

**MARCH 7, 2012 CITY COUNCIL BRIEFING AGENDA
CERTIFICATION**

This certification is given pursuant to Chapter XI, Section 9 of the City Charter for the City Council Briefing Agenda dated March 7, 2012. We hereby certify, as to those contracts, agreements, or other obligations on this Agenda authorized by the City Council for which expenditures of money by the City are required, that all of the money required for those contracts, agreements, and other obligations is in the City treasury to the credit of the fund or funds from which the money is to be drawn, as required and permitted by the City Charter, and that the money is not appropriated for any other purpose.



Mary K. Suhm
City Manager

3/02/12

Date



Edward Scott
City Controller

3/02/12

Date

RECEIVED

2012 MAR -2 PM 4:42

CITY SECRETARY
DALLAS, TEXAS



COUNCIL BRIEFING AGENDA

March 7, 2012

Date

(For General Information and Rules of Courtesy, Please See Opposite Side.)
(La Información General Y Reglas De Cortesía Que Deben Observarse
Durante Las Asambleas Del Consejo Municipal Aparecen En El Lado Opuesto, Favor De Leerlas.)

General Information

The Dallas City Council regularly meets on Wednesdays beginning at 9:00 a.m. in the Council Chambers, 6th floor, City Hall, 1500 Marilla. Council agenda meetings are broadcast live on WRR-FM radio (101.1 FM) and on Time Warner City Cable Channel 16. Briefing meetings are held the first and third Wednesdays of each month. Council agenda (voting) meetings are held on the second and fourth Wednesdays. Anyone wishing to speak at a meeting should sign up with the City Secretary's Office by calling (214) 670-3738 before 9:00 a.m. on the meeting date. Citizens can find out the name of their representative and their voting district by calling the City Secretary's Office.

Sign interpreters are available upon request with a 48-hour advance notice by calling (214) 670-5208 V/TDD. The City of Dallas is committed to compliance with the Americans with Disabilities Act. **The Council agenda is available in alternative formats upon request.**

If you have any questions about this agenda or comments or complaints about city services, call 311.

Rules of Courtesy

City Council meetings bring together citizens of many varied interests and ideas. To insure fairness and orderly meetings, the Council has adopted rules of courtesy which apply to all members of the Council, administrative staff, news media, citizens and visitors. These procedures provide:

- That no one shall delay or interrupt the proceedings, or refuse to obey the orders of the presiding officer.
- All persons should refrain from private conversation, eating, drinking and smoking while in the Council Chamber.
- Posters or placards must remain outside the Council Chamber.
- No cellular phones or audible beepers allowed in Council Chamber while City Council is in session.

"Citizens and other visitors attending City Council meetings shall observe the same rules of propriety, decorum and good conduct applicable to members of the City Council. Any person making personal, impertinent, profane or slanderous remarks or who becomes boisterous while addressing the City Council or while attending the City Council meeting shall be removed from the room if the sergeant-at-arms is so directed by the presiding officer, and the person shall be barred from further audience before the City Council during that session of the City Council. If the presiding officer fails to act, any member of the City Council may move to require enforcement of the rules, and the affirmative vote of a majority of the City Council shall require the presiding officer to act." Section 3.3(c) of the City Council Rules of Procedure.

Informacion General

El Ayuntamiento de la Ciudad de Dallas se reúne regularmente los miércoles en la Cámara del Ayuntamiento en el sexto piso de la Alcaidía, 1500 Marilla, a las 9 de la mañana. Las reuniones informativas se llevan a cabo el primer y tercer miércoles del mes. Estas audiencias se transmiten en vivo por la estación de radio WRR-FM 101.1 y por cablevisión en la estación *Time Warner CityCable* Canal 16. El Ayuntamiento Municipal se reúne el segundo y cuarto miércoles del mes para tratar asuntos presentados de manera oficial en la agenda para su aprobación. Toda persona que desee hablar durante la asamblea del Ayuntamiento, debe inscribirse llamando a la Secretaría Municipal al teléfono (214) 670-3738, antes de las 9 de la mañana del día de la asamblea. Para enterarse del nombre de su representante en el Ayuntamiento Municipal y el distrito donde usted puede votar, favor de llamar a la Secretaría Municipal.

Intérpretes para personas con impedimentos auditivos están disponibles si lo solicita con 48 horas de anticipación llamando al (214) 670-5208 (aparato auditivo V/TDD). La Ciudad de Dallas se esfuerza por cumplir con el decreto que protege a las personas con impedimentos, *Americans with Disabilities Act*. **La agenda del Ayuntamiento está disponible en formatos alternos si lo solicita.**

Si tiene preguntas sobre esta agenda, o si desea hacer comentarios o presentar quejas con respecto a servicios de la Ciudad, llame al 311.

Reglas de Cortesia

Las asambleas del Ayuntamiento Municipal reúnen a ciudadanos de diversos intereses e ideologías. Para asegurar la imparcialidad y el orden durante las asambleas, el Ayuntamiento ha adoptado ciertas reglas de cortesía que aplican a todos los miembros del Ayuntamiento, al personal administrativo, personal de los medios de comunicación, a los ciudadanos, y a visitantes. Estos reglamentos establecen lo siguiente:

- Ninguna persona retrasará o interrumpirá los procedimientos, o se negará a obedecer las órdenes del oficial que preside la asamblea.
- Todas las personas deben abstenerse de entablar conversaciones, comer, beber y fumar dentro de la cámara del Ayuntamiento.
- Anuncios y pancartas deben permanecer fuera de la cámara del Ayuntamiento.
- No se permite usar teléfonos celulares o enlaces electrónicos (*paggers*) audibles en la cámara del Ayuntamiento durante audiencias del Ayuntamiento Municipal.

"Los ciudadanos y visitantes presentes durante las asambleas del Ayuntamiento Municipal deben obedecer las mismas reglas de comportamiento, decoro y buena conducta que se aplican a los miembros del Ayuntamiento Municipal. Cualquier persona que haga comentarios impertinentes, utilice vocabulario obsceno o difamatorio, o que al dirigirse al Ayuntamiento lo haga en forma escandalosa, o si causa disturbio durante la asamblea del Ayuntamiento Municipal, será expulsada de la cámara si el oficial que esté presidiendo la asamblea así lo ordena. Además, se le prohibirá continuar participando en la audiencia ante el Ayuntamiento Municipal. Si el oficial que preside la asamblea no toma acción, cualquier otro miembro del Ayuntamiento Municipal puede tomar medidas para hacer cumplir las reglas establecidas, y el voto afirmativo de la mayoría del Ayuntamiento Municipal precisará al oficial que esté presidiendo la sesión a tomar acción." Según la sección 3.3(c) de las reglas de procedimientos del Ayuntamiento.

AGENDA
CITY COUNCIL BRIEFING MEETING
WEDNESDAY, MARCH 7, 2012
CITY HALL
1500 MARILLA
DALLAS, TEXAS 75201
9:00 A.M.

9:00 am Invocation and Pledge of Allegiance 6ES

 Special Presentations

 Open Microphone Speakers

VOTING AGENDA 6ES

1. Approval of Minutes of the February 15, 2012 City Council Meeting
2. Consideration of appointments to boards and commissions and the evaluation and duties of board and commission members (List of nominees is available in the City Secretary's Office)

ITEMS FOR INDIVIDUAL CONSIDERATION

Business Development & Procurement Services

3. Authorize concessions contracts, with renewal options, for the operation of food and beverage concessions at Dallas Love Field Airport - Gina Puente Ventures, Inc., estimated annual revenue of \$206,000, Dallas Love Field Joint Venture, Ltd., estimated annual revenue of \$1,610,000, Pop Four Love Field JV, estimated annual revenue of \$175,225, Host International, Inc., estimated annual revenue of \$1,657,000, HG-Multiplex-Regali Dallas JV, estimated annual revenue of \$1,113,728, The Grove, Inc., estimated annual revenue of \$425,000 and Dickey's Barbecue Restaurants, Inc., estimated annual revenue of \$150,000 - Total Estimated Annual Revenue: \$5,336,953
- 4 Authorize concessions contracts, with renewal options, for the operation of retail concessions at Dallas Love Field Airport - Host International, Inc., estimated annual revenue of \$617,000, HG-Multiplex-Regali Dallas JV, estimated annual revenue of \$2,008,726 and Hudson Retail Dallas JV, estimated annual revenue of \$846,789 - Total Estimated Annual Revenue: \$3,472,515

AGENDA
CITY COUNCIL BRIEFING MEETING
WEDNESDAY, MARCH 7, 2012

ITEMS FOR INDIVIDUAL CONSIDERATION (Continued)

City Attorney's Office

5. Authorize the appointment of Rosa A. Rios as City Secretary for the City of Dallas for a two-year term beginning on March 7, 2012 - Not to exceed \$114,000 - Financing: Current Funds

6. A resolution requesting that the Board of Adjustment authorize compliance proceedings for Columbia Packing Company at 2807 East 11th Street, Dallas, Texas - Financing: No cost consideration to the City

Briefings

6ES

- A. Overview of Floodplain Management and Drainage Needs in the City of Dallas

- B. Overview of Stormwater Drainage Utility

Lunch

- C. Dallas Area Rapid Transit Board of Directors - New Appointment Process

- D. Water Conservation and the Land Development Process

Closed Session

6ES

Attorney Briefings (Sec. 551.071 T.O.M.A.)

- Troy Warren v. City of Dallas, Cause No. 10-07786-M
- City of Dallas v. Thomas W. & Teresa Wurtz, et al., Cause No.: cc-10-01184-a
- Legal issues involving Columbia Packing Company

Open Microphone Speakers

6ES

The above schedule represents an estimate of the order for the indicated briefings and is subject to change at any time. Current agenda information may be obtained by calling (214) 670-3100 during working hours.

Note: An expression of preference or a preliminary vote may be taken by the Council on any of the briefing items.

A closed executive session may be held if the discussion of any of the above agenda items concerns one of the following:

1. Contemplated or pending litigation, or matters where legal advice is requested of the City Attorney. Section 551.071 of the Texas Open Meetings Act.
2. The purchase, exchange, lease or value of real property, if the deliberation in an open meeting would have a detrimental effect on the position of the City in negotiations with a third person. Section 551.072 of the Texas Open Meetings Act.
3. A contract for a prospective gift or donation to the City, if the deliberation in an open meeting would have a detrimental effect on the position of the City in negotiations with a third person. Section 551.073 of the Texas Open Meetings Act.
4. Personnel matters involving the appointment, employment, evaluation, reassignment, duties, discipline or dismissal of a public officer or employee or to hear a complaint against an officer or employee. Section 551.074 of the Texas Open Meetings Act.
5. The deployment, or specific occasions for implementation of security personnel or devices. Section 551.076 of the Texas Open Meetings Act.
6. Deliberations regarding economic development negotiations. Section 551.087 of the Texas Open Meetings Act.

PUBLIC MEETINGS FOR MARCH 1 - MARCH 15, 2012

Tuesday, March 6, 2012

Civil Service Board

10:00 a.m.

City Hall, Suite 1C-South

AGENDA ITEM # 3

KEY FOCUS AREA: Make Government More Efficient, Effective and Economical

AGENDA DATE: March 7, 2012

COUNCIL DISTRICT(S): 14

DEPARTMENT: Business Development & Procurement Services
Aviation

CMO: Jeanne Chipperfield, 670-7804
A. C. Gonzalez, 671-8925

MAPSCO: 34E

SUBJECT

Authorize concessions contracts, with renewal options, for the operation of food and beverage concessions at Dallas Love Field Airport - Gina Puente Ventures, Inc., estimated annual revenue of \$206,000, Dallas Love Field Joint Venture, Ltd., estimated annual revenue of \$1,610,000, Pop Four Love Field JV, estimated annual revenue of \$175,225, Host International, Inc., estimated annual revenue of \$1,657,000, HG-Multiplex-Regali Dallas JV, estimated annual revenue of \$1,113,728, The Grove, Inc., estimated annual revenue of \$425,000 and Dickey's Barbecue Restaurants, Inc., estimated annual revenue of \$150,000 – Total Estimated Annual Revenue: \$5,336,953

BACKGROUND

The Love Field Modernization Program (LFMP) is currently underway and will include various demolition and construction projects resulting in a new terminal building and twenty gate concourse, scheduled to be completed by October 2014. Upon completion of the LFMP, a larger concession program that improves customer service will be offered. In early 2011, in accordance with the recommendations provided by the City Council at its August 18, 2010 briefing, proposals were solicited from qualified food and beverage concessions operators.

To increase the efforts of achieving the City's goal of offering future air travelers a greater travel experience, the City prepared and advertised a request for proposals (RFP) for food and beverage concession services. The RFP included fifteen food and beverage packages for which concessionaires could submit proposals. To ensure the greatest interest in the proposal process, the City held four separate outreach meetings prior to advertising the RFP. The meetings were designed to inform and educate interested parties of the upcoming proposal process and to provide information related to the specifics of airport concession operation requirements. Potential concessionaires were notified of these meetings and the RFP through a series of emails and advertisement notifications.

BACKGROUND (Continued)

During the term of the solicitation process, the City held a pre-proposal meeting to encourage interested parties to review all RFP documents and submit their questions pertaining to any aspect of the RFP language, requirements, or process thereof. City staff provided a written response to every question submitted so as to ensure all interested parties had access to all questions and answers provided.

Eighty-five proposals were received in response to the RFP. Each proposal was evaluated by teams comprised of City staff, a consultant and a representative from Southwest Airlines. The evaluation process considered six factors (brand, Airport Concessions Disadvantaged Business Enterprise (ACDBE) participation, economic/financial return to the City, operations plan, financial capacity and experience) to determine the apparent most advantageous proposals. As part of the evaluation process, all respondents were provided the opportunity to present their proposal(s) to the committee before the committee completed its evaluation.

Once the apparent most advantageous proposals were determined, the City held a lottery, in accordance with the direction provided by the City Council at its August 18, 2010 briefing and the contracts with the existing concessionaires. The referenced terms allow the incumbent concessionaire to exercise its right of first refusal to match the terms of the apparent most advantageous proposals of up to 27% of respective packages.

The primary term for the proposed contracts will begin once all twenty gates in the newly constructed concourse are open for commercial air service. The primary term for the contracts are for seven or nine years, depending on the particular concession's location/package. Additionally, the City has the option to renew each contract for two additional periods of one year each.

From the date a concessionaire opens its concession location(s) until the start of the primary term, rent to the City will be paid solely based on the percentage payment on the gross revenues from the sale of various food and beverage items proposed by a concessionaire.

Once the primary term of the contract begins, payment to the City under the contracts will be in an amount that is either a percentage payment on the gross revenues from the sale of various food and beverage items or the minimum annual guarantee (MAG), whichever amount is greater. The MAG for the first year of the primary term for each concession's location/package is an amount that was proposed by the concessionaire. The MAG from the second year of the primary term until the end of the primary term for each concession's location/package is 90% of the prior year's total percentage payment of gross revenue; provided, however, in no event shall the MAG be less than the MAG during the first year of the primary term.

BACKGROUND (Continued)

If the City grants a concessionaire a renewal term, the MAG during the renewal term will be the greater of the MAG in effect during the year immediately preceding the renewal term or 90% of the percentage payment of gross revenues during the year immediately preceding the start of the renewal term.

The contracts will also include the following: a requirement for a minimum initial capital investment as proposed by concessionaires; a minimum mid-primary-term investment requirement of \$65.00 per square foot; operational standards; annual performance reviews; a termination for convenience clause, which, if exercised, would require the City to pay a concessionaire the unamortized costs of its initial capital investment; and a performance bond or letter of credit in an amount equal to 50% of the first year MAG amount.

The required concessions concepts, rents, length of contract terms, and minimum initial capital investments to be contained in each contract shall conform to those shown in Section 2 of the attached Resolution.

A sixteen member evaluation committee was selected from the following departments:

- Aviation (4)
- Equipment and Building Services (1)
- Park & Recreation (1)
- Convention & Event Services (1)
- Water Utilities (1)
- Library (1)
- Controller's Office (1)
- Office of Financial Services (1)
- Southwest Airlines (1)
- Unison Consulting, Inc. (1)
- Business Development and Procurement Services (3)

*Business Development and Procurement Services only evaluated the Airport Concessionaire Disadvantaged Business Enterprise (ACDBE) participation.

The successful proposer was selected by the committee on the basis of the demonstrated competence and qualifications under the following criteria:

- | | <u>Points</u> |
|--|---------------|
| ● Brand | 26 |
| ● ACDBE Participation | 15 |
| ● Economics/Financial Return to the City | 23 |
| ● Operations Plan | 12 |
| ● Financial Capability | 12 |
| ● Experience | 12 |

BACKGROUND (Continued)

As part of the solicitation process and in an effort to increase competition, Business Development and Procurement Services (BDPS) used its procurement system to send out 322 email bid notifications to vendors registered under respective commodities. To further increase competition, BDPS uses historical solicitation information, the internet, and vendor contact information obtained from user departments to contact additional vendors by phone. Additionally, in an effort to secure more bids, notifications were sent by the BDPS' ResourceLINK Team (RLT) to 25 chambers of commerce, the DFW Minority Business Council and the Women's Business Council - Southwest, to ensure maximum vendor outreach.

PRIOR ACTION/REVIEW (COUNCIL, BOARDS, COMMISSIONS)

On February 21, 2012, the Economic Development Committee and Budget, Finance & Audit Committee were briefed.

On February 27, 2012, the Transportation and Environment Committee was briefed.

FISCAL INFORMATION

\$5,336,953.00 - Total Estimated Annual Revenue

M/WBE INFORMATION

- 33 - Vendors contacted
- 23 - No response
- 10 - Response (Bid)
- 0 - Response (No bid)
- 3 - Successful

350 - M/WBE and Non-M/WBE vendors were contacted

The recommended awardees have fulfilled the good faith requirements set forth in the Business Inclusion and Development (BID) Plan adopted by Council Resolution No. 08-2826 as amended.

ETHNIC COMPOSITION

Gina Puente Ventures, Inc.

White Male	4	White Female	11
Black Male	0	Black Female	0
Hispanic Male	7	Hispanic Female	10
Other Male	1	Other Female	0

ETHNIC COMPOSITION (Continued)

Dallas Love Field Joint Venture, LTD

White Male	24	White Female	21
Black Male	17	Black Female	19
Hispanic Male	39	Hispanic Female	42
Other Male	5	Other Female	3

Pop Four Love Field JV

White Male	10	White Female	3
Black Male	0	Black Female	0
Hispanic Male	4	Hispanic Female	3
Other Male	3	Other Female	1

Host International, Inc.

White Male	2232	White Female	3179
Black Male	2036	Black Female	3463
Hispanic Male	1621	Hispanic Female	2157
Other Male	1252	Other Female	1908

*HG-Multiplex-Regali Dallas JV

White Male	0	White Female	0
Black Male	0	Black Female	0
Hispanic Male	0	Hispanic Female	0
Other Male	0	Other Female	0

*Newly formed company, no employees

The Grove, Inc.

White Male	30	White Female	51
Black Male	35	Black Female	86
Hispanic Male	56	Hispanic Female	163
Other Male	48	Other Female	51

Dickey's Barbecue Restaurants, Inc.

White Male	29	White Female	29
Black Male	1	Black Female	2
Hispanic Male	41	Hispanic Female	8
Other Male	0	Other Female	0

PROPOSAL INFORMATION

The following proposals were received from solicitation number BT1101 and were opened on July 22, 2011. These contracts are being awarded to the most advantageous proposers.

*Denotes successful proposers

<u>Proposer</u>	<u>Address</u>	<u>Group</u>	<u>Score</u>
<u>Group 1</u>			
*Gina Puente Ventures, Inc.	P.O. Box 613136 Dallas, TX 75261	Group 1	90.75
Pop Four Love Field JV	7750 N. Macarthur Blvd. Ste. #120-221 Irving, TX 75063	Group 1	88.30
Front Burner Restaurants, LP	4803 Broadway Addison, TX 75001	Group 1	78.30
<u>Group 2A</u>			
*Dallas Love Field Joint Ventures, LTD	8008 Cedar Springs Rd. LB 19, Terminal Bldg./Ste. #301 Dallas, TX 75235	Group 2A	Lottery Match
Host International, Inc.	6905 Rockledge Dr. Bethesda, MD 20817	Group 2A	96.50
Host International, Inc.	6905 Rockledge Dr. Bethesda, MD 20817	Group 2A	95.13
Pop Four Love Field JV	7750 N. Macarthur Blvd. Ste. #120-221 Irving, TX 75063	Group 2A	87.30
Front Burner Restaurants, LP	4803 Broadway Blvd. Ste. #120-221 Addison, TX 75001	Group 2A	81.30
<u>Group 2B</u>			
*Pop Four Love Field JV	7750 N. Macarthur Blvd. Ste. #120-221 Irving, TX 75063	Group 2B	91.75
Taste, Inc. dba Vino Volo LP	222 Kearny St. Ste. #310 San Francisco, CA 94108	Group 2B	84.28

PROPOSAL INFORMATION (Continued)

<u>Proposer</u>	<u>Address</u>	<u>Group</u>	<u>Score</u>
Front Burner Restaurants, LP	4803 Broadway Addison, TX 75001	Group 2B	77.53
<u>Group 3</u>			
*Dallas Love Field Joint Ventures, LTD	8008 Cedar Springs Rd. LB 19, Terminal Bldg./Ste. #301 Dallas, TX 75235	Group 3	Lottery Match
Host International, Inc.	6905 Rockledge Dr. Bethesda, MD 20817	Group 3	95.03
Host International, Inc.	6905 Rockledge Dr. Bethesda, MD 20817	Group 3	93.75
Pappas Restaurants, Inc.	13939 Northwest Frwy. Houston, TX 77040	Group 3	91.83
Pop Four Love Field JV	7750 N. Macarthur Blvd. Ste. #120-221 Irving, TX 75063	Group 3	82.13
D&B Mitchell Group, LLC	14881 Quorum Dr. Dallas, TX 75254	Group 3	80.73
<u>Group 4</u>			
*Host International, Inc.	6905 Rockledge Dr. Bethesda, MD 20817	Group 4	94.93
Host International, Inc.	6905 Rockledge Dr. Bethesda, MD 20817	Group 4	94.88
Pappas Restaurants, Inc.	13939 Northwest Frwy. Houston, TX 77040	Group 4	93.40
Gina Puente Ventures, Inc.	P.O. Box 613136 Dallas, TX 75261	Group 4	85.75
Pop Four Love Field JV	7750 N. Macarthur Blvd. Ste. #120-221 Irving, TX 75063	Group 4	83.83
Front Burner Restaurants, LP	4803 Broadway Addison, TX 75001	Group 4	83.28

PROPOSAL INFORMATION (Continued)

<u>Proposer</u>	<u>Address</u>	<u>Group</u>	<u>Score</u>
<u>Group 5</u>			
*HG-Multiplex-Regali Dallas JV	One Meadowlands Plaza East Rutherford, NJ 07073	Group 5	94.38
The Grove, Inc.	3 Westbrook Corporate Center Ste. #500 Westchester, IL 60154	Group 5	92.25
Host International, Inc.	6905 Rockledge Dr. Bethesda, MD 20817	Group 5	85.73
Phase Next Hospitality, LLC	6141 Palomino Dr. Plano, TX 75024	Group 5	82.20
OHM-Swift Services, LLC	10812 St. Charles Rock Rd. St. Louis, MO 63074	Group 5	81.58
Pop Four Love Field, JV	7750 N. Macarthur Blvd. Ste. #120-221 Irving, TX 75063	Group 5	77.13
Green Beans Coffee Company	900 Larkspur Landing Ste. #281 Larkspur, CA 94939	Group 5	76.63
<u>Group 6</u>			
*Host International, Inc.	6905 Rockledge Dr. Bethesda, MD 20817	Group 6	97.00
HG-Multiplex-Regali Dallas JV	One Meadowlands Plaza East Rutherford, NJ 07073	Group 6	94.33
The Grove, Inc.	3 Westbrook Corporate Center Ste. #500 Westchester, IL 60154	Group 6	92.33
FGR New Ventures, LLC	750 N. St. Paul St., Ste 500 Dallas, TX 75201	Group 6	82.98
Potbelly Sandwich Works, LLC	222 Merchandise Mart Plaza, 23 rd Floor Chicago, IL 60654	Group 6	82.68

PROPOSAL INFORMATION (Continued)

<u>Proposer</u>	<u>Address</u>	<u>Group</u>	<u>Score</u>
OHM-Swift Services, LLC	10812 St. Charles Rock Rd. St. Louis, MO 63074	Group 6	79.80
Pop Four Love Field JV	7750 N. Macarthur Blvd. Ste. #120-221 Irving, TX 75063	Group 6	78.90
OHM Concession Group, LLC	10812 St. Charles Rock Rd. St. Louis, MO 63074	Group 6	77.23
DFW AmeriTex, Inc. dba Outtakers	1111 E. Wintergreen Rd. Cedar Hill, TX 75104	Group 6	68.18
<u>Group 7</u>			
*HG-Multiplex-Regali Dallas JV	One Meadowlands Plaza East Rutherford, NJ 07073	Group 7	94.38
Potbelly Sandwich Works, LLC	222 Merchandise Mart Plaza, 23 rd Floor Chicago, IL 60654	Group 7	88.63
Host International, Inc.	6905 Rockledge Dr. Bethesda, MD 20817	Group 7	87.88
FGR New Ventures, LLC	750 N. St. Paul St. Ste. #500 Dallas, TX 75201	Group 7	85.73
Pop Four Love Field JV	7750 N. Macarthur Blvd. Ste. #120-221 Irving, TX 75063	Group 7	78.60
OHM-Swift Services, LLC	10812 St. Charles Rock Rd. St. Louis, MO 63074	Group 7	78.08
Stacy Moore & Associates	837 State St. Portsmouth, NH 03801	Group 7	70.90
<u>Group 8</u>			
*Host International, Inc.	6905 Rockledge Dr. Bethesda, MD 20817	Group 8	96.43

PROPOSAL INFORMATION (Continued)

<u>Proposer</u>	<u>Address</u>	<u>Group</u>	<u>Score</u>
HG-Multiplex-Regali Dallas JV	One Meadowlands Plaza East Rutherford, NJ 07073	Group 8	94.50
The Grove, Inc.	3 Westbrook Corporate Center Ste. #500 Westchester, IL 60154	Group 8	92.90
Phase Next Hospitality, LLC	6141 Palomino Dr. Plano, TX 75024	Group 8	79.58
Green Beans Coffee Company	900 Larkspur Landing Ste. #281 Larkspur, CA 94939	Group 8	77.15
Pop Four Love Field JV	7750 N. Macarthur Blvd. Ste. #120-221 Irving, TX 75063	Group 8	69.50
Dunn Bros Coffee Franchising Inc. dba Dunn Bros Coffee	111 Third Ave. S. #220 Minneapolis, MN 55401	Group 8	68.85
Coy Dorsey dba Dallas Nutty Bavarian	5445 Preston Oaks Rd. Ste. #329 Dallas, TX 75254	Group 8	48.60
<u>Group 9</u>			
*Host International, Inc.	6905 Rockledge Dr. Bethesda, MD 20817	Group 9	96.63
Pop Four Love Field JV	7750 N. Macarthur Blvd. Ste. #120-221 Irving, TX 75063	Group 9	87.83
OHM Concession Group, LLC	10812 St. Charles Rock Rd. St. Louis, MO 63074	Group 9	86.73
OHM Concession Group, LLC	10812 St. Charles Rock Rd. St. Louis, MO 63074	Group 9	86.15
FGR New Ventures, LLC	750 N. St. Paul St. Ste. #500 Dallas, TX 75201	Group 9	83.18

PROPOSAL INFORMATION (Continued)

<u>Proposer</u>	<u>Address</u>	<u>Group</u>	<u>Score</u>
E&K Retail, Inc.	3704 West 120 th St. Leawood, KS 66209	Group 9	79.88
Bistro Foods-PA dba Le Petit Bistro	8500 Essington Ave. Philadelphia, PA 19153	Group 9	77.48
Thang Vu Pham dba Kido Yogurt, LLC	10901 S. Garland Rd. Dallas, TX 75218	Group 9	52.55
<u>Group 10</u>			
*Dallas Love Field, Joint Ventures, LTD	8008 Cedar Springs Rd. LB 19, Terminal Bldg./Ste. #301 Dallas, TX 75235	Group 10	Lottery Match
Host International, Inc.	6905 Rockledge Dr. Bethesda, MD 20817	Group 10	92.40
Seven Hills, Inc.	5010 Lenker St. Ste. #100 Mechanicsburg, PA 17050	Group 10	89.25
Pop Four Love Field JV	7750 N. Macarthur Blvd. Ste. #120-221 Irving, TX 75063	Group 10	82.60
PJJD Enterprises, Inc.	2028 Cross Beam Dr. Charlotte, NC 28217	Group 10	78.58
FGR New Ventures, LLC	750 N. St. Paul St. Ste. #500 Dallas, TX 75201	Group 10	78.38
Skyway Food Company	1850 Scenic Highway N. Ste. #124 Snellville, GA 30078	Group 10	73.70
<u>Group 11</u>			
*Dallas Love Field, Joint Ventures, LTD	8008 Cedar Springs Rd. LB 19, Terminal Bldg./Ste. #301 Dallas, TX 75235	Group 11	Lottery Match
The Grove, Inc.	3 Westbrook Corporate Center Ste. #500 Westchester, IL 60154	Group 11	95.00

PROPOSAL INFORMATION (Continued)

<u>Proposer</u>	<u>Address</u>	<u>Group</u>	<u>Score</u>
McDonald's USA, LLC	One McDonald's Plaza Oak Brook, IL 60523	Group 11	88.05
Host International, Inc.	6905 Rockledge Dr. Bethesda, MD 20817	Group 11	85.88
OdehMickens DLF-2 Concessions	6542 Potomac Pkwy. Arlington, TX 76017	Group 11	79.13
Pop Four Love Field JV	7750 N. Macarthur Blvd. Ste. #120-221 Irving, TX 75063	Group 11	77.65
E&K Retail, Inc.	3704 West 120 th St. Leawood, KS 66209	Group 11	73.10
FG Laguardia Airport, LLC	254-55 Horace Harding Expy Little Neck, NY 11362	Group 11	69.80
Firkin Pubs International Worldwide, Inc.	20 Steelcase Rd. West Unit 1C Markham, Ontario Canada L3R 1B2	Group 11	69.15
<u>Group 12</u>			
*The Grove, Inc.	3 Westbrook Corporate Center Ste. #500 Westchester, IL 60154	Group 12	94.13
OdehMickens DLF-2 Concessions	6542 Potomac Pkwy. Arlington, TX 76017	Group 12	87.90
Pop Four Love Field JV	7750 N. Macarthur Blvd. Ste. #120-221 Irving, TX 75063	Group 12	85.10
Host International, Inc.	6905 Rockledge Dr. Bethesda, MD 20817	Group 12	84.90
Front Burner Restaurants, LP	4803 Broadway Addison, TX 75001	Group 12	75.38

PROPOSAL INFORMATION (Continued)

<u>Proposer</u>	<u>Address</u>	<u>Group</u>	<u>Score</u>
<u>Group 13</u>			
*The Grove, Inc.	3 Westbrook Corporate Center Ste. #500 Westchester, IL 60154	Group 13	93.00
Pop Four Love Field JV	7750 N. Macarthur Blvd. Ste. #120-221 Irving, TX 75063	Group 13	91.50
An's Lemongrass - Fusion Dallas, LLC	9227 E. Lincoln Ave. #200-507 Lonetree, CO 80124	Group 13	73.50
Rice King II, Inc.	8369 Vickers St. Ste. #205 San Diego, CA 92111	Group 13	70.73
Sushi Axiom, LLC LP	4625 Donnelly Ave. Ste. #101 Fort Worth, TX 76107	Group 13	66.78
<u>Group 14</u>			
*Dickey's Barbecue Restaurant, Inc.	4514 Cole Ave. Ste. #1100 Dallas, TX 75205	Group 14	90.50

OWNERS

Gina Puente Ventures, Inc.

Virginia I. Puente, President
Virginia I. Puente, Vice President
Virginia I. Puente, Secretary
Virginia I. Puente, Treasurer

Dallas Love Field Joint Venture, Ltd.

Gilbert Aranza, Owner

Pop Four Love Field JV, a joint venture comprised of:
Pop Restaurants, LLC (76.5%)

Guillermo Perales, Chief Executive Officer

Four Leaf Ventures, LLC (23.5%)

Luis Ibarquengoytia, Chief Executive Officer

OWNERS (Continued)

Host International, Inc.

Elie W. Maalouf, President
Bernard N. Brown, Vice President
Laura A. Babin, Secretary
Mark T. Ratych, Treasurer

HG-Multiplex-Regali Dallas JV, a joint venture comprised of: **Hudson Group (HG) Retail, LLC (75%)**

Joseph DiDomizio, President
Michael R. Mullaney, Executive Vice President
William Wolf, Vice President - Finance
Jay G. Marshall, Senior Vice President - Legal
Jay G. Marshall, Secretary

Multiplex, Inc. (15%)

Helen Giddings, President
Camellia Kennedy, Secretary
Catherine Ferguson, Treasurer

Regali, Inc. (10%)

Rupa Dutia, President
Krishna Dutia, Vice President
Krishna Dutia, Secretary
Krishna Dutia, Treasurer

The Grove, Inc.

Michelle Dukler, President
Paul Loupakos, Vice President
Robert L. Ireland, Secretary
Robert L. Ireland, Treasurer

Dickey's Barbecue Restaurants, Inc.

Roland Dickey, Jr., President
Roland Dickey, Jr., Secretary

March 7, 2012

WHEREAS, the City owns and operates a municipal airport, Dallas Love Field; and,

WHEREAS, the Love Field Modernization Program (LFMP) is currently underway and will result in a new terminal building and a twenty gate concourse, scheduled to be completed by October 2014; and,

WHEREAS, upon completion of the LFMP, a larger concession program that improves customer service will be offered; and,

WHEREAS, the City requested proposals from qualified concessions operators in accordance with the direction provided by the City Council at its August 18, 2010 briefing; and,

WHEREAS, the contracts before the City Council for consideration today are intended to improve the concessions services offered at Love Field;

NOW, THEREFORE,

BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF DALLAS:

Section 1. That upon approval as to form by the City Attorney, the City Manager is hereby authorized to enter into contracts with Gina Puente Ventures, Inc. estimated annual revenue of \$206,000, Dallas Love Field Joint Venture, Ltd. estimated annual revenue of \$1,610,000, Pop Four Love Field JV estimated annual revenue of \$175,225, Host International, Inc. estimated annual revenue of \$1,657,000, HG-Multiplex-Regali Dallas JV estimated annual revenue of \$1,113,728, The Grove, Inc. estimated annual revenue of \$425,000 and Dickey's Barbecue Restaurants, Inc. estimated annual revenue of \$150,000 for the operation of food and beverage concessions at Dallas Love Field Airport, for a total estimated annual revenue amount of \$5,336,953. The term of each contract will be seven to nine years, depending on the package, with two one year renewal options.

Section 2. That the required concessions concepts, rents, length of contract terms, and minimum initial capital investments to be contained in each contract shall conform to the following:

CONTRACT 1

Concessionaire: Gina Puente Ventures, Inc.

Concept: Texas-Themed Cuisine (restaurant name to be determined)

Primary Term: 9 years

First Year MAG: \$206,000

March 7, 2012**Section 2. (Continued)**

Percentage Rents: 14% of annual gross revenues on the sale of food and non-alcoholic beverages and 19% of annual gross revenues on the sale of alcoholic beverages.

Minimum Initial
Capital Investment: \$706,000

Estimated total revenue: \$1,854,000

CONTRACT 2

Concessionaire: Dallas Love Field Joint Venture, Ltd.

Contract 2, Concept A: Chili's Too (Branded Casual Dinning)

Primary Term: 9 years

First Year MAG: \$272,000

Percentage Rents: 10% of annual gross revenues on the sale of food and non-alcoholic beverages and 15% of annual gross revenues on the sale of alcoholic beverages.

Minimum Initial
Capital Investment: \$1,319,079

Estimated total revenue: \$2,448,000

Contract 2, Concept B: Cantina Laredo (Traditional Tex-Mex)

Primary Term: 9 years

First Year MAG: \$504,000

Percentage Rents: 14% of annual gross revenues on the sale of food and non-alcoholic beverages and 16% of annual gross revenues on the sale of alcoholic beverages.

March 7, 2012**Section 2.** (Continued)

Minimum Initial
Capital Investment: \$1,308,852

Estimated total revenue: \$4,536,000

Contract 2, Concept C: Campisi's (Gourmet Pizza Quick Service)

Primary Term: 7 years

First Year MAG: \$234,000

Percentage Rents: 15% of annual gross revenues on the
sale of food and beverages.

Minimum Initial
Capital Investment: \$549,785

Estimated total revenue: \$1,638,000

Contract 2, Concept D: Sonic (Branded Burger Quick Service)

Primary Term: 7 years

First Year MAG: \$600,000

Percentage Rents: 20% of annual gross revenues on all
sales.

Minimum Initial
Capital Investment: \$1,006,250

Estimated total revenue: \$4,200,000

CONTRACT 3

Concessionaire: Pop Four Love Field, JV

**Concepts: Cru Wine Bar and Bruegger's Bagels (Wine Bar/Coffee & Tea
House/Bakery)**

Primary Term: 9 years

First Year MAG: \$175,225

March 7, 2012**Section 2.** (Continued)

Percentage Rents: 10% of annual gross revenues on the sale of food and non-alcoholic beverages and 15% of annual gross revenues on the sale of alcoholic beverages.

Minimum Initial
Capital Investment: \$1,250,000

Estimated total revenue: \$1,577,025

CONTRACT 4

Concessionaire: Host International, Inc.

Contract 4, Concept A: Cool River Café (Theme Restaurant)

Primary Term: 9 years

First Year MAG: \$607,000

Percentage Rents: 11% of annual gross revenues on the sale of food and non-alcoholic beverages (up to \$2M) and 12% (over \$2M) and 15% of annual gross revenues on the sale of alcoholic beverages.

Minimum Initial
Capital Investment: \$2,394,379

Estimated total revenue: \$5,463,000

Contract 4, Concept B: La Madeleine and Paciugo (Specialty Deli/Snack)

Primary Term: 7 years

First Year MAG: \$421,000

Percentage Rents: 16% of all annual gross revenues on the sale of food and non-alcoholic beverages.

March 7, 2012

Section 2. (Continued)

Minimum Initial
Capital Investment: \$972,371

Estimated total revenue: \$2,947,000

Contract 4, Concept C: Starbucks – 2 locations (Branded Coffee/Tea)

Primary Term: 7 years

First Year MAG: \$414,000

Percentage Rents: 16% of annual gross revenues of all sales.

Minimum Initial
Capital Investment: \$825,000

Estimated total revenue: \$2,898,000

Contract 4, Concept D: Chick-fil-A (Branded Quick Service)

Primary Term: 7 years

First Year MAG: \$215,000

Percentage Rents: 13% of annual gross revenues of all sales.

Minimum Initial
Capital Investment: \$535,211

Estimated total revenue: \$1,505,000

CONTRACT 5

Concessionaire: HG-Multiplex-Regali Dallas JV

Contract 5, Concept A: Dunkin' Donuts – 2 locations (Branded Coffee)

Primary Term: 7 years

March 7, 2012**Section 2. (Continued)**

First Year MAG:	\$412,500
Percentage Rents:	15% of annual gross revenues on the sale of food and non-alcoholic beverages.
Minimum Initial Capital Investment:	\$603,090
Estimated total revenue:	\$2,887,500

Contract 5, Concept B: Jason's Deli, Baskin-Robbins, and Texpress Gourmet (Specialty Deli/Snack)

Primary Term:	7 years
First Year MAG:	\$701,228
Percentage Rents:	13% of annual gross revenues on the sale of food and non-alcoholic beverages and 14% of annual gross revenues on the sale of snack foods.
Minimum Initial Capital Investment:	\$1,055,022
Estimated total revenue:	\$4,908,596

CONTRACT 6**Concessionaire: The Grove, Inc.****Contract 6, Concept A: Moe's Southwest Grill (Tex-Mex Quick Service)**

Primary Term:	7 years
First Year MAG:	\$250,000
Percentage Rents:	14% of annual gross revenues on the sale of food and beverages (\$0 to \$2M), 17% (\$2M to \$2.5M) and 20% (over \$2.5M).

March 7, 2012

Section 2. (Continued)

Minimum Initial
Capital Investment: \$780,000

Estimated total revenue: \$1,750,000

Contract 6, Concept B: Manchu Wok (Asian Quick Service)

Primary Term: 7 years

First Year MAG: \$175,000

Percentage Rents: 12% of annual gross revenues on the sale of food and beverages (\$0 to \$2M) and 16% (over \$2.0M).

Minimum Initial
Capital Investment: \$645,000

Estimated total revenue: \$1,225,000

CONTRACT 7

Concessionaire: Dickey's Barbecue Restaurants, Inc.

Concept: Dickey's Barbecue (Branded BBQ Quick Service)

Primary Term: 7 years

First Year MAG: \$150,000

Percentage Rents: 11% of annual gross revenues on the sale of food and non-alcoholic beverages

Minimum Initial
Capital Investment: \$385,000

Estimated total revenue: \$1,050,000

March 7, 2012

Section 3. That the City Controller is authorized to deposit all revenues received from the concessionaires as follows:

Fund: 0130, Dept: AVI, Unit: 7725, Rev. 7811

Section 4. That this resolution shall take effect immediately from and after its passage in accordance with the provisions of the Charter of the City of Dallas, and it is accordingly so resolved.

AGENDA ITEM # 4

KEY FOCUS AREA: Make Government More Efficient, Effective and Economical

AGENDA DATE: March 7, 2012

COUNCIL DISTRICT(S): 14

DEPARTMENT: Business Development & Procurement Services
Aviation

CMO: Jeanne Chipperfield, 670-7804
A. C. Gonzalez, 671-8925

MAPSCO: 34E

SUBJECT

Authorize concessions contracts, with renewal options, for the operation of retail concessions at Dallas Love Field Airport - Host International, Inc., estimated annual revenue of \$617,000, HG-Multiplex-Regali Dallas JV, estimated annual revenue of \$2,008,726 and Hudson Retail Dallas JV, estimated annual revenue of \$846,789 – Total Estimated Annual Revenue: \$3,472,515

BACKGROUND

The Love Field Modernization Program (LFMP) is currently underway and will include various demolition and construction projects resulting in a new terminal building and a twenty gate concourse, scheduled to be completed by October 2014. Upon completion of the LFMP, a larger concession program that improves customer service will be offered. In early 2011, in accordance with the recommendations provided by the City Council at its August 18, 2010 briefing, proposals were solicited from qualified retail concessions operators.

To increase the efforts of achieving the City's goal of offering future air travelers a greater travel experience, the City prepared and advertised a request for proposals (RFP) for retail concession services. The RFP included ten retail packages for which concessionaires could submit proposals. To ensure the greatest interest in the proposal process, the City held four separate outreach meetings prior to advertising the RFP. The meetings were designed to inform and educate interested parties of the upcoming proposal process and to provide information related to the specifics of airport concession operation requirements. Potential concessionaires were notified of these meetings and the RFP through a series of emails and advertisement notifications.

BACKGROUND (Continued)

During the term of the solicitation process, the City held a pre-proposal meeting to encourage interested parties to review all RFP documents and submit their questions pertaining to any aspect of the RFP language, requirements, or process thereof. City staff provided a written response to every question submitted so as to ensure all interested parties had access to all questions and answers provided.

Twenty-five proposals were received in response to the RFP. Each proposal was evaluated by teams comprised of City staff, a consultant and a representative from Southwest Airlines. The evaluation process considered six factors (brand, Airport Concessions Disadvantaged Business Enterprise (ACDBE) participation, economic/financial return to the City, operations plan, financial capacity and experience) to determine the apparent most advantageous proposals. As part of the evaluation process, all respondents were provided the opportunity to present their proposal to the committee before the committee completed its evaluation.

Once the apparent most advantageous proposals were determined, the City held a lottery, in accordance with the direction provided by the City Council at its August 18, 2010 briefing and the contracts with the existing concessionaires. The referenced terms allow the incumbent concessionaire to exercise its right of first refusal to match the terms of the apparent most advantageous proposals of up to 27% of respective packages.

The primary term for the proposed contracts will begin once all twenty gates in the newly constructed concourse are open for commercial air service. The primary term for the contracts are for seven years. Additionally, the City has the option to renew each contract for two additional periods of one year each.

From the date a concessionaire opens its concession location(s) until the start of the primary term, rent to the City will be paid solely based on the percentage payment on the gross revenues from the sale of various retail items proposed by a concessionaire.

Once the primary term of the contract begins, payment to the City under the contracts will be in an amount that is either a percentage payment on the gross revenues from the sale of various retail items or the minimum annual guarantee (MAG), whichever amount is greater. The MAG for the first year of the primary term for each concession's location/package is an amount that was proposed by the concessionaire. The MAG from the second year of the primary term until the end of the primary term for each concession's location/package is 90% of the prior year's total percentage payment of gross revenue; provided, however, in no event shall the MAG be less than the MAG during the first year of the primary term.

BACKGROUND (Continued)

If the City grants a concessionaire a renewal term, the MAG during the renewal term will be the greater of the MAG in effect during the year immediately preceding the renewal term or 90% of the percentage payment of gross revenues during the year immediately preceding the start of the renewal term.

The contracts will also include the following: a requirement for a minimum initial capital investment as proposed by concessionaires; a minimum mid-primary-term investment requirement of \$55.00 per square foot; operational standards; annual performance reviews; a termination for convenience clause, which, if exercised, would require the City to pay a concessionaire the unamortized costs of its initial capital investment; and a performance bond or letter of credit in an amount equal to 50% of the first year MAG amount.

The required concessions concepts, rents, length of contract terms, and minimum initial capital investments to be contained in each contract shall conform to those shown in Section 2 of the attached Resolution.

A fifteen member evaluation committee was selected from the following departments:

- Aviation (4)
- Public Works (1)
- Economic Development (1)
- Housing Community Services (1)
- Parks & Recreation (1)
- Controller's Office (1)
- Office of Financial Services (1)
- Southwest Airlines (1)
- Unison Consulting, Inc. (1)
- Business Development and Procurement Services (3)

*Business Development and Procurement Services only evaluated the Airport Concessionaire Disadvantaged Business Enterprise (ACDBE) participation.

The successful proposer was selected by the committee on the basis of the demonstrated competence and qualifications under the following criteria:

	<u>Points</u>
● Brand	26
● ACDBE Participation	15
● Economics/Financial Return to the City	23
● Operations Plan	12
● Financial Capability	12
● Experience	12

BACKGROUND (Continued)

Two Podners-TPS, LLC withdrew their proposal for package 5, they have cited it is not "economically viable to operate one specialty concept."

As part of the solicitation process and in an effort to increase competition, Business Development and Procurement Services (BDPS) used its procurement system to send out 322 email bid notifications to vendors registered under respective commodities. To further increase competition, BDPS uses historical solicitation information, the internet, and vendor contact information obtained from user departments to contact additional vendors by phone. Additionally, in an effort to secure more bids, notifications were sent by the BDPS' ResourceLINK Team (RLT) to 25 chambers of commerce, the DFW Minority Business Council and the Women's Business Council - Southwest, to ensure maximum vendor outreach.

PRIOR ACTION/REVIEW (COUNCIL, BOARDS, COMMISSIONS)

On February 21, 2012, the Economic Development Committee and Budget, Finance & Audit Committee were briefed.

On February 27, 2012, the Transportation and Environment Committee was briefed.

FISCAL INFORMATION

\$3,472,515.00 - Total Estimated Annual Revenue

M/WBE INFORMATION

35 - Vendors contacted
32 - No response
3 - Response (Bid)
0 - Response (No bid)
0 - Successful

350 - M/WBE and Non-M/WBE vendors were contacted

The recommended awardees have fulfilled the good faith requirements set forth in the Business Inclusion and Development (BID) Plan adopted by Council Resolution No. 08-2826 as amended.

ETHNIC COMPOSITION

Host International, Inc.

White Male	2232	White Female	3179
Black Male	2036	Black Female	3463
Hispanic Male	1621	Hispanic Female	2157
Other Male	1252	Other Female	1908

*HG-Multiplex-Regali Dallas JV

White Male	0	White Female	0
Black Male	0	Black Female	0
Hispanic Male	0	Hispanic Female	0
Other Male	0	Other Female	0

*Newly formed company, no employees

Hudson Retail Dallas JV

White Male	2	White Female	0
Black Male	10	Black Female	17
Hispanic Male	2	Hispanic Female	3
Other Male	7	Other Female	3

PROPOSAL INFORMATION

The following proposals were received from solicitation number BT1102 and were opened on July 22, 2011. These contracts are being awarded to the most advantageous proposers.

*Denotes successful proposers

<u>Proposer</u>	<u>Address</u>	<u>Group</u>	<u>Score</u>
<u>Group 1</u>			
*Host International, Inc.	6905 Rockledge Dr. Bethesda, MD 20817	Group 1	96.71

PROPOSAL INFORMATION (Continued)

<u>Proposer</u>	<u>Address</u>	<u>Group</u>	<u>Score</u>
HG-Multiplex-Regali Dallas JV	One Meadowlands Plaza East Rutherford, NJ 07073	Group 1	90.37
Two Podners-TPS, LLC	2920 Northbound Service Rd. Dallas/Fort Worth, TX 75261	Group 1	88.43
<u>Group 2</u>			
*HG-Multiplex-Regali Dallas JV	One Meadowlands Plaza East Rutherford, NJ 07073	Group 2	96.86
Host International, Inc.	6905 Rockledge Dr. Bethesda, MD 20817	Group 2	91.47
<u>Group 3</u>			
*HG-Multiplex-Regali Dallas JV	One Meadowlands Plaza East Rutherford, NJ 07073	Group 3	94.14
Two Podners-TPS, LLC	2920 Northbound Service Rd. Dallas/Fort Worth, TX 75261	Group 3	93.59
Host International, Inc.	6905 Rockledge Dr. Bethesda, MD 20817	Group 3	85.84
<u>Group 4</u>			
*Hudson Retail Dallas JV	One Meadowlands Plaza East Rutherford, NJ 07073	Group 4	Lottery Match
Two Podners-TPS, LLC	2920 Northbound Service Rd. Dallas/Fort Worth, TX 75261	Group 4	96.71
HG-Multiplex-Regali Dallas JV	One Meadowlands Plaza East Rutherford, NJ 07073	Group 4	92.80
Host International, Inc.	6905 Rockledge Dr. Bethesda, MD 20817	Group 4	92.29

PROPOSAL INFORMATION (Continued)

<u>Proposer</u>	<u>Address</u>	<u>Group</u>	<u>Score</u>
<u>Group 5</u>			
**Two Podners-TPS, LLC	2920 Northbound Service Rd. Dallas/Fort Worth, TX 75261	Group 5	95.29
<u>Group 6</u>			
*Hudson Retail Dallas JV	One Meadowlands Plaza East Rutherford, NJ 07073	Group 6	Lottery Match
HG-Multiplex-Regali Dallas JV	One Meadowlands Plaza East Rutherford, NJ 07073	Group 6	92.29
Brookstone Dallas Love Field, LLC	One Innovation Way Merrimack, NH 03054-4873	Group 6	89.44
Project Horizon, Inc.	4801 Executive Park Court Jacksonville, FL 32216	Group 6	87.99
<u>Group 7</u>			
*Hudson Retail Dallas JV	One Meadowlands Plaza East Rutherford, NJ 07073	Group 7	Lottery Match
HG-Multiplex-Regali Dallas JV	One Meadowlands Plaza East Rutherford, NJ 07073	Group 7	96.14
Taxco Sterling Co., Inc.	9111 Dara Lane Great Falls, VA 22066	Group 7	87.69
ATS Partners 1 LP dba Texas By Texans	8615 Inwood Dr. Dallas, TX 75209	Group 7	74.14
Adair Visual Inc. dba Adair Eyewear	4701 West FWY Ste 200 Fort Worth, TX 76132	Group 7	70.67
<u>Group 8</u>			
*HG-Multiplex-Regali Dallas JV	One Meadowlands Plaza East Rutherford, NJ 07073	Group 8	93.29
Taxco Sterling Co., Inc.	9111 Dara Lane Great Falls, VA 22066	Group 8	91.40
ATS Partners 1 LP dba Texas By Texans	8615 Inwood Dr. Dallas, TX 75209	Group 8	74.94

PROPOSAL INFORMATION (Continued)

<u>Proposer</u>	<u>Address</u>	<u>Group</u>	<u>Score</u>
Adair Visual Inc. dba Adair Eyewear	4701 West FWY Ste 200 Fort Worth, TX 76132	Group 8	72.37
<u>Group 9</u>			
*Hudson Retail Dallas JV	One Meadowlands Plaza East Rutherford, NJ 07073	Group 9	Lottery Match
HG-Multiplex-Regali Dallas JV	One Meadowlands Plaza East Rutherford, NJ 07073	Group 9	95.14
<u>Group 10</u>			
*Hudson Retail Dallas JV	One Meadowlands Plaza East Rutherford, NJ 07073	Group 10	Lottery Match
Two Podners-TPS, LLC	2920 Northbound Service Rd. Dallas/Fort Worth, TX 75261	Group 10	95.29

Two Podners-TPS, LLC withdrew their proposal for package 5, they have cited it is not "economically viable to operate one specialty concept."

OWNERS

Host International, Inc.

Elie W. Maalouf, President
Bernard N. Brown, Vice President
Laura A. Babin, Secretary
Mark T. Ratych, Treasurer

HG-Multiplex-Regali Dallas JV, a joint venture comprised of:
Hudson Group (HG) Retail, LLC (75%)

Joseph DiDomizio, President
Michael R. Mullaney, Executive Vice President
William Wolf, Vice President - Finance
Jay G. Marshall, Senior Vice President - Legal
Jay G. Marshall, Secretary

OWNERS (Continued)

Multiplex, Inc. (15%)

Helen Giddings, President
Camellia Kennedy, Secretary
Catherine Ferguson, Treasurer

Regali, Inc. (10%)

Rupa Dutia, President
Krishna Dutia, Vice President
Krishna Duita, Secretary
Krishna Dutia, Treasurer

Hudson Retail Dallas JV, a joint venture comprised of:

Hudson Group (HG) Retail, LLC (75%)

Joseph DiDomizio, President
Michael R. Mullaney, Executive Vice President
William Wolf, Vice President - Finance
Jay G. Marshall, Senior Vice President - Legal
Jay G. Marshall, Secretary

Multiplex, Inc. (25%)

Helen Giddings, President
Camellia Kennedy, Secretary
Catherine Ferguson, Treasurer

March 7, 2012

WHEREAS, the City owns and operates a municipal airport, Dallas Love Field; and,

WHEREAS, the Love Field Modernization Program (LFMP) is currently underway and will result in a new terminal building and a twenty gate concourse, scheduled to be completed by October 2014; and,

WHEREAS, upon completion of the LFMP, a larger concession program that improves customer service will be offered; and,

WHEREAS, the City requested proposals from qualified concessions operators in accordance with the direction provided by the City Council at its August 18, 2010 briefing; and,

WHEREAS, the contracts before the City Council for consideration today are intended to improve the concessions services offered at Love Field;

NOW, THEREFORE,

BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF DALLAS:

Section 1. That upon approval as to form by the City Attorney, the City Manager is hereby authorized to enter into contracts with Host International, Inc. estimated annual revenue of \$617,000, HG-Multiplex-Regali Dallas JV estimated annual revenue of \$2,008,726 and Hudson Retail Dallas JV estimated annual revenue of \$846,789 for the operation of retail concessions at Dallas Love Field Airport, for a total estimated annual revenue amount of \$3,472,515. The term of each contract will be seven years with two one year renewal options.

Section 2. That the required concessions concepts, rents, length of contract terms, and minimum initial capital investments to be contained in each contract shall conform to the following:

CONTRACT 1

Concessionaire: Host International, Inc.

Concepts: D Magazine News, Texas Monthly News, and Creative Kidstuff (Newsstand/Children/Educational)

Primary Term: 7 years

First Year MAG: \$617,000

March 7, 2012

Section 2. (Continued)

Percentage Rents: 12% of annual gross revenues on all specialty merchandise sales (Creative Kidstuff)
20% of annual gross revenues from all news location sales

Minimum Initial
Capital Investment: \$969,205

Estimated total revenue: \$4,319,000

CONTRACT 2

Concessionaire: HG-Multiplex-Regali Dallas JV

Contract 2, Package A:

Concepts: Hudson News/Hudson Booksellers, Fair Park TX, Billy Bob's Texas (Newsstand/Books, Museum Shop, Texas Music Venue)

Primary Term: 7 years

First Year MAG: \$1,106,795

Percentage Rents: 18% of annual gross revenues on sales up to \$5.0M for news/convenience merchandise
22% of annual gross revenues on sales over \$5.0M for news/convenience merchandise
15% of annual gross revenues from the sale of specialty merchandise

Minimum Initial
Capital Investment: \$1,366,487

Estimated total revenue: \$7,747,565

Contract 2, Package B

Concepts: West End News, Desigual, Bliss and Soybu (Newsstand, Lifestyle, Health & Beauty)

Primary Term: 7 years

First Year MAG: \$819,687

March 7, 2012

Section 2. (Continued)

Percentage Rents: 18% of annual gross revenues on sales up to \$3.5M for news/convenience merchandise
22% of annual gross revenues on sales over \$3.5M for news/convenience merchandise
15% of annual gross revenues from the sale of specialty merchandise

Minimum Initial
Capital Investment: \$1,186,081

Estimated total revenue: \$5,737,809

Contract 2, Package C

Concept: Fire CZ (Fashion Kiosk)

Primary Term: 7 years

First Year MAG: \$82,244

Percentage Rents: 15% of annual gross revenues from all sales

Minimum Initial
Capital Investment: \$203,673

Estimated total revenue: \$575,708

CONTRACT 3

Concessionaire: Hudson Retail Dallas, JV

Contract 3, Package A:

Concepts: CNN Newsstand Dallas, Mallasadi Men's Boutique (Newsstand, Men's Apparel/Accessories)

Primary Term: 7 years

First Year MAG: \$342,100

Percentage Rents: 20% of annual gross revenues for news/convenience merchandise
11% of annual gross revenues for specialty merchandise

March 7, 2012

Section 2. (Continued)

Minimum Initial
Capital Investment: \$814,338

Estimated total revenue: \$2,394,700

Contract 3, Package B

Concept: Tech on the Go (Electronics)

Primary Term: 7 years

First Year MAG: \$158,162

Percentage Rents: 15% of annual gross revenues

Minimum Initial
Capital Investment: \$375,188

Estimated total revenue: \$1,107,134

Contract 3, Package C

Concept: Spectacles (Fashion Kiosk)

Primary Term: 7 years

First Year MAG: \$111,978

Percentage Rents: 15% of annual gross revenues

Minimum Initial
Capital Investment: \$205,680

Estimated total revenue: \$783,846

Contract 3, Package D

Concept: Travel + Leisure Travel Store (Leather Goods)

Primary Term: 7 years

First Year MAG: \$116,249

Percentage Rents: 15% of annual gross revenues

March 7, 2012

Section 2. (Continued)

Minimum Initial
Capital Investment: \$349,065

Estimated total revenue: \$813,743

Contract 3, Package E

Concept: Cowboy Shop - Famous Texas Boots (Western Theme Apparel)

Primary Term: 7 years

First Year MAG: \$118,300

Percentage Rents: 14% of annual gross revenues

Minimum Initial
Capital Investment: \$285,660

Estimated total revenue: \$828,100

Section 3. That the City Controller is authorized to deposit all revenues received from the concessionaires as follows:

Fund: 0130, Dept: AVI, Unit: 7725, Rev. 7811

Section 4. That this resolution shall take effect immediately from and after its passage in accordance with the provisions of the Charter of the City of Dallas, and it is accordingly so resolved.

AGENDA ITEM # 5

KEY FOCUS AREA: Make Government More Efficient, Effective and Economical

AGENDA DATE: March 7, 2012

COUNCIL DISTRICT(S): All

DEPARTMENT: City Attorney's Office
City Secretary

CMO: Thomas P. Perkins, Jr., 670-3491

MAPSCO: N/A

SUBJECT

Authorize the appointment of Rosa A. Rios as City Secretary for the City of Dallas for a two-year term beginning on March 7, 2012 - Not to exceed \$114,000 - Financing: Current Funds

BACKGROUND

On July 5, 2011, Deborah K. Watkins, the City Secretary, officially retired from that position.

A resolution was authorized on June 27, 2011 providing for the appointment and duties of an acting City Secretary to serve in that capacity pending the selection and appointment of a City Secretary on a permanent basis.

PRIOR ACTION/REVIEW (Council, Boards, Commissions)

Council authorized a resolution providing for the appointment and duties of an acting City Secretary pending the selection and appointment of a City Secretary on a permanent basis, on June 27, 2011, by Resolution No. 11-1905.

FISCAL INFORMATION

\$114,000.00 - Current Funds

March 7, 2012

WHEREAS, on July 5, 2011, the position of City Secretary became vacant; and,

WHEREAS, on July 6, 2011, Rosa A. Rios was appointed as acting City Secretary for the City of Dallas; and,

WHEREAS, the City Council wishes to appoint Rosa A. Rios as City Secretary for the City of Dallas for a two-year term beginning on March 7, 2012; **Now, Therefore,**

BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF DALLAS:

Section 1. That Rosa A. Rios is hereby appointed City Secretary for the City of Dallas for a two-year term beginning on March 7, 2012 and shall be paid an annual base salary at the rate of \$114,000.00 per year.

Section 2. That this resolution shall take effect immediately from and after its passage in accordance with the provisions of the Charter of the City of Dallas, and it is accordingly so resolved.

AGENDA ITEM # 6

KEY FOCUS AREA: Make Government More Efficient, Effective and Economical

AGENDA DATE: March 7, 2012

COUNCIL DISTRICT(S): N/A

DEPARTMENT: City Attorney's Office

CMO: Thomas P. Perkins, Jr., 670-3491

MAPSCO: N/A

SUBJECT

A resolution requesting that the Board of Adjustment authorize compliance proceedings for Columbia Packing Company at 2807 East 11th Street, Dallas, Texas - Financing: No cost consideration to the City

BACKGROUND

Columbia Packing Company is a slaughterhouse, meat packing, and distribution company. Columbia Packing Company operates under a certificate of occupancy for a industrial (inside) potentially incompatible use, and is nonconforming in the IR Industrial Research district. In December 2011, it was discovered that Columbia Packing Company was discharging pig blood into Cedar Creek, which is a tributary flowing into the Trinity River. As a result, the Dallas County District Attorney's Office, in coordination with the City of Dallas, the Texas Commission on Environmental Quality, and the U.S. Environmental Protection Agency, executed a search warrant at the facility. Inspections of the property revealed numerous violations of the Dallas City Code. This resolution requests that the Board of Adjustment consider establishing a compliance date for the nonconforming use pursuant to Dallas Development Code §51A-4.704.

PRIOR ACTION/REVIEW (COUNCIL, BOARDS, COMMISSIONS)

Council was briefed in closed session on February 22, 2012.

FISCAL INFORMATION

No cost consideration to the City.

March 7, 2012

WHEREAS, Columbia Packing Company is a slaughterhouse, meat packing, and distribution company operating at 2807 East 11th Street, Dallas, Texas; and,

WHEREAS, Columbia Packing Company operates under a certificate of occupancy for an industrial (inside) potentially incompatible use; and,

WHEREAS, the property at 2807 East 11th Street, Dallas, Texas is zoned as the IR Industrial Research district; and,

WHEREAS, an industrial (inside) potentially incompatible use is not a permitted use in the IR Industrial Research district; and,

WHEREAS, Columbia Packing Company is a nonconforming use as defined in the Dallas Development Code; and,

WHEREAS, the Dallas Development Code authorizes the City Council to request that the Board of Adjustment consider establishing a compliance date for a nonconforming use; **Now, Therefore,**

BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF DALLAS:

Section 1. That the Board of Adjustment is requested to authorize compliance proceedings for Columbia Packing Company at 2807 East 11th Street, Dallas, Texas.

Section 2. That this resolution shall take effect immediately from and after its passage in accordance with the Charter of the City of Dallas, and it is accordingly so resolved.

