ESSENTIAL AIR SERVICE AT

Tupelo, Mississippi

UNDER 49 U.S.C. § 41731 ET SEQ.

BY ORDER 2020-1-6 | DOT-OST -2009-0305

Proposal to Provide Subsidized Essential Air Service

By Order 2020-1-6, the Department requested proposals from carriers interested in providing Essential Air Service to Tupelo, Mississippi. 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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(901) 672-7820 s.little@iflysouthern.com

America's Most Reliable Commuter Airline

SOUTHERN





Southern Airways Express hereby offers a proposal to become the air service provider at the Tupelo Regional Airport. The proposal is for a period of two years.

The Southern Story

Southern Airways was born out of necessity. When Delta Air Lines de-hubbed Memphis, a vacuum in air travel was created in the Mid-South. Most of the popular non-stop destinations that residents of the metro area had enjoyed for years were no longer offered. Southern took flight in 2013 and became the preferred method of travel for leisure travelers commuting to the Florida Gulf Coast and for some of the area's most affluent business travelers. Providing affordable, high-touch, first class, charter-style service to passengers who had given-up on short-haul air travel (and instead turned to the automobile) became the model upon which Southern built its reputation. In short, Southern Airways has a proven track record of putting people on airplanes.

Southern Airways acquired Sun Air Express in 2016 and quickly began to transform the two air service providers into one dynamic airline. Sun Air Express operated Essential Air Service routes in and around the

Commonwealth of Pennsylvania. Sun was outsourcing half of its flights to Mokulele Airlines and operated its East Coast hub at Washington-Dulles. Southern's first objectives were to move all flight operations in-house and to transition the East Coast flights to the more user-friendly Baltimore-Washington International Airport.

Now, almost four years, Southern Airways Corporation has acquired Mokulele Airlines. This acquisition doubled the size of the company. With Southern Airways Express operating in the contiguous 48 states and Mokulele Airlines operating in the Hawaiian Islands, Southern Airways Corporation has become one of the most dominant players in the commuter airline industry.

By capitalizing on scale in specific geographical areas, Southern has shown significant gains at the hometown airports and growth at hubs along the way. Southern is now the largest commuter carrier in the 50 states.



"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 becomes tremendously more attainable with 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, sustained growth in its two original 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. Southern's Gulf base in Memphis has spare planes, reserve pilots, and a full maintenance staff to provide support for this service.

ABOUT THE SOUTHERN AIRCRAFT

Southern intends to continue its 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. Only the Cessna Caravan has an acquisition cost and a cost of operation affordable enough to guarantee a "hot spare" based in Tupelo. Other turbine aircraft are just too costly to keep spares idle on a ramp. Basing a more costly spare aircraft at TUP would lead to an unnecessary increase in the amount of subsidy required for the route. With the Caravan, Tupelo receives the most reliable 9-seat aircraft in the history of aviation and a "ready-spare" to serve as a back-up plane when needed..

Despite the proven success of the Caravan, Southern still retains Piper Chieftains that can be used for any city requiring twin engines.

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.

Of more than 60,000 scheduled flights since November of 2017, Southern has cancelled less than 20 flights due to crew availabilty.

As other commuter airlines struggle to become fully staffed, or perhaps worse yet, wishfully and stubbornly believe that they are somehow immune to the pilot shortage, Southern has already invested in a permanent solution.



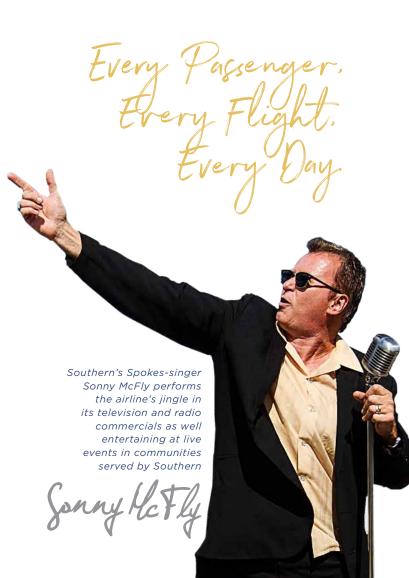
FACEBOOK.COM/IFLYSOUTHERN

INSTAGRAM.COM/FLYSOUTHERN

PINTEREST.COM/IFLYSOUTHERN

TWITTER.COM/IFLYSOUTHERN

YOUTUBE.COM/USER/IFLYSOUTHERN



Southern AirwaysBy the Numbers

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

32 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, Calif.

IN HAWAI'I:

Hana

Kapalua

Kalaupapa

Lāna'i City

Molokai

Waimea-Kohala

IN THE MID-ATLANTIC:

Altoona, Penn.

Bradford, Penn.

DuBois, Penn.

Lancaster, Penn.

Morgantown, W.Va.

10 HUB/FOCUS CITIES:

Baltimore Los Angeles

Dallas Memphis

Honolulu Nantucket

Kahului Palm Beach

Kona Pittsburgh

IN NEW ENGLAND

Hyannis, Mass.

Norwood, Mass.

Providence, R.I.



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

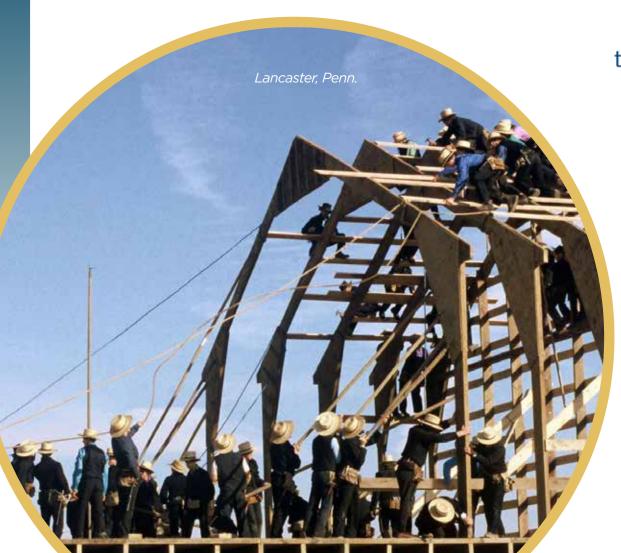












Southern's interline partner, American Airlines.

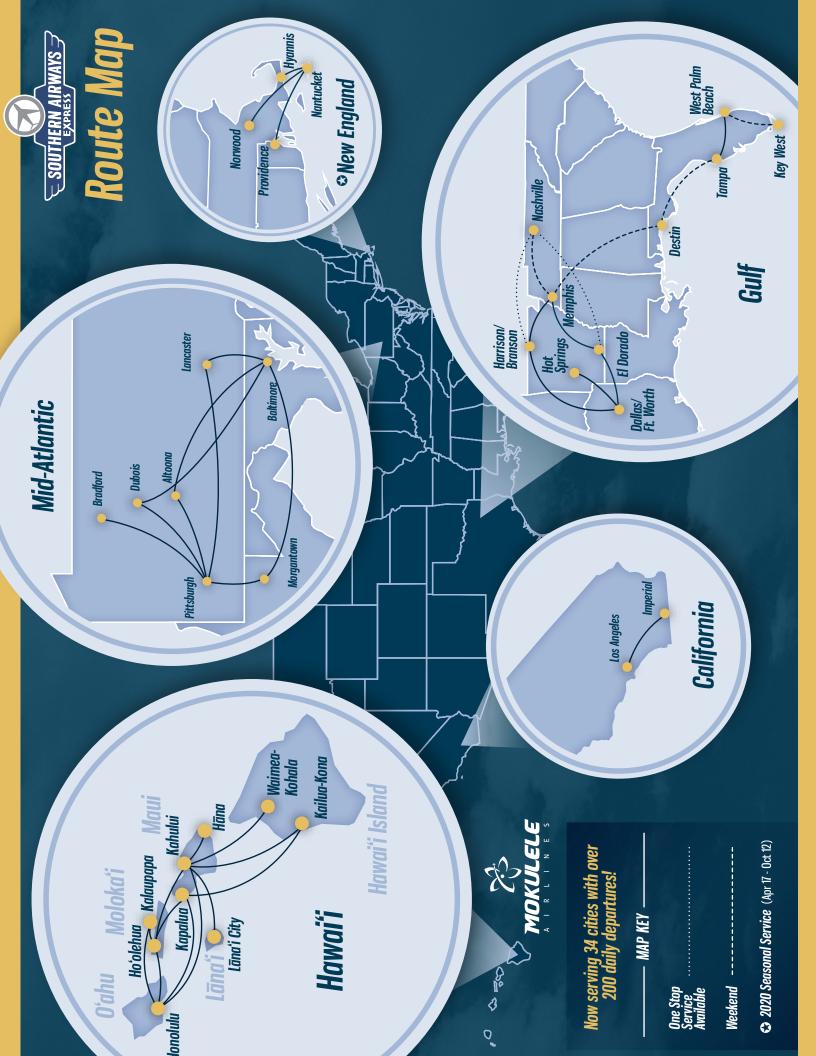
In spring 2018, Southern Airways became an interline partner of American Airlines. This means that traveling from the hometown airport to any American Airlines destination now tops any other air travel option.









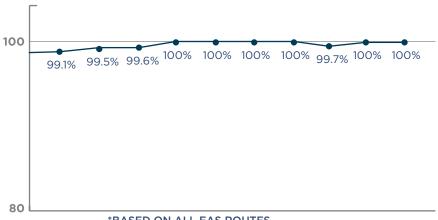


Consistency in the Marketplace

Southern has been one of the topperforming 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 recent months.

TEN MONTH TRAILING CONTROLLABLE COMPLETION

JANUARY 2019 - OCTOBER 2019



*BASED ON ALL EAS ROUTES

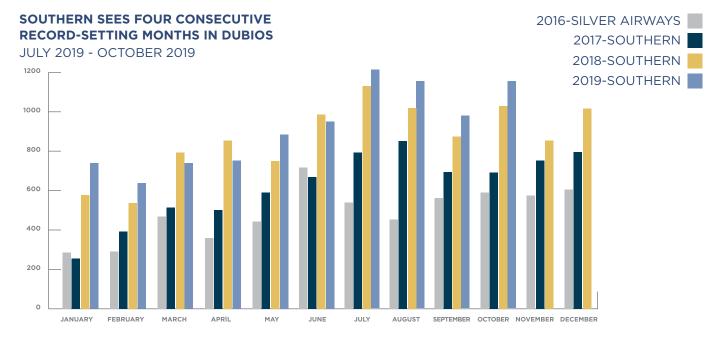
	Δ	PRIL 2019	9	
CONTROLLA	BLE COM	PLETITION	ON-TIME AR	RIVALS
Hawaiian	99.7%		Mokulele	94.0%
Southern	99.6%		Hawaiian	<i>88.3</i> %
Makulala	00 50/		Couthorn	0 1 10/

Hawaiian	<i>99.7%</i>	Mokulele	94.0%
Southern	99.6%	Hawaiian	<i>88.3%</i>
Mokulele	99.5%	Southern	82.1%
Delta	99.3%	Delta	<i>71.7%</i>
United	<i>97.7%</i>	United	<i>69.6%</i>
American	<i>97.2%</i>	American	<i>65.7%</i>

MAY 2019 CONTROLLABLE COMPLETITION ON-TIME ARRIVALS

Southern	99.9%	Mokulele	93.7%
Hawaiian	<i>99.7%</i>	Hawaiian	88.6 %
Delta	<i>99.0%</i>	Delta	86.4 %
Mokulele	<i>98.9%</i>	Southern	<i>86.0%</i>
United	<i>96.6%</i>	United	<i>77.8%</i>
American	<i>95.9%</i>	American	<i>77.7%</i>





DUBOIS, PA 2017 Passenger loads were 27% higher than Silver Airways in the previous year (even more impressive considering Silver operated nearly double the seats as Southern).

ADDITIONAL ACCOMPLISHMENTS

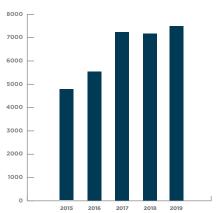
BRADFORD, PA 2016 & 2019; Respectively, the two best emplanement years in the last nine.

MORGANTOWN, WV Four consecutive months of record-setting passenger counts for Southern. (July 2019 - October 2019).

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 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 transitioned all remaining thirdparty passenger handling vendors to inhouse employees. This allowed for direct control over the level of customer service at the hometown airports.
- Southern increased its call center and customer service center to 24 hours per day.
- Southern and local airport directors have collaborated to create tailored mediabuying campaigns designed to market the air service connectivity from the hometowns to the hubs.

NEXT STEPS

Now that Southern is operating with extra maintenance reserves, aircraft will begin an aggressive rotation through the contracted paint shop to receive the official livery. The entire conformity process is estimated to be completed in twelve months.











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 perferred 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	Regional Billboard	Billboard	\$4,000
Proposed	Local Radio	Radio	\$5,000
Proposed	Local Cable/Broadcast TV	Cable	\$3,000
Proposed	Enhanced Digital	Digital	\$3,000
Proposed	Community Sponsorships	Chamber, CVB,	Etc \$3,000
Proposed	Customer Appreciation Party	Live Airport Eve	ent \$4,000

Total \$25,000

Tupelo Proposal

Weekly Round Trips TUP-ATL 24 18 - TUP-BNA 12 18 36 Total 36 36 36 Operating Revenues TUP-ATL \$1,142,048 \$856,769 \$0 TUP-BNA \$474,626 \$711,554 \$1,423,107 Total Operating Revenues \$1,616,675 \$1,568,322 \$1,423,107 Operating Expenses Flying Operations \$1,957,005 \$1,840,005 \$1,807,662 Fuel and Into Plane \$1,242,999 \$1,179,740 \$989,756 Maintenance \$1,210,897 \$1,152,055 \$975,339 Aircraft \$604,442 \$604,442 \$604,442 Indirect \$389,038 \$386,297 \$382,594 Total Operating Expenses \$5,404,381 \$5,162,539 \$4,759,792 Operating Loss \$3,787,706 \$3,594,217 \$3,336,685 Profit Element (5%) \$270,219 \$258,127 \$237,990
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Operating Loss \$3,787,706 \$3,594,217 \$3,336,685
Profit Element (5%) \$270,219 \$258,127 \$237,990
Compensation Required \$4,057,925 \$3,852,344 \$3,574,675
Compensation per Pax \$140 \$133 \$123
Compensation per Departure \$1,100 \$1,045 \$969
Annual Seats 33,192 33,192 33,192
Annual Passengers 29,043 29,043 29,043