

**CITY OF SAN ANTONIO
INTERDEPARTMENTAL MEMORANDUM
PARKS AND RECREATION DEPARTMENT**

TO: Mayor and City Council

FROM: Malcolm Matthews, Director, Parks and Recreation Department

THROUGH: Terry M. Brechtel, City Manager

COPIES: Christopher J. Brady; Finance; Management and Budget; City Attorney's Office; File

SUBJECT: Authorizing Negotiation of an Contract for Operation of the Tower of the Americas

DATE: March 4, 2004

SUMMARY AND RECOMMENDATIONS

This ordinance authorizes the negotiation of a fifteen (15) year license agreement for operation of the Tower of the Americas.

Staff recommends approval of this ordinance and to negotiate the license agreement with Landry's Restaurants, Inc.

BACKGROUND INFORMATION

During a City Council B Session on March 13, 2003, City staff briefed the City Council on issues facing the Tower of the Americas. The need for major capital improvements, the pending January 1, 2004 expiration date of the current restaurant concession agreement, and the possibility of combining the restaurant and observation level operations into one management operation were each part of the report. City Council authorized issuing a Request for Proposals (RFP) for operating the entire facility, extending the restaurant concession agreement to allow time for this process, and coordinating scheduled City capital improvements with any improvements proposed by the concessionaire. (Subsequently, the Tower of the Americas was included in the 2003-2007 Bond Issue in the amount of \$1.6 million for infrastructure renovations.)

It was determined that a hospitality industry consultant was needed to assist with the RFP process, including development of the RFP, solicitation of public input, evaluation of the submitted proposals and negotiation of the final operating agreement. A Request for Qualifications (RFQ) was advertised and Fessel International Hospitality Consultants was selected to perform these services through Ordinance 97880 on June 26, 2003. On December 4, 2003, the present license agreement with Tower Foods, Inc. for the restaurant operation was extended until August 31, 2004, with a month-to-month allowance thereafter.

An RFP, including evaluation criteria, was approved by City Council on October 16, 2003, for operation of the Tower of the Americas restaurant, parking lot, observation level and ground level. The RFP was released on October 28, 2003. It was advertised in the Wall Street Journal, National Restaurant News, San Antonio Express-News and San Antonio Business Journal. The RFP was posted on the City's website, where it received 717 data requests. In addition, City staff mailed packets to 54 restaurant and entertainment operators, based upon requests received.

City staff held a pre-proposal conference and facility tour on December 4, 2003 and 31 persons attended. In addition, a second tour of the Tower was conducted on December 16, 2003 and 9 persons attended. On January 9, 2004, the date that the RFPs were due, three vendors submitted proposals for consideration, including Landry's Restaurants, Inc., Tower Foods, Inc. and Cochrane Enterprises. The proposal from Cochrane Enterprises did not meet the RFP criteria and it was deemed non-responsive and was not considered further.

The City staff established an evaluation committee, which included the following representatives from the listed City departments and organizations:

Marco Barros, San Antonio Area Tourism Council
Chris Brady, City Manager's Office
Ben Brewer, San Antonio Downtown Alliance
Ramiro Cavazos, Economic Development Department
Malcolm Matthews, Parks and Recreation Department
Milo Nitschke, Finance Department
Michael Sawaya, Convention Facilities Department
Melvin Tennant, Convention and Visitors Bureau
Melissa Vossmer, City Manager's Office

On January 14, 2004, the evaluation committee and consultant finalized questions for clarification which were issued to both firms. Tower Foods, Inc. and Landry's Restaurants, Inc. provided 30 minute presentations to the evaluation committee on January 27, 2004 and the committee assigned scores to the evaluation criteria, based upon both the written proposals and the verbal presentations. Following the presentations, additional clarification questions requiring formal responses were sent. Responses were received on February 2, 2004.

On February 19, 2004, during the City Council B Session, staff presented the RFP process to the City Council and the two proposers made 20 minute presentations. Staff summarized the evaluation of the proposals, based on criteria established in the RFP. The evaluation criteria, and the points allocated to each, are outlined below:

<u>Criteria</u>	<u>Points</u>
A. Quality of Proposal	
Excitement and Originality	12
Realistic Goals & Initiatives	6
Marketing Plan	6
Price Strategy	6

B. Background and Capability	
Business History	10
Relevant Experience & Reputation	10
Financial Capacity to Execute Plan	10
C. Proposed Economic Terms	
Capital Investment & Timeline	10
Financial Consideration	10
D. SBEDA	
Local Business Enterprise	10
Disadvantaged Business Enterprise	5
SBEDA Compliance	<u>5</u>
Total	100

Staff reported the numerical scores derived for the two (2) proposals by the evaluation committee, based on the above criteria. Details are shown in **Exhibit 1**. Overall ratings are as follows:

<u>Proposer</u>	<u>Score</u>
Landry's Restaurants, Inc.	75.2
Tower Foods, Inc.	63.9

During the B Session, members of the City Council asked questions of staff and the proposers. At the direction of City Council, follow up questions were sent to both proposers in order to document final clarification responses in writing. Responses were received on February 26, 2004. The responses have been attached as **Exhibit 2**.

Based on the above criteria and the evaluation committee's recommendations, City staff recommends that the City Council authorize staff to begin contract negotiations with Landry's Restaurants, Inc. for the development, operation and maintenance of the Tower of the Americas, to be completed within 60 days (by May 3, 2004). City Council action at a later date will be required to award a contract.

POLICY ANALYSIS

The issuance of the RFP for operation of the City's Tower of the Americas was part of a recommendation to the City Council during a B Session on March 13, 2003. The RFP evaluation criteria were presented to City Council during an A Session on October 16, 2003 and a B Session on October 23, 2003. This RFP was developed and issued by City staff, following all the standard City criteria for such actions.

FISCAL IMPACT

Landry's Restaurants, Inc. has committed to a facility investment of \$9,025,000.00 in the first contract year. Tower Foods, Inc. has committed to a facility investment of \$6,995,000 over a three year period. Details regarding financial consideration are shown on **Exhibit 3**.

As identified in the RFP responses, the operator will be responsible for most capital, operational, maintenance and utility costs for operating the Tower of the Americas. The City will maintain some capital improvement functions related to the infrastructure to support communications equipment and utilities to the facility.

The impact to the City's General Fund in FY05 is dependent upon the actual length of time required for construction of all improvements, including the City's commitment of \$2,000,000 in bonds for infrastructure renovation. A reasonable downtime for the Landry's capital improvements of \$9,025,000, plus their completion of the City's additional \$2 million, would be approximately October 2004 through June 2005, leaving three months for revenue generation in FY05. Payment to the City under that scenario would equal approximately \$246,094.00 based on the prorated guaranteed annual minimum payment to the City by Landry's. The full guaranteed minimum payment of \$984,375.00 would be realized beginning in FY06.

The Tower Foods investment of \$5,495,000 in first year capital improvements, plus their completion of the City's additional \$2 million, would occur from approximately October 2004 through April 2005, leaving five months for revenue generation in FY05. Payment to the City under that scenario would equal approximately \$285,416.00 based on the prorated guaranteed annual minimum payment to the City by Tower Foods. (Construction on site under the Tower Foods proposal would continue in phases in years two and three.) The full guaranteed minimum payment of \$685,000.00 would be realized beginning in FY06. The City would need to secure a performance bond extension, or equal, to ensure completion of the capital improvements during years two and three.

Summary of Anticipated Revenue

	Landry's	Tower Foods
FY05	\$246,094 (3 months)	\$285,416 (5 months)
FY06	\$984,375 (12 months)	\$685,000 (12 months)
15 Yr Total	\$14,765,625	\$10,275,000

With either proposal, there would be a General Fund expenditure savings of approximately \$800,000.00 beginning in FY05 in Tower facility operating costs as the result of operations transfer to the lessee. This amount would be reduced if the construction start on improvements is delayed past October 2004.

Assuming Landry's receives the contract, the City's operating expenditures and revenues in FY05 and FY06 are estimated as shown:

	Expenditures	Revenues	Net Revenue
FY05	\$200,000	\$246,094	\$46,094
FY06	\$200,000	\$984,375	\$784,375
15 Yr Total	3,000,000	\$14,765,625	\$11,765,625

COORDINATION

This RFP was coordinated with the City Attorney and the Departments of Economic Development, Asset Management and Finance.

SUPPLEMENTARY COMMENTS

An Ethics Ordinance Disclosure Statement from Landry's Restaurants, Inc. is attached.

ATTACHMENTS

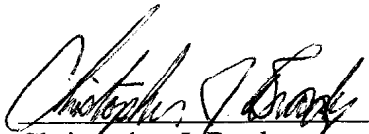
Exhibit 1 – Rating Criteria

Exhibit 2 – Clarification No. 3 (Questions/Responses following February 19, 2004 B Session)

Exhibit 3 – Financial Consideration

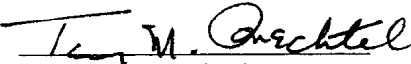


Malcolm Matthews,
Director of Parks and Recreation



Christopher J. Brady,
Assistant City Manager

Approved:



Terry M. Brechtel
City Manager

Exhibit 1 Rating Criteria

City Council Approved Evaluation Criteria

- A. Quality of Proposal (30 pts. maximum)
 - 1. Excitement and Originality (12 pts.)
 - 2. Goals are Realistic and Executable (6 pts.)
 - 3. Marketing Plan (6 pts.)
 - 4. Price Strategy (6 pts.)
- B. Operators Background and Capability (30 pts. maximum)
 - 1. Business History (10 pts.)
 - 2. Relevant Experience (10 pts.)
 - 3. Capacity to execute proposed plan (10 pts.)
- C. Evaluation of Proposed Economic Terms (20 pts. maximum)
 - 1. Capital Investment and Timeline (10 pts.)
 - 2. Ongoing Financial Consideration (10 pts.)
- D. SBEDA Compliance (20 pts. maximum)
 - 1. Local Business Enterprise (10 pts)
 - 2. Disadvantaged Business Enterprise (5 pts.)
 - 3. Compliance with SBEDA policy (5 pts.)

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A. Quality of Proposal Scoring Detail

	Max. Pts.	Landry's Rest. Inc.	Tower Foods, Inc.
Excitement and Originality	12	9.2	7.8
Landry's Restaurants, Inc: Complete renovation of restaurant level at \$1.5 million. Restaurant quality comparable to Signature Series, One food venue*, 1,500 s.f. retail space, 50 seat 4D theater ("Soaring Over Texas"); interactive kiosks, Comprehensive development plan			
Tower Foods, Inc: Upgrade of existing restaurant at \$600,000. Development of 3 food venues, bridge connecting to convention center, 40 seat 4D theater and interactive entertainment by Ripley's, 245 and 557 s.f. retail kiosks, General Development plan			

* See Exhibit 2 for clarification/revision

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Exhibit 1 Rating Criteria

A. Quality of Proposal Scoring Detail

	Max. Pts.	Landry's Rest. Inc.	Tower Foods, Inc.
Realistic Goals & Initiatives	6	5.4	4.3

Landry's Restaurants, Inc: Strong history in restaurant operations, Proposed restaurant sales of \$5 million is a 60% increase that is feasible if guest count projections are achieved. Retail plan is significant part of sales, operator has experience in retail in current operations. Significant attraction experience, proposed theater is of a size that can be accommodated at the ground level. The City will be assured a substantial early term investment, upgraded marketing, more interesting venues and early guarantees of increased revenue

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A. Quality of Proposal Scoring Detail (cont.)

	Max. Pts.	Landry's Rest. Inc.	Tower Foods, Inc.
Realistic Goals & Initiatives	6	5.4	4.3

Tower Foods, Inc: Long operational history at this location and proposed plan should be achievable, Sales estimates are realistic but restaurant investment level is low. Retail plan is a blend of souvenirs from Tower and ITC, sale estimates are feasible but lower due to a smaller space. Commitment to add a theater at ground level, proposed equity partner, Ripley's Entertainment.* As the Tower is upgraded in phases, revenue will gradually increase, sales are conservative and achievable.

* See Exhibit 2 for clarification/revision

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**Exhibit 1
Rating Criteria**

**A. Quality of Proposal
Scoring Detail**

	Max. Pts.	Landry's Rest. Inc.	Tower Foods, Inc.
Marketing Plan	6	3.7	3.3
Landry's Restaurants, Inc: Agrees to commit at least 2.5% of total gross sales toward Tower marketing and 2.5% of total gross sales towards Landry's cooperative advertising in regional and national media, such as monthly airline magazines. 15 Year estimated marketing budget: \$7,682,550			
Tower Foods, Inc: Commits to 5% of total gross sales only from elevator, food/beverage operations. Does not include parking, retail and entertainment revenue. 15 Year estimated marketing budget: \$4,397,500			

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**A. Quality of Proposal
Scoring Detail**

	Max. Pts.	Landry's Rest. Inc.	Tower Foods, Inc.
Price Strategy	6	3.4	3.2
Landry's Restaurants, Inc. <u>Restaurant:</u> One restaurant, no "tiered" price levels although proposed price levels are within norms for fine dining* <u>Entertainment and Access:</u> Separate price conditions; one for entertainment, one for Tower observation access. Consumer choice for one or both. No change in fees to access observation level from current charges of: Adult: \$4.00, Senior: \$3.00, Child: \$2.00* <u>Parking:</u> No change to current parking rates. \$5.00 per visit <u>Community Outreach:</u> Proposed group rate 10% off and reduced rate for SAISD Grades 1-6*			

* See Exhibit 2 for clarification/revision

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Exhibit 1
Rating Criteria

A. Quality of Proposal
Scoring Detail (cont.)

	Max. Pts.	Landry's Rest. Inc.	Tower Foods, Inc.
Price Strategy	6	3.4	3.2

Tower Foods, Inc.

Restaurant: Three restaurants at three different price points,
Entertainment and Access: One price level; consumers must purchase observation level and entertainment ticket at \$12.95 for access in Years 2-15. Year 1 price is \$10.45.
Parking: No change to parking rates. \$5.00 per visit
Community Outreach: Tower group rate of \$5.00 and reduced rate for "disadvantaged schools" \$2.50.*
 Unclear if any discounts apply to entertainment attractions*

* See Exhibit 2 for clarification/revision

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A. Quality of Proposal
Scoring Total

	Max. Pts.	Landry's Rest. Inc.	Tower Foods Inc.
Excitement & Originality	12	9.2	7.8
Realistic Goals & Initiatives	6	5.4	4.3
Marketing Plan	6	3.7	3.3
Price Strategy	6	3.4	3.2
Total	30	21.70	18.60

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**Exhibit 1
Rating Criteria**

**B. Background and Capability
Scoring Detail**

	Max. Pts.	Landry's Rest. Inc.	Tower Foods, Inc.
Business History	10	9.7	7.4

Landry's Restaurants, Inc: Strong Texas presence, 7 San Antonio restaurants with national, regional and local restaurant operations. 2 Restaurants on Riverwalk with experience in downtown San Antonio. Established history as a dining and entertainment destination developer.

Tower Foods, Inc: Affiliated with Frontier Enterprises, longtime San Antonio restaurant operator with multiple regional and local restaurants.
Tower restaurant operator since original construction and keenly familiar with facility and location.

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**B. Background and Capability
Scoring Detail**

	Max. Pts.	Landry's Rest. Inc.	Tower Foods, Inc.
Relevant Experience & Reputation	10	8.0	5.0

Landry's Restaurants, Inc: Significant restaurant, retail and entertainment experience, turn-key operator and professional management team focused on creating industry trends.

Tower Foods, Inc: Significant restaurant experience, no entertainment experience, proposed management team includes retention of Ripley's Entertainment to facilitate attraction development

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**Exhibit 1
Rating Criteria**

**B. Background and Capability
Scoring Detail**

	Max. Pts.	Landry's Rest. Inc.	Tower Foods, Inc.
Financial Capacity to Execute Proposed Plan	10	9.8	5.0

Landry's Restaurants, Inc: Current financial statements reflect sufficient capacity to easily fund proposed redevelopment plan.

Tower Foods, Inc: Current financial statements reflect marginal capacity to fund proposed redevelopment. Requires an equity partner for entertainment attractions. City has not received financial statements from Ripley's Entertainment.*

* See Exhibit 2 for clarification/revision

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**B. Background and Capability
Scoring Detail**

	Max. Pts.	Landry's Rest. Inc.	Tower Foods, Inc.
Business History	10	9.7	7.4
Relevant Experience & Reputation	10	8.0	5.0
Financial Capacity to Execute Proposed Plan	10	9.8	5.0
TOTAL	30	27.50	17.40

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**Exhibit 1
Rating Criteria**

C. Proposed Economic Terms Scoring Detail

Capital Investment and Timeline (10 pts. max.)

Proposed Facility Investment (7 Pts.)

	<u>Amount</u>	<u>Points</u>
Landry's Restaurants, Inc.	\$ 9,025,000	7.0
Tower Foods, Inc.	\$ 6,995,000	5.4

Proposed Timeline for Cap. Investment (3 Pts.)

	<u>Months</u>	
Landry's Restaurants, Inc.	9	3.0
Tower Foods, Inc.	30	2.3

Total Capital Investment and Timeline Points

Landry's Restaurants, Inc.	10.0
Tower Foods, Inc.	7.7 13

C. Proposed Economic Terms Scoring Detail

Ongoing Financial Considerations (10 Pts. Maximum)

Total Projected Sales (15 Year Term)

	<u>Amount</u>	<u>Points</u>
Landry's Restaurants, Inc.	\$ 153,651,000	
Tower Foods, Inc.	\$ 116,504,144	

Total Max. Rent to City (15 Years): Percentage Based (5 Pts.)

Landry's Restaurants, Inc.	\$ 22,119,150	5.0
Tower Foods, Inc.	\$ 19,167,294	4.3

Total Guaranteed Min. for 15 Years: (5 Pts.)

Landry's Restaurants, Inc.	\$ 14,765,625	5.0
Tower Foods, Inc.	\$ 10,275,000	3.9

Total Ongoing Financial Considerations Points

Landry's Restaurants, Inc.	10.0
Tower Foods, Inc.	8.2

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**Exhibit 1
Rating Criteria**

**C. Proposed Economic Terms
Scoring Detail**

	Max. Pts.	Landry's Rest. Inc.	Tower Foods, Inc.
Economic Terms			
Capital Investment & Timeline	10	10.0	7.7
Financial Consideration	10	10.0	8.2
TOTAL	20	20.0	15.9

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**D. SBEDA
Scoring Detail**

	Max. Pts.	Landry's Rest. Inc.	Tower Foods, Inc.
SBEDA			
Local Business Enterprise	10	6	10
Disadvantaged Business Enterprise	5	0	0
Compliance with SBEDA Policy	5	0	2
TOTAL	20	6	12

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Exhibit 1
Rating Criteria

Evaluation Criteria
Total Scoring

	Max. Pts.	Landry's Rest. Inc.	Tower Foods, Inc.
A. Quality of Proposal	30	21.7	18.6
B. Background/Capability	30	27.5	17.4
C. Economic Terms	20	20.0	15.9
D. SBEDA	20	6.0	12.0
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TOTAL	100	75.2	63.9

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Exhibit 2
Response to
Requests for Clarification No. 3

At the February 19, 2004 City Council B Session, a number of issues and questions were posed to both Landry's Restaurants, Inc. and Tower Foods, Inc. that resulted in the submission of Clarification No. 3. A request for responses was submitted to both proposers and was due February 26, 2004. Questions regarding discounts for observation level access, existing parking capacity and small businesses participation commitments were submitted to both proposers, with the remaining questions specific to each proposer.

Questions asked to Landry's Restaurants, Inc.

1. There was discussion regarding discounted rates for the public to access the observation level; please define, using the table below, rates, dates and time, and the proposed discounted fees to be made available. It is important that you be concise, accurate and do not include new rates or categories. This is an effort to clearly define the discounts already established in your original proposal and responses to subsequent requests for clarification. It is not intended that there be an allowance for additional entertainment charges for this access.

Landry's Restaurants, Inc. Response to Question No. 1:

Category	Normal Rate	Amount of Discount	Discounted Rate	Conditions
Adult	4.00	50% off	2.00	*
Child	2.00	50% off	1.00	*
Senior	3.00	50% off	1.50	*
Group	10% Off Normal Rate	50% off Normal Rate	50% off Normal Rate	*
Student	10% Off Normal Rate	50% off Normal Rate	50% off Normal Rate	*

***Conditions**

Discount rates occur every Monday and Tuesday from opening until 12:00 noon. Additionally the first Monday of each month we will extend the discount rate all day to include night time viewing.

Exhibit 2

2. In your proposal and presentation, you identified a reduced rate for students in the SAISD school district. Please detail how you intend to administer this program and its extension to other area school districts, if applicable (i.e. inside city limits, Bexar County, etc.).

Landry's currently offers reduced rates at our Downtown Aquarium and The Kemah Boardwalk for group visits from neighboring school districts. Landry's is committed to continuing these programs at The Tower of the Americas as outlined below. In addition we are receptive to suggestions that will help identify ways to increase access to the Tower experience.

School discount rates are as outlined in the previous question.

In order to continue the spirit of The Tower of The Americas we propose to extend the school group discount rate to include Bexar County school districts and other Texas school districts wishing to visit the Tower and learn about this symbol of cultural heritage.

3. Will Landry's commit to adding a "lower price" food venue at the base of the Tower?

Yes √ (please initial) (COSA: faxed response contains initials)

3A. If response to No. 3 is yes, identify approximate square footage and describe menu.

Approx. square footage: 1000 Interior 800 Exterior

Proposed Menu:

Proposed Base Level Sample Menu

Breakfast Foods

Breakfast Taco	\$2.49
Beignets (order of 3)	\$3.89
Assorted Muffins	\$2.59
Croissant	\$1.99
Assorted Bagels	\$1.69
Quiche	\$6.99

Served w/ homemade muffins and seasonal fruit

Snacks and Desserts

Tower Dog	\$3.49
Cinnamon Sticks	\$3.89
Pretzels (Jalapeno or Pizza	\$2.99
Churros	\$1.29
Assorted Cookies	\$1.29
Assorted Pies, Cakes, and Cheesecakes	\$4.99
Seasonal Cut Fruit	\$4.99
Whole Fruit	\$1.50
Cereal (in a box)	\$1.79
Chips	\$1.50
Biscotti	\$1.29

Exhibit 2

Sandwiches

Turkey BLT	\$6.49
Club	\$6.49
Chicken Salad	\$6.49

(All served with chips and a pickle spear)

Chicken Quesadillas	\$5.49
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Hot Beverages (non-alcoholic)

	Small	Large
Hot Chocolate	\$1.99	\$2.39
Coffee (fresh ground)	\$1.79	\$2.29
Espresso	\$1.89	\$2.49
Cappuccino	\$2.99	\$3.69
Latte	\$2.99	\$3.69
Mocha (white or dark chocolate)	\$3.09	\$3.99
Assorted Hot Tea by Tazo	\$1.89	
Flavored Syrups or whipped cream	\$.69	

Cold Beverages (non-alcoholic)

Icee	\$2.89
Bottled Water	\$2.50
Soft Drinks	\$1.99
Iced Tea	\$1.99
Fresh Squeezed Juice	\$2.50
Milk	\$1.79

Cold Beer

Budweiser	\$3.50
Bud Light	\$3.50
Miller Lite	\$3.50
Dos X Dark	\$3.75
Dos X Lager	\$3.75
Corona	\$3.75

Wine by the Glass

Chardonnay	\$4.75
Merlot	\$4.75
White Zinfandel	\$4.75

Prices subject to change with final approval.

4. Will Landry's commit to adding an "affordable" food venue on the Observation Level?

Yes √ (please initial) (COSA: faxed response contains initials)

Exhibit 2

- 4A. If response to No. 5 is yes, identify approximate square footage and describe menu.

Approximate square footage: 800

Proposed Observation Level Sample Menu

Snacks and Desserts

Tower Dog	\$3.49
Cinnamon Sticks	\$3.89
Pretzels (Jalapeno or Pizza)	\$2.99
Churros	\$1.29
Assorted Pies, Cakes, and Cheesecakes	\$4.99
Seasonal Cut Fruit	\$4.99
Chips	\$1.50

Sandwiches

Turkey BLT	\$6.49
Club	\$6.49
Chicken Salad	\$6.49

(All served with chips and a pickle spear)

Chicken Quesadillas	\$5.49
---------------------	--------

Hot Beverages (non-alcoholic)

	<u>Small</u>	<u>Large</u>
Hot Chocolate	\$1.99	\$2.39
Coffee (fresh ground)	\$1.79	\$2.29
Espresso	\$1.89	\$2.49
Mocha (white or dark chocolate)	\$3.09	\$3.99
Assorted Hot Tea by Tazo	\$1.89	
Flavored Syrups or whipped cream	\$.69	

Cold Beverages (non-alcoholic)

Bottled Water	\$2.50
Soft Drinks	\$1.99
Iced Tea	\$1.99
Fresh Juices	\$2.50
Milk	\$1.79

Prices subject to change with final approval.

5. Will the parking deck's 160 spaces be adequate to support the proposed Tower of the Americas operations?

Yes √ (please initial) (COSA: faxed response contains initials)

- 5A. If the response to No. 6 is no, summarize your firm's plans to provide adequate parking to support the proposed Tower of the Americas' operations.

Based on our development and operations experience, Landry's believes the existing capacity is adequate. Landry's will work with our civil engineer to develop the proposed parking area improvements and to maximize parking efficiency to the existing deck. Future HemisFair Park and convention center renovations and expansions will alter needed capacity. At that time Landry's will modify parking strategies by utilizing offsite parking for employees. If future

Exhibit 2

parking requirements are not able to be met by the existing parking deck, Landry's expects to work with the city to secure adequate parking.

6. Finally, clearly identify the anticipated small business/disadvantaged business participation in the planning, demolition, construction, staging, operations and maintenance of this project.

As stated in our RFP response, Landry's fully intends to comply with the requirements as defined by the SBEDA and the city of San Antonio. A complete plan and list of subcontractors that comply will develop as the final scope of work is defined and completed bid documents are available. The following companies have been approached regarding their participation in the Tower project.

Serna & Serna

Legal services

Sunland Group

Engineering, Management and
Architecture

OBC (Ozuna, Briones, Cueva)

Engineering and Consulting

NEI (Navales Enterprises, Inc.)

Construction, Maintenance and
Management

VIA Tech

Technology Integration and
Installation

Landry's will actively search for companies that are qualified to handle the following scopes of work and meet the City of San Antonio's SBEDA requirements.

Design Phase

Civil Engineering
Landscape Architecture
Architecture/ Planning
Lightning Design
Mechanical Engineering
Plumbing Engineering
Electrical Engineering
Structural Engineering

Construction Phase

Demolition

MEP Contractors
Asbestos and other inspection
specialist.
Construction waste disposal.

Construction

MEP Contractors
Site Contractors
Concrete Contractors
Steel Fabricators
Carpenters
Roofers
Interior/ Exterior finish contractors
Elevator Contractors

Maintenance

Landscape Maintenance
Facility Cleaning
Grease Trap Maintenance
Kitchen Equipment
Repair/Maintenance
Laundry Service
Mechanical, Electrical & Plumbing
Maintenance

Operations

Linen Service
Produce and product purchases
Retail Products

Exhibit 2

Questions Asked to Tower Foods, Inc.

1. There was discussion regarding discounted rates for the public to access the observation level; please define, using the table below, rates, dates and time, and the proposed discounted fees to be made available. It is important that you be concise, accurate and do not include new rates or categories. This is an effort to clearly define the discounts already established in your original proposal and responses to subsequent requests for clarification. It is not intended that there be an allowance for additional entertainment charges for this access.

Category	Normal ELEVATOR FEE	Amount of Discount	Discounted ELEVATOR FEE	Conditions
Adult	7.50	5.00	2.50	Attending with school groups.
Child	2.50	0.00	2.50	School groups
Senior	5.00	2.50	2.50	Attending with school groups
Group	5.00	0.00	5.00	Groups of 25 and larger, not school group
Student	N/A			Did not propose student rate

- 1A. In your proposal and presentation to City Council, you identified "disadvantaged" schools as eligible for certain discounts? Please provide your definition of a "disadvantaged" school and how this will be applied to the discounted rates identified above. Again, it is important that you be concise and accurate.

ANSWER:

Tower Foods intends to work with the City, civic groups, schools, and other public and charitable groups to provide an outreach effort.

The following are proposed discounts to certain groups:

Observation Deck: Groups of 25 or more adults will receive a discounted elevator pass at a price of \$ 5.00 each if a reservation has been made in advance. They will also receive one complimentary elevator pass for every 20 paid guests.

School Groups: The Elevator Fee (exclusive of entertainment elements) is \$2.50 for students in grades K-12 for admission to the observation level only.

A minimum of 15 students is required to receive this discounted rate. The student groups will be allowed one free teacher/escort elevator fee for every five paid students in the group. The School Field trip pricing is available Monday through Friday, from 10 a.m. to 11 p.m. (Student pricing is not available on weekends, holidays and from June 1 through August 31).

Exhibit 2

2. Verify the number and location of retail locations that are proposed?

NOTE: Original proposal (page 38) stated a "retail kiosk" would be located on the Observation Level with additional locations "if necessary;" however, Clarification No. 1 stated there would a 557 s.f. retail operation on the Ground Level and a 245 s.f. retail operation on the Observation Deck.

Please initial the correct response below:

One retail location: one (1) at ground level: _____ Total s.f.: _____

or one (1) at observation level: _____ Total s.f.: _____

Two retail locations one (1) at ground level: √ Total s.f.: 557

and one (1) at observation level: √ Total s.f.: 245

(COSA: faxed response contains initials)

ANSWER:

The Ground Level will be the main retail operation. The additional retail outlet on the observation level will provide an additional opportunity to sell souvenirs through the food and beverage kiosk.

3. Describe Ripley's Entertainment's roles regarding entertainment, retail, and any other operations at the Tower of the Americas for which they are proposed to be responsible. Include the anticipated percent of ownership in this project for Ripley's participation as an equity partner.

ANSWER:

Ripley's would operate the Observation Deck (Entertainment and Retail) and the non food venues on the ground level.

Ripley's is not an equity partner with Tower Foods, Inc. in the legal sense of the phrase. Ripley's will be a sub-contractor or sub-tenant depending on the nature of the agreement with the City.

4. Submit a copy of Ripley's Entertainment's audited financial statements for the three (3) most recent years and a credit report rating from Dunn and Bradstreet.

ANSWER:

Ripley's is a privately held company and does not disclose its financial statements to the public. Ripley's has agreed to provide to the City a letter from its auditors certifying to the Sales and Asset representations contained in its brochure. See Attached.

(COSA: Letter attached dated February 26, 2004 from Price Waterhouse Coopers, noted "Private and Confidential," stating total assets and shareholders equity for the year ended December 31, 2003)

Exhibit 2

5. What amount of Tower Foods' proposed \$6,995,000.00 capital investment will be provided by Ripley's Entertainment?

\$4,000,000 plus

ANSWER:

Ripley would make expenditures of not less than \$4,000,000 on the entertainment elements for the Tower of the Americas, including interactive stations to be located on the Observation Deck and a 4D Theater on the Ground Floor. Ripley would commit to spend \$2,500,000 in the first year followed by not less than \$1,500,000 in the next three years. It would be Ripley's intention to open the Observation Deck components in the first year of operation, the 4D Theater in year two, followed by the Exterior Skywalk Thrill Experience in year three.

The parties recognize that certain expenditures would be required to be spent on the infrastructure of the Tower of The Americas including the expansion of the Ground Floor. Based on the plan to be mutually agreed, Ripley would be responsible for paying for the elements that are directly related to its operations.

6. Will the parking deck's 160 spaces be adequate to support the proposed Tower of the Americas' operations?

Yes _____, No √ (Please initial) (COSA: faxed response contains initials)

6A. If the response to No. 6 is no, summarize your firm's plans to provide adequate parking to support the proposed Tower of the Americas' operations.

ANSWER:

The 160 parking spaces the City intends to provide will not be adequate to meet the needs of the facility. Tower Foods, Inc. intends to continue its arrangement with the Institute of Texan Cultures to lease additional parking space.

7. Provide an attachment with a timeline identifying commencement of each entertainment operation (phase) at the Tower of the Americas.

Tower Foods, Inc. intends to have the following entertainment attractions operational at the commencement of operations:

PHASE I

1. Three (3) Interactive Station Zones located on the Observation Deck consisting of the "Building on the History Area, Life in San Antonio Area and the View Zone Area including design, fabrication and installation.
2. Two (2) interactive Kiosks on the Ground Level including hardware and software –
3. Four (4) Leaning Photo Assist Stations on the Ground Level.
4. Four (4) Big View Stations on the Observation Level including one large flat screen and two touch screens per station including the 'regular' view photo panoramic, and the 'Vista View' interactive per station including hardware and software development.
5. One (1) 'Arm Chair Daredevil' interactive on the Ground Level, including hardware and software development.

Exhibit 2

6. BGM sound system for the entire Tower experience including design, installation – Exterior Observation Deck improvements including removing the existing wire cage, and replacing with glass.
7. One (1) Walk Around Character including design development and fabrication –
8. Equipment wire (fiber optic) and Racks to control all elements including design supply and installation.
9. Interactive Theater: Completion of construction of Interactive Theater space on the Ground Level including architectural improvements.

PHASE II

1. Interactive Theater: Software development, film presentation, hardware, 4D seats, etc. for the Pre-show, Main Theater and Post-show interactive area.
2. Four (4) new Bridge monitors including hardware and software
3. Phase Two of the Big View Interactive Stations by adding the 'Land-scope' (cameras mounted on the roof of the Tower that guests can manipulate and zoom into landmarks on the horizon) including interface with existing stations, hardware and software development
4. 'I' of the Tower interactive station located on the Observation Deck (allowing guests to take their own picture from a far while they stand on the Observation Tower including hardware and software development
5. 'Zoom Scope' located on the Observation Tower (allowing guests to view other portions of San Antonio's Tourist resources)

PHASE III

1. 'Roof Top Edge Walk' located on the Observation Deck as well as the roof of the Tower including design, research, fabrication, installation and architectural upgrades for access – estimated capital cost place holder

8. Is Chef Mark Bliss under contract with Tower Foods to provide support for the Tower of the Americas for a specific length of time?

Yes ✓ No _____ (Please initial) (COSA: faxed response contains initials)

8A. If the response to No. 8 is yes, identify the length of time and conditions for termination by either party

ANSWER:

The compensation arrangement with Mr. Bliss is in the top 1% of executive chefs in the nation, and he has indicated a long term commitment to our organization. However, the agreement with Mr. Bliss is terminable at will by either party.

9. How will years 2 and 3 construction impact the general operations of the Tower at all its levels?

Tower Foods, Inc. intends that all improvements to the facility will be complete upon the commencement of Operations, which is scheduled for February, 2005. The additional investment proposed for years 2 and 3 will be applied to added entertainment attractions that will not involve major construction and will not be disruptive to on-going operations. There will be no "down time" for any of the

Exhibit 2

Tower operation. It is the goal to add enhancements to the attraction venues over time to create excitement and draw additional visitors, including return patrons.

10. **Finally, clearly identify the anticipated small business/disadvantage business participation in the planning, demolition, construction, staging, operations and maintenance of this project.**

ANSWER:

Tower Foods, Inc. has contacted a number of persons regarding opportunities to participate as subcontractors in connection with the operation of the venues in the Tower of the Americas. In this regard, Tower Foods, Inc. will, in good faith, solicit certified MBE-WBE-AABE-SBE's for such opportunities and for the various trades that will be involved with the construction of improvements, and the upgrades of the mechanical and other systems requiring modifications or additions.

Tower Foods, Inc. will use best efforts to achieve a sixty percent (60%) or more participation in the contracts for the work to be performed on the Tower of the Americas by certified MBE-WBE-AABE-SBE's.

As part of this effort, Tower Foods, Inc. will undertake some of the following initiatives:

Post bid sets at up to ten locations in Bexar County where SWMBE's and General Contractors are likely to identify bidding opportunities.

Make direct contact with organizations such as the Hispanic Contractors Association, The San Antonio Hispanic Chamber, and similar groups.

Contact eligible businesses to encourage their responding to the request for bids, or teaming with a General Contractor as a sub-contractor.

Notify all prospective bidders that we can provide a list of possible SWMBE businesses that they may wish to explore as possible team members.

Record all contacts and report a summary of actions and results at the end of the bidding process.

Refer those with a need for additional assistance to City of San Antonio Small Business Development office.

Exhibit 3
Financial Consideration

Proposal Specifics:
Total Capital Investment

Landry's Restaurant's Inc.

Tower Foods Inc.

\$9,025,000

\$6,995,000

1 Year CIP Program

3 Year CIP Program

Facility Improvements:
\$5,025,000

Entertainment Improvements:
\$4,000,000

Facility Improvements:
\$2,995,000

Entertainment Improvements:
\$4,000,000

Phase I Entertainment: \$2.5 million
Phase II and II Ent: \$1.5 million

Both proposers have committed to escrow funds for a mid-term investment of 1% of total gross sales

1

Capital Investment
Landry's Restaurants, Inc.

Description	Amount
Site Plan	\$900,000
Ground Floor	4,850,000
Elevator	150,000
Restaurant/Bar	1,500,000
Observation Level	625,000
Tower Exterior	600,000
Contingency	400,000
Total	\$9,025,000

2

Exhibit 3
Financial Consideration

Total Capital Investment
Tower Foods, Inc.

Description	Amount
Architectural, Infrastructure and Leasehold Improvements on ground, restaurant and observation levels	\$2,995,000
Entertainment Attractions (Year 1)	2,500,000
Entertainment Attractions (Years 2 & 3)	1,500,000
Total:	\$6,995,000

3

Financial Consideration
Percentage to City

	<u>RFP</u> <u>Minimum</u>	<u>Landry's</u> <u>Rest. Inc.</u>	<u>Tower</u> <u>Foods, Inc.</u>
Restaurant	10%	10%	10%
Observation Deck	35%	35%	35%
Parking	30%	30%	30%
Retail	15%	15%	15%
Telescopes	50%	50%	50%
Entertainment	---	5%	15%

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Exhibit 3
Financial Consideration

Financial Consideration
Projected Sales, 15 Years

	<u>Landry's Restaurants, Inc.</u>	<u>Tower Foods, Inc.</u>
Restaurant	\$84,142,000	\$63,557,258
Observation Deck	28,569,000	22,569,610
Parking	2,103,000	2,370,757
Retail	3,415,000	713,124
Telescopes	1,759,000	0
Entertainment	33,663,000	27,293,397
Total:	\$153,651,000	\$116,504,146

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Financial Consideration
Return to the City for 15 Years
Landry's Restaurants, Inc.

<u>Item</u>	<u>Projected Return</u>	<u>Guaranteed Minimum</u>
Restaurant	\$8,414,200	\$984,375/Year
Observation Deck	9,999,150	
Parking	630,900	
Retail	512,250	
Telescopes	879,500	
Entertainment	1,683,150	
Total	\$22,119,150	\$14,765,625

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Exhibit 3
Financial Consideration

Financial Consideration
Return to the City for 15 Years
Tower Foods, Inc.

<u>Item</u>	<u>Projected Return</u>	<u>Guaranteed Minimum</u>
Restaurant	\$6,335,726	\$685,000/Year
Observation Deck	7,899,363	
Parking	711,227	
Retail	106,968	
Telescopes	-	
Entertainment	4,094,010	
Total	\$19,147,294	\$10,275,000

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Capital Investment Detail
Landry's Restaurants, Inc.

Site Plan	\$900,000
Lighting/Way finding	175,000
Landscape	100,000
Paving	250,000
Utility Improvements	250,000
Parking Platform	125,000

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Exhibit 3
Financial Consideration

Capital Investment Detail
Landry's Restaurants, Inc.

Ground Floor	\$4,850,000
<hr/>	
Theater/Film	4,000,000
Ticketing	150,000
Restaurant Entry	150,000
Gift Shop	250,000
Kitchen Support/Equipment	225,000
Plaza	75,000

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Capital Investment Detail
Landry's Restaurants, Inc.

Elevator	\$150,000
<hr/>	
Freight	50,000
Restaurant	50,000
Observation	50,000

10

**Exhibit 3
Financial Consideration**

**Capital Investment Detail
Landry's Restaurants, Inc.**

Restaurant/Bar	\$1,500,000
Restaurant	1,000,000
Bar	150,000
Furniture/Fixtures/Equipment	350,000

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**Capital Investment Detail
Landry's Restaurants, Inc.**

Observation Level	\$625,000
Lobby	125,000
Information/Education	50,000
Banquet/Conference	150,000
Exterior Balcony	250,000
Signage Graphics	50,000

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Exhibit 3
Financial Consideration

Capital Investment Detail
Landry's Restaurants, Inc.

Tower Exterior and Contingency	\$1,000,000
Lighting	500,000
Signage	100,000
Contingency	400,000

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Capital Investment Detail
Tower Foods, Inc.

Ground Floor	\$3,430,000
Building Expansion	450,000
Furniture/Fixtures/Equipment	270,000
Convention Center Bridge	250,000
Leaning Photo Assist Stations	40,000
Arm Chair Daredevil	170,000
Signage Graphics	150,000
Interactive Theater (4-D)	2,100,000

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Exhibit 3
Financial Consideration

Capital Investment Detail
Tower Foods, Inc.

Restaurant/Bar	\$600,000
Construction	250,000
Furniture/Fixtures/Equipment	350,000

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Capital Investment Detail
Tower Foods, Inc.

Observation Level	\$2,870,000
Construction	250,000
Furniture/Fixtures/Equipment	375,000
Big View Stations	650,000
I of the Tower	175,000
3 Interactive Station Zones	445,000
Exterior Obs. Improvements	250,000
Big View Stations (Phase II)	175,000
Roof Top Walk	550,000

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ATTACHMENT D

City of San Antonio Discretionary Contracts Disclosure*

For use of this form, see City of San Antonio Ethics Code, Part D, Sections 1&2

Attach additional sheets if space provided is not sufficient.

State "Not Applicable" for questions that do not apply.

** This form is required to be supplemented in the event there is any change in the information under (1), (2), or (3) below, before the discretionary contract is the subject of council action, and no later than five (5) business days after any change about which information is required to be filed.*

Disclosure of Parties, Owners, and Closely Related Persons

For the purpose of assisting the City in the enforcement of provisions contained in the City Charter and the Code of Ethics, an individual or business entity seeking a discretionary contract from the City is required to disclose in connection with a proposal for a discretionary contract:

- (1) the identity of any **individual** who would be a party to the discretionary contract:

Not applicable

- (2) the identity of any **business entity** that would be a party to the discretionary contract:

Landry's Restaurants, Inc. and a wholly owned subsidiary

and the name of:

- (A) any individual or business entity that would be a **subcontractor** on the discretionary contract;

Not applicable

and the name of:

- (B) any individual or business entity that is known to be a **partner**, or a **parent** or **subsidiary** business entity, of any individual or business entity who would be a party to the discretionary contract;

Landry's Restaurants, Inc. (Parent Company)

- (3) the identity of any *lobbyist* or *public relations firm* employed for purposes relating to the discretionary contract being sought by any individual or business entity who would be a party to the discretionary contract.

Not applicable


Political Contributions

Any individual or business entity seeking a discretionary contract from the city must disclose in connection with a proposal for a discretionary contract all political contributions totaling one hundred dollars (\$100) or more within the past twenty-four (24) months made directly or indirectly to any *current* or *former member* of City Council, any *candidate* for City Council, or to any *political action committee* that contributes to City Council elections, by any individual or business entity whose identity must be disclosed under (1), (2) or (3) above. Indirect contributions by an individual include, but are not limited to, contributions made by the individual's spouse, whether statutory or common-law. Indirect contributions by an entity include, but are not limited to, contributions made through the officers, owners, attorneys, or registered lobbyists of the entity.

To Whom Made:	Amount:	Date of Contribution:
Not applicable		

Disclosures in Proposals

Any individual or business entity seeking a discretionary contract with the city shall disclose any known facts which, reasonably understood, raise a question as to whether any city official or employee would violate Section 1 of Part B, Improper Economic Benefit, by participating in official action relating to the discretionary contract.

Signature: 	Title: Executive Vice-President Landry's Restaurants, Inc. Company:	Date: January 9, 2004

ATTACHMENT D

City of San Antonio

Discretionary Contracts Disclosure*

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For the purpose of assisting the City in the enforcement of provisions contained in the City Charter and the Code of Ethics, an individual or business entity seeking a discretionary contract from the City is required to disclose in connection with a proposal for a discretionary contract:

(1) the identity of any **individual** who would be a party to the discretionary contract:

NONE

(2) the identity of any **business entity** that would be a party to the discretionary contract:

TOWER FOODS, INC., a Texas corporation

and the name of:

(A) any individual or business entity that would be a ***subcontractor*** on the discretionary contract;

INSTITUTE OF TEXAN CULTURES
T.A.S.T.E. FOODS, INC.
MANNY ORTIZ, CONSULTING

and the name of:

(B) any individual or business entity that is known to be a ***partner***, or a ***parent*** or ***subsidiary*** business entity, of any individual or business entity who would be a party to the discretionary contract;

HASSLOCHER ENTERPRISES, INC., a Texas corporation
ERIC BYRNE STUMBERG
HELEN LOUISE (STUMBERG) WOMACK
LEONORA BELLE (STUMBERG) BERG

- (3) the identity of any *lobbyist* or *public relations firm* employed for purposes relating to the discretionary contract being sought by any individual or business entity who would be a party to the discretionary contract.

KAUFMAN & ASSOCIATES, INC.
KGBTEXAS MARKETING & PUBLIC RELATIONS
CE GROUP (FORMERLY CLEVER ENDEAVORS)

ATTACHMENT D

City of San Antonio

Discretionary Contracts Disclosure*

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TOWER FOODS, INC.

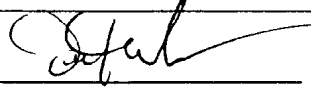
Political Contributions

Any individual or business entity seeking a discretionary contract from the city must disclose in connection with a proposal for a discretionary contract all political contributions totaling one hundred dollars (\$100) or more within the past twenty-four (24) months made directly or indirectly to any *current or former member* of City Council, any *candidate* for City Council, or to any *political action committee* that contributes to City Council elections, by any individual or business entity whose identity must be disclosed under (1), (2) or (3) above. Indirect contributions by an individual include, but are not limited to, contributions made by the individual's spouse, whether statutory or common-law. Indirect contributions by an entity include, but are not limited to, contributions made through the officers, owners, attorneys, or registered lobbyists of the entity.

To Whom Made:	Amount:	Date of Contribution:
Nelson W. Wolff	\$500	July 10, 2002
Toni Moorhouse	\$100	July 10, 2002
Enrique Barrera	\$500	July 17, 2002
Kike Martin	\$500	August 27, 2002
Roger Flores	\$250	July 11, 2002
Roger Flores	\$250	December 16, 2002
Roger Flores	\$150	May 15, 2003
Roger Flores	\$100	November 19, 2003
Nelson W. Wolff	\$500	March 17, 2003

Disclosures in Proposals

Any individual or business entity seeking a discretionary contract with the city shall disclose any known facts which, reasonably understood, raise a question as to whether any city official or employee would violate Section 1 of Part B, Improper Economic Benefit, by participating in official action relating to the discretionary contract.

Signature: 	Contractor: <u>Tower Foods, Inc.</u>	Date: <u>January 7, 2004</u>
Title: <u>President, Tower Foods, Inc.</u>		

We presume that our lobbyist and our public relations firms have made contributions to members of City Council. We do not know how much, to whom or when these contributions were made.

ATTACHMENT D

City of San Antonio

Discretionary Contracts Disclosure*

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T.A.S.T.E. FOODS, INC.

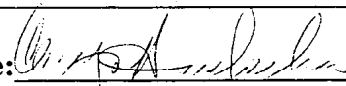
Political Contributions

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To Whom Made:	Amount:	Date of Contribution:
Toni Moorehouse	\$150	May 2004

Disclosures in Proposals

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Signature:  Title: <u>President</u>	Contractor: <u>T.A.S.T.E. Foods, Inc.</u>	Date: <u>1-7-04</u>
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ATTACHMENT D

City of San Antonio

Discretionary Contracts Disclosure*

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KAUFMAN & ASSOCIATES, INC.

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To Whom Made:

SEE ATTACHED EXHIBIT "A"

Amount:

Date of Contribution:

Disclosures in Proposals

Any individual or business entity seeking a discretionary contract with the city shall disclose any known facts which, reasonably understood, raise a question as to whether any city official or employee would violate Section 1 of Part B, Improper Economic Benefit, by participating in official action relating to the discretionary contract.

NONE		
Signature: <u>William T. Kaufman,</u> Title: <u>President</u>	Contractor: <u>Kaufman & Associates, Inc.</u> <u>William T. Kaufman,</u> <u>Individually</u>	Date: January 6, 2004

LAW OFFICES
OF
KAUFMAN & ASSOCIATES, INC.
1250 Frost Bank Tower
100 West Houston Street
SAN ANTONIO, TEXAS 78205-1457
TELE: (210) 227-2000 FAX: (210) 227-2001
www.kaufmanassoc.com

Political contributions of more than \$100 made during the previous twenty-four months to Council members and political action committees.

William T. Kaufman

January 2002	John Sanders	\$1000
January 2002	Toni Moorhouse	\$250
February 2002	Raul Prado	\$250
February 2002	Bobby Perez	\$1000
March 2002	David Carpenter	\$1000
March 2002	Toni Moorhouse	\$1000
March 2002	David Carpenter	\$1000
April 2002	Kike Martin Campaign	\$1000
April 2002	David Garcia	\$1000
June 2002	Enrique Barrera	\$1000
July 2002	Carroll Schubert	\$1000
July 2002	Josh Copeland	\$1000
September 2002	Thomas Aguillon	\$1000
September 2002	Raul Prado	\$250
November 2002	Jose Mendendez	\$1000
December 2002	Toni Moorhouse	\$250
February 2003	Toni Moorhouse	\$500
March 2003	Henry Rosales	\$1000
March 2003	Nelson Wolff	\$1000
May 2003	Tom Lopez	\$500
June 2003	Ron Segovia	\$500
July 2003	Jose Menendez	\$250
August 2003	Enrique Barrera	\$500
November 2003	Joel Williams (in-kind)	\$266
December 2003	Joel Williams	\$500

Exhibit A