



September 10, 2013

CALL AND NOTICE OF A SPECIAL MEETING OF THE
LEGAL, GOVERNMENT AND ENVIRONMENTAL AFFAIRS COMMITTEE
OF THE
BURBANK-GLENDALE-PASADENA AIRPORT AUTHORITY

NOTICE is hereby given that a special meeting of the Legal, Government and Environmental Affairs Committee will be held Friday, September 13, 2013, at 9:00 a.m., in the Burbank Room of the Bob Hope Airport, 2627 Hollywood Way, Burbank, California, 91505.

The items to be discussed are listed on the attached agenda.

Sue Loyd, Board Secretary
Burbank-Glendale-Pasadena Airport Authority

SPECIAL MEETING
OF THE
LEGAL, GOVERNMENT AND ENVIRONMENTAL AFFAIRS COMMITTEE

Burbank Room
Friday, September 13, 2013
9:00 A.M.

NOTE TO THE PUBLIC: Any discloseable public records related to an open session item on a regular meeting agenda and distributed by the Authority to the Commission less than 72 hours prior to that meeting are available for public inspection at Bob Hope Airport (2627 Hollywood Way, Burbank) in the administrative office during normal business hours.

As a result of the convening of this meeting of the Legal, Government and Environmental Affairs Committee, each Committee member is entitled to receive and shall be provided \$200.

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In accordance with the Americans with Disabilities Act of 1990, if you require a disability-related modification or accommodation to attend or participate in this meeting, including auxiliary aids or services, please call the Board Secretary at (818) 840-8840 at least 48 hours prior to the meeting.

A G E N D A

1. Public Comment
2. Approval of Minutes
 - a. August 5, 2013 **[See page 1]**
3. Contracts and Leases
 - a. Amendments to Agreements for Management and Consulting Services:
Orangeline Development Authority (OLDA),
Emerson & Associates, and Unison Consulting, Inc.
 - Staff Report Attached **[See page 7]**

Staff seeks a Committee recommendation to the Commission that the Executive Director be authorized to execute amendments to various consultant agreements seeking to reallocate previously authorized funding among three firms involved in the Ground Access Study, those being: OLDA, Emerson & Associates and Unison Consulting, Inc.

- b. Amendment No. 2
Agreement for Professional Services Agreement
Sidney R. Allen

- Staff Report Attached

[See page 34]

Staff seeks a Committee recommendation to the Commission authorizing the Executive Director to execute Amendment No. 2 to an existing Professional Services Agreement with Mr. Sidney R. Allen for a three-year term effective October 1, 2013, as further described in the staff report.

4. Other Legal, Government and Environmental Matters

5. Closed Session

- a. Conference with Real Property Negotiators
(California Government Code Section 54956.8)

Property: B-6 Property Easements
Authority Negotiator: Executive Director
Negotiating Party: City of Burbank
Under Negotiation: Price and Terms of Payment

Property: A-1 North Property Easements
Authority Negotiator: Executive Director
Negotiating Party: City of Burbank
Under Negotiation: Price and Terms of Payment

Property: Bob Hope Airport Leasehold
Authority Negotiator: Executive Director
Negotiating Party: Alaska Airlines; Delta Airlines; jetBlue Airways; SeaPort Airlines; Southwest Airlines; United Air Lines; US Airways
Under Negotiation: Price and Terms of Payment

Property: Bob Hope Airport Leasehold
Authority Negotiator: Executive Director
Negotiating Party: Enterprise Rent-a-Car Company of Los Angeles, LLC; The Hertz Corporation; Avis Budget Car Rental LLC; Budget Rent a Car of Southern California; DTG Operations, Inc.; Fox Rent A Car; Midway Car Rental
Under Negotiation: Price and Terms of Payment

- b. Conference with Legal Counsel – Existing Litigation
(California Government Code Section 54956.9(d)(1))

Name of Case: In re Petition of Burbank-Glendale-Pasadena Airport Authority for Order Permitting Entry on Property (Union Pacific) (Case No. BS131944)

Name of Case: Fox Rent-A-Car, Inc. v. Burbank-Glendale-Pasadena Airport Authority (Case No. BC517650)

c. Conference with Legal Counsel – Anticipated Litigation

Significant Exposure to Litigation (California Government Code Section 54956.9(d)(2)):
One potential case. Facts and Circumstances: McCarthy Building Companies
Change Order Requests

d. Threat to Public Services or Facilities
(California Government Code Section 54957(a))

Consultation with Director of Public Safety

e. Public Employee Performance Evaluation
(California Government Code Section 54957(b))

1) Title: Executive Director

2) Title: Senior Deputy Executive Director

6. Adjournment

Subject to Approval

**MINUTES OF THE REGULAR MEETING OF THE
LEGAL, GOVERNMENT AND ENVIRONMENTAL AFFAIRS COMMITTEE
BURBANK-GLENDALE-PASADENA AIRPORT AUTHORITY**

MONDAY, AUGUST 5, 2013

A regular meeting of the Legal, Government and Environmental Affairs Committee was called to order this date in the Burbank Room of the Burbank-Glendale-Pasadena Airport Authority, 2627 Hollywood Way, at 11:25 a.m., Burbank, California, by Chairman Wiggins.

AB 23 Disclosure: Prior to adjournment, the board secretary announced that, as a result of the convening of this meeting of the Legal, Government and Environmental Affairs Committee, each Committee member is entitled to receive and shall be provided \$200.

ROLL CALL

Present: Commissioners Wiggins, Quintero and Madison

Absent: None

Also Present: Staff: Dan Feger, Executive Director; Monica Newhouse-Rodriguez, Deputy Executive Director, Facilities and Planning; Mark Hardyment, Director of Environmental Programs; Victor Gill, Director of Public Affairs and Communications; Bob Anderson, Director of Engineering and Planning; Lucy Burghdorf, Public Relations and Government Affairs Manager; and Rachael Warecki, Public Relations and Social Media Specialist

Airport Authority Counsel: Tom Ryan of McDermott, Will & Emery (via teleconference) and Terence R. Boga of Richards, Watson & Gershon

Cooper Communications, Inc.: Martin M. Cooper, President

1. Public Comment There were no public speakers.

2. Approval of Minutes

a. July 15, 2013 There were no corrections or additions to the minutes. There being no objection, the minutes were approved 3-0 as submitted by Staff.

Agenda item 3.b. was taken out of sequence, followed by agenda item 3.a.

3. Contracts and Leases

b. Project Number ADM2014- 01, Memorial Brick Manufacturing Services

As part of the Regional Intermodal Transportation Center ("RITC"), there will be a Skies of Freedom Pavilion located at the north end of the elevated walkway. The pavilion will be approximately 7,000 square feet in size and its pavement will accommodate approximately 14,000–28,000 decorative memorial bricks, depending on the size of the bricks. It is intended that the pavilion will be a place for donors (brick purchasers) to commemorate individuals, families, friends, or companies who have worked at, traveled through, or otherwise been affiliated with the Airport and its operations, Lockheed and its operations, or other aviation-related industries in the region.

Staff presented to the Committee a proposed three-year Memorial Brick Manufacturing Services Agreement ("Agreement") for "turnkey" brick manufacturing and program assistance services for the Airport Authority's Memorial Brick Program. The Agreement will be based on the unit prices indicated in Attachment 1 and will include two one-year extension options for the Authority. Sample bricks were presented to the Committee for review, and included with the staff report was a color brochure which will be distributed when the program launches. A sample order form that is currently used for similar programs was also included with the staff report.

Donors will have the option to select either a 4" x 8" pavilion brick for \$95 or an 8" x 8" pavilion brick for \$145, each of which will be available in two different colors. Donors also will have the option to purchase keepsake bricks, in the same sizes for \$65 or \$80, respectively, that replicate the pavilion bricks and would be suitable for display at home, in the office, or any other desirable location. Each keepsake brick would be engraved on the face to match its corresponding pavilion brick and also would include an engraved Skies of Freedom metal plaque on the edge. Keepsake bricks would not be available on a "stand-alone" basis but, instead, could be purchased only in conjunction with a pavilion brick. It is intended that the Memorial Brick Program will be a "nonpublic forum" for purposes of free speech rights. To that end, the brick inscription content will be strictly controlled in accordance with the guidelines set forth in the staff report.

Staff will conduct the first phase of outreach by using low- or no-cost methods including press releases, the Airport web site, social media, in-terminal advertising, etc. This phase will take advantage of Lockheed's offer to provide access to its former retirees and will also target current and former employees at the Airport as well as the general public.

The next phase of outreach would include the use of paid advertisements and marketing through various select media. This portion of the outreach may require the services of an outside consultant that can identify the means and methods to maximize participation in the program. This second phase of outreach would be initiated a number of months after the initial phase has generated a revenue stream that can help fund the additional outreach effort.

Staff developed a Request for Proposals ("RFP") seeking qualified "turnkey" memorial brick manufacturers/engraving vendors capable to handle a brick program of this magnitude. The scope of services are detailed in the staff report.

Two firms, Brick Markers USA, Inc. ("Brick Markers") of West Palm Beach, Florida, and Fund Raisers, Ltd. ("Fund Raisers") of Boise, Idaho, responded to the RFP and were individually evaluated by four representatives of the Airport Engineering, Purchasing, and Public Relations Departments and were given a score based on criteria set forth in the RFP: Experience and qualifications of the firm (15 possible points); Experience and qualifications of proposal staff (15 possible points); Understanding of the project – Proposed Project Plan (10 possible points); Acceptance of Sample Agreement (10 possible points); and Proposal Cost (50 possible points).

Based on review of the proposals, the hypothetical 17,000 brick sales scenario described in the staff report, and the weighting factors for each of the five selection criteria, the higher ranked firm was Fund Raisers with an overall score of 95, compared to Brick Markers with an overall score of 89. The net proceeds for the Authority in the hypothetical scenario would be approximately \$71,000 greater under Brick Markers' proposed unit costs than under Fund Raisers' proposed unit costs. Staff, however, believes the scores for the other selection criteria outweigh this relatively small revenue difference. Staff noted that Fund Raisers' current projects include the brick program for the Rose Bowl Stadium.

Staff pointed out that this program is intended to pay for itself and generate additional revenue that can be used to support a History and Art Realization Program for the Airport, including compliance with the City of Burbank's Art in Public Places ("APP") requirement for the RITC. As a minimum, the Authority needs to spend approximately \$250,000 on artwork for five of the art columns to be built as part of the RITC.

These costs will be reimbursed to the Authority from the program proceeds. Ongoing program operation costs will depend on the number of brick sales. Fund Raisers will

collect donations on the Authority's behalf and, after deducting its fees based on the unit price schedule, will remit net proceeds to the Authority on a monthly basis.

Based on the hypothetical 17,000 brick sales projection (10,000 4" x 8" pavilion bricks; 5,000 8" x 8" pavilion bricks; 1,000 4" x 8" keepsake bricks; and 1,000 8" x 8" keepsake bricks), the Authority would net approximately \$1.1 million under Fund Raisers' prices. This number will be directly and proportionally reduced or increased depending on the actual final number of bricks that are sold. To generate sufficient funds to provide RITC art in satisfaction of the APP requirement, approximately 4,000 bricks would have to be sold.

Once the Agreement is approved, there is an approximate two-week set-up time and program "kick-off" following shortly thereafter.

Staff recommended that the Committee recommend to the Commission that it authorize the Executive Director to execute a three-year Memorial Brick Manufacturing Services Agreement with Fund Raisers, Ltd. to provide turnkey brick manufacturing and program assistance services for the Authority's Memorial Brick Program based on the unit prices indicated in Attachment 1 and including two one-year extension options for the Authority.

Following the presentation and various questions from the Committee, the Committee concurred (3-0) to approve Staff's recommendation.

**a. FAR Part 150 Study,
Noise Compatibility
Update, Coffman
Associates Contract
Amendment**

This project consists of a \$128,560 amendment to an existing Professional Services Agreement ("Agreement") with Coffman Associates, Inc. ("Coffman") to complete an update to the Authority's existing noise mitigation program under 14 C.F.R. Part 150 regulations ("Part 150 Study/Update"). The second phase of the Part 150 Study/Update focuses on updating and amending the existing Noise Compatibility Program ("NCP") which will be applicable within the boundaries of the Noise Exposure Map ("NEM") for the Airport developed in the earlier phase of the Study and currently under review by the Federal Aviation Administration ("FAA").

In October 2011 the Authority awarded a \$384,000 Agreement to Coffman for the first of two phases of updating the Authority's approved NEM, and in May 2013 the Authority accepted a proposed NEM and authorized the Executive Director to sign and submit the document to the FAA for its review and acceptance.

Federal Aviation Regulation Part 150 establishes the requirements that airport sponsors must follow if they desire to obtain federal funding for implementation of noise mitigation and abatement measures. Those requirements dictate that the Authority must complete and receive FAA approval for a Part 150 Noise Compatibility Study as a precondition to receiving such funding. Further, the FAA requires that an airport sponsor update its NEM approximately every five years. The FAA requires that an updated NEM must be based on a five-year forecast of incompatible noise exposure surrounding the airport and is the foundation for developing an updated NCP. The Authority must obtain FAA approval of the updated NEM prior to developing and submitting an updated NCP to the FAA. Once the updated NCP is approved, the Authority is then eligible to submit applications for Airport Improvement Program ("AIP") grants to help pay for implementation of any approved noise compatibility measures.

Coffman was selected by the Authority to perform a complete Part 150 Study/Update, including preparation of the NEM and a new comprehensive NCP. With the current program's success and in consultation with Coffman and the FAA, Staff believes the most effective means to proceed, in terms of both cost and realization of benefits, would be to engage Coffman to amend the existing NCP to include the following provisions: (1) continued funding for the Residential Acoustical Treatment Program ("RATP"); (2) inclusion of multi-family properties in the RATP; (3) development of an Avigation easement purchase option for those property owners who have been unable to participate previously due to building code or other issues and who are within the revised NEM; and (4) elimination of certain items previously identified in the NCP as mitigation measures that have been completed or that are no longer applicable. Mitigation measures recommended for elimination are listed in the staff report and include the present status of each measure.

The FY 2013/14 capital program budget for the Authority includes a \$155,000 line item for this project. Funding for this project will be derived from a combination of AIP grant funding and the Authority's Passenger Facility Charge program.

Staff recommended to the Committee that it recommend to the Commission that it approve the execution of a \$128,560 amendment to the Agreement with Coffman to initiate Phase 2 of the Part 150 Study/Update to develop an amendment to the Airport's current NCP.

Following the presentation the Committee agreed unanimously (3-0) to recommend approval of Staff's recommendation.

4. Items for Discussion

**a. RITC Solar Panel
Installation Update**

Due to time constraints, the Committee concurred with Staff that this item be reagendized for a future Committee meeting.

**5. Other Legal,
Government and
Environmental Affairs
Matters**

This item was not discussed.

6. Closed Session

The meeting recessed to closed session at 11:45 a.m. to consider the items listed on the closed session agenda and to confer with legal counsel regarding existing and potential litigation.

The meeting reconvened to open session at 12:20 p.m. with the same Commissioners present. Chairman Wiggins announced that there was no reportable action taken in closed session.

7. Adjournment

There being no further business, the meeting was adjourned at 12:20 p.m.

**STAFF REPORT PRESENTED TO THE
BURBANK-GLENDALE-PASADENA AIRPORT AUTHORITY
LEGAL, GOVERNMENT AND
ENVIRONMENTAL AFFAIRS COMMITTEE
SEPTEMBER 13, 2013**

**AMENDMENTS TO AGREEMENTS FOR
MANAGEMENT AND CONSULTING SERVICES
ORANGELINE DEVELOPMENT AUTHORITY,
EMERSON & ASSOCIATES, AND UNISON CONSULTING, INC.**

SUMMARY

Staff seeks a Legal, Government and Environmental Affairs Committee ("Committee") recommendation to the Commission that the Executive Director be authorized to execute amendments to various consultant agreements seeking to reallocate previously authorized funding among three firms involved in the Authority's ongoing Ground Access Study ("Study") that is funded through a federal STURAA grant (with Metro primarily providing the required local agency match). Specifically, Staff seeks approval of the following: (i) Amendment No. 3 to the Memorandum of Understanding ("MOU") with the Orangeline Development Authority ("OLDA") to increase the contract amount by \$125,000 and extend the contract term by one year to allow OLDA to continue in its role as Project Manager of the Study; (ii) Amendment No. 2 to the Professional Services Agreement ("PSA") with Emerson and Associates ("Emerson") to increase the contract amount by \$125,000 and increase Emerson's scope of service; and (iii) Amendment No. 1 to the PSA with Unison Consulting, Inc. ("Unison") to reduce the contract amount by \$311,499 and reduce Unison's scope of service.

BACKGROUND

At its meeting on March 7, 2011, the Commission approved Staff's recommendation to enter into an MOU with OLDA in the amount of \$350,960 for the purpose of engaging OLDA as the Project Manager of the Study, which is intended to explore the feasibility of various alternative forms of public transportation to improve the connectivity of the Airport and reduce the use of private vehicles on local streets. In addition to its role in helping to select consultants to perform the Study, OLDA was also tasked to lead, coordinate and manage the Study and the efforts of the selected firm(s) throughout the Study process. This includes:

- Management, administration, review and oversight of the Study.
- Monitoring and review of technical activities and work products.
- Review of all invoices and work product for compliance with contract and grant requirements, including making appropriate recommendations where necessary.
- Coordination with Metro in the administration of the STURAA grant and associated Metro local match, including processing reimbursement requests through Metro.

At its meeting on September 26, 2011, the Commission awarded: (i) a \$330,000 work-order based PSA to Emerson for the Strategic Implementation and Potential Funding Opportunities Plan component of the Study; and (ii) a \$549,912 work-order based PSA to Unison for the Data Collection and Analysis component of the Study.

Unison was initially tasked with a \$129,038 work order assignment to perform three key surveys to establish baseline conditions. These studies were: (i) Comparative Data on Airport Rail, (ii) Passenger and Employee Ridership Surveys and (iii) Train Service Surveys. Each of these surveys was incorporated as an integral component of the subsequent Request for Proposals seeking consultants for the Multimodal Ground Access Planning Study ("MGAPS") element of the Study. The balance of the funding approved for Unison was anticipated to be expended through the execution of later work orders in support of, and with input and direction from, the consultant team selected to perform the MGAPS.

On April 1, 2013, the Commission approved an amendment of the Emerson PSA to increase the contract amount by \$66,000 to allow Emerson to aggressively pursue additional potential funding opportunities and support the planning, engineering and construction of feasible transportation improvement efforts consistent with the ground access provisions of the STURAA grant.

On January 10, 2013, the Commission awarded an \$829,647 PSA to STV, Inc. for the MGAPS component of the Study. Under this phase of the Study, Unison was given additional work orders totaling \$84,375 to perform three additional data surveys in support of the STV work scope, bringing Unison's total authorized work scope to \$213,414. It is further anticipated that only \$25,000 in additional data collection and analysis scope remains by the end of the Study. A recap of the Unison work orders is as follows:

<u>Description</u>	<u>Amount</u>
September 26, 2011, Award of Contract Not-to-Exceed Budget	\$549,912
Initial 3 Surveys	-129,038
Additional MGAPS Survey Support	-84,375
Allowance for Remaining Work Orders	<u>-25,000</u>
Net Unexpended Budget	\$311,499

It was originally anticipated that this component of the Study would require additional data collection and analysis. However, STV has proven to have significant in-house capabilities that were included in its original cost proposal, resulting in \$311,499 in previously authorized funds under the Unison agreement that will not be required to be spent as first anticipated.

PROJECT STATUS AND PROPOSAL

During the course of the Study, OLDA and Emerson developed a mechanism for accelerating the design and construction of the new Metrolink station on the Antelope Valley Line, including negotiating an agreement with the Authority and Metro to match a portion of the Authority's STURAA grant with Metro Measure R funding for this station. While originally anticipated to only include the station as one of the topics to be studied within the Study, that initiative has become reality, with a commitment from Metro to construct the station by the end of 2014. A groundbreaking for this station occurred on

June 21, 2013, and demonstrates the high level of cooperation from a variety of federal, state and local agencies that all concur in the importance of building this station.

Also, during the course of the Study, a number of complex funding questions were raised by Metro that relate to the 1987 date of the STURAA grant and the inter-related complexity of several FTA grants that are being used to build portions of the Authority's Regional Intermodal Transportation Center. Resolution of these funding issues required substantial additional OLDA and Emerson involvement and services. Recent actions by the Metro Board have paved the way for resolution of these funding questions, and it is anticipated that the Authority will receive full reimbursement for all of its expenditures to date by September 2013, in part due to the services provided by OLDA and Emerson.

While OLDA has continued to fulfill the requirements of the original scope of work contemplated in the MOU, due to the additional staff resources that were required to address the issues outlined above, OLDA has nearly expended the funding authorized under terms and conditions of the MOU. The MGAPS phase of the Study is well under way but is not complete, and OLDA is still required to provide the oversight and coordination that was originally anticipated through the completion of the Study, including technical review of proposed ground access improvements and to provide the necessary expertise in closing out the STURAA grant—a significant task. These and other tasks are more fully detailed in the attached Exhibit A.

Accordingly, Staff recommends that the OLDA MOU be further amended to authorize an additional \$125,000 in funding and to extend the term by one year (until June 30, 2015) for OLDA's project management services as defined above.

Likewise, Emerson has expended nearly all of its authorized funding to assist OLDA in coordination with Caltrans and Metro, and successfully identified additional funding sources, including the \$287,000 TOD study which is currently under way. Emerson has prepared the attached proposal that identifies a lengthy list of services which can and should be pursued, to further the Authority's goal of positioning the Airport as a catalyst to encourage, promote and actively support important policy initiatives taken by the Authority's regional transportation partners, with an emphasis towards improved transit connectivity with the Airport.

Staff recommends further amending the Emerson PSA by adding scope in the amount of \$125,000 to provide additional services through February 2015. Approval of this amendment will enable the project team to continue to provide strategic planning services, build upon successes of the program, provide strategic transportation planning support for upcoming activities and provide counsel and resources to the Executive Director and Airport staff as may be required.

It is proposed that Emerson will focus on the following tasks associated with the Airport's ongoing ground access program:

- Identify and assess non-Airport transportation-related funding opportunities at the local, state and federal levels, such as: Metro Measure R programs, State Cap and Trade programs as well as Federal TIGER grant opportunities.
- Facilitate actions by Metro, Metrolink, and others to accelerate implementation of rail station improvements and connectivity to the Airport at transit stations along the Antelope Valley and Ventura rail corridors.

- Work with Metro on the implementation of the "Regional Airport Connectivity Plan" supporting the objectives of the Airport's ground access program and support by SCAG to implement ground access related actions contained in the adopted "Regional Transportation Plan."
- Coordinate with Metro regarding near-term transit improvements planned to provide direct transit connections with up to six bus lines to the RITC concurrent with operations scheduled for 2014.
- Provide strategic planning for the project team to maximize the benefits of the MGAPS. Support efforts of the project team to accelerate implementation of MGAPS recommendations.
- Provide strategic planning to implement alternative mode programs that increase access to the Airport during and after construction of the I-5 HOV Lanes.
- Identify potential alternative institutional arrangements, eg., *Transportation Management District*, for the implementation and management of Airport area transit services and operations.
- Develop a strategic implementation plan and program for specific transportation projects and policy recommendations identified by the MGAPS.

These and other tasks eligible for reimbursement under STURAA are more fully detailed in the attached Exhibit B. Accordingly, Staff recommends that the Emerson PSA be further amended to authorize an additional \$125,000 in funding for the services described.

FUNDING

There should be no impact to the Authority budget. As indicated above, STV required far less than originally anticipated in the way of external survey and data collection services from Unison. Accordingly, Staff recommends amending the Unison agreement and reallocating those previously authorized funds to allow OLDA and Emerson to address the scope of work detailed above. Attached is proposed Amendment No. 1 to the Unison agreement (Exhibit C).

STAFF RECOMMENDATION

Staff seeks a Committee recommendation to the Commission that the Executive Director be authorized to execute amendments to various consultant agreements seeking to reallocate previously authorized funding among three firms involved in the Study that is funded through a federal STURAA grant (with Metro primarily providing the required local agency match). Specifically, Staff seeks approval of the following: (i) Amendment No. 3 to the OLDA MOU to increase the contract amount by \$125,000 and extend the contract term by one year to allow OLDA to continue in its role as Project Manager of the Study; (ii) Amendment No. 2 to the Emerson PSA to increase the contract amount by \$125,000 and increase its scope of service in the Study; and (iii) Amendment No. 1 to the Unison PSA to reduce the contract amount by \$311,499 and reduce its scope of service.

**AMENDMENT NO. 3 TO
MEMORANDUM OF UNDERSTANDING
BETWEEN THE ORANGELINE DEVELOPMENT AUTHORITY AND THE
BURBANK-GLENDALE-PASADENA AIRPORT AUTHORITY**

This Amendment No. 3 ("Third Amendment") to the March 8, 2011 Memorandum of Understanding ("MOU") executed by and between the Orangeline Development Authority ("OLDA") and the Burbank-Glendale-Pasadena Airport Authority ("BGPAA") is dated September 16, 2013 for reference purposes.

RECITALS

A. The parties executed the MOU to provide for OLDA's assistance of BGPAA in the selection and procurement of consultants to prepare a feasibility study that analyzes potential connections between the Bob Hope Airport Regional Intermodal Transit Center, the Orangeline Corridor, transit stations in Glendale and Burbank, and applicable regional and local transit systems.

B. The parties originally contemplated that the remaining value of BGPAA's Surface Transportation and Uniform Relocation Assistance Act ("STURAA") Grant appropriation, the source of funding for the MOU, would be \$4,723,378. However, due to further federal rescission action, the ultimate value of the STURAA Grant appropriation is \$4,387,000.

C. The parties previously have executed the following amendments to the MOU (collectively, "Prior Amendments"):

1. An April 4, 2011 Amendment No. 1 to revise the process by which BGPAA compensates OLDA for its services.

2. A July 16, 2012 Amendment No. 2 to extend the term by two years.

D. The parties desire to amend the MOU to extend the term by one year and increase the compensation payable to OLDA.

NOW, THEREFORE, the parties agree as follows:

Section 1. Amendment of MOU Section 1.

Section 1 ("Term") of the MOU is amended to read as follows:

"Section 1. Term

This MOU shall commence and shall remain in effect until June 30, 2015 unless extended or earlier terminated. Either party may terminate this MOU for convenience upon thirty (30) days notice to the other party. BGPAA may terminate this MOU for cause upon ten (10) days written notice to OLDA and failure by OLDA to cure the default."

Section 2. Amendment of MOU Section 2.

Section 2 ("OLDA's Services") of the MOU is amended to read as follows:

"Section 2. OLDA's Services

OLDA shall serve as Project Manager for the Ground Access Study and shall perform the services specified in the attached Exhibits A and B. All services rendered by OLDA shall be provided in accordance with applicable laws. OLDA shall ensure that all communication materials receive prior approval of BGPAA."

Section 3. Amendment of MOU Section 3.

Section 3 ("Compensation") of the MOU is amended to read as follows:

"Section 3. Compensation

BGPAA agrees to pay OLDA for its services under this MOU, and OLDA agrees to accept as full satisfaction for such services, an administrative fee in the amount of OLDA's actual expenses for performing such services. In no event shall the compensation payable to OLDA under this MOU exceed four hundred seventy-five thousand nine hundred sixty dollars (\$475,960)."

Section 4. Amendment of MOU Section 10

Section 10 ("Exhibits") of the MOU is amended to read as follows:

"Section 10. Exhibits

Exhibits A and B are incorporated herein by reference. In the event of any material discrepancy between the express provisions of this MOU and the provisions of such documents, the provisions of this MOU shall prevail."

Section 5. Addition of Exhibit B.

The attached Exhibit B is incorporated in the MOU by reference.

Section 6. Effective Date

This Third Amendment shall be effective upon execution.

Section 7. Preservation of MOU

Except as expressly modified by this Third Amendment, all of the provisions of the MOU (as amended by the Prior Amendments) shall remain unaltered and in full force and effect. In the event of a conflict between the provisions of this Third Amendment and the provisions of the

MOU (as amended by the Prior Amendments), the provisions of this Third Amendment shall control.

TO EFFECTUATE THIS THIRD AMENDMENT, the parties have caused their duly authorized representatives to sign below.

OLDA
Orangeline Development Authority

BGPAA
Burbank-Glendale-Pasadena Airport Authority

Michael Kodama
Executive Director

Dan Feger
Executive Director

Approved as to form:

Approved as to form:

Colantuono & Levin

Richards, Watson & Gershon

EXHIBIT B
SUPPLEMENTAL SCOPE OF WORK

(attached)



Eco-Rapid Transit

August 19, 2013

Eco-Rapid Transit, formerly known as the Orangeline Development Authority, is a joint powers authority (JPA) created to pursue development of a high speed, grade separated transit system that is environmentally friendly and energy efficient. The system is designed to enhance and increase transportation options for riders of this region utilizing safe, advanced transit technology to expand economic growth that will benefit Southern California. The Authority is composed of the following public agencies:

City of Artesia

City of Bell

City of Bell Gardens

City of Bellflower

City of Cerritos

City of Cudahy

City of Downey

City of Glendale

City of Huntington Park

City of Maywood

City of Paramount

City of Santa Clarita

City of South Gate

City of Vernon

Burbank-Glendale-Pasadena
Airport Authority

Chairman

Luis Marquez
Council Member
City of Downey

Vice Chairman

Maria Davila
Council Member
City of South Gate

Secretary

Rosa E. Perez
Vice Mayor
City of Huntington Park

Treasurer

Michael McCormick
Mayor
City of Vernon

Auditor

Scott A. Larsen
Council Member
City of Bellflower

Executive Director

Michael R. Kodama

General Counsel

Teresa L. Highsmith

Ex-Officio

Rene Bobadilla
City Manager Representative

Mr. Dan Feger, Executive Director
Burbank-Glendale-Pasadena Airport Authority
2627 Hollywood Way
Burbank, CA 91595

Re: Orangeline Development Authority, Proposal to Amend Memorandum of Understanding

Dear Mr. Feger:

The Orangeline Development Authority (OLDA) also known as Eco-Rapid Transit is pleased to submit its proposal to amend the Memorandum of Understanding between OLDA and the Burbank-Glendale-Pasadena Airport Authority for your consideration.

This amendment provides for a continuation of our services and adds additional tasks to the original scope of work. It adds an additional \$125,000 to compensate OLDA for additional work and extends the term of the agreement until June 30, 2015. The following is background information, a summary of on-going tasks, a description of additional scope of work, and a draft amendment #3 for the memorandum of understanding.

BACKGROUND

At its meeting on March 7, 2011, the Authority approved Staff's recommendation to enter into a Memorandum of Understanding (MOU) in the amount of \$350,960 with Orangeline Development Authority (OLDA). The purpose of engaging OLDA was to secure their services to help with project management and administration. The amount of \$350,960 was derived from the understanding that 8% of the project costs would be needed for project management. The study is intended to explore the feasibility of various alternative forms of public transportation to improve the connectivity of the Airport and reduce the use of private vehicles on local streets.

Throughout the project, OLDA has worked with Airport staff helping the Authority to manage and administrate the project. This has included assistance solving a series of complex and unanticipated challenges associated with working on this 1987 federal grant and with local, regional, state and federal transportation agencies. OLDA has played a key role in solving various programming and



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Airport Authority

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Michael R. Kodama

General Counsel

Teresa L. Highsmith

Ex-Officio

Rene Bobadilla
City Manager Representative

Eco-Rapid Transit

funding issues involving local match, Metro, Caltrans, FTA and FHWA/STURAA. OLDA's services in its roles as Program Manager including:

- Formulated a scope of work for the Ground Access Study.
- Developed a work schedule and tasks for the Ground Access Study.
- Prepared the Request for Proposals and manage the consultant selection process.
- Worked with the Authority to evaluate and recommend qualified firm(s).
- Assisted with programming and funding issues.

OLDA was also tasked to work with the Authority and selected firm(s) throughout the study process. This included:

- Management, administration, review and oversight of the Ground Access Study.
- Assembling invoices and progress reports for submittal to Metro for payment to the Authority.
- Monitoring and review of technical activities and work products.
- Making necessary recommendations related to compliance with applicable rules and regulations.

UNANTICIPATED SCOPE OF WORK

There were numerous unanticipated tasks assigned to OLDA during the management of the project that have affected OLDA's ability to stay within the anticipated 8% of the grant budget. Following is a description of some of the more significant tasks:

1. LAND USE - OLDA was tasked with exploring the feasibility of creating linkages between the airport and surrounding land uses in the project area. This included steps necessary to encourage access and development adjacent to transit stations thereby encouraging more use of the transit services. OLDA worked with the project team to seek potential funding sources related to alternative land uses that could work in coordination with Airport activities and complimentary to transportation improvements identified in the STURAA study. Given the identification of the proposed Hollywood Way station as a high priority improvement, METRO awarded a \$289,700 grant jointly to the City of Burbank and the Authority. OLDA tasks in this regard include:

- Review potential land use scenarios, alternative access and development options and linkages between the airport and surrounding uses as background information for potential transportation funding opportunities
- Review funding, programming and grant approval requirements and resulting memorandum of understanding



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- Amend the consultant scope of work to be advertised in the Study request for proposal so that METRO grant tasks were addressed along with the STURAA ground access study tasks.
- Preparation and submittal of separate invoices and progress reports to METRO in concert with the grant requirements.

It is important to note that the incorporation of the METRO scope of work created additional tasks and delayed the consultant selection for the ground access study by approximately 3 months.

2. FTA FUNDS for RITC - OLDA was also asked to coordinate with the City of Burbank and Metro to integrate Federal Transit Administration (FTA) Section 5309 funds that partially pay for the Transit Center component of the Regional Intermodal Transportation Center into the STURAA grant. On June 15, 2012, the OLDA prepared a report that summarized transit center project components with a cost of:

Transit Center Project Cost:	\$948,149
Federal:	\$758,519
Local Match:	\$189,630

Additional recommended improvements changed the scope of the project and required the use of \$340,984 of STURAA funds for RITC construction elements. The Airport Authority, OLDA and Emerson & Associates worked together with local, regional, state and federal transportation agencies as well as elected officials to make it possible to combine elements of the FTA and STURAA grants.

3. LOCAL MATCH TO STURAA GRANT – OLDA worked with Emerson & Associates to transfer \$950,000 of the local match requirement of the STURAA grant to Metro. The \$5.4 million STURAA grant requires a \$1.1 million "local" match to the \$4.3 million federal portion of the grant. Originally it was anticipated that Authority passenger facility charge (PFC) funds would be allocated to serve that purpose. FAA ruled against that opportunity. Alternative funding sources were explored resulting in the adoption of a resolution by the Authority to transfer \$1.75 million of STURAA funds to Metro as seed money for the Hollywood Way Metrolink station. Metro Board adopted a motion directing Metro staff to build the station and use Metro funds to help the Airport to meet the local match requirements of the STURAA grant. The following actions were taken:

- On July 18, 2012, Metro's Planning and Programming Committee approved the Regional Rail Capital Funding Plan for FY2012-13 that included \$2 million for the cost of design and construction of a new Bob Hope Airport Metrolink Station on the Antelope Valley Line and \$12 million



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for Antelope Valley Line improvements. The Metro Board approved the recommendations the following week. This also created an opportunity to use part of the \$2 million as local match for the STURAA grant.

- The Authority passed resolution 448 which dedicated up to \$1.75 of the STURAA grant to Metro for construction of the new Bob Hope Airport Metrolink Station.
- On May 15, 2013, Metro Directors Michael Antonovich and Ara Najarian made a motion to confirm the approval of the Metro local match commitment and to allocate an additional \$1.7 million to support the Airport and improve "plane-to-train" connectivity.

OLDA staff is working with the Authority and Metro staff to prepare an MOU consistent with STURAA and Local Measure R requirements to accomplish those directives.

4. **I-5 CONSTRUCTION MITIGATION** - Over the next five years, Caltrans is investing close to \$1.6 billion dollars to improve northern segments along the Golden State Freeway (I-5) between the Ventura Freeway (SR-134) and the Kern County line. Improvements enhance safety, improve traffic flow, reduce congestion, encourage ridesharing, decrease surface street traffic and improve air quality. The intensive construction program includes:

- High-Occupancy Vehicle (HOV or carpool) Lanes – Carpool lanes for vehicles with two or more passengers
- Direct HOV Connectors – Carpool lane connections so motorists can travel from one freeway directly to another without leaving the HOV lane
- Interchange Improvements – Upgraded on- and off-ramps, bridge widening and/or bridge reconstruction
- Truck Lanes – New lanes designated for truck traffic
- Pavement Replacement – Extends the life of the road, lessens the need for maintenance and related costs as well as provides a smoother roadway surface
- Grade Separation – Bridge crossing used to separate levels at which roads, railroads, or pedestrians use to cross one another.

Construction on the segment between the Hollywood Freeway (SR-170) and the 134 Freeway in Glendale directly affects Airport access. Since initial efforts by Caltrans focused on only on freeway related construction management issues and neglected local traffic impacts, OLDA staff, airport and project team members worked with the City of Burbank and City of Glendale to notify Caltrans regarding the effect of the construction impacts and the need to plan for local components of a traffic management plan (TMP). Many TMP's implemented locally and nationally have included a robust alternative mode component that creates or enhances transportation



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options in the area, giving system users an alternative to driving through a construction zone. Developing and implementing these programs in the Burbank and Glendale during construction creates an opportunity to "test" alternative mode concepts investigated in the STURAA studies and implement alternative mode programs much earlier than anticipated.

PROPOSED ONGOING TASKS FOR OLDA.

While the formal consultant work on the MGAPS is scheduled to be complete by June 30, 2014, there will be additional work covered by the approved grant. The STURAA grant reversion date is June 30, 2016. All invoices must be submitted 6 months in advance of this date. Other efforts relating to the Strategic Implementation Program and various steps to implement selected capital improvements are likely to extend throughout the remainder of the STURAA entitlement.

OLDA proposes to continue its program management role in the STURAA grant project as follows:

1. Administration – OLDA will continue to process and review invoices regarding the STURAA contract. In addition, an effort is required to "close out" the contract with FHWA and preparation of records for submittal as the final audit of the project.
2. Ground Access Management – OLDA will continue serving as project manager working with the Authority to provide management and administrative support for all components of the project. Activities include preparing scopes of work, briefing federal, state, regional and local transportation planning agencies and any other activities that support the entire airport project. Support for components of the Strategic Implementation Plan are included in this task.
3. Multi-Modal Ground Access Project Projects Technical Review and Project Oversight – OLDA will continue its role as project and technical oversight for the Ground Access Study. In addition, OLDA will provide technical assistance to advise Authority Staff as it reviews transportation improvement features relative to the proposed Hollywood Way station, Antelope Valley Line enhancements, RITC bus issues, a bridge between the RITC and the Ventura Line train station, and other new transportation projects anticipated to come on-line in the near future. OLDA will also be available to assist in review of transportation project features of the Visioning process.



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4. Programming/Funding – OLDA will continue to assist preparing documents for acceptance of Airport access projects by regional and federal transportation agencies. OLDA will work on funding and programming issues with agencies such as Metro, SCAG, Caltrans, FTA and FHWA. This task includes reviewing activities related to programming projects into the LRTP, RTP and STIP. OLDA is prepared to assist and/or lead efforts to include programming project components and developing policies that are incorporated into Metro, SCAG, Caltrans, FTA, FHWA and USDOT planning processes.

5. Other assigned duties – OLDA will continue to assist the Authority in addressing STURAA funding and implementation issues as they come up. Similar to the need for addressing funding short falls of the RITC project with STURAA funds, OLDA is prepared to assist the Executive Director with a variety of transportation planning, management and administrative issues as directed.

PROPOSAL FOR OLDA AGREEMENT ADJUSTMENT

At its meeting on March 7, 2011, the Authority approved Staff's recommendation to enter into a MOU in the amount of \$350,960 with OLDA for the purpose of engaging OLDA as the Project Manager of the Study. The term of the contract was originally set for June 30, 2012. An amendment was processed on July 16, 2012 to extend the term of the contract for two years (until July 31, 2014). As of July 31, 2013, the Authority has authorized and paid OLDA all but \$22,375 of the authorized budget.

OLDA proposes to extend the length of its services to June, 2015 (21 months). The following budgets are proposed to provide for the above mentioned services:

1. Administration - \$64,000
2. Ground Access Management - \$20,000
3. MGAPS Technical Review - \$22,000
4. Programming/Funding – \$9,000
5. Other assigned duties - \$10,000

The total proposed additional budget to continue and augment OLDA services is \$125,000.



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Ex-Officio

Rene Bobadilla
City Manager Representative

We look forward to your approval and recommendation to the Airport Authority for this change in budget. It has been a pleasure working with the Authority in moving forward towards the goal of improved Airport access.

Sincerely,

Michael R. Kodama
Executive Director
Eco-Rapid Transit (OLDA)



Eco-Rapid Transit

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DRAFT AMENDMENT #3 MEMORANDUM OF UNDERSTANDING BETWEEN THE ORANGELINE DEVELOPMENT AUTHORITY AND THE BURBANK-GLENDALE-PASADENA AIRPORT AUTHORITY

This Amendment # 3 ("Third Amendment") to the March 8, 2011 Memorandum of Understanding ("MOU") executed by and between the Orangeline Development Authority ("OLDA") and the Burbank-Glendale-Pasadena Airport Authority ("BGPAA") is dated September 16, 2013.

RECITALS

A. The parties executed the MOU to provide for OLDA's assistance to BGPAA for project management and administration of consultant services funded under the Surface Transportation and Uniform Relocation Assistance Act ("STURAA") grant, to review technical documents and memorandums of the Ground Access Study, provide assistance on related STURAA, grants management, programming and funding issues and to provide assistance for special projects and programs at the direction of the BGPAA Executive Director.

B. The parties executed Amendment #1 (April 4, 2011) to revise the process by which BGPAA compensates OLDA for its services and Amendment #2 (July 16, 2012) to extend the term for an additional two years to the MOU.

C. Amendment #3 adds an additional \$125,000 to compensate OLDA, for additional work performed, under the third amendment, a total of \$475,960 for services related to the STURAA grant.

D. Amendment #3 amends the MOU to extend the term until June 30, 2015.

NOW, THEREFORE, the parties agree as follows:

Section 1: Amendment of MOU Section 1

Section I of the MOU is amended to read as follows:

This MOU shall commence upon execution and shall remain in effect until June 30, 2015 unless extended or terminated by either party. Either party may terminate this MOU for convenience upon thirty (30) day notice to the other party. BGPAA may terminate this MOU for cause upon ten (10) days written notice to OLDA and failure by OLDA to cure the default.



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City Manager Representative

Section 2: Effective Date

This third Amendment shall be deemed to have gone into effect on September 16, 2013.

Section 3: Preservation of MOU

Except as expressly modified by this third Amendment, all of the provisions of the MOU (as amended by the first and Second Amendments) shall remain unaltered and in full force and effect. In the event of a conflict between the provisions of this Third Amendment and the provisions of the original MOU, (as amended by the First and Second Amendment), the provisions of this Third Amendment shall control.

TO EFFECTUATE THIS THIRD AMENDMENT, the parties have caused their duly authorized representatives to sign below.

**AMENDMENT NO. 2 TO
PROFESSIONAL SERVICES AGREEMENT**
(Burbank-Glendale-Pasadena Airport Authority/Emerson & Associates)

This Amendment No. 2 ("Second Amendment") to the September 19, 2011 Professional Services Agreement ("Agreement") executed by the Burbank-Glendale-Pasadena Airport Authority ("Authority"), a joint powers authority formed pursuant to the Joint Exercise of Powers Act, and Emerson & Associates ("Consultant"), is dated September 16, 2013 reference purposes.

RECITALS

A. The parties executed the Agreement to provide for Authority's retention of Consultant as an independent contractor to prepare the strategic implementation and potential funding opportunities plan component of a feasibility study that analyzes potential connections between the Bob Hope Airport Regional Intermodal Transit Center, the Orangeline Corridor, transit stations in Glendale and Burbank, and applicable regional and local transit systems ("Ground Access Study").

B. The parties executed an April 1, 2013 Amendment No. 1 ("First Amendment") to the Agreement to revise Consultant's scope of work and to adjust the compensation payable to Consultant.

C. The parties desire to amend the Agreement to revise Consultant's scope of work and to adjust the compensation payable to Consultant.

NOW, THEREFORE, the parties agree as follows:

1. **Amendment of Section 1.** Paragraph (D) of Section 1 ("Definitions") of the Agreement is amended to read as follows:

"D. "Contract Amount": five hundred twenty-one thousand dollars (\$521,000)."

2. **Amendment of Section 1.** Paragraph (J) of Section 1 ("Definitions") of the Agreement is amended to read as follows:

"J. "Services": the Original Services, the Additional Services, and the Additional Services #2. The Original Services are the professional services described in this Agreement, the RFP, and the Consultant Proposal. In general, as requested by the Contract Administrator, the Original Services involve preparation of the following components of the Ground Access Study: strategic implementation and potential funding opportunities plan. The Additional Services are set forth in the scope of work set forth in the attached Exhibit E. The Additional Services #2 are set forth in the scope of work set forth in the attached Exhibit F."

3. **Amendment of Section 2.** Paragraph (A) of Section 2 ("Consultant's Services") of the Agreement is amended to read as follows:

"A. The scope of the Services is described in this Agreement, the RFP, the Consultant Proposal, Exhibit E, and Exhibit F. In the event of a conflict with respect to the Original Services, the provisions of this Agreement shall control over the provisions of the RFP and the

Consultant Proposal, and the provisions of the RFP shall control over the provisions of the Consultant Proposal."

4. **Amendment of Section 17.** Section 17 ("Exhibits") of the Agreement is amended to read as follows:

"17. **Exhibits.** Exhibit A, B, C-1, D, E and F are incorporated into this Agreement by reference. In the event of any material discrepancy between the provisions of this Agreement and the provisions of any Exhibit, the provisions of this Agreement shall prevail."

5. **Addition of Exhibit F.** The attached Exhibit F is added to the Agreement.

6. **Effective Date.** This Second Amendment shall be effective upon execution.

7. **Preservation of Agreement.** Except as expressly modified by this Second Amendment, all of the provisions of the Agreement (as amended by the First Amendment) shall remain unaltered and in full force and effect. In the event of a conflict between the provisions of this Second Amendment and the provisions of the Agreement (as amended by the First Amendment), the provisions of this Second Amendment shall control.

TO EFFECTUATE THIS SECOND AMENDMENT, the parties have caused their duly authorized representatives to sign below.

AUTHORITY
Burbank-Glendale-Pasadena
Airport Authority

CONSULTANT
Emerson & Associates

By: _____
Dan Feger, Executive Director

By:  _____

Title: Principal

By: _____

Title: _____

Approved as to form:

Richards, Watson & Gershon
A Professional Corporation

Exhibit F
Additional Services #2
(attached)

Consultant Proposal, and the provisions of the RFP shall control over the provisions of the Consultant Proposal."

4. **Amendment of Section 17.** Section 17 ("Exhibits") of the Agreement is amended to read as follows:

"17. **Exhibits.** Exhibit A, B, C-1, D, E and F are incorporated into this Agreement by reference. In the event of any material discrepancy between the provisions of this Agreement and the provisions of any Exhibit, the provisions of this Agreement shall prevail."

5. **Addition of Exhibit F.** The attached Exhibit F is added to the Agreement.

6. **Effective Date.** This Second Amendment shall be effective upon execution.

7. **Preservation of Agreement.** Except as expressly modified by this Second Amendment, all of the provisions of the Agreement (as amended by the First Amendment) shall remain unaltered and in full force and effect. In the event of a conflict between the provisions of this Second Amendment and the provisions of the Agreement (as amended by the First Amendment), the provisions of this Second Amendment shall control.

TO EFFECTUATE THIS SECOND AMENDMENT, the parties have caused their duly authorized representatives to sign below.

AUTHORITY
Burbank-Glendale-Pasadena
Airport Authority

CONSULTANT
Emerson & Associates

By: _____
Dan Feger, Executive Director

By:  _____

Title: Principal _____

By: _____

Title: _____

Approved as to form:

Richards, Watson & Gershon
A Professional Corporation

Exhibit F
Additional Services #2
(attached)

*Emerson & Associates
3250 Wilshire Blvd. Suite 900
Los Angeles, CA 90010
(213) 427 3683*

August 17, 2013

Mr. Mark Hardyment
Burbank-Glendale-Pasadena Airport Authority
2627 Hollywood Way
Burbank, CA 91505

Dear Mr. Hardyment:

Emerson & Associates ("Emerson") is pleased to transmit for your consideration an enhanced scope of work, for incorporation into an amendment to our current consulting contract associated the Airport Authority's ground access Strategic Implementation Program. This enhanced scope was based discussions with the Airport Authority and Eco-Rapid Transit (Orangeline Development Authority) serving in their capacity as project manager for the ground access program. We greatly value the working relationship with the Airport Authority on development of a funding and implementation program supporting the ground access program.

We respectfully request the Airport Authority to extend our current contract to February 28, 2015 in order to complete the enhanced tasks and scope of work for the additional amount of \$125,000.

Emerson has worked with the Authority to identify implementation issues and needs and to create a financial and strategic framework, which identifies options for the implementation of possible capital improvements or service changes. Under the current scope of work Emerson is responsible for staying fully apprised of the status of federal, state and local funding opportunities and to advise the Authority and our ground access consultant team on viable funding opportunities.

Significant transportation interagency coordination and funding opportunities were identified and pursued by Emerson, including: 1) LA Metro's \$287,000 grant for a joint City of Burbank/Authority Transit Oriented Development Study; 2) Federal Transit Administration/Federal Highway Administration/Metro approval to use existing federal grants to help construct the Airport's Regional Intermodal Transportation Center (RTIC); 3) coordination with City of Santa Clarita-Metrolink-Metro on improvements to the

Antelope Valley Line; 4) worked with the City of Burbank-City of Glendale-Caltrans-Metro on identification of the relationship between the ground access program and I-5 HOV lane construction and corridor mitigation program; 5) facilitated the initiation of the Metro "Regional Airport Connectivity Plan"; 6) working to secure Metro Board approved funding commitment totaling \$2.0 million to design and construct a new Metrolink station at Hollywood Way and San Fernando Boulevard; 7) coordinating with SCAG staff and Tri-City members on the Transportation Committee and Regional Council to incorporate into the adopted Regional Transportation Plan policies supporting "plane-to-train" connectivity; and 8) working with Metro and SCAG staff to incorporate transit-airport connectivity policies and programs into the Draft California State Rail Plan, among other items of direct benefit to the Airport.

We propose that the next phase of work by Emerson will focus on the following tasks and scope of work associated with the Airport Authority ground access Strategic Implementation Program :

- Identify and assess non-Airport transportation related funding opportunities at the local, state and federal levels, including but not limited to: Local-potential Metro ballot measure associated with the Measure R and related program; State-Cap and Trade revenues targeted to transportation measures which reduce carbon emissions; and: Federal—Transportation Investment Generating Economic Recovery (TIGER) program and federal surface transportation reauthorization legislation and funding;
- Facilitate actions by Metro, Metrolink, Caltrans, LOSSAN Joint Powers Agency accelerate implementation of rail station improvements, connections to transit stations and improvements to the Antelope Valley Line, Ventura County Line-LOSSAN corridor, Amtrak and near-term high speed rail related enhancements that improve rail transit service and connectivity to the airport;
- Work with Metro on the implementation of the "Regional Airport Connectivity Plan" supporting the objectives of the Airport's ground access program. In a related task support efforts by SCAG to implement ground access related actions contained in the adopted "Regional Transportation Plan", including establishment of a proposed Regional Ground Access Working Group to coordinate the funding for improved transit connectivity to the regional airport system;
- Facilitate and coordinate with Metro regarding near-term transit improvements planned to provide direct transit connections, six bus lines, to the Regional Intermodal Transportation Center concurrent with operations scheduled for 2014;
- Provide strategic planning for the project team to maximize the benefits of the MGAPS. Support efforts of the project team to accelerate implementation of MGAPS recommendations;

- Provide strategic planning to implement alternative mode programs that increase access to the airport during and after construction of the I-5 HOV Lanes;
- Identify potential alternative institutional arrangements, e.g. *Transportation Management District* for the implementation and management of Airport area transit services and operations. The assessment will be conducted in coordination with the Burbank Transportation Management Organization (TMO) and Glendale Transportation Management Association (TMA); and
- Develop a strategic implementation plan and program for specific transportation projects and policy recommendations identified by the Multi-Modal Ground Access Planning Study (MGAPS), including integration and coordination actions to complement and reinforce the anticipated Airport Master Plan.

Thank you very much for your consideration and the opportunity to continue the working relationship with the Airport Authority and ground access consulting team.

Sincerely,



Norman Emerson

cc. Eco-Rapid Transit (Orangeline Development Authority)

**AMENDMENT NO. 1 TO
PROFESSIONAL SERVICES AGREEMENT**
(Burbank-Glendale-Pasadena Airport Authority/Unison Consulting, Inc.)

This Amendment No. 1 ("First Amendment") to the September 19, 2011 Professional Services Agreement ("Agreement") executed by the Burbank-Glendale-Pasadena Airport Authority ("Authority"), a joint powers authority formed pursuant to the Joint Exercise of Powers Act, and Unison Consulting, Inc. ("Consultant"), is dated September 16, 2013 reference purposes.

RECITALS

A. The parties executed the Agreement to provide for Authority's retention of Consultant as an independent contractor to prepare the data collection and analysis component of a feasibility study that analyzes potential connections between the Bob Hope Airport Regional Intermodal Transit Center, the Orangeline Corridor, transit stations in Glendale and Burbank, and applicable regional and local transit systems.

B. The parties desire to amend the Agreement to revise Consultant's scope of work and to adjust the compensation payable to Consultant.

NOW, THEREFORE, the parties agree as follows:

1. Amendment of Section 1. Paragraph (B) of Section 1 ("Definitions") of the Agreement is amended to read as follows:

"B. "Consultant Proposal": the Consultant Proposal attached as Exhibit B and the Supplemental Consultant Proposal attached as Exhibit E."

2. Amendment of Section 1. Paragraph (D) of Section 1 ("Definitions") of the Agreement is amended to read as follows:

"D. "Contract Amount": two hundred thirty-eight thousand four hundred fourteen dollars (\$238,414)."

3. Amendment of Section 17. Section 17 ("Exhibits") of the Agreement is amended to read as follows:

"17. **Exhibits.** Exhibit A - E are incorporated into this Agreement by reference. In the event of any material discrepancy between the provisions of this Agreement and the provisions of any Exhibit, the provisions of this Agreement shall prevail."

4. Addition of Exhibit E. The attached Exhibit E is added to the Agreement.

5. Effective Date. This First Amendment shall be effective upon execution.

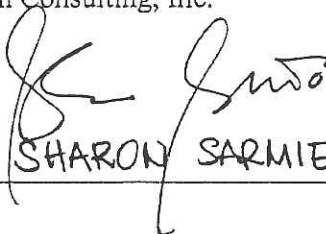
6. Preservation of Agreement. Except as expressly modified by this First Amendment, all of the provisions of the Agreement shall remain unaltered and in full force and effect. In the event of a conflict between the provisions of this First Amendment and the provisions of the Agreement, the provisions of this First Amendment shall control.

TO EFFECTUATE THIS FIRST AMENDMENT, the parties have caused their duly authorized representatives to sign below.

AUTHORITY
Burbank-Glendale-Pasadena
Airport Authority

CONSULTANT
Unison Consulting, Inc.

By: _____
Dan Feger, Executive Director

By:  _____
SHARON SARMIENTO
Title: PRINCIPAL _____

By: _____

Title: _____

Approved as to form:

Richards, Watson & Gershon
A Professional Corporation

STAFF REPORT PRESENTED TO THE
BURBANK-GLENDALE-PASADENA AIRPORT AUTHORITY
LEGAL, GOVERNMENT AND
ENVIRONMENTAL AFFAIRS COMMITTEE
SEPTEMBER 13, 2013

AMENDMENT NO. 2
AGREEMENT FOR PROFESSIONAL SERVICES
SIDNEY R. ALLEN

SUMMARY

Staff seeks a Legal, Government and Environmental Affairs Committee recommendation to the Commission authorizing the Executive Director to execute Amendment No. 2 to an existing time and materials Professional Services Agreement ("PSA") with Mr. Sidney R. Allen ("Consultant") for a three-year extension at a rate of \$60 per hour (which represents a \$2.80 per hour increase), effective October 1, 2013, as further described below.

BACKGROUND

Consultant's role has historically been connected to support in the administration of the Authority's Residential Acoustical Treatment Program; support for the Authority's Noise Department, project manager for oversight of the ongoing Disparity Study; and support and coordination of the Authority's Disadvantaged Business Enterprise ("DBE") program with corresponding interaction with the Federal Aviation Administration ("FAA"). Consultant has also been tasked with the implementation of the FAA's requirements of the Small Business Enterprise ("SBE") program.

The Authority first entered into a consulting agreement with Consultant in June 1997 and that agreement has been modified on numerous occasions to reflect changes in the scope of services and compensation as a result of the Authority's changing needs. The current PSA with Consultant commenced October 1, 2007, and his current rate is \$57.20 per hour. Consultant is currently limited to a maximum of 30 hours per week. His participation in the acoustical treatment program has been reduced significantly as that program winds down. However, his role in administering and implementing the Disparity Study will be increased. It is anticipated that maintaining a maximum of 30 hours per week will be adequate to provide sufficient oversight of the Disparity Study as well as the Part 150 Study, DBE and SBE programs.

PROPOSAL

Consultant has over 16 years of experience at Burbank Bob Hope Airport in noise and environmental matters as well as coordination with the Civil Rights section of the FAA in assuring Authority compliance with federal grant requirements for maximizing participation by disadvantaged business enterprises. Consultant has also been instrumental with establishing the initial submittal requirements for the FAA's SBE program. As such, Staff desires to extend the services of Consultant with a modified scope of services.

Staff proposes to continue to engage Consultant for his noise expertise through the conclusion of the FAR Part 150 Noise Compatibility Study Update and subsequent program implementation. In that capacity Consultant will serve as an advisor to the Director, Noise and Environmental Programs, with respect to management of those program efforts.

For this effort, Consultant will work under the supervision of the Director, Noise and Environmental Programs, who will be responsible for authorizing Consultant's hours under the following areas:

1. Efforts related to the state Noise Variance requirements and tri-annual Noise Variance Application and/or Hearing as required;
2. Representing the Authority in dealing with air carrier and general aviation user groups as well as other public agencies and civic organizations;

In the following areas, Consultant will work with the Senior Deputy Executive Director, who will be responsible for authorizing Consultant's hours:

1. Assist Staff with the annual requirements associated with the FAA's DBE program administration including annual reporting;
2. Assist Staff with establishment of DBE goals for a five (5) year period based on the Disparity Study;
3. Serve as the DBE Liaison Officer reporting to the Executive Director as required under FAA regulations;
4. Assist Staff with reporting requirements in compliance with the FAA's SBE program; and
5. Provide technical expertise to the Executive, Administrative, Public Relations, Environmental and Operations Department staff on an "as needed" basis.

Consultant will exercise independent judgment in providing expert advice to the Authority as requested in the areas listed above.

FUNDING

Staff anticipates that Consultant will be assigned a maximum of 30 hours of work per week. Some portions of the work performed by Consultant may be reimbursable from the federal Airport Improvement Program. The balance of the work performed by the Consultant is funded with Authority funds charged under the approved FY 2014 budget for either noise or administrative consulting expenses at a renegotiated rate of \$60 per hour for the duration of the three-year extension period, which represents a \$2.80 per hour increase of Consultant's existing rate.

RECOMMENDATION

Staff seeks a recommendation of the Legal, Government and Environmental Affairs Committee to the Commission authorizing the Executive Director to execute Amendment No. 2 to the PSA with Mr. Allen for consulting and program management services outlined above with Mr. Sidney R. Allen for a three-year term effective October 1, 2013.

**AMENDMENT NO. 2 TO
PROFESSIONAL SERVICES AGREEMENT**
(Burbank-Glendale-Pasadena Airport Authority/Mr. Sidney R. Allen)

This Amendment No. 2 ("Second Amendment") to the October 1, 2007 Professional Services Agreement ("Agreement") executed by the Burbank-Glendale-Pasadena Airport Authority ("Authority"), a joint powers authority formed pursuant to the Joint Exercise of Powers Act, and Mr. Sidney R. Allen ("Consultant") is made as of September 16, 2013 ("Effective Date").

RECITALS

- A. The parties executed the Agreement to provide for Consultant's performance of project coordination services in the areas of noise monitoring and mitigation measures.
- B. The parties executed a October 1, 2010 Amendment No. 1 ("First Amendment") to the Agreement to revise the scope of services, increase the compensation, and extend the term.
- C. The parties desire to amend the Agreement to revise the scope of services, increase the compensation, and extend the term.

NOW, THEREFORE, the parties agree as follows:

- 1. Amendment of Section 3.** Section 3 of the Agreement is amended to read as follows:

"3. Term.

This Agreement shall commence at 12:00 a.m. on the Commencement Date and shall continue in effect for a period of nine years unless earlier terminated by either party pursuant to Section 10 below."

- 2. Amendment of Section 4.** Paragraph (A) of Section 4 of the Agreement is amended to read as follows:

"(A) Commencing October 1, 2013, Authority shall compensate Consultant at the rate of Sixty Dollars (\$60) per hour."

- 3. Amendment of Section 4.** Paragraph (C) of Section 4 of the Agreement is deleted.

- 4. Amendment of Exhibit A.** Exhibit A-1 of the Agreement is hereby superseded by the attached Exhibit A-2, which is incorporated herein by reference. All references to Exhibit A in the Agreement shall be deemed references to the attached Exhibit A-2.

- 5. Preservation of the Agreement.** Except as expressly revised by this Second Amendment, all of the provisions of the Agreement (as amended by the First Amendment) shall remain unaltered and in full force and effect.

Exhibit A-2
Revised Scope of Services

- A. Consultant shall provide expert advice to Authority as requested in the following areas:
1. Program management of Authority's ongoing FAA FAR Part 150 program.
 2. State noise variance requirements and tri-annual Noise Variance Application and/or Hearing.
 3. Represent Authority in dealing with air carrier and general aviation user groups as well as other public agencies and civic organizations.
 4. Support the Airport's ongoing Residential Acoustic Treatment Program as requested, catalog status of eligible properties in Authority's Geographical Information System (GIS) program.
 5. Assist Staff with the annual requirements associated with the FAA's DBE program administration including annual reporting;
 6. Assist Staff with establishment of DBE goals for a five (5) year period based on the results of the Disparity Study.
 7. Serve as the DBE Liaison Officer reporting to the Executive Director as required under FAA regulations.
 8. Assist Staff with reporting requirements in compliance with the FAA's SBE program.
 9. Provide technical expertise to the Executive, Administrative, Public Relations, Environmental and Operations Department staff on an as-needed basis.
 10. Work under the supervision of the Contract Administrator and consult on broad policies to be applied and provide assistance on complex noise and airspace related issues. Consultant is expected to exercise independent judgment.

IN WITNESS WHEREOF, the parties have executed this Second Amendment as of the Effective Date.

AUTHORITY

Burbank-Glendale-Pasadena Airport Authority

By: _____

Dan Feger

Title: _____

Executive Director

Date: _____

CONSULTANT

Sidney R. Allen

By: _____

Sidney R. Allen

Title: Special Projects Manager

Date: 8-28-2013