



REQUEST FOR PROPOSALS FOR WIRELESS PUBLIC INTERNET ACCESS



**PROPOSAL SUBMITTAL DUE DATE: January 6, 2010 before 2:00 p.m.
County of Orange/John Wayne Airport
Eddie Martin Administration Building
3160 Airway Avenue
Costa Mesa, CA 92626**

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I. INTRODUCTION



PROPOSAL DESCRIPTION

The County of Orange is seeking an experienced concessionaire to enter into a Wireless Public Internet Access Agreement ("Agreement") to manage a no fee for access wireless internet service throughout the secure side of the terminals at John Wayne Airport (also referred to as "JWA"). The Agreement will have a term of three (3) years and options to renew. This Request for Proposals (RFP) does not include cellular telephone services for which service under this Agreement will be strictly prohibited.

During the term of this Agreement, JWA may change the Operating Area and/or the coverage area to include future gates/hold rooms for Terminal C, non-secure areas for Terminals A, B and C and/or other new areas as determined by the Airport Director. County plans on installing the wired local area network infrastructure for access points in the aforementioned areas.

PROPOSAL DEADLINE

The proposal questionnaire and other required documents must be completed and submitted by or before 2:00 p.m. on January 6, 2010, to:

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

AIRPORT DESCRIPTION

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

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

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

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

HOURS OF OPERATION

Commercial departures from John Wayne Airport begin at 7:00 a.m. (8:00 a.m. on Sundays) and continue until 11:00 p.m. Arrivals are scheduled no later than 11:00 p.m. daily.

AIRPORT IMPROVEMENT PROGRAM

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

Stage 1 (complete)

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

Stage 2 (complete)

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

Stage 3

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

Stage 4

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

PASSENGER PROFILE

A passenger survey was completed by Redhill Group, Inc. in July 2007. Of the 409 telephone surveys and 570 intercept surveys (passengers at the terminal), 42% of those surveyed described their travel as business-related. The complete passenger survey is available online at www.ocair.com/survey.pdf.

PASSENGER TRAFFIC

A monthly breakdown of passengers for the past twelve months is provided below for information purposes only and shall not be construed as a guarantee of business to be generated. (It may be assumed that passengers were split equally between enplaned and deplaned passengers.)

October	08	731,985	April	09	722,797
November	08	649,486	May	09	739,093
December	08	689,589	June	09	785,878
January	09	592,370	July	09	821,905
February	09	583,016	August	09	833,962
March	09	713,196	September	09	709,101

DESCRIPTION AND LOCATION

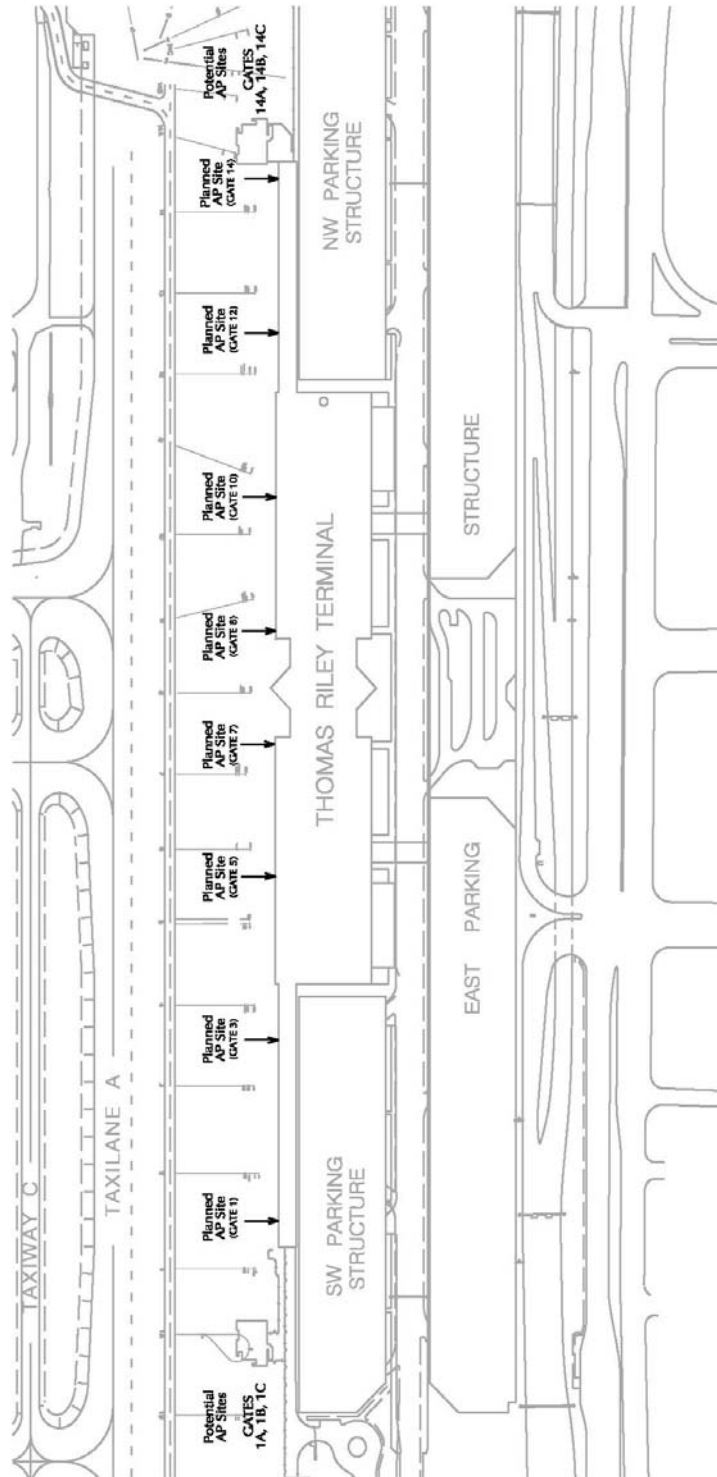
Operating Area and Wireless Public Internet Access Coverage Area

Proposer's secure equipment cabinet will be located within a telephone room in the Terminal as designated by Airport Director. Wireless public internet access coverage will encompass the secure public areas inside the terminal including the existing gates/hold rooms.

Wi-Fi Backbone

County has installed a wired local area network infrastructure consisting of access points at Gates 1, 3, 5, 7, 8, 10, 12, complying with 802.11 standards for high-speed wireless data communications in the secure public areas of the terminals in order to enable wireless public internet access to the traveling public. County plans on installing the wired local area network infrastructure for access points in other areas. See Wi-Fi Access Point Locations on page 4. JWA will provide separate Wi-Fi service for Airport staff and contractors.

Wi-Fi Access Points



II. PROPOSAL OVERVIEW



PROPOSAL OVERVIEW

The County of Orange is requesting proposals from qualified proposers for operation of a no fee Wireless Public Internet Access system on the secure side of the terminals at John Wayne Airport. Proposals shall contain detailed technical information regarding the operation and maintenance of Proposers system. The proposer shall be responsible for providing connectivity of County-installed backbone/infrastructure with the Internet including all costs of equipment installation and operation necessary to support functionality of the wireless public internet access, hardware and software, as well as associated cabinet and improvements. Proposer will arrange for all construction, electrical service, communications service, installation and interconnections necessary to provide connectivity.

The Airport will provide location(s) for proposer's equipment. Proposals shall specify the square footage of space required for proposer's equipment and will be asked to:

- Provide detailed plans for managing and providing no fee internet access to passengers at JWA, including equipment descriptions, locations and an installation schedule when Internet connection will be brought on line.
- Install a secure cabinet to house equipment. Proposer's cabinet shall meet all safety and structural requirements, including earthquake requirements, of federal, state and local agencies.
- Run power to the cabinet and install sufficient internet access capacity to maintain satisfactory response times to the user. It is expected that average bandwidth utilization should not exceed 70% during any 30-minute period. JWA will retain the right to require additional bandwidth if response is inadequate in the judgment of JWA.
- An Ethernet link will be required from Proposers secure cabinet to the JWA Terminal computer room in addition to any offsite connections that may be required.
- Track usage, as well as filter traffic from content deemed inappropriate by JWA.
- Provide Internet service to ISP subscribers and non-subscribers on a no fee basis without requiring the use of any special software.
- Provide initial connectivity to a JWA "splash page" that will allow users to navigate County websites as designated by JWA.
- Furnish customers with technical support via a toll-free number during the operating hours of JWA.
- Submit reports on a monthly and ad hoc basis, indicating usage, bandwidth utilization, service time and outage time, technical support requests and ticket closures, revenues and other information as County may request.
- Describe system of collecting data and providing periodic reports to County of log data including, at the minimum, number of users, total usage time, customer complaints, total service time, system outage times, and number of Help Desk requests and ticket closures.
- Upgrade equipment as County may deem necessary from time to time in order to support backbone upgrades and/or expansion of coverage and capacity to accommodate emerging technologies as demand for and usage of the system increases with the Airport Improvement Program.
- Accept Internet traffic via Ethernet handoff from the JWA network
- Provide Internet bandwidth via a private Internet link (T1, DSL, or other)

Note:

- County reserves the right to restrict or prohibit access to Internet content that Airport Director deems inappropriate in his sole discretion.

RATING CRITERIA FOR WIRELESS PUBLIC INTERNET ACCESS AGREEMENT

<u>Criteria</u>	<u>Weight</u>
Technical Requirements	20%
<ul style="list-style-type: none">• Equipment cabinet meets safety and structural requirements• Power installation provides sufficient internet access capacity• Sufficient bandwidth• Capability to track usage and filter content• Internet access availability for passengers• Access to JWA "splash page" and designated County websites• Toll-free number for customer technical support• Capability of submitting reports indicating usage, bandwidth utilization, service time, outage time, technical support requests and ticket closures, and revenues• Data collection system and reports	
Reliability and Support	20%
<ul style="list-style-type: none">• Performance and service level standards• Network monitoring capabilities and system performance tracking• Comprehensive support program including response times	
Experience and Qualifications	20%
<ul style="list-style-type: none">• Relevant Experience• References	
Financial Viability and Background Data	20%
<ul style="list-style-type: none">• Audited Balance Sheet and Income Statement• Bankruptcy Filings• Prior Litigation• Pending Litigation• 3-year Pro Forma Income Statement	
Proposed Fees	20%
<ul style="list-style-type: none">• MAG (minimum \$_____ per year)	
	Total 100%

AIRPORT CONCESSION DISADVANTAGED BUSINESS ENTERPRISE (ACDBE) PARTICIPATION

It is the policy of John Wayne Airport to promote the objectives of the Department of Transportation with respect to the participation of Airport Concession Disadvantaged Business Enterprises (ACDBEs) in DOT-assisted contracts. This policy has been formulated to comply with 49 CFR Parts 23 and 26. The Airport has established that no ACDBE goal is required for the Wireless Public Internet Access Agreement.

AMERICANS WITH DISABILITIES ACT

It is the proposer's responsibility to be aware of, and to comply with, any applicable ADA requirements.

EXECUTION OF WIRELESS PUBLIC INTERNET ACCESS AGREEMENT

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

COMMENCEMENT OF OPERATIONS

Target start date for the commencement of operation of wireless public internet access is approximately April 2010, or as soon as practical after Board approval and installation of equipment by the selected proposer.

AGREEMENT SUMMARY

COUNTY

County of Orange

OPERATOR

To be determined

TERM

The Agreement commences upon signing by County and expires on March 31, 2013.

OPTION TO EXTEND TERM

County may extend the Agreement for up to two (2) years at Airport Director's sole discretion.

TERMINATION

County or Operator may terminate the Agreement at any time; however, as a courtesy Airport Director will attempt to give 30 days written notice.

OPERATING AREA

The Operating Area is that portion of the telephone room in the Terminal where Operator installs and maintains its secure equipment cabinet(s). Operator shall provide wireless public internet access coverage in existing gates/hold rooms where County's current Wi-Fi access points are situated at Gates 1, 3, 5, 7, 8, 10, 12 and 14 and future Gates 1A, B, and C, and 22 A, B, and C on the secure public side of the terminals at John Wayne Airport. County has sole discretion to change and/or designate additional Operating Area and coverage area.

AGREEMENT USE

Non-exclusive right to manage and operate a wireless public internet access system at John Wayne Airport.

FEES

Operator shall pay a minimum annual fee as proposed, adjusted to changes in the Consumer Price Index.

REVISION OF FEES

Minimum Annual Fee shall be adjusted annually based on the effective date of the Agreement, by the Consumer Price Index (CPI). In no case shall the minimum annual fees be decreased.

RECORDS AND ACCOUNTS

Operator shall provide County within 90 days after the end of each accounting year a financial statement of all JWA business operations audited by a Certified Public Accountant. County may audit Operator's books and accounts at any and all reasonable times.

SECURITY DEPOSIT

In order to guarantee payment of all monies due County, Operator must provide County with a security deposit in an amount equal to approximately four (4) times the estimated monthly fees. County has the right to adjust the security deposit in the event of a change in operations or fees.

OPERATIONAL REQUIREMENTS

Operator shall:

- Ensure optimal System performance and uptime with 99.9% reliability
- Provide access to JWA splash page and designated County websites
- Be capable of increasing capacity and coverage as may be deemed necessary by Airport
- Maintain its equipment in good condition and repair
- Provide customers with technical support via a toll-free number
- Provide access to subscribers and non-subscribers
- Be capable of tracking and filtering traffic
- Submit reports to County

ASSIGNING OR TRANSFERRING

The Agreement is not assignable.

TERMINATION AND DEFAULT

County may terminate this Agreement without prior notice to Operator for failure to perform including the following:

- Payment of fees
- A general assignment for benefit of creditors or any transfer
- Issuance of any execution or attachment
- Voluntary vacation or abandonment of Operating Area
- Violation of any of the insurance requirements of the Agreement
- Violation of any government regulatory safety standards
- Violation of any written directions of the Airport Director
- Appointment of a receiver
- Failure to operate for a continuous period of more than three (3) days

INSURANCE

Operator shall maintain insurance providing the following minimum limits and coverage:

<u>Coverage</u>	<u>Minimum Limits</u>
Comprehensive General Liability	\$1,000,000
Automobile Liability	\$1,000,000
Workers' Compensation	Statutory Requirements
Employer's Liability	\$1,000,000
Fire and Extended Coverage including contents and business income	90% replacement cost w/"extended coverage" endorsement

NOTE: Insurance policies containing a self-insured retention must be disclosed to the Airport and shall not exceed \$25,000 on Commercial General Liability or \$5,000 on Automobile Liability.

III. PROPOSERS' INSTRUCTIONS



INSTRUCTIONS

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

The County of Orange will not be responsible for any oral instructions or clarification of the proposal documents or the proposal procedure. Should you find a discrepancy in, or omission from said documents or should you be in doubt as to their meaning or as to the proposal procedure, you shall, not later than December 9, 2009, notify Jessica Dixon, JWA/Business Development, by mail at the above address, by FAX at (949) 252-5225, or by e-mail at jdixon@ocair.com, who will thereafter, if appropriate, address the issue at the December 17, 2009, pre-proposal meeting for questions submitted prior to the meeting, and in writing in any addenda hereto.

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

SCHEDULE OF EVENTS

Proposals Requested	November 4, 2009 – January 6, 2010
Last Date to Submit Proposal Questions	December 9, 2009
Pre-Proposal Meeting	December 17, 2009
Proposals Due	January 6, 2010
Proposer Interviews (If necessary)	January 13, 2010 (tentative)
Airport Commission	February 3, 2010 (tentative)
Board of Supervisors Selection of Proposer	February 23, 2010 (tentative)
Commencement of Operations	April 1, 2010 (tentative) or Date of Beneficial Occupancy

In order to be considered for award of the Agreement (Agreement) at John Wayne Airport, you must complete and submit a signed proposal including a proposer’s deposit, a proposer’s questionnaire and the signed Operating Agreement with attachments.

PRE-PROPOSAL MEETING

Those planning to submit proposals are encouraged to attend a pre-proposal meeting on Thursday,

December 17, 2009 at 11:00 a.m. County staff will be available at that time to answer questions. The meeting will be held at:

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

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

Proposers shall submit any questions regarding the proposal via e-mail prior to Wednesday, December 9, 2009, to the attention of Jessica Dixon at jdixon@ocair.com:

PROPOSAL ADDENDA

After the pre-proposal meeting, a Proposal Addenda will be posted on the John Wayne Airport website at www.ocair.com/businessandemployment/RFPsRFQs.htm. The Addenda will answer questions or clarify proposal issues raised at the pre-proposal meeting or through e-mail requests received prior to the pre-proposal meeting.

PROPOSAL DEPOSITS

A proposer's deposit in the amount of \$5,000 must accompany the proposal. The deposit can be in the form of a Cashier's Check made payable to the County of Orange/John Wayne Airport or through a wire transfer of funds to the County of Orange/John Wayne Airport. To wire transfer funds to the County of Orange/John Wayne Airport, contact Lisa Kawashima, JWA Accounting at 949/252-5218 or via email at lkawashima@ocair.com, to County of Orange/John Wayne Airport. **The \$5,000 proposer's deposit or confirmation of a wire transfer of funds must accompany your proposal or your proposal will be rejected.** The deposit will be held by the County as a proposal guarantee securing the obligations proposer agrees to assume in the proposal.

Upon execution of the Agreement by County's Board of Supervisors, the deposits submitted by all proposers will be returned.

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

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

FORMAT OF PROPOSAL

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

The proposal shall be prepared simply and economically, providing a straight-forward, concise description of capabilities to satisfy the requirements of the RFP. Emphasis should be on completeness and clarity of content with sufficient detail to allow for accurate evaluation and comparative analysis. Proposal responses must contain a table of contents, followed by the proposal questionnaire, required statements, references, signed Agreement contained in Section IV, Addenda,

etc. ("Proposal"), and must be tabbed in the order shown under the Rating Criteria for Wireless Public Internet Access Agreement as follows:

- Tab 1. Proposal and Proposer's Questionnaire
- Tab 2. Technical Requirements
- Tab 3. Reliability and Support
- Tab 4. Experience and Qualifications
- Tab 5. Financial Viability and Background Data
- Tab 6. Proposed Fees

PROPOSAL SUBMITTAL

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

Wireless Public Internet Access Agreement
John Wayne Airport
PM 1121-360-0113

Sixteen (16) full sets of your written proposal along with your Proposer's Deposit check or Wire Transfer Confirmation must be delivered before 2:00 p.m., January 6, 2010. No proposal shall be accepted beyond this time and date regardless of reason. Proposals shall be delivered to:

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

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

PROPOSAL OPENING

Proposals will be opened at the Eddie Martin Administration Building on January 6, 2010 at 2:00 p.m. Airport staff will open the proposals and read the names of the proposers, and confirm that a proposal deposit of \$5,000 is included. No other information will be read or made public at that time.

PROPOSAL REVIEW AND EVALUATION

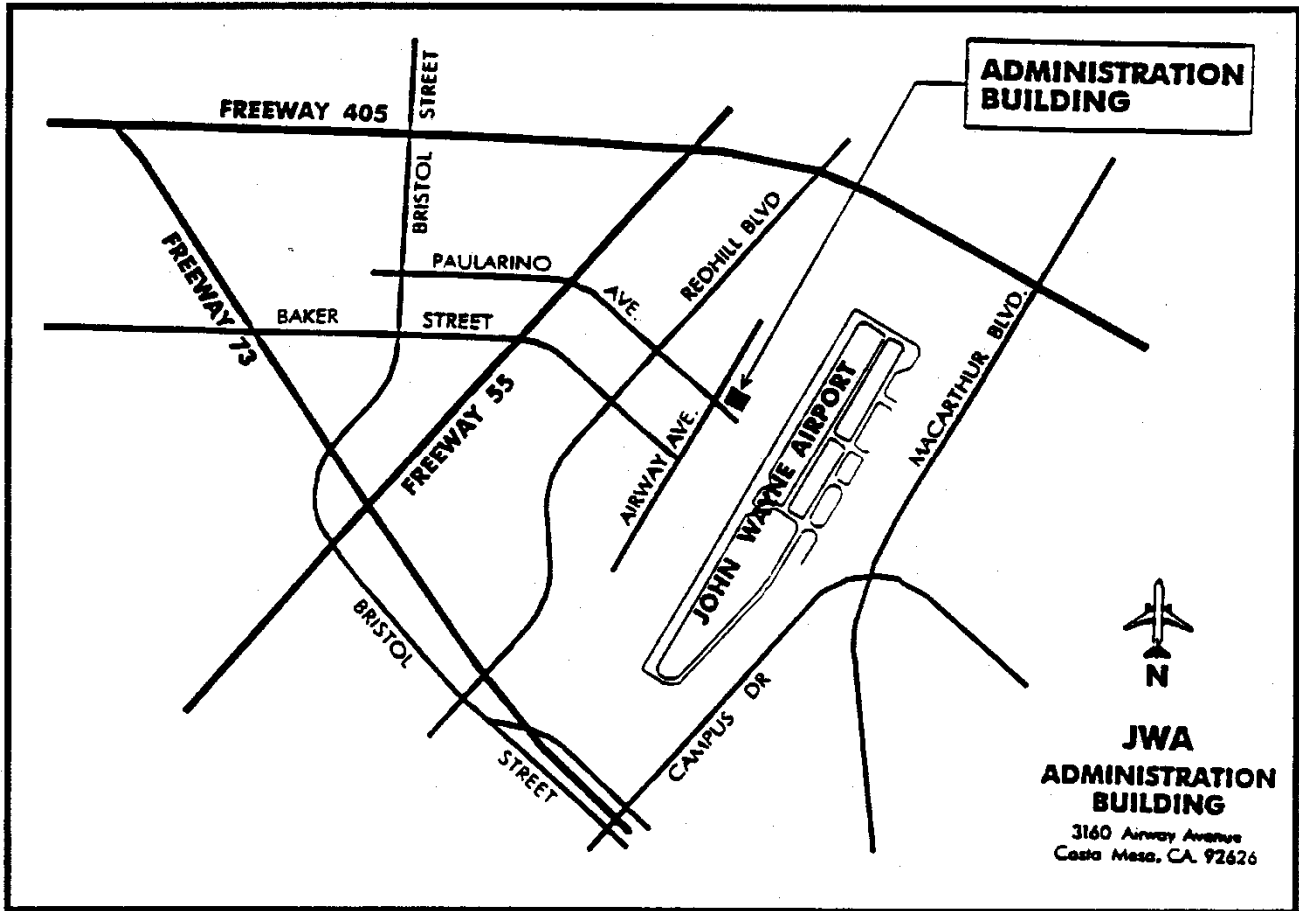
Dependent upon staff recommendation, the evaluation process may include more than one committee rating process. All proposals will be reviewed by a proposal evaluation committee or committees composed of members of John Wayne Airport staff, which may include representatives from several departments,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

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

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

PRE-PROPOSAL MEETING AND PROPOSAL SUBMITTAL LOCATION MAP

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



DIRECTIONS:

From the southbound 405 Freeway

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

From the northbound 405 Freeway

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

From the southbound 55 Freeway

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

From the northbound 55 Freeway

Take the Baker Street Exit
Turn right on Baker and go to Airway Avenue
Turn left on Airway Avenue and right on Paularino
Turn left into the parking lot behind the building

PROPOSER INTERVIEWS

Proposer interviews may be held by the proposal evaluation committee. Interviews will only be held if the committee desires to clarify items contained in a proposal. Presentations by proposers will not be permitted. If you are not invited to an interview, this does not mean your proposal has been eliminated from selection. Interviews, if any, are tentatively scheduled for January 13, 2010. If you are being scheduled for an interview you will be notified by telephone of the specific time and location of your interview.

PROPOSER SELECTION

John Wayne Airport will supervise analysis of all proposals received and return to the Board of Supervisors with the evaluation committee's list of proposers and recommendation for the selection of one proposer to be awarded the Agreement. It is the County's intent to award the Agreement to the most qualified and responsible proposer.

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

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

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

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

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

IV. PROPOSAL FORM



PROPOSAL (Tab 1)

PM 1121-360-0113
John Wayne Airport
Wireless Public Internet Access Agreement

PROPOSER:

Name: _____

Address: _____

_____ Zip Code: _____

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

THIS IS A PROPOSAL TO PROVIDE WIRELESS PUBLIC INTERNET ACCESS AT JOHN WAYNE AIRPORT.

The undersigned, hereinafter referred to as "PROPOSER", hereby submits a proposal to COUNTY OF ORANGE, hereinafter referred to as "COUNTY", to operate a no fee for internet access concession as more fully described in the Agreement attached hereto and made a part hereof, in accordance with the terms, covenants and conditions contained in said Agreement.

PROPOSER shall pay to County as a fee under the Agreement the minimum annual guarantee proposed as set forth below:

PROPOSED FEE

Minimum Annual Guarantee (MAG): \$ _____ In words _____

PROPOSER understands, agrees, and warrants that:

1. PROPOSER has carefully read and fully understands this proposal and the Agreement both of which are attached hereto.
2. Said Agreement is an integral part of this proposal and must be signed and submitted herewith.
3. PROPOSER has the capability and legal capacity to successfully undertake and complete the responsibilities and obligations contained in the RFP and said Agreement.
4. A PROPOSER's Deposit in the sum of Five Thousand Dollars (\$5,000) in the form of a Cashier's Check made payable to County of Orange/John Wayne Airport or confirmation of a wire transfer of funds to County of Orange/John Wayne Airport must be submitted with this proposal and is attached hereto.

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

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

PROPOSER

By _____
(Signature)

By _____
(Signature)

Attachments

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

- [] 1. One (1) original proposal (signed) plus fifteen (15) full copies. The proposal must include:
 - [] a. Table of Contents and Proposal tabbed (according to categories shown under "RATING CRITERIA FOR Wireless Public Internet Access Agreement")
 - [] b. Signed Proposer's Questionnaire (including attachments)
 - [] c. Signed Wireless Public Internet Access Agreement
- [] 2. Proposer's Deposit in the amount of Five Thousand Dollars (\$5,000) in the form of a:
 - a. Cashier's Check payable to County of Orange/John Wayne Airport, or
 - b. Confirmation of a wire transfer of funds to the County of Orange/John Wayne Airport

PROPOSER’S QUESTIONNAIRE

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

PROPOSER

1. Name of proposer exactly as it appears on the proposal and as it will appear on the Agreement:

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

3. Address of proposer for purposes of notice or other communication relating to the proposal:

A. Corporate Contact: _____

Address: _____

Telephone number: (____) _____ FAX number (____) _____

E-mail Address: _____

B. Local Contact: _____

Address: _____

Telephone number: (____) _____ FAX number (____) _____

E-mail Address: _____

4. Proposer intends to operate the business with which this proposal is concerned as a
Sole Proprietorship []; Partnership []; Corporation []; Joint Venture []; LLC []; or

Explain:

SOLE PROPRIETORSHIP STATEMENT

If a Sole Proprietorship, furnish the following:

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

PARTNERSHIP STATEMENT

If a Partnership, answer the following:

- 1. Date of Organization
- 2. General Partnership
 Limited Partnership
- 3. Yes No Statement of Partnership recorded?

_____ Date _____ Book _____ Page _____ County

- 4. Yes No Has the Partnership done business in Orange County?

When? _____

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

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

- 5. Attach a complete copy of the Statement of Partnership and the Partnership Agreement.
- 6. Furnish the birth date and place of birth for each person shown under Item 4 above.

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

LIMITED LIABILITY COMPANY STATEMENT

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

CORPORATION STATEMENT

If a Corporation, answer the following:

1. When incorporated? _____
2. Where incorporated? _____
3. Yes [] No [] Is the Corporation authorized to do business in California?
If so, as of what date? _____
4. The Corporation is held: Publicly [] Privately []
5. If publicly held, how and where is the stock traded?

6. List the following:

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

CORPORATION STATEMENT (continued)

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

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

8. Furnish the birth date and place of birth for each person shown under Item 7 above.

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

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

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

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

JOINT VENTURE STATEMENT

If a Joint Venture, answer the following:

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

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

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

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

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

REFERENCES

List four (4) persons or firms for whom you have managed and operated a Wi-Fi System within the last five (5) years. Attach additional sheets if necessary.

REFERENCE No. 1

Name: _____

Title: _____

Firm: _____

Address: _____

_____ Zip: _____

Telephone: () _____ Fax: () _____

Nature and magnitude of operation:

REFERENCE No. 2

Name: _____

Title: _____

Firm: _____

Address: _____

_____ Zip: _____

Telephone: () _____ Fax: () _____

Nature and magnitude of operation:

REFERENCES CONTINUED

REFERENCE No. 3

Name: _____

Title: _____

Firm: _____

Address: _____

_____ Zip: _____

Telephone: () _____ Fax: () _____

Nature and magnitude of operation:

REFERENCE No. 4

Name: _____

Title: _____

Firm: _____

Address: _____

_____ Zip: _____

Telephone: () _____ Fax: () _____

Nature and magnitude of operation:

REFERENCES CONTINUED

List two (2) persons or firms who have knowledge of your debt payment history.
Attach additional sheets if necessary.

REFERENCE No. 1

Name: _____

Title: _____

Firm: _____

Address: _____

_____ Zip: _____

Telephone: () _____ Fax: () _____

Nature and magnitude of operation:

REFERENCE No. 2

Name: _____

Title: _____

Firm: _____

Address: _____

_____ Zip: _____

Telephone: () _____ Fax: () _____

Nature and magnitude of operation:

Technical Requirements (Tab 2)

1. Provide a list of equipment that you propose to install.

2 Equipment installation

- A. Provide a rendering or sketch that shows the proposed design for your equipment cabinet in the telephone room in the terminal. Include any electrical requirements as well as any dedicated telephone lines required. The successful proposer will be required, within 60 days of completion of any construction, to provide "As Built Drawings" (both CAD diskette and Blue Lines). You should advise your architect as soon as possible of this important requirement.
- B. Supply a detailed estimate of the construction costs of the proposed improvements. Identify design costs and trade fixture costs. (This amount will be used as the minimum cost of improvements in the Agreement.)

Reliability and Support (Tab 3)

- Describe performance and service level standards
- Describe network monitoring capabilities and system performance tracking, including notification and response processes, demonstrating how proposer intends to maintain logs of hardware problems, system configuration issues, and other maintenance actions
- Describe plan for open access strategy and support capabilities for ISPs
- List Wireless ISPs currently offering service via networks operated by proposer in other venues, particularly airports
- Describe comprehensive customer service and support program for all user types including response processes and times

EXPERIENCE AND QUALIFICATIONS (Tab 4)

Relevant Experience

Describe in detail the duration and extent of your business experience with special emphasis upon experience with management and operation of Wi-Fi system for providing wireless internet access at an airport or other similar high traffic environment. Also give information on the pertinent experience of the persons who will be directly involved in the management of the system. A minimum of five (5) years' experience in successfully managing and operating a Wi-Fi system which provides internet access with substantial customer traffic is required.

Include information about previous or current locations where you provide similar service.

Attach additional sheets if extra space is required.

FINANCIAL VIABILITY AND BACKGROUND DATA (Tab 5)

FINANCIAL STATEMENTS

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

SURETY INFORMATION

Yes [] No [] Has the company ever had a bond or surety canceled or forfeited?

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

BANKRUPTCY INFORMATION

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

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

FELONY INFORMATION

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

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

PRIOR LITIGATION

Disclose all litigation, mediation or arbitration proceedings in which you were a party in the last five years, and briefly summarize the outcome.

PENDING LITIGATION

Attach detailed information regarding any litigation, liens, or claims involving any participant in this proposal that could materially impact your ability to perform your obligations under the Wireless Public Internet Access Agreement at John Wayne Airport.

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

Three-Year Pro Forma Income Statement

Proposers are required to submit a detailed three-year pro forma income statement reflecting the revenue and expenses related to the Wireless Public Internet Access Agreement. The pro forma income statement will be evaluated with respect to its ability to support the proposed fees and potential capital investment. Revenue should reflect anticipated gross receipts received from all revenue categories.

Expenses should detail each item of expense, including but not limited to salaries and benefits, maintenance, insurance, depreciation, debt service, etc. Specific details should be given regarding what is included in the categories "general and administrative expenses" and "other expenses". Expenses should also include the proposed fees to be paid to the County of Orange, John Wayne Airport.

Please provide any other financial information that you feel will be helpful in evaluating your ability to successfully manage and operate wireless public internet access at John Wayne Airport. Attach additional sheets if necessary.

Proposed fees (Tab 6)

- MAG (minimum \$_____ per year

OTHER INFORMATION

Please provide any other information that you feel will be helpful in evaluating your ability to successfully provide wireless public internet access at John Wayne Airport.

V. ADDENDA



EXHIBIT A – HISTORICAL PASSENGER COUNT

(Calendar Years 2004 through 2008)

Passenger Count	2004	2005	2006	2007	2008
Enplaned Passengers	4,640,859	4,821,499	4,814,108	4,989,018	4,492,626

Passenger Cap

The Settlement Agreement currently provides for a passenger cap of 10.3 million annual passengers (MAP) through 2010. This cap will be raised to 10.8 MAP through 2015.

EXHIBIT B – PROPOSER’S CHECKLIST

All proposals must be submitted in a sealed envelope on or before 2:00 p.m. on January 6, 2010.

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

Label proposals: SEALED PROPOSAL FOR:
Wireless Public Internet Access Agreement
John Wayne Airport
PM 1121-360-0113

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

- [] 1. One (1) original proposal (signed) plus fifteen (15) full copies. The proposal must include:
 - [] a. Table of Contents and Index (according to categories shown under “RATING CRITERIA FOR WIRELESS PUBLIC INTERNET ACCESS AGREEMENT”)
 - [] b. Signed Proposer’s Questionnaire (including attachments)
 - [] c. Signed Wireless Public internet Access Agreement.
- [] 2. Proposer’s Deposit in the amount of Five Thousand Dollars (\$5,000) in the form of a:
 - a. Cashier’s Check payable to County of Orange/John Wayne Airport, or
 - b. Confirmation of a wire transfer of funds to County of Orange/John Wayne Airport

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

ADDITIONAL INFORMATION

For additional information please contact:

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

All questions must be submitted in writing by December 9, 2009.

EXHIBIT C – PROPOSAL EVALUATION FORM

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

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

<p>A. Technical Requirements</p> <ul style="list-style-type: none">• Equipment cabinet meets safety and structural requirements• Power installation provides sufficient internet access capacity• Sufficient bandwidth• Capability to track usage and filter content• Internet access availability for passengers• Access to JWA "splash page" and designated County websites• Toll-free number for customer technical support• Capability of submitting reports indicating usage, bandwidth utilization, service time, outage time, technical support requests and ticket closures, and revenues• Data collection system and reports
<p>Comments:</p>
<p>Score for this criteria: 0 1 2 3 4 5</p>

PROPOSAL EVALUATION FORM

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

B. Reliability and Support
<ul style="list-style-type: none">• Performance and service level standards• Network monitoring capabilities and system performance tracking• Comprehensive support program including response times
Comments:
Score for this criteria: 0 1 2 3 4 5

PROPOSAL EVALUATION FORM

C. EXPERIENCE AND QUALIFICATIONS
<ul style="list-style-type: none">• Relevant Experience• References
Comments:
Score for this criteria: 0 1 2 3 4 5

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

D. FINANCIAL VIABILITY	
<ul style="list-style-type: none">• Audited Balance Sheet and Income Statement• Bankruptcy Filings• Prior Litigation• Pending Litigation• 3-year Pro Forma Income Statement	
Comments:	
	Score for this criteria: 0 1 2 3 4 5

E. PROPOSED FEES	
<ul style="list-style-type: none">• MAG (minimum \$_____ per year)	
Comments:	
	Score for this criteria: 0 1 2 3 4 5

RATING SUMMARY

<u>CRITERIA</u>	<u>RATING SCORE</u>	<u>TOTAL</u>
TECHNICAL REQUIREMENTS	20 x _____ =	_____
RELIABILITY AND SUPPORT	20 x _____ =	_____
EXPERIENCE AND QUALIFICATIONS	20 x _____ =	_____
FINANCIAL VIABILITY AND BACKGROUND DATA	20 x _____ =	_____
PROPOSED FEES	20 x _____ =	_____
	TOTAL	100
	GRAND TOTAL	_____
		(500 Possible)

Signature

Date