File No. 120014 Committee Item No. 2
Board Item No. _____

COMMITTEE/BOARD OF SUPERVISORS

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Committee: Budget and Finance Sub-Committee **Date** May 9, 2012

Board of Supervisors Meeting **Date** _____

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☐	☐	Ordinance
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Completed by: Victor Young **Date** May 4, 2012
Completed by: Victor Young **Date** _____

An asterisked item represents the cover sheet to a document that exceeds 25 pages.
The complete document can be found in the file.

RESOLUTION NO.

[Airport Lease - Alclear, LLC]

Resolution approving the Expedited Traveler Service Lease between Alclear, LLC, and the City and County of San Francisco, acting by and through its Airport Commission.

WHEREAS, The Airport Commission has requested proposals for the Expedited Traveler Service Lease; and

WHEREAS, Aclear, LLC was the highest, responsive and responsible proposer; and,

WHEREAS, Alclear, LLC met the minimum qualifications and submitted a responsible and responsive proposal;

WHEREAS, The Airport Commission approved Resolution No. 12-0021, adopted January 31, 2012, awarding the Expedited Traveler Service Lease to Alclear, LLC; now, therefore, be it

RESOLVED, That the Board of Supervisors hereby approves the Expedited Traveler Service Lease No. 12-0021, copies of which are contained in Board of Supervisors' File No. 120014.

Item 2 File 12-0014	Department: San Francisco International Airport (Airport)

EXECUTIVE SUMMARY

Legislative Objective

- The proposed resolution would approve a new lease between the Airport and Alclear, LLC, for the Expedited Traveler Service program at San Francisco International Airport.

Key Points

- Under the Expedited Traveler Service program, as authorized by the U.S. Transportation Security Administration (TSA), program members pay a private company an annual fee in order to receive expedited screening at the entrance to the Airport security check points. The Airport has entered into a lease agreement with Alclear, LLC (Alclear), as a result of a competitive Request for Proposals (RFP), to provide the Expedited Traveler Service program at San Francisco International Airport.
- The Airport Commission approved an expanded scope of Expedited Traveler Service program for San Francisco International Airport which could include (1) registering passengers, collecting biometric identification, verifying identification at the security checkpoint, and assisting members through the checkpoint lines; and (2) concierge-type services, including assistance with flight information, parking, ground transportation, baggage, and pre-ordering food from Airport concessions. According to the Airport's Chief Operating Officer, the business plan provided by Alclear focuses on expediting screening of members at security checkpoints rather than concierge services. Alclear has committed to developing a targeted concierge service based on a survey to be conducted after the commencement of operations.
- The proposed lease is for three years, with one three-year option to extend the lease. Alclear will lease approximately 700 square feet of space for seven security checkpoint locations and four enrollment stations in the International Terminal and Terminals 1, 2, and 3. Rent payable by Alclear to the Airport equals the greater of the Minimum Annual Guarantee (MAG) of $650,000, increased annually by a formula based on the Consumer Price Index (CPI), or 10% of gross revenues.
- Under the proposed lease, Expedited Traveler Service program fees, charged by Alclear to program members, must be (1) comparable to fees charged by Alclear at other airports, and (2) approved by the Airport Director. Fees in the first year of the proposed lease are $179 per year for individual members and $229 per year for families. Fees for corporate enrollment range from $150 to $165 per member, depending on the number of company employees that are enrolled.

Fiscal Impacts

- The Airport expects Alclear to pay the Airport the MAG in the first year of the lease and percentage rent equal to 10% of gross revenues in the second and third year of the lease. Estimated rent payable by Alclear to the Airport is $2,855,656 over the initial three-year term. If Alclear does not achieve the enrollment goals, resulting in payment of the MAG rather than 10% of gross revenues in year two and year three of the proposed lease, the Airport would receive an estimated $2,009,085 over the initial 3-year term of the proposed lease, based on a 3% per year increase in the initial MAG of $650,000.

Recommendation

- Approve the proposed resolution.

MANDATE STATEMENT / BACKGROUND

Mandate Statement

In accordance with City Charter Section 9.118, any lease having anticipated revenue of $1,000,000 or more is subject to approval by the Board of Supervisors.

Background

The U.S. Transportation Security Administration (TSA) implemented a Registered Traveler pilot program in 2005, in which private companies could pre-screen air travel passengers to expedite their screening at airport security checkpoints. Air travel passengers who wished to be pre-screened could pay a fee to a private company providing the pre-screening service and submit to a background check to become a Registered Traveler. Twenty airports, including San Francisco International Airport (Airport) participated in the Registered Traveler pilot program, which ended in July 2009.

The Airport awarded a 5-year contract to provide Registered Traveler service to Clear Registered Traveler (Clear) in July 2007 after a Request for Proposal (RFP) process. Clear, which provided Registered Traveler services at 18 airports, went out of business in June 2009 (see Selection of Alclear, LLC below). The Airport has not offered a Registered Traveler service since June 2009.

Expedited Traveler Service Program

Airport security includes two screening processes at the security checkpoints: (1) the initial check of boarding passes and identification; and (2) the security screening of passengers and luggage. Under the Expedited Traveler Service program, as authorized by the TSA, members of the Expedited Traveler Services program pay a private company an annual fee in order to receive expedited screening relating to checking boarding passes and identification, and escorting passengers to the front of the line for the second screening process, which is conducted by TSA.

The TSA has also piloted a new program, called TSA Pre-Check, which offers expedited screening of passengers and luggage at the Airport's second checkpoint. Currently, this pilot program is only offered to passengers of Delta Airlines and American Airlines at 11 airports. San Francisco International Airport is not currently a participant.

DETAILS OF PROPOSED LEGISLATION

The proposed resolution would approve a new lease between the Airport and Alclear, LLC, for the Expedited Traveler Service program at San Francisco International Airport.

Lease Premises	- Approximately 700 square feet at seven checkpoint locations and four permanent enrollment stations. - The initial program will include six checkpoint locations, to be expanded to seven locations at a later date. The six checkpoint locations will be located in: (1) International Terminal, Boarding Area A; (2) International Terminal, Boarding Area C; (3) Terminal 1, Boarding Area B; (4) Terminal 1, Boarding Area C; (5) Terminal 2, Level 2; and (6) Terminal 3, Boarding Area F. - The Airport will have the right to approve or deny the placement of the permanent enrollment stations. - The Airport will establish separate security checkpoint lanes for passengers participating in the Expedited Traveler Service program. These lanes are not included in the leased premises.
Term	- Three years - One 3-year option to extend
Minimum Annual Guarantee (MAG) Rent Payable to the Airport	- $650,000 - Adjusted annually by a formula that compares the Consumer Price Index (CPI) in the base year to the current year
Percentage Rent if Greater than the MAG	- 10% of gross revenues exceeding the MAG
Utilities	- Tenant pays all utilities

Selection of Alclear, LLC

The Airport issued a competitive Request for Proposal (RFP) for the Expedited Traveler Service program in September 2011. Selection criteria for the Expedited Traveler Service provider included:

1. Financial strength and business plan (30 points);
2. Operations and management plan (30 points);
3. Rent payable to the Airport (20 points);
4. Experience (10 points); and
5. Design and quality of stations (10 points).

The Airport received two qualified responses from Alclear, LLC (Alclear) and Jetit Express, LLC (Jetit). The selection panel, consisting of two representatives from the Airport and one representative from a private company, AirServe, scored the two proposals. Alclear received 70 points and Jetit received 64.9 points. Alclear's MAG proposal was $650,000 compared to Jetit's MAG proposal of $601,500.

The Airport Commission approved award of the proposed lease to Alclear on January 31, 2012.

Alclear purchased Clear's assets after Clear went out of business in 2009, including Clear's membership list, but according to the Airport's Chief Operating Officer's report to the January 31, 2012 Airport Commission meeting, is otherwise unrelated to Clear. Alclear currently operates similar programs at airports in Denver and Orlando.

The Airport Commission approved an expanded scope of the Expedited Traveler Service program for San Francisco International Airport that could include:

1. Registering passengers, collecting biometric identification, verifying identification at the security checkpoint, and assisting members through the checkpoint lines; and

2. Concierge-type services, including assistance with flight information, parking, ground transportation, baggage, and pre-ordering food from Airport concessions.

According to the Airport's Chief Operating Officer, Mr. Tryg McCoy, the business plan provided by Alclear focuses on expediting screening of members at security checkpoints rather than concierge services. However, according to Mr. McCoy, Alclear has committed to surveying members and developing a targeted concierge service based on the survey.

FISCAL IMPACTS

Under the proposed lease, the Expedited Traveler Service program fees, charged by Alclear to members of the program, must be (1) comparable to fees charged by Alclear at other airports, and (2) approved by the Airport Director.

The fees to be charged by Alclear to members of the Expedited Traveler Service program in the first year of the proposed lease are:

Membership	Price per Year
Individual	$179
Family Plan	$229
Military Discount	15%
Corporate Pricing	From $150 to $165 per member, based on number of enrollments per company

Source: Airport

According to Ms. Cheryl Nashir, Associate Deputy Airport Director, Revenue Development, the fees to be charged by Alclear for the Expedited Traveler Service are consistent with fees charged by Alclear at airports in Denver and Orlando.

As shown in the table below, the Airport expects Alclear to pay the MAG in the first year of the lease and percentage rent equal to 10% of gross revenues in the second and third year of the lease.

	Year One	Year Two	Year Three	Total
Gross Revenues	$6,026,953	$9,181,577	$12,874,983	$28,083,513
Rent	$650,000	$918,158	$1,287,498	$2,855,656
	MAG	10% of Gross Revenue	10% of Gross Revenue	

Source: Airport

According to Ms. Nashir, Alclear's revenue projections are based on enrollment of Expedited Traveler Service members in San Francisco comparable to enrollment in programs in Denver and Orlando. As noted in the table above, based on these enrollment projections, Alclear will pay the Airport total rent of $2,855,656 over the initial three-year term of the proposed lease.

If Alclear does not achieve the enrollment goals, resulting in payment of the MAG rather than 10% of gross revenues in year two and year three of the proposed lease, Alclear would pay the Airport total rent estimated at $2,009,085 over the initial 3-year term of the proposed lease, based on a 3% per year increase in the initial MAG of $650,000.

RECOMMENDATION

Approve the proposed resolution.

AIRPORT COMMISSION

CITY AND COUNTY OF SAN FRANCISCO

RESOLUTION NO. 12-0021

AWARD OF THE EXPEDITED TRAVELER SERVICE LEASE TO ALCLEAR, LLC FOR A MINIMUM ANNUAL GUARANTEE OF $650,000 FOR THE FIRST YEAR OF THE LEASE

WHEREAS, by Resolution No. 11-0114, adopted May 17, 2011, the Airport Commission authorized staff to commence a competitive selection process for the Expedited Traveler Service Lease ("Lease") through a Request for Proposals; and

WHEREAS, by Resolution No. 11-0173, adopted August 16, 2011, the Commission authorized staff to accept proposals for the Lease; and

WHEREAS, on November 15, 2011, staff received proposals from Alclear, LLC and JetIt Express, LLC; and

WHEREAS, a three-member panel reviewed the qualifying proposals and determined Alclear, LLC to be the highest ranking, responsive and responsible proposer; now, therefore, be it

RESOLVED, that the Airport Commission awards the Expedited Traveler Service Lease to Alclear, LLC under the conditions set forth in the staff memorandum on file with the Commission Secretary, including, but not limited to a Minimum Annual Guarantee of $650,000 for the first year of the lease and a term of three (3) years with one (1) three-year option, exercisable at the sole and absolute discretion of the Airport Commission, and, be it further

RESOLVED, that the Airport will not close any first-class or premium passenger screening lanes because of the Expedited Traveler Service Lease and will maintain such operation, and, be it further

RESOLVED, that the Airport will be supportive and participate in the Transportation Security Administration's anticipated trusted traveler program; and, be it further

RESOLVED, that this Commission Secretary is hereby directed to request approval of the Lease by Resolution of the Board of Supervisors pursuant to Section 9.118 of the Charter of the City and County of San Francisco.

I hereby certify that the foregoing resolution was adopted by the Airport Commission

at its meeting of JAN 3 1 2012

Jean Caramatti

Secretary

SFO

San Francisco International Airport

April 3, 2012

File 120014

RECEIVED
BOARD OF SUPERVISORS
SAN FRANCISCO
2012 APR -3 PM 2:17

Ms. Angela Calvillo
Clerk of the Board
Board of Supervisors
City Hall
1 Dr. Carlton B. Goodlett Place, Room 244
San Francisco, CA 94102-4689

Subject: Approval of the Expedited Traveler Service Lease No. 12-0021, between Alclear, LLC and the City and County of San Francisco, acting by and through its Airport Commission

Dear Ms. Calvillo:

Pursuant to Section 9.118 of the City Charter, I am forwarding for the Board of Supervisors' approval the Expedited Traveler Service Lease No. 12-0021, between Alclear, LLC and the City and County of San Francisco, acting by and through its Airport Commission. The Airport Commission has previously approved the award of the Expedited Traveler Service Lease to Alclear, LLC by Resolution No. 12-0021.

Five sets of the following documents are enclosed for review:

- Board of Supervisors Resolution;
- Approved Airport Commission Resolution No. 12-0021;
- Approval as to form of Lease from City Attorney's Office;
- Ethics Forms SFEC-126; and
- Copy of Luggage Cart Lease and Operating Agreement No. 12-0021.

Please contact Cheryl Nashir of Airport Revenue Development and Management at (650) 821-4500 if you have any questions or concerns regarding this matter.

Very truly yours,

Jean Caramatti

Jean Caramatti
Commission Secretary

Enclosures

cc: Cheryl Nashir

AIRPORT COMMISSION CITY AND COUNTY OF SAN FRANCISCO

EDWIN M. LEE *MAYOR* | LARRY MAZZOLA *PRESIDENT* | LINDA S. CRAYTON *VICE PRESIDENT* | ELEANOR JOHNS | RICHARD J. GUGGENHIME | PETER A. STERN | JOHN L. MARTIN *AIRPORT DIRECTOR*

Post Office Box 8097 San Francisco, California 94128 Tel 650.821.5000 Fax 650.821.5005 www.flysfo.com

LEASE AGREEMENT

FOR THE

EXPEDITED TRAVELER SERVICE PROGRAM

AT

SAN FRANCISCO INTERNATIONAL AIRPORT

by and between

ALCLEAR, LLC,
as tenant

and

CITY AND COUNTY OF SAN FRANCISCO
ACTING BY AND THROUGH ITS AIRPORT COMMISSION,
as landlord

Edwin M. Lee
Mayor

AIRPORT COMMISSION
Hon. Larry Mazzola, President
Hon. Linda S. Crayton, Vice President
Hon. Eleanor Johns
Hon. Richard J. Guggenhime
Hon. Peter A. Stern

John L. Martin
Airport Director

December 20, 2011

Lease No. 12-0021

** Complete copy of document is located in

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File No. 120014

FORM SFEC-126:
NOTIFICATION OF CONTRACT APPROVAL

(S.F. Campaign and Governmental Conduct Code § 1.126)

City Elective Officer Information *(Please print clearly.)*	
Name of City elective officer(s):	City elective office(s) held:
Members, SF Board of Supervisors	Members, SF Board of Supervisors

Contractor Information *(Please print clearly.)*	
Name of contractor:	
Alclear, LLC	
Please list the names of (1) members of the contractor's board of directors; (2) the contractor's chief executive officer, chief financial officer and chief operating officer; (3) any person who has an ownership of 20 percent or more in the contractor; (4) any subcontractor listed in the bid or contract; and (5) any political committee sponsored or controlled by the contractor. Use additional pages as necessary. Neither Alclear, LLC, nor its parent company, Alclear Holdings, LLC, sponsors or controls a political committee. Alclear, LLC - There is no Board for Alclear, LLC. The sole managing member of Alclear, LLC is Alclear Holdings, LLC (100% owner). Caryn Seidman Becker is the Co-Founder and Chief Executive Officer of Alclear, LLC and Kenneth Cornick is the Co-Founder and Chief Financial Officer of Alclear, LLC. There is no Chief Operating Officer of Alclear, LLC. Alclear Holdings, LLC - The Board of Alclear Holdings, LLC consists of Caryn Seidman Becker, Kenneth Cornick, Michael Chertoff, William Miller, Craig Coy and Jeffrey Samberg. The officers of Alclear Holdings, LLC are Caryn Seidman Becker, Chief Executive Officer, and Kenneth Cornick, President and Chief Financial Officer. The only holder of 20% or more of the units of Alclear Holdings, LLC is Alclear Investments, LLC, a limited liability company controlled by Caryn Seidman Becker and Kenneth Cornick.	
Contractor address:	
595 Madison Avenue, 39th Floor, New York, NY 10022	
Date that contract was approved:	Amount of contract:
1/31/2012 (Airport Commission)	The higher of MAG, which is adjusted based on CPI, of $650,000 or 10% of Gross Revenues.
Describe the nature of the contract that was approved:	
Lease was awarded through a Request for Proposal process	
Comments:	
Requesting approval of Lease.	

This contract was approved by (check applicable):

☐ the City elective officer(s) identified on this form (Mayor, Edwin M. Lee)

☑ a board on which the City elective officer(s) serves San Francisco Board of Supervisors
Print Name of Board

☐ the board of a state agency (Health Authority, Housing Authority Commission, Industrial Development Authority Board, Parking Authority, Redevelopment Agency Commission, Relocation Appeals Board, Treasure Island Development Authority) on which an appointee of the City elective officer(s) identified on this form sits

_____
Print Name of Board

Filer Information *(Please print clearly.)*	
Name of filer:	Contact telephone number:
Angela Calvillo, Clerk of the Board of Supervisors	(415) 554-5184
Address:	E-mail:
1 Dr. Carlton B. Goodlett Place, Room 244, San Francisco, CA 94102-4689	Board.of.Supervisors@sfgov.org

Signature of City Elective Officer (if submitted by City elective officer) — Date Signed

Signature of Board Secretary or Clerk (if submitted by Board Secretary or Clerk) — Date Signed