is not the recommended alternative.

Alternative 4) – The Commission provides authorization for specific groups of packages/single unit opportunities prior to the issuance of the solicitation.

Pros: The Commission would have the opportunity to fully understand each opportunity and convey their expectations in advance of the solicitation process. This approach also serves to increase public awareness of the upcoming opportunities and preserves the focus by interested businesses on being competitive in the proposal process rather than a protest process after the outcome. This approach requires confidence by the Port Commission in the solicitation processes and the ability of Port staff to execute them in accordance with Commission policy direction.

Cons: The Commission would not know the *exact* financial outcome at the time of approval. However, there is only one variable that is proposed by the competitors – percentage rent. All other terms and conditions are identified in the authorization request and exhibits.

This is the recommended alternative.

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ATTACHMENTS TO THIS REQUEST

- PowerPoint presentation
- Exhibit A: Food Service
- Exhibit B: Food Service
- Exhibit C: Personal Service
- Exhibit D: Personal Service
- Exhibit E: Small Specialty Retail
- Exhibit F: Specialty Retail
- Exhibit G: Anchor Specialty Retail
- Exhibit H: Anchor Specialty Retail
- Draft Competitive Evaluation Process document
- Draft Lease and Concession Agreement

PREVIOUS COMMISSION ACTIONS OR BRIEFINGS

- February 24, 2015 – (Staff Briefing) Airport Dining and Retail Outreach and Leasing Plans
- December 9, 2014 – (Action) Authorization of Leases and Lease Modifications for HMSHost
- December 9, 2014 -- (Action) Authorization of Leases and Lease Modifications for Hudson Group
- December 9, 2014 – (Action) Amendment to Lease and Concession Agreement with Anton Airfoods (dba Anthony's Restaurant)
- November 25, 2014 – Commission Motion Regarding Job Quality
- September 30, 2014 – (Staff Briefing) Drivers for Phasing Decisions
- May 27, 2014 – (Staff Briefing) Airport Dining and Retail Master Plan
- September 11, 2012 – (Briefing) Airport Concessions Master Plan Update
- February 14, 2012 – Commission Motion Regarding Concessions Program Guidelines