

AIRPORT COMMISSION
CITY AND COUNTY OF SAN FRANCISCO
RESOLUTION NO. **20-0180**

**AUTHORIZATION OF AIRPORT STAFF TO IMPLEMENT THE COVID-19
EMERGENCY RENT RELIEF PROGRAM FOR AIRPORT CONCESSION TENANTS**

WHEREAS, flight and passenger activity immediately and dramatically declined after the March 11, 2020 COVID-19 pandemic declaration by the World Health Organization; and

WHEREAS, on March 13, 2020, President Trump declared COVID-19 a national emergency and on March 17, 2020, a “Shelter-In-Place” order was issued by public health officials from six Bay Area Counties including San Francisco and San Mateo; and

WHEREAS, the number of restaurants, stores and passenger services concession locations in operation at the Airport went from 149 to 27 almost overnight as a result of the COVID-19 outbreak and the imposition of the Shelter-in-Place order; and

WHEREAS, as an initial emergency good faith effort to assist its concession business partners, the Airport offered deferral of all rent and fees for April and May 2020, with such amounts to be paid by June 1, 2021; and

WHEREAS, while concessions tenants have furloughed or laid off the majority of their employees and product costs naturally decline with a slowing or cessation of business, Airport tenants still have significant fixed costs and are suffering tremendously as a result of the COVID-19 pandemic; and

WHEREAS, taking whatever action is prudent and reasonable to encourage business recovery, employee rehiring, and the survival and continued operation of concessions at SFO by implementing the COVID-19 Emergency Rent Relief Program is clearly in the Airport’s best interest and consistent with its core values; and

WHEREAS, in addition, on June 22, 2020, the Federal Aviation Administration issued written guidance to all airport sponsors encouraging temporary rent abatements and minimum annual guarantee waivers for tenants in order to assist their airport business communities during the COVID-19 public health emergency and to help save workers’ jobs; and

WHEREAS, when the majority of the concessions’ locations closed in mid-March, rent and fees continued to accrue; and

WHEREAS, concessionaires pay the greater of a Minimum Annual Guarantee (MAG) or a percentage of Gross Receipts, as well as some or all of the following fees: food court cleaning fees, food court infrastructure fees, storage fees, retail infrastructure fees, infrastructure reimbursement fees, marketing fees, pest fees, space permit fees and refuse fees and utility charges, specifically electricity, water/sewage, gas and telecommunication charges; and

AIRPORT COMMISSION
CITY AND COUNTY OF SAN FRANCISCO
RESOLUTION NO. **20-0180**

- WHEREAS, although each concession lease contains language providing for a suspension of the MAG after enplanements have severely declined for three consecutive months, and MAGs were suspended effective June 1, 2020 pursuant to these provisions, additional financial relief is necessary to provide adequate support to the Airport's concession tenants; and
- WHEREAS, for food and beverage, retail and services concessions, the COVID-19 Emergency Rent Relief Program provides for the following: (1) MAGs be waived for the months March, April, and May 2020 (with percentage rent still due for March 2020); (2) all fees be waived for April and May 2020; and (3) storage fees, food court cleaning fees, food court infrastructure fees, infrastructure reimbursement fees, marketing fees, and refuse fees be waived for June through December 2020; and
- WHEREAS, for the On-Airport rent car concessions, the COVID-19 Emergency Rent Relief Program provides for a waiver of Space Rent for the months of March, April, and May 2020, and utility costs for April and May 2020; and
- WHEREAS, the COVID-19 Emergency Rent Relief Program is available only to the following categories of concessionaires: (i) concession tenants with a lease commencement date that occurred on or prior to February 1, 2020 and a term that extends through at least August 31, 2021; (ii) concession tenants operating on a holdover basis; or (iii) concession program permittees with operations at the Airport as of February 1, 2020 (each an Eligible Concessionaire); and
- WHEREAS, in order to receive the relief under the COVID-19 Emergency Rent Relief Program, at all times prior to August 31, 2021, an Eligible Concessionaire must satisfy the following ongoing general requirements: (i) if the concessionaire ceased operations due to the COVID-19 pandemic, then it must recommence operations and continue to operate at the Airport in conformance with the schedule provided by the Airport through at least August 31, 2021, as the schedule may be modified from time to time by the Airport Director, in his sole discretion, to adjust to the operational needs of the Airport and (ii) the concessionaire must remain in good standing and not in default of their agreements, beyond notice and cure periods, or in any unresolved dispute with the City at any time during the term of the program through August 31, 2020; and
- WHEREAS, for food and beverage concessions, 33% of the MAG relief granted for March, April and May 2020 must be expended on payroll costs as defined in the CARES Act, no later than August 31, 2021; and
- WHEREAS, for retail concessions, 18% of the MAG relief granted for March, April and May 2020, must be expended on payroll costs as defined in the CARES Act, no later than August 31, 2021; and

AIRPORT COMMISSION

CITY AND COUNTY OF SAN FRANCISCO

RESOLUTION NO. **20-0180**

WHEREAS, for services concessions, 33% of the MAG relief granted for March, April and May 2020, must be expended on payroll costs as defined in the CARES Act, no later than August 31, 2021; and

WHEREAS, for rental car concessions, 33% of the Rental Car Space Rent relief granted for March, April and May 2020, must be expended on payroll costs as defined in the CARES Act, no later than August 31, 2021; and

WHEREAS, all Eligible Concessionaires participating in the program must participate in an employee hiring program which prioritizes the hiring and/or re-hiring of laid-off and furloughed employees at SFO; and

WHEREAS, the Airport Director may make necessary and appropriate adjustments to the COVID-19 Emergency Rent Relief Program to ensure that it: (i) is implemented in a consistent manner and fairly applied to all SFO concessionaires, and (ii) continues to meet the operational requirements of the Airport and the goals of the Commission set out in this memorandum; and

WHEREAS, the Airport Director shall seek further Airport Commission approval for any material change to the terms and conditions of the program or the financial relief being offered, except that the Airport Director may implement in his discretion program modifications necessitated by operational circumstances or changes in applicable law, regulation, or guidance (including, without limitation, FAA guidance), as the same may be amended from time to time; and

WHEREAS, the value of the relief available to be granted under the COVID-19 Emergency Rent Relief Program is estimated at \$21.8 million; now, therefore, be it

RESOLVED, that this Commission hereby authorizes Staff to enter implement the COVID-19 Emergency Rent Relief Program as outlined in this Resolution and on the other terms and conditions set forth in the accompanying memorandum from the Airport Director by entering into appropriate amendments to concession agreements with Eligible Concessionaires; and

RESOLVED, that, only for those amendments to concession leases which require approval of the San Francisco Board of Supervisors under Section 9.118 of the Charter of the City and County of San Francisco, the Commission Secretary is hereby directed to request such approval.

Page 3 of 3

I hereby certify that the foregoing resolution was adopted by the Airport Commission
at its meeting of _____

OCT 6 2020


Secretary



San Francisco International Airport

MEMORANDUM

October 6, 2020

TO: AIRPORT COMMISSION
Hon. Larry Mazzola, President
Hon. Eleanor Johns, Vice President
Hon. Richard J. Guggenlime
Hon. Everett A. Hewlett, Jr.
Hon. Malcolm Yeung

20-0180

OCT 6 2020

FROM: Airport Director

SUBJECT: COVID-19 Emergency Rent Relief Program for Airport Concession Operators

DIRECTOR'S RECOMMENDATION: ADOPT RESOLUTION (1) AUTHORIZING AIRPORT STAFF TO ENTER INTO AMENDMENTS OF CONCESSION AGREEMENTS WAIVING RENT AND CERTAIN FEES FOR AIRPORT CONCESSIONAIRES IN RESPONSE TO THE DEVASTATING FINANCIAL IMPACT OF COVID-19, AND (2) DIRECTING THE COMMISSION SECRETARY TO OBTAIN APPROVAL OF THE BOARD OF SUPERVISORS FOR ANY LEASE AMENDMENTS AS REQUIRED UNDER SECTION 9.118 OF THE CHARTER OF THE CITY AND COUNTY OF SAN FRANCISCO.

Executive Summary

Staff recommends that the Airport Commission (Commission) authorize the waiver of certain rent and fees to encourage business recovery, employee rehiring, and continued operation of concessions at SFO as part of a COVID-19 emergency rent relief program, on the terms and conditions outlined in this memorandum (COVID-19 Emergency Rent Relief Program). SFO received \$254.8 million in CARES Act funding. The value of the relief available to be granted under the COVID-19 Emergency Rent Relief Program is estimated at \$21.8 million.

The rapid reduction in enplanements since mid-March 2020 caused by the COVID-19 pandemic has inflicted a devastating financial impact on the concessions at San Francisco International Airport (Airport or SFO). Food and beverage and retail sales were down 61% for March, 97% for April, and as of July, are still down 89% compared to the same month last year. More than 50% of the concession locations at SFO remain closed. The Airport has invested significant resources over the last many years in developing its concessions offerings to passengers. Taking steps to maintain the survival and continuity of the concessions program through the economic crisis is of critical interest to the Airport. The concessions program is a significant source of non-aviation revenue for the Airport, as well as local employment and business opportunity in the community that SFO serves. SFO's award winning program is vital to providing the high level of customer service and amenities required for a first-class international airport such as SFO.

THIS PRINT COVERS CALENDAR ITEM NO. 1

AIRPORT COMMISSION CITY AND COUNTY OF SAN FRANCISCO

LONDON N. BREED MAYOR LARRY MAZZOLA PRESIDENT ELEANOR JOHNS VICE PRESIDENT RICHARD J. GUGGENHIME EVERETT A. HEWLETT, JR. MALCOLM YEUNG IVAR C. SATERO AIRPORT DIRECTOR

Background

Flight and passenger activity immediately and dramatically declined after the March 11, 2020 COVID-19 pandemic declaration by the World Health Organization. On March 13, 2020, President Trump declared COVID-19 a national emergency, and on March 17, 2020, a “Shelter-In-Place” order was issued by public health officials from six Bay Area Counties, including San Francisco and San Mateo. The number of restaurants, stores and passenger services locations operational at SFO went from 149 to 27 overnight. As an initial emergency good faith effort to assist its concessions business partners, letters were forwarded in March and April 2020 to concessionaires offering them the option of deferring payment of all rent and fees for April and May 2020, with all deferred amounts to be paid by June 1, 2021 (the COVID-19 Rent Deferral Program).

Passenger traffic compared to the same month last year was just 3% for April. It is growing but slowly; July enplanements were 12% of July 2019 levels. Forecasting is extremely challenging in this unprecedented environment. Aggregating forecasts from many sources such as banks, consultants, other large hub airports and our industry groups point to a three to four-year recovery period. Forty-one percent of our food and beverage and retail locations are open, although most operate with reduced hours and some with take-out service only, as required by current public health orders, which continue to evolve with the progression of the virus. A phased reopening plan has been developed and is evolving as passenger activity materializes. That plan currently has all existing food and beverage and retail locations open by June 2021. The environment is fluid and concessions cannot be expected to open until there is a supportable number of passengers in the surrounding terminal areas.

Concessions are key to customer service and satisfaction at any large airport, and that is the case at SFO. They represent an important revenue source for the Airport and are valued employers. In many cases, our concessions are small businesses and locally-owned. In the event of a business failure, replacing a tenant would take a minimum of 18 months to conduct a public solicitation process and construct a new facility. While concession operators have had to furlough or lay off the majority of their employees and product costs naturally decline with a slowing or cessation of business, they still have significant fixed costs. Taking prudent actions and implementing the COVID-19 Emergency Rent Relief Program to support the survival of our concession operators is clearly in the Airport’s best interest and consistent with its core values.

In addition, on June 22, 2020, the Federal Aviation Administration issued written guidance to all airport sponsors encouraging temporary rent abatements and minimum annual guarantee waivers for tenants in order to assist their airport business communities during the COVID-19 public health emergency and to help save workers’ jobs. The value of the relief available to be granted under the COVID-19 Emergency Rent Relief Program is estimated at \$21.9 million. While the \$254.8 million CARES Act funding awarded to the Airport will be used to pay for operations and maintenance expenses, it is worth noting that the proposed value of the COVID-19 Emergency Rent Relief Program represents just under 10% of such total awarded amount.

When the majority of the concession locations closed in mid-March, rent and fees continued to accrue. Food & beverage concessions (Food and Beverage Concessions), retail concessions (Retail Concessions) and service provider concessions (Service Concessions) pay the greater of a Minimum Annual Guarantee (MAG) or a percentage of Gross Receipts (Concession Fee). They also pay some or all of the following fees: food court cleaning fees, food court infrastructure fees, retail infrastructure fees, infrastructure reimbursement fees, marketing fees, pest fees, space permit fees, refuse fees and utility charges; specifically, electricity, water/sewage, gas and telecommunication charges. Each concession lease contains language providing for a suspension of the MAG after enplanements have severely declined for three consecutive months (the Severe Decline in Enplanements Provision). Under this provision, MAGs were suspended effective June 1, 2020 and will resume after enplanements have recovered for a period of two months.

For these Food and Beverage Concessions, Retail Concessions and Services Concessions, Staff is recommending that the COVID-19 Emergency Rent Relief Program provide for the following: (1) waiver of MAG for the months of March, April, and May 2020 (with percentage rent still due for March 2020), (2) waiver of all fees for April and May 2020, and (3) waiver of storage fees, food court cleaning fees, food court infrastructure fees, infrastructure reimbursement fees, marketing fees, and refuse fees for June through December 2020.

The On-Airport rental car leases (Rental Car Concessions) differ from the Food & Beverage Concessions, Retail Concessions and Services Concessions. Rent for the Rental Car Concessions is also the greater of a MAG or a percentage of Gross Receipts (Rental Car Concession Fee), however space rent for the On-Airport Car Rental Center is also charged (Rental Car Center Space Rent). More significantly, the Rental Car Concession Fee is passed through to the customer in the form of a Concession Recovery Fee on each rental car contract. As with the Food and Beverage Concessions, Retail Concession and Services Concessions, MAG is suspended under the Severe Decline in Enplanements Provision, and will remain suspended until enplanements stabilize for a period of two months. Given that the Concession Recovery Fee is a pass through to customers, waiving this fee alone would not benefit the rental car operators in any meaningful way. Staff therefore recommends that the COVID-19 Emergency Rent Relief Program for Rental Car Concessions be a waiver of Rental Car Center Space Rent for the months of March, April, and May 2020 and utilities fees for April and May 2020.

The breakdown of the rent and fee forgiveness by concession type as part of the COVID-19 Emergency Rent Relief Program is set forth in the chart below (the Financial Relief Chart):

Description	Number of leases and permits	Financial Relief Recommended (all months occur in 2020)
Food & Beverage Concessions	68	<p>March: Waive MAG, while not waiving Percentage Rent).</p> <p>April & May: Waive all rent, fees and utility charges.</p> <p>June – December: Waive storage fees, food court cleaning fees; tenant infrastructure fees; refuse fees; and marketing fees.</p>
Retail Concessions	39	<p>March: Waive MAG, while not waiving Percentage Rent.</p> <p>April & May: Waive all rent, fees and utility charges.</p> <p>June – December: Waive storage fees, tenant infrastructure fees; refuse fees; and marketing fees.</p>
Services Concessions	13	<p>March: Waive MAG, while not waiving Percentage Rent.</p> <p>April & May: Waive all rent, fees and utility charges.</p> <p>June – December: Waive storage fees, refuse fees and marketing fees.</p>
Rental Car Concessions	5	<p>March: Waive Space Rent</p> <p>April & May: Waive Space Rent and utility charges.</p> <p>Note: The waiver of Space Rent will be under the previous leases for the On-Airport Car Rental Center, as the holdover of those leases expired August 31, 2020 and the new leases commenced September 1, 2020.</p>
Total Leases	125	

A total of 125 leases and permits are included in the COVID-19 Emergency Rent Relief Program, and are broken down as follows:

- Attachment A lists the 68 Food and Beverage Concessions;
- Attachment B lists the 39 Retail Concessions;
- Attachment C lists the 13 Services Concessions; and
- Attachment D lists the 5 Rental Car Concessions.

The foregoing Attachments are for informational purposes only. Inclusion of a concession lease or permit in the list does not guarantee eligibility for the COVID-19 Emergency Rent Relief Program, the criteria for which is set out below under “Program Requirements.”

For your reference, any level of local ownership and Airport Concession Disadvantaged Business Enterprise (ACDBE) participation in the leases is identified on the Attachments.

To ensure fairness and for efficiency, the amendments providing for the COVID-19 Emergency Rent Relief Program will be substantially standardized in form, depending on the specific category of concessionaire. In some cases, lease amendments will require Board of Supervisors approval under Charter Section 9.118.

Program Requirements

Eligible Concessionaires:

The COVID-19 Emergency Rent Relief Program is available only to the following categories of concessionaires:

- concession tenants with a lease effective as of February 1, 2020 and a term that extends through at least August 31, 2021;
- concession tenants operating on a holdover basis; or
- concession program permittees with operations at the Airport as of February 1, 2020.

Concessions meeting the eligibility requirements of this section shall be referred to as “Eligible Concessionaires.” To receive relief under the COVID-19 Emergency Rent Relief Program, an Eligible Concessionaire must also continue to meet and satisfy the Ongoing Requirements and the Additional Payroll and Rehiring Program Requirements, as set forth below.

Ongoing Requirements:

In order to receive the relief under the COVID-19 Emergency Rent Relief Program, at all times prior to August 31, 2021, an Eligible Concessionaire must satisfy the following ongoing requirements:

- If the concessionaire ceased operations due to the COVID-19 pandemic, then it must recommence operations and continue to operate at the Airport in conformance with the schedule provided by the Airport through at least August 31, 2021, as the schedule may be modified from time to time by the Airport Director, in his sole discretion, to adjust to the operational needs of the Airport.

- The concessionaire must remain in good standing and not in default of their agreements, beyond notice and cure periods, or must not be otherwise be in any unresolved dispute with the City at any time during the term of the program, through August 31, 2021.

Additional Payroll and Rehiring Program Requirements:

In addition to the foregoing and to ensure the financial relief offered to concessions' owners also directly benefits concessions' employees, each Eligible Concessionaire with employees stationed at SFO must also have satisfied the following conditions no later than August 31, 2021: (i) all Food and Beverage Concessions must expend at least 33% of their total MAG relief on "payroll costs", as defined in the CARES Act; (ii) Retail Concessions must expend at least 18% of their total MAG relief given on such payroll costs; (iii) Services Concessions must spend at least 33% of their total MAG relief given on such payroll costs; (iv) Rental Car Concessions must spend at least 33% of their total Rental Car Center Space Rent relief given on such payroll costs, and, (v) all concessions must participate in a hiring program which prioritizes the hiring and/or re-hiring of laid-off and furloughed employees at SFO. All concessions must track their payroll costs and provide reasonable documentation demonstrating such compliance in order to satisfy this requirement.

Additional Terms and Conditions; Existing COVID-19 Rent Deferral Program

All amounts to be credited under the COVID-19 Rent Relief Program will be applied to concessionaire accounts upon the satisfaction of all requirements of the program, contemplated to occur on or after August 31, 2021.

If any Eligible Concessionaire elects to participate in the COVID-19 Emergency Rent Relief Program, then the amounts of rent and fees deferred under the COVID-19 Rent Deferral Program will be further deferred beyond June 1, 2021, pending successful completion of the program, but in any event no later than August 31, 2021. If any concessionaire elects to participate in the COVID-19 Emergency Rent Relief Program but fails to satisfy the requirements by August 31, 2021, then any amounts deferred under the COVID-19 Rent Deferral Program will become immediately due and payable. For any concessionaires that participated in the COVID-19 Rent Deferral Program and elect not to participate in the COVID-19 Emergency Rent Relief Program, the amounts of deferred rent will remain due and payable in full no later than June 1, 2021.

Providing they satisfied all other requirements of the COVID-19 Emergency Rent Relief Program, holdover tenants and permittees will not lose their status as Eligible Concessionaires and the benefits of the program if they cease operating at the Airport prior to August 31, 2021 at the direction or convenience of the Airport.

Participation in the COVID-19 Emergency Rent Relief Program is not mandatory, and any concessionaire may decline the financial relief and incentives being offered if they are unable or unwilling to satisfy the program requirements.

The Airport Director may make necessary and appropriate adjustments to the COVID-19 Emergency Rent Relief Program to ensure that it: (i) is implemented in a consistent manner and fairly applied to all SFO concessionaires, and (ii) continues to meet the operational requirements of the Airport and the goals of the Commission set out in this memorandum.

The Airport Director shall seek Commission approval for any material change to the terms and conditions of the program or the financial relief being offered, except that the Airport Director may implement in his discretion, program modifications necessitated by operational circumstances or changes in applicable law, regulation, or guidance (including, without limitation, FAA guidance), as the same may be amended from time to time.

Proposal

Staff is recommending the implementation of the COVID-19 Emergency Rent Relief Program as outlined above and summarized in the Financial Relief Chart. The value of this relief under the program is estimated at \$21.8 million.

Recommendation

I recommend the Commission (1) adopt the accompanying Resolution authorizing Staff to implement the COVID-19 Emergency Rent Relief Program as outlined in this memorandum, which will include entering into appropriate amendments with concessionaires consistent with such provisions, and (2) to direct the Commission Secretary to request the approval the San Francisco Board of Supervisors only for lease amendments for which approval is required under Section 9.118 of the Charter of the City and County of San Francisco.



Ivar C. Satero
Airport Director

Prepared by: Cheryl Nashir
Acting Chief Commercial Officer

Attachments

Attachment A

Food and Beverage Concessions

	Tenant Entity and Lease Number	Concept	Local Ownership	ACDBE
1	A&T Catering Permit No. 4244	Food Truck	X	
2	Amoura International, Inc. Lease No. 16-0312	Amoura (BA/F)	X	
3	Amy's Kitchen Restaurant Operating Company, LLC Lease No. 18-0211	Amy's Drive Thru (BA/B)	X	
4	Andale Management Group, Inc. Lease No. 10-0034	Andale (T2)	X	X
5	Andale Management Group, Inc. Lease No. 16-0012	Valencia St. Station (BA/A), 24 th & Mission Taco House (IT G, pre-security)	X	X
6	Andre-Boudin Bakery, Inc. Lease No. 17-0239	Boudin's Bakery & Café (BA/A)	X	
7	Bay Area Restaurant Group, JV Lease No. 03-0184	Max's Delicatessen (T3 East)	X	
8	Bayport Concessions, LLC Lease No. 03-0183	Koi Palace Express (BA/F)	X	X
9	Bayport Concessions, LLC Lease No. 16-0021	Koi Palace Express (IT G, pre-security)	X	X
10	BJ Annex, LLC Lease No. 10-0035	Burger Joint (T2)	X	
11	Black Point Coffee SFO, LLC Lease No. 17-0254	Black Point Coffee (BA/A)	X	X
12	Briggo, Inc. Permit No. 4735	(Specialty Coffee Vending)		
13	Bun Mee, LLC Lease No. 16-0313	Bun Mee (BA/F)	X	X
14	Bun Mee, LLC Lease No. 18-0209	Bun Mee (BA/B)	X	X
15	Burger Joint, Inc. Lease No. 03-0199	Mission Bar & Grill (BA/E)	X	
16	Café X Technologies, Inc. Permit No. 4776	(Specialty Coffee Vending)	X	
17	D-Lew Enterprises, LLC Lease No. 03-0203	Yankee Pier (BA/F)	X	
18	Elevate Gourmet Brands-SC Group Lease No. 19-0247	Pronto (BA/F)	X	

	Tenant Entity and Lease Number	Concept	Local Ownership	ACDBE
19	Elevate Gourmet Brands, Inc. and Aimhigh ESG, LLC, a joint venture d.b.a. Elevate Gourmet Brands Gourmet Brands – SFO Group Lease No. 18-0346	Green Beans Coffee (BA/F), San Francisco Mac & Cheese (BA/F)	X	X
20	Elevated Tastes SFO, Inc. Lease No. 16-0016	Tomokazu (BA/G)	X	
21	Fresh & Natural Permit No. 4661	Fresh & Natural (Food Truck)	X	
22	Gate 74, Inc. Lease No. 03-0189	Burger King (T3 East)	X	X
23	Gate 74, Inc. Lease No. 16-0314	Pie Five Pizza Co. (BA/F)	X	X
24	Gilly National, Inc. Lease No. 16-0242	Gilly Vending		
25	Gotham Enterprises, LLC Lease No. 03-0069	Peet's Coffee & Tea (BA/F)	X	
26	Gotham Enterprises, LLC Lease No. 03-0193	Peet's Coffee & Tea (T3 East)	X	
27	Gotham Enterprises, LLC Lease No. 10-0030	Peet's Coffee & Tea (T2)	X	
28	Green Beans Coffee Osteria – SFO Group Lease No. 14-0046	Green Beans Coffee (BA/C, pre-security)	X	X
29	Guava & Java (SFO), Inc. Lease No. 03-0191	Dogpatch Bakehouse & Caffè (BA/C & BA/E)	X	X
30	HBF Soto JV, LLC Lease No. 10-0031	Cat Cora (T2)	X	
31	HBF Soto JV, LLC Lease No. 10-0036	The Plant Organic, Pinkberry (T2)	X	
32	HFF-BRH-SFO, LLC Lease No. 16-0316	Farmerbrown (BA/C)	X	
33	High Flying Foods SFO, LLC Lease No. 16-0013	Gott's Roadside (BA/A)	X	
34	Host International, Inc. Lease No. 18-0217	The Bistrot Bay Area (BA/B)	X	X
35	Host International, Inc. Lease No. 16-0023	Starbucks (IT, Arrival level and T3, Arrival level)	X	X
36	Host International, Inc. Lease No. 16-0310	Super Duper Burger (BA/F)	X	X
37	Joe & The Juice New York, LLC Lease No. 16-0018	Joe & The Juice (BA/G)		

	Tenant Entity and Lease Number	Concept	Local Ownership	ACDBE
38	LN Food, LLC Lease No. 19-0016	LN Food Truck (1 st floor of the Domestic Parking Garage)	X	
39	Lady Luck Gourmet, LLC Lease No. 18-0215	Goldilocks (BA/B)	X	X
40	Lee's Industrial Catering Permit No. 4242	Food Truck	X	
41	Marina's Café Lease No. 12-0221	Marina's Café (Rental Car Center)	X	X
42	Midfield Concession Enterprises, Inc. Lease No. 16-0020	Roasting Plant (IT A, pre-security)		
43	Paradies Lagardere @ SFO 2018 (F&B), LLC Lease No. 18-0212	Bourbon Pub (BA/B)	X	X
44	Paradies Lagardere @ SFO, LLC Lease No. 16-0311	Limon Peruvian Rotisserie (BA/F)	X	X
45	Rylo Management, LLC Lease No. 19-0054	Farley's Community Café (BA/F)	X	X
46	Rylo Management, LLC Lease No. 12-0104	Three Twins Ice Cream (BA/E)	X	X
47	San Francisco Soup Company Lease No. 16-0309	Ladle & Leaf (BA/F)	X	
48	Sankaku, Inc. Lease No. 03-0180	Sankaku (T3 East)	X	X
49	Sankaku, Inc. Lease No. 10-0033	Wakaba (T2)	X	X
50	SF Foodways, LLC Lease No. 16-0022	Potrero Grill, Tapas & Taps (IT G, pre-security)	X	
51	SF Foodways, LLC Lease No. 18-0216	Flyaway by Drakes Brewing Co. (BA/B)	X	
52	SF Uncork'd, LLC Lease No. 12-0089	SF Uncork'd (BA/F)	X	
53	Soaring Food Group, LLC Lease No. 18-0214	Illy Caffè (BA/B)	X	X
54	SSP America, Inc. Lease No. 03-0200	Union Street Gastropub (T3 East)	X	X
55	SSP America, Inc. Lease No. 16-0015	Mumfresh (BA/G)	X	X
56	SSP America, Inc. Lease No. 16-0017	1300 on Fillmore (BA/G)	X	X
57	SSP America, Inc. Lease No. 16-0024	Wendy's (IT A, pre-security)	X	X
58	SSP America, Inc. Lease No. 18-0074	Sweet Maple (T2)	X	X

	Tenant Entity and Lease Number	Concept	Local Ownership	ACDBE
59	SSP America, Inc. Lease No. 18-0210	The Little Chihuahua (BA/B)	X	X
60	SSP America, Inc. Lease No. 17-0238	The Manufactory Food Hall (BA/A), Marina's Café (Building 676)	X	X
61	Stix SFO, LLC Lease No. 16-0019	Pick Up Stix (IT A, pre-security)		
62	Tastes on the Fly San Francisco, LLC Lease No. 03-0192	Klein's Deli (BA/E and BA/F)	X	
63	Tastes on the Fly San Francisco, LLC Lease No. 10-0029	Napa Farms Market, Vino Volo (T2)	X	
64	Tastes on the Fly San Francisco, LLC Lease No. 10-0032	Lark Creek Grill (T2)	X	
65	Tastes on the Fly San Francisco, LLC Lease No. 16-0315	San Francisco Giants Clubhouse (BA/F)	X	
66	Tastes on the Fly San Francisco, LLC Lease No. 18-0213	Starbird (BA/B)	X	
67	Tastes on the Fly, SFO International, LLC Lease No. 16-0014	Napa Farms Market (BA/G), Mustards Grill (BA/G), Samovar Tea (IT Main Hall)	X	
68	Urban Tortilla, Inc. Lease No. 03-0187	Urban Tortilla (BA/E)	X	

Attachment B

Retail Concessions

	Tenant Entity and Lease Number	Concept	Local Ownership	ACDBE
1	Air Sun JV Lease No. 09-0176	Sunglass Hut (BA/F)		X
2	Air Sun JV Lease No. 18-0233	Sunglass Hut (BA/E)		X
3	Air Sun JV Lease No. 18-0345	Sunglass Hut (T2)		X
4	Books, Inc. Lease No. 10-0037	Compass Books (T2)	X	
5	Books, Inc. Lease No. 15-0085	Compass Books (T3 East)	X	
6	Canonica New York, LLC Lease No. 17-0210	The Chocolate Market (BA/G)		
7	Canonica New York, LLC Lease No. 18-0073	The Chocolate Market (T2)		
8	Canonica New York, LLC Lease No. 18-0284	The Chocolate Market (BA/E)		
9	Chalo, LLC Permit No. 4757	Chalo (BA/E)		
10	DFS Group, L.P. Lease No. 17-0303	DFS Duty Free, Hermes, Gucci, Burberry, Coach (BA/A and BA/G)	X	X
11	DFS Group, L.P. Lease No. 17-0209	DFS Sunglasses and Watches (BA/A)		X
12	Emporio Rulli, Inc. Lease No. 18-0395	GR Chocolates (BA/B)	X	
13	HG SFO Retailers 2017 JV Lease No. 17-0207	Ingenuity by Hudson (BA/A)		X
14	HG SFO Retailers 2017 JV Lease No. 18-0367	49 Mile Market (BA/C)		X
15	Hudson Group (HG) Retail, LLC Lease No. 11-0210	Hudson News, San Francisco Magazine News, Tumi (BA/F)		X
16	Hudson Group (HG) Retail, LLC Lease No. 15-0227	Brookstone (IT Main Hall)		
17	Hudson Group (HG) Retail, LLC Lease No. 18-0071	Brookstone (T2)		
18	InMotion Entertainment Group, LLC Lease No. 10-0038	InMotion Entertainment (T3)		
19	InMotion SFO, LLC Lease No. 18-0203	iStore (BA/B)	X	X
20	InMotion SFO-IT, LLC Lease No. 18-0231	InMotion Entertainment (BA/A)		

	Tenant Entity and Lease Number	Concept	Local Ownership	ACDBE
21	InMotion SFO-T3, LLC Lease No. 18-0232	InMotion Entertainment (BA/E), Sound Balance (BA/F)		
22	L'Occitane Airport Venture, LLC Lease No. 18-0205	L'Occitane (BA/B)		X
23	Marilla Chocolate Company, Inc. Lease No. 10-0309	California Lifestyle (BA/F)	X	X
24	MRG San Francisco, LLC Lease No. 16-0256	District Market (BA/F)	X	X
25	NewZoom, LLC Lease No. 18-0175	Zoom Vending	X	
26	Pacific Gateway Concessions, LLC Lease No. 15-0075	See's Candies (BA/F)	X	
27	Paradies Lagardere @ SFO 2018, LLC Lease No. 18-0204	Mills Cargo (BA/B)	X	X
28	RAKH, Inc. Lease No. 18-0207	NYS Collection Eyewear (BA/B)	X	
29	San Francisco Museum of Modern Art Lease No. 10-0287	SFMOMA (IT Main Hall)	X	
30	Skyline Concessions, Inc. Lease No. 13-0136	Skyline News & Gifts (BA/E)	X	X
31	Skyline Concessions, Inc. Lease No. 18-0208	Skyline News (BA/B)	X	X
32	Stellar Partners, Inc. Lease No. 12-0086	Greetings from San Francisco (T3)		
33	Stellar Partners, Inc. Lease No. 17-0208	The New Stand (BA/A)	X	X
34	Stellar Partners, Inc. Lease No. 17-0211	The New Stand (BA/G)	X	X
35	The Marshall Retail Group, LLC Lease No. 18-0368	The Scoop (BA/C)	X	X
36	The Marshall Retail Group, LLC Lease No.18-0206	Departures (BA/B)	X	X
37	World Duty Free Group North America, LLC, Lease No. 15-0039	Jo Malone, Tom Ford, Aveda (T3 East)		X
38	World Duty Free Group North America, LLC, Lease No. 10-0232	Sunset News, SFO News Express, Kiehls, M. Fredric, Starbucks (T2)		
39	World Duty Free Group North America, LLC, Lease No. 12-0085	Hudson News, San Francisco Chronicle News, SF Travel News, Green Beans Coffee (IT and T3)		

Attachment C

Services Concessions

	Tenant Entity and Lease Number	Concept	Local Ownership	ACDBE
1	Airport Mailers, Inc. Lease No. 18-0082	Airport Mailers		
2	Airport Terminal Services, Inc. Lease No. 18-0127	Airport Butler		
3	Airport Travel Agency, Inc. Lease No. 13-0202	Airport Travel Agency and Freshen Up	X	
4	Alclear, LLC Lease No. 18-0189	Clear		
5	American Express Travel Related Services Company, Inc. Lease No. 13-0006	The Centurion Lounge		
6	Bank of America, NA Lease No. 16-0069	Bank of America ATMs		
7	Bank of America, NA Lease No. 16-0070	Bank of America ATMs		
8	Bank of America, NA Lease No. 17-0195	Bank of America ATMs		
9	Clear Channel Outdoor, Inc. Lease No 12-0231	Clear Channel Advertising		
10	SFO Shoeshine, LLC Lease No. 19-0055	SFO Shoeshine	X	
11	Smarte Carte, Inc. Lease No. 19-0069	Smarte Carte		
12	Triptel, Inc. Lease No. 13-0049	Triptel	X	
13	Wells Fargo Bank, N.A. Lease No. 17-0194	Wells Fargo ATMs		

Attachment D

Rental Car Concessions

	Tenant Entity and Lease Number	Concept	Local Ownership	ACDBE
1	Avis Budget Car Rental, LLC Lease No. 08-0154	Avis, Budget		
2	DTG Operations, Inc. Lease No. 08-0156	Dollar, Thrifty		
3	Enterprise Rent A Car Co of San Francisco, LLC Lease No. 08-0155	Alamo, Enterprise, National Car Rental		
4	Fox Rent A Car, Inc. Lease No. 08-0157	Fox Rent A Car		
5	The Hertz Corporation Lease No. 08-0153	Hertz		