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City of Burbank
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DRAFT

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

Amendment to PD No. 2004-169 [A-1 North]
And
Amendment to PD No. 2004-170 [Parking Lot A]

FIRST AMENDMENT TO DEVELOPMENT AGREEMENT

This First Amendment to Development Agreement (this "First 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 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 Agreement expires July 5, 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 Airport 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). Exhibit 3 to the Agreement provides the Conditions of Approval for PD No. 2004-169.

C. Authority has applied to amend Planned Development Zone No. 2004-169 to add to all existing improvements in place as of the date of this First Amendment the following: 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 existing structures and new structures..

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. Exhibit 4 to the Agreement provides the Conditions of Approval for PD No. 2004-170.

E. Authority has applied to amend PD No. 2004-170 to allow 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. 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 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. A Second Amendment to the Agreement is being approved in conjunction with this First Amendment; however, it cannot be executed by the City until Authority provides evidence of ownership of the 2.7 acres.

G. Simultaneously with or prior to the approval of this First 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 modified 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 in _____, 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 _____, 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(e). On _____, 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(e) to modify the plan to use the A-1 North Property and Parking Lot A.

(3) Planned Development Zoning Amendments. On _____. 2010. following duly noticed public hearings and Planning Board review and recommendation, the City Council approved Planned Development zone amendments for PD No 2004-169 and PD No 2004-170. The PD zoning amendments are consistent with the General Plan. A copy of Ordinance No. _____ is attached hereto as Exhibit __, 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 First Amendment, shall also be considered included in any reference to Project Approvals. The Conditions of Approval are attached hereto as Exhibits 3 and 4a..

H. The City finds and the City and Authority mutually agree, that the terms and provisions of the First 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.____, recommending that the City Council approve this First Amendment.

J. On _____, 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 First Amendment by the City once the Ordinance becomes effective.

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. Uses and Conditions of Approval. for Planned Development No.2004-169
The "Conditions of Approval" as defined and referenced as Exhibit "3" in the Agreement, are hereby amended in its entirety and restated herein as set forth in the Amended Conditions of Approval attached to this Amendment as Exhibit "3" (incorporated herein by reference). The Conditions of Approval set forth in Exhibit 3 contain the modification to the uses, conditional uses, development standards, and other regulations governing the Planned Development No. 2004-169 property referred to as the A-1 North property. As part of this amendment to the Planned Development, the parties desire to explore solar energy uses at the RITC and to make the facility a showpiece of sustainable development in Burbank.

2. Uses and Conditions of Approval. for Planned Development No.2004-170
The "Conditions of Approval" as defined and referenced as Exhibit "4" in the Agreement, are hereby amended as set forth in the Amended Conditions of Approval attached to this Amendment as Exhibit "4-a" (incorporated herein by reference). The Conditions of Approval set forth in Exhibit 4-a contain the modification to the uses, conditional uses, development standards, and other regulations governing the Planned Development No. 2004-170 property referred to as a portion of Parking Lot A.

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

IN WITNESS WHEREOF, City and Authority have executed this First 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 3

AMENDED AND RESTATED CONDITIONS OF APPROVAL PROJECT NO. 2004-169, PLANNED DEVELOPMENT WITH DEVELOPMENT REVIEW

**A-1 North Property, 2555 N. Hollywood Way
Burbank-Glendale-Pasadena Airport Authority, Applicant**

Conditions Establishing Use and Development Standards

1. These conditions of approval represent the first amendment to Planned Development No. 2004-169. These conditions amend, restate, and supersede the previous conditions of approval in their entirety.
2. Project No. 2004-169, a Planned Development with Development Review, authorizes the construction and operation of an Airport access road, surface parking lot for self-parking and valet parking for air passengers, a Regional Intermodal Transportation Center (RITC), and various other structures as discussed in these conditions of approval. The Planned Development zone may not be used in whole or in part for any uses or structures not specified herein, including but not limited to other airport related uses.
3. 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.
4. This Planned Development authorizes the construction and/or maintenance of the following structures:
 - a) Regional Intermodal Transportation Center (RITC) (footprint of about 182,000 square feet; about 20,000 square feet of enclosed space)
 - b) Parking structure (footprint of about 67,000 square feet)
 - c) Compressed natural gas (CNG) fueling facility with no less than four fueling positions and with related equipment enclosures and shade canopy
 - d) Elevated, covered, non-enclosed pedestrian walkway with moving sidewalks (total footprint about 132,000 square feet)
 - e) Shade canopies for portions of surface parking lot with solar panels (totaling about 85,000 square feet)
 - f) Car wash building (about 2,300 square feet)
 - g) Valet building (about 3,200 square feet)

- h) Column-supported awning (about 3,000 square feet)
 - i) Porte cochere (about 5,000 square feet)
 - j) Parking attendant fee collections booths
 - k) Shuttle bus shelters
5. The RITC structure includes the following:
- Air passenger parking
 - Bicycle parking/storage
 - Rental car ready/return facilities including parking and storage for rental cars, customer service rooms and kiosks, offices, restrooms, and related facilities
 - Rental car cleaning, fueling, and maintenance facilities
 - Bus transit facility for MTA, BurbankBus, Amtrak, shuttle buses, charter buses, and other shuttles and buses, with a transit center building
6. The number of parking spaces in the planned development shall not exceed 2,940. This total number of spaces shall be inclusive of all valet and self-park spaces but shall not include spaces for parking or storage of rental cars or parking in the RITC structure for rental car customers. At no time shall the number of actual parked vehicles exceed the number of approved parking spaces.
7. All development shall comply with the development standards applicable to the M-2 General Industrial zone consistent with the requirements of the development agreement, and specifically Sections 3.1, 3.4, and 3.5 of the agreement, except as exempted by these conditions of approval, and except where the Community Development Director finds that additional flexibility is needed to allow for development that is substantially consistent with the plans approved by the City Council.
8. The RITC structure shall maintain an average setback of 15 feet along the Hollywood Way and Empire Avenue street frontages with a minimum setback of no less than 10 feet at any point; except that appurtenances from the structure that have a limited width including but not limited to stairways, escalators, elevator shafts, and art panels may have a setback less than 10 feet.
9. Surface parking areas shall maintain a landscaped setback with a minimum depth of five feet along the Empire Avenue and Hollywood Way street frontages and along the edges of the Airport access road when not in front of a building. Any fencing shall be provided behind the required landscaped setback such that the landscaping is visible from the streets and access road.
10. The RITC structure shall not exceed 90 feet in height as measured from ground level to the highest point of the solar panels on top of the structure.
11. The separate parking structure shall be built substantially similar to the plans submitted by the applicant. The Community Development Director may approve changes to the footprint and/or height of the parking structure to accommodate a different number of

parking spaces, so long as the total number of valet and self-park Airport passenger spaces in the Planned Development does not exceed 2,940.

12. Portions of the security fence around the property that are readily visible from public rights-of-way shall not be chain link material, and shall be wrought iron or similar decorative material. Barbed wire shall not be utilized on the perimeter fences along Empire Avenue or Hollywood Way.
13. Surface parking areas that are utilized for self-parking shall comply with the following standards:
 - a) Parking space and aisle design: All parking spaces shall be full size with a width of no less than nine feet and depth no less than 18 feet. All drive aisles, backup distances, and other parking lot design features shall conform to the standards of the Burbank Municipal Code in effect as of the effective date of this planned development.
 - b) Landscaping: Parking areas shall conform to the landscape standards of the Burbank Municipal Code in effect as of the effective date of this planned development, except that only 38 percent (in lieu of 40 percent) of the parking area shall be shaded by trees within 15 years of planting.
14. Surface parking areas that are utilized exclusively for valet parking shall comply with the following standards. However, if the area used for valet parking is shared with self-parking or otherwise accessible by self-parking drivers, the entire area shall comply with the standards for self-parking areas.
 - a) Parking space and aisle design: Parking spaces, drive aisles, and backup distances need not conform to code standards and may be designed as needed to meet the valet and/or vehicle storage needs.
 - b) Landscaping: Parking areas shall conform to the landscape standards of the Burbank Municipal Code in effect as of the effective date of this planned development, except that only 22 percent (in lieu of 40 percent) of the parking area shall be shaded by trees within 15 years of planting.
15. If the applicant removes trees after planting for the purpose of converting a self-park area to a valet parking area, any subsequent trees planted in that area for the purpose of replacing removed trees and/or to convert the area back to a self-park area shall be of advanced maturity so as to account for the growing time lost due to the initial tree removal to the satisfaction of the Park, Recreation, and Community Services Director.
16. Billboards are prohibited in all zones Citywide and are not permitted in this planned development. To ensure that the art panels on the RITC structure do not function as de facto billboards, the panels shall be used for bona fide public art only, subject to approval by the Art in Public Places Committee. The panels shall not be used for advertising any

product or service. Corporate sponsored art may not utilize any corporate logos or corporate branding. Any images in corporate sponsored art including but not limited to animated characters, celebrities or other personalities, products, buildings, or places, shall be used strictly for artistic purposes and incorporated into an artistic scene. Art panels may not be changed more frequently than once every 12 months.

17. The project shall be subject to the requirements of the Art in Public Places Program. The Airport Authority is responsible for its own financial obligation under the program. Art funds or works contributed by corporations or other sources other than the Authority will not count toward the Authority's Art in Public Places obligation.

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

18. The applicant shall work with the Public Works Department and Burbank Water and Power to determine the disposition of utility easements located beneath the RITC structure. The applicant shall revise the design of the structure to the satisfaction of these departments to ensure that the necessary access is provided to the easements. Alternatively, the applicant shall relocate the utilities to a new location deemed appropriate by the affected departments and shall apply to have the existing easements abandoned and new easements recorded at the new utility locations. All costs for utility relocation, easement preparation and recording, and related actions shall be paid by the applicant.
19. The applicant shall submit to Burbank Water and Power and the Public Works department plans for the project site showing all existing electric, water, sewer, storm drain, and other below ground and above ground utility facilities in relation to the proposed site improvements. In the event any of the utility facilities would be relocated or altered in conjunction with the project, the applicant shall provide plans showing the proposed changes.
20. The applicant shall submit a colors and materials board for the RITC, parking structure, CNG station, and elevated walkway for review by Redevelopment Agency staff. Redevelopment staff may require economically reasonable changes to the colors or materials consistent with the architectural style, massing, and design approved by the City Council.
21. The applicant shall obtain a grading permit (if required) and site development permit from the Community Development Department Building Division prior to commencing work on the parking facility, and shall obtain any other permits required for construction of the facility and buildings. Such permits shall be processed as consistent Subsequent Applications pursuant to Section 3.6 of the development agreement.

22. The applicant shall submit plans and specifications for all fire apparatus access roads and all fire hydrant systems. Such plans are subject to review and approval by the Fire Chief prior to the start of construction.
23. The applicant shall provide access gates for emergency personnel at regular intervals along the fence lines of Empire Avenue and Hollywood Way. Plans for the location and design of the access gates are subject to review and approval by the Fire Chief prior to the start of construction.
24. Fire department connections located along Hollywood Way near the loading dock area shall be recessed in from the fence line to the satisfaction of the Fire Chief.
25. Fuel lines transporting fuel from the underground storage tanks to the fueling stations shall be located and designed so as to be protected from mechanical damage and physical/malicious damage including secondary containment to the satisfaction of the Fire Chief.
26. The architectural design of all buildings shall allow for an unobstructed view of all ground level doors and windows. Landscaping or other barriers around buildings shall not obscure visibility of doors and windows to the satisfaction of the Chief of Police.
27. The applicant shall submit a hydrology study and hydrology/hydraulic calculations and site drainage plans to the satisfaction of the Public Works Director.
28. The applicant shall bear the cost of any needed pavement improvements or repairs that result from construction of the subject project.
29. The applicant shall prepare, or pay a fee for the City to prepare, a sewer study to demonstrate that sufficient sewer system capacity exists to accommodate the project. If sufficient capacity does not exist, the Public Works Director shall have the ability to restrict discharge from the project until capacity is available, and/or require the applicant to improve the sewer system to provide sufficient capacity.
30. The applicant shall prepare a traffic master plan to the satisfaction of the Traffic Engineer that addresses internal traffic circulation at the Airport as it exists now, as it will be during construction, and as it will be upon completion of the planned improvements.
31. Evaporative cooling systems, if installed, shall utilize recycled water as a primary supply and potable water as a backup supply.
32. Car wash facilities in the RITC structure shall utilize recycled water.

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

33. The applicant and its contractors and subcontractors shall observe and implement all mitigation measures identified in the Mitigated Negative Declaration to address environmental impacts that may occur during construction.
34. Due to the unique nature of the project and challenges of building at an operating airport, construction activity may occur outside of the normal construction hours, up to 24 hours a day. However, the Community Development Director reserves the right to limit construction hours down to and including the hours otherwise required by the Burbank Municipal Code in the event that the City receives noise complaints from nearby businesses or residents or construction during extended hours is otherwise shown to create problems.
35. Construction activities that create substantially more noise than typical construction activity, including but not limited to pile driving, shall occur only during the normal construction hours specified in the Burbank Municipal Code unless the Community Development Director grants an exception based on extraordinary circumstances. At least 24 hours prior to conducting pile driving or other activities that are louder than typical construction, the applicant shall provide notice to all businesses within a 500-foot radius of the location where the work will occur.
36. 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 and the Fire 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. The Fire Department shall have the ability to require changes to the location or species of trees to facilitate emergency access to the structure.
37. The applicant shall install and maintain an irrigation bubbler system for street trees along the west side of the Hollywood Way frontage of the subject property to the satisfaction of the Park, Recreation, and Community Services Director.
38. The applicant shall protect in place all street trees on Hollywood Way and Empire Avenue. The applicant shall install new street trees along the west side of the Hollywood Way frontage of the subject property if deemed necessary by, and to the satisfaction of, the Park, Recreation, and Community Services Director.
39. The applicant shall upgrade all fire hydrants fronting the planned development along Hollywood Way and Empire Avenue to 4" x 2½" outlets to the satisfaction of the Fire Chief.

40. All ventilation systems shall be provided with remote override switches for Fire Department use. The switches shall be located in readily accessible locations and visibly marked to the satisfaction of the Fire Chief.
41. The applicant shall install lighting devices throughout all structures and parking lots such that the areas are 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.
42. The applicant shall install and maintain secure fencing with locking gates and appropriate lighting during construction to the satisfaction of the Chief of Police.
43. 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.
44. All exterior building doors, other than primary entry doors, shall be self-closing and self-locking to prevent trespassing.
45. The applicant shall install signs showing the street address or addresses of the parking facility and the buildings therein. The signs shall be prominently visible from Hollywood Way and Empire Avenue and shall include numbers no less than six inches tall. Such address signs shall be installed and displayed to the satisfaction of the Chief of Police and the Fire Chief. The applicant shall also provide address numbers and any other identifying information on the roofs of the buildings on the property so as to be visible from police helicopters to the satisfaction of the Chief of Police.
46. The applicant shall provide to the Police Department a site map of the facility upon completion of construction to the satisfaction of the Chief of Police.
47. The applicant shall work with the Burbank Police Department to develop a security plan for all buildings and facilities, including the CNG station. The security plan is subject to approval by the Chief of Police.
48. All buildings and parking structures shall be capable of supporting emergency safety service radio communications systems. The applicant shall install whatever equipment is deemed necessary by the Fire Chief and Chief of Police to support radio transmission in any buildings or structures or portions thereof that do not pass the appropriate radio signal strength.

49. The applicant shall install Knox boxes and/or Knox key switches to provide emergency access at locations deemed necessary by the Fire Chief and the Chief of Police. Separate boxes shall be installed for the Fire and Police Departments.
50. The applicant shall be responsible for the cost of relocating and undergrounding any overhead electrical lines that would be in conflict with the proposed improvements. The applicant shall be responsible for providing an alternative electrical source to replace existing facilities that are to be relocated or removed.
51. 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 as a result of the proposed improvements, 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.
52. The applicant shall be responsible for the installation of all necessary electrical substructure that would be relocated or altered as a result of the proposed project including but not limited to electrical ducts, pull boxes, switch pads, and on-site transformer pads.
53. All equipment located at ground level shall be screened with screen walls or landscaping to the satisfaction of the City Planner, Building Division, and Burbank Water and Power. Equipment includes but may not be limited to electrical panels, switches, and transformers; air conditioning units; gas meters; and water backflow prevention devices.
54. 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. The Authority and the City shall share the costs of all street improvements, utility relocation, and other work related to the realignment of the Airport access road work at the intersection of Hollywood Way and Thornton Avenue pursuant to Section 4.1 of the development agreement.
55. 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.

56. The applicant shall incorporate “green street” technology to capture and infiltrate rain/storm water to the extent practical.
57. The applicant shall protect in place all survey monuments, or shall re-establish the monuments to the satisfaction of the Public Works Director.
58. The applicant shall remove all unused driveways and shall reconstruct them with curb, gutter, and sidewalk to the satisfaction of the Public Works Director. This shall include, but is not limited to, the abandoned driveways along Empire Avenue.
59. The applicant shall replace all broken, uneven, or substandard sidewalk, driveway, pedestrian ramps, pavement, curb, and gutter fronting the subject property on the west side of Hollywood Way 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.
60. The applicant shall remove the curb inlet catch basin at the corner of Empire Avenue and Hollywood Way and shall reconstruct it with a grated catch basin per APWA standards and to the satisfaction of the Public Works Director.
61. If any utility cuts occur in Empire Avenue or if the pavement is damaged by construction activity, the street shall be restored to the satisfaction of the Public Works Director. Restoration shall include a two-inch grind and overlay with rubber asphalt, restriping, restoring traffic loops, and re-establishing survey monuments.
62. The applicant shall install a traffic signal at the intersection of Empire Avenue and Avon Street. 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/striping plans to the satisfaction of the Traffic Engineer. The applicant shall bear the full cost of this signal improvement. If the traffic impacts analysis for another development project in the area demonstrates that the development contributes to the need for this signal, that development shall be required to pay its share of the signal cost prior to the issuance of building permits for that project. That share shall be paid to the Airport Authority as reimbursement. This payment arrangement shall apply to any project with an identified share of the signal impact that submits plans for plan check within five years of the date the ordinance approving this planned development is approved.
63. The applicant shall modify the traffic signal at Empire Avenue and Hollywood Way due to its proximity to the new signal at Avon Street. The applicant shall submit a traffic signal plan to the satisfaction of the Traffic Engineer and shall bear the cost of any changes required at the intersection.

64. The applicant shall install a three inch interconnect conduit along Empire Avenue between the signal at Avon Street and the signal at the Airport access road, connecting those two signals to each other and to the signals at Hollywood Way and at the pedestrian crosswalk (if that signal is installed). The applicant shall install fiber optic cable in the conduit and shall prepare a signal interconnect plan to connect the four signals to the satisfaction of the Traffic Engineer.
65. The applicant shall install a new Pan Tilt Zoom camera on the existing traffic signal pole at the intersection of Empire Avenue and the Airport access road to the satisfaction of the Traffic Engineer.
66. The applicant shall extend the existing left turn pocket from northbound Hollywood Way into the driveway opposite Avon Street to a minimum length of 300 feet with a 90 foot taper to the satisfaction of the Traffic Engineer.
67. 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.
68. 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. All work shall be done to the satisfaction of the Traffic Engineer.
69. The applicant shall cause the installation of all on-site directional and warning signs deemed necessary and appropriate by the Traffic Engineer, including but not limited to "Stop," "Right Lane Must Turn Right," "Road Narrows," "Do Not Enter," and "Authorized Vehicles Only" signs at appropriate locations.
70. The applicant shall cause to be recorded all utility and other easements required for the subject property to the satisfaction of the City of Burbank, including but not limited to utility easements for above ground and underground electrical service, water service, and sewer service. Any existing easements on the project site shall be maintained unless the utility facilities therein are relocated, in which case a new easement shall be recorded.
71. The applicant shall provide evidence to the City that there has been recorded a 16-foot dedication along the southern edge of the property for the purpose of widening Empire Avenue that was previously anticipated on a Parcel Map application submitted by the property owner.

Conditions to be Satisfied on an Ongoing Basis

72. Vehicle ingress and egress from non-signalized intersections shall not disrupt the normal traffic flow on public rights-of-way. 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 at non-signalized intersections, should it be determined that such movements are disrupting the traffic flow on a public right-of-way.
73. The Public Works Director shall have the discretion to prohibit parking along Hollywood Way and Empire Avenue fronting and adjacent to the subject property as deemed necessary for traffic circulation or visibility purposes.
74. The applicant shall comply with all mitigation measures identified in the Mitigated Negative Declarations adopted by the Burbank-Glendale-Pasadena Airport Authority in October 2004 and in February 2010.
75. 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.
76. 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.
77. These conditions of approval shall be listed on the title or specifications page of all plans submitted to the Building Division.
78. 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.

Exhibit 4-a

**AMENDED CONDITIONS OF APPROVAL
PROJECT NO. 2004-170, PLANNED DEVELOPMENT**

**Adjacent Property/Parking Lot A, 2729 N. Hollywood Way
Burbank-Glendale-Pasadena Airport Authority, Applicant**

- 1-4. Condition of approval no. 4 of Project No. 2004-170 is amended to read as follows (second paragraph added):

The plans submitted by the applicant indicate that 363 passenger parking spaces would be located within the planned development zone. Pursuant to a substantial conformance finding under Section 3.6(c) of the development agreement, this number may be modified. However, the number of spaces within the planned development zone shall be maintained such that the whole of the parking facility of which this planned development is a part contains no more than 1,592 parking spaces for Airport passengers and 581 parking spaces for Airport employees. All vehicles parked in the facility shall be parked in marked parking spaces at all times such that the number of actual vehicles parked at the facility does not exceed the number of approved parking spaces.

Provided, however, that in the event construction activities in Parking Lot D (on the A-1 North property at 2555 N. Hollywood Way) result in a temporary loss of passenger parking spaces, the applicant is authorized to utilize any or all of the 581 employee parking spaces for passenger parking. Employee parking spaces may be used for passenger parking only temporarily to replace on a one-for-one basis spaces lost or made inaccessible due to construction activity. When the spaces are again available in Parking Lot D, the parking shall be returned to parking for employees only.

RECORDING REQUESTED BY
AND WHEN RECORDED
MAIL TO:

City Clerk
City of Burbank
275 E. Olive Avenue
P.O. Box 6459
Burbank CA 91510

Space Above This Line for Recorder's Use

DRAFT

**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 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 Agreement expires July 5, 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 Airport 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 parties amended 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 existing structures and new structures.

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. 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 approved in conjunction with this First Amendment; however, the former cannot be executed by the City until Authority provides evidence of ownership of the Train Station Parking Lot.

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 in _____, 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 _____, 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 _____, 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 _____. 2010. following duly noticed public hearings and Planning Board review and recommendation, the City Council approved Planned development zone changes for the Train Station Property (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 Authority mutually agree, that the terms and provisions of the 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. _____, recommending that the City Council approve this Second Amendment.

J. On _____, 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.

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.

2. Compliance with Conditions of Approval. 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.

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, City and 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 10-0000835

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. The Planned Development also authorizes maintenance of the existing bus stop area and infrastructure necessary to support and provide access to a pedestrian bridge 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 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 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.
4. 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.
5. The final design of the pedestrian bridge 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 components or support posts. The maximum height of the bridge 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

6. 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.
7. The applicant shall submit a hydrology study and hydrology/hydraulic calculations and site drainage plans to the satisfaction of the Public Works Director.
8. The applicant shall redesign the parking lot to provide a sidewalk along the south side of Empire Avenue between Clybourn Avenue 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 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.
9. Prior to the issuance of any permits for the pedestrian bridge, the applicant shall submit plans for the bridge to be reviewed and approved by all City departments. The applicant shall apply for and obtain an easement over the City right-of-way.

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

10. 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.
11. 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.
12. The applicant shall install and maintain secure fencing with locking gates and appropriate lighting during construction to the satisfaction of the Chief of Police.
13. 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.

14. 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.
15. 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.
16. 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.
17. 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.
18. 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.
19. The applicant shall incorporate “green street” technology to capture and infiltrate rain/storm water to the extent practical.
20. The applicant shall protect in place all survey monuments, or shall re-establish the monuments to the satisfaction of the Public Works Director.
21. The applicant shall remove all unused driveways and shall reconstruct them with curb, gutter, and sidewalk to the satisfaction of the Public Works Director.
22. 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.
23. 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.

24. 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.
25. If and when a pedestrian bridge 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.
26. 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.
27. 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. All work shall be done to the satisfaction of the Traffic Engineer.
28. The applicant shall cause the installation of all on-site directional and warning signs deemed necessary and appropriate by the Public Works Director
29. 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

30. 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.
31. 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.

32. 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.
33. These conditions of approval shall be listed on the title or specifications page of all plans submitted to the Building Division.
34. 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.