



September 22, 2022

CALL AND NOTICE OF A SPECIAL MEETING OF THE
EXECUTIVE COMMITTEE
OF THE
BURBANK-GLENDALE-PASADENA AIRPORT AUTHORITY

NOTICE is hereby given that a special meeting of the Executive Committee will be held Monday, September 26, 2022, at 9:00 a.m., in the Burbank Room of Hollywood Burbank Airport, 2627 N. Hollywood Way, Burbank, California 91505.

Pursuant to Government Code Section 54953(e), members of the Committee may participate in this meeting via teleconference. In the interest of maintaining appropriate social distancing, a physical location is not being provided for the public to attend or comment. Members of the public may observe the meeting telephonically and may offer comment in real time through the following number:

(701) 802-5334
Access Code: 2451017#

Terri Williams, Board Secretary
Burbank-Glendale-Pasadena Airport Authority

SPECIAL MEETING
OF THE
EXECUTIVE COMMITTEE
Burbank Room
Monday, September 26, 2022
9:00 a.m.

The public comment period is the opportunity for members of the public to address the Committee on agenda items. At the discretion of the presiding officer, public comment on an agenda item may be presented when that item is reached.

When in-person attendance or participation at meetings of the Commission is allowed, members of the public are requested to observe the following rules of decorum:

- *Turn off cellular telephones and pagers.*
- *Refrain from disorderly or boisterous conduct, including loud, threatening, profane, or abusive language, clapping, whistling, stamping, or other acts that disrupt or otherwise render unfeasible the orderly conduct of the meeting.*
- *If you desire to address the Committee during the public comment period, fill out a speaker request card and present it to the Board Secretary.*
- *Confine remarks to agenda items or to airport-related non-agenda matters that are within the Committee's subject matter jurisdiction.*
- *Limit comments to five minutes or to such other period of time as may be specified by the presiding officer.*



The following activities are prohibited:

- *Allocation of speaker time to another person.*
- *Video presentations requiring use of Authority equipment.*



Any disclosable public records related to an open session item on a regular meeting agenda and distributed by the Authority to the Committee less than 72 hours prior to that meeting are available for public inspection at Hollywood Burbank Airport (2627 N. Hollywood Way, Burbank) in the administrative office during normal business hours.



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 24 hours prior to the meeting.

A G E N D A

Monday, September 26, 2022

1. Roll Call
2. Approval of Agenda
3. Public Comment
4. Approval of Minutes
 - a. September 7, 2022 [See page 1]
5. Items for Approval

- a. XI-3 Contract Amendment
Replacement Passenger Terminal Project
Progressive Design-Build Procurement Consultant Services [See page 4]

Staff seeks an Executive Committee recommendation to the Commission for approval of a proposed Amendment No. 1, to the Professional Services Agreement with XI-3 Corporation for coordination and evaluation services in connection with the Progressive Design-Build Services Request for Proposals for the Replacement Passenger Terminal Project.

As was undertaken during the Request for Qualifications process, XI-3 would continue to serve as an independent party to coordinate the evaluation process of selecting a progressive design-build team by the end of this calendar year.

- b. Memorandum of Adjacent Property
Replacement Passenger Terminal Selection
Covenant and Environmental Restriction on Property [See page 11]

Staff seeks an Executive Committee recommendation to the Commission for approval of a Memorandum of Adjacent Property Replacement Passenger Terminal Selection and a Covenant and Environmental Restriction on Property. The Terminal Selection Memo formally designates the Adjacent Property as the location of the Replacement Passenger Terminal. The Land Use Covenant memorializes development and use restrictions imposed on the Adjacent Property by the Los Angeles Regional Water Quality Control Board.

6. Items for Discussion
 - a. Replacement Passenger Terminal Project Decision and Risk Matrix

No staff report attached. Roger Johnson of Jacobs Project Management Co. will discuss a decision and risk matrix for the Replacement Passenger Terminal Project.

7. Items for Information

a. Committee Pending Items

[See page 14]

8. Closed Session

a. CONFERENCE WITH LABOR NEGOTIATORS

(California Government Code Section 54957.6)

Authority Representatives: Frank Miller, Executive Director
Edward Skvarna, Chief of Police/Director of
Public Safety

Employee Organization: Burbank Airport Police Officers Association

b. CONFERENCE WITH LEGAL COUNSEL – EXISTING LITIGATION

(California Government Code Section 54956.9(d)(1))

Name of Case: City of Los Angeles v. FAA et al. (Case No. 21-71170)

9. Adjournment

**MINUTES OF THE REGULAR MEETING OF THE
EXECUTIVE COMMITTEE
BURBANK-GLENDALE-PASADENA AIRPORT AUTHORITY**

WEDNESDAY, SEPTEMBER 7, 2022

A regular meeting of the Executive Committee was called to order on this date in the Burbank Room, 2627 N. Hollywood Way, Burbank, California, at 9:02 a.m., by Commissioner Gabel-Luddy.

1. ROLL CALL

Present: Commissioners Gabel-Luddy (via teleconference), Williams (via teleconference) and Najarian (via teleconference)

Absent: None

Also Present: Staff: John Hatanaka, Senior Deputy Executive Director; Patrick Lammerding, Deputy Executive Director, Planning and Development; Kathy David, Deputy Executive Director, Finance and Administration; Ed Skvarna, Chief of Police, Director of Public Safety;

Authority Counsel: Terence Boga, Esq.,
Richards, Watson & Gershon

Roger Johnson, Senior Project Manager,
Jacobs Project Management Co.

2. Approval of Agenda The Agenda was approved as submitted.

Commissioner Gabel-Luddy stated that Item Nos. 8.a., 8.b., Closed Session, and 5.b., 6.b., would be taken out of order and would be presented after Item No. 2.

8. Closed Session The meeting convened to Closed Session at 9:04 a.m.

- a. CONFERENCE WITH LABOR NEGOTIATORS
(California Government Code Section 54957.6)
Authority Representatives: Frank Miller, Executive Director
Edward Skvarna, Chief of Police/Director of
Public Safety
Employee Organization: Burbank Airport Police Officers Association
- b. PUBLIC EMPLOYEE PERFORMANCE EVALUATION
(California Government Code Section 54957(b))
Title: Executive Director

The meeting reconvened to open session at 9:50 a.m. will all three Commissioners present. No reportable action was taken.

5. Items for Approval

b. Replacement Passenger Terminal Program Manager Jacobs Project Management Company - Task Order Authorization

Staff sought an Executive Committee recommendation to the Commission for approval of Task Order #2 in the amount of \$1,463,249.51 with Jacobs Project Management Co. for program management services for the Replacement Passenger Terminal project.

Motion

Commissioner Najarian moved approval; seconded by Commissioner Williams.

Motion Approved

A voice vote was taken to accommodate those participating via teleconference. The motion was approved (3-0).

6. Items for Discussion

a. Staff Presentation

This item was deferred to the Committee Special meeting on 9-26-2022.

b. Replacement Passenger Terminal Project Decision and Risk Matrix

Roger Johnson of Jacobs Project Management Co. discussed a decision and risk matrix for the Replacement Passenger Terminal Project. The discussion included a PowerPoint presentation outlining the Progressive Design-Build & Cost Control and Decision Matrix.

5. Items for Approval (continued)

a. Regular Meeting Schedule

Staff sought the Committee's approval of 9:00 a.m. on the first Wednesday of the month in the Burbank Room of the Airport as the regular meeting schedule.

Motion

Commissioner Williams moved approval; seconded by Commissioner Najarian.

Motion Approved

A voice vote was taken to accommodate those participating via teleconference. The motion was approved (3-0).

7. Items for Information

a. Committee Pending Items

Staff informed the Committee of future pending items that will come to the Committee for review.

3. Public Comment

There were no public comments.

4. Approval of Minutes

a. August 10, 2022

Commissioner Najarian moved approval of the minutes of the August 10, 2022 special meeting, seconded by Commissioner Williams. There being no objection, a voice vote was taken to accommodate the Commissioners participating via teleconference. The motion was approved (3-0).

9. Adjournment

There being no further business, the meeting was adjourned at 10:33 a.m.

**STAFF REPORT PRESENTED TO THE
BURBANK-GLENDALE-PASADENA AIRPORT AUTHORITY
EXECUTIVE COMMITTEE
SEPTEMBER 26, 2022**

**XI-3 CONTRACT AMENDMENT
REPLACEMENT PASSENGER TERMINAL PROJECT
PROGRESSIVE DESIGN-BUILD PROCUREMENT CONSULTANT SERVICES**

Presented by Patrick Lammerding
Deputy Executive Director, Planning and Development

SUMMARY

Staff seeks an Executive Committee (“Committee”) recommendation to the Commission for approval of a proposed Amendment No. 1, copy attached, to the Professional Services Agreement (“Agreement”) with XI-3 Corporation (“XI-3”) revising the not-to-exceed amount from \$50,000 to \$96,000 for coordination and evaluation services in connection with the Progressive Design-Build Services Request for Proposals (“RFP”) for the Replacement Passenger Terminal (“RPT”) Project.

As was undertaken during the Request for Qualifications (“RFQ”) process, XI-3 would continue to serve as an independent party to coordinate the evaluation process of selecting a progressive design-build team by the end of this calendar year. Details of the Scope of Work are listed in Exhibit A of the proposed Amendment No. 1.

BACKGROUND

The Commission approved the use of the progressive design-build project delivery method for the RPT Project on May 20, 2019. The procurement of progressive design-build services is a two-step process consisting of: (1) issuance of an RFQ; and (2) issuance of an RFP to shortlisted respondents. On June 20, 2022, five statements of qualifications were received and deemed responsive. On July 18, 2022, the Commission approved a short-list of three firms which are:

- Austin-Webcor, Contractor/ Fentress, Architect/ TYLin, Engineer/ Granite, Subcontractor (Pre-con & Civil partner)
- Holder-Pankow, JV Contractor/ Corgan, Architect/ Burns & McDonnell, Engineer
- Turner, Contractor/ HNTB, Architects and Engineers/ Flatiron, Subcontractor (Pre-con & Civil partner)

Proposals are due in October. To provide an independent technical review of the submittals and coordination of the evaluation panel, Staff is proposing that the services of Ms. Rebekah Gladson, FAIA, AUA, DBIA of XI-3 Corporation continued to be retained. Ms. Gladson has over 30 years of experience with progressive design-build programs and most recently provided similar services to Los Angeles World Airports and University of California, Irvine where she served as Vice-Chancellor.

The evaluation panel that served during the RFQ process remains the same as is comprised of Staff, an airline representative, one current and one former City of Burbank employee (both having extensive knowledge of the RPT Project), and an advisor from San Francisco International Airport. Again, Jacobs is not included in the evaluation panel and will not be participating in the evaluation of proposals.

BUDGET IMPACT

Appropriations for these services are included in the adopted FY 2023 budget.

STAFF RECOMMENDATION

Staff seeks a Committee recommendation to the Commission for approval of Amendment No. 1 to the Agreement with XI-3 for a revised not-to-exceed amount of \$96,000 for coordination and evaluation services in conjunction with the selection process for the RPT Project progressive design-build services and authorization for the President to execute the same.

**AMENDMENT NO. 1 TO
PROFESSIONAL SERVICES AGREEMENT
(Burbank-Glendale-Pasadena Airport Authority / XI-3)**

This Amendment No. 1 (“First Amendment”) to the June 27, 2022 Professional Services Agreement (“Agreement”) executed by the Burbank-Glendale-Pasadena Airport Authority (“Authority”), a California joint powers agency, and XI-3 (“Consultant”), a New Mexico corporation, is dated October 3, 2022 for reference purposes.

R E C I T A L S

A. The parties executed the Agreement to provide for the Authority’s retention of Consultant as an independent contractor to provide the following professional services: replacement passenger terminal project progressive design-builder procurement consulting.

B. The parties desire to amend the Agreement to expand the scope of services and increase the contract limit.

NOW, THEREFORE, the parties agree as follows:

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

“C. ‘Contract Limit’: Not-To-Exceed \$96,000.”

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

“K. ‘Services’: the tasks set forth in the Proposal and the Supplemental Proposal.”

3. Amendment of Section 1. Section 1 (Definitions) of the Agreement is amended by adding a new paragraph (M) to read as follows:

“M. ‘Supplemental Proposal’: Consultant’s September 8, 2022 proposal set forth in the attached Exhibit A-1.”

4. Addition of Exhibit A-1. The attached Exhibit A-1 is added to the Agreement and incorporated by reference.

5. Counterparts. This First Amendment may be executed in any number of counterparts, each of which shall be deemed an original and all of which taken together shall constitute one and the same document.

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

XI-3



Rebekah Gladson, President

Burbank-Glendale-Pasadena Airport Authority

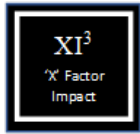
Emily Gabel-Luddy, President

Approved as to form:

Richards, Watson & Gershon
A Professional Corporation

EXHIBIT A-1
Supplemental Proposal

(attached)



**Regarding: Hollywood Burbank Airport Replacement Passenger Terminal Project
XI-3 Consulting Contract**

September 8, 2022

Dear Mr. John Hatanaka, Senior Deputy, Executive Director

Thank you for the opportunity to submit a proposal to assist the Burbank-Glendale-Pasadena Airport Authority (BGPA) in the **review of Design Build Teams Proposals and Board Prep/Presentation** for the project above.

My experience in Progressive Design Build projects is extensive and over the past 10 years I have assisted owners and Design Build Teams on over \$6B (current market value) of Progressive Design Build projects. My experience on collaborative design building and traditional Design Build projects exceeds \$10B (current market value), Design Build is a superior project delivery model if the owner chooses the right team and manages/participates in the process.

Scope of Work

1. Preparation for Pre-Proposal Meeting	4 hrs.	Aug
2. RFP Pre-Proposal Meeting	7 hrs.	
3. Assist with development of procurement schedule.	3 hrs.	
4. Review and comment on RFP Evaluation Manual for Jacobs.	6 hrs.	Oct
5. Review with the Evaluation Committee the RPT Evaluation Manual, October 7 th .	4 hrs.	
6. Check in calls with BUR Procurement manager and Evaluation committee. It is anticipated that there will be a minimum of one to two calls, plus calls with BUR Procurement manager.	5 hrs.	
7. Develop questions for DB Team Interviews.	3 hrs.	
8. Review and create Summary Document of DB Team Proposals for the Hollywood Burbank Airport Replacement Passenger Terminal Project. It is anticipated that three Design Build Team Proposals will be received. (In-Person)	24 hrs.	
9. Curriculum development for Progressive Design Build seminar for BUR in-house staff.	12 hrs.	Nov
10. A Summary document of three Proposal Review comments will be shared with the Scoring Team on October 29 th .	6 hrs.	
11. Preparation for DB Team interviews with BUR and Jacobs.	4 hrs.	
12. Facilitate DB Team interviews. It is anticipated that there will be three interviews over two days.	16 hrs.	
13. Preparation of Draft Staff Report for the Airport Board based on the written proposals prior to interview. Draft Staff Report will be revised post Evaluation Committee interviews.	6 hrs.	
14. Assist BUR Procurement Manager with preparation of scoring documents as needed.	2 hrs.	Dec
15. Develop with Jacobs and BUR the Board Presentation on recommended DB Team selection.	6 hrs.	
16. Prep for Executive Committee call with team and EC call	4 hrs.	

17. Presentation on the review and recommendations of the Evaluation committee's selection for the Design Build Team to the Airport Board on December 19. (In-Person)	6 hrs.	} Dec
18. Miscellaneous questions/calls and emails and contingency time.	18 hrs.	
	136 Hrs.	

Hourly contract work will end on December 30, 2022 or thereabouts. If additional effort is required by BGPAA, the hourly rate will remain at \$400.00, and the scope and time will be mutually determined and agreed upon by BGPAA and Rebekah Gladson.

Previous contract was for \$50,000. Invoice #001 (\$35,310.00) which leaves a balance of \$14,690.00 on existing contract.

Anticipated based on the Scope of Work	\$54,400.00
Projected reimbursable expenses	\$ 6,000.00

Fee

Fee will be based on an hourly rate of \$400.00 per hour. The hours for the Scope of Work above will not exceed 136 hours for approximately \$54,400.00. Travel, food, lodging and transportation will be billed at cost, with an agreed to per diem for food allowance. (Estimated reimbursable \$6,000.00)

Total Anticipated Fee and Reimbursable Expenses \$ 60,400.00. (\$60,400 - \$14,690 = \$45,410)
Recommended New Authorization for \$ 46,000.00. .

Mr. Hatanaka, please let me know if the above proposal is responsive to BGPAA's needs or if modifications are needed.

Sincerely,



Rebekah Gladson, FAIA, AUA, DBIA

**STAFF REPORT PRESENTED TO THE
BURBANK-GLENDALE-PASADENA AIRPORT AUTHORITY
EXECUTIVE COMMITTEE
SEPTEMBER 26, 2022**

**MEMORANDUM OF ADJACENT PROPERTY
REPLACEMENT PASSENGER TERMINAL SELECTION
COVENANT AND ENVIRONMENTAL RESTRICTION ON PROPERTY**

Presented by Terence Boga
General Counsel

SUMMARY

Staff seeks an Executive Committee (“Committee”) recommendation to the Commission for approval of a Memorandum of Adjacent Property Replacement Passenger Terminal Selection (“Terminal Selection Memo”) (copy attached as Exhibit 1) and a Covenant and Environmental Restriction on Property (“Land Use Covenant”) (copy attached as Exhibit 2). The Terminal Selection Memo formally designates the Adjacent Property as the location of the Replacement Passenger Terminal (“RPT”). The Land Use Covenant memorializes development and use restrictions imposed on the Adjacent Property by the Los Angeles Regional Water Quality Control Board (“LARWQCB”).

BACKGROUND

In 1996 the Authority filed a condemnation (eminent domain) lawsuit to acquire Lockheed’s 130-acre B-6 Property — located east of Runway 15-33, north of Runway 8-26, west of Hollywood Way, and south of San Fernando Road — for a terminal expansion project. This led to years of litigation with the City of Burbank. Ultimately, the Authority obtained a 49-acre portion next to the airport, which would come to be known as the “Adjacent Property.” The remaining 81 acres of the site were placed in trust and would come to be known as the “Trust Property.” The Trust Property was sold in phases and has now been developed with the Avion Burbank project.

In 1999, as part of the resolution of the B-6 Property condemnation lawsuit, the Authority and the City of Burbank executed an easement that imposed use restrictions on the Adjacent Property. The Authority and the City subsequently executed a first amendment to the easement (2003) and then an amendment/restatement of the easement (2005). In key part, the easement precluded the Authority from using the Adjacent Property for any purpose not authorized by the Burbank City Council through a land use plan approval pursuant to Public Utilities Code Section 21661.6. The easement also prohibited the Adjacent Property from being used for any airport project other than a surface parking facility.

In 2016, after many years of negotiations, the Authority and the City of Burbank reached a consensus on entitlements for a 14-gate 355,000 square foot RPT and ancillary airport improvements. Burbank voters overwhelmingly ratified the entitlements that year in a Measure B vote with 70% support. The Authority has a vested right to the entitlements under a Development Agreement (“DA”) executed in 2017.

ITEMS FOR APPROVAL

A. Terminal Selection Memo

The entitlements approved by the City of Burbank allow the Authority to select the airport land on which the RPT will be built. This discretion is addressed in Sections 4.1(a) and 5.5 of the DA (copy attached as Exhibit 3).

As previously noted, after the conclusion of the B-6 Property condemnation lawsuit, the Authority and the City of Burbank executed an easement prohibiting the Adjacent Property from being used for an airport project other than a surface parking lot. During the RPT entitlement negotiations the Authority and the City recognized that this prohibition would preclude the Authority from choosing the Adjacent Property as the RPT site. Thus, concurrently with the DA becoming effective, the Authority and the City executed an Adjacent Property easement modification (copy attached as Exhibit 4) in 2017.

The easement modification allows the Authority to record a memo identifying the location chosen for the RPT. Pursuant to Sections 1.1 and 2.1 of the easement modification, recordation of a memo selecting the Adjacent Property automatically triggers a further revision of the Adjacent Property easement to permit construction of the RPT and ancillary airport improvements specified in the entitlements. Moreover, pursuant to Section 5 of the easement modification, recordation of a memo selecting the Adjacent Property eventually will lead to termination of the Adjacent Property easement. Once the building official determines that the RPT foundation has been poured and one RPT wall has been erected, the City of Burbank is required to terminate the Adjacent Property easement.

The Authority has always considered the Adjacent Property to be the preferred location for the RPT. Among other reasons, as compared to the southwest quadrant of the airport, the Adjacent Property has logistical advantages (e.g., an undeveloped site) and avoids disruption of long-term leases. However, the Authority has delayed making a formal site selection pending additional analysis of the Adjacent Property's soil and ground water contamination. As discussed in the following section, the Authority now has clearance from the LARWQCB to construct the RPT on the Adjacent Property.

B. Land Use Covenant

In 2017 the Authority retained EFI Global, Inc. to perform soil and soil vapor sampling on the Adjacent Property. Another consultant, Geosyntec Consultants, Inc., used the sampling results to prepare a Human Health Risk Assessment ("HHRA") for submission to state and local regulatory agencies. The HHRA's Summary and Conclusions section (copy attached as Exhibit 5) declares:

"In summary, based on the results of the investigation and the risk assessment, the Adjacent Property is compatible for the construction of and operation of a replacement passenger terminal and associated facilities. Potential exposures to chemicals reported in soil and soil vapor samples are not likely to result in adverse health effects to a construction worker or to an off-site worker. Further, potential exposures to chemicals reported in soil and soil vapor samples are not likely to result in adverse health effects to an airport worker or the occasional airport passenger or visitor. The results indicate that

remediation is not warranted for the redevelopment of the site into a new airport terminal.”

The LARWQCB issued a January 29, 2018 letter (copy attached as Exhibit 6) approving the HHRA. In key part, the approval letter states: “the Regional Board considers the Adjacent Property compatible for the construction of and operation of an airport replacement passenger terminal and associated facilities (replacement terminal complex).” As part of the approval, the LARWQCB requires the Authority to record a Land Use Covenant to prohibit uses on the Adjacent Property other than those permissible as an airport terminal complex. The prohibited uses include homes, schools, and childcare facilities.

Special counsel for the Authority, Norm Dupont of the Ring Bender law firm, recently completed negotiations with the LARWQCB on the terms of a Land Use Covenant. Section 3.1 of the proposed Land Use Covenant sets forth the restrictions on development and use of the Adjacent Property. These restrictions include a limitation that the site only may be used for industrial, commercial, office space, and Airport Zone uses as authorized by the Burbank Municipal Code now or in the future. They also include a requirement that LARWQCB approval be obtained prior to any excavation work at depths more than 25 feet below ground surface. After the Land Use Covenant is recorded, the Authority must reference it in all deeds and leases for any portion of the Adjacent Property.

STAFF RECOMMENDATION

Staff seeks a Committee recommendation to the Commission for approval of the attached Terminal Selection Memo, approval of the attached Land Use Covenant subject to any clerical revisions requested by the LARWQCB and deemed acceptable by the General Counsel, and authorization for both documents to be executed and recorded.

Attachments:

- Exhibit 1: Memorandum of Adjacent Property Replacement Passenger Terminal Selection
- Exhibit 2: Covenant and Environmental Restriction on Property
- Exhibit 3: Development Agreement Excerpts
- Exhibit 4: Modification to Amended and Restated Grant of Easements, Declaration of Use Restrictions and Agreement for Adjacent Property
- Exhibit 5: Human Health Risk Assessment Excerpt
- Exhibit 6: Los Angeles Regional Water Quality Control Board Letter Approving Human Health Risk Assessment

**BURBANK-GLENDALE-PASADENA AIRPORT AUTHORITY
EXECUTIVE COMMITTEE
SEPTEMBER 26, 2022**

COMMITTEE PENDING ITEMS

Future

1. Replacement Passenger Terminal Coordination with the City of Burbank
2. Minimum Wage Discussion - Service Provider