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**SECOND AMENDMENT TO DEVELOPMENT
AGREEMENT BETWEEN THE CITY OF BURBANK
AND THE BURBANK-GLENDALE-PASADENA
AIRPORT AUTHORITY RELATING
TO THE BOB HOPE AIRPORT**

New PD Zone No. 10-0000835 - Train Station Parking Lot

SECOND AMENDMENT TO DEVELOPMENT AGREEMENT

This Second Amendment to Development Agreement (this "Second Amendment") is entered into as of the ____ day of _____, 2010, by and between the CITY OF BURBANK, a charter city and municipal corporation (the "City"), and Burbank-Glendale-Pasadena Airport Authority, a California joint powers agency organized and existing pursuant to Government Code Section 6500 et seq. (the "Authority") with reference to the following:

A. Pursuant to California Government Code Sections 65864-65869.5, the City and the Authority entered into a Development Agreement (the "Agreement"), effective March 15, 2005, to provide greater certainty to the parties on issues of Airport zoning and development, among other things. The vesting aspects of the Agreement expire on June 21, 2012. The Agreement was recorded as Instrument No. 05 0643306 on March 21, 2005 in the Office of the Los Angeles County Recorders.

B. The Development Agreement, among other things, effectuated the rezoning on the property referred to as the A-1 North Property, as that term and all subsequent capitalized terms are defined in the Agreement, from M-2 Industrial to the Planned Development Zone (No. 2004-169).

C. The Council approved an amendment to the Agreement on _____, 2010 (the First Amendment) to reflect additional construction in the Planned Development Zone No. 2004-169 which authorizes the addition of a three level above grade regional intermodal transportation center ("RITC"), two level above grade replacement parking structure, CNG fueling facility, elevated walkway, and bike station; installation of solar panels on the roof.

D. The Development Agreement further implements Planned Development No. 2004-170, which rezoned a portion of the Authority property referred to as Lot A property for authorization of the construction and operation of a surface airport parking facility for use by airport passengers and employees.

E. The First Amendment further allows on a temporary basis a substitution of public parking for the 581 employee parking spaces on the Airport Zone portion of Parking Lot A during the construction of the RITC Project on the A-1 North Property when parking in Lot D (located on A-1 North) is inaccessible due to RITC construction related activities.

F. The Authority has also requested to expand the existing coverage of the Agreement to include approximately 2.7 acres of land known as 4500 Empire Avenue, and more particularly described in Exhibit A, and to rezone that property from the Railroad Zone to the Planned Development Zone No. 10-0000835. The rezoning and approval to amend the Development Agreement will be ministerial and effective when

the Authority owns the property. The property is presently developed with two parking lots and owned by Union Pacific Railroad (hereafter referred to as the Train Station Parking Lot). A Second Amendment to the Agreement is being considered in conjunction with this First Amendment; however, the former cannot be executed by the City until the Authority provides evidence of ownership of the Train Station Parking Lot and of the City right-of-way needed for the pedestrian bridge/lounge facility.

G. Simultaneously with or prior to the approval of this Second Amendment by the City, the Authority will have secured various land use, regulatory, statutory and other approvals, permits and other entitlements some of which shall be considered as additional new Project Approvals or Ancillary Approvals (as those terms are defined in the Agreement), including without limitation the following:

(1) CEQA Compliance. At a duly noticed public meeting on February 16, 2010, the Authority Commission considered the information in the Mitigated Negative Declaration for the Regional Intermodal Transportation Center at Bob Hope Airport prior to taking action on its project approvals, found the Mitigated Negative Declaration to have been prepared in compliance with CEQA and imposed certain mitigation measures on its project approvals, which mitigation measures are adopted herein by reference. At a duly noticed public hearing on July 27, 2010, the City Council considered the information in the Mitigated Negative Declaration adopted by the Authority prior to taking action on the new Project Approvals.

(2) Public Utilities Code Section 21661(a). On July 27, 2010, following a duly noticed public hearing convened pursuant to procedures adopted by the City, the City Council granted approval to the Authority under Public Utilities Code Sec. 21661(a) to purchase and to use the Train Station Parking Lot according to an approved plan.

(3) Planned Development Zoning. On July 27, 2010, following duly noticed public hearings and Planning Board review and recommendation, the City Council approved Planned development zone changes for the Train Station Parking Lot (the "PD No. 10-0000835). The PD zoning is consistent with the General Plan. A copy of Ordinance No. _____ is attached hereto as Exhibit B, and incorporated herein by this reference.

(4) Conditions of Approval. Certain Project Approvals were issued subject to "Conditions of Approvals", which for the purposes of this Second Amendment, shall also be considered included in any reference to Project Approvals. The Conditions of Approval are attached hereto as Exhibit C.

H. The City finds, and the City and the Authority mutually agree, that the terms and provisions of this Second Amendment are consistent with the General Plan and the Golden State Redevelopment Plan, as amended.

I. On June 28, 2010, following a duly noticed public hearing, the Planning Board adopted Resolution No. 3195, recommending that the City Council approve this Second Amendment.

J. On July 27, 2010, after a duly noticed public hearing, the City Council considered the Mitigated Negative Declaration; made appropriate findings that this Second Amendment is consistent with the General Plan; and introduced Ordinance No. _____ approving and authorizing execution of this Second Amendment by the City once the Authority owns the Train Station Parking Lot and once the Authority owns rights to the City right-of-way for the pedestrian bridge/lounge facility (if desired by Authority). Authority has not applied to the City for any action related to the airspace on Empire, and any request for such action shall be outside the approvals referenced in Recital G above.

NOW, THEREFORE, in consideration of the mutual covenants and agreements contained herein and other good and valuable consideration, the receipt and legal sufficiency of which is hereby acknowledged, the parties do hereby agree as follows:

1. Effective Date. This Second Amendment shall be effective when Ordinance No. _____ is effective, which shall not occur until the Authority owns fee title to the Train Station Parking Lot, and if so desired to be part of the project, ownership of a portion of the City right-of-way needed for the pedestrian bridge/lounge facility. All vesting rights remain effective until June 21, 2012.

2. Compliance with Conditions of Approval. The Authority agrees to comply with the Conditions of Approval set forth as Exhibit C.

3. Property as described in Section 1.46 of the Agreement is amended to add the Train Station Parking Lot and the pedestrian bridge/lounge facility (if the easement is later acquired from the City).

4. No Other Changes. Except as expressly provided to the contrary in this Second Amendment, the Agreement, and as amended by the First Amendment, shall remain in full force and effect as written.

IN WITNESS WHEREOF, the City and the Authority have executed this Second Amendment as of the date first hereinabove written.

"CITY"

CITY OF BURBANK, a charter city
and municipal corporation

By: _____
Michael S. Flad, City Manager

Attest:

Margarita Campos, CMC, City Clerk

Approved as to Form and Legal Content
Dennis A. Barlow, City Attorney

By: Mary F. Riley
Senior Assistant City Attorney

“Authority”

BURBANK –GLENDALE-PASADENA
AIRPORT AUTHORITY

By: _____
Name: _____
Title: _____

Attest:

Secretary to the Board

[Signature of Parties must be notarized as required by the County Recorder's Office. Please attach appropriate acknowledgments.]

EXHIBIT A

Legal description of Train Station Parking Lot

EXHIBIT B

Council Ordinance Approving Planned Development 10-000835

EXHIBIT C

Conditions of Approval

CONDITIONS OF APPROVAL PROJECT NO. 10-0000835, PLANNED DEVELOPMENT

4500 Empire Avenue Burbank-Glendale-Pasadena Airport Authority, Applicant

Conditions Establishing Use and Development Standards

1. Project No. 10-0000835, a Planned Development, authorizes a surface parking lot intended for rail and air passengers with a maximum of 259 parking spaces. The project also authorizes maintenance of the existing bus stop/turnaround/kiss-n-ride area and infrastructure necessary to support and provide access to a pedestrian bridge/lounge facility over Empire Avenue to provide a pedestrian connection to the Airport transit center across the street. This infrastructure includes but may not be limited to stairs, elevators, and support posts. The property may not be used for any purpose other than vehicle parking and bus pick-up and drop-off.
2. Development of the subject property and operations on the site shall remain in substantial conformance with the application forms and plans submitted by the applicant, approved and/or modified by the City Council, and placed on file in the office of the Planning Division, except as modified by the conditions herein, or by subsequent modifications determined by the Community Development Director, Planning Board, or City Council to be in substantial conformance with these conditions of approval pursuant to the procedure set forth in Section 3.6(c) of the development agreement.
3. The plans and applications submitted by the Authority show that 87 parking spaces are intended for use primarily by train passengers and 172 parking spaces are intended for use primarily by airport passengers. The allocation of these spaces is allowed to change and the total number of parking spaces may be reduced. However, the total number of spaces shall not exceed 259 spaces, and spaces shall remain available for use by train passengers.
4. The design of the parking spaces and aisles shall comply with the parking lot design requirements in the Burbank Municipal Code to the extent possible given the narrow dimensions of the property and given the additional reduction in space that will be required to provide a sidewalk along portions of the north side of the property. The applicant shall work with the Traffic Engineer to provide a parking layout that provides safe and efficient parking and circulation while not necessarily strictly complying with parking lot standards.

5. Landscaping and trees shall be provided along the Empire Avenue frontage to the extent possible and as shown on the submitted landscape plans. The parking lot need not comply with Code landscaping requirements.
6. The final design of the pedestrian bridge/lounge facility is subject to review and approval by the Community Development Director and the Public Works Director. There are no minimum setbacks required for the bridge/lounge facility components or support posts. The maximum height of the bridge/lounge facility is limited to a height reasonably necessary to provide the required clearances and a pitched roof or similar architectural features.

Conditions to be Satisfied Prior to Issuance of Grading or Building Permits

7. The applicant shall obtain a grading permit (if required) and site development permit from the Community Development Department Building Division prior to commencing work, and shall obtain any other permits required for construction of the facility. Such permits shall be processed as consistent Subsequent Applications pursuant to Section 3.6 of the development agreement.
8. The applicant shall submit a hydrology study and hydrology/hydraulic calculations and site drainage plans to the satisfaction of the Public Works Director.
9. The applicant shall redesign the easterly parking lot to provide a sidewalk along the south side of Empire Avenue between the bus turnaround/kiss-n-ride area and Hollywood Way. The sidewalk shall be no less than five feet wide and shall connect to the existing sidewalk that terminates at the intersection of Hollywood Way and Empire Avenue. The design of the sidewalk shall be approved by the Public Works Director. The applicant shall provide an easement for street purposes over the property to place the sidewalk entirely within an easement.
10. The applicant may elect to proceed without the pedestrian bridge/lounge facility if it cannot obtain rights from the City for the use of the right-of-way. Such election shall be made at the time of the execution of the Second Amendment to the Development Agreement. This Planned Development provides no rights to the applicant as to the City right-of-way, and the applicant may seek such rights independently from this approval. Should the applicant obtain rights from the City, then prior to the issuance of any permits for the pedestrian bridge/lounge facility, the applicant shall submit plans for such project to be reviewed and approved by all City departments.

Conditions to be Satisfied During Construction and Prior to Issuance of Certificate of Occupancy or Final Inspection Approval

11. The applicant shall submit to the City landscape and irrigation plans prepared by a licensed landscape architect. The plans shall be reviewed and approved by the Park, Recreation, and Community Services Department prior to the installation of any

landscaping. Landscaping and irrigation shall be subject to the requirements of the California Model Water Efficient Landscape Ordinance and shall utilize recycled water.

12. The applicant shall install lighting devices throughout the parking lot such that the entire lot is illuminated at all times with light having an intensity of at least two foot-candles at ground level. All lighting devices shall have vandal resistant covers to the satisfaction of the Chief of Police. Modifications to this lighting requirement may be approved if the applicant demonstrates that compliance with this condition would violate an airport development or operations requirement dictated by the Federal Aviation Administration or other federal or state agency.
13. The applicant shall install and maintain secure fencing with locking gates and appropriate lighting during construction to the satisfaction of the Chief of Police.
14. During construction, the applicant shall provide the Police Department with emergency contact information for the Airport Authority and its contractors to address any problems encountered outside of construction hours.
15. The applicant shall install one or more signs showing the address of the parking facility. Such address signs shall be installed and displayed to the satisfaction of the Chief of Police and the Fire Chief.
16. The applicant shall provide to the Police Department a site map of the parking facility upon completion of construction to the satisfaction of the Chief of Police.
17. The applicant shall be responsible for the cost of undergrounding the electric lines fronting the property along Empire Avenue. This condition shall apply whether or not the pedestrian bridge/lounge facility is constructed over Empire Avenue.
18. The applicant shall be responsible for the cost of all on-site and off-site relocation or replacement of utilities or other infrastructure that is necessary including but not limited to the relocation or replacement of power poles, power lines, underground vaults, street lights, traffic signal poles, water lines, sewer lines, catch basins, and equipment or fixtures related thereto.
19. Payment for work identified herein for which the applicant is responsible for the cost shall be made to the appropriate City department or other utility agency in a time and manner deemed appropriate by the department director or agency representative. The applicant shall be responsible for paying Burbank Water and Power Aid-in-Construction fees to cover the cost of on- and off-site improvements that result from the project pursuant to City of Burbank Rules and Regulations.
20. On-site drainage shall not flow across a public sidewalk or parkway; it shall be conveyed by underground drains to the gutter through the curb face to the extent required by the Los Angeles Regional Water Quality Control Board. If an underground system is to be connected to an existing Los Angeles County Public Works storm drain system/catch

basin, a Los Angeles County Storm Drain Connection permit shall be required. The applicant shall comply with all requirements of the National Pollutant Discharge Elimination System (NPDES) and Standard Urban Stormwater Mitigation Plan (SUSMP) to the extent required or directed by the Regional Water Quality Control Board.

21. The applicant shall incorporate “green street” technology to capture and infiltrate rain/storm water to the extent practical.
22. The applicant shall protect in place all survey monuments, or shall re-establish the monuments to the satisfaction of the Public Works Director.
23. The applicant shall remove all unused driveways and shall reconstruct them with curb, gutter, and sidewalk to the satisfaction of the Public Works Director.
24. The applicant shall replace all broken, uneven, or substandard sidewalk, driveway, pedestrian ramps, pavement, curb, and gutter to the satisfaction of the Public Works Director. All work in the City right-of-way shall comply with Burbank Standard Plans and shall be approved by the Public Works Director.
25. The applicant shall install a crosswalk across Empire Avenue from the train station parking lot to the A-1 North property about 650 feet east of the existing signalized intersection with the Airport access road. The applicant shall install ADA-compliant curb ramps at both ends of the crosswalk. The applicant shall provide an easement for street purposes over the ramps so that they are located entirely within an easement.
26. The applicant shall install a traffic signal at the pedestrian crosswalk. Prior to installation, the applicant shall provide to the Traffic Engineer the warrants justifying installation of the signal. The applicant shall prepare traffic signal and signing/stripping plans to the satisfaction of the Public Works Director. This signal shall be connected to the fiber optic interconnect that the applicant is installing to link the other signals along Empire Avenue.
27. If and when a pedestrian bridge/lounge facility is constructed to connect the train station parking lot to the Airport transit center, the traffic signal and crosswalk shall be removed if deemed no longer necessary at the discretion of the Public Works Director. The applicant shall bear the cost of removing the signal and crosswalk, preparing revised traffic signal plans and interconnect plans for the interconnected signals on Empire Avenue, and installing new infrastructure to discourage or prohibit pedestrian crossing at street level, if deemed necessary by the Public Works Director.
28. The applicant shall prepare a detailed vehicular/pedestrian directional signing plan showing traffic control signs, guide signs, parking signs, and other signs and their locations. The plan is subject to review and approval by the Traffic Engineer.
29. The applicant shall cause the installation of directional arrows on the pavement throughout the parking lot at every access aisle or driveway intersection and appropriate striping to identify traffic lanes around the parking attendant booths. This also includes but is not

limited to arrows or striping in the westerly parking lot to direct pedestrians or to separate pedestrian and vehicle traffic. All work shall be done to the satisfaction of the Traffic Engineer.

30. The applicant shall cause the installation of all on-site directional and warning signs deemed necessary and appropriate by the Public Works Director. These include but are not limited to signs in the westerly parking lot to direct pedestrians and/or warn motorists to be aware of pedestrians in the parking lot.
31. Vehicle ingress and egress shall not unreasonably interrupt the normal flow of traffic on public rights-of-way, recognizing the constrained nature of the site and resulting parking lot geometry. In consultation with the applicant, the Chief of Police and the Public Works Director shall have the authority to place, or cause the applicant to place, signs or physical barriers preventing certain vehicular ingress and egress movements, should it be determined that such movements are unreasonably interrupting the traffic flow on a public right-of-way. In no event shall such signs or physical barriers result in a complete denial of vehicular access to the parking lot.

Conditions to be Satisfied on an Ongoing Basis

32. The applicant shall comply with all mitigation measures identified in the Mitigated Negative Declaration adopted by the Burbank-Glendale-Pasadena Airport Authority in February 2010.
33. The applicant shall comply with any and all terms and commitments identified in the development agreement executed by the City of Burbank and the Burbank-Glendale-Pasadena Airport Authority, as amended, as may be applicable to the development and use of the subject property.
34. The applicant shall comply with all federal, state, and local laws. Violation or conviction of any of those laws in connection with the use will be cause for termination of this planned development subject to the dispute resolution provisions of the development agreement.
35. These conditions of approval shall be listed on the title or specifications page of all plans submitted to the Building Division.
36. The applicant acknowledges all of the conditions imposed and accepts this planned development and development agreement subject to those conditions and with full awareness of all applicable provisions of the Burbank Municipal Code.