ESSENTIAL AIR SERVICE AT

Johnstown, Pennsylvania

UNDER 49 U.S.C. § 41731 ET SEQ.

BY ORDER 2020-5-11 | DOT-OST-2002-11451

Proposal to Provide Subsidized Essential Air Service

By Order 2020-5-11, the Department requested proposals from carriers interested in providing Essential Air Service to Johnstown, Pennsylvania. Pursuant to that Order, Southern Airways Express LLC ("Southern") cordially submits this proposal.

Correspondence with regard to this document should be addressed to:

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America's Most Reliable Commuter Airline

SOUTHERN





Southern Airways Express hereby offers a proposal to become the air service provider at the Johnstown-Cambria County Airport. The proposal is for a period of two 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.



"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. In just the mid-Atlantic region, Southern has 8 aircraft, 30 pilots, and 13 mechanics.

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.



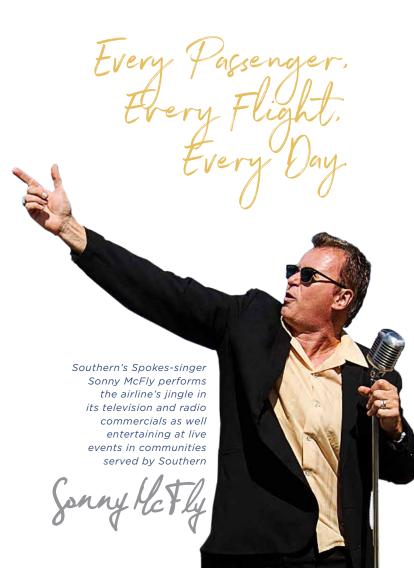
FACEBOOK.COM/IFLYSOUTHERN

INSTAGRAM.COM/FLYSOUTHERN

PINTEREST.COM/IFLYSOUTHERN

TWITTER.COM/IFLYSOUTHERN

YOUTUBE.COM/USER/IFLYSOUTHERN



Southern AirwaysBy the Numbers

218 Daily Departures
30,000 Monthly Passengers
490 Employees
200 Pilots
35 Aircraft

36 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 HAWAI'I:

Hana Kapalua

Kalaupapa Lāna'i City

Molokai Waimea-Kohala

Kona

IN THE MID-ATLANTIC:

Altoona, Penn.

Bradford, Penn.

DuBois, Penn.

Lancaster, Penn.

Morgantown, W.Va.

10 HUB/FOCUS CITIES:

Baltimore New York City

Dallas Memphis

Honolulu Nantucket

Kahului Palm Beach

Los Angeles Pittsburgh

IN NEW ENGLAND

Boston/Norwood, Mass

Hyannis, Mass.

Providence, R.I.

IN NEW YORK

East Hampton

Montauk

Shelter Island



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.

amadeus





MAJOR GLOBAL DISTRIBUTION SYSTEMS:

Sabre Amadeus Worldspan Galileo Travelport Apollo

MAJOR ONLINE TRAVEL AGENCY WEBSITES:

Expedia
Travelocity
Orbitz
Kayak
Priceline
Cheaptickets

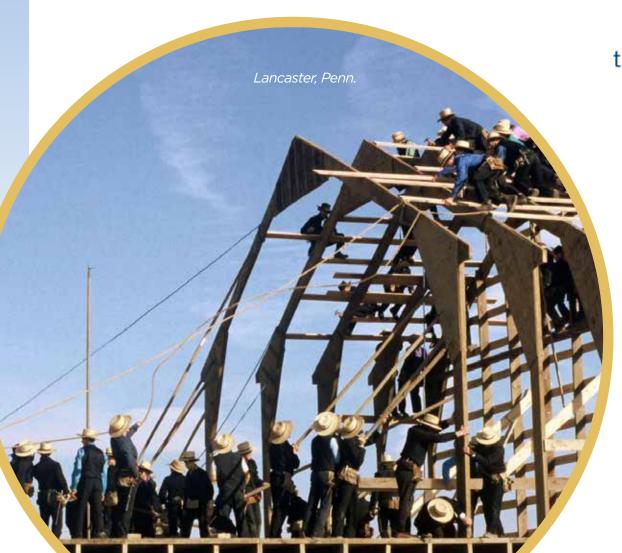












Southern's interline partner, American Airlines.

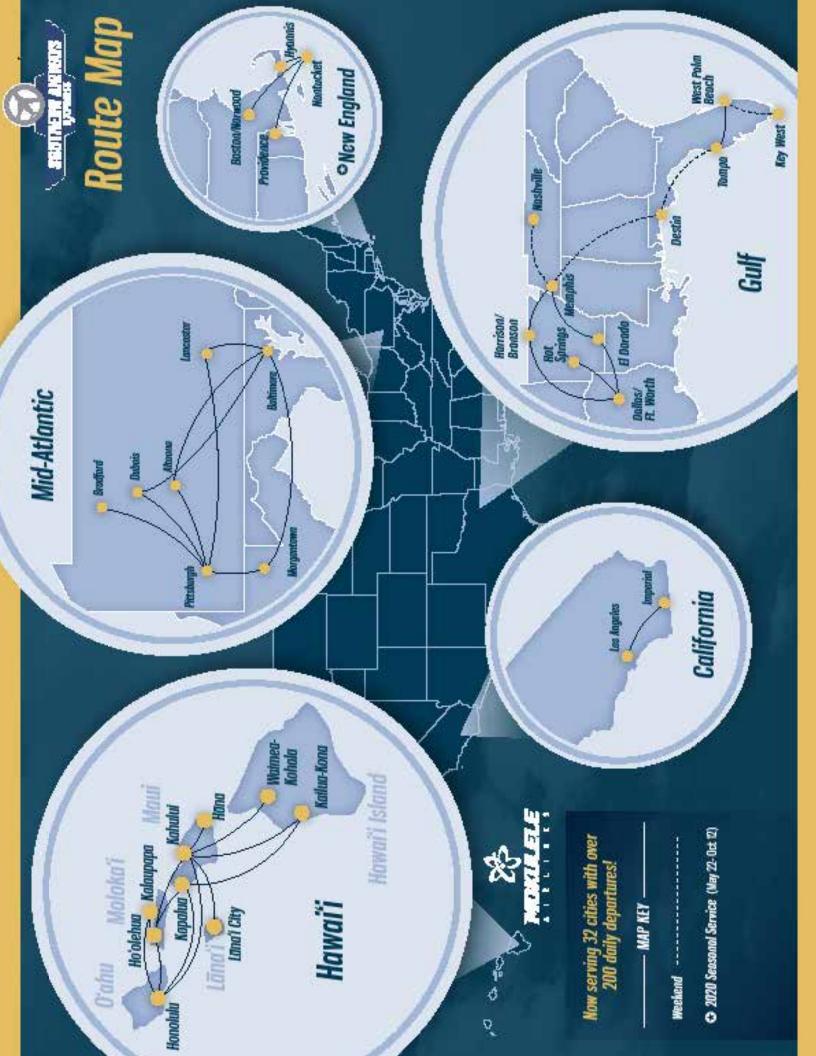
In spring 2018, Southern Airways became an interline partner of American Airlines. This means that traveling from the hometown airport to any American Airlines destination now tops any other air travel option.







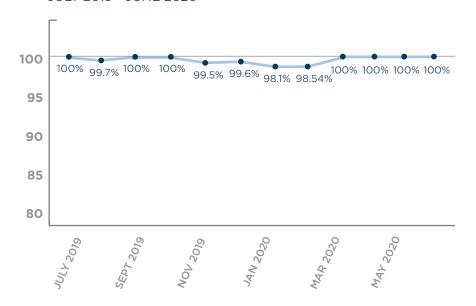




Consistency in the Marketplace

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.

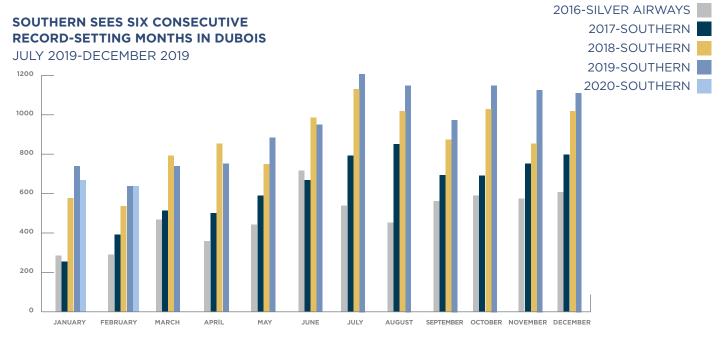
EAS TWELVE MONTH TRAILING CONTROLLABLE COMPLETION JULY 2019 - JUNE 2020



APRIL 2019					
CONTROLLABLE COMPLETITION			ON-TIME ARRIVALS		
Hawaiian	99.7%		Mokulele	94.0%	
Southern	99.6%		Hawaiian	88.3%	
Mokulele	99.5%		Southern	82.1 %	
Delta	99.3%		Delta	<i>71.7%</i>	
United	97.7%		United	<i>69.6%</i>	
American	<i>97.2%</i>		American	<i>65.7%</i>	

CONTROLLA	M.A BLE COMPLE	XY 2019 Tition	ON-TIME ARRIVAL	S
Southern	99.9%	Mokulel	e 93.7%	
Hawaiian	99.7%	Hawaiia	n 88.6%	
Delta	<i>99.0%</i>	Delta	86.4 %	
Mokulele	98.9 %	Souther	n 86.0 %	
United	96.6%	United	<i>77.8%</i>	
American	95.9 %	America	n 77.7%	





DUBOIS, PA 2019 Highest passenger counts in eight years.

ADDITIONAL ACCOMPLISHMENTS

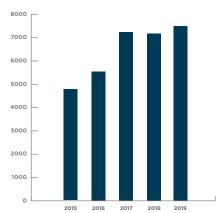
BRADFORD, PA 2016 & 2019; Respectively, the two best enplanement years in the last eleven.

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

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, PAHighest 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 fight 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.





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 Northeast

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.



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/Broadca	st \$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 Ev	ent \$4,000
Total			\$25,000

Johnstown Proposal

	OPTION A	OPTION B	OPTION C	OPTION D
Weekly Round Trips				
JST-PIT	12	12	-	30
JST-PHL	-	18	12	-
JST-WAS	18	-	18	-
Total	30	30	30	30
Operating Revenues				
JST-PIT	\$218,374	\$218,374	\$0	\$481,000
JST-PHL	\$0	\$513,184	\$342,316	\$0
JST-WAS	\$407,008	\$0	\$407,008	\$0
Total Operating Revenues	\$625,382	<i>\$731,558</i>	<i>\$749,324</i>	\$481,000
Operating Expenses				
Flying Operations	\$1,293,373	\$1,434,109	\$1,379,400	\$1,050,626
Fuel and Into Plane	\$420,919	\$473,466	\$519,405	\$325,816
Maintenance	\$609,037	\$722,135	\$774,062	\$474,732
Aircraft	\$460,949	\$460,949	\$460,949	\$460,949
Indirect	\$370,764	\$373,679	\$374,051	\$366,013
Total Operating Expenses	\$3,155,041	\$3,464,339	\$3,507,867	\$2,678,136
Operating Loss	\$2,529,659	\$2,732,781	\$2,758,543	\$2,197,136
Profit Element (5%)	\$157,752	\$173,217	\$175,393	\$133,907
Annual Seats	27,666	27,666	27,666	27,666
Annual Passengers	14,750	14,750	14,750	13,000
Load Factor	53%	53%	53%	47%
Departures	3,074	3,074	3,074	3,074
Average Fare	\$42	\$50	\$51	\$37
Completion Factor	98.50%	98.50%	98.50%	98.50%
Compensation Required Year 1				
(With Southern retaining current cities*)	\$2,287,412	\$2,505,998	\$2,533,936	\$1,931,043
Compensation Required Year 1				
(If Southern loses one or more cities)	\$2,687,412	\$2,905,998	\$2,933,936	\$2,331,043
Compensation Required Year 2	\$2,754,597	\$2,978,648	\$3,007,285	\$2,389,319
Compensation per Pax				
(With Southern retaining current cities*)	\$155	\$170	\$172	\$149
Compensation per Departure				
(With Southern retaining current cities*)	\$744	\$815	\$824	\$628
Compensation per Pax				
(If Southern loses one or more cities)	\$182	\$197	\$199	\$179
Compensation per Departure				

^{*}Scale Retention Incentive: Because Southern is able to operate more efficiently with multiple airports in a single footprint, we are offering a discount of \$200,000 per year, taken fully in Year One, if Southern retains service at AOO, BFD, DUJ, and MGW.