

BOARD OF EDUCATION
MILLARD PUBLIC SCHOOLS
OMAHA, NEBRASKA

SPECIAL BOARD OF EDUCATION MEETING
7:00 P.M.

STROH ADMINISTRATION CENTER
5606 SOUTH 147th STREET
APRIL 24, 2008

AGENDA

A. Call to Order

The Public Meeting Act is posted on the Wall and Available for Public Inspection

B. Roll Call

C. Public Comments on agenda items - This is the proper time for public questions and comments on agenda items only. Please make sure a request form is given to the Board President before the meeting begins.

D. New Business:

1. Approval of the Selection for the Food Service Management Contract

E. Adjournment

Public Comments - This is the proper time for public questions and comments on any topic. Please make sure a request form is given to the Board President before the meeting begins.

MILLARD PUBLIC SCHOOLS
SCHOOL DISTRICT NO 17

A special meeting was held of the Board of Education of the School District No. 17, in the County of Douglas in the State of Nebraska. This meeting was convened in open and public session at 7:00 p.m., Thursday, April 24, 2008, at the Don Stroh Administration Center, 5606 South 147th Street.

PRESENT: Brad Burwell, Jean Stothert, Linda Poole, Dave Anderson, Mike Pate, and Mike Kennedy

Notice of this meeting was given in advance thereof by publication in the Daily Record on April 18, 2008; a copy of the publication is being attached to these minutes. Notice of this meeting was given to all members of the Board of Education and a copy of their Acknowledgment of Receipt of Notice and the agenda are attached to these minutes. Availability of the agenda was communicated in advance notice and in the notice of the Board of Education of this meeting. All proceedings hereafter shown were taken while the convened meeting was open to the attendance of the public.

At 7:00 p.m. Mrs. Stothert announced the Public meeting Act is posted on the wall and available for public inspection.

Roll call was taken and all members were present.

Motion by Brad Burwell, seconded by Mike Kennedy, to select Sodexo as the Food Service Management Contractor for the Millard public School District and direct the Superintendent or his designee to negotiate the contract for the food management services to include and incorporate the RFP and the response to the RFP and to submit the contract to the Nebraska Department of Education for approval, as required, and upon approval by the Nebraska Department of Education to submit the contract to this Board for approval. The Board discussed the process and the criteria used in the selection process extensively. Mike Kennedy requested a vote on the motion. Upon roll call vote, all members voted aye. Motion carried.

Mrs. Stothert adjourned the meeting.



SECRETARY

MEMORANDUM

To: Keith Lutz
From: K. Fossen
Re: FSMC
Date: April 17, 2008

Attached is the following information related to the review of Proposals for our Food Service Management Contract (FSMC):

1. My Review Notes
2. Aramark Proposal Information
 - a. Executive Summary
 - b. Exhibit L (Miscellaneous)
 - c. Exhibit M (Budget)
 - d. Exhibit N (Fees)
3. Chartwells Proposal Information
 - a. Executive Summary
 - b. Exhibit L (Miscellaneous)
 - c. Exhibit M (Budget)
 - d. Exhibit N (Fees)
4. Sodexho Proposal Information
 - a. Executive Summary
 - b. Exhibit L (Miscellaneous)
 - c. Exhibit M (Budget)
 - d. Exhibit N (Fees)
5. Aramark Reference Calls
6. Chartwells Reference Calls
7. Sodexho Reference Calls
8. Pros & Cons List
9. Evaluation Sheet

NOTES

FSMC PROPOSAL REVIEWS

1. Food Service Management Fees (30 pts.)

- a. Aramark
 - i. Proposed management fee of \$0.1537 per meal or meal equivalent.
- b. Chartwells
 - i. Proposed an annual administrative flat fee of \$275,000 plus a management fee of \$0.0310 per meal or meal equivalent. [Note: Since there is a flat fee per year in addition to the fee per meal, the overall rate for the year will fluctuate depending on the number of meals served. In Exhibit N, Chartwells estimated the blended rate to be \$0.0885. If the number of meals served is less than estimated, then the blended rate would be higher. If the number of meals is greater than estimated, the blended rate would be lower.]
- c. Sodexho
 - i. Proposed management fee of \$0.1110 per meal or meal equivalent.
- d. General Comments
 - i. In completing their Proposals, each of the vendors used different numbers with regard to the number of meals they expected to serve during the year. I'm sure that each feels that their company has the best food and the best marketing program. However, in order to get a good feel for the comparison of the management fees, I used the Aramark number of meals served (since they should be the most knowledgeable about the purchasing pattern of our students) and compared the fees based upon those numbers. I also adjusted the fees to account for "freebies" from the vendors. I did not make any adjustment for up-front investment moneys if those moneys would be "amortized" or "depreciated" (i.e., repaid by the District over 5 years). The result was as follows:

		Aramark <u>(\$0.1537)</u>	Chartwells <u>(\$0.0310)</u>	Sodexho <u>(\$0.1110)</u>
Total Student Lunches	2,469,506	379,563	76,555	274,115
Total Student Breakfasts	317,045	48,730	9,828	35,192
Total Student Snacks	0	0	0	0
Non-Reimbursable Meal Equiv.	1,082,143	<u>166,325</u>	<u>33,546</u>	<u>120,118</u>
Subtotal		594,618	119,930	429,425
Chartwells Annual Administrative Fee (\$275,000)		0	275,000	0
Sodexho CAPEX/ADA Study (1/5 of \$325,000)		0	0	-65,000
Aramark "Contract Rights Money" etc. (1/5 of \$425,000)		<u>-85,000</u>	<u>0</u>	<u>0</u>
Total		509,618	394,930	364,425

- ii. In reviewing the above, one could argue that there should be a discount for the contribution of the study from Sodexho (i.e., if we were to issue an RFP for the proposed study we might get it done for less than \$325,000). Note: If the cost of the Sodexho studies were cut in half, the total "fees less freebies" amounts for Chartwells and Sodexho would be almost identical.

2. Quality & Experience of Management Team (20 pts.)

- a. Aramark
 - i. Proposed that the current general manager (Scott Rodgers) remain. Everyone is familiar with Scott, so no reference checks were done.
- b. Chartwells
 - i. Proposed that the on-site director be Shey Pirtle who is currently the director at Waukegan Illinois School District. In light of this, the Waukegan School District was used as a reference. One of their administrators was interviewed on the phone. The district administrator oversaw the food service program and was very high on Ms. Pirtle's abilities. He her a rating "10" on a scale of 1-10 (with 10 being high). This administrator also reported that their district had (at one time or another) worked with all three major vendors (i.e., Aramark, Chartwells, and Sodexho) and that this director was the best of all they had had.
- c. Sodexho
 - i. Proposed that Bob Snowden be the general manager over both the operations and maintenance program and the food service program. Since everyone is familiar with Bob, no reference checks were made on him.
 - 1. In a telephone conversation with Sodexho on 4/16, it was reported that Bob's salary would continue to be paid for by Sodexho under the O&M contract (where the District does NOT reimburse vendor expenses).
 - 2. The Sodexho proposal also had a Training & Safety Manager. This person would provide services under both the O&M contract and the FSMC. The Sodexho FSMC proposal had this person as a Sodexho expense, however, under the FSMC, all on-site vendor personnel are reimbursed to the vendor by the District.
 - 3. The net of the above is about a "wash." From a simple accounting standpoint, Bob's salary should probably be split 50%-50% between O&M and the FSMC. The same would be the case with the Training & Safety Manger. Since Bob's salary would be higher than the Training & Safety Manager's, the prorating of the salary as noted above would not be in the District's favor. It would be better to leave it as submitted by Sodexho in the proposal.
 - ii. In a telephone conversation on 4/16, Sodexho committed to employing additional supervisory personnel in the O&M contract if the proposed arrangement had a negative impact on the O&M program. Sodexho would like that determination be made through mutual agreement between themselves and the District.

3. Quality of Food Service (10 pts.)

- a. General Comments
 - i. Five years ago, we had all of the vendors cook food at the interview stage. All presented good meals. Therefore, we did not conduct a "cook off" again this time around.
 - ii. Probably the best indication of the quality of meals for Aramark would be the meals served today in Millard. For the other schools, an indicator would be in the references attached.
 - iii. In general, it appears that all three vendors are capable of providing good meals. To some extent, the quality will probably depend upon the person who manages the program here in Millard.

4. Adequacy of Client References (10 pts.)

- a. Aramark
 - i. The business office called references. The reference surveys are attached.
- b. Chartwells
 - i. The business office called references. The reference surveys are attached.
- c. Sodexho
 - i. The business office called references. The reference surveys are attached.

5. Miscellaneous Contractor Proposals (10 pts.)

- a. Aramark
 - i. Proposed investment for (1) equipment, (2) marketing, (3) POS software upgrade, (4) fresh smoothies program, and (5) Java City program. The investment totaled \$425,000. The value of the investments was estimated by Aramark, however, the equipment investment was a specific dollar amount. Also, if any programs were not initiated, the value of that program would be added to the equipment investment (referred to as "Contract Rights.") All of the above would be at NO cost to the District. Since this proposal has a cash value to it, I considered it as a reduction to the fee proposal discussed above.
- b. Chartwells
 - i. Proposed the investment of \$474,500 to implement its programs. The investment would be amortized over 5 years. In other words, the food service program would repay Chartwells the \$474,500 (over 5 years). There would be no interest assessed. Since this proposal does not have a cash value (except for the lack of interest being assessed), I considered it part of "Miscellaneous" and not part of the fee proposal.
- c. Sodexho
 - i. Proposed a study of depreciable capital expenditures and ADA requirements. (I'm not sure that the ADA study would be that valuable, but we could really use the capital expenditure study (assuming it was well done). The value of the study was estimated by Sodexho to be \$325,000 (i.e., 10¢/sq. ft. for all facilities in the District). Since this proposal has a cash value to it, I considered it as part of the fee proposal discussed above.
 - ii. Proposed \$75,000 to implement its programs. This amount would be amortized over a 5-year period. In other words, the food service program would repay Sodexho the \$75,000 (over 5 years). There would be no interest assessed. Since this proposal does not have a cash value (except for the lack of interest being assessed), I considered it part of "Miscellaneous" and not part of the fee proposal.

6. Anticipated Program Costs (10 pts.)

- a. Aramark
 - i. Proposed a minimum rebate/discount amount of \$457,084. I did not see any conditions attached to the guarantee of this number.
 - 1. Aramark confirmed in writing that its minimum rebates and discounts are unconditionally guaranteed.
 - 2. Aramark confirmed in writing that its minimum rebates and discounts are guaranteed annually for up to five years (assuming the contract is extended for that period of time).

NOTES

4-17-08

- ii. The proposed budget shows a Profit of \$204,792 (corrected to reflect \$217,626).
- b. Chartwells
- i. Proposed a minimum rebate/discount amount of \$519,150. This proposal came with conditions.
 - 1. Subsequent to receipt of the proposal, Chartwells confirmed in writing that its minimum rebates and discounts were unconditionally guaranteed.
 - 2. Subsequent to receipt of the proposal, Chartwells confirmed in writing that its minimum rebates and discounts were guaranteed annually for up to five years (assuming the contract is extended for that period of time).
 - ii. The proposed budget shows a Profit of \$990,860 (corrected to reflect \$179,821).
 - 1. In reviewing the budget, I could not find expenses of \$811,039 included in Addenda #3 (Building Transfers), #4 (Custodian Transfers), and #5 (Para-Professional Transfers).
 - 2. A Request for Information was sent to Chartwells regarding the above.
 - 3. The District received verbal confirmation from Chartwells on 4/14 that they did NOT include the \$811,039 in their budget. Therefore, the Profit should be reduced to \$179,821.
- c. Sodexho
- i. Proposed a minimum rebate/discount amount of \$517,316 on its annual budget, however, in another section (i.e., the summary under the Finance tab) there were statements that indicated that the minimum rebate/discount amount would be \$500,000. The proposal extended the amount for five years with a recapture of any shortfalls in subsequent years. The only condition was that the District would not interfere with the vendor's implementation of purchasing systems and its utilization of its approved vendors and suppliers. [Note: This condition is probably an understood provision of the contract. The District cannot interfere with the vendor's performance under the contract.]
 - 1. Subsequent to receipt of the proposal, Sodexho confirmed in writing that its minimum rebates and discounts were unconditionally guaranteed.
 - 2. Subsequent to receipt of the proposal, Sodexho confirmed in writing that its minimum rebates and discounts were guaranteed annually for up to five years (assuming the contract is extended for that period of time).
 - ii. The proposed budget shows a profit of \$448,692 (corrected to reflect \$231,115).
 - 1. In reviewing the proposed budget, I could not find \$217,577 of expense related to Addendum #5 (Para-Professional Transfers).
 - 2. A Request for Information was sent to Sodexho. If it is determined that the above amount was not included, the Profit should be reduced accordingly ($\$448,692 - \$217,577 = \$231,115$).
 - 3. The District received an email confirmation from Sodexho on 4/14 that they did NOT include the 217,577 in their budget. Therefore, the Profit should be reduced to \$231,115.

7. Personnel & Staffing Plans (5 pts.)

- a. Aramark
 - i. Proposed that the current staff be increased by two positions. One would be an Assistant Food Service Director. The other would be an administrative assistant. The costs associated with these people would be paid for (either directly or indirectly) by the District's food service program.
 - 1. The proposal indicates that the Assistant Food Service Director would be an Aramark employee (reimbursed by the District). The administrative assistant would be a District employee. [Note: If this Assistant proves to be a quality manager, I suspect that he/she could be moved on to another account for Aramark.]
 - 2. Aramark requested this additional staff last year. I denied the request (since the District ultimately pays for all on-site personnel) and told them to add it to their proposal this year if they felt it was a necessary position. Since all three vendors have added staff in their proposals, this would appear to indicate that some additional staff is needed.
- b. Chartwells
 - i. Proposed that the on-site food service director be a Resident District Manager report directly to the Regional Vice President.
 - 1. Chartwells confirmed verbally that this person would not have any responsibilities in the vendor's "district" other than the Millard Schools.
 - ii. Proposed that the management team in Millard be increased to include a Dietician. They also proposed a chef/catering manager, but we already have that position. The net increase would, therefore, appear to be one FTE. The district would, of course, reimburse Chartwells for this additional cost.
- c. Sodexho
 - i. Proposed that a director be employed to manage the food service program under the supervision of Bob Snowden.
 - 1. Proposed a staffing pattern that would have 0.5 FTE more clerical and 1.0 FTE for a Training & Safety Manager. The additional FTE would be reimbursed to Sodexho by the District. Bob would continue to be paid (without reimbursement) by Sodexho through the O&M contract.

8. Plans to Increase Program Participation (5 pts.)

- a. General Comments
 - i. This section was a part of the state's required RFP form. It was given a low number of points on the rating scale simply because it is believed that the District's participation rate is already high and claims about any significant increase are likely unrealistic.
 - ii. All of the vendors appear to have programs that will ensure that the District does not lose participation (barring political or media issues getting out of control).
 - iii. In light of the above, no attempt was made to analyze the participation proposals.

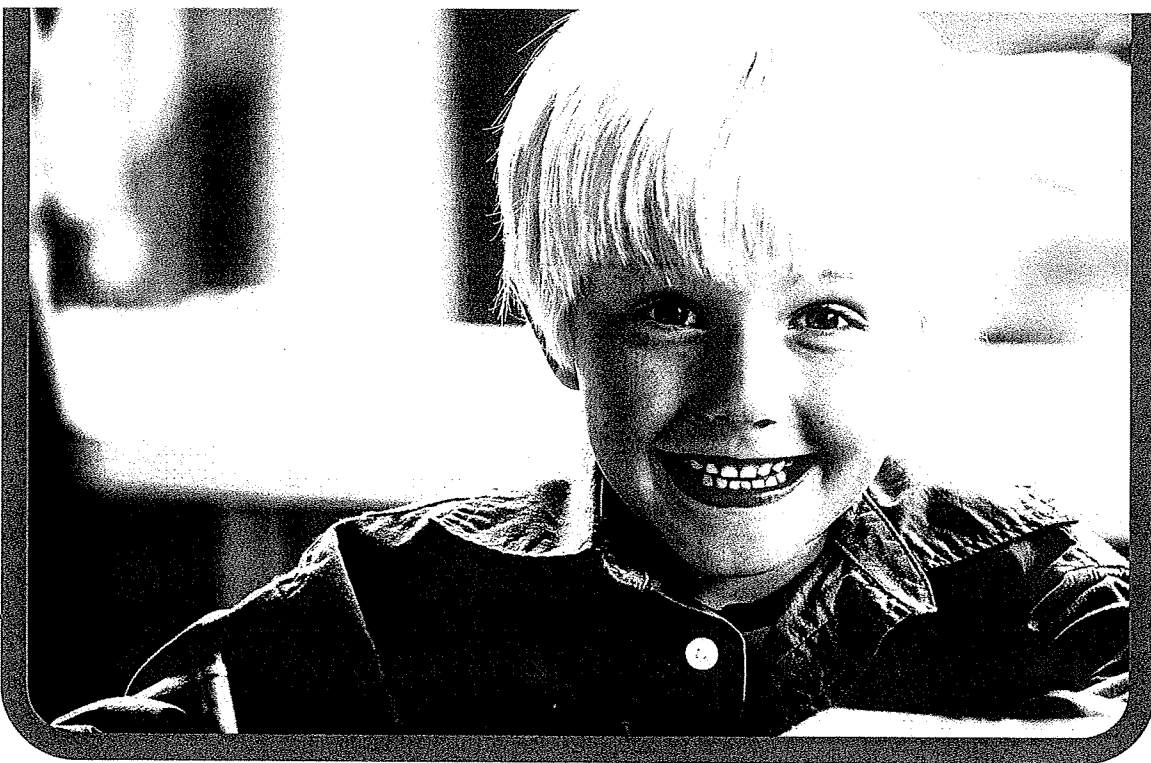
ARAMARK PROPOSAL

Executive Summary

Exhibit L

Exhibit M

Exhibit N



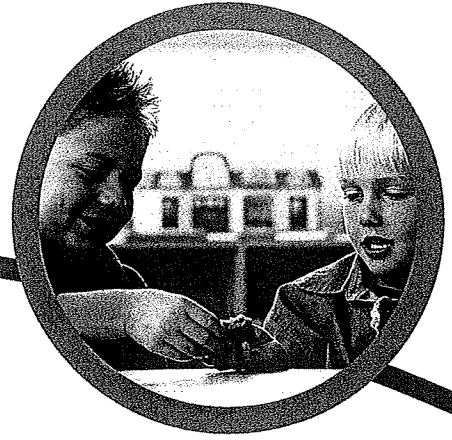
Executive Summary

The ARAMARK Education and Millard Public Schools partnership began in January 2004. At the time, there were just over 18,000 students distributed among 28 schools. Today, there are over 21,500 students in 33 buildings, a 16 percent increase to student enrollment. During the first four-and-a-half years of our partnership, there are many accomplishments of which both ARAMARK Education and Millard Public Schools can be proud.

Transitions can be challenging. Amidst the challenges, we were able to achieve an amazing 72 percent increase in total meals. ARAMARK Education was able to generate a total financial benefit of \$2.91 million dollars for Millard Public Schools. All of this was achieved as a result of our innovative ideas that enhanced the existing program; our responsiveness to the District's wants, needs, and initiatives; and our partnership and involvement with the Millard community. Together, Millard Public Schools and ARAMARK Education have partnered to create a world-class Food Service Program for a world-class School District.

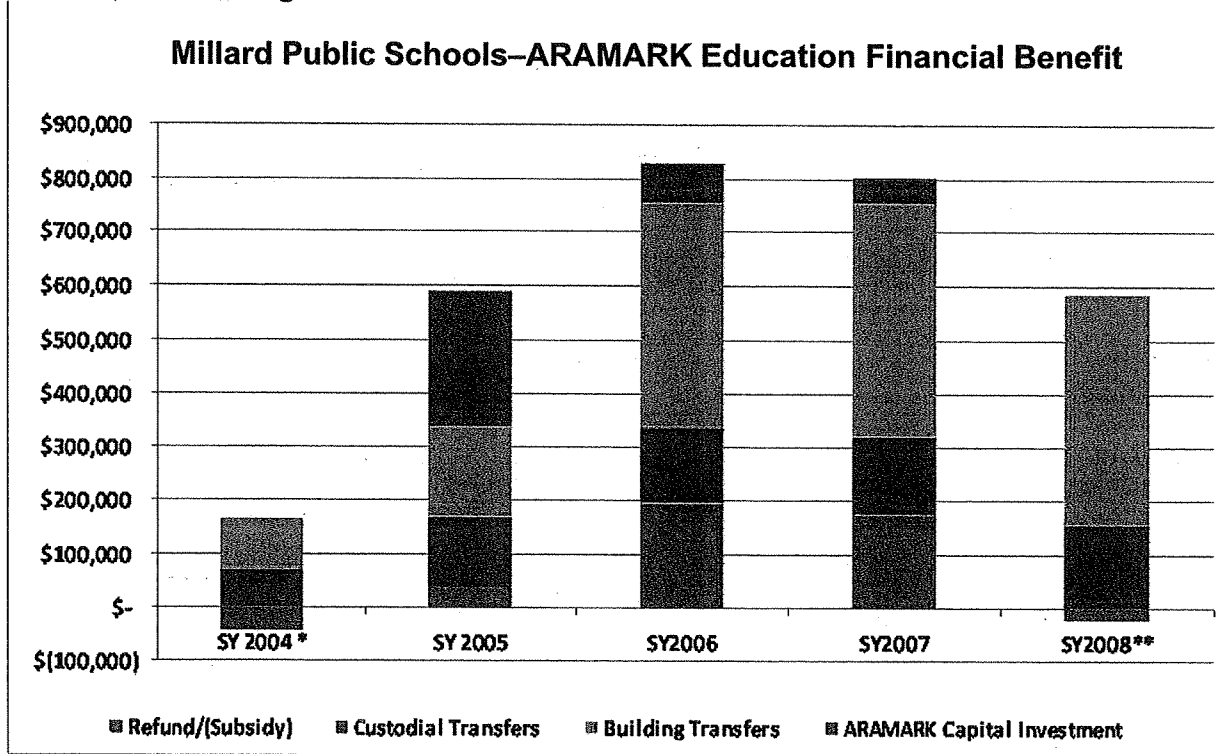
What follows is a review of our financial results over the past four-and-a-half years, as well as our vision for continuous improvement over the next five years.

Financial Results



Five-year financial benefit equals \$2,912,699—an average of \$647,266 per year.

Since the inception of the Millard-ARAMARK Education partnership, Millard Public Schools has benefited financially for a total of \$2,912,699, or \$647,266 per year over the past four-and-a-half years. This includes all ARAMARK Education investments, refunds or subsidies, custodial transfers, and building transfers.



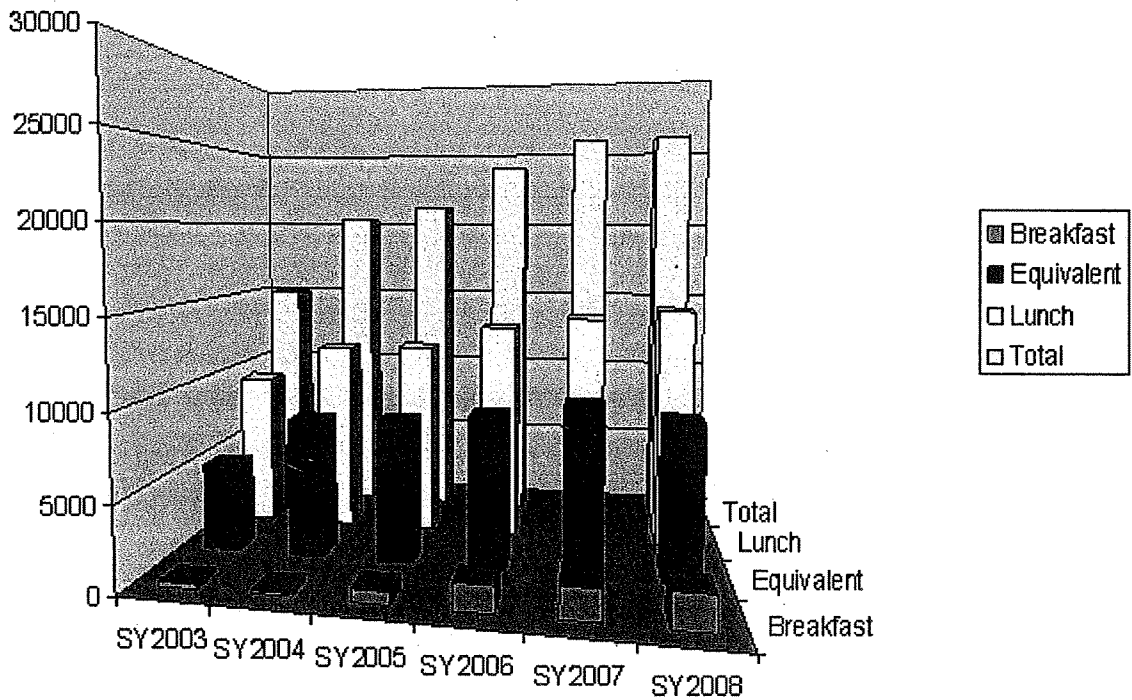
* SY2004: January 2005-June 2005

** SY2008 Projected Results

Meals and Participation Growth

During the 2003 school year, Millard Public Schools food service served an average 14,993 total meals per day. The graph below illustrates the phenomenal growth achieved since then. Today, the Millard Food Service Program averages 25,805 meals per day! Breakfast meals have increased by 769 percent, lunch meals by 55 percent, and total meals by 72 percent. This growth is exceptional when you consider that enrollment has increased by only 16 percent during that same time period.

Now Serving 25,805 Meals Per Day!



National Data

Here is another example of how Millard Public Schools leads the way in the education community. Participation ranges by building levels are as follows:

USDA Estimates

Elementary: 65 to 70 percent
 Middle: 40 to 50 percent
 High: 35 to 45 percent

Millard Public Schools Participation Rates

Elementary: 82.49 percent
 Middle: 87.44 percent
 High: 51.12 percent



Key Program Enablers

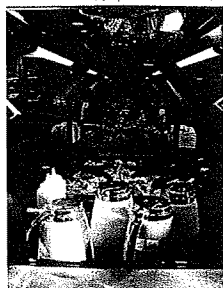


Since the start of the Millard-ARAMARK Education partnership, we have launched several innovative programs that have enabled program success.

Breakfast Program

At the start of the 2005-06 school year, Millard Public Schools food service had breakfast programs in only two elementary buildings. By the end of the year, new programs opened in all middle schools and nine additional elementary schools. This offered Millard students a healthy start to the morning to support academic achievement. The ARAMARK Education breakfast programs also relieved Kids Network of breakfast preparation. Today, Millard food service offers hot, nutritious breakfasts in all 33 schools.

Fruit and Veggie Carts



Piloted in elementary cafeterias, the all-you-can-eat fruit and veggie carts can now be found in all our cafeterias. Students choose their breads and proteins, and they are then free to eat as much as they want. The Millard Food Service Program was featured in the December 15, 2006, edition of *Foodservice Director*, a national publication, for this innovation. It has been extremely popular with both students and parents, and it works very well in conjunction with the Millard Wellness Policy.



MyLunchMoney.com

Using this technology, brought to Millard Food Service by ARAMARK Education, parents are able to view account balances, set up budgets, and generally fund a meal account. Payment history as well as account purchases, are just a few simple keystrokes away.

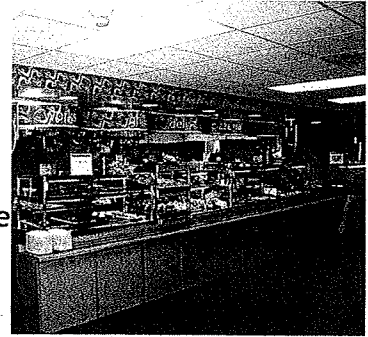


We understand.

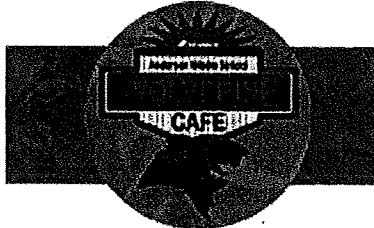
Marketing Programs

The most fundamental principle of the ARAMARK Education marketing philosophy is to remove the “institutional” look from school cafeterias. ARAMARK Education has implemented its award-winning One World Café brand in all 24 elementary schools.

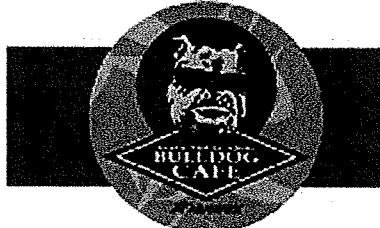
At the middle school level, ARAMARK Education designed and implemented location-based marketing concepts. Based on the One World Café design, ARAMARK Education created marketing concepts that incorporated each individual school’s colors and mascot, providing a warm and friendly atmosphere that embraces school spirit at each location.



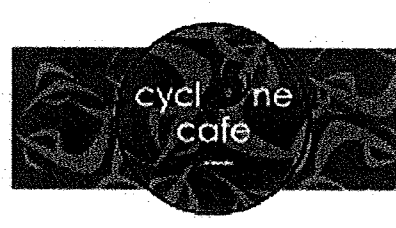
Andersen Middle School



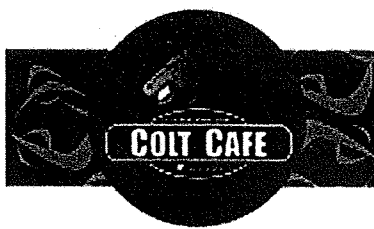
Beadle Middle School



Central Middle School



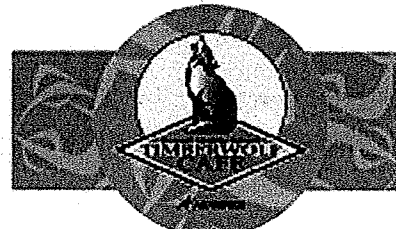
Klewit Middle School



Millard North Middle School



Russell Middle School



Each high school has its own customized version of One World Café. Based on the school colors of each individual high school, this customization helped the cafeteria to blend with the color schemes found throughout the school, enhancing and supporting school spirit in each building.

Focus on Nutrition and Wellness

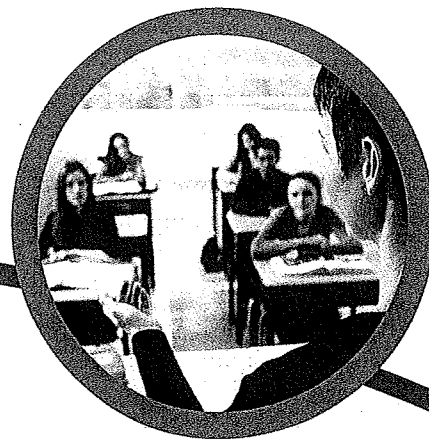
In partnership with Millard Public Schools, ARAMARK Education has helped increase nutritional awareness throughout the District:

- ARAMARK Education has seated a representative on the Millard Wellness Committee from its inception, spearheading the initiative to shape the nutritional policies implemented by the Millard School Board, creating a healthier environment in our schools. ARAMARK Education Regional Manager Mary Jo McLoughlin, R.D., L.D., was on the original Wellness Committee. ARAMARK Education Program Manager Jim Stillwell and ARAMARK Education General Manager for Millard Public Schools Food Service Scott Rodgers have also served on the committee.
- ARAMARK Education oversaw the transition to healthier beverages when Millard adopted the Alliance for Healthier Generation beverage guidelines.
- ARAMARK Education implemented its own SnackFactor Program to move the students of Millard Public Schools to healthier snack choices, exceeding the minimum requirements set forth by the Wellness Committee.
- ARAMARK Education designed the nutritional “portal” for parents, staff, and our community to view nutritional information on a building-specific menu on the food service Web page.



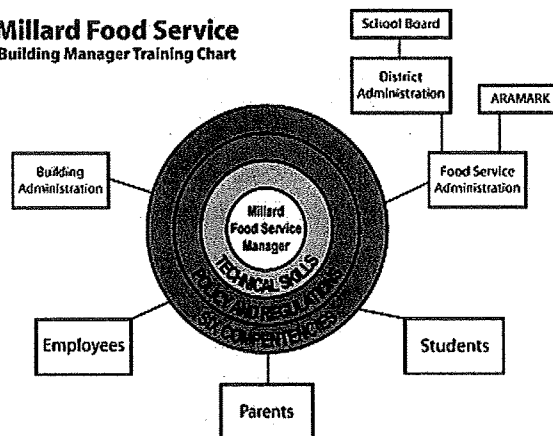
A Treat Yourself Right® Program

Training and Development



During the 2007 school year, ARAMARK Education introduced a manager-in-training program to Millard's food service to better prepare our employees for career advancement. Six aspiring site managers were trained. Four of them now serve as kitchen managers. The comprehensive program covers six core competencies for managers of people, as well as technical competencies ranging from food production and safety to computer skills required to be a successful kitchen manager. The second session has commenced, and we are training eight future managers for success!

Millard Food Service
Building Manager Training Chart



ARAMARK Education also provides training to all employees. Each Millard food service employee is trained by the Douglas County Health Department and tested to receive a food handlers card. Additionally, ARAMARK Education provides training in the areas of food safety (HACCP), employee safety, food production, food presentation and marketing, and customer service. Additionally, all supervisors are ServSafe certified.

This attention to training programs has paid dividends! Our participation rates are a clear indication of this, as are the excellent ratings all 33 schools received on their most recent health inspections.

Catering Program

ARAMARK Education brought its Classic Fare Catering brand to Millard Public Schools and tapped a market segment that had previously been overlooked. From cookouts to prime rib dinners, ARAMARK Education provides catering services throughout the District. The catering program is augmented by mpsfoodservice.org powered by CaterTrax. ARAMARK Education launched this Web site dedicated to Millard's food service, in partnership with CaterTrax and their design and software capabilities. Administrators and District organizations are now able to log into a catering account to view and place orders for catered services.



We understand.

Community Connection



Sponsorships and Donations

- Corporate sponsor for the Millard Public Schools Foundation golf outing
- Provided bottled water and snacks for the Millard Public Schools Foundation golf outing
- Donated food and labor for elementary principals' end-of-year party
- Donated food and labor for School Board Christmas Party
- Sponsor of the Nebraska Governor's Initiative on Education Award
- Donated food to the MWHS Post-Prom Party

Partnerships

- PDK Steak Fry
- Elementary Carnivals
- Elementary Student Cookouts
- District In-Service Trainings
- Millard Public Schools Retired Teachers Luncheon
- DSAC Christmas Luncheon
- Staff Development Department Training Sessions and Meetings





ARAMARK Education sponsored the Nebraska Governor's Education Initiative Award. Several members of the Millard Public Schools Board are pictured with Governor Dave Heineman and members of the ARAMARK Education Team at the 2007 Award Ceremony.



Our Five-year Vision for Millard Public Schools Food Service Program


Transition Plan

With ARAMARK Education, the transition plan is that there is no transition. We continue with the successful Millard Public Schools-ARAMARK Education partnership. We understand the dynamics of your District's Food Service Program, where it was, where it is, and where it is going. Most importantly, we know what it will take to bring this program to the next level. In addition to the programs and innovations already in place, our vision for the next five years includes the following.

Menu Re-engineering

Although participation has continued to grow over the past four-and-a-half years and remains strong, we will never stop searching for new ideas. Our number one project for the summer months is to update our food production system, and that includes new recipes. As the market changes and students become savvy consumers, we are keeping pace with the market to bring them the new, fresh products they know and love.

Nutritional Awareness

ARAMARK Education has been a leader in child nutrition, spearheading the Millard Wellness Committee initiative, transitioning the District into an age of healthier eating habits. By implementing the  Snackfactor Program, ARAMARK Education has exceeded the minimal nutritional standards of the District wellness policy. This program represents a fresh approach to healthy lifestyle choices for your student customers.

ARAMARK Education provided oversight for the transition to healthier beverages. Although not yet a requirement, Millard food service has already adopted the Alliance for a Healthier Generation beverage policy putting us ahead of the national curve. When other school districts struggle to cope with the loss of high-acceptability beverages they will again follow the leader, calling Millard's food service to ask "How did you do it?"

We will continue to improve the eating habits of Millard students over the next five years. ARAMARK Education has several new-and-improved promotions and programs that will help to educate students regarding healthy eating habits and make them feel comfortable about their choices.



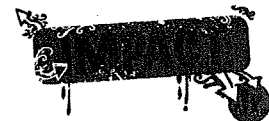
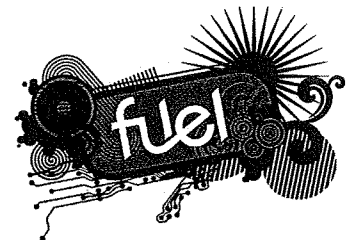
Staffing

Millard Public Schools has experienced tremendous growth over the past four-and-a-half years. With three openings—Upchurch Elementary School in August 2008, Millard Horizon High School in 2009, and the new Support Service Center with its proposed catering production site and employee cafeteria—we will have even more to manage. With all this growth just around the corner, Millard’s food service needs to grow with it. ARAMARK Education has included in its budget two new positions:

- ARAMARK Education assistant food service director—As the District continues to grow, the supervisory staff needs to grow along with it to ensure the same level of keen oversight, training, and support for our building managers. Therefore, ARAMARK Education is recommending an additional Assistant Food Service Director. This supervisor will be an ARAMARK Education position. The assistant food service director will enhance the supervisory staff’s ability to provide the oversight, guidance, and training needed to move the Millard Food Service Program to the next level.
- Millard administrative assistant—As the District and the Food Service Program have grown, so has the workload for our lone administrative assistant. The Millard administrative assistant will enable us to drastically reduce or eliminate overtime hours for our current administrative assistant. This administrative assistant will be trained to manage the general administrative duties, and the free and reduced application processing while our current administrative assistant focuses on financial data input and analysis.

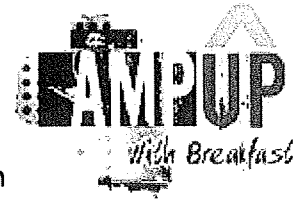
Promotions

- FUEL—This secondary program reinforces a healthy school lunch as an important way for students to get the fuel they need to participate in their favorite activities throughout the busy school day. This promotion features image builders, promotions, limited-time meal deals, and a student-focused web site. FUEL features monthly thematic food-focused promotions, aimed at driving meal participation by making school lunch more relevant and appealing for middle and high school students. Finally, FUEL combats “menu fatigue” and generates excitement around in-school dining by featuring new and exciting signature menu items.
- IMPACT Jr.—This elementary promotion includes five monthly student-friendly, food-focused promotions, aimed at driving meal participation by making school lunch (or breakfast) appealing to elementary students. IMPACT Jr. includes point-of-sale materials with a nutrition education message that reinforces the importance of a healthy school lunch or breakfast to our younger customers. Best of all, this program provides flexibility and variety, with recipes and product options for optimal success.



Programs

- AMP Up with Breakfast—Breakfast is a tremendous opportunity for participation growth. The program is still relatively young and has lots of potential. Since a nutritious breakfast is essential to the growth and development of our customers, developing the breakfast habit at an early age aids students in the maintenance of a healthy lifestyle. Breakfast will give them the fuel their bodies demand, and keep them energized and alert throughout the day, while eliminating the desire to overindulge between meals. AMP UP with Breakfast is a modular program designed exclusively for our operations.



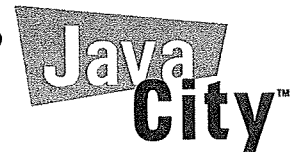
- Fresh Market Smoothies—The Fresh Market “Fresh-Blended” Smoothie program is a great way to offer a healthy, nutritious, and vitamin-fortified FUN SNACK that is COOL and kids love to drink. As a great addition to “AMP UP with Breakfast” or “SnackFactor,” smoothies can now be offered as an à la carte, grab-and-go option. Fresh Market Smoothies meets state and federal nutritional guidelines for snacks and foods alike. ARAMARK Education plans to invest in the equipment at no cost to Millard Public Schools and pilot this program in all three high school C-Stores.



- Cool Tropics—A slushie program offers an icy, refreshing drink with 100 percent real juice. All flavor profiles have been tested and approved by kids for their fun factor. After a successful pilot at Russell Middle School, we plan to expand the Cool Tropics Program to additional secondary schools. The ARAMARK Education partnership with Cool Tropics includes equipment loans to execute the program, at no cost to Millard Public Schools.



- Java City—This premier, small batch roaster of Arabica coffee has developed a niche market of replicating a retail coffee store into modular, freestanding kiosks or build-outs. Java City offers espresso-based products, specialty beverages, alternative beverages and brewed coffee. ARAMARK Education plans to refresh and upgrade the popular Java City program in all three high school C-Stores at no cost to Millard Public Schools.



Marketing

ARAMARK Education has implemented its award-winning One World Café dining brand in all 24 elementary schools. At the middle school level, ARAMARK Education designed and implemented location-based marketing concepts. Based on the One World Café design, ARAMARK Education created marketing concepts that incorporated each individual school's colors and mascot, providing an atmosphere that embraces school spirit at each location. As we move forward into the next five years, ARAMARK Education has some appealing new marketing options for Millard Public Schools to consider.



- K-5 Marketing—ARAMARK Education is evaluating several new marketing concepts for the K-5 market segment. Among those are Cool Star Caf and a *new* One World Café. Once the new concept has been approved for national release, ARAMARK Education will survey a focus group of K-5 students, teachers, and principals to determine which concept will be more favorable in Millard. This concept will then be implemented at no cost to Millard Public Schools.



- Middle School Marketing—In an effort to connect with the preferences and behaviors of our middle school customers, ARAMARK Education has designed a branded program that is specific to their needs. This research-based branded concept reflects the habits, choices, and nutritional requirements of today's tween population. As we approach the lunch hour, the 12 Spot is a place where students can hang out with their friends in an environment that reflects their lifestyle throughout the year. Sports, music, and seasonal activities are integrated into images creating a relevant and trendy atmosphere.



While our customized marketing in the middle schools is very popular and there is no reason to change at this time, the award-winning 12 Spot is available as an option in the future.

High School Marketing

In an effort to connect with the preferences and behaviors of our high school customers, ARAMARK Education has designed a branded program that is specific to their needs. This research-based branded concept reflects the habits, choices, and nutritional requirements of today's teen population.

The U.B.U. Lounge is the oasis on school property that provides a universally appealing environment where every student fits in and feels connected. The U.B.U. Lounge offers the food and variety that students like best and refuels them physically and emotionally to get through the day.

The U.B.U. Lounge is open all day and decorated to look like an urban living room, with a couch area for chillin'. The menu includes pizza, burgers, sandwiches, and larger portion items to share with friends, as well as bottled water, coffee, and fruit drinks. The staff is dressed in a variety of casual clothing while a mix of the students' favorite music plays overhead. The U.B.U. Lounge is a place for high school students to



eat, express themselves, and reenergize with their friends. Every element of this brand is focused on appealing to high school students and has been developed around their preferences and interests. The U.B.U. Lounge brand invites students to come as they are—letting them know that in this environment, all we ask is that U.B.U.

ARAMARK Education will, at the District's discretion, implement the award-winning U.B.U. Lounge at all three high schools, or simply refresh the current marketing at no cost to Millard Public Schools.



Five-year Strategic Marketing Plan



Year One

Elementary Schools

- Open Upchurch Elementary School with a One World Café marketing program.
- Refresh One World Café marketing.
- Create and distribute “One World Café” informational brochures to serve as a guide for parents and students.
- Enhance menu offerings to support healthy initiatives.
- Launch breakfast awareness campaign to increase participation.
- Merchandise all serving areas using the USDA food pyramid information and posters.
- Continue hosting Student Nutritional Advisory Committee (SNAC) meetings.

Middle Schools

- Launch IMPACT Jr. marketing program.
- Refresh customized One World Café marketing concepts *or* introduce our National Restaurant award-winning 12-Spot marketing concept at Millard’s discretion.
- Create and distribute “One World Café” (or 12-Spot) informational brochures to serve as a guide for parents and students.
- Increase student awareness of healthy option selections using the “Treat Yourself Right” marketing program.
- Launch breakfast awareness campaign to increase participation.
- Introduce FUEL program to make the school lunch program “cool” for students.
- Continue with Cool Tropics 100 percent fruit slushie program implementation.
- Continue hosting SNAC meetings.



High Schools

- Refresh customized One World Café marketing concepts or introduce our National Restaurant award-winning **U.B.U. Lounge** marketing concept at Millard's discretion.
- Create and distribute "One World Café" (or U.B.U. Lounge) informational brochures to serve as a guide for parents and students.
- Increase healthy option selections using the "Treat Yourself Right" marketing program.
- Introduce FUEL program.
- Launch breakfast awareness campaign to increase participation.
- Merchandise all serving areas using USDA Food Pyramid information and posters.
- Continue hosting SNAC meetings.
- Enhance Java City Program.
- Add Fresh Market Smoothies Program.

Year Two

- Launch Fresh Market Smoothies Program.
- Refresh Java City Program.

Elementary Schools

- Replace One World Café marketing concept in all 25 elementary schools with the new and improved One World Café.
- Update, create, and distribute One World Café informational brochures to serve as a guide for parents and students.
- Evaluate serving line needs to address enrollment changes.
- Continue hosting SNAC meetings.

Middle Schools

- Evaluate and refresh marketing, décor, and menu as needed.
- Update and distribute One World Café or 12-Spot informational brochures to serve as a guide for parents and students.
- Evaluate serving line needs to address enrollment changes.
- Continue hosting SNAC meetings.



High Schools

- Evaluate and refresh marketing, décor, and menu as needed.
- Update and distribute One World Café or U.B.U. Lounge informational brochures to serve as a guide for parents and students.
- Evaluate serving line needs to address enrollment changes.
- Continue hosting SNAC meetings.

Year Three

Elementary Schools

- Evaluate and refresh marketing, décor, and menu as needed.
- Update, create, and distribute One World Café informational brochures to serve as a guide for parents and students.
- Evaluate serving line needs to address enrollment changes.
- Continue hosting SNAC meetings.

Middle Schools

- Evaluate and refresh marketing, décor, and menu as needed.
- Update and distribute One World Café or 12-Spot informational brochures to serve as a guide for parents and students.
- Evaluate serving line needs to address enrollment changes.
- Continue hosting SNAC meetings.

High Schools

- Open Millard Horizons High School with U.B.U. Lounge marketing concept.
- Evaluate and refresh marketing, décor, and menu as needed.
- Update and distribute One World Café or U.B.U. Lounge informational brochures to serve as a guide for parents and students.
- Evaluate serving line needs to address enrollment changes.
- Continue hosting SNAC meetings.



Year Four

Elementary Schools

- Evaluate and refresh marketing, décor, and menu as needed.
- Update, create, and distribute One World Café informational brochures to serve as a guide for parents and students.
- Evaluate serving line needs to address enrollment changes.
- Continue hosting SNAC meetings.

Middle Schools

- Evaluate and refresh marketing, décor, and menu as needed.
- Update and distribute One World Café or 12-Spot informational brochures to serve as a guide for parents and students.
- Evaluate serving line needs to address enrollment changes.
- Continue hosting SNAC meetings.

High Schools

- Evaluate and refresh marketing, décor, and menu as needed.
- Update and distribute One World Café or U.B.U. Lounge informational brochures to serve as a guide for parents and students.
- Evaluate serving line needs to address enrollment changes.
- Continue hosting SNAC meetings.

Year Five

Elementary Schools

- Evaluate and refresh marketing, décor, and menu as needed.
- Update, create, and distribute One World Café informational brochures to serve as a guide for parents and students.
- Evaluate serving line needs to address enrollment changes.
- Continue hosting SNAC meetings.



Middle Schools

- Evaluate and refresh marketing, décor, and menu as needed.
- Update and distribute One World Café or 12-Spot informational brochures to serve as a guide for parents and students.
- Evaluate serving line needs to address enrollment changes.
- Continue hosting SNAC meetings.

High Schools

- Evaluate and refresh marketing, décor, and menu as needed.
- Update and distribute One World Café or U.B.U. Lounge informational brochures to serve as a guide for parents and students.
- Evaluate serving line needs to address enrollment changes.
- Continue hosting SNAC meetings.



Investment



ARAMARK Education is proposing the following strategic investments in the Millard Food Service Program:

	SY 2009	SY2010	SY2011	SY2012	SY2013	TOTAL
Marketing Investment	\$30,000	\$75,000	\$0	\$0	\$0	\$105,000
POS Investment	\$17,300	\$34,700	\$0	\$0	\$0	\$52,000
Fresh Market Smoothies Programs	\$13,400	\$13,400	\$0	\$0	\$0	\$26,800
Java City	\$6,000	\$0	\$0	\$0	\$0	\$6,000
Equipment Investment (client rights)	\$47,040	\$47,040	\$47,040	\$47,040	\$47,040	\$235,200
TOTAL ANNUAL INVESTMENT	\$113,740	\$170,140	\$47,040	\$47,040	\$47,040	\$425,000

We understand.



Summary



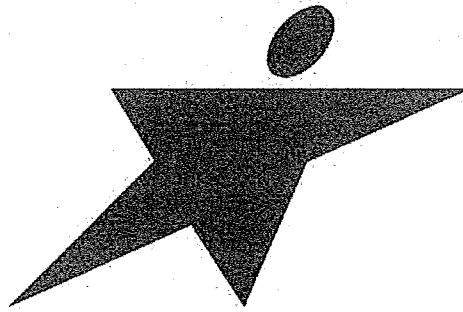
ARAMARK Education has been a proud partner to Millard Public Schools over the past four-and-a-half years. We have an intimate understanding of the District, its Food Service Program, where it is going, and what it will take to get there. The systems are in place, the plans have been made, and we are ready to lead the Millard Public Schools Food Service Program to the next level. We project positive financial benefits to Millard over the next five years.

Our program director Jim Stilwell is a Millard parent, as is our resident general manager Scott Rodgers. ARAMARK Education is part of the Millard community, and leading its food service to future successes. To us...it's personal.

We understand.



1.21



ARAMARK employees,
you're the reason we're #1.
So take a bow.
You've earned it.

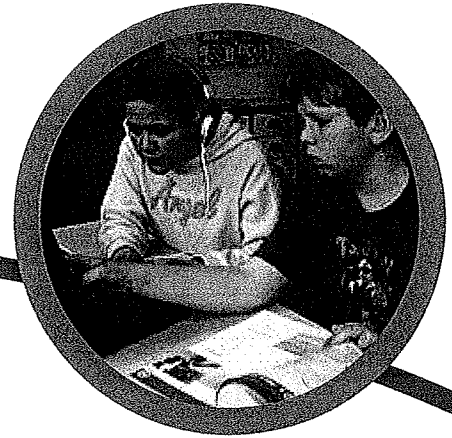
 **FORTUNE**[®]
AMERICA'S MOST
2008 ADMIRED COMPANIES
Industry Champion – Ranked #1

For the fourth time in the past six years, ARAMARK has been ranked first in its industry in FORTUNE magazine's list of "America's Most Admired Companies." We're proud to have received this award, but the real honor belongs to our more than 250,000 employees whose hard work and dedication made it possible. To the people who make ARAMARK number one day after day, our sincere and heartfelt thanks.

 **ARAMARK**
www.aramark.com



Exhibit L—Miscellaneous Contractor Proposals



As we move forward into the next five years, ARAMARK Education would like to offer Millard Public Schools the tools it will take to elevate the program to the next level of excellence. ARAMARK Education plans to invest a total of \$425,000 in the Millard Food Service Program. This investment includes the following:

Equipment investment (Contract Rights)	\$235,200
Marketing investment	\$105,000
POS upgrade	\$52,000
Fresh Market Smoothies Program	\$26,800
Java City Program	\$6,000
Total Investment	<u>\$425,000</u>

Equipment Investment (Contract Rights)

ARAMARK Education will provide Millard Food Service with \$235,200 in contract rights money. This money will allow Millard Food Service to replace equipment as needed, purchase smallwares for new buildings, and more.

Marketing Investment

ARAMARK Education will replace the One World Café with the newest and freshest elementary marketing concept—the Cool Star Caf—at no cost to Millard Public Schools. Cool Star Caf is the kid's place at school with awesome food that they can grab quickly and eat with their friends. Cool Star Caf celebrates a child's need to relax and refuel with a menu featuring nutritious food so they have the energy to be at their best throughout the day. Cartoon art brings Cool Star Caf to life creating a kid's place they can call their own, while teaching them about making smart choices and eating right. We are very excited about this new concept and the energy it will bring to the Millard Public Schools elementary schools.

ARAMARK Education is the first and only school food service provider that offers a menu and environment designed specifically for and by teens. ARAMARK Education will, at the District's discretion, implement our U.B.U. Lounge dining style at the high schools in Millard. The U.B.U. Lounge is up and running at 200 schools in 87 districts. The District may, at its discretion, keep the existing customized graphics at the high schools and apply the \$30,000 earmarked for this transition to the contract rights.

We understand.



Required Information 2.E.1

POS Upgrade

ARAMARK Education will upgrade the POS system at the secondary schools to a more versatile, touchscreen system. This system will provide additional security for student accounts through student picture identification linked to each account. This added security eliminates the possibility of identity theft and protects cash on account. This new system will also enhance our capability to analyze product sales, making product mix easier to track and hone.

Fresh Market Smoothies Program

The Fresh Market "Fresh Blended" Smoothie Program is a great way to offer a healthy, nutritious, and vitamin-fortified fun snack that is cool and kids love to drink. ARAMARK Education will invest \$26,800 to implement this Program in the high school C-Stores in SY2009, and the middle schools in SY2010.

Java City Upgrades

Java City's master roasters travel around the world searching for fine coffees that exhibit a unique "cup" quality. Back at Java City, they look to determine the proper roasting cycle that will bring out the best qualities of each particular bean or blend—a floral nose, toasted nuttiness, rich fruit, bright acidity, and bold finish are just some of the traits each roast of Java City coffees bring to your location. ARAMARK Education will invest \$6,000 to upgrade and refresh the Java City Coffee Program in the high school C-Stores.

Additional Proposals

- **Millard Foundation Pre-K Learning Center**

As a partner to Millard Public Schools, ARAMARK Education has already begun efforts to assist in the design of the Food Service Program at the new Pre-K Learning Center. Upon opening the new center, ARAMARK Education will provide the same quality to the preschoolers of Millard that it provides to the students of Millard Public Schools.

- **New Support Service Center**

As a partner to Millard Public Schools, ARAMARK Education has already begun efforts to assist in the design of the Food Service Program at the new MPS Support Service Building. The Classic Fare Catering Program will be housed here, as well as a cafeteria for the employees working in that building, where we will provide breakfast and lunch, as well as carryout services for employees who report to the SSC then leave to spend their day working in the field.



Exhibit L - Miscellaneous Contractor Proposals

Clearly label all responses to information requested on this exhibit with the exhibit letter and the item number.

1. Inventories (as appropriate): The successful contractor may be required to purchase all inventory of food and supply items currently in leased storage, the sponsor's warehouse, and in storage in any of the schools. Current market value will be utilized to determine the value of said items. Explain how the contractor proposes to make this payment. *PER RFD*

2. A la carte (as appropriate): A la carte items are offered in elementary, middle/junior and senior high schools and only with the sponsor's approval at each location. Describe the contractor's plan for operation of the a la carte program. *SECTION 4, 5, 6, 7 ANY EXEC. SUMMARY*

3. Adult Meals: Describe the contractor's plan for operation of an adult meal service program. *SECTION 4, 5, 6, 7*

4. Meal Preparation Sites: Meals may be prepared at the locations presently used or such other kitchen/service arrangements as are proposed by the contractor and acceptable to the sponsor. Submit a plan for operation that sets forth school locations by name where food will be prepared and a list of school locations by name to be served by preparation kitchens. Proposed on-site preparation kitchens shall also be identified by name. Refer to Exhibit A, item 12 for a list of current food preparation and serving sites. *SAME AS RFD*

5. Additional Equipment or Building Modifications: In the event the contractor's package calls for additional equipment or building modifications, submit a plan showing costs, detailed descriptions, and locations. Indicate who shall pay the cost of such modifications. Any building modifications must be approved by the sponsor's board of education.

6. Nutrition Education (as appropriate): Describe nutrition education programs the contractor will provide for students, teachers, parents and other interested parties. *SECTION 4, 5, 6, 7 ANY EXEC. SUMMARY*

Exhibit M - Annual Budget Projection

(Cost Reimbursement Contracts Only)

Projected Revenue: Refer to Exhibit D for participation data needed for revenue projections.

PROJECTED REVENUE			
Revenue Source (A)	Number of Meals/Milk/Snacks (B)	Proposed Selling Price or Reimbursement (C)	Projected Revenue B (x) C = (D)
LOCAL SOURCES			
Student Breakfasts			
Paid - Elementary	238,088	\$1.10	\$261,897
Paid - Middle/Jr. High	31,786	\$1.35	\$42,911
Paid - Sr. High	31,995	\$1.60	\$51,192
Reduced - All Students	20,756	\$0.30	\$6,227
Student Lunches			
Paid - Elementary	1,191,067	\$1.80	\$2,143,921
Paid - Middle/Jr. High	664,591	\$1.90	\$1,262,723
Paid - Sr. High	561,448	\$2.00/\$2.60/\$3.00	\$1,252,309
Reduced - All Students	104,435	\$0.40	\$41,774
Student Special Milk			
Student After-School Snacks			
Paid - Elementary			
Paid - Middle/Jr. High			
Paid - Sr. High			
Reduced - All Students			
Student A la Carte			\$2,266,210
Adult Breakfasts	13,968	\$1.75	\$24,444
Adult Lunches	38,425	\$2.50	\$96,063
Adult A la Carte			
Miscellaneous (special functions, vending, bank interest, other)			\$469,419.27
STATE SOURCES			
School Food Assistance paid on all Public School Student Breakfasts	412,129	\$0.05	\$20,606
School Food Assistance paid on all Public School Student Lunches	2,771,447	\$0.01	\$27,714
FEDERAL SOURCES			
Student Breakfasts			
Paid	301,869	\$0.24	\$72,449
Reduced/Severe Need	20,756	\$1.05	\$21,794
Free/Severe Need	89,505	\$1.35	\$120,832
Student Lunches			
Paid	2,417,106	\$0.23	\$555,934
Reduced	104,435	\$2.07	\$216,180
Free	249,906	\$2.47	\$617,268
Student Special Milk			
Paid			
Free (reimbursed at cost per unit)			
Student After-School Snacks			
Paid			
Reduced			
Free			
A. TOTAL PROJECTED REVENUE			\$9,571,866

Exhibit M - Annual Budget Projection, continued

Projected Expenditures: Refer to Exhibit G, Division of Costs for Food Service Program. The Sponsor and Contractor should each complete budget projections on this form for each of their respective cost items as specified on Exhibit G.

PROJECTED EXPENDITURES			
Item (A)	Number of Meals/Milk/Snacks (B)	Projected Cost Per Meal (C)	Total Item Cost (D)
FOOD COST			
Breakfasts:			
Elementary	309,013	\$0.5862	\$181,143
Secondary / Adult	117,085	\$0.6264	\$73,340
Lunches:			
Elementary	1,389,773	\$0.7862	\$1,092,640
Secondary / Adult	1,420,099	\$0.9145	\$1,298,621
Student Special Milk			
Snacks			
Elementary			
Secondary / Adult			
A la Carte			\$863,827
Special Functions			\$90,537
Rebates and Discounts			\$(413,887)
Other			
LABOR COST			
Hourly Wages:			
Bookkeeper / Secretarial			\$23,048
Food Service Workers			\$3,466,225
Driver			
Other			\$392,203
Hourly Benefits and Taxes:			
FICA			
Retirement			
Unemployment Compensation			
Workers' Compensation			
Health Insurance			
Life Insurance and Disability			
Holidays			
Management Salaries			\$156,251
Management Benefits and Taxes			\$53,492
OTHER PURCHASED SERVICES			
Telephone, local service			
Telephone, long distance			
Utilities (heat, power, water)			
Extermination			
Laundry			
Other			
FSMC Management Fee *			\$654,973

Exhibit M - Annual Budget Projection, continued

Item (A)	Number of Meals/Milk/Snacks (B)	Projected Cost Per Meal (C)	Total Item Cost (D)
SUPPLIES			
Disposable Serviceware			\$351,642
Cleaning Supplies			\$23,985
Paper Supplies			
Uniforms			\$48,988
Menu Paper			
Menu Printing			
Promotional Materials			
Office Supplies			\$3,000
EQUIPMENT & REPAIR			
Replacement of Capital/Major Equipment			
Replacement of Expendable/Minor Equipment			\$64,100
Repair of Equipment (Normal wear and tear)			\$32,330
Repair of Equipment Resulting from Negligence of Contractor's Employees			
Repair of Equipment Resulting from Negligence of Sponsor's Employees			
Painting			
OTHER			
Depreciation			
Audit fees			
Licenses/Permits			
Promotions			
Mileage			
Physicals			
Telephone			\$3,185
Tax			
Miscellaneous			\$937,913
B. TOTAL PROJECTED COSTS			\$9,366,074

* See additional information in Exhibit N regarding Food Service Management Company (FSMC) fees.

Exhibit M - Annual Budget Projection, continued

Budget Summary

A. Total Projected Revenue:	<u>\$9,571,866</u>
B. Total Projected Expenditures: (-)	<u>\$9,366,074</u>
C. Profit / Loss	(=) \$ <u>204,792</u>

**Exhibit N –
Food Service Management Company (FSMC)
Fee Proposal**

1. Fee Components

The FSMC's management fee must be:

- a fixed price,
- inclusive of all general and administrative fees, as well as profit, and
- in compliance with USDA rules and regulations.

In addition to the above requirements, the management fee **MUST** include any costs to be recovered by the FSMC for the services listed below. The following costs **MAY NOT** be included in any other expense charged to the SPONSOR.

- a. Menu development specific to the operation
- b. Management meetings, and/or management development program specific to the operation
- c. Nutrition education materials and program expense
- d. Facilities layout and design services specific to the operation
- e. Cost of developing training or procedures manuals
- f. Food service control forms and supplies
- g. Materials for food service promotions
- h. All purchasing services
- i. Education provided through classroom programs, parent/teacher meetings and school food service advisory committee meetings
- j. All accounting and bookkeeping
- k. All payroll reporting, recording and documentation including the issuance of weekly payroll checks for food service management company employees
- l. Supply of all administrative, dietetic, nutritional, sanitation and personnel advice
- m. Visitation/coverage by corporate chef during school food service promotions
- n. Visitation/coverage by a principal or other executive of the food service management company

Exhibit N – FSMC Fee Proposal, continued

2. Fee Structure

Sponsor, check one of the following two options.

The proposed fee is to be quoted with a price:

- Per Meal Equivalent** based on the number of equivalents shown on Table 1, column D, line 5.
- For Each Type of Meal** (i.e. lunch, breakfast, snack, non-reimbursable) based on the number of meals/equivalents shown on Table 1, column B, lines 1 through 4.

Sponsor, check one of the following four options.

The fee structure is:

- Management Fee** which is a fixed fee including only a management fee per meal/meal equivalent. The Sponsor directly pays all costs of operating the food service program.
- Management and Labor Fee** which is a fixed combined fee including (1) a management fee per meal/meal equivalent plus (2) a fee per meal/meal equivalent to cover only food service labor costs. The Sponsor directly pays all other costs of operating the food service program.
- Management and Meal Fee** which is a fixed combined fee including (1) a management fee per meal/meal equivalent plus (2) a fee per meal/meal equivalent to cover all costs designated for the FSMC to pay on Exhibit G – Division of Costs for Food Service Program.
- Management Fee Plus Actual Meal Cost** which is a variable combined charge that includes (1) a fixed management fee per meal/meal equivalent plus (2) all documented allowable costs (less credits, discounts and rebates) designated for the contractor to pay on Exhibit G – Division of Costs for Food Service Program.

Exhibit N – FSMC Fee Proposal, continued

3. Management Fee Estimate – Applicable to ALL fee structures

Sponsor, delete the table below that does not apply to the fee structure you have selected.

- *If you use the “Management Fee Per Meal Equivalent” table, complete columns B and D, lines 1 through 5.*
- *If you use the “Management Fee Per Type of Meal” table, complete column B, lines 1 through 4.*

Table 1. Management Fee Per Type of Meal

Meal Type <i>Column A</i>	Number of Meals or Equivalents <i>Column B</i>	Fee Per Meal or Equivalent <i>Column C</i>	Estimated Total Fees (Column B x C) <i>Column D</i>
1. Total Student Lunches (Exhibit D, Table 1, column B)	2,469,506	\$0.1537	\$379,563
2. Total Student Breakfasts (Exhibit D, Table 3, column B)	317,045	\$0.1537	\$ 48,730
3. Total Student Snacks (Exhibit D, Table 5, column B)			
4. Non-Reimbursable Meal Equivalents (Exhibit D, Table 7, column C divided by \$ 2.655)	1,082,143	\$0.1537	\$166,325
5. Estimated Total Management Fees (Sum of lines 1 through 4)			\$594,618

Fees Per RFP
(Flat – No Growth)

Exhibit N – FSMC Fee Proposal, continued

4. Management Fee Estimate – Applicable to ALL fee structures

Sponsor, delete the table below that does not apply to the fee structure you have selected.

- *If you use the “Management Fee Per Meal Equivalent” table, complete columns B and D, lines 1 through 5.*
- *If you use the “Management Fee Per Type of Meal” table, complete column B, lines 1 through 4.*

Table 1. Management Fee Per Type of Meal

Meal Type <i>Column A</i>	Number of Meals or Equivalents <i>Column B</i>	Fee Per Meal or Equivalent <i>Column C</i>	Estimated Total Fees (Column B x C) <i>Column D</i>
1. Total Student Lunches (Exhibit D, Table 1, column B)	2,771,448	\$0.1537	\$425,972
2. Total Student Breakfasts (Exhibit D, Table 3, column B)	412,130	\$0.1537	\$ 63,344
3. Total Student Snacks (Exhibit D, Table 5, column B)			
4. Non-Reimbursable Meal Equivalents (Exhibit D, Table 7, column C divided by \$ 2.655)	1,075,757	\$0.1537	\$165,344
6. Estimated Total Management Fees (Sum of lines 1 through 4)			\$654,660

Projected Fees Per Budget
(Based on Growth)

Exhibit N – FSMC Fee Proposal

6. Management Fee Proposal

ARAMARK Educational Services, LLC, a food service management company referred to as the FSMC), agrees to operate the school food service program of Millar Public School District, a federal Child Nutrition Program sponsor (hereinafter referred to as the SPONSOR) as described in the SPONSOR's Request for Proposal (RFP) specifications for the 2008-2009 school year and for school years 2009-2010, 2010-2011, 2011-2012 and 2012-2013, subject to subsequent negotiated one-year extensions of our agreement.

The FSMC's management fee proposal is based upon the fee structure specified by the SPONSOR in Exhibit N of its RFP and the management fee estimates provided by the FSMC in Exhibit N.

This proposal is subject to negotiation throughout the procurement process and to all the attached definitions, terms, conditions, and specifications contained in the RFP and all its exhibits. The FSMC hereby agrees to enter into an appropriate SPONSOR/FSMC agreement subsequent to the award of the contract.

ARAMARK Educational Services, LLC

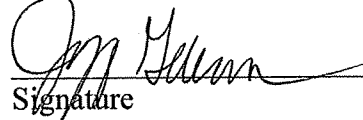
Name of Food Service Management Company

Jeff Gilliam

Name of Company Representative

Vice President

Title



Signature

3-31-08

Date

1101 Market Street, Philadelphia, PA 19107

Address

215-238-3000

Area Code / Phone Number

CHARTWELLS PROPOSAL

Executive Summary

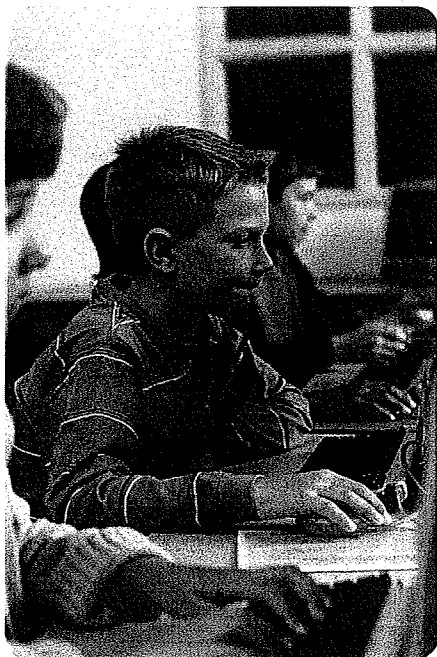
Exhibit L

Exhibit M

Exhibit N



Executive
Summary



The school dining market has changed dramatically over the past 10 years. Chartwells and the Compass Group have been at the forefront of that evolution. We have developed a true quality driven dining program focusing on the individual needs of your schools to give your students the type of program that meets the high standards of the Millard Public School District.

Experience

Chartwells School Dining Services, a Division of Compass Group, has been in business for over 74 years. We have been in the school food service business since 1975. The 575 school districts we manage is a testimony not to our years in the business, but to our success in the business. No other company manages as many school districts as Chartwells. Some of our school district clients that meet the criteria for your request for bid include:

Peoria Public Schools

15,000 Students

13 Years

Winston Salem/Forsyth County School District

45,000 Students

6 Years

Ann Arbor School District

15,000 Students

6 Years

Spotsylvania Count Public Schools

30,000 Students

4 Years

Oklahoma City Public Schools

30,000 Students

5 Years

Chicago Public Schools

400,000 Students

8 Years

We have included more information in the reference and experience section of this proposal that contains the contact information regarding these districts as well as other contracts throughout the Midwest.



On-Site Management Staff

No one can dispute that the Director of Dining Service will determine the ultimate success of an account. For the Millard Public Schools, Chartwells shall employ an onsite Resident District Manager.

What does this mean to the Millard Public Schools? Currently at your district you have a Food Service Director to operate the program. Each time a major decision needs to be made, your current food service director must consult with a District Manager and then the next step is the Regional Vice President. With the employment of a Resident District Manager, this position reports directly to the Regional Vice President and essentially cuts out the middle man and makes the decision process faster and more effective.

We have included the resume of our Resident District Manager Candidate Shay Pirtle, in the Chartwells Management Section of this proposal. Shay, who has more than 20 years of food service experience, takes pride in the fact that the program he has helped developed is based upon the needs of the students and the district.

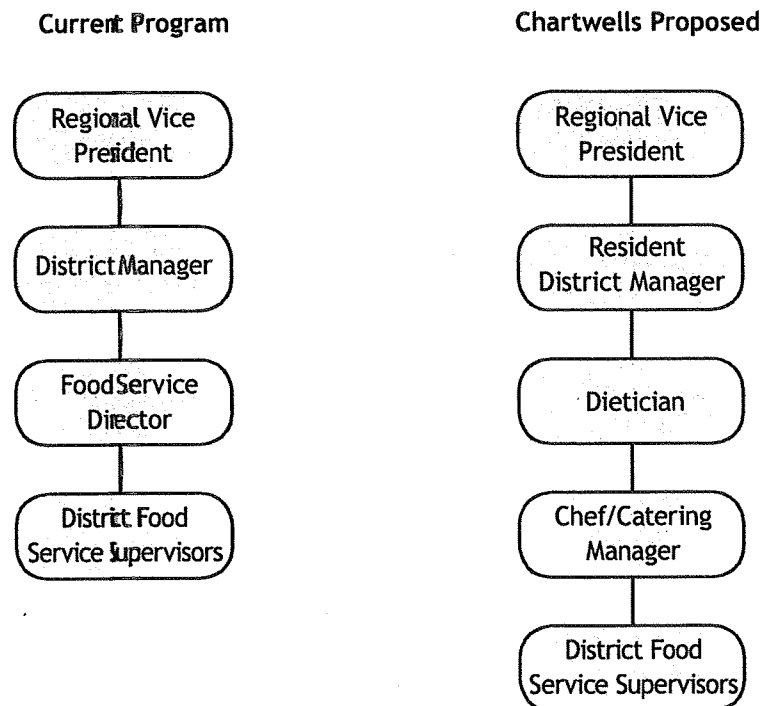
* } In an effort to improve upon the program and assist the existing understaffed management team at the District, Chartwells shall employ an Onsite Dietitian and Chef/Catering Manager.

On-site Dietitian - Chartwells On-Site Dietitian will conduct healthy school meal initiative audits and provide Directors and Managers with action plans, including recipes and a nutritional analysis of the menu. Chartwells' nutritional audit and written action plans combined with a follow up consultation by the Regional Dietitian ensure compliance with the dietary guidelines and result in a more healthful dining service program for your students.

Chef/Catering Manager - Will assist the Dietitian in the development of food production standards, food presentation and utilization of available foods. The Chef will also assist the Resident District Manager and Supervisors as well as the associates to develop food preparation and presentation skills.

Incorporating the results from youth advisory committees, the Dietitian along with the Merchandising Manager will ensure that the students' choices meet the dietary guidelines.

The following is an organizational chart comparison.



Management Support

This is our greatest strength. We have included an organizational chart in the executive summary. We have included a bio of each of the Central Region Management Team Members in the full proposal.

The District Manager and management support team will have the experience and depth of skill to meet the goals of the District and implement the programs outlined in our proposal.

Supporting the on site team are seasoned professionals experienced in the challenging task of providing students with meals that meet the dietary guidelines and are appealing to students.

Regional Vice President

Bruce Norman

Chartwells will further enhance the support of the Millard Public School District through our Regional Vice President, Bruce Norman. Bruce will always be available to our clients to provide the support that our management team needs to operate your district. Bruce has more than 25 years in the school food service industry.

District Manager

John Durtschi

The District Manager will assist the Dining Service Managers and associates to develop food preparation and presentation skills. John has more than 25 years experience in serving the education community.

Incorporating input from youth advisory committees, recommendations of the Dietitian along with the Merchandising Manager will ensure the students like the food and the meals meet the dietary guidelines.

Dietitian

Kim Sneed, RD

Kim conducts Healthy School Meal Initiative Audits and provides Directors with action plans including recipes and a nutritional analysis of the menu. Our follow up consultation ensures compliance with the nutritional guidelines and implementation of the new Wellness Program Initiatives that will be required for the future.

Kim is a former state auditor for school foodservice in the State of Arizona and has more than five years experience with Chartwells.

Regional Chef

Ralph Garcia

The Regional Chef will be spending a lot of time at Millard Public School District and will spend most of that time with the production staff.

The Regional Chef also assists the Dietitian in the development of food production standards, food presentation and utilization of available foods. The Regional Chef assists all Directors to develop food preparation and presentation skills.

Merchandising Manager

Lisa Catron

Lisa will work with the on-site director to develop and implement specific marketing and merchandising program for the Millard Public School District. Having an expert to oversee the implementation of student-driven dining concepts will ensure customer satisfaction.

Food Service Advisory Committee Meetings

Innovation through Youth Advisory Councils

Building greater participation through quality products and customer service is an important ingredient in Chartwells' operating plan.

Our menus are specific to the needs of each school using input from students, staff and the Youth Advisory Councils.

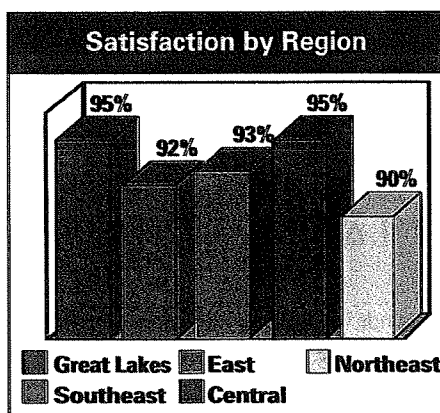
We will meet with students and the food service committee and adjust the menu and production to reflect the needs of the students, parents and administrators.

"At Chartwells we treat your students as our customers and listen to what they have to say when it comes to operating their food service program."

Client Satisfaction

Chartwells prides itself on achieving high customer satisfaction levels. When students are happy, we realize that we are doing a good job.

Measuring customer satisfaction is the key to a successful school-dining program. At Chartwells we hire an independent firm called OEM that surveys our clients and customers to determine their satisfaction level with our services. Chartwells has an outstanding reputation in providing excellence in this area. The graph below shows our overall customer service satisfaction levels by regions within the United States. As you review this graph, please note that the Central Region has the highest rating within Chartwells. The Millard Public School District falls within that region and will benefit from the fact that you will be ranked at the top of the game when it comes to customer satisfaction.



Problem and Issue Resolution

As the leader in the food management industry and the 13th largest employer in the world, Compass Group has the social responsibility to listen to its employees. As part of our program we have developed an Issue Resolution Program that allows our employees to speak up and be heard when ever they so desire to. This program that is web and non-web based is an anonymous tool that is used to protect the integrity of those employees who Speak Up and allow the Issue Resolution Process to resolve any and all day to day potential problems.

Listed below is our website location that can be accessed by any and all employees. There is also a printed version of this program that is posted in all kitchens that we operate that contains phone-in information as well.

www.Compass-Speakup Program

Compass Group's reputation is based on the standards we set for the quality of the services we provide; our operating controls and practices; and our ethics and integrity. We are a world leader in what we do - our clients, customers, investors and suppliers expect us to operate to the very highest standards and all of our employees are required to uphold these standards.

If these standards are compromised, we undermine our reputation and place at risk the security and future success of the business. We cannot allow this to happen. We all share the responsibility for conducting our business in a professional, safe, ethical and legal manner.

We rely on all of our people to 'Speak Up' whenever they feel there is a breach of these standards and that they, their colleagues, our clients and customers, our business or our reputation might be placed at risk.

If you think it's wrong, it's right to 'Speak Up'

Please use the options below either to raise an issue, or to check on the progress of an issue that you have already raised.

Be assured that your confidentiality is protected and that there will be no comeback or repercussions if you have raised an issue in good faith.

Raise an issue	Check the progress of an issue	Read the Compass Code of Ethics
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Marketing Plan-Targeting the Audience

Our approach to Marketing is one that understands the true definition of the word itself. A mistake that our competitors make, is confusing the word marketing with merchandising. At Chartwells, Marketing is not confused with Merchandising.

The Definition of Marketing according to Merriam-Webster is this:

"The processes involved in promoting and selling and distributing a product or service."

Think of Marketing as a "pie," with slices of advertising, data gathering, public relations, pricing, distribution, customer support, menu mix and sales strategy, merchandising items and activities, and community involvement. All of these elements must not only work independently but they also must work together towards the bigger goal. Marketing is a process that takes time to be effective; it is everything that an organization does to facilitate an exchange between company and consumer, in this case a school food service and primarily students but secondarily staff, administration and parents. (Excerpted from Marketing.about.com.)

Specifically, Chartwells Marketing is esthetics with a purpose - integration and action of our resources, programs and tools; it is the effort and intent behind all of the merchandising, promotions and other programs. Marketing is the creation of an atmosphere or environment that invites potential participants into the foodservice program. Merchandising is one of the resultant tools of Marketing.

Chartwells' philosophy of marketing is one that Markets the Food Service Program to the entire School Community. We Market our program to the community in the following areas.

Marketing to Parents

Marketing to Parents and the Larger Community

We communicate that their children are being properly fed with nutritious meals via a well-written menu that also contains nutrition messages and other facts. All of our merchandise is developed 'for a reason', whether that is primarily to carry a nutrition message or a practical one (brochures explaining the USDA Snack or Breakfast Program). The general community is marketed to via a yearly "Compass In The Community" initiative.

- **Website** - modern, real-time resource to share menus, nutrition information, special programs, even make deposits to a child's account where available.
- **Menus** - our most effective Marketing tool - good food, planned for variety and to meet nutritional parameters.
- **Individual School Communications** - brochures, flyers, emails showcase particular bits of information to a select or broad audience.
- **PTO** - uses "street-level" marketing that gains one-on-one exchanges with involved parents. The interaction with these organizations puts "names with faces" and reaps personal feedback that directly translates to improvements and customization of the foodservice program for a particular community.
- **School District Health Fair** - a venue where Chartwells can participate to showcase our extensive Nutrition Programs, like the Balanced Choices, or the Breakfast Program, and also provide education and explanation of the relationship between "eating at school" and general health and wellness. Another opportunity for direct, one-on-one marketing within the school community.
- **Parent Surveys** - ask the right question, get the right answer - customized, quantifiable questions provide direction to the program and empower parents to have a direct impact.

Marketing to Students

Marketing To Students

This group is the most targeted audience of our programs and the 'recipient' or 'user' of our merchandising: signs communicate food stations, pricing and specials; the ChatBoard communicates nutrition information, and so on.

- **Youth Advisory Councils** - an open forum where students provide feedback and Chartwells can disseminate desired information as well.
- **Nutrition Education Program** - Chartwells shares this information in many forms in age-appropriate methods; younger students rely on color, cartoons and a fun delivery while the older audience is reached with methods like professional brochures and information on the ChatBoard and "marketing of the meal" at *Profiles In Good Taste* food stations.
- **Menu** - from a nutrition standpoint, the offering of balanced selections is a given in our business. From a pricing and participation standpoint, encouraging the best "bargain" meal combination is a win for student customer and your school, especially if those combos are reimbursable meals. We begin with the most basic marketing tool-our menus-written to reflect this strategy. Students enjoy the foods they like, with the "good for you stuff" prepared and presented attractively in a retail atmosphere, where eating nutritious meals is the natural and preferred thing to do!

PRO
FILES
in good taste

Website Communication - kids expect to find almost all of their information online. Chartwells integrates into the district website, or can create one for your foodservice that reflects what your students want to know: what's for lunch that day, week or month, meal analyzation, promotions and more.

- **Suggestion Boxes** - direct, anonymous method of gaining feedback used in conjunction with other modes of shaping the program.
- **Surveys** - general and targeted questions help keep our "fingers on the pulse" of the operation. Constant analysis of survey results along with sales and participation records allow us to respond quickly.

School Staff/Administration/Board of Education

Marketing to Staff & Administration

We address their "need to feed" themselves with adult-oriented menus, catering services, and operational tools that allow us to run the Foodservice program effectively and administration to focus on education. An excellent example is our new Balanced Choices program that assists district administration in developing an realistic wellness policy.

- **Electronic Communications** - easy, at-hand and timely method of sharing information and gathering feedback empower these customers to receive and respond at a convenient moment. Documentation is automatic.
- **Surveys** - We survey all of our users to determine what they like and dislike about their food service program
- **BOE Reports** - synopses of the overall program keep the decision-makers in tune with timely information and trends.

Employees

Marketing to Food Service Employees

We market to this group by communicating the expectations and nuts-and-bolts usage of our programs through culinary and merchandising training. These are the people who use our merchandising items on a daily basis to get their job done under our Marketing "umbrella."

- **Newstrition** - professionally done recap of programs and messages geared toward this audience.
 - Standards Training - an informed, trained employee is a happy one. Equipped with knowledge and skills, food service employees are comfortable with clear expectations and become key figures in improving and keeping participation levels up.
- **Johnson & Wales Scholarship Program** - We offer culinary scholarship programs to all of our employess
- **Real Opportunities Web-Site** - advantages beyond a paycheck from Compass.
- **Be-A-star Program** - celebrates the value of teamwork and a job well done.
- **Compass and the Community** - demonstrates Compass' commitment to each community by spearheading a yearly initiative.

HERO

At Compass Group, our vision of 'Great People, Great Service, Great Results' places our people first because without them we can't have great service or great results. As a preferred employer in the foodservice industry, we want to have a loyal workforce with great people who not only want to stay with us, but who will recommend us as a great place to work.

HERO is a program designed to effectively recognize not only teams but those individuals who exemplify our Vision & Values:

- 'Can do'—making the right things happen at the right time
- Embrace diversity—recognizing, respecting, & valuing our differences
- Share success—recognizing, rewarding, & celebrating great performance
- Passion for quality—delivering superior quality & service
- Win through teamwork—supporting each other in our journey from good to great

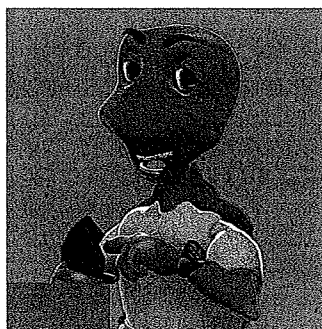
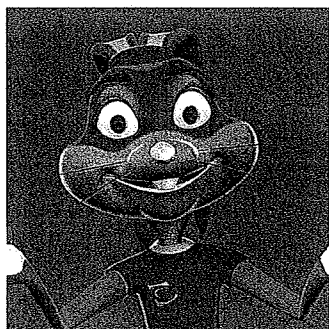
Recognition has many faces. It can be as simple as a pat on the back, a verbal "thank you", or something tangible such as a certificate or note card. Personalized, tangible recognition signifies a true appreciation for a job well done and the HERO program provides the materials to truly recognize our stellar associates!

Promotions

We will create a fun and exciting atmosphere through a variety of monthly promotions from our Chartbusters program including.

- **Sticker Days**
- **Food Giveaways**
- **Theme Days**

The Menu will feature colorful Café Creatures that students love. Each month the Café Creatures will have a Nutrition message and special promotion days.



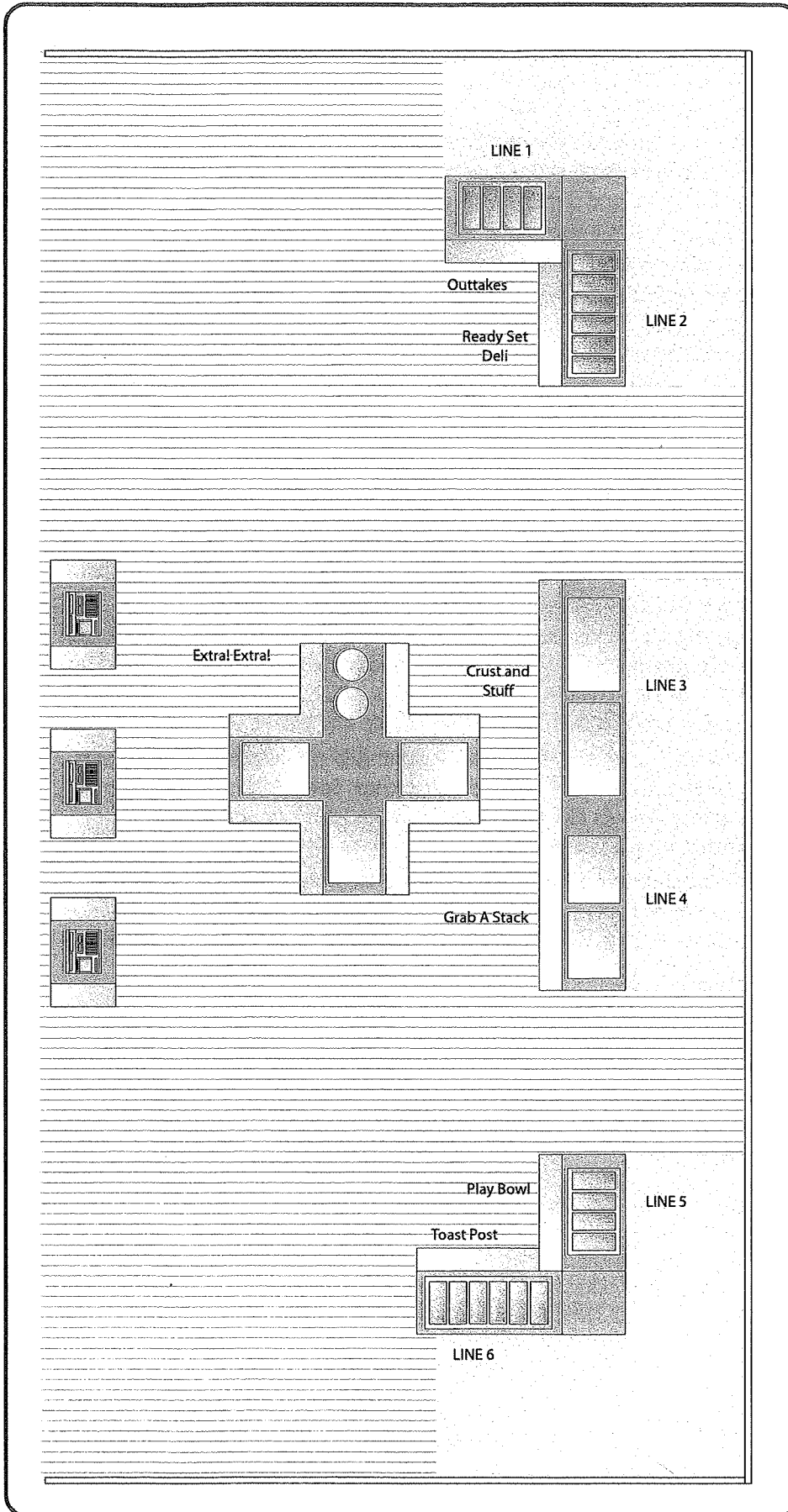
We have included detailed documented results from our promotions that we are currently providing for other districts. The regional merchandising manager is responsible for communicating those results to our current clients.

Expanding Participation in the Lunch Program

Aggressive marketing is a vital component in every successful foodservice operation today. To increase participation, we will use our merchandising expertise to bring an upscale, retail feel to the secondary schools' dining rooms. The following is our five-year strategic plan for the future operation of your food service program. The intent of this plan is to continuously improve upon the program over time.

Millard Marketing Review

Let's take a look at Environments for Millard Secondary Schools. The High School building sketch illustrates station placement and the summary outlines describes proposed specifics:



Millard High School

Servery

Proposed Layout

FLOOR PLAN

Floor Plans and Renderings
Shown for Conceptual
Purposes Only



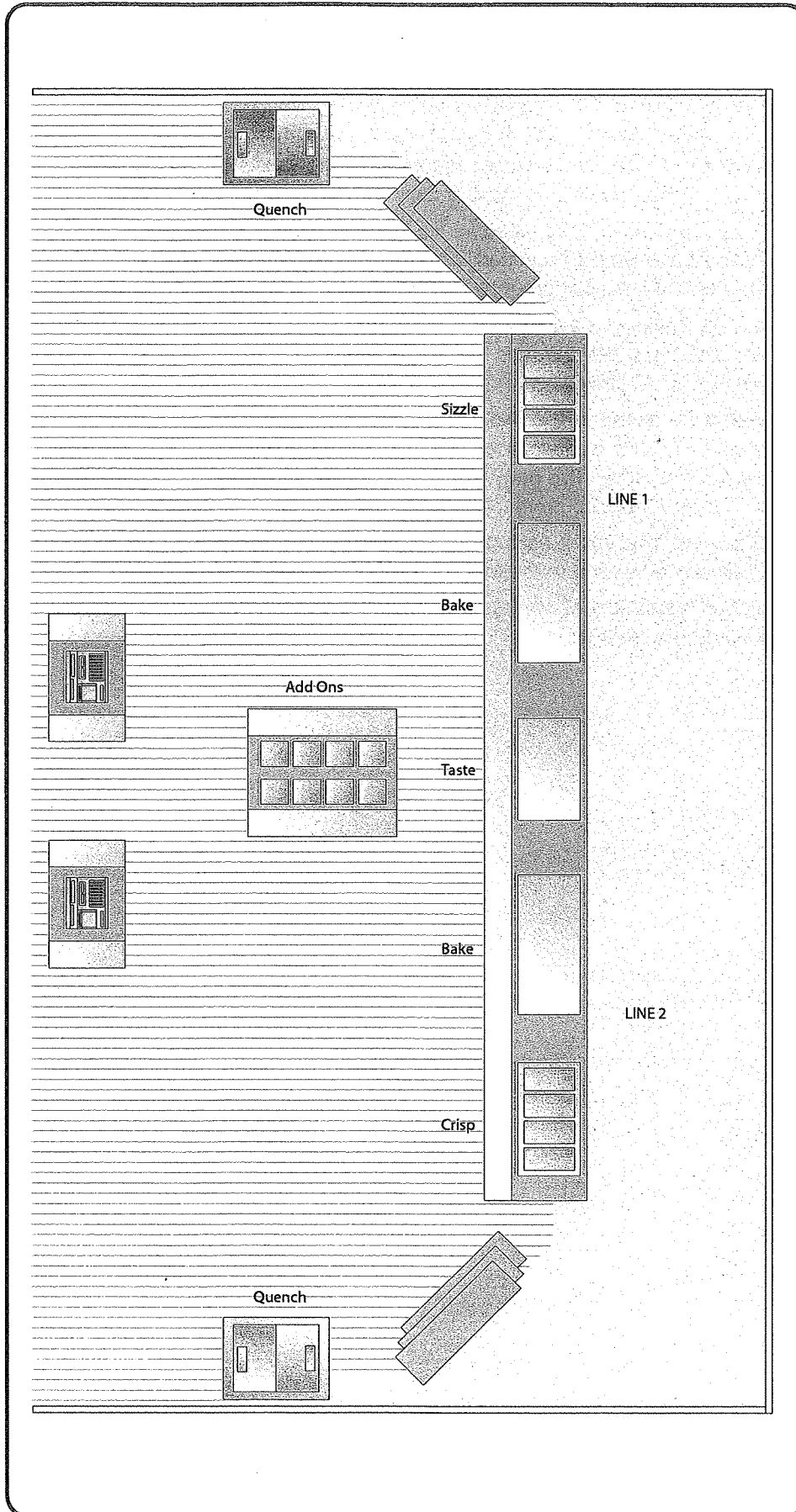
A Division of Compass Group

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Millard High School Marketing Recommendations

Our goal at the high school level is to increase participation in the reimbursable meal as well as maintain a level of A La Carte sales. Below is a suggested plan that will better utilize the existing space to offer a wider variety of meal options and bring a more retail look and feel to Millard High School.

- Line 1—utilize the existing 4 well cold unit to offer an Outtakes station. Here you will find grab and go meals with a focus on energy and fast service. Salads, sandwiches, parfaits and more are packaged, labeled and displayed for quick service.
- Line 2—who doesn't like food made "just for me?" Utilizing the existing 6 cold wells, implement our Ready Set Deli station. Add white cold pans or white shallow display platters with matching utensils. Sandwiches and salads are prepared to order with fresh greens, deli meats, and whole grain breads. Topped by an array of vegetables and dressings and served with a side or fruit or composed salads, this concept effortlessly hits the healthy meal spot!
- Line 3— if it is baked, in or on a crust, it is found here at the Crust and Stuff station! Move the existing flat Hatco warmers to one side to offer our home-baked pizza with wheat crust on black anodized pizza pans! Empanadas, quiche, hot pockets, Strombolis, and calzones are a few of the rotating menu items available at this station.
- Line 4— combos rule at the Grab a Stack station! Move the existing Hatco sandwich slides to the right so they are side by side. Use the slides to offer self-serve burgers, chicken patties, and hot sandwiches...all served on wheat buns! At this station, you will also find rotating specials such as ribs or baked chicken, burritos, and pre-made Paninis! Sides like hot fruit, macaroni & cheese, baked fries and more are portioned and packaged right along with the entrée for a complete meal.
- Line 5— if it can be served in a bowl it belongs here at the Play Bowl station! Add a flat griddle pan to cover the wells and balti pans to display the food. Rice and noodles come to mind first, but the menu can be as creative as you want. Your bowl can be a combination of nutritious, colorful and flavor rich foods. Pick a starch, add some veggies and some protein, then toss in some sauce and you've got yourself one stylish bowl.
- Line 6— utilize the existing cold wells to offer a Toast Post station! Add a Panini grill or turbo chef oven behind the serving line to offer a variety of toasted sandwiches. Sandwich varieties will be pre-made, and served with accompaniments like composed salads and fresh or portioned fruit. Other items like burritos & quesadillas may appear on the menu for variety and fun too!
- Utilize the existing equipment in the center of the dining area to incorporate our Extra! Extra! Station. Using white shallow pans or platters, offer students a variety of cold vegetables and fruit side dishes to complete their reimbursable meal. This new, fresh approach to merchandizing vegetables and fruits brings nutrition to the forefront and promotes healthy, balanced meal selections.
- Appropriate 3-dimensional signs will hang above each station to identify the type of food being offered and wavy POS signs will be used to identify the weekly meal choices.
- Decorative serving pieces and an assortment of display smallwares will soften institutional appearances and add functionality to the cafeteria environment.



Beadle Middle School

Servery

Proposed Layout

FLOOR PLAN

Floor Plans and Renderings
Shown for Conceptual
Purposes Only

Chartwells
Eat · Learn · Live

A Division of Compass Group

Millard Middle School Marketing Recommendations

Our goal at the middle school level is to increase participation in the reimbursable meal and capture a level of à la carte sales. Below is a suggested plan that will better utilize the existing space and offer a wider variety of meal options.

- Line 1—utilize existing hot wells to offer a “Sizzle” station! Add pan risers and 2” half-long pans to display traditional hot entrées, rotating theme bars, noodle & rice bowls, and freshly steamed vegetables. Implement a Bake station next to the Sizzle station using the existing flat Hatco warmer. Self-serve homemade 16” round wheat crust pizzas as well as rotating daily specials will be offered here.
- Line 2— utilize the existing wells to offer a “Crisp” station! Ice the wells, add white sectional pans and offer made-to-order subs and wraps! If needed, you may also use this area as a secondary Sizzle station. Implement a Bake station using the existing hot wells on line 1.
- Using the existing sandwich slide, implement a “Taste” station in the center of lines 1 and 2 that will service both lines! Use the slide to offer self-serve burgers, chicken patties, and hot sandwiches...all served on wheat buns!
- Utilize the existing equipment in the center of the two lines to incorporate our Add ons station. Using white shallow pans or platters, offer students a variety of cold vegetables and fruit side dishes to complete their reimbursable meal. This new, fresh approach to merchandizing vegetables and fruits brings nutrition to the forefront and promotes healthy, balanced meal selections.
- Appropriate 3-dimensional signs will hang above each station to identify the type of food being offered and wavy POS signs will be used to identify the weekly meal choices.
- Decorative serving pieces and an assortment of display smallwares will soften institutional appearances and add functionality to the cafeteria environment.

Elementary Menu

We will continually adjust the elementary menu to reflect changing student food preferences. Our plan includes continuing to offer innovative menu selections to encourage participation in the Dining Program.

Chartwells' Regional Dietitian reviews the production schedules and menu for compliance with the USDA Guidelines regarding Healthy Meals to Children. She then prepares an action plan for continuing to meet the guidelines and follows up to assist with implementation.

Student Nutrition Education

Experts agree that nutrition education in the classroom and cafeteria is one of the most powerful means of promoting health, wellness and intellectual development for youngest citizens. It is for these reasons that Chartwells has developed a comprehensive nutrition education program for both the classroom and cafeteria. Our programs are fun, developmentally appropriate for students at each grade level, provide opportunities for students to practice what they have learned, and were developed to be part of a comprehensive school health program.

Health Smart Comprehensive Nutrition Curriculum:

Chartwells is pleased to donate a complementary copy of the comprehensive Health Smart Nutrition Education/Physical Activity Curriculum to your district free of charge. This resource can be used as a stand-alone curricular component for students in grades K - 12, or teachers may integrate nutrition lessons and supplementary computer self-learning modules contained in the full curriculum into other subject areas. Your complimentary curriculum includes one Teacher Resource Guide, one Student Resource Guide and one companion computer learning CD for each grade levels.

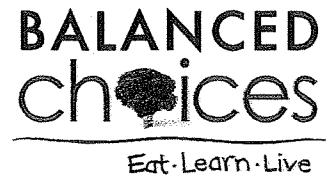
Chartbusters:

The 2008-09 Chartwells Chartbusters cafeteria nutrition education program components will focus on the topics of breakfast (September - December), food and culture (January - March), and seasonality (April - June) for all students in grades K - 12. Nutrition-themed activity and coloring sheets will be provided to all children in elementary schools, and posters and signs to deliver nutrition and healthy lifestyle messages and promote our better-for-you Balanced Choices meals, snacks and beverages to students at all grade levels. Video showings to encourage students to start their day with a nutritious breakfast and monthly food taste tests to give students opportunities to sample new healthy foods.

To meet the needs of our customers looking for simple and practical ways to incorporate more nutrition education into the classroom, the 2008-09 Chartbusters program makes 10-Minute LEARN Nutrition Lesson Plans available to teachers. Four (4) sets of ten lesson plans- one for each month of the school year- have been developed by Chartwells Registered Dietitians for students in grades K-3, grades 4 & 5, middle school, and high school. Lesson topics coincide with the Chartbusters promotional calendar and are scripted to be quick and easy to teach, fun, and age appropriate. Each lesson includes a suggested teacher-guided EAT cafeteria connection, a LEARN 10-minute classroom activity, and a LIVE home activity so that the key messages of the lessons are reinforced in a variety of settings both in and away from school. Teachers choosing to take advantage of this unique program may download the 10-Minute LEARN Nutrition Lesson Plans from our new Chartwells Teacher's LEARN Nutrition Education Resource Site.

Balanced Choices®

Chartwells has developed a program called Balanced Choices®, which represents a comprehensive approach to the health and well-being of your students and, we believe, a solution to the wellness policy requirements that have been mandated through The Child Nutrition and WIC Reauthorization Act of 2004.



Our Balanced Choices Meal Program is a guidance system to assist students in making the most nutritious meal choice at the point of service. Each Balanced Choices meal meets precise nutritional parameters and is highlighted on the serving line. This meal program goes beyond the USDA meal requirements because it provides the recommended nutrients in a single meal instead of an average of all meals served in one week.

Balanced Choices à la carte program offers snack and beverage options that meet precise nutritional parameters and small package sizes to provide “better for you” choices.

Employee Training and Development

Training Coordinator

Karen Jirik

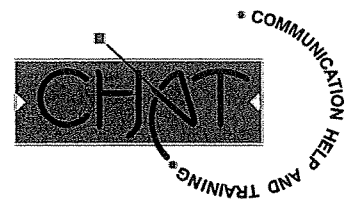
Karen will develop and implement the training program to meet with all of the employees, answer their questions and address their concerns.

It is essential to a smooth first day that all employees are comfortable with the new management team they will be working with. It is equally essential that the management team clearly understands, and addresses, the concerns of each of the employees.

Ongoing Training

Chartwells' Communication Help and Training (CHAT) program, seminars, and on-the-job training techniques will aide in the development each associate.

We have included per your request examples of our CHAT meeting topics for your review.



Be-A-star

The Be-A-star field incentive plan instills a culture of “accomplishment through team effort.” Be-A-star culture converts associates to partners. These empowered partners, our crew, are anxious to serve customers, increase participation and ensure customer satisfaction. The important aspects of the Be-A-star training and development include:

- Encouraging self-evaluation through the creation of a team mission statement.
- Promoting good will and productivity with students, parents and administration.
- Focusing on “Excellence in Customer Service”



Quality Assurance

All dining service directors are ServSafe trained and certified. Each district has a Quality Assurance Standards and Solutions manual with guidelines for meeting Food and Drug Administration and Compass Group standards.

The manual, which includes standard operating procedures, sanitation standard operating procedures and Hazard Analysis Critical Control Point (HACCP) compliance plans, provides detailed solutions and helpful information.

Financial Commitment/Management Fees

The dynamic nature of your school district requires that a dining service provider be flexible and innovative to ensure student satisfaction and financial performance. We will accomplish that goal by taking a partnership role with your school district investing in our future.

Capital Investment

* { In an effort to improve the quality and variety of food served to children, Chartwells will invest \$474,500.00 to implement the programs outlined in this executive summary.

{ This investment will be amortized over five years in accordance with the USDA and state regulations governing equipment investments in the National School Lunch Program. The district will not be charged any interest for this investment.

Management Fees

Chartwells has submitted with our proposal an operating budget that we have projected for the operation of Millard Public School District.

Chartwells will provide School Dining Service to the Millard Public School District under a management fee arrangement. Under this arrangement Chartwells will receive a management fee of .031 cents per meal and an flat administrative fee of \$275,000. Chartwells' fee increases on an annual basis shall not exceed CPI.

Chartwells shall guarantee our projected Rebates and Managed Volume Discounts at a minimum of \$519,150.00. If Chartwells fails to achieve the projected rebate and discount amount, we will refund the district the entire \$519,150.00 rebate projection.

The terms of this guarantee shall evolve around the following conditions.

- a) Reimbursement rates for National School Lunch Program meals shall not be less than the rates in effect for the prior school year;
- b) The value of government donated commodities and/or cash in lieu thereof shall not be less than the value of government donated commodities and/or cash in lieu thereof received during the prior school year;
- c) The number of service days for the school year shall be no less than the number indicated in the Request for Proposal;
- d) The student enrollment projections for the term of the contract period shall be no less than the number indicated in the Request for Proposal;
- e) The level of wages, salary, and fringe benefits shall be agreed upon on an annual basis
- f) The selling prices of Menu Pattern Meals and A-La-Carte selections shall be agreed upon on an annual basis
- g) Chartwells shall receive an annual pre-payment of one months operating expenses to cover the cost of working capital and shall credit the district back upon completion of the school year.
- h) The district shall sign a non-compete for all Chartwells management personnel.

Conclusion

Chartwells will meet the challenges of the Millard Public School District. The operating concepts and management plans are our commitments to the students, parents and staff at the Millard Public School District. Our proposal is organized with each section detailing specific information as it relates to a successful food service operation. Every element is designed to assure that Chartwells' contribution to the overall success of the Millard Public School District is complete and exceeds your expectations.

Chartwells Because....

Chartwells is committed to staying on the cutting edge of innovation, constantly implementing new foodservice techniques, menu items and promotional events to make our foodservice programs the best! The following are a few reasons Chartwells is the best choice for Millard Public School District.

Superior Management Support

Qualified Food Service Director Candidate

Training Program that Rewards and Motivates Employees

Proven Record of Accomplishment

Investment in your program

Expanded Menu Choices

Freshly Prepared Foods

Menus Reviewed for USDA Compliance

Fundamentals Merchandising Concepts for K-5

Profiles Merchandising Concepts

Complete Accounting and Accountability System

Effective Food Handling Systems

Taking Your Program to the Next Level

Dedication to Making "What's Important to You Happen"

Exhibit L -
Miscellaneous
Contractor
Proposals



"It is critical to the success of our schools that we understand accept, believe and commit to the role of school food service in the health of our nation's young people."

Margie Saidel, MPH, RD, Chartwells Director of Nutrition

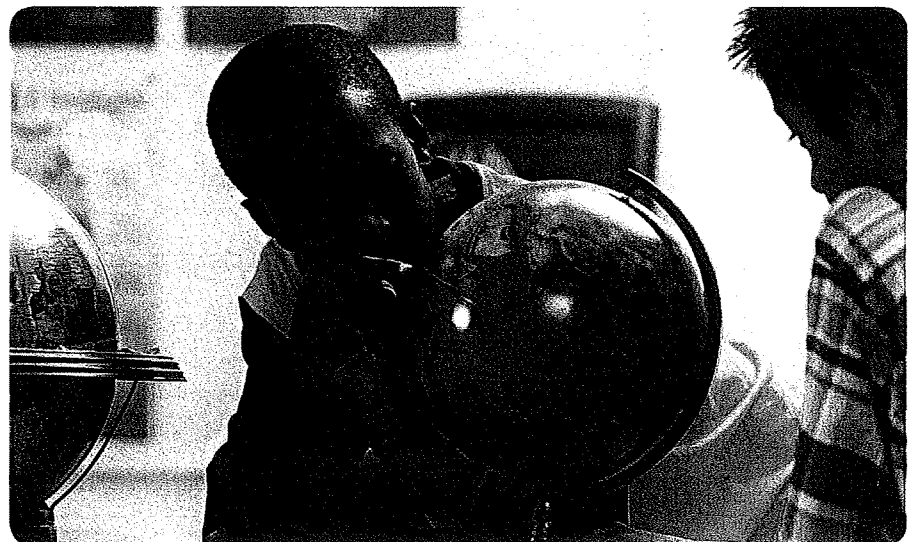


Exhibit L - Miscellaneous Contractor Proposals

Clearly label all responses to information requested on this exhibit with the exhibit letter and the item number.

1. **Inventories (as appropriate):** The successful contractor may be required to purchase all inventory of food and supply items currently in leased storage, the sponsor's warehouse, and in storage in any of the schools. Current market value will be utilized to determine the value of said items. Explain how the contractor proposes to make this payment.

Chartwells will comply with this Section.

2. **A la carte (as appropriate):** A la carte items are offered in elementary, middle/junior and senior high schools and only with the sponsor's approval at each location. Describe the contractor's plan for operation of the a la carte program.

Chartwells will Comply with the A la Carte program as it currently exists. (Please refer to the following pages for the menus.)

3. **Adult Meals:** Describe the contractor's plan for operation of an adult meal service program.

Chartwells will operate this program as it currently exists (Please refer to the adult meal plan on the following pages).

4. **Meal Preparation Sites:** Meals may be prepared at the locations presently used or such other kitchen/service arrangements as are proposed by the contractor and acceptable to the sponsor. Submit a plan for operation that sets forth school locations by name where food will be prepared and a list of school locations by name to be served by preparation kitchens. Proposed on-site preparation kitchens shall also be identified by name. Refer to Exhibit A, item 12 for a list of current food preparation and serving sites.

Chartwells will operate this program as it currently exists.

4. **Additional Equipment or Building Modifications:** In the event the contractor's package calls for additional equipment or building modifications, submit a plan showing costs, detailed descriptions, and locations. Indicate who shall pay the cost of such modifications. Any building modifications must be approved by the sponsor's board of education.

Included in Proposal (Please refer Executive Summary section).

5. **Nutrition Education (as appropriate):** Describe nutrition education programs the contractor will provide for students, teachers, parents and other interested parties.

Included in proposal (Please refer to the Nutrition Education section (exhibit L, item #5 on the following pages)

Exhibit M
- Annual
Budget
Projection

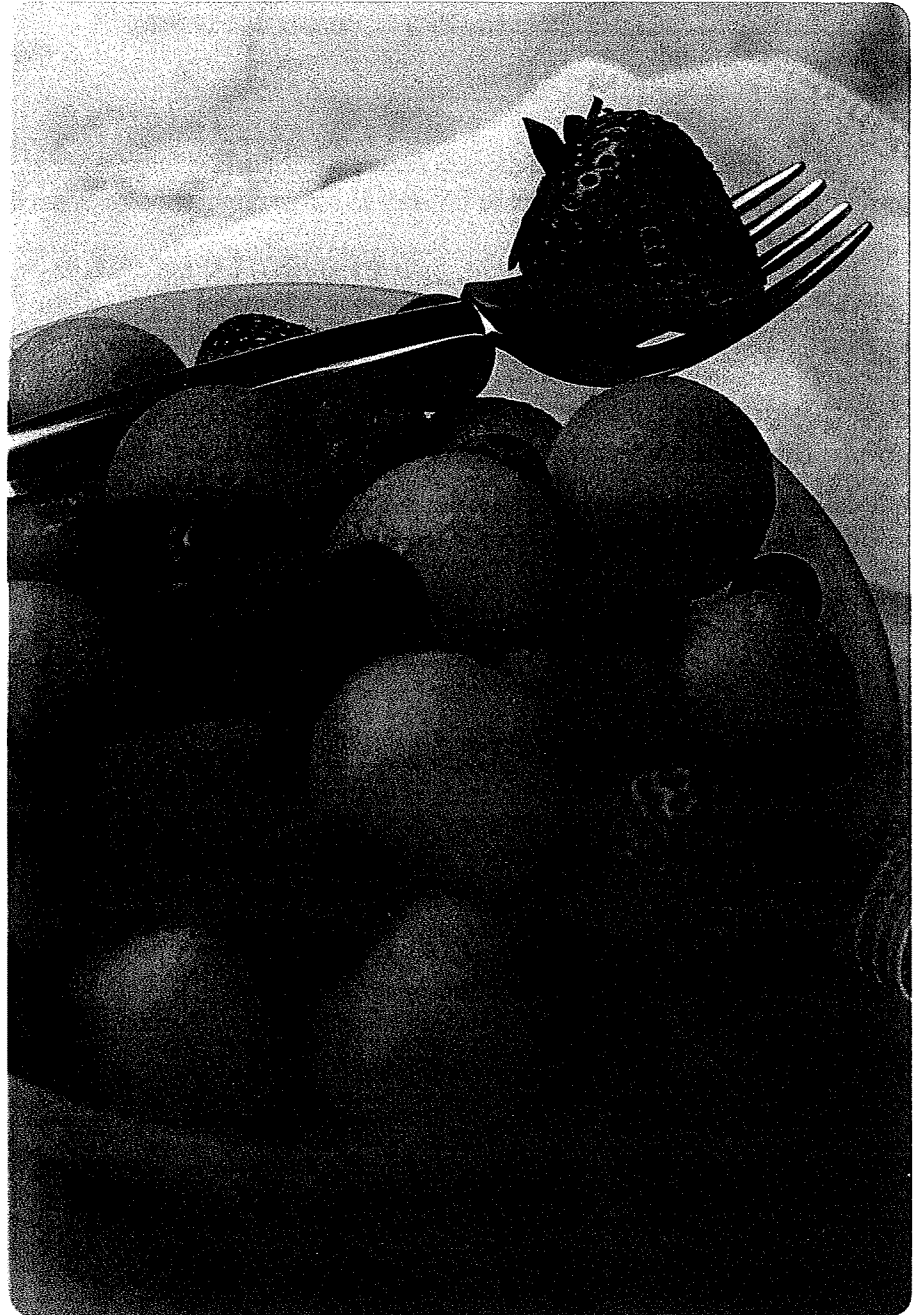


Exhibit M - Annual Budget Projection**(Cost Reimbursement Contracts Only)****Projected Revenue: Refer to Exhibit D for participation data needed for revenue projections.**

PROJECTED REVENUE			
Revenue Source	Number of Meals/Milk/Snacks	Proposed Selling Price or Reimbursement	Projected Revenue B (x) C =
(A)	(B)	(C)	(D)
LOCAL SOURCES			
Student Breakfasts			
Paid - Elementary	217,242	\$1.10	\$238,966.20
Paid - Middle/Jr. High	29,751	\$1.35	\$40,171.95
Paid - Sr. High	27,124	\$1.60	\$43,398.40
Reduced - All Students	16,355	\$3.000	\$49,065.00
Student Lunches			
Paid - Elementary	1,253,527	\$1.80	\$2,256,348.60
Paid - Middle/Jr. High	655,106	\$1.90	\$1,244,701.40
Paid - Sr. High	507,361	\$2.00	\$1,014,722.00
Reduced - All Students	117,277	\$4.000	\$469,100.80
Student Special Milk	N/A	\$	\$
Student After-School Snacks			
Paid - Elementary	N/A	\$	\$
Paid - Middle/Jr. High	N/A	\$	\$
Paid - Sr. High	N/A	\$	\$
Reduced - All Students	N/A	\$.1500	\$
Student A la Carte		\$	\$2,584,727.00
Adult Breakfasts		\$	\$2,409.00
Adult Lunches		\$	\$57,672.00
Adult A la Carte		\$	\$
Miscellaneous (special functions, vending, bank interest, other)			\$543,177.00
STATE SOURCES			
School Food Assistance paid on all Public School Student Breakfasts	367,005	\$0.05	\$18,350.25
School Food Assistance paid on all Public School Student Lunches	2,792,096	\$0.01	\$27,920.96
FEDERAL SOURCES			
Student Breakfasts			
Paid	274,124	\$0.24	\$65,789.76
Reduced/Severe Need	16,355	\$1.01	\$16,518.55
Free/Severe Need	76,527	\$1.31	\$100,250.37
Student Lunches			
Paid	2,415,994	\$0.23	\$555,678.62
Reduced	117,277	\$2.00	\$234,554.00
Free	258,825	\$2.40	\$618,780.00
Student Special Milk			
Paid	N/A		\$
Free (reimbursed at cost per unit)	N/A	\$	\$
Student After-School Snacks			
Paid	N/A	\$	\$
Reduced	N/A	\$	\$
Projected Reimbursement Increases		\$	\$62,484.29
A. TOTAL PROJECTED REVENUE		\$	\$9,822,596.35

Exhibit M - Annual Budget Projection, (continued)

Projected Expenditures: Refer to Exhibit G, Division of Costs for Food Service Program. The Sponsor and Contractor should each complete budget projections on this form for each of their respective cost items as specified on Exhibit G.

PROJECTED EXPENDITURES			
Item (A)	Number of Meals/Milk/Snacks (B)	Projected Cost Per Meal (C)	Total Item Cost (D)
FOOD COST			
Breakfasts:			
Elementary	274,124	\$.65	\$178,180.69
Secondary / Adult	92,881	\$.65	\$60,372.65
Lunches:			
Elementary	2,415,994	\$.85	\$2,053,594.90
Secondary / Adult	376,102	\$.85	\$319,686.70
Student Special Milk	N/A	\$	\$
Snacks			
Elementary	N/A	\$	\$
Secondary / Adult	N/A	\$	\$
A la Carte			\$1,178,598.00
Special Functions			\$84,787.00
Rebates and Discounts			(\$519,150.00)
Other			\$20,446.20
LABOR COST			
Hourly Wages:			
Total District Labor			\$3,466,225.00
Food Service Workers			\$
Driver			\$
Other			\$
Hourly Benefits and Taxes:			
FICA			\$
Retirement			\$
Unemployment Compensation			\$
Workers' Compensation			\$
Health Insurance			\$
Life Insurance and Disability			\$
Holidays			\$
Management Salaries			\$170,000.00
Management Benefits and Taxes			\$59,500.00
OTHER PURCHASED SERVICES			
Telephone, local service			\$3,052.00
Telephone, long distance			\$
Utilities (heat, power, water)			\$
Extermination			\$
Laundry			\$46,833.00
Other			\$
FSMC Management Fee *			\$423,407.00

Exhibit M - Annual Budget Projection, (continued)

Item (A)	Number of Meals/Milk/Snacks (B)	Projected Cost Per Meal (C)	Total Item Cost (D)
SUPPLIES			
Disposable Serviceware			\$
Cleaning Supplies			\$47,843.00
Paper Supplies			\$430,584.00
Uniforms			\$46,833.00
Menu Paper			\$1,500.00
Menu Printing			\$5,000.00
Promotional Materials			\$
Office Supplies			\$18,909.00
EQUIPMENT & REPAIR			
Replacement of Capital/Major Equipment			\$0
Replacement of Expendable/Minor Equipment			\$62,927.00
Repair of Equipment (Normal wear and tear)			\$21,687.00
Repair of Equipment Resulting from Negligence of Contractor's Employees			\$0
Repair of Equipment Resulting from Negligence of Sponsor's Employees			\$0
Painting			\$0
OTHER			
Depreciation			\$94,900.00
Audit fees			\$98,271.00
Licenses/Permits			\$19,137.00
Promotions			\$20,000.00
Mileage			\$7,611.00
Physicals			\$0
Telephone			\$3,000.00
Tax			\$19,137.00
Miscellaneous			\$388,844.00
B. TOTAL PROJECTED COSTS			\$8,831,736.10

* See additional information in Exhibit N regarding Food Service Management Company (FSMC) fees.

Exhibit M - Annual Budget Projection, continued

Budget Summary

A. Total Projected Revenue:	<u>\$9,822,596.35</u>
B. Total Projected Expenditures: (-)	<u>\$8,831,736.10</u>
C. Profit / Loss	(=) \$990,860.25

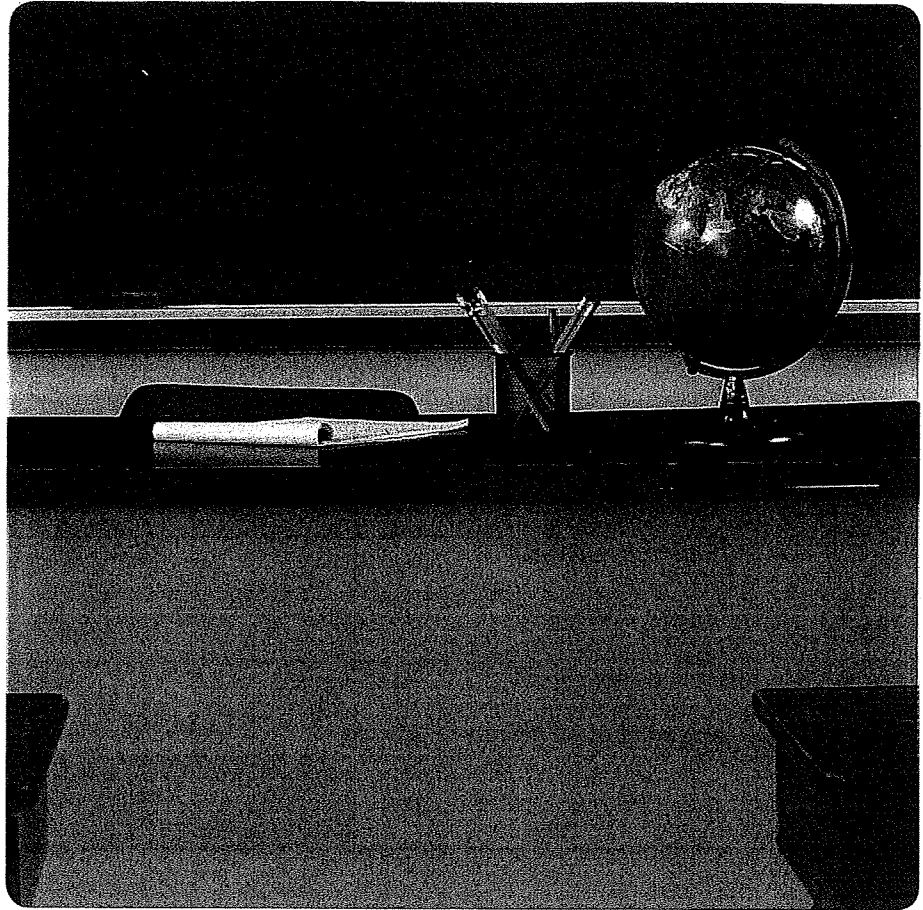


Exhibit
N - Fee
Proposal



Exhibit N – FSMC Fee Proposal, continued**2. Management Fee Estimate****Table 1. Management Fee Per Meal Equivalent**

Meal Type Column A	Number of Meals or Equivalents Column B	Fee Per Meal or Equivalent Column C	Meal Equivalents Column D
1. Total Student Lunches (Exhibit D, Table 1, column B)	2,792,096	\$.0885	\$247,100.00
2. Total Student Breakfasts (Exhibit D, Table 3, column B)	367,005	\$.0885	\$32,480.00
3. Total Student Snacks (Exhibit D, Table 5, column B)		\$	
4. Non-Reimbursable Meal Equivalents (Exhibit D, Table 7, column C) divided by \$2.00)	1,625,168	\$.0885	\$143,827.00
5. Estimated Total Management Fees (line 6 multiplied by line 5)			\$423,407.00

4. Meal Fee Estimate – Applicable ONLY to Management and Meal Fee structure**Table 2. Meal Fee Per Meal Equivalent**

Meal Type Column A	Number of Meals or Equivalents Column B	Fee Per Meal or Equivalent Column C	Estimated Total Fees (Column B x C) Column D
1. Total Student Lunches (Exhibit D, Table 1, column B)			
2. Total Student Breakfasts (Exhibit D, Table 3, column B)			
3. Total Student Snacks (Exhibit D, Table 5, column B)			
4. Non-Reimbursable Meal Equivalents (Exhibit D, Table 7, column C divided by \$)			
5. Estimated Total Meal Fees (line 6 multiplied by line 5)			

Exhibit N – FSMC Fee Proposal, continued

5. Bottom Line Fee Proposal

Management and Meal Fee Per Meal Equivalent

Table 1, line 5, column D	<u>\$423,407.00</u>
Table 2, line 5, column D	N/A
Estimated Total Fee	<u>\$423,407.00</u>

Exhibit N – FSMC Fee Proposal

6. Management Fee Proposal

Chartwells School Dining Services

a food service management company (hereinafter referred to as the FSMC), agrees to operate the school food service program of

Millard Public Schools,

a federal Child Nutrition Program sponsor (hereinafter referred to as the SPONSOR) as described in the SPONSOR's Request for Proposal (RFP) specifications for the 2008-2009 school year and for school years 2009-2010, 2010-2011, 2011-2012, and 2012-2013 subject to subsequent negotiated one-year extensions of our agreement.

The FSMC's management fee proposal is based upon the fee structure specified by the SPONSOR in Exhibit N of its RFP and the management fee estimates provided by the FSMC in Exhibit N.

This proposal is subject to negotiation throughout the procurement process and to all the attached definitions, terms, conditions, and specifications contained in the RFP and all of its exhibits. The FSMC hereby agrees to enter into an appropriate SPONSOR/FSMC agreement subsequent to the award of the contract.

Compass Group USA, Inc., by and through its Chartwells Division

Name of Food Service Management Company

Keith T. Cullinan, President - Schools

Name of Company Representative

SODEXHO PROPOSAL

Executive Summary

Exhibit L

Exhibit M

Exhibit N

Executive Summary

Millard Public Schools can improve its nutrition offerings, engage the community and reduce its program cost by selecting Sodexo School Services as your partner in nutrition services.

Millard Public Schools has the opportunity to present its nutrition department as a positive factor in improving the quality of student life while enhancing your students ability to learn and achieve. Millard Public Schools will benefit with an accountable and transparent program that takes a leadership role in improving the nutritional content of meals and improving nutrition education.

After carefully listening to your needs, meeting with numerous district stakeholders and surveying your schools, we heard three primary needs that you believe are critical for Millard Public Schools to be successful.

1. Ensure a consistently high quality program for students, parents, staff and administration;
2. Provide department leadership which will focus on meeting the needs of the program and promoting Millard Public School's Food Service Department as an integral part of its expectation of a world class educational system;
3. A partnership based on mutual trust that focuses on the needs of each and operates first, foremost and always on what is best for students.

1. A consistently high quality program

Millard Public Schools can expect a program that reflects the high quality standards that it has set in all of its educational efforts. Students will experience programs that meet their ever-changing needs and desires, as well as be presented with a retail concept. Our marketing efforts will reflect a high quality food court concept that students encounter when they dine out. However, it will be much more than high quality food presented in a professional environment. It will also engage students in the effort to improve their nutritional habits and offer a program that matches their active lifestyles. Sodexo will provide students not only with the information and resources to make better lifestyle choices, we will also invite them to participate in efforts such as Kid's Culinary Competition, where students compete, developing healthy snack recipes that become part of the program. We have also incorporated additional resources into our management team to assist in students' learning, employee development and catering.



Eating seasonal foods grown in your geographic area supports your health, the local economy, and the health of the community.

GOAL 1

Ensure a consistently high quality program



Good for students!

sodexo

Making every day a better day



2. Provide leadership that will focus on the needs of MPS Child Nutrition Department.

Our innovative management approach will provide leadership to the Millard Public School Child Nutrition Department. Bob Snowden knows your District better than anyone and has proven he will lead our efforts.

Bob will be supported by our on-site General Manager, a Marketing Manager and a Support Services Training Manager all of whom have demonstrated a commitment to serving customers throughout their careers. Bob will continue to oversee our facilities services to Millard Public Schools and will add his expertise and leadership to the Child Nutrition Team. Bob has been described by MPS administration as *one of us* so you know you can count on him to do what's right for the students, parents, staff and administration. After all, that is what he has done for the last 10 years at Millard Public Schools. He understands the culture of the Millard community and its world class education expectations. The additional management personnel will provide more support to the Kitchen Managers and allow us to work closer with our customers.

3. A partnership based on mutual trust

Since 1997 we have been proud to call Millard Public Schools a partner with Sodexo. During this time we have focused on ensuring that your District's expectations have been met or exceeded. Our proposed plan to provide both Facilities and Child Nutrition Services to Millard Public Schools is critically important for both departments. No other provider will have the same motivation and expectations for success as Sodexo. We recognize, accept and welcome that opportunity. You have the personal commitment of Al Allen, President of Sodexo Facilities Services, and Lorna Donatone, President of Sodexo K-12 Education Services that we will continue to provide your District with the high quality services you have seen from us in the past, and even more. Our offering incorporates new and innovative services that we will be able to deliver to you by our joint services offering and provide you with the world class support services for the Millard Public Schools. **This includes a \$2.5M purchasing rebate guarantee over the life the contract.**

Additionally, Sodexo will provide Millard Public Schools with a five year capital asset assessment as well as an ADA compliance study. These two offering enhancements have a market value more than **\$325,000**, if the District contracted for the services externally. All at no cost to the District.

Sodexo is excited about the opportunity to expand our partnership with Millard Public Schools. The following pages will detail our plan to bring about the changes and results you have outlined for a successful nutrition program in your district. This proposal provides better programs and offerings for students, more management support leading to better trained staff, improved financial results you can count on and an added value commitment from Sodexo that reflects the importance we place on our partnership with Millard Public Schools!

GOAL 2

Provide leadership that will focus on the needs of MPS Child Nutrition Department.



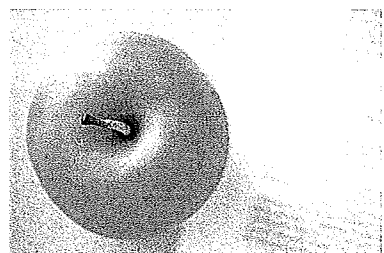
Good for staff!

GOAL 3

A partnership based on mutual trust



Results You Can Depend On!



Sharing your goals to advance student achievement.

Finance



Financial Benefits and Partnership Value

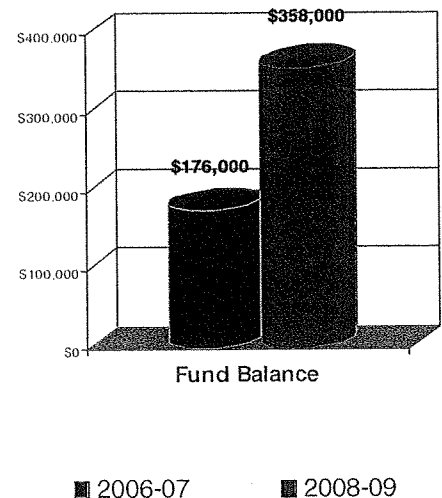
Based on the information contained in the Millard Public Schools RFP the nutrition program operated with an annual program balance of \$176,000 during the 2006-07 school year. By expanding the partnership Millard Public Schools has with Sodexo, we project a financial improvement over your current results. In addition to an increase in your bottom line, we will also provide additional value to the District from this new and expanded partnership. In an effort to demonstrate our commitment to the District for becoming your sole support services partner, we have outlined on the following pages the enhancements that we will deliver at no extra charge to the District.

Bottom Line Improvement

Our financial worksheet contained on the following pages shows an annual program fund balance of more than \$358,000 for the 2008-2009 school year. That is an improvement of more than \$184,000 compared to your last full operating year. We understand the difficulties you have experienced regarding financial "Guarantees" that have turned out to be "no Guarantee at all". In recognition of your RFP terms and this experience, we have honored the terms you have set forth in your document as it relates to your bottom line. However, we have included a guarantee that you can fully and completely rely on without the moon and the stars being aligned a certain way or the month of February containing 30 days.

Guaranteed Performance

Our guaranteed performance results will center on two very important and measurable results. First and foremost, as you have requested in your RFP, Sodexo will Guarantee annual purchasing rebates and discounts to be no less than \$500,000 per year for each of the five years of our agreement. That's a total financial commitment from Sodexo to Millard Public Schools of \$2,500,000 over the life of our initial five year partnership. The only requirement on the part of Millard Public Schools towards attaining this Guarantee is that we are allowed to fully implement our purchasing systems and utilize our approved vendors and suppliers. In other words, you simply have to let us handle the purchasing and allow us to do what you have hired us to do and your obligations are met. It's that simple. No strings attached.



Improved financial results and a Rebate Guarantee that you can rely on from a partner you can trust!



Sodexo proposes a contractual provision that allows protection for both parties regarding the Guaranteed Rebate Credit. If a shortfall in the credit amount occurs in any year of the agreement but the Districts projected fund balance position is met, we would request that Sodexo be allowed to retain 100% of its management fee charges. This relief provision would only apply WHEN the Districts financial position was attained. In the event that the rebate credit is exceeded, the District would receive 100% of the actual amounts earned regardless of the programs fund balance at year end. In other words, if we operate the department to the best of our abilities, control expenses and maximize participation which results in your financial expectation being met, we don't want to be penalized financially should the rebate amount be somewhat less than what was guaranteed. However, even if we do all those things described but the budgeted fund balance is not met and a rebate variance occurs, then we would fully expect to make up that difference to the District per our guarantee terms. In the unlikely event of a shortfall in any year of the agreement Sodexo requests the right to recover prior lost amounts from future rebate credits that exceed an annual amount of \$500,000.

Secondly, we are so committed to maintaining the high quality standards set in our partnership for facilities management and so confident in our ability to deliver that we will include a Satisfaction Guarantee. This means that if you are not 100% satisfied with our services in child nutrition during any given month, you can deduct that month's Management Fee from your bill. Simply tell us in writing what aspect of our services you were not satisfied with and the Management Fee for that month is removed from our charges. We have included this to you for several reasons;

- You are a current valued partner to Sodexo
- To demonstrate our understanding and commitment to exceeding your expectation standards;
- To remove any question in your mind about our certainty of the solutions we have incorporated in this proposal;
- Lastly, but certainly not least, we want to be your long-term child nutrition partner, just as we have been with you in facilities.

As with the case of our Guaranteed Rebate Credit provision, there are no strings attached here either that have to be negotiated. If your not happy, simply document it and deduct it!



The Added Benefits and Value of a Full Service Partnership

We have prepared our proposal with the intent of addressing two major opportunity areas for Millard Public Schools. Our assessment of your program today is that it needs additional management support that is closer to the customers and head cooks. Providing a plan for Bob Snowden to oversee both departments will allow us to concentrate our management resources in this area. In addition, we also see significant customer value to you in providing leadership in child nutrition that has already proven to be a person with exceptional management skills AND who is committed to the success of Millard Public Schools.

We also wanted to bring added value to demonstrate our total commitment to the District. When you choose Sodexo as total support services partner we will provide two facility studies to the District at no extra charge. The first is a five year Capital Asset Projection and Expenditure assessment (CAPEX). This assessment analyzes all major asset life expectancy and replacement cost projection to allow you to plan for the necessary replacements. The second study is an Americans with Disabilities study (ADA). This study analyzes ADA compliance and needs assessment to ensure all facilities meet regulations and the needs of people with disabilities.

If the District were to hire a firm to complete these two studies on its behalf it could expect to spend approximately \$0.10 per square foot, the going market rate. Because we have the talent on staff within Sodexo to complete these, and the value we place on becoming your full service partner we will complete these at no charge to the District. Based on your total square footage of 3,250,000, that is a value to MPS of **\$325,000** that you will receive when you select us as your child nutrition partner.

Capital Investment

As a part of this offer Sodexo will provide a capital investment of **\$75,000** in order to insure the program's success. This capital investment will include:

- New Marketing Supplies
- Offer Bars
- Area Décor Enhancements
- Office computers and printers

This investment has been included in our financial projections and depreciated over the expected life of our partnership.



It was amazing to see the depth of support resources available for our transition to outsourced management.

Sodexo has provided far more attention than we could muster when we managed our program in-house.

— Food Service Liaison



Financial Projections

Our projections have been prepared based upon the information provided in your RFP and site visits conducted on March 5, 2008. Factors and considerations include:

- 176 full operating days at the elementary schools;
- 173 full operating days at the middle schools;
- 172 full operating days at the high schools;
- District paid labor of \$3,496,243. This amount includes an additional 4 hours of clerical support plus benefits projected at \$20,018 and \$10,000 of District labor expense for training;
- Meal Equivalent Factor of \$2.65;
- District paid costs for the following items:
 - Other Contracted Services of **\$105,927**
 - Merchant Fees of **\$97,332**
 - Building Transfers of **\$432,853**
 - Custodial Transfers of **\$146,118**
 - Total District Paid Operating Costs of **\$782,228**

Management Fee

Our Management Fee included in this proposal is \$0.111 per meal and meal equivalent served. The annual amount included in our financial projections for 2008-09 is \$448,670. This compares against a guaranteed purchasing rebate credit to the District of \$500,000. Combined together, the value of our rebate credit is actually greater than the amount we are charging the District for our services. Essentially, this is comparable to receiving our professional management expertise for \$51,000 less in fee charges than we are crediting you in purchasing rebates! On top of that, Sodexo will provide the CAPEX and ADA studies for the District at no additional charge, a fair market value of more than \$325,000. That's Partnership Commitment and Value!

The following page includes a condensed financial summary of the offer submitted by Sodexo. Our complete response includes Exhibit M of your RFP which contains the details of our financial offer.

**Exhibit M - Annual Budget Projection
(Cost Reimbursable Contracts Only)**

Projected Revenue: Refer to Exhibit D for participation data needed for revenue projections.

PROJECTED REVENUE			
Revenue Source (A)	Number of Meals/Milk/Snacks (B)	Proposed Selling Price or Reimbursement (C)	Projected Revenue B (x) C = D (D)
LOCAL SOURCES			
Student Breakfasts			
Paid - Elementary	203,460	\$1.10	\$223,806
Paid - Middle/Jr. High	29,257	\$1.35	\$39,497
Paid - Sr. High	26,192	\$1.60	\$41,907
Reduced - All Students	15,290	\$0.30	\$4,587
Student Lunches			
Paid - Elementary	1,188,301	\$1.80	\$2,138,942
Paid - Middle/Jr. High	628,753	\$1.90	\$1,194,631
Paid - Sr. High	478,045	\$2.00	\$956,089
Reduced - All Students	109,041	\$0.40	\$43,617
Student Special Milk			
Student After-School Snacks			
Paid - Elementary			
Paid - Middle/Jr. High			
Paid - Sr. High			
Reduced - All Students			
Student A la Carte	710,567	\$2.65	\$1,879,449
Adult Breakfasts	0	\$1.75	<i>Inc. Below</i>
Adult Lunches	0	\$2.50	<i>Inc. Below</i>
Adult A la Carte	42,729	\$2.65	\$113,017
Miscellaneous (special functions, vending, bank interest, other)			\$809,062
STATE SOURCES			
State Food Assistance paid on all Public School Student Breakfasts	342,884	\$0.05	\$17,144
State Food Assistance paid on all Public School Student Lunches	2,640,210	\$0.01	\$26,402
FEDERAL SOURCES			
Student Breakfasts			
Paid	258,909	\$0.24	\$62,138
Reduced/Severe Need	15,290	\$1.08	\$16,513
Free/Severe Need	68,685	\$1.38	\$94,785
Student Lunches			
Paid	2,295,099	0.23	\$527,873
Reduced/Severe Need	109,041	2.14	\$233,349
Free/Severe Need	236,070	2.54	\$599,618
Student Special Milk			
Paid			
Free (reimbursed at cost per unit)			
Student After-School Snacks			
Paid			
Reduced			
Free			
USDA Commodities	2,640,210	\$0.0000	\$0
A. TOTAL PROJECTED REVENUE			\$9,022,427

Exhibit M - Annual Budget Projection, continued

Projected Expenditures: Refer to Exhibit G, Division of Costs for Food Service Program. The Sponsor and Contractor should each complete budget projections on this form for each of their respective cost items as specified on Exhibit G.

PROJECTED EXPENDITURES			
Item (A)	Number of Meals/Milk/Snacks (B)	Projected Cost Per Meal (C)	Total Item Cost (D)
FOOD COST			
Breakfasts			
Elementary	254,653	\$0.65	\$165,525
Secondary / Adult	88,231	\$0.67	\$59,529
Lunches			
Elementary	1,387,235	\$0.75	\$1,040,426
Secondary / Adult	1,198,869	\$0.86	\$1,029,210
Student Special Milk			
Snacks			
Elementary			
Secondary / Adult			
A la Carte			\$1,093,675
Special Functions			\$89,986
Rebates and Discounts			(\$517,316)
Other (USDA Commodities)			\$0
LABOR COST			
Hourly Wages:			
Bookeeper / Secretarial			
Food Service Workers			\$3,496,243
Driver			
Other			
Hourly Benefits and Taxes:			
FICA			
Retirement			
Unemployment Compensation			
Workers' Compensation			
Health Insurance			
Life Insurance and Disability			
Holidays			
Management Salaries			\$170,560
Management Benefits and Taxes			\$41,764
OTHER PURCHASED SERVICES			
Telephone, local service			<i>Included Below</i>
Telephone, long distance			\$3,000
Utilities (heat, power, water)			\$0
Extermination			\$0
Laundry			\$14,000
Other (Armored Car Svc.)			\$38,000
FSMC Management Fee *			\$448,692

Exhibit M - Annual Budget Projection, continued

Projected Expenditures: Refer to Exhibit G, Division of Costs for Food Service Program. The Sponsor and Contractor should each complete budget projections on this form for each of their respective cost items as specified on Exhibit G.

PROJECTED EXPENDITURES			
Item (A)	Number of Meals/Milk/Snacks (B)	Projected Cost Per Meal (C)	Total Item Cost (D)
SUPPLIES			
Disposable Serviceware			\$0
Cleaning Supplies			\$48,976
Paper Supplies			\$272,087
Uniforms			\$26,000
Menu Paper			<i>Included Below</i>
Menu Printing			\$4,500
Promotional Materials			\$13,293
Office Supplies			\$5,000
EQUIPMENT & REPAIR			
Replacement of Capital / Major Equipment			\$20,000
Replacement of Expendable / Minor Equipment			\$62,500
Repair of Equipment (Normal wear and tear)			\$19,094
Repair of Equipment Resulting from Negligence of Contractor's Employees			\$0
Repair of Equipment Resulting from Negligence of Sponsor's Employees			\$0
Painting			\$0
OTHER			
Depreciation			\$2,500
Audit Fees			\$0
Licenses/Permits			\$1,600
Promotions			\$1,790
Mileage			\$3,500
Physicals			\$0
Telephone			<i>Inc. on prev. page</i>
Tax			\$400
Miscellaneous (Inc. Commod. Deliv.)			\$227,316
District Paid Costs Including: Bldg. & Cust. Trans., Merch. Fees, Cont. Svc.			\$782,228
B. TOTAL PROJECTED COSTS			\$8,664,077

Exhibit M - Annual Budget Projection, continued

Budget Summary

A. Total Projected Revenue:	\$9,022,427
B. Total Projected Expenditures : (-)	\$8,664,077
C. Profit / Loss: (=)	\$358,349

Exhibit N - FSMC Fee Proposal, continued

3. **Management Fee Estimate -**

Table 1. Management Fee Per Type of Meal

Meal Type <i>Column A</i>	Number of Meals or Equivalents <i>Column B</i>	Fee Per Meal or Equivalent <i>Column C</i>	Estimated Total Fees (Column B x C) <i>Column D</i>
1. Total Student Lunches (Exhibit D., Table 1, column B)	2,640,210	\$ 0.111	\$ 293,063
2. Total Student Breakfasts (Exhibit D., Table 3, column B)	342,884	\$ 0.111	\$ 38,060
3. Total Student Snacks (Exhibit D., Table 5, column B)	0	\$ -	\$ -
4. Non-Reimbursable Meal Equivalents (Exhibit D, Table 7, column C divided by (\$2.65)	1,059,179	\$ 0.111	\$ 117,569
5. Estimated Total Management Fees (Sum of lines 1 through 4)			\$ 448,692

4. **Meal Fee Estimate - Applicable ONLY to Management and Meal Fee structure**

Table 2. Meal Fee Per Type of Meal

Meal Type <i>Column A</i>	Number of Meals or Equivalents <i>Column B</i>	Fee Per Meal or Equivalent <i>Column C</i>	Estimated Total Fees (Column B x C) <i>Column D</i>
1. Total Student Lunches (Exhibit D., Table 1, column B)	0	\$ -	\$ -
2. Total Student Breakfasts (Exhibit D., Table 3, column B)	0	\$ -	\$ -
3. Total Student Snacks (Exhibit D., Table 5, column B)	0	\$ -	\$ -
4. Non-Reimbursable Meal Equivalents (Exhibit D, Table 7, column C divided by (N/A)	0	\$ -	\$ -
5. Estimated Total Meal Fees (Sum of lines 1 through 4)			\$ -

Exhibit N - FSMC Fee Proposal, continued

5. Bottom Line Fee Proposal

Management and Meal Fee Per Type of Meal

Table 1, line 5, column D	<u>\$ 448,692</u>
Table 2, line 5, column D	<u>\$ -</u>
Estimated Total Fee	<u>\$ 448,692</u>

ARAMARK'S
REFERENCES

FSMC REFERENCE SURVEY

The Millard Public Schools in Omaha, NE is reviewing competitive proposals received from food service management contractors. Your District has been given as a reference by (see "Contractor" below). If you have a moment, we would like you to response to a few quick questions:

CONTRACTOR: Aramark	ENROLLMENT: 3500
SCHOOL: Lebanon Community	FRPLS (%): 30%
CITY/STATE: Lebanon, Indiana	FEE ARRANGEMENT (Circle Response): Fixed Fee / Fixed Cost / Other
PHONE: 765 482-0380	KITCHEN WORKERS (Circle Response): District / Contractor / Combination

1. How long have you contracted with (see "Contractor" above) to manage your food service program?
 > 4 Years

2. One a scale of 1-10 (with 10 being high) how would you rate your Contractor on the following:

How would you rate the quality of the meals provided by your Contractor? 1 2 3 4 5 6 7 8 9 10

How would you rate the performance of the management team assigned by the Contractor to your district? 1 2 3 4 5 6 7 8 9 10

How would you rate your Contractor's effectiveness in dealing with personnel conflicts? 1 2 3 4 5 6 7 8 9 10

How would you rate your Contractor's effectiveness in dealing with issues raised by students and parents? 1 2 3 4 5 6 7 8 9 10

How would you rate your Contractor's responsiveness to requests of the administration and board? 1 2 3 4 5 6 7 8 9 10

How would you rate your Contractor's with regard to record keeping and financial accounting matters. 1 2 3 4 5 6 7 8 9 10

4. On the traditional grading scale of A-F, what grade would you give your Contractor?

A B C D F

5. Would you like to add any comments? Quite happy with Aramark.

FSMC REFERENCE SURVEY

The Millard Public Schools in Omaha, NE is reviewing competitive proposals received from food service management contractors. Your District has been given as a reference by (see "Contractor" below). If you have a moment, we would like you to response to a few quick questions:

CONTRACTOR: <div style="text-align: center; font-size: 1.2em;">Aramark</div>	ENROLLMENT: <div style="text-align: center; font-size: 1.2em;">3400</div>
SCHOOL: <div style="text-align: center; font-size: 1.2em;">Tecumseh Public</div>	FRPLS (%): <div style="text-align: center; font-size: 1.2em;">< 5%</div>
CITY/STATE: <div style="text-align: center; font-size: 1.2em;">Tecumseh, MI</div>	FEE ARRANGEMENT (Circle Response): <div style="text-align: center;">Fixed Fee / Fixed Cost / <u>Other</u></div>
PHONE: <div style="text-align: center; font-size: 1.2em;">517 425 2167</div>	KITCHEN WORKERS (Circle Response): <div style="text-align: center;">District / Contractor / <u>Combination</u></div>

1. How long have you contracted with (see "Contractor" above) to manage your food service program?
> 20 Years

2. One a scale of 1-10 (with 10 being high) how would you rate your Contractor on the following:

How would you rate the quality of the meals provided by your Contractor? 1 2 3 4 5 6 7 8 9 10

How would you rate the performance of the management team assigned by the Contractor to your district? 1 2 3 4 5 6 7 8 9 10

How would you rate your Contractor's effectiveness in dealing with personnel conflicts? 1 2 3 4 5 6 7 8 9 10

How would you rate your Contractor's effectiveness in dealing with issues raised by students and parents? 1 2 3 4 5 6 7 8 9 10

How would you rate your Contractor's responsiveness to requests of the administration and board? 1 2 3 4 5 6 7 8 9 10

How would you rate your Contractor's with regard to record keeping and financial accounting matters. 1 2 3 4 5 6 7 8 9 10

4. On the traditional grading scale of A-F, what grade would you give your Contractor?

A B C D F

5. Would you like to add any comments? Excellent director.

Creative solutions.

FSMC REFERENCE SURVEY

The Millard Public Schools in Omaha, NE is reviewing competitive proposals received from food service management contractors. Your District has been given as a reference by (see "Contractor" below). If you have a moment, we would like you to response to a few quick questions:

CONTRACTOR: <i>Aramark</i>	ENROLLMENT: <i>6000</i>
SCHOOL: <i>Alice Independent</i>	FRPLS (%): <i>60%</i>
CITY/STATE: <i>Alice, TX</i>	FEE ARRANGEMENT (Circle Response): Fixed Fee <u>Fixed Cost</u> Other
PHONE: <i>361 664-0981</i>	KITCHEN WORKERS (Circle Response): <u>District</u> Contractor / Combination

1. How long have you contracted with (see "Contractor" above) to manage your food service program?

20+ Years

2. On a scale of 1-10 (with 10 being high) how would you rate your Contractor on the following:

How would you rate the quality of the meals provided by your Contractor? 1 2 3 4 5 6 7 8 9 10

How would you rate the performance of the management team assigned by the Contractor to your district? 1 2 3 4 5 6 7 8 9 10

How would you rate your Contractor's effectiveness in dealing with personnel conflicts? 1 2 3 4 5 6 7 8 9 10

How would you rate your Contractor's effectiveness in dealing with issues raised by students and parents? 1 2 3 4 5 6 7 8 9 10

How would you rate your Contractor's responsiveness to requests of the administration and board? 1 2 3 4 5 6 7 8 9 10

How would you rate your Contractor's with regard to record keeping and financial accounting matters. 1 2 3 4 5 6 7 8 9 10

4. On the traditional grading scale of A-F, what grade would you give your Contractor?

A B C D F

5. Would you like to add any comments? _____

Overall, Aramark has been a good program.

Recently, service is not the same.

State mandated requirements for nutritional value coupled with slide in service has resulted in a downhill program.

CHARTWELL'S REFERENCES

FSMC REFERENCE SURVEY

The Millard Public Schools in Omaha, NE is reviewing competitive proposals received from food service management contractors. Your District has been given as a reference by (see "Contractor" below). If you have a moment, we would like you to response to a few quick questions:

CONTRACTOR: <i>Chartwells</i>	ENROLLMENT: <i>29,477</i>
SCHOOL: <i>Keller</i>	FRPLS (%): <i>16%</i>
CITY/STATE: <i>Keller, Texas</i>	FEE ARRANGEMENT (Circle Response): <input checked="" type="radio"/> Fixed Fee / Fixed Cost / Other
PHONE: <i>817-944-1000</i>	KITCHEN WORKERS (Circle Response): <input checked="" type="radio"/> District / Contractor / Combination

1. How long have you contracted with (see "Contractor" above) to manage your food service program?

5 Years

2. One a scale of 1-10 (with 10 being high) how would you rate your Contractor on the following:

How would you rate the quality of the meals provided by your Contractor? 1 2 3 4 5 6 7 8 9 10

How would you rate the performance of the management team assigned by the Contractor to your district? 1 2 3 4 5 6 7 8 9 10

How would you rate your Contractor's effectiveness in dealing with personnel conflicts? 1 2 3 4 5 6 7 8 9 10

How would you rate your Contractor's effectiveness in dealing with issues raised by students and parents? 1 2 3 4 5 6 7 8 9 10

How would you rate your Contractor's responsiveness to requests of the administration and board? 1 2 3 4 5 6 7 8 9 10

How would you rate your Contractor's with regard to record keeping and financial accounting matters. 1 2 3 4 5 6 7 8 9 10

4. On the traditional grading scale of A-F, what grade would you give your Contractor?

A B C D F

5. Would you like to add any comments? Principals speak highly of Chartwells regarding food quality. Chartwells also holds a catering contract with the district. Initially the accounting department had some difficulties with the Chartwells billing process. Those issues have been resolved.

FSMC REFERENCE SURVEY

The Millard Public Schools in Omaha, NE is reviewing competitive proposals received from food service management contractors. Your District has been given as a reference by (see "Contractor" below). If you have a moment, we would like you to response to a few quick questions:

CONTRACTOR: <i>Chartwells</i>	ENROLLMENT: <i>16,000</i>
SCHOOL: <i>Brockton Public Schools</i>	FRPLS (%): <i>63%</i>
CITY/STATE: <i>Brockton, Mass</i>	FEE ARRANGEMENT (Circle Response): <input checked="" type="radio"/> Fixed Fee / Fixed Cost / Other
PHONE: <i>508-580-7577</i>	KITCHEN WORKERS (Circle Response): <input checked="" type="radio"/> District / Contractor / Combination

1. How long have you contracted with (see "Contractor" above) to manage your food service program?

1 1/2 Years

2. One a scale of 1-10 (with 10 being high) how would you rate your Contractor on the following:

How would you rate the quality of the meals provided by your Contractor? 1 2 3 4 5 6 7 8 9 10

How would you rate the performance of the management team assigned by the Contractor to your district? 1 2 3 4 5 6 7 8 9 10

How would you rate your Contractor's effectiveness in dealing with personnel conflicts? 1 2 3 4 5 6 7 8 9 10

How would you rate your Contractor's effectiveness in dealing with issues raised by students and parents? 1 2 3 4 5 6 7 8 9 10

How would you rate your Contractor's responsiveness to requests of the administration and board? 1 2 3 4 5 6 7 8 9 10

How would you rate your Contractor's with regard to record keeping and financial accounting matters. 1 2 3 4 5 6 7 8 9 10

4. On the traditional grading scale of A-F, what grade would you give your Contractor?

A B C D F

5. Would you like to add any comments? _____

FSMC REFERENCE SURVEY

The Millard Public Schools in Omaha, NE is reviewing competitive proposals received from food service management contractors. Your District has been given as a reference by (see "Contractor" below). If you have a moment, we would like you to response to a few quick questions:

CONTRACTOR: <i>Chartwells</i>	ENROLLMENT: <i>51,000</i>
SCHOOL: <i>Winston/Forsyth County</i>	FRPLS (%): <i>63%</i>
CITY/STATE: <i>Winston Salem, NC</i>	FEE ARRANGEMENT (Circle Response): Fixed Fee <input checked="" type="radio"/> Fixed Cost <input type="radio"/> Other
PHONE: <i>336-727-2753</i>	KITCHEN WORKERS (Circle Response): <input checked="" type="radio"/> District <input type="radio"/> Contractor <input type="radio"/> Combination

1. How long have you contracted with (see "Contractor" above) to manage your food service program?
5 Years

2. One a scale of 1-10 (with 10 being high) how would you rate your Contractor on the following:

How would you rate the quality of the meals provided by your Contractor? 1 2 3 4 5 6 7 8 9 10

How would you rate the performance of the management team assigned by the Contractor to your district? 1 2 3 4 5 6 7 8 9 10

How would you rate your Contractor's effectiveness in dealing with personnel conflicts? 1 2 3 4 5 6 7 8 9 10

How would you rate your Contractor's effectiveness in dealing with issues raised by students and parents? 1 2 3 4 5 6 7 8 9 10

How would you rate your Contractor's responsiveness to requests of the administration and board? 1 2 3 4 5 6 7 8 9 10

How would you rate your Contractor's with regard to record keeping and financial accounting matters. 1 2 3 4 5 6 7 8 9 10

4. On the traditional grading scale of A-F, what grade would you give your Contractor?

A B C D F

5. Would you like to add any comments? The district is extremely satisfied with Chartwells. They are one of the few districts running in the black in the state due to the program provided by Chartwells.

FSMC REFERENCE SURVEY

The Millard Public Schools in Omaha, NE is reviewing competitive proposals received from food service management contractors. Your District has been given as a reference by (see "Contractor" below). If you have a moment, we would like you to response to a few quick questions:

CONTRACTOR: <i>Chartwells</i>	ENROLLMENT: <i>16,745</i>
SCHOOL: <i>Waukegan Schools</i>	FRPLS (%): <i>61%</i>
CITY/STATE: <i>Waukegan, Ill</i>	FEE ARRANGEMENT (Circle Response): Fixed Fee / <u>Fixed Cost</u> / Other
PHONE: <i>817-360-5417</i>	KITCHEN WORKERS (Circle Response): District / Contractor / <u>Combination</u>

1. How long have you contracted with (see "Contractor" above) to manage your food service program? 1ST Years

2. One a scale of 1-10 (with 10 being high) how would you rate your Contractor on the following:

How would you rate the quality of the meals provided by your Contractor? 1 2 3 4 5 6 7 8 9 10

How would you rate the performance of the management team assigned by the Contractor to your district? 1 2 3 4 5 6 7 8 9 10

How would you rate your Contractor's effectiveness in dealing with personnel conflicts? 1 2 3 4 5 6 7 8 9 10

How would you rate your Contractor's effectiveness in dealing with issues raised by students and parents? 1 2 3 4 5 6 7 8 9 10

How would you rate your Contractor's responsiveness to requests of the administration and board? 1 2 3 4 5 6 7 8 9 10

How would you rate your Contractor's with regard to record keeping and financial accounting matters. 1 2 3 4 5 6 7 8 9 10

4. On the traditional grading scale of A-F, what grade would you give your Contractor?

A B C D F

5. Would you like to add any comments? Chartwells will Not Renew Contract for next year. Issue: Expenses were higher than anticipated and Chartwells was losing money. Doing RFP again this year but hope Chartwells gets Contract. They like Chartwells Manager. Have had Aramark (1 year) and Sodexo (15 years) in the past. Rate them as follows: Aramark "D" and Sodexo "B".

SODEXHO'S REFERENCES

FSMC REFERENCE SURVEY

The Millard Public Schools in Omaha, NE is reviewing competitive proposals received from food service management contractors. Your District has been given as a reference by (see "Contractor" below). If you have a moment, we would like you to response to a few quick questions:

CONTRACTOR: <p style="text-align: center; font-size: 1.2em;">Sodexo</p>	ENROLLMENT: <p style="text-align: center; font-size: 1.2em;">18,000</p>
SCHOOL: <p style="text-align: center; font-size: 1.2em;">Francis Howell Schools</p>	FRPLS (%): <p style="text-align: center; font-size: 1.2em;">25%</p>
CITY/STATE: <p style="text-align: center; font-size: 1.2em;">St Charles, MO</p>	FEE ARRANGEMENT (Circle Response): <p style="text-align: center;">Fixed Fee / Fixed Cost / Other</p>
PHONE: <p style="text-align: center; font-size: 1.2em;">636 851-4000</p>	KITCHEN WORKERS (Circle Response): <p style="text-align: center;">District / Contractor / Combination</p>

1. How long have you contracted with (see "Contractor" above) to manage your food service program?

2

Years

2. On a scale of 1-10 (with 10 being high) how would you rate your Contractor on the following:

How would you rate the quality of the meals provided by your Contractor? 1 2 3 4 5 6 7 8 **9** 10

How would you rate the performance of the management team assigned by the Contractor to your district? 1 2 3 4 5 6 7 8 **9** 10

How would you rate your Contractor's effectiveness in dealing with personnel conflicts? 1 2 3 4 5 6 7 8 **9** 10

How would you rate your Contractor's effectiveness in dealing with issues raised by students and parents? 1 2 3 4 5 6 7 8 **9** 10

How would you rate your Contractor's responsiveness to requests of the administration and board? 1 2 3 4 5 6 7 8 **9** 10

How would you rate your Contractor's with regard to record keeping and financial accounting matters. 1 2 3 4 5 6 7 8 **9** 10

4. On the traditional grading scale of A-F, what grade would you give your Contractor?

A B C D F

5. Would you like to add any comments? Excellent site manager.

Had to overcome loyalty to 18 years of Chartwells.

FSMC REFERENCE SURVEY

The Millard Public Schools in Omaha, NE is reviewing competitive proposals received from food service management contractors. Your District has been given as a reference by (see "Contractor" below). If you have a moment, we would like you to response to a few quick questions:

CONTRACTOR: <div style="text-align: center; font-size: 1.2em;">Sodexo</div>	ENROLLMENT: <div style="text-align: center; font-size: 1.2em;">13,800</div>
SCHOOL: <div style="text-align: center; font-size: 1.2em;">Norman Public</div>	FRPLS (%): <div style="text-align: center; font-size: 1.2em;">37%</div>
CITY/STATE: <div style="text-align: center; font-size: 1.2em;">Norman, OK</div>	FEE ARRANGEMENT (Circle Response): <div style="text-align: center;"> <input checked="" type="radio"/> Fixed Fee <input type="radio"/> Fixed Cost / Other </div>
PHONE: <div style="text-align: center; font-size: 1.2em;">405 364-1339</div>	KITCHEN WORKERS (Circle Response): <div style="text-align: center;"> <input type="radio"/> District <input checked="" type="radio"/> Contractor <input type="radio"/> Combination </div>

1. How long have you contracted with (see "Contractor" above) to manage your food service program?

15 Years

2. On a scale of 1-10 (with 10 being high) how would you rate your Contractor on the following:

How would you rate the quality of the meals provided by your Contractor? 1 2 3 4 5 6 7 8 **9** 10

How would you rate the performance of the management team assigned by the Contractor to your district? 1 2 3 4 5 6 7 **8** 9 10

How would you rate your Contractor's effectiveness in dealing with personnel conflicts? 1 2 3 4 5 6 7 **8** 9 10

How would you rate your Contractor's effectiveness in dealing with issues raised by students and parents? 1 2 3 4 5 6 7 8 9 **10**

How would you rate your Contractor's responsiveness to requests of the administration and board? 1 2 3 4 5 6 7 8 **9** 10

How would you rate your Contractor's with regard to record keeping and financial accounting matters. 1 2 3 4 5 6 7 **8** 9 10

4. On the traditional grading scale of A-F, what grade would you give your Contractor?

A
 B
 C D F

5. Would you like to add any comments? Like Sodexo; would

not want to change.

(Not as happy with current director.)

FSMC REFERENCE SURVEY

The Millard Public Schools in Omaha, NE is reviewing competitive proposals received from food service management contractors. Your District has been given as a reference by (see "Contractor" below). If you have a moment, we would like you to response to a few quick questions:

CONTRACTOR: <div style="text-align: center; font-size: 1.2em;">Sodexo</div>	ENROLLMENT: <div style="text-align: center; font-size: 1.2em;">4086</div>
SCHOOL: <div style="text-align: center; font-size: 1.2em;">North Platte #1</div>	FRPLS (%): <div style="text-align: center; font-size: 1.2em;">37%</div>
CITY/STATE: <div style="text-align: center; font-size: 1.2em;">North Platte, NE</div>	FEE ARRANGEMENT (Circle Response): <div style="text-align: center;"> <input checked="" type="radio"/> Fixed Fee / Fixed Cost / Other </div>
PHONE: <div style="text-align: center; font-size: 1.2em;">308/535-7100</div>	KITCHEN WORKERS (Circle Response): <div style="text-align: center;"> <input checked="" type="radio"/> District / <input checked="" type="radio"/> Contractor / Combination </div>

1. How long have you contracted with (see "Contractor" above) to manage your food service program?

7 Years

2. One a scale of 1-10 (with 10 being high) how would you rate your Contractor on the following:

- | | |
|---|---|
| How would you rate the <u>quality of the meals</u> provided by your Contractor? | 1 2 3 4 5 6 7 8 9 <input checked="" type="radio"/> 10 |
| How would you rate the <u>performance of the management team</u> assigned by the Contractor to your district? | 1 2 3 4 5 6 7 8 9 <input checked="" type="radio"/> 10 |
| How would you rate your Contractor's <u>effectiveness in dealing with personnel</u> conflicts? | 1 2 3 4 5 6 7 8 9 <input checked="" type="radio"/> 10 |
| How would you rate your Contractor's <u>effectiveness in dealing with issues raised by students and parents</u> ? | 1 2 3 4 5 6 7 8 9 <input checked="" type="radio"/> 10 |
| How would you rate your Contractor's <u>responsiveness to requests of the administration and board</u> ? | 1 2 3 4 5 6 7 8 9 <input checked="" type="radio"/> 10 |
| How would you rate your Contractor's with regard to <u>record keeping and financial accounting matters</u> . | 1 2 3 4 5 6 7 8 <input checked="" type="radio"/> 9 10 |

4. On the traditional grading scale of A-F, what grade would you give your Contractor?

A B C D F

5. Would you like to add any comments? _____

Healthy foods and provide for special needs.

FSMC REFERENCE SURVEY

The Millard Public Schools in Omaha, NE is reviewing competitive proposals received from food service management contractors. Your District has been given as a reference by (see "Contractor" below). If you have a moment, we would like you to response to a few quick questions:

CONTRACTOR: <p style="text-align: center; font-size: 1.2em;">Sodexo</p>	ENROLLMENT: <p style="text-align: center; font-size: 1.2em;">5000</p>
SCHOOL: <p style="text-align: center; font-size: 1.2em;">Belton #124</p>	FRPLS (%): <p style="text-align: center; font-size: 1.2em;">36%</p>
CITY/STATE: <p style="text-align: center; font-size: 1.2em;">Belton, MO</p>	FEE ARRANGEMENT (Circle Response): <p style="text-align: center;">(Fixed Fee) / Fixed Cost / Other</p>
PHONE: <p style="text-align: center; font-size: 1.2em;">816 348-1000</p>	KITCHEN WORKERS (Circle Response): <p style="text-align: center;">District / (Contractor) / Combination</p>

1. How long have you contracted with (see "Contractor" above) to manage your food service program?

20

 Years

2. On a scale of 1-10 (with 10 being high) how would you rate your Contractor on the following:

How would you rate the quality of the meals provided by your Contractor? 1 2 3 4 5 6 7 8 **9** 10

How would you rate the performance of the management team assigned by the Contractor to your district? 1 2 3 4 5 6 7 8 **9** 10

How would you rate your Contractor's effectiveness in dealing with personnel conflicts? 1 2 3 4 5 6 7 8 **9** 10

How would you rate your Contractor's effectiveness in dealing with issues raised by students and parents? 1 2 3 4 5 6 7 8 **9** 10

How would you rate your Contractor's responsiveness to requests of the administration and board? 1 2 3 4 5 6 7 8 **9** 10

How would you rate your Contractor's with regard to record keeping and financial accounting matters. 1 2 3 4 5 6 7 **8** 9 10

4. On the traditional grading scale of A-F, what grade would you give your Contractor?

A **B** C D F

5. Would you like to add any comments? _____

Not the greatest benefit package currently
for employees.

PROS & CONS

FSMC REVIEW PROS & CONS

ARAMARK

- PROS:**
- District's current food service management contractor. We know them and are comfortable with them.
 - Current manager is growing in the position. They learn from their mistakes!
 - No "transition" time, costs, or headaches.
 - Offered "freebies" totally \$425,000. The largest category was equipment replacement.
 - Their budget proposal was the most detailed and most thorough of the three submitted.
 - They are a quality company.
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CHARTWELLS

- PROS:**
- Lowest per meal fee (\$0.0310), however, see comments regarding the additional flat fee in "CONS" below.
 - Has the highest guaranteed annual minimum rebates & discounts (\$519,150) returned to the District.
 - We believe them to be a quality company even though we have no experience with them.
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SODEXHO

- PROS:**
- Already knows the district because of its O&M contract. District satisfied with Sodexho's performance under the O&M contract.
 - Offered "freebie" study of depreciable capital expenditures and ADA valued at \$325,000. The study (especially the depreciable capital expenditures portion) would be of value to the District. Don't know if the value would be equal to that assigned by Sodexho.
 - Has middle cost per meal (\$0.1110), however, when freebies are considered, the overall fees appear to be the lowest.
 - Has the second highest guaranteed annual minimum rebates & discounts (\$517,316) returned to the District. This amount is within \$2,000 of the highest vendor.
 - They are a quality company.
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CONS:

- Highest per meal fee (\$0.1537).
- Lowest annual minimum rebates & discounts (\$457,084) which is \$62,066 lower than the vendor with the highest amounts.
- Guaranteed an annual profit for each of five years in the previous contract, but could not meet this financial commitment. Negotiated a contract amendment (without the guarantee).
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CONS:

- We would have to go through the difficulties associated with a transition to a new vendor.
- We have never worked with this vendor before. They are an unknown for us.
- Included an additional annual fixed management fee of \$275,000 per year regardless of how many meals were served. This fixed fee is not an incentive to increase meal participation rates.
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CONS:

- We would have to go through the difficulties associated with a transition to a new vendor.
- May be a risk of a negative impact on the O&M program.
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EVALUATION SHEET

MILLARD PUBLIC SCHOOLS

EVALUATION SHEET

(FSMC RFP, Page 7)

Criterion	Max. Pts.	Sodexo	Chartwells	Aramark
1. Food Service Management Company's Fees	30			
2. Qualifications & Experience of Management	20			
3. Quality of Food Service	10			
4. Adequacy of Client References	10			
5. Miscellaneous Contractor Proposals	10			
6. Anticipated Program Costs	10			
7. Personnel and Staffing Plans	5			
8. Plans to Increase Program Participation	5			
TOTAL =	100	_____	_____	_____