

SECOND AMENDMENT
TO
AMENDED AND RESTATED JOINT EXERCISE OF POWERS AGREEMENT
AMONG THE CITIES OF BURBANK, GLENDALE AND PASADENA
CREATING AN AGENCY TO BE KNOWN AS THE BURBANK-GLENDALE-
PASADENA AIRPORT AUTHORITY

This Second Amendment to the Amended And Restated Joint Exercise of Powers Agreement Among The Cities of Burbank, Glendale And Pasadena Creating An Agency To Be Known As The Burbank-Glendale-Pasadena Airport Authority ("Second Amendment") is made and entered into as of this 10th day of January 2018, by and among the CITY OF BURBANK, the CITY OF GLENDALE and the CITY OF PASADENA ("Parties"), with reference to the following facts:

A. Whereas, the Parties have entered into that certain Amended And Restated Joint Exercise of Powers Agreement Among the Cities of Burbank, Glendale And Pasadena Creating An Agency To Be Known As The Burbank-Glendale-Pasadena Airport Authority as of September 15, 1991 ("the "Joint Powers Agreement") for the general purpose of providing for the acquisition, operation, repair, maintenance, improvement and administration of the Bob Hope Airport (formerly known as the Burbank-Glendale-Pasadena Airport) ("Airport") as an existing public Airport Facility. In November 2003, the parties entered into a First Amendment to the Joint Powers Agreement to change the name of the Airport to the Bob Hope Airport ("First Amendment");

B. The Parties enter into this Second Amendment as material inducement and consideration for the City of Burbank's modification and potential release of its easement over property on which the Airport Authority desires to build the Replacement Passenger Terminal. The Cities of Glendale and Pasadena have agreed to the governance provision amendments at Sections 2.3.5(iv)-(xi) in return for the Authority receiving a vested right from the City of Burbank to build a Replacement Passenger Terminal Project on Airport-zoned property in the City of Burbank other than the so-called B-6 Property;

C. Whereas, in connection with the City's modification and potential release of the easement necessary for the Airport Authority to build a Replacement Passenger Terminal Project, the Parties desire to amend the Joint Powers Agreement in order to: (i) effectuate governance changes; and (ii) provide for the possible exercise of Building Official powers regarding construction permitting and occupancy certification for the Replacement Passenger Terminal Project.

NOW THEREFORE, the Parties agree as follows:

1. A new section 1.1 titled "Replacement Passenger Terminal Project" is added to read:

"1.1 Replacement Passenger Terminal Project.

A. Definitions.

"Replacement Passenger Terminal Project" is defined as (a) a 14-gate passenger terminal of not less than 232,000 square feet or more than 355,000 square feet, and 6,637 public parking spaces to be constructed on either the Southwest or Northeast quadrants of the Airport; (b) associated landside or airside improvements, including but not limited to roadways, parking facilities, a replacement air cargo building, a ground service equipment maintenance building, and associated infrastructure necessary to serve the passenger terminal; (c) the demolition of the Existing Terminal which is defined as a terminal building complex, a four-story parking structure, and other improvements located on the Southeast quadrant of the Airport; and (d) if the terminal is constructed on the Southwest quadrant of the Airport, the demolition of existing hangars and other improvements on the Southwest quadrant of the Airport.

B. Exercise of Building Official Duties Regarding Replacement Passenger Terminal Project

The City of Burbank will act as the Building Official for the Replacement Passenger Terminal Project except as otherwise provided in the Development Agreement between the City of Burbank and the Burbank-Glendale-Pasadena Airport Authority that gives the Authority a vested right for the construction of the Replacement Passenger Terminal Project ("Development Agreement"). Notwithstanding the foregoing, besides the City of Burbank, the County of Los Angeles may exercise Building Official duties, as provided in that Development Agreement. The Building Official powers and duties for the Replacement Passenger Terminal Project include from issuance of building permits through issuance of final certificate of occupancy using the City of Burbank's adopted California Building Standards Code.

C. Vested Right to Build New Terminal in Exchange for Supermajority Vote Amendments

If during the term of the Development Agreement, but before the opening of the Replacement Passenger Terminal, the Cities of Glendale and Pasadena believe that the City of Burbank has breached a material term of the grant of vested rights, including the vested rights to build the Replacement Passenger Terminal Project, as set forth in the Development Agreement, then the Cities of Glendale and Pasadena jointly may file suit against the City of Burbank alleging such breach and seeking the remedy to suspend the Supermajority Vote protections set forth in Sections 2.3.5(B)(iv)-(xi) of this Amendment. If the Cities of Glendale and Pasadena are the prevailing parties, then the only remedy for such material breach shall be the temporary suspension of the Supermajority Vote protections until the breach is cured or the Replacement Passenger Terminal is opened and any remedy shall not include monetary damages. If the Authority has filed suit against the City of Burbank alleging a material breach of the Development Agreement prior to the Cities of Glendale and Pasadena filing suit, then the Cities of Glendale and Pasadena agree to intervene in the Authority suit. If the Authority files suit against the City of Burbank for a material breach of the Development Agreement after the Cities of Glendale and Pasadena have filed suit, then those Cities agree to consolidate their suit with the one filed by the Authority. It is the intent of the parties that the City of Burbank should only have to defend one suit and not multiple suits by the Cities and Authority. Once the material breach is cured by the City of Burbank or the Replacement Passenger Terminal is open, whichever occurs first, then any suspended Supermajority Vote protections set forth in this Second Amendment shall be reinstated without further action by the Parties.

2. Section 2.2 titled "Commission of the Authority" is amended to read as follows:

"2.2 Commission of the Authority.

The Authority is governed by a commission called the "Burbank-Glendale-Pasadena Airport Authority Commission" (formerly known as the "Hollywood-Burbank Airport Authority Commission" and hereinafter referred to as the "Commission"). The Commission shall be composed of nine (9) members. Each of the respective governing bodies of the Parties shall be entitled to appoint three (3) members to the Commission. Members of the Commission shall serve for four (4) year terms, commencing June 1, 1977, with subsequent terms to commence on June 1 of each fourth (4th) year thereafter, unless such service is terminated sooner as provided below. Notwithstanding the foregoing, any party may stagger the terms of their appointees by giving notice of their intent to stagger terms to the Secretary of the Commission. The first appointees from a Party with staggered terms may serve less than 4 years, so staggering of terms may be achieved. Each member shall serve as a member of the Commission in such member's individual capacity.

Members shall hold membership on the Commission during the term for which they were appointed and until their successors have been appointed and qualified; provided, however, that members may resign voluntarily or may be removed by and at the pleasure of the governing body of the Party which appointed them, and provided, further, that any member who also serves as a member of the governing body of any Party shall automatically forfeit such member's membership on the Commission if such member ceases to be a member of the governing body, but after such forfeiture, such member may be appointed or reappointed to the Commission. In case of a vacancy in membership on the Commission, the same shall be promptly filled by the governing body of the Party which appointed the vacating member. An appointment to fill a vacancy during an unexpired term shall be for a period of the unexpired term. Promptly upon the making of such an appointment, the appointing Party shall notify the Secretary of the Commission of such appointment."

3. Section 2.3.5 titled "Voting" is amended to read in its entirety as follows:

"2.3.5 Voting.

A. Except as provided in paragraph (B) below, any action taken by the Commission at a meeting shall require the affirmative vote of a majority of the members of the Commission. Without limiting the generality of the preceding, any action to implement the Replacement Passenger Terminal Project (described in Section 1.1 above), taken by the Commission at a meeting shall require the affirmative vote of a majority of the members of the Commission.

B. Any action in the categories set forth in this paragraph (B) taken by the Commission at a meeting shall require the affirmative vote of a majority of the appointees to the Commission of each of the Parties ("Supermajority Vote"); i.e. the affirmative vote of at least two appointees of each Party. A Supermajority Vote is required for any decision:

(i) Which authorizes the issuance of revenue bonds or other forms of indebtedness pursuant to Article 2, Chapter 5, Division 7, Title 1 of the California Government Code (commencing with California Government Code Section 6540), including California Government Code Section 6546.1, as the same now exists or may hereafter be amended (hereinafter referred to as the "Bond

Act"), except that this subsection shall not apply to the Replacement Passenger Terminal Project.

(ii) With respect to the payment of surplus revenues.

(iii) Which directly or indirectly authorizes any activity which may result in an increase of the then current size as of September 14, 1976 of the noise impact area of the Airport Facility based on a community noise equivalent level of seventy (70) decibels, as established pursuant to Title 21, Chapter 2.5, Subchapter 6 of the California Administrative Code, or which could otherwise adversely affect the operations of the Authority pursuant to California Government Code Section 6546.1.

(iv) Which authorizes an increase in the number of Commercial Airline passenger gates above 14 or creates, constructs or approves of any remote loading positions for scheduled departures of Commercial Airline passenger aircraft. For purposes of this section 2.3.5 and section 2.3.6, until the Replacement Passenger Terminal is opened, the term "Commercial Airline" shall mean any FAA-certified air carrier that has a use agreement or operating permit for use of the passenger terminal, and is required by Department of Homeland Security, Transportation Security Administration ("TSA") regulations to process passengers through a secure portal with TSA-approved inspection of passengers and baggage. For purposes of this section 2.3.5 and section 2.3.6, after the Replacement Passenger Terminal is opened, the term "Commercial Airline" shall mean any commercial passenger aircraft operator whose passengers are required by regulations of the TSA (or its successor agency) to be processed through a secure portal and/or whose baggage is subject to security inspection. If the Commission elects to enter into use agreements or to require operating permits for Commercial Airlines to operate at the Airport, each such use agreement or operating permit executed or amended by the Authority after the effective date of the Second Amendment of this Agreement shall include the Supermajority Vote requirements of this Second Amendment.

(v) Which authorizes construction or expansion of any terminal other than the construction of the Replacement Passenger Terminal Project.

(vi) Which authorizes the relocation of any Commercial Airline passenger-related function, including, but not limited to, passenger and baggage screening, check-in, baggage claims, and hold rooms at any location other than the Existing Terminal or the Replacement Passenger Terminal.

(vii) Which amends the Authority's noise rules in effect as of July 18, 2016 or alters the manner in which they have been enforced since November 5, 1990 (the date on which the Airport Noise and Capacity Act of 1990 ("ANCA") was enacted). The Authority's noise rules and a description of the manner in which they have been enforced since November 5, 1990 is set forth in Authority Commission Resolution No. 471, Ex. A attached hereto.

(viii) Which amends the Authority's voluntary curfew or alters the manner in which it has been applied since November 5, 1990. The terms of the voluntary curfew are set forth in Authority Commission Resolution No. 471, attached hereto as Ex. A.

(ix) Which abandons the Authority's support for Congressional authorization for the imposition of the mandatory curfew that was sought by the Authority's application under 14

C.F.R. Part 161, submitted February 2, 2009 and denied by the FAA (the "Mandatory Curfew"). The text of the Mandatory Curfew, including a provision for adjusting fines for inflation, is set forth in Exhibit A hereto.

(x) Which authorizes acquisition of an interest in real property other than an aviation easement; or

(xi) Which approves any new airport management contract or lease with a term (including any extensions or options thereto) in excess of 35 years."

C. Notwithstanding paragraph (B) above, a Supermajority Vote is not required for the following decisions:

(i) Which authorize the issuance of bonds or any other form of indebtedness associated with the Replacement Passenger Terminal Project and its ancillary components;

(ii) Which implement the Mandatory Curfew."

4. A new section 2.3.6 titled "Challenges to Supermajority Voting" is added to read:

"2.3.6 Challenges to Supermajority Voting.

(A) Prior to the opening of the Replacement Passenger Terminal, in the event that the FAA Administrator or Associate Administrator (whether through a written letter, determination or order) or a court (whether through an order, ruling or judgment) identifies any provision of Section 2.3.5(b), or any Supermajority Vote pursuant thereto as violating federal law or a federal grant assurance (executed by the Authority pursuant to 49 U.S.C. 47107 et seq.), the Authority shall comply with such letter, determination or order until such letter, determination or order is enjoined, overturned or reversed by a court, provided the Authority also complies with subsection (C).

(B) Notwithstanding subsection (A) above, following the opening and operation of the Replacement Passenger Terminal, the Supermajority Vote requirement or an actual Supermajority Vote shall apply to any increase in Commercial Airline passenger gates above 14, or remote parking positions for scheduled Commercial Airline departures, or increase in the Replacement Terminal beyond 355,000 square feet unless and until such requirement or actual vote has been determined by the FAA or a court through final, appealable order, injunction, ruling or judgment to violate the law or a grant assurance. In the event of a final appealable order, injunction, ruling or judgment, the Authority commits to commence litigation against the FAA and/or any other third party who seeks to challenge the Supermajority Vote requirement or an actual vote until the Authority prevails or otherwise exhausts its appellate rights. The Authority Commission is authorized to take whatever vote is the subject of the final, appealable order, injunction, ruling or judgment, but shall not take additional votes that would otherwise be subject to the challenged Supermajority Vote provision until resolution of such litigation, except pursuant to a court order.

(C) In the event subsection 2.3.6(A) is triggered by written letter, determination

or order by the FAA, the Authority shall: (i) promptly inform the City of Burbank and the Member of Congress representing the City of Burbank of such FAA action; (ii) attempt in good faith to resolve the FAA concerns in close coordination with the City of Burbank and the Member of Congress; and (iii) commence a legal action or challenge any such action by the FAA within 45 days of receipt of the FAA letter, determination or order. The Authority also commits to litigate against any third party who seeks to challenge in court any Supermajority Vote requirements or an actual Supermajority Vote as a violation of the law or grant assurances. The Authority commits to pursue such litigation until it prevails or otherwise exhausts its appellate rights. Until the Authority either prevails or exhausts its appellate rights in such litigation, the Authority commission shall not take any additional votes approving an action otherwise subject to a Supermajority Vote unless directed to do so by the FAA or a court as set forth in Subsection 2.3.6(A) above."

5. A new section 20 titled "Enforcement Rights/Third Party Beneficiaries" is added to read:

"20. Enforcement Rights/Third Party Beneficiaries.

The Parties hereto acknowledge and agree that the Authority shall have all the rights of a third-party beneficiary with respect to the provisions amended or added by this Agreement and shall be entitled to rely upon and directly enforce those sections as a party to any litigation or enforcement action regarding this agreement, other than a lawsuit brought jointly by the Cities of Glendale and Pasadena seeking to suspend any of the Supermajority Vote governance protections of Section 2.3.5. The Parties shall have the rights of third party beneficiaries in the event of any litigation pursuant to Section 2.3.6 and the Authority shall consent to any of the Parties' participation as parties in any litigation thereunder."

6. Except as specifically amended by this Second Amendment and by the First Amendment, the Joint Powers Agreement shall remain in full force and effect. All references to the Agreement shall be deemed to mean the Agreement as amended hereby. This Second Amendment shall not constitute a novation of the Agreement, but shall constitute an amendment thereof.

7. This Second Amendment may be executed in counterparts, which together shall constitute the original Second Amendment.

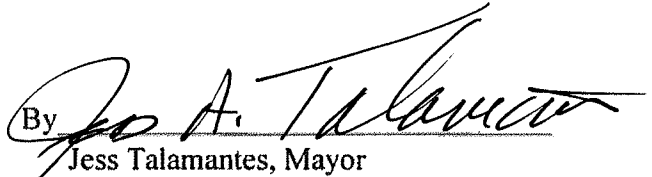
8. This Second Amendment shall become effective, and the obligations of the Parties shall be effective, on the effective date of the Development Agreement. The Development Agreement shall become effective, and the obligations of the parties shall be effective, upon the occurrence of both of the following: (i) the Los Angeles County Registrar-Recorder/County Clerk certifies the results of the November 8, 2016, Measure B ballot measure to the Burbank City Council and the Burbank City Council declares an affirmative Measure B vote resulting in the ratification of such ordinance and all other City of Burbank discretionary approvals for the Replacement Passenger Terminal Project; and (ii) either (a) passage of ninety (90) days following the affirmative Measure B vote without the filing of a lawsuit challenging the validity of the Measure B election or any City of Burbank or Authority actions related to the Project; or (b) resolution of each such lawsuit by a court of competent jurisdiction in a final decision that upholds the challenged matter(s). If there is no such lawsuit, then the effective date of this Second Amendment and the Development Agreement shall be February 7, 2017. If there is such a lawsuit, then the

effective date of both shall be the date on which a final decision of a court of competent jurisdiction has upheld the challenged matters. The City Clerk of the City of Burbank shall manually insert the Effective Date in the following blank space of this Second Amendment: (entered as of this 7 day of February 2017).

IN WITNESS WHEREOF, the Parties hereto have caused this Second Amendment to be executed and attested by their proper officers thereunto duly authorized and their official seals to be hereto affixed, as of the day and year first above written.


CITY OF BURBANK

By



Jess Talamantes, Mayor

ATTEST:

By:


Zizette Mullins, CMC, City Clerk

APPROVED AS TO FORM
Office of the City Attorney


Amy Albano, City Attorney

(SEAL)

CITY OF PASADENA

By 
Mayor

ATTEST:


By:  9/28/16
City Clerk

APPROVED AS TO
FORM this 23rd day of
September,
2016


City Attorney

(SEAL)

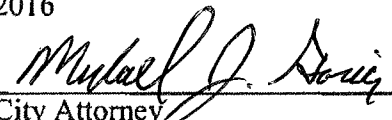
CITY OF GLENDALE

By 
Mayor

ATTEST:

By: 
City Clerk

APPROVED AS TO
FORM this 13th day of
September,
2016


City Attorney

(SEAL)

Exhibit A

Authority Commission Resolution No. 471

(Attached.)

RESOLUTION NO. 471

A RESOLUTION OF THE BURBANK-GLENDALE-PASADENA AIRPORT AUTHORITY COMMISSION REAFFIRMING, CLARIFYING AND RESTATING THE BOB HOPE AIRPORT'S NOISE RULES, VOLUNTARY NIGHTTIME CURFEW AND ONGOING SUPPORT FOR A MANDATORY NIGHTTIME CURFEW AND MAKING A DETERMINATION PURSUANT TO CEQA

The Burbank-Glendale-Pasadena Airport Authority Commission finds, resolves, determines and orders as follows:

Section 1. Statement of Purpose and Intent.

- A. The Burbank-Glendale-Pasadena Authority ("Authority") has a long-standing commitment to the reduction of the adverse noise impacts of flight operations at the Bob Hope Airport ("Airport") on its neighbors in the Cities of Burbank and Los Angeles.
- B. As an example of that commitment, the Authority has continued for many years to pursue applicable noise mitigation measures at the Airport through its ongoing residential acoustical treatment program and federal Part 150 Noise Compatibility Program.
- C. The Authority has also had Noise Rules in place since the 1980s to further protect the community from the adverse impacts of noise on the community.
- D. The Authority hereby intends to reaffirm, clarify and restate its pursuit of applicable noise abatement measures now and in the future by reaffirming, clarifying and restating its Noise Rules. In addition, the Authority hereby intends to restate its long-standing commitment to maintain a voluntary nighttime curfew and its ongoing support for a mandatory nighttime curfew.
- E. The clarifications and restatements of the Authority's Noise Rules contained herein are not intended to modify the enforceability of the Noise Rules. Rather, the clarifications and restatements are intended to maintain the enforcement of the Airport Noise Rules as they have been enforced since the late 1980s, while clarifying the Airport Noise Rules for the public as to how they have been applied and enforced since that time.
- F. These clarifications and restatements are intended to set forth the noise rules which are referenced in both the summary of the governance changes in the Development Agreement approved by the Commission on July 11, 2016 (at Exhibit L) and will be referenced in the Second Amendment to the Amended and Restated Joint Exercise of Powers Agreement Among the Cities of Burbank, Glendale and Pasadena Creating an Agency to be Known as the Burbank-Glendale-Pasadena Airport Authority ("Second Amendment to the JPA"). The Second Amendment to the JPA will require a supermajority vote (*i.e.*, an affirmative vote of at least two of three appointees of each City) to, among other things, amend the Authority's noise rules or the manner in which they have been enforced; amend the Authority's voluntary curfew or the manner in which it has been applied; or abandon the Authority's support for Congressional authorization of a mandatory curfew at the Airport. The Development Agreement also requires

that the Authority continue to support legislation that would authorize a mandatory curfew at the Airport.

Section 2. CEQA Determination. Authority staff has reviewed the reaffirmation, clarification and restatement of the Noise Rules, Voluntary Curfew and the Authority's support for a mandatory curfew for compliance with the California Environmental Quality Act, ("CEQA") (Cal. Pub. Res. Code §21000 *et seq.*) and the State Guidelines (the "Guidelines") (14 Cal. Code Regs. §15000 *et seq.*) promulgated with respect thereto. Authority staff has determined that by this Resolution, the Authority is reaffirming standards, procedures, requirements, and implementation practices that have been in place at the Airport since the 1980s, and that each of the Noise Rules, the provisions of the Voluntary Curfew and the Authority's support for a mandatory curfew are intended to reduce noise impacts to the community. Authority staff finds that the approval of this Resolution is exempt from CEQA pursuant to the general rule that CEQA only applies to projects that have the potential for causing a significant effect on the environment (Guidelines Section 15061 (b)(3)). The adoption of this Resolution will maintain the environmental status quo by continuing to apply, implement, and enforce the Noise Rules as they have been applied, implemented, and enforced since the 1980s. In addition, the Authority is maintaining a Voluntary Curfew and the Authority's support for a mandatory curfew, which will have the effect of lessening environmental impacts. Therefore, it is certain that there is no possibility that the action in question may have a significant effect on the environment. The Authority Commission has reviewed this determination, concurs in the determination, and finds that this determination represents the independent judgment of the Commission. The Commission directs staff to file a Notice of Exemption in connection with the adoption of this Resolution.

Section 3. Noise Rules. The Authority Commission hereby reaffirms, clarifies and restates the Airport's Noise Rules, as set forth in Exhibit "A," attached hereto and incorporated herein by this reference.


Section 4. Voluntary Curfew. The Authority Commission hereby reaffirms, clarifies and restates the Airport's Voluntary Curfew, as set forth in Exhibit "B," which is attached hereto and incorporated herein by this reference.

Section 5. Authority's Support for a Mandatory Curfew. The Authority Commission hereby reaffirms, clarifies and restates its support for the enactment and enforcement of a Mandatory Curfew at the Airport, as set forth in Exhibit "C," which is attached hereto and incorporated herein by this reference.

Section 6. The Board Secretary shall certify to the adoption of this Resolution and shall cause this Resolution to be entered into the official records of the Authority.

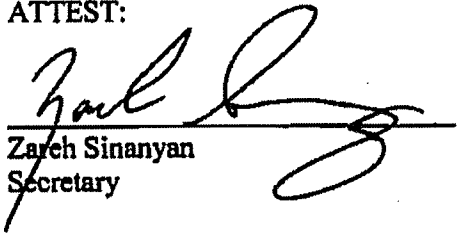
Section 7. This Resolution shall be effective upon adoption.

ADOPTED this 18th day of July, 2016.



Bill Wiggins, Commission President
Burbank-Glendale-Pasadena Airport Authority

ATTEST:


Zareh Sinanyan
Secretary

STATE OF CALIFORNIA)
) ss.
COUNTY OF LOS ANGELES)

I, Dan Feger, do hereby certify that the foregoing resolution was duly and regularly adopted by the Commissioners of the Burbank-Glendale-Pasadena Airport Authority ("Authority") as a result of the following vote taken at the Authority's regular meeting on July 18, 2016:

AYES: Commissioners Brown, Adams, Friedman, Sinanyan,
 Quintero, Wiggins, Tornek and Selvidge

NOES: None

ABSENT: Commissioner Madison


Dan Feger
Assistant Secretary

EXHIBIT A

AIRPORT NOISE RULES

The Airport Noise Rules were originally adopted in the 1980s and have been enforced as follows since the late 1980s. This restatement and clarification is not intended to modify the enforceability of the Noise Rules under federal law.

Rule 1

All subsonic transport category airplanes and all subsonic turbojet powered airplanes regardless of category operating at the Burbank-Glendale-Pasadena Airport shall be in compliance with all Federal Air Regulations respecting noise, as the same may be amended from time to time.

This Rule has been and shall continue to be enforced by requiring all aircraft to be FAA certified under Part 36 (provision governing aircraft noise levels).

Rule 2

Each air carrier jet operator shall implement appropriate FAA approved takeoff and arrival procedures consistent with the standard of Case 9A as contained in the Final Environmental Impact Statement approved by FAA on September 12, 1977.

This Rule has been and shall continue to be enforced by requiring that all aircraft meet the noise performance levels of certified Stage 3 aircraft.

Rule 3

All other jet operators shall use the National Business Aircraft Association's noise abatement procedures established January 1978.

This Rule has been and shall continue to be enforced by requiring that all general aviation turbojet aircraft (including Stage 2 hush-kitted aircraft that are certified as Stage 3) use the applicable NBAA noise abatement procedures as amended from time to time.

Rule 4

Each air carrier that operates, for any reason, after 10:00 p.m. or before 7:00 a.m. shall pay the full amount of any costs charged to or incurred by the Authority for maintaining the crash rescue service on duty.

This Rule has not been enforced since the mid-1980s due to grant assurances adopted by the federal government in the 1980s that prohibit such enforcement, and shall not be enforced going forward.

Rule 5

This Rule was repealed in 1986 and shall not be enforced going forward. (It specified departure runways for flights to the east and south.)

Rule 6

Each aircraft operator and maintenance and repair facility shall adhere to the Authority Engine Test Run-up Policy as contained in the Airport Operations Manual, as the same may be amended from time to time.

This Rule has been and shall continue to be enforced by requiring all operators to comply with the run-up policy in the Airport's Operations Manual as amended from time to time.

Rule 7

A. No air carrier shall: (1) inaugurate any operations; (2) implement any increase in operations; (3) substitute aircraft types producing higher noise levels for aircraft already in service (except on a temporary basis because of emergency maintenance, weather, payload, or other unanticipated conditions beyond the carrier's control); or (4) substitute aircraft which do not comply with the Stage 3 requirements of F.A.R. Part 36 for aircraft which meet those requirements (except on a temporary basis because of emergency maintenance, weather, payload, or other unanticipated conditions beyond the carrier's control) without having first obtained the written approval of the Commission, which approval shall not be granted except upon a determination by the Commission that such proposed operations or increase will not result in or contribute to an increase in the noise impact area of the Airport from all aircraft operations based on the annual CNEL of 70 for the period ending June 30, 1978.

B. As used herein, the term "operations" shall mean takeoffs and landings other than emergency procedures or takeoffs or landings resulting from the use of the Airport as weather alternate. The term "weighted operations" shall mean operations weighted on the basis of time of occurrence as provided in Section 5006 of the California Noise Standards, 21 Cal. Admin. Code Section 5000 et. seq. As used herein, noise levels are defined as sound exposure levels measured at, or calculated for, Airport noise monitor system positions.

C. Any air carrier desiring to: (1) inaugurate any operations; (2) implement any increase in operations or weighted operations; (3) substitute aircraft types producing higher noise levels for aircraft types already in service (except on a temporary basis because of emergency maintenance, weather, payload, or other unanticipated conditions beyond the carrier's control); or (4) substitute aircraft which do not comply with the Stage 3 requirements of F.A.R. Part 36 for aircraft which meet those requirements (except on a temporary basis because of emergency maintenance, weather, payload, or other unanticipated conditions beyond the carrier's control) pursuant to Part (A) hereof shall, not less than 30 days prior to the proposed effective date of such service apply in writing for permission to the Airport Operations Committee. Such application shall include information as to the nature of the proposed operations or increase, and the projected effect thereof on the Airport's June 30, 1978 noise impact area and other material

which the applicant air carrier wishes to bring to the attention of the Operations Committee. Upon review of the application and such other information as it deems appropriate, the Operations Committee shall recommend to the Commission that it grant or deny the permission requested, or any portion thereof. The Commission shall consider the recommendation of the Operations Committee, together with any other additional information which the applicant air carrier desires to present to it, and act thereon at its next regularly scheduled meeting.

D. The Commission may approve an application, in whole or in part, for a period not to exceed one year from the commencement of such approved operations or weighted operations. Any air carrier desiring to continue such operations or weighted operations beyond said period shall have the burden of demonstrating to the Commission prior to the expiration thereof that such increase did not result in or contribute to an increase in the Airport's June 30, 1978 noise impact area.

E. Any air carrier violating the provision of this Rule may, in the discretion of the Commission and in addition to any other remedies, including injunctive remedies available, be subject to civil penalties in the amount of One Thousand Dollars (\$1,000) for each operation which has not been approved by the Commission pursuant to the provisions of this Rule.

This Rule has been and shall continue to be enforced by a public report by Airport Staff to the Commission of schedule changes and a report of the anticipated impact, if any, on the Airport's Noise Impact Area of those changes. No approval of the Authority has been or shall be needed by an air carrier for any changes as long as the Noise Impact Area incompatible land within the 70db CNEL contour of the Airport does not exceed the 403 acres existing in 1978. If the acreage of incompatible land within the Airport's 70db CNEL contour ever exceeds 403 acres, the Airport shall attempt to prevent the increase in operations. That effort may or may not be successful.

Rule 8

A. Between the hours of 10:00 p.m. and 7:00 a.m.:

1. No intersection takeoffs shall be permitted;
2. No maintenance engine run-ups shall be permitted, unless a delay of such maintenance engine run-up would cause an aircraft to arrive and/or depart after 10:00 p.m. in the succeeding 24 hour period; and
3. No flight training operations, including practice instrument approaches and touch-and-go operations, shall be permitted.

B. Any pilot in command or maintenance facility violating the provisions of these Rules may, in the discretion of the Commission, and in addition to other remedies (including injunctive remedies) available, be subject to civil penalties for each violation of this Rule as follows: (1) For the first violation, one thousand four hundred twenty-seven Dollars (\$1,427); (2) For subsequent violations, two thousand seventy-three Dollars (\$2,073).

This Rule has been and shall continue to be enforced as written.

Rule 9

A. Except as provided in Parts (B) and (C) hereof, no aircraft may land at or take off from the Burbank-Glendale-Pasadena Airport between the hours of 10:00 p.m. and 7:00 a.m.

B. The following aircraft shall be permitted to land at and take off from the Burbank-Glendale-Pasadena Airport between the hours of 10:00 p.m. and 7:00 a.m.:

1. Public aircraft, military aircraft, aircraft owned or operated by the armed forces of the United States, and aircraft operated in support of military operations.

2. Aircraft operated by commercial air carriers whose schedules comply with Rule 7 of these Rules and Regulations.

3. Aircraft, other than those listed in FAA Advisory Circular 36-1B or 36-2C, whose total rated maximum brake or shaft horsepower is 200 or less.

4. Propeller-driven aircraft whose certificated takeoff weights are 12,500 pounds or less and whose measured or estimated flyover noise levels, as contained in FAA Advisory Circular 36-1H or 36-2C (as said Advisory Circulars may be revised, supplemented, or replaced from time to time), are equal to or less than 85.6 dBA.

5. Aircraft whose estimated sideline noise levels, as set forth in FAA Advisory Circular 36-3 (or in any revision, supplement, or replacement thereof listing sideline noise levels), are equal to or less than:

a. for aircraft whose noise levels have been determined at a sideline distance of 450 meters, 82.2 dBA;

b. for aircraft whose noise levels have been determined at a sideline distance 0.25 nautical miles, 82 dBA; and

c. for four-engine aircraft whose noise levels have been determined at a sideline distance of 0.35 nautical miles, 79.1 dBA.

6. Aircraft whose maximum noise levels, under normal operating conditions and procedures, have been determined by the Airport Authority, upon a showing by the aircraft manufacturer or operator, are equal to or less than either:

a. when measured or estimated at a sideline distance of 450 meters, 0.25 nautical miles, or 0.35 nautical miles pursuant to F.A.R. Part 36 Appendix C, 82.2 dBA, 82 dBA, or 79.1 dBA, as applicable respectively, or

b. when measured or estimated at a flyover altitude of 1,000 feet pursuant to F.A.R. Part 36 Appendix F, 85.6 dBA.

C. Aircraft other than those specified in Paragraph (B) shall be permitted to land at or take off from the Burbank-Glendale-Pasadena Airport between the hours of 10:00 p.m. and 7:00 a.m. only under the following circumstances:

1. in the event such landing and/or takeoff results from the existence of a declared emergency;

2. in the event such landing and/or takeoff results from the use of the airport as a weather alternate; and

3. in the event such landing and/or takeoff results from a weather, mechanical, or air traffic control delay; provided however, that this exception shall not authorize any landing or takeoff between the hours of 11:00 p.m. and 7:00 a.m.

D. Upon the request of the Airport Authority, the aircraft operator or pilot in command shall document or demonstrate the precise emergency conditions resulting in a landing and/or takeoff between the hours of 10:00 p.m. and 7:00 a.m. or the precise weather, mechanical, or air traffic control conditions resulting in a landing and/or takeoff between the hours of 10:00 p.m. and 11:00 p.m.

E. Any aircraft operator or pilot in command violating the provisions of this Rule may, in the discretion of the Commission, and in addition to any other remedies (including injunctive remedies) available, be subject to civil penalties in the amount of Four Thousand One hundred Forty-Nine Dollars (\$4,149) for each unauthorized landing and each unauthorized takeoff.

This Rule has been and shall continue to be enforced consistent with the ongoing enforcement of Clarified Rule 7 with respect to aircraft other than public aircraft, military aircraft, aircraft owned or operated by the armed forces of the United States, and aircraft operated in support of military operations. In particular, this Rule has been and will be enforced by allowing Stage 3 certified aircraft to fly between 10 p.m. and 7:00 a.m. With respect to Stage 2 hush-kitted aircraft that are certified as Stage 3, such aircraft operating between 10 p.m. and 7:00 a.m. shall continue to have to demonstrate compliance with the Rule as written. Stage 2 aircraft not certified as Stage 3 are not permitted to fly at any time.

Rule 10

A. Except as provided in Parts (B) and (C) hereof, no aircraft operating pursuant to an Operating Certificate issued by the Federal Aviation Administration may land at or take off from the Burbank-Glendale-Pasadena Airport.

B. The following aircraft operated pursuant to an Operating Certificate issued by the Federal Aviation Administration shall, subject to all other applicable Rules and Regulations, be permitted to land at and take off from the Burbank-Glendale-Pasadena Airport:

1. Transport category large airplanes and turbojet powered airplanes certificated under F.A.R. Part 36 or ICAO Annex 16 whose certificated sideline noise levels are equal to or less than:

a. for aircraft whose certificated noise levels have been determined at a sideline distance of 0.25 nautical miles, 105.0 effective perceived noise decibels;

b. for aircraft whose certificated noise levels have been determined at a sideline distance of 450 meters, 105.1 effective perceived noise decibels; and

c. for four-engine aircraft whose certificated noise levels have been determined at a sideline distance of 0.35 nautical miles, 103.5 effective perceived noise decibels.

2. Aircraft whose average sound exposure levels (SEL) on takeoff from Runway 15, under normal operating conditions and procedures, as measured at Airport Monitoring Stations 1, 2, and 3, are equal to or less than 104.5 dB, determined as follows:

a. for aircraft types regularly operating at the Airport during the year ending June 30, 1981, the average level shall be determined from the energy average of the SEL values measured at Monitoring Stations 1, 2, and 3 during April, May, and June, 1981.

b. for aircraft types not regularly operating at the Airport during the year ending June 30, 1981, the aircraft operator shall submit estimates of the energy average SEL values expected at Monitoring Stations 1, 2, and 3, accompanied by noise level and takeoff performance calculations sufficient to show the basis for obtaining the estimates. Where the average combined noise level estimates fall within the range of 101.5 to 104.5 dB, the Airport shall have the option of allowing the aircraft to operate at the Airport for a demonstration period of 90 days. The noise levels measured at Stations 1, 2, and 3 during this 90-day demonstration period shall be the basis for determining whether or not the aircraft meets the noise limits under this Part. The permission granted under this Part (B) (3) (b) shall continue only for so long as the approved aircraft continues to be operated at an average combined noise level at or below 104.5 dB as set forth above.

C. Aircraft operated pursuant to an Operating Certificate issued by the Federal Aviation Administration, whose noise levels exceed the limits specified in Part (B) shall be permitted to land at and take off from the Burbank-Glendale-Pasadena Airport only under the following circumstances:

1. in the event such landing and takeoff results from the existence of a declared emergency;

2. in the event such landing and takeoff results from use of the Airport as a weather alternative; or

3. in the event such landing and takeoff occurs in connection with FAA certificated maintenance, repair and modification.

D. Upon request of the Airport Authority, the aircraft operator or pilot in command shall document or demonstrate the precise emergency conditions or FAA certificated maintenance, repair, or modification resulting in the landing and takeoff of an aircraft whose noise levels exceed those set forth in Part (B) above.

E. Any aircraft operator or pilot in command violating the provisions of this Rule may, in the discretion of the Commission, and in addition to any other remedies (including injunctive remedies) available, be subject to civil penalties in the amount of One Thousand Dollars (\$1,000) for each unauthorized landing and takeoff.

This Rule has been and shall continue to be enforced as written as all modern commercial and general aviation aircraft in service meet these standards.

Rule 11

Subject to the provisions of Rule 7 of these Rules and Regulations:

A. No air carrier shall inaugurate or reinstitute scheduled turbojet operations at the Burbank-Glendale-Pasadena Airport ("the Airport"), except as provided in Part C below, unless all turbojet operations of that carrier are to be conducted solely with aircraft which comply with the noise level criteria of F.A.R. Part 36 Stage 3 (section C36.5 (a) (3) of Appendix C), as the same may be revised, supplemented, or replaced from time to time ("Stage 3 aircraft").

B. Each air carrier that has continuously provided scheduled passenger service at the Airport using non-Stage 3 aircraft since March 1, 1982, shall:

1. Utilize only Stage 3 aircraft in increases in its scheduled turbojet operations above the number of such operations in effect on June 30, 1982;

2. Conduct at least twenty-five percent (25%) of its scheduled turbojet operations with Stage 3 aircraft until March 31, 1986; and

3. From April 1, 1986, to March 31, 1987, conduct at least fifty percent (50%) of its scheduled turbojet operations with Stage 3 aircraft.

C. Air carriers seeking to inaugurate or reinstitute scheduled passenger operations at the Airport between the effective date of this Rule and March 31, 1987, will be permitted to make use of non-Stage 3 aircraft to the extent such aircraft may be used during that period by air carriers that have continuously utilized such aircraft at the Airport in scheduled passenger service since March 1, 1982, if the air carrier seeking to inaugurate or reinstitute scheduled passenger service demonstrates that the non-Stage 3 aircraft sought to be utilized will produce, at the average gross weight reasonably expected in operations at the Airport, an energy average Sound Exposure Level ("SEL") no greater than 98 decibels at Airport Monitoring Stations 1, 2, and 3 for departures on Runway 15 and no greater than 93 decibels at Station 9 for arrivals on Runway 8.

D. After March 31, 1987, each air carrier providing scheduled passenger service at the Airport shall conduct one hundred percent (100%) of its scheduled turbojet operations with Stage 3 aircraft.

E. Air carriers may substitute higher noise level aircraft in operations required to be flown with lower noise level aircraft only if the required lower noise level aircraft is removed from service on a temporary basis for unanticipated conditions beyond the carrier's control, but only for so long as is necessary to correct such unanticipated conditions.

F. Each scheduled air carrier shall demonstrate, in writing, its intention and ability to fulfill the requirements of this Rule not less than 30 days prior to the commencement (including reinstitution) of scheduled passenger service or any proposed increase in operations at the Airport. Each such air carrier shall also, upon request of the Authority, provide written documentation of the reasons for and duration of any substitution of aircraft pursuant to Part E hereof.

G. Each scheduled air carrier violating the provisions of this Rule may, in the discretion of the Commission, and in addition to the other remedies (including injunctive remedies) available, be subject to civil penalties in the amount of Ten Thousand Dollars (\$10,000) for each day on which operations are conducted in violation of the provisions of this Rule.

This Rule has been and shall continue to be enforced by requiring all air carriers to use aircraft that are certified Stage 3 or quieter at the Airport.

Rule 12

In the event one or more clauses, sections or provisions of these Rules shall be held to be unlawful, invalid or unenforceable, the remainder of such Rule (or Rules) shall not be affected thereby.

This Rule has been and shall continue to be enforced as written.

Noise Rules Enforcement

The following procedures shall govern the enforcement of the Noise Abatement Rules.

1. Alleged violations of the Noise Abatement Rules shall be investigated by the Noise & Environmental Department or such other airport staff member as the Executive Director may designate.

2. In each instance of a potential violation identified by the Noise & Environmental Department, the Noise & Environmental Department staff shall notify the owner or operator of the aircraft in question. In the case of potential violations of Rules 8 or 9, or in any other instance in which a violation, if confirmed, would result in the imposition of a monetary fine or operational restriction, such notice shall be in writing and shall be delivered by certified mail or other form of registered delivery. Such written notice shall specify the nature of

the alleged violation, the time, date and location of its occurrence, the rule allegedly violated, and shall include a copy or description of these enforcement procedures.

3. The owner or operator shall have fifteen (15) business days from the date of such notice to: pay the proposed fine; contest in writing the finding of a violation; or request in writing an informal conference with the Director, Noise & Environmental Programs ("Director"). The Director shall, based upon information received in writing or through an informal conference, determine whether a violation has occurred and shall promptly give written notice of such determination to the owner or operator.

4. The owner or operator shall have ten (10) business days from the date of such notice of determination to appeal the determination of the Director to the Authority's Operations Committee. Such appeal shall be in writing, submitted to the Noise & Environmental Department, and shall set forth all information the owner or operator believes necessary to support such appeal. The Operations Committee shall have the discretion to request further information from the owner or operator, either in writing or in person, and may affirm, overrule or modify the determination of the Director. The Operations Committee shall give written notice of its decision to the owner or operator.

5. The owner or operator may, within ten (10) business days of the date of the notice of decision of the Operations Committee, appeal that decision to the full Airport Authority Commission, by submitting a notice of appeal, together with such written information as it deems appropriate, to the Noise & Environmental Department. The Commission may request further information from the owner or operator, either in writing or in person, and may affirm, overrule or modify the decision of the Operations Committee. The Commission shall give written notice of its decision to the owner or operator.

EXHIBIT B

AIRPORT VOLUNTARY CURFEW

A. Background of Voluntary Curfew

The Voluntary Curfew is not a Noise Rule. Rather, the Voluntary Curfew pre-dates the adoption of the Noise Rules. The Voluntary Curfew is a standing Authority request to all carriers to refrain from scheduling departures or arrivals between 10:00 p.m. and 6:59 a.m.

B. Summary of How Voluntary Curfew Operates

The Voluntary Curfew is not directed at general aviation; air cargo carriers (FedEx and UPS); or police, military, or medical emergency flights.

The Voluntary Curfew is directed at air carriers' arrivals or departures between 10:00 p.m. and 6:59 a.m.

C. Voluntary Curfew Language

"The Airport requests that all air carriers refrain from scheduling arrivals or departures between 10:00 p.m. and 6:59 a.m."

EXHIBIT C

AIRPORT SUPPORT FOR MANDATORY CURFEW

A. Efforts to Obtain Mandatory Curfew

On February 2, 2009, the Airport submitted, pursuant to 14 C.F.R. Part 161, an Application seeking FAA approval for implementation of a mandatory curfew at the airport on all aircraft arrivals and departures from the Airport between the hours of 10:00 p.m. and 6:59 a.m. The actual terms of the requested Mandatory Curfew is set forth in Section C, infra and represents the same language as in the Application (with a modification on the magnitude of fines, to permit CPI adjustment of the fines from the amounts of fines stated in the 2009 application). On October 30, 2009, the FAA announced that it had denied the Airport's Application. The FAA decision denied the Application on four grounds:

- (1) A curfew would not be reasonable, non-arbitrary, and non-discriminatory because other remedies (acoustical treatment and departure curfew) would be more feasible and cost effective;
- (2) a curfew would create an undue burden on interstate commerce;
- (3) a curfew would not maintain a safe and efficient airspace; and
- (4) a curfew would create an undue burden on the national aviation system.

B. Support for the Mandatory Curfew

The Authority intends to commit itself to support the City's efforts seeking congressional authorization for the imposition of the Mandatory Curfew.

The terms of the Mandatory Curfew are as described in Section C below:

C. Language of Mandatory Curfew

Proposed New Noise Rule 9 If and When Federal Law Allows Implementation and Enforcement

"A. Except as provided in Paragraphs (B) and (C), between the hours of 10:00 p.m. and 6:59 a.m.:

1. No landings at Bob Hope Airport shall be permitted.
2. No takeoffs from Bob Hope Airport shall be permitted.

"B. The following aircraft shall be permitted to land at or takeoff from Bob Hope Airport between the hours of 10:00 p.m. and 6:59 a.m.:

1. Law enforcement aircraft, firefighting aircraft, disaster relief aircraft and military aircraft.

2. Medical flight aircraft engaged in active emergency operations for the transportation of patients or human organs.

"C. Aircraft other than those specified in Paragraph (B) shall be permitted to land at or takeoff from Bob Hope Airport between the hours of 10:00 p.m. and 6:59 a.m. only under the following circumstances:

1. In the event such landing or takeoff results from the existence of a declared emergency.

2. In the event such landing or takeoff results from the use of Bob Hope Airport as weather alternate.

3. In the event such landing or takeoff results from a weather, mechanical, or air traffic control delay; provided, however, this exception shall not authorize any landing or takeoff between the hours of 11:00 p.m. and 6:59 a.m.

"D. Upon request of the Authority, the aircraft operator shall document or demonstrate: (i) the precise emergency condition(s) resulting in a landing or takeoff between the hours of 10:00 p.m. and 6:59 a.m.; or (ii) the precise weather, mechanical, or air traffic control condition(s) resulting in a landing or takeoff between the hours of 10:00 p.m. and 11:00 p.m.

"E. Any aircraft operator violating the provisions of this Rule shall, in addition to any other available remedies (including injunctive remedies), be subject to civil penalties for each unauthorized landing and unauthorized takeoff as follows:

1. For the first violation within a 12-month period – Three Thousand Six Hundred Seventy-One Dollars (\$3,671) (or as amended for a CPI adjustment)

2. For the second violation within a 12-month period - Seven Thousand Three Hundred Forty-Two Dollars (\$7,342) (or as amended for a CPI adjustment)

3. For the third violation within a 12-month period – Eleven Thousand Thirteen Dollars (\$11,013) (or as amended for a CPI adjustment)

4. For the fourth violation within a 12-month period – Fourteen Thousand Six Hundred Eighty-Four Dollars (\$14,684) (or as amended for a CPI adjustment) and mandatory action to ban the aircraft operator's flight operations at Bob Hope Airport for a twelve (12) month period.

Furthermore, this Rule also replaces the Airport's existing Voluntary Curfew."