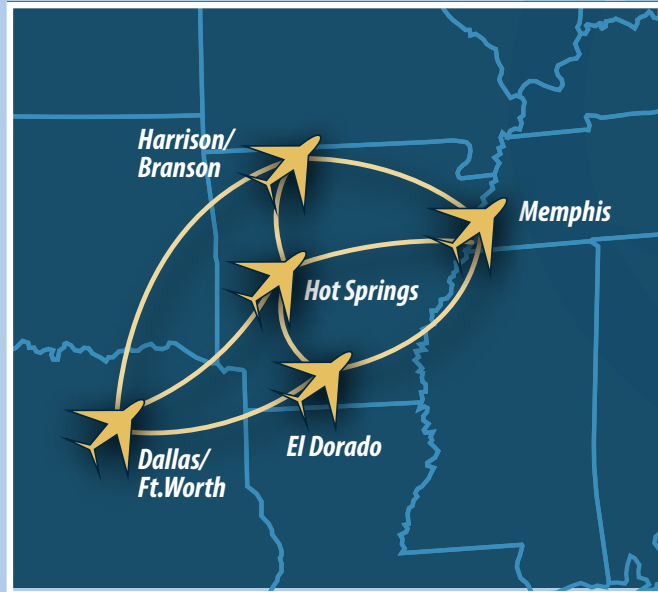


Southern Airways reconnects Arkansas



SOUTHERN



ESSENTIAL AIR SERVICE AT HOT SPRINGS, ARKANSAS

UNDER 49 U.S.C. § 41731 ET SEQ.

BY ORDER 2020-7-9 | DOT-OST-1997-2935

Proposal to Provide Subsidized Essential Air Service

By Order 2020-7-9, the Department requested proposals from carriers interested in providing Essential Air Service to Hot Springs, Arkansas. Pursuant to that Order, Southern Airways Express LLC ("Southern") cordially submits this proposal.

Correspondence with regard to this document should be addressed to:

R. Stan Little
CHAIRMAN & CEO

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Pompano Beach, Florida 33062

(901) 672-7820
s.little@iflysouthern.com

America's Most Reliable Commuter Airline

 **iFlySouthern.com**

Southern Airways Express hereby offers a proposal to continue as the air service provider at the Memorial Field Airport. The proposal is for a period of two or four years.

The Southern Story

In less than eight years, Southern Airways Express has become one of the largest commuter airlines in America and a leader in the field of Essential Air Service. Of the nearly 200 daily flights operated by Southern, almost half are contracted through the Essential Air Service program. Much of Southern's success can be attributed to targeted expansion to gain scale and stability, industry-leading initiatives to permanently solve the pilot shortage facing rural communities, and the operation of the most reliable model of 9-seat aircraft in existence. However, it is the close partnerships developed through years of community networking and engagement that have led not only to countless mutually-beneficial cooperatives but also to the Essential Air Service regulatory compliance in each community that Southern currently serves.

Southern's first flight departed from Memphis, Tennessee, in June of 2013. Launching with just two airplanes and three pilots, Southern would grow to have a respected regional presence in the Gulf South. Just a short time later, as the airline was looking for an expansion opportunity, a commuter airline with Essential Air Service contracts in the mid-Atlantic became available

for acquisition. On February 29, 2016, Southern acquired Sun Air Express. Throughout that year, Southern worked closely with those incumbent EAS communities to facilitate rebranding and to renew the contracts for another bid cycle. In the process, Southern gained additional EAS contracts in the region and also in the State of Arkansas.

With Southern's Essential Air Service markets receiving near-perfect completion rates and passenger counts growing to record levels, the opportunity to make an acquisition and solidify the brand in the commuter marketplace presented itself once again. Mokulele Airlines in Hawai'i was very similar to Southern. Each airline had roughly the same number of employees and flew the same number of daily flights, but what was most compatible with Southern was the synergy of the aircraft type. Both airlines operated the reliable, efficient, and proven Cessna Caravan. The combination of the two companies in 2019 was a perfect fit. With this acquisition, Southern has become one of the largest and most-respected commuter airlines in the country.

Spring 2016: Southern doubles in size

Winter 2017: Southern doubles in size

Winter 2019: Southern doubles in size



*“Voted as the
best Specialty &
Leisure Airline in
the USA”*

— Trip Advisor, April 2019



SOUTHERN'S PROVEN MODEL

Southern Airways subscribes to the business model that success in modern aviation comes from scale. A carrier cannot provide consistent and reliable service to one or two cities in a regional footprint. It needs multiple aircraft, dozens of pilots, and full support service to be able to handle the daily operational issues that come with operating an airline.

Southern is committed to consistent, targeted, and sustained growth while focusing on its two primary regional footprints. Bringing more scale to each of these regions will ensure greater consistency and reliability. Despite the allure of some destinations which are hundreds or thousands of miles away from Southern's footprints, the airline realizes that reliable and quality service cannot be guaranteed without nearby and numerous planes and pilots.

ABOUT THE SOUTHERN AIRCRAFT

Southern intends to continue its operation of reliable, low-fare service using its fleet of 9-passenger turboprop Cessna Caravan aircraft. This model aircraft has been well received by the communities. With the Caravan, Southern has demonstrated the ability to offer record-setting passenger counts across many of its cities. The cost benefit of operating this aircraft allows the airline to invest in the extra expense of multiple crew members spread throughout the day, which increases the time-of-day coverage.

Southern transitioned its scheduled service away from piston-powered aircraft in 2016 in favor of the more reliable and comfortable turbine-powered Caravan—the only 9-passenger turbine aircraft in existence that can offer the community a cost-sensitive air service solution tailored to today's consumers.

Despite the proven success of the Caravan, Southern will substitute a Chieftain on any route at the city's request.

Southern Solves The National Pilot Shortage

Entire aircraft fleets have been retired in the past decade, and many American carriers have ceased operations as a direct and proximate result of not being able to recruit and retain adequate numbers of crew members.

Southern recognized this issue early and began taking steps to position itself to stay ahead of the competition.

Southern's Chairman served as a member of the Department of Transportation Working Group to study ways to address these issues and to help alleviate the problems related to rural air service.

Since that time, Southern has implemented groundbreaking programs to recruit and retain quality pilots, including the *Southern Senior Pilot Leadership Program* and the *Southern Airways Pilot Cadet Program*. In addition, Southern has a full-time recruiting staff dedicated to bringing the "best and the brightest" to Southern Airways. The pilot corps numbers are among the best in the industry and promise a very positive 2020 and beyond.

As demonstrated by Southern's industry-leading controllable completion rates, since November of 2017, Southern has rarely cancelled a flight due to crew availability.

Though the Covid-19 crisis has likely put the pilot shortage on hold for several months, there's little doubt that it will return. Fortunately, Southern has already invested in a permanent solution.



FACEBOOK.COM/IFLYSOUTHERN



INSTAGRAM.COM/FLYSOUTHERN



PINTEREST.COM/IFLYSOUTHERN



TWITTER.COM/IFLYSOUTHERN



YOUTUBE.COM/USER/IFLYSOUTHERN

*Every Passenger.
Every Flight.
Every Day.*



*Southern's Spokes-singer
Sonny McFly performs
the airline's jingle in
its television and radio
commercials as well
entertaining at live
events in communities
served by Southern*

Sonny McFly

Southern Airways

By the Numbers

218 Daily Departures

30,000 Monthly Passengers

490 Employees

200 Pilots

35 Aircraft

37
Amazing Destinations

IN THE GULF:

Destin, Fla.

El Dorado, Ark.

Harrison, Ark,

Hot Springs, Ark.

Key West, Fla.

Nashville, Tenn.

Tampa, Fla.

IN CALIFORNIA:

Imperial/El Centro

IN HAWAII:

Hana

Kapalua

Kalaupapa

Lānaʻi City

Molokai

Waimea-Kohala

Kona

IN THE MID-ATLANTIC:

Altoona, Penn.

Bradford, Penn.

DuBois, Penn.

Lancaster, Penn.

Morgantown, W.Va.

IN NEW ENGLAND

Boston/Norwood, Mass

Hyannis, Mass.

New Bedford, Mass.

Providence, R.I.

IN NEW YORK

East Hampton

Montauk

Shelter Island

10 HUB/FOCUS CITIES:

Baltimore

New York City

Dallas

Memphis

Honolulu

Nantucket

Kahului

Palm Beach

Los Angeles

Pittsburgh



ALL MAJOR DISTRIBUTION CHANNELS

Southern invests a considerable portion of its marketing budget to promote its service to traditional travel agents and to internet shoppers who purchase tickets through online travel agencies.

MAJOR GLOBAL DISTRIBUTION SYSTEMS:

Sabre
Amadeus
Worldspan
Galileo
Travelport
Apollo

MAJOR ONLINE TRAVEL AGENCY WEBSITES:

Expedia
Travelocity
Orbitz
Kayak
Priceline
Cheaptickets

amadeus

Sabre

Travelport 

KAYAK

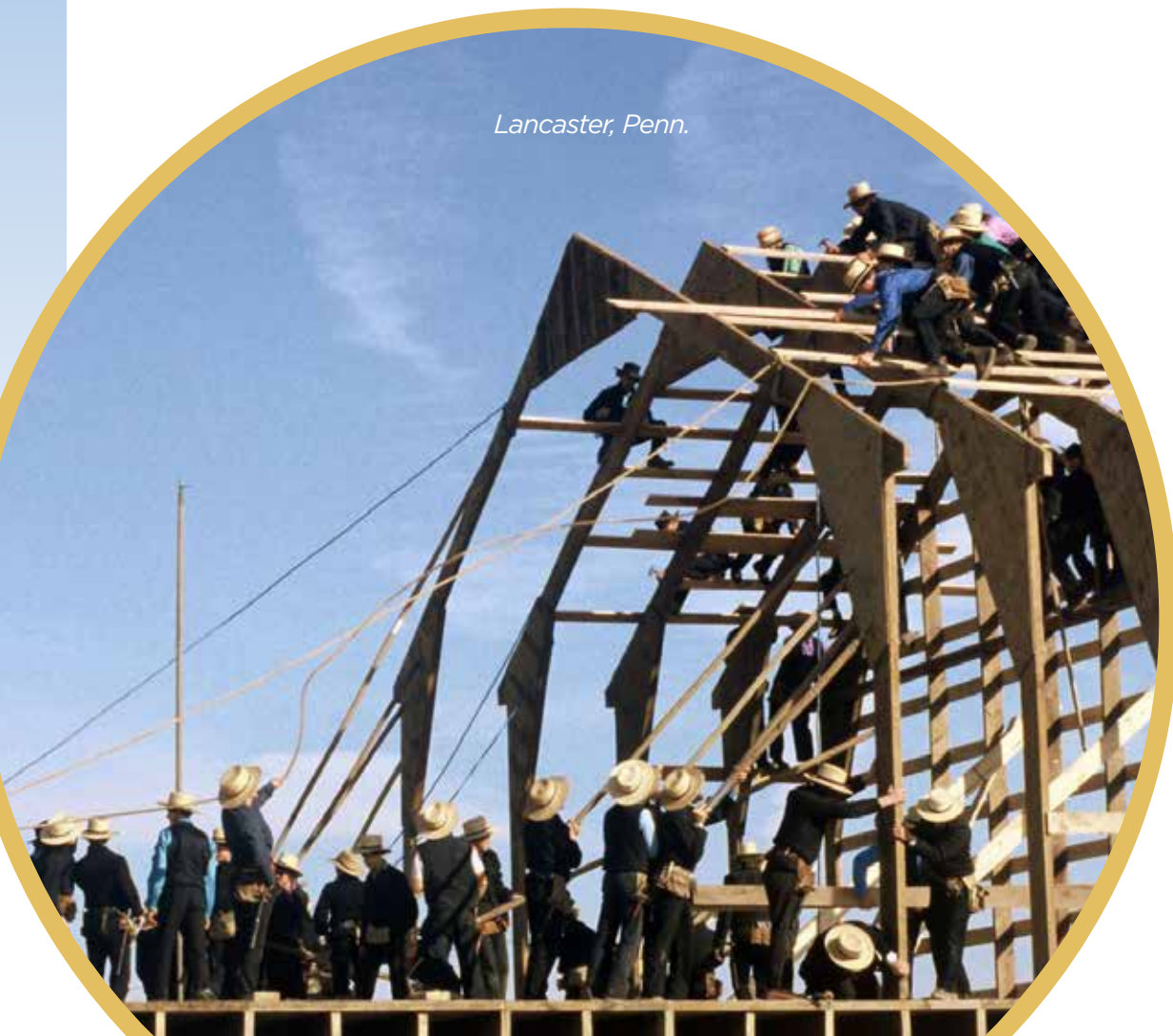
ORBITZ

priceline.com

 Expedia


travelocity

Lancaster, Penn.



Southern's interline partner, American Airlines.

In spring 2018, Southern Airways became an interline partner of American Airlines. This means that traveling from the hometown airport to any American Airlines destination now tops any other air travel option.

American Airlines 



**SOUTHERN'S ADDITIONAL
INTERLINE PARTNERS**

Alaska
AIRLINES

LAUNCHED NOV. 7, 2019



Condor



AIR NEW ZEALAND

COMING 2020



STUDENT COUNCIL

Route Map

**Now serving 36 cities with over
200 daily departures!**

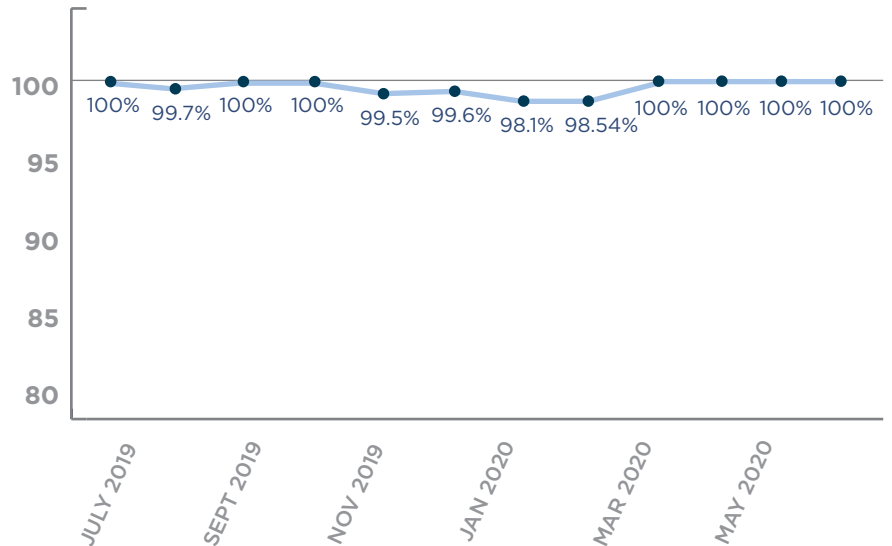
MAP KEY

Weekend

Consistency in the Marketplace

Southern has been one of the top-performing EAS airlines in the country with controllable completion rates setting the industry standard. Further, Southern does not compare it's on-time performance against other commuter airlines. Instead, Southern compares its operational statistics against the biggest and best in the industry. Both airlines operated by Southern Airways Corporation have been industry leaders in these categories.

EAS TWELVE MONTH TRAILING CONTROLLABLE COMPLETION
JULY 2019 - JUNE 2020



Reconnecting Arkansas

If each community maintains its current route structure, Southern Airways will offer bonus flights every weekend connecting the state of Arkansas.

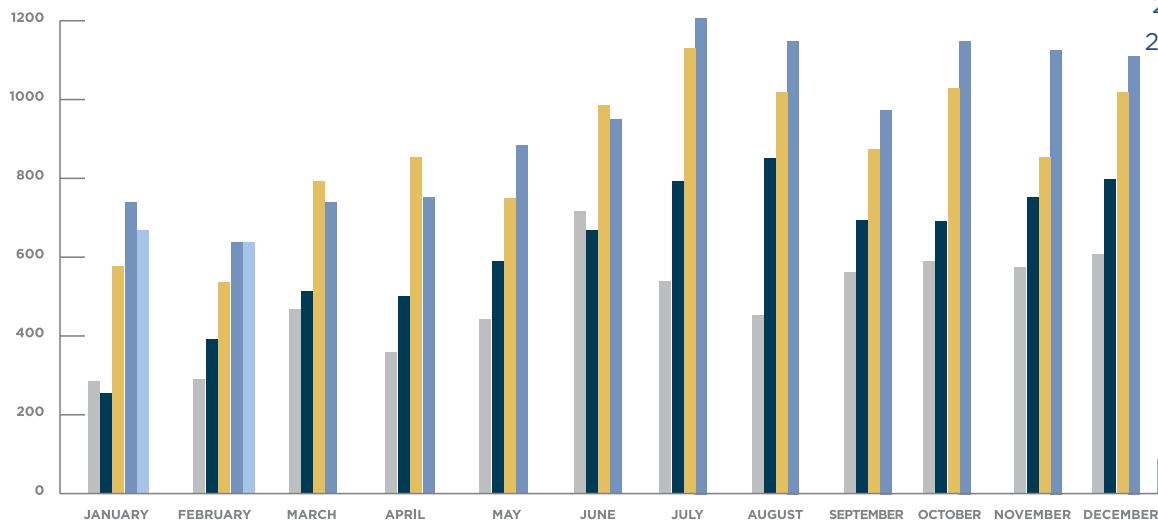
For the first time in decades, your passengers can travel by air between El Dorado, Hot Springs, and Harrison without leaving Arkansas!



SOUTHERN SEES SIX CONSECUTIVE RECORD-SETTING MONTHS IN DUBOIS

JULY 2019-DECEMBER 2019

2016-SILVER AIRWAYS
2017-SOUTHERN
2018-SOUTHERN
2019-SOUTHERN
2020-SOUTHERN



DUBOIS, PA 2019 Highest passenger counts in eight years.

ADDITIONAL ACCOMPLISHMENTS

HARRISON, AR 2018, Over 10,000 passengers for only the third time in the last two decades.

BRADFORD, PA 2016 & 2019; Respectively, the two best enplanement years in the last eleven.

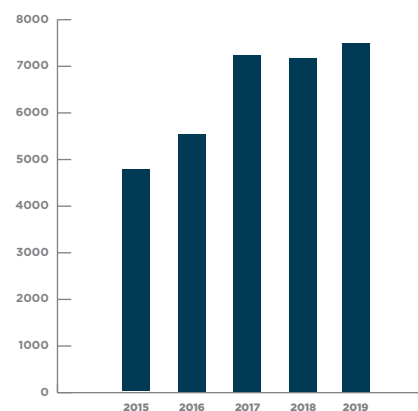
MORGANTOWN, WV Eight consecutive months of record-setting passenger counts for Southern. (July 2019 - February 2020).

EL DORADO, AR 2019, The second-highest number of passengers per departure in the last 15 years.

LANCASTER, PA Fiscal Year 2019, The lowest subsidy-per-passenger in five years.

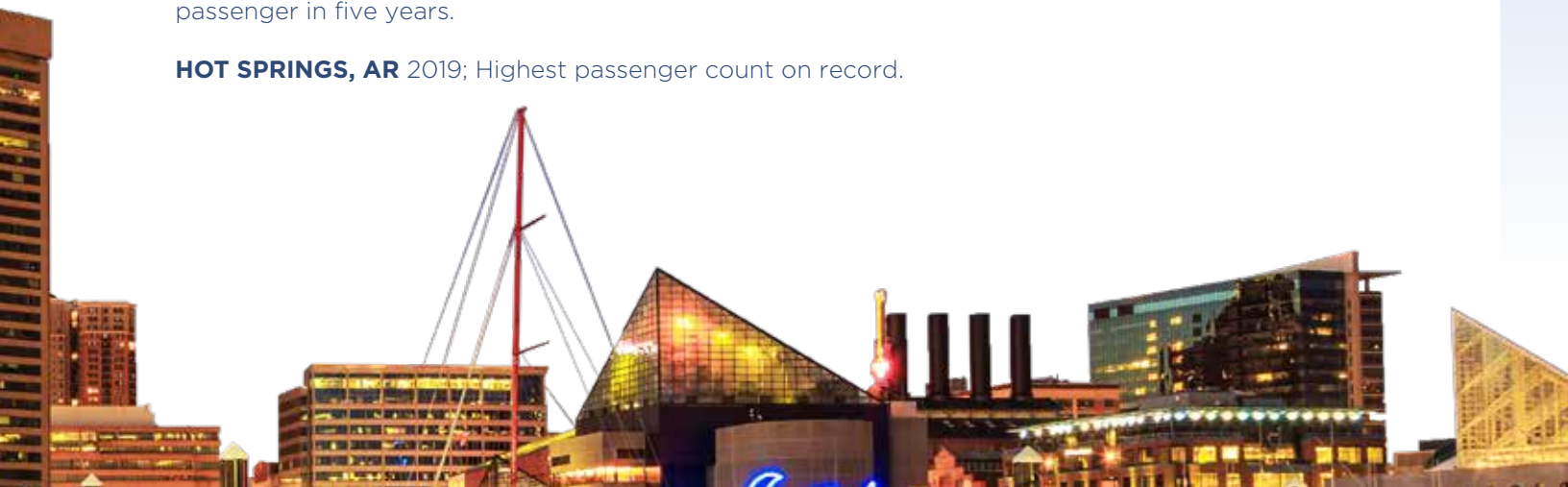
HOT SPRINGS, AR 2019; Highest passenger count on record.

TOTAL ALTOONA PASSENGERS 2014-2019



ALTOONA, PA

Highest passenger count since 2011.



Becoming the Best Small Airline in America

Southern Airways is the fastest growing airline in America. This explosive rate-of-growth is attributed to many factors. Below are a few of the improvements that Southern has made over the past few years that has positioned the airline to become “The Best Small Airline In America.”

- Southern secured interlined agreements with American Airlines and Condor Airlines. Interline tickets are available for purchase on iFlySouthern.com. Southern’s interline with Alaska Airlines went live on November 7, 2019.
- Southern innovated one of the most robust pilot recruiting programs in the country. As a result of two full years of pilot recruiting, training, and retention Southern is now poised to provide reliable service well into the next decade.
- Southern developed SIREN, a proprietary software program that automatically updates passengers of delays by text, email, and voice.
- Southern moved its crew-basing away from the hubs, an involved process that included the recruiting of new pilots wishing to live in smaller communities. Now completed, this move guarantees the originating flight to the hubs and the terminating flight into the EAS communities every day.
- Southern upgraded the Sun Air piston-driven fleet to an all-turbine fleet featuring the roomy and reliable Cessna Caravan.
- Southern implemented online check-in.
- Southern has upgraded all outdated arrival and departure boards at the hometown airports to digital monitors that are updated throughout the day with flight status information.
- In Fiscal Year 2019, Southern brought all of its EAS airports into subsidy compliance.
- Southern joined TSA PreCheck.
- Southern pioneered a passenger intercept data collection and reporting system to provide the local airports and their governing boards with passenger demographic data, including passengers’ home ZIP codes and final destinations.
- Southern increased its call center and customer service center to 24 hours per day.

TSA Pre✓



Southern's Fleet Modernization Plan

Southern is currently repainting and reupholstering its entire fleet. Each aircraft gets new leather, new outlets, and a uniform paint scheme.

The Plan Includes:

- New Uniform Livery
- New Leather Upholstery
- New Leather Headliners
- New USB charging ports at every seat

Completion Date:

November 2020



February 2020:

Southern completed the Mokulele integration, allowing for the transfer of newer aircraft to the continent.

OVER 3,500 Caravans sold!
Millions of flight hours on the PT-6!



ENPLANEMENT INITIATIVES

Southern Airways has developed a number of proprietary business development and enplanement initiatives that can be customized to each marketplace. Many of these programs have already been launched across the Southern system. Full implementation of the Initiative Suite will happen in early 2019 in all Southern Airways markets.



Fueling the Local Economy

Southern is committed to being a good airport partner and an asset to not just the aviation community, but to the entire area as a whole. To this extent, Southern pledges to purchase as much competitively priced fuel in its hometown airports as weight and balance restrictions allow.

From a finance prospective, Southern's obligation as the EAS provider must be to operate as cost effectively as possible in an effort to manage the subsidy. If while doing so, Southern can also purchase fuel in the out-stations, then both the airline, and the local community benefit.



AS THE FOLLOWING BIDS ARE BEING REVIEWED, PLEASE CONSIDER:

Southern's commitment to reliable service and long-term sustainability is evidenced by its commitments to the hometown airports. Through solving problems related to the National Pilot Shortage, creating interline partnerships, and providing consistent executive level "boots on the ground," Southern's developed a strong platform for growth in all of its communities.

Southern Airways Express believes that its proposal will provide an unsurpassed level of service, grow enplanements, seamlessly connect passengers to the world's transportation infrastructure, and provide the local community with a sustainable airline partner for both the local passengers and the visitors traveling to the community. Southern further believes that it is the right partner to deliver the above benefits while also maintaining compliance with all Department of Transportation requirements for continued participation in the Essential Air Service program.

We respectfully submit this bid, which is consistent to the service the community currently receives.

R. Stan Little Jr.

Chairman & Chief Executive Officer
Southern Airways Express, LLC



SCHEDULE:

Upon the community’s selection of the preferred option, Southern will work with local officials to develop an optimized flight schedule.

STATUS	VENDOR	VENDOR	PROJECTED SPEND
Proposed	Local Newspaper	Newspaper	\$3,000
Proposed	Television	Cable/Broadcast	\$4,000
Proposed	Local Radio	Radio	\$5,000
Proposed	Enhanced Digital	Digital	\$3,000
Proposed	Community Sponsorships	Chamber, CVB, Etc	\$6,000
Proposed	Customer Appreciation Party	Live Airport Event	\$4,000
Total			\$25,000

(Southern is committed to \$25,000 of annual advertising spend until enplanement goals are met.)

Hot Springs Proposal

	OPTION A C-208*	OPTION B C-208*	OPTION C PC-12	OPTION D C-208* PC-12
Weekly Round Trips				
HOT-DFW	18	14	18	14
HOT-MEM	-	4	-	4
Total	18	18	18	18
Operating Revenues				
HOT-DFW	\$567,000	\$450,249	\$567,000	\$450,249
HOT-MEM	-	\$131,497	-	\$131,497
<i>Total Operating Revenues</i>	<i>\$567,000</i>	<i>\$581,746</i>	<i>\$567,000</i>	<i>\$581,746</i>
Operating Expenses				
Flying Operations	\$925,522	\$958,426	\$889,074	\$917,937
Fuel and Into Plane	\$535,784	\$547,235	\$449,973	\$468,338
Maintenance	\$677,186	\$666,529	\$745,106	\$743,806
Aircraft	\$507,934	\$507,934	\$811,527	\$811,527
Indirect	\$463,896	\$464,175	\$467,435	\$467,888
<i>Total Operating Expenses</i>	<i>\$3,110,321</i>	<i>\$3,144,299</i>	<i>\$3,363,116</i>	<i>\$3,409,496</i>
Operating Loss	\$2,543,321	\$2,562,553	\$2,796,116	\$2,827,750
Profit Element (5%)	\$155,516	\$157,215	\$168,156	\$170,475
Compensation Required	\$2,698,837	\$2,719,768	\$2,964,271	\$2,998,225
Compensation per Pax	\$300	\$286	\$329	\$316
Compensation per Departure	\$1,464	\$1,475	\$1,608	\$1,626
Annual Seats	16,596	16,596	16,596	16,596
Annual Passengers	9,000	9,500	9,000	9,500
Load Factor	54%	57%	54%	57%
Departures	1,844	1,844	1,844	1,844
Average Fare	\$63	\$61	\$63	\$61
Completion Factor	98.50%	98.50%	98.50%	98.50%
Compensation Required Year 1	\$2,698,837	\$2,719,768	\$2,964,271	\$2,998,225
Compensation Required Year 2	\$2,766,308	\$2,787,762	\$3,038,378	\$3,073,181
Compensation Required Year 3	\$2,835,466	\$2,857,456	\$3,114,338	\$3,150,010
Compensation Required Year 4	\$2,906,353	\$2,928,892	\$3,192,196	\$3,228,761

(*) Southern Airways reserves the right to substitute a PC-12 on any C-208 option.