

## AGENDA

INTERNET AT <http://www.lawa.aero>

OF MATTERS TO COME BEFORE THE BOARD OF AIRPORT COMMISSIONERS OF THE CITY OF LOS ANGELES CONVENED IN REGULAR SESSION IN THE SAMUEL GREENBERG BOARD ROOM NO. 107/116 IN THE CLIFTON A. MOORE ADMINISTRATION BUILDING AT LOS ANGELES INTERNATIONAL AIRPORT, #1 WORLD WAY, LOS ANGELES, CALIFORNIA 90045 ON MONDAY, AUGUST 3, 2009 AT 1:30 P.M.

ROLL CALL: Mr. Aredas, Mr. Lawson, Mr. Torres-Gil, Ms. Velasco, Mr. Zifkin and President Rothenberg

1:30 P.M. - DISCUSSION AND CONSIDERATION OF THE FORMAL AGENDA

**(Each public speaker will have three minutes per agenda item to politely address the Board, with a five-minute cumulative total to speak on all agenda items.)**

Presentation for approval of Minutes of the Regular Meetings of May 4 and 18, 2009 (12:00 & 1:30 p.m.); and Special Meetings of June 10 and 22, 2009 (12:00 & 1:30 p.m.).

### EXECUTIVE DIRECTOR'S REPORT:

- North Airfield Studies
- Northside Land Use Planning
- Development Program Management Update

### LEGISLATIVE ADVOCATE REGISTRATION

THE CITY'S MUNICIPAL LOBBYING ORDINANCE (LOS ANGELES MUNICIPAL CODE SECTION 48.01 ET SEQ., AS AMENDED) STATES "EVERY LOBBYIST AND LOBBYING FIRM SHALL REGISTER WITH THE CITY ETHICS COMMISSION WITHIN 10 DAYS AFTER QUALIFYING..." CITY LAW DEFINES A "LOBBYIST" AS "ANY PERSON WHO IS COMPENSATED TO SPEND 30 OR MORE HOURS IN ANY CONSECUTIVE THREE-MONTH PERIOD ENGAGED IN LOBBYING ACTIVITIES WHICH INCLUDE AT LEAST ONE DIRECT COMMUNICATION WITH A CITY OFFICIAL OR EMPLOYEE, CONDUCTED EITHER PERSONALLY OR THROUGH AGENTS, FOR THE PURPOSE OF ATTEMPTING TO INFLUENCE MUNICIPAL LEGISLATION ON BEHALF OF ANY OTHER PERSON."

TO ENSURE THAT ALL PARTIES WHO MAY BE SUBJECT TO THE LAW HAVE THE INFORMATION THEY NEED TO COMPLY WITH ITS PROVISIONS, THE SECRETARY TO THE BOARD WILL FORWARD COPIES OF ALL SPEAKER CARDS TO THE CITY ETHICS COMMISSION. FOR MORE INFORMATION ABOUT THE CITY'S LOBBYING LAW AND HOW IT MAY APPLY TO YOU, CONTACT THE ETHICS COMMISSION AT (213) 978-1960, OR AT 200 N. SPRING STREET, CITY HALL, 24<sup>TH</sup> FLOOR, LOS ANGELES, CA 90012.

AUGUST 3, 2009

Los Angeles City Charter Section No. 245. Commission and Board Actions – City Council Review.

Actions of Commissions and Boards become final at the expiration of the next five meeting days of the City Council during which the Council has convened in Regular Session, unless City Council acts within that time by a two-thirds vote to bring the Commission or Board action before it for consideration and action. If the Council asserts jurisdiction, the Commission or Board will immediately transmit the action to the City Clerk for review by the Council and the particular action of the Board or Commission is not to be deemed final or approved. The City Clerk, upon receipt of the action, will place the action on the next available Council agenda in accordance with applicable State law and Council rules. If the Council asserts jurisdiction over the action, it may, by a two-thirds vote, veto the action of the Board, but it must make a final decision on the matter before the expiration of the next 21 calendar days from voting to bring the matter before it, or the action of the Commission or Board becomes final.

This section shall not apply to actions by any Commission or Board required to be referred for approval to Council or which have been appealed to Council under other provisions of the Charter, ordinance or statute.

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Sign language interpreters, assistive listening devices, or other auxiliary aids and/or services may be provided upon request. To ensure availability, you are advised to make your request at least 72-hours prior to the meeting you wish to attend. For additional information, please contact: Larry Rolon, LAWA ADA Coordinator at (310) 337-5005 or (310) 342-3156 (TTY).

ITEM 1. RESOLUTION NO. – **Right of Entry and Construction Commencement Agreement:** With CONTINENTAL AIRLINES, INC. to provide for CONSTRUCTION OF AN AIRCRAFT RESCUE AND FIRE FIGHTING STATION associated with Crossfield Taxiway construction located at LOS ANGELES INTERNATIONAL AIRPORT

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**EXECUTIVE SUMMARY:** A component of the Crossfield Taxiway Project is the construction of a new Aircraft Rescue and Fire Fighting station (“ARFF”), which will be built on the eastern side of the Continental Airlines, Inc. (“Continental”) Aircraft Maintenance Facility and replace an existing station (Fire Station # 80) at Los Angeles International Airport (“LAX”). Continental’s current maintenance lease, which includes the ARFF area, will expire on May 31, 2010.

In preparation for the ARFF construction on Continental’s leasehold, Staff is engaging in good faith negotiations for a new lease with Continental. The new lease would allow Continental to right-size its facility through a reduction of its leasehold, and would thus provide Los Angeles World Airports (LAWA) the land area necessary for ARFF construction. As the lease is still in negotiation, and since ARFF-related work is scheduled to commence in July 2009, Staff is negotiating a Right of Entry for Construction Commencement Agreement (“Construction Agreement”) with Continental to provide LAWA access to ARFF construction areas beginning in July 2009.

Under the Construction Agreement, LAWA would compensate Continental in the form of rent credits for property that LAWA would access, at the rate of approximately \$32,007 per month. The Construction Agreement contemplates that LAWA and Continental would either enter into a new lease or, should LAWA and Continental be unable to agree on a new lease, a fourth amendment to the current Lease (the “Fourth Amendment”), substantially in the form attached to the Agreement. The Fourth Amendment would extend the current Lease term for three (3) years and provide a mechanism for Continental to return to LAWA portions of the premises that Continental no longer requires for its operations, and to receive the appropriate rent adjustments for the returned premises. The Construction Agreement would obligate Continental to deliver an executed Fourth Amendment or new lease to LAWA by November 30, 2009, and if Board of Airport Commissioners and City Council approval is not obtained within seventy-five (75) days, then the Construction Agreement would expire, unless the parties mutually agree upon a different expiration date. Expiration of the Construction Agreement may, at a minimum, require LAWA to cease construction activity associated with the ARFF.

Staff is seeking authorization for the Executive Director, after approval as to form by the City Attorney, to enter into the Construction Agreement, substantially in the form attached hereto to the Board Report as Exhibit 1, with such changes as the Executive Director may authorize in her discretion, provided that the Executive Director may not increase the amount of compensation by more than \$150,000 in the aggregate. Following completion of negotiations on the new lease, Staff will submit the new Continental lease, or in the alternative, the Fourth Amendment, for Board of Airport Commissioners consideration, pending the review of the Mayor and City Administrative Officer.

**RECOMMENDATION:** Adoption of the Report requesting that the Board of Airport Commissioners determine that this action is exempt from the California

ITEM 1. Continued

Environmental Quality Act pursuant to Article II Section 2(i) of the Los Angeles City Guidelines, and find there have been no changes to the project or substantial changes in circumstances or new information since the approval of the Crossfield Taxiway Project Final Environmental Impact Report that would warrant subsequent or supplemental environmental analysis in accordance with California Environmental Quality Act; approve, and authorize the Executive Director to execute, after approval as to form by the City Attorney, a Right of Entry and Construction Commencement Agreement, substantially in the form attached hereto as Exhibit 1, between Continental Airlines, Inc. and Los Angeles World Airports to allow Los Angeles World Airports access to Continental Airlines, Inc. leasehold areas in order to commence work associated with the construction of a new Aircraft Rescue and Fire Fighting station at Los Angeles International Airport. (Debbie Bowers, 424-646-7142)

Moved by:  
Seconded by:

Ayes:

Nays:

Discussion:

ITEM 2. RESOLUTION NO. – **Los Angeles International Airport Revenue Bond Issuance – 2009:** In one or more series, in an aggregate principal amount not-to-exceed \$700 million for a new money issuance and \$925 million to refund and or purchase previously issued debt of the Department of Airports for Los Angeles International Airport and of the Regional Airports Improvement Corporation (RAIC); authorize the PRIVATE SALE of such bonds; select UNDERWRITING FIRMS for such private sale; authorize the USE OF A SELLING GROUP consisting of the firms in LOS ANGELES WORLD AIRPORTS investment banking pool; and authorize the preparation of all related documentation and certain other matters and actions

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**EXECUTIVE SUMMARY:** Staff is requesting authority to issue up to \$700 million in new money bonds and up to \$875 million to refund (i.e., refinance) or tender (i.e., purchase) previously issued debt. The proceeds from the new money issuance would be used to finance various airfield and terminal capital projects and property acquisition. The request for issuing \$875 million in refunding bonds has been sized based on Staff's interest in refunding \$57.4 million in outstanding variable rate bonds, potentially refunding debt issued by the Regional Airports Improvement Corporation for improvements to terminals at Los Angeles International Airport ("LAX") and completing a tender offer on approximately \$610 million of bonds that could benefit from the American Recovery and Reinvestment Tax Act of 2009. While Staff believes that it will utilize less than half of the refunding authority requested for the tender offer, we would like to maintain the flexibility to refund as many bonds as possible at a savings should the opportunity arise. After careful consideration of a number of factors, most notably current market conditions, Staff is recommending a private sale of the bonds based on the belief that it will provide greater benefit to Los Angeles World Airports (LAWA) than a competitive sale and is requesting authorization of such a sale as well as the appointment of underwriting firms from LAWA's investment banking pool to market and sell the bonds.

LAX currently has \$1.034 billion of outstanding debt. The issuance of the 2009 Bonds will substantially increase LAX's outstanding debt by as much as \$900 million resulting in significantly higher debt service payments. The proposed refundings or tendering of LAX's debt will not substantially increase the amount of outstanding debt. LAX's revenues will be able to support the debt service on the 2009 Bonds and demonstration of its ability to do so is a legal requirement of issuing bonds.

To facilitate the issuance of the Bonds, Staff will have to prepare certain documents and arrange for various services. These documents and the specifics of the actions will be brought before the Board of Airport Commissioners for approval at a later date prior to the sale of the Bonds.

**RECOMMENDATION:** Adoption of the Report requesting that the Board of Airport Commissioners authorize the issuance of bonds by the Department of Airports for Los Angeles International Airport (LAX) in an aggregate principal amount not-to-exceed \$700 million for a new money issuance and \$925 million to refund or purchase previously issued debt of the Department of Airports for LAX and of the RAIC; further authorize the private sale of the bonds in accordance with Charter Section 609(d); approve the selection of Barclays Capital Inc., Morgan Stanley & Co. Incorporated, Ramirez & Co., Inc., Goldman, Sachs & Co., Siebert Branford Shank & Co., LLC, M.R. Beal & Company, E.J. De La Rosa & Co., Inc., J.P.

ITEM 2. Continued

Morgan Securities Inc., and Citigroup Global Markets Inc. as the underwriting firms for the sale of the bonds and Loop Capital Markets, RBC Capital Markets, and Cabrera Capital Markets as the selling group for the transaction; further authorize the use of cash from the Los Angeles International Airport Revenue Fund to pay off and redeem the outstanding the Los Angeles International Airport Subordinate Revenue Bonds – 2003 Series A Bonds; further authorize the preparation of all documents and other matters related to the sale of the Bonds; and adopt the Board Resolution (Attachment A). (Ryan Yakubik, 424-646-5251)

Moved by:  
Seconded by:

Ayes:

Nays:

Discussion:

ITEM 3. Board Order No. AO-     – **Award of Lease:** To CONTINENTAL AIRLINES, INC. and approval of a BUILDING RENTAL RATE for portions of Air Freight Building No. 4 premises located at 6041 W. Imperial Highway at LOS ANGELES INTERNATIONAL AIRPORT

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EXECUTIVE SUMMARY: Continental Airlines, Inc. (“Continental”) is currently occupying land, building space, and aircraft and automobile paving at Airfreight Building No. 4, a multi-tenant facility, located at 6041 W. Imperial Highway. Staff requests approval of a building rental rate and a five-year Replacement Lease with Continental that will generate approximately \$999,823 in annual revenue to Los Angeles World Airports. The proposed Replacement Lease is subject to periodic rental rate adjustments pursuant to Los Angeles World Airports and City of Los Angeles policy.

RECOMMENDATION: Adoption of the Report requesting that the Board of Airport Commissioners approve the building rental rate for Air Freight Building No. 4, effective July 1, 2006, further approve a Replacement Lease between the City of Los Angeles and Continental Airlines, Inc. that will generate approximately \$999,823 in annual revenue for Los Angeles World Airports, and authorize the Executive Director to execute the Lease with Continental Airlines, Inc., upon approval as to form by the City Attorney, and upon approval by the Los Angeles City Council. (Debbie Bowers, 424-646-7142)

Moved by:  
Seconded by:

Ayes:

Nays:

Discussion:

ITEM 4. Board Order No. AO-    – **Lease Agreement:** With SKYVIEW CENTER, LLC, located at 6053 West Century Boulevard, for offices and parking for Los Angeles World Airports employees at LOS ANGELES INTERNATIONAL AIRPORT

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**EXECUTIVE SUMMARY:** The proposed action is to approve and enter into a ten (10)-year office space Lease between Los Angeles World Airports (LAWA) and Skyview Center, LLC for approximately 111,520 rentable square feet (RSF) of office space and adequate parking located at 6053 West Century Boulevard, Los Angeles, California. The Lease will accommodate over 350 LAWA employees assigned at Los Angeles International Airport. LAWA will pay rent of approximately \$1.21 million for the first year of the Lease and the ten (10)-year annual rent average will be approximately \$2.2 million. The Lease also includes two (2) Renewal Options of five-years each.

To accommodate staff and provide adequate physical office space, short term solutions were implemented to address the space deficit such as leasing off-airport office space, leasing on-site portable construction trailers and reconfiguring LAWA-owned facilities, placing two or more people in office and conference rooms. However, even with these actions, insufficient office space exists. If approval of this Lease is granted, LAWA will reduce its long term space needs and costs, consolidate three (3) off-airport leases to one (1), and allow staff with like functions to be located at fewer locations on and off the airport.

Staff requests the Board of Airport Commissioners to approve the ten (10)-year Lease with Skyview Center, LLC.

**RECOMMENDATION:** Adoption of the Report requesting that the Board of Airport Commissioners approve the ten (10)-year Lease, with two (2) five-year Renewal Options with Skyview Center, LLC; further approve the office and parking lease rates; and authorize the Executive Director to execute the Lease with Skyview Center, LLC upon approval as to form by the City Attorney and upon approval by the Los Angeles City Council. (Debbie Bowers, 424-646-7142)

Moved by:  
Seconded by:

Ayes:

Nays:

Discussion:

ITEM 5. **RESOLUTION NO. – Consent to Assignment:** Approval of a Consent to Assignment for a Non-Exclusive Right-of-Way License Agreement (LAA-125/305) From Shell California Pipeline Company LLC to Crimson California Pipeline LP

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**EXECUTIVE SUMMARY:** LAA-125/305 is a pipeline License Agreement to allow for a crude oil pipeline to traverse Airport property. The pipeline enters Airport property near Westchester Parkway, crosses runways 24-R and 24-L, runs parallel behind the west side of the Tom Bradley International Terminal, and then crosses runways 25-R and 25-L exiting at Imperial Highway. The original license agreement was granted by Board Resolution No. 444 on July 5, 1950 to Shell Oil Company. Later, this license agreement was amended on May 23, 1957 under LAA-305. From the early 1970's, this single pipeline has been referred to as LAA-125/305.

Within the past 37 years, there have been several name changes that involved mergers amongst various oil companies for LAA-125/305. Los Angeles World Airports' (LAWA) records indicate that the most recent merger resulted in a name change to Shell California Pipeline Company LLC. On June 30, 2005, Crimson California Pipeline LP ("Crimson") purchased the rights to the Ventura Crude Oil line from Shell California Pipeline Company LLC. At that time, Crimson requested a Consent to Assignment for the portion of pipeline that traverses Los Angeles International Airport property. However, primarily due to staff changes which occurred in late 2005, the Consent to Assignment was never completely processed or presented to the Board of Airport Commissioners.

The necessary Consent to Assignment documents have now been prepared and staff requests approval of the Consent to Assignment for the transfer of rights from Shell California Pipeline Company LLC to Crimson California Pipeline LP.

**RECOMMENDATION:** Adoption of the Report requesting that the Board of Airport Commissioners determine that this action is exempt from the California Environmental Quality Act (CEQA) pursuant to Article III, Class 1(18)(c) of the Los Angeles City CEQA guidelines, approve the Consent to Assignment of License Agreements LAA-125/305 from Shell California Pipeline Company LLC to Crimson California Pipeline LP, and authorize the Executive Director to execute the Consent to Assignment upon approval as to form by the City Attorney. (Debbie Bowers, 424-646-7142)

Moved by:  
Seconded by:

Ayes:

Nays:

Discussion:

ITEM 6. RESOLUTION NO. – **Reimbursable Agreement:** With CRIMSON CALIFORNIA PIPELINE LP for design and pre-construction tasks associated with a PROPOSED RELOCATION OF A PORTION OF THE EXISTING CRIMSON CRUDE OIL PIPELINE at LOS ANGELES INTERNATIONAL AIRPORT

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EXECUTIVE SUMMARY: Staff requests approval of a Reimbursable Agreement with Crimson California Pipeline LP (Crimson) for design and pre-construction tasks associated with the proposed relocation of a portion of an existing Crimson-owned crude oil pipeline at Los Angeles International Airport (LAX).

RECOMMENDATION: Adoption of the Report requesting that the Board of Airport Commissioners find that the work can be performed more economically or feasibly by an independent contractor than by City employees, approve the Reimbursable Agreement with Crimson California Pipeline LP, in an amount not to exceed \$293,000, for design and pre-construction tasks associated with the proposed relocation of a portion of the existing Crimson crude oil pipeline at Los Angeles International Airport, and authorize the Executive Director to execute the Reimbursable Agreement with Crimson California Pipeline LP, upon approval as to form by the City Attorney. (Jake Adams, 310-646-5700)

Moved by:  
Seconded by:

Ayes:

Nays:

Discussion:

ITEM 7. RESOLUTION NO. – **Third Contract Amendment:** With CANTOR FITZGERALD BROKERAGE, LP, Contract No. DA-4187, for the purchase of EMISSION REDUCTION CREDITS at LOS ANGELES INTERNATIONAL AIRPORT

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**EXECUTIVE SUMMARY:** The LAX Development Program is in the midst of planning, design, and construction of several projects that will require a significant volume of concrete. Given the volume of concrete and the cost and environmental impact of trucking it to LAX, the use of on-site concrete production is the best and the most environmentally friendly alternative for producing and transporting the cement to the construction site. However, the operation of an on-site batch plant to produce the concrete will require a modification to LAX's Title V Operating Permit resulting in a need to purchase Emission Reduction Credits (ERCs).

Los Angeles World Airports (LAWA) has a contract with Cantor Fitzgerald Brokerage, LP, for purchasing ERCs; however the amount of ERCs that will need to be purchased exceeds the current contract value. To procure the necessary ERCs to offset our projected emissions, staff is requesting an additional \$13,285,500 be added to the Cantor Fitzgerald contract for a total contract value of \$21,085,500.

Staff requests the Board of Airport Commissioners (BOAC) approve this action to purchase the Emission Reduction Credits (ERCs) required to permit an on-site batch plant to supply concrete for various capital projects at Los Angeles International Airport (LAX).

**RECOMMENDATION:** Adoption of the Report requesting that the Board of Airport Commissioners approve the addition of \$13,285,500 to the Cantor Fitzgerald Brokerage, LP contract, for a total contract amount not-to-exceed \$21,085,500; and authorize the Executive Director to execute the Third Amendment to Contract No. DA-4187 with Cantor Fitzgerald Brokerage, LP upon approval as to form by the City Attorney. (Roger Johnson, 310-846-3152)

Moved by:  
Seconded by:

Ayes:

Nays:

Discussion:

ITEM 8. RESOLUTION NO. – **Award of Contract:** To AON RISK INSURANCE SERVICES WEST, INC. for an amount not-to-exceed \$4,300,000 for OWNER CONTROLLED INSURANCE PROGRAM INSURANCE BROKER OF RECORD and administrative services for various capital construction projects at LOS ANGELES INTERNATIONAL AIRPORT

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**EXECUTIVE SUMMARY:** Staff requests Board of Airport Commissioners (BOAC) approval to Award a five (5)-year Contract to Aon Risk Insurance Services West, Inc. ("Aon") for an amount not-to-exceed \$4,300,000 to develop and administer an Owner Controlled Insurance Program (OCIP) for the Tom Bradley International Terminal (TBIT) Reconfiguration construction projects and various other proposed capital improvement projects as they occur over the next five (5) years.

On February 9, 2009 the BOAC authorized staff to advertise and release a new OCIP Request for Proposals. Responses were received from five (5) well-known and respected insurance brokerage firms. Aon was determined to be the highest ranked proposer. Aon also passed the review for administrative requirements and achieved a passing score for good faith outreach to Minority/Women Business Enterprise firms.

Although the upcoming TBIT Reconfiguration projects have estimated construction values almost double the size of the existing OCIP, the Aon fees to administer the larger program are slightly less than the current OCIP. In addition to payment of broker fees, approval of this item will require staff to seek additional BOAC approval to place new OCIP insurance policies covering capital projects during the upcoming five (5)-year period. Such new insurance placements however are expected to result in potentially reduced premiums of approximately \$11 million less than contractors' insurance costs, which would otherwise be passed on to Los Angeles World Airports through higher contract fees.

**RECOMMENDATION:** Adoption of the Report requesting that the Board of Airport Commissioners find that the work can be performed more economically or feasibly by an independent contractor than by City employees; further find that the use of an Owner Controlled Insurance Program will minimize the expenditure of public funds on the various capital construction projects at Los Angeles International Airport in conjunction with the exercise of appropriate risk management in accordance with California Government Code Section 4420; approve the Award of a five (5)-year Contract to Aon Risk Insurance Services West, Inc. to provide Owner Controlled Insurance Program insurance broker and administrative services in an amount not-to-exceed \$4,300,000; further approve Aon Risk Insurance Services West, Inc., as the Owner Controlled Insurance Program Insurance Broker of Record, to market and place at the direction of the Executive Director such insurance as deemed necessary for the capital construction projects throughout the contract period, to invoice for and remit insurance premiums to carriers on behalf of Los Angeles World Airports, and to invoice for and remit loss deductible payments on behalf of Los Angeles World Airports to insured program participants for valid Owner Controlled Insurance Program insurer-adjusted casualty claims; authorize the Executive Director to execute the Contract with Aon Risk Insurance Services West, Inc. upon approval as to form by the City Attorney and upon approval by the Los Angeles City Council; and further authorize the Executive Director, through the Risk Management Division, to bind such insurance as deemed necessary for the capital construction projects and to obtain extra insurance-related services as may be required during the contract period, for various proposed capital improvement projects including but not limited to the Tom

ITEM 8. Continued

Bradley International Terminal Reconfiguration projects and to add such other future projects for inclusion in the Owner Controlled Insurance Program as a 'rolling wrap-up', if further insurance savings and economies of scale are achievable. (Wei Chi, 424-646-9118)

Moved by:  
Seconded by:

Ayes:

Nays:

Discussion:

ITEM 9. RESOLUTION NO. – **Administrative Action:** To Update LOS ANGELES WORLD AIRPORTS' SIGNATURE AUTHORITY to reflect current executive staffing

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EXECUTIVE SUMMARY: This action will modify the signature authority for executive staff at Los Angeles World Airports.

RECOMMENDATION: Adoption of the Report requesting that the Board of Airport Commissioners authorize Deputy Executive Directors Michael Feldman and Jacqueline Yaft to have signature authority; amend Board Resolution No. 23496 to delete former Deputy Executive Director Jeff Fitch and designate Steve Martin as Chief Operating Officer; and further amend Resolution No. 23574 to delete former Deputy Executive Director Amy Shaw in regards to signature authorities for Los Angeles World Airports. (Gina Marie Lindsey, 424-646-6250)

Moved by:  
Seconded by:

Ayes:

Nays:

Discussion:

ITEM 10. RESOLUTION NO. – **Award of Concession Agreement:** Approval to award a 10-year CONCESSION AGREEMENT with one (1), five-year Renewal Option with Clean Energy Fuels Corp., a Delaware Corporation and Clean Energy, a California Corporation to Construct, Operate, and Maintain an on-airport Compressed Natural Gas Fueling Facility at LA/ONTARIO INTERNATIONAL AIRPORT

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**EXECUTIVE SUMMARY:** This action seeks Board of Airport Commissioners approval for a ten (10)-year Concession Agreement with one (1) five-year Renewal Option to Clean Energy Fuels Corporation, a Delaware Corporation and Clean Energy, a California Corporation (collectively referred to as “CE” in this item). In response to a Request for Proposals (RFP) issued in September 2006 to provide a turnkey Compressed Natural Gas (CNG) fueling station, CE was the sole respondent to the RFP. The project contemplated a number of objectives, including the development and operation of the on-airport facility at no cost to Los Angeles World Airports aside from fuel purchased at the station. The facility will provide a convenient and publicly accessible location for airport CNG vehicles and the general public. In addition, the facility will further support a mayoral directive to implement “green” initiatives at the City of Los Angeles’ operating airports.

Subject to approval, this project will not only achieve the objectives stated above, it will also generate a revenue stream of at least \$45,000 over the term of the Agreement, exclusive of periodic increases and royalties to be paid for CNG sold at the facility.

**RECOMMENDATION:** Adoption of the Report requesting that the Board of Airport Commissioners approve the Award of a ten (10)-year Concession Agreement with one (1) five-year Renewal Option with Clean Energy Fuels Corporation, a Delaware Corporation and Clean Energy, a California Corporation, and authorize the Executive Director to execute the Concession Agreement with Clean Energy Fuels Corporation, a Delaware Corporation and Clean Energy, a California Corporation, upon approval as to form by the City Attorney, and upon approval by the Los Angeles City Council. (Jess Romo, 909-975-5300)

Moved by:  
Seconded by:

Ayes:

Nays:

Discussion:

ITEM 11. RESOLUTION NO. – **Request for Proposals:** For a professional, non-profit social service organization to provide VOLUNTEER TRAVELER INFORMATION AND EMERGENCY CASE AID SERVICES at LA/ONTARIO INTERNATIONAL AIRPORT

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**EXECUTIVE SUMMARY:** LA/Ontario International Airports' ("LA/Ontario") Community & Public Relations staff requests approval to advertise a Request for Proposals to continue traveler information and emergency case aid services at LA/Ontario. LA/Ontario serves nearly 14,000 daily passengers and is highly regarded for its convenience, less crowded terminals and responsive customer service. A non-profit, social service oriented agency can provide a professional traveler information and emergency case aid program at LA/Ontario efficiently and effectively with nominal funding from Los Angeles World Airports. Currently, traveler information and case aid services are provided entirely by more than sixty (60) Travelers Aid of the Inland Empire volunteers and one (1) part-time paid staff.

**RECOMMENDATION:** Adoption of the Report requesting that the Board of Airport Commissioners find that the work can be performed more economically or feasibly by an independent contractor than by City employees, approve the advertisement of a Request for Proposals for a professional, non-profit social service organization to provide volunteer traveler information and emergency case aid services at LA/Ontario International Airport upon approval as to form by the City Attorney. (Jess Romo, 909-975-5300)

Moved by:  
Seconded by:

Ayes:

Nays:

Discussion:

## MANAGEMENT REPORTS AND INFORMATION

Discussion of attendance at aviation related events, and discussion and possible action re: future Board Meeting dates. (Next Meeting date(s): Board of Airport Commissioners Meeting, Monday, August 17, 2009 at Los Angeles International Airport)

## COMMISSION REQUESTS FOR CALENDARING OF FUTURE AGENDA ITEMS AND POSSIBLE ACTION OF PRIOR COMMISSION REQUESTED ITEMS

**GENERAL COMMENTS FROM THE PUBLIC (The Board will have a fifteen minute cumulative total to hear all public comments, with each speaker to have no longer than three minutes to politely address the Board.)**

CLOSED SESSION – The Board may meet in Closed Session on any subject permitted by law for Closed Session purposes. The following items are for discussion and possible action:

### CONFERENCE WITH REAL PROPERTY NEGOTIATORS – (GOV. CODE SECTION 54956.8)

1. Regarding the Rental Amounts and Terms for the Terminal Leases for Terminals 1 through 8, Tom Bradley International Terminal, and Commuter Terminal at Los Angeles International Airport. The subject properties and negotiating parties/designees are listed in Attachment # 1 [R. Ilgunas]:

A) Property Negotiators: Gina Marie Lindsey and Steve Martin

2. Regarding Property Negotiations for Rental Amounts and Terms with Continental Airlines, Inc. for property located at 7300 World Way West – Continental Airlines Maintenance Facility – at Los Angeles International Airport [K. Martin]

A) Property Negotiators: Debbie Bowers and Ramon Olivares / Negotiating Parties: Anna Schmidt

3. Regarding Property Negotiations for Rental Amounts and Terms with Skyview Center, LLC for office space located at 6053 West Century Boulevard, Los Angeles, California [M. Ty]

A) Property Negotiator: Debbie Bowers / Negotiating Parties: Douglas H. Metzler, Hines

### CONFERENCE WITH LEGAL COUNSEL - EXISTING LITIGATION (GOV. CODE SECTION 54956.9(a)):

1. Northwest Airlines, Inc. and LAX Two Corp., Case No. 2:08-CV-01870-GW [K. Martin, L. Mayo]
2. Alaska Airlines, Airtran Airways, ATA Airlines, Frontier Airlines, Midwest Airlines, Southwest Airlines, and U.S. Airways, Docket No. OST-2007-27331 [L. Mayo]
3. Aer Lingus Group PLC; Air Pacific; Air Tahiti Nui; All Nippon Airways Co., Ltd.; Asiana Airlines, Inc.; British Airways PLC; Cathay Pacific Airways Ltd; China Airlines, Ltd.; China Eastern Airlines; Compania Mexicana de Aviacion, S.A. de C.V.; Deutsche Lufthansa AG; El Al Israel Airlines Ltd.; Eva Airways Corp.; Japan Airlines International Company, Ltd.; Korean Air Lines Co., Ltd.; Lan Airlines S.A.; LanPeru S.A.; Philippine Airlines, Inc.; Qantas Airways Ltd.; Singapore Airlines Ltd.; Swiss International Air Lines Ltd.; Thai Airways International

Public Co., Ltd. v. Los Angeles World Airports, Los Angeles Board of Airport Commissioners, and the City of Los Angeles, California, Docket OST-2007-28118 [K. Martin/L. Mayo]

4. Air Transport Association of America and Aircraft Owners and Pilots Association v. City of Los Angeles (FAA Docket No. 13-95-05). [R. Ilgunas]
5. UAL Corporation, et al., Adversary Proceeding No. 06-00698. [T. Daze, T. Yamaguchi]
6. Plotkin et al. v. City of Los Angeles, LASC No. BC 417375; and Aghei et al. City of Los Angeles, LASC No. BC417362 [K. Tso]

CONFERENCE WITH LEGAL COUNSEL – ANTICIPATED LITIGATION (GOV. CODE SECTION 54956.9(b)(1)):

1. "FAA Compliance Review (49 U.S.C. 47107(b), 49 U.S.C. 47107(l), 49 U.S.C. 47107(n), and 49 U.S.C. 47133)" [R. Ilgunas]
2. Significant exposure to litigation regarding Aer Lingus Group, PLC's remaining credit under the Partial Settlement Agreement entered into at Los Angeles International Airport and related to litigation pursuant to Docket OST-2007-28118-see letter dated March 13, 2009 from Aer Lingus attorney James Weiss. [K. Martin, L. Mayo]

CONFERENCE WITH LEGAL COUNSEL – ANTICIPATED LITIGATION OR SETTLEMENT (GOV. CODE SECTION 54956.9 (b)(1) OR 54956.9(c):

1. Potential Litigation or Settlement of claims relating to 1998 Debt Service Reserve Forward Delivery Agreements entered into by LAWA with WestLB AG. [R. Ilgunas]

ATTACHMENT #1 TO CLOSED SESSION:

<b>Air Carrier/Tenant</b>	<b>Negotiating Party/Contact Person</b>	<b>Lease (Terminal)</b>	<b>Terminal Lease Address</b>
Aer Lingus Limited	Eve McEneaney or Frank Clark	TBIT	380 World Way, Los Angeles
Aero California	Maria Silva or Frank Clark	TBIT	380 World Way, Los Angeles
Aeroflot Russian International Airlines	Yuri N. Grigoryev or Frank Clark	TBIT	380 World Way, Los Angeles
Aerovias De Mexico	Patrick Bitoun	6	600 World Way, Los Angeles
Air India Ltd.	D. DjeaKumar or Frank Clark	TBIT	380 World Way, Los Angeles
Air Pacific Limited	Richard Yamashita or Frank Clark	TBIT	380 World Way, Los Angeles
Air Tahiti Nui	Brian L. Kay or Frank Clark	TBIT	380 World Way, Los Angeles
AirTran Airways, Inc.	Erkki Gronholm	3	300 World Way, Los Angeles
Alaska Airlines/Horizon Air	Mark Berg	3	300 World Way, Los Angeles
All Nippon Airways	Richard Idy or Frank Clark	TBIT	380 World Way, Los Angeles
America West Airlines/US Airways	Hal Fahrenbruch	1	100 World Way, Los Angeles
American Airlines	Steve Holt	4	400 World Way, Los Angeles
Asiana Airlines	Dong Kyu Choi or Frank Clark	TBIT	380 World Way, Los Angeles
ATA Airlines	Steve Langhart	3	300 World Way, Los Angeles
Avianca Airlines	Hugo Villarreal	2	200 World Way, Los Angeles
British Airways	Peter Heller or Frank Clark	TBIT	380 World Way, Los Angeles
Cathay Pacific Airways, Ltd.	Carrie Sullivan or Frank Clark	TBIT	380 World Way, Los Angeles
China Airlines, Ltd.	Tim Chen or Frank Clark	TBIT	380 World Way, Los Angeles
China Eastern Airlines	Wei Hai or Frank Clark	TBIT	380 World Way, Los Angeles
CMA Mexicana Airlines	Emilio Molina or Frank Clark	TBIT	380 World Way, Los Angeles
Societe Air France SA	Ziya Akbas or Frank Clark	TBIT	380 World Way, Los Angeles
Continental Airlines	Anna Schmidt	6	600 World Way, Los Angeles
Copa Airlines	Cesar Pina	6	600 World Way, Los Angeles
Delta Airlines	Jim Boucher	5, 6	500 World Way, Los Angeles
El Al Israel Airlines	Dan Idy or Frank Clark	TBIT	380 World Way, Los Angeles
Eva Airways Corporation	C.C. Hwang or Frank Clark	TBIT	380 World Way, Los Angeles

AUGUST 3, 2009

ExpressJet Airlines	Tim Snow	6	600 World Way, Los Angeles
Frontier Airlines	David Anderson	3	300 World Way, Los Angeles
Horizon Air Industries	Mark Berk	3	300 World Way, Los Angeles
Japan Airlines International Company Ltd.	Kounosuke Matsumoto or Frank Clark	TBIT	380 World Way, Los Angeles
Korean Airlines Company, Ltd	Hyung Soon Park or Frank Clark	TBIT	380 World Way, Los Angeles
Lan Airlines S.A.	Jacqueline LeFort or Frank Clark	TBIT	380 World Way, Los Angeles
Lan Peru S.A.	Jacqueline LeFort or Frank Clark	TBIT	380 World Way, Los Angeles
LAX TWO Corporation	John Hall	2	200 World Way, Los Angeles
LTU Lufttransport-Unternehmen GMBH	Jan R. Steinwald or Frank Clark	TBIT	380 World Way, Los Angeles
Lufthansa German Airlines	Paul-Daniel Tuite or Frank Clark	TBIT	380 World Way, Los Angeles
Malaysian Airlines	Foad Hessaramiri or Frank Clark	TBIT	380 World Way, Los Angeles
MAXjet Airways	Susan Rohde or Frank Clark	TBIT	380 World Way, Los Angeles
Midwest Airlines	Mike Durovy/Greg Broemer	3	300 World Way, Los Angeles
MN Airlines, LLC dba Sun Country Airlines	Jerry Fuller	3	300 World Way, Los Angeles
Northwest Airlines	Dawn Arnevik	3	300 World Way, Los Angeles
Philippine Airlines	Emmanuel Sureta or Frank Clark	TBIT	380 World Way, Los Angeles
Qantas Airways, Ltd.	Michael McNally or Frank Clark	TBIT	380 World Way, Los Angeles
Singapore Airlines, Ltd.	Richard Tan or Frank Clark	TBIT	380 World Way, Los Angeles
Southwest Airlines	Steve Hubbell	1	100 World Way, Los Angeles
Spirit Airlines	Beth Zurenko	3	300 World Way, Los Angeles
Swiss International Air Lines, Ltd.	Erin Sweeney or Frank Clark	TBIT	380 World Way, Los Angeles
Thai Airways International SA Ltd.	Sopchai Satrusayang or Frank Clark	TBIT	380 World Way, Los Angeles
United Airlines	Ajay Singh and Lori Peters	6, 7, 8 & Commuter Terminal	600 World Way, Los Angeles 700 World Way, Los Angeles 800 World Way, Los Angeles 6022 Avion Drive, Los Angeles
Virgin America	Len Sloper	6	600 World Way, Los Angeles
WestJet	Darin Hunter	3	300 World Way, Los Angeles

LIST FOR BOARD OF AIRPORT COMMISSIONERS' MEETING  
OF  
AUGUST 3, 2009

— EXECUTIVE DIRECTOR'S REPORT —

- North Airfield Studies
- Northside Land Use Planning
- Development Program Management Update

— MAJOR INITIATIVES —

1. **Right of Entry and Construction Commencement Agreement:** With CONTINENTAL AIRLINES, INC. to provide for CONSTRUCTION OF AN AIRCRAFT RESCUE AND FIRE FIGHTING STATION associated with Crossfield Taxiway construction located at LOS ANGELES INTERNATIONAL AIRPORT (Debbie Bowers, 424-646-7142)
2. **Los Angeles International Airport Revenue Bond Issuance – 2009:** In one or more series, in an aggregate principal amount not-to-exceed \$700 million for a new money issuance and \$925 million to refund and or purchase previously issued debt of the Department of Airports for Los Angeles International Airport and of the Regional Airports Improvement Corporation (RAIC); authorize the PRIVATE SALE of such bonds; select UNDERWRITING FIRMS for such private sale; authorize the USE OF A SELLING GROUP consisting of the firms in LOS ANGELES WORLD AIRPORTS investment banking pool; and authorize the preparation of all related documentation and certain other matters and actions (Ryan Yakubik, 424-646-5251)

— ROUTINE ITEMS —

3. **Award of Lease:** To CONTINENTAL AIRLINES, INC. and approval of a BUILDING RENTAL RATE for portions of Air Freight Building No. 4 premises located at 6041 W. Imperial Highway at LOS ANGELES INTERNATIONAL AIRPORT (Debbie Bowers, 424-646-7142)
4. **Lease Agreement:** With SKYVIEW CENTER, LLC, located at 6053 West Century Boulevard, for offices and parking for Los Angeles World Airports employees at LOS ANGELES INTERNATIONAL AIRPORT (Debbie Bowers, 424-646-7142)
5. **Consent to Assignment:** Approval of a Consent to Assignment for a Non-Exclusive Right-of-Way License Agreement (LAA-125/305) From Shell California Pipeline Company LLC to Crimson California Pipeline LP (Debbie Bowers, 424-646-7142)
6. **Reimbursable Agreement:** With CRIMSON CALIFORNIA PIPELINE LP for design and pre-construction tasks associated with a PROPOSED RELOCATION OF A PORTION OF THE EXISTING CRIMSON CRUDE OIL PIPELINE at LOS ANGELES INTERNATIONAL AIRPORT (Jake Adams, 310-646-5700)
7. **Contract Amendment:** Approval of Third Amendment with CANTOR FITZGERALD BROKERAGE, LP, Contract No. DA-4187, for the purchase of EMISSION REDUCTION CREDITS at LOS ANGELES INTERNATIONAL AIRPORT (Roger Johnson, 310-846-3152)
8. **Award of Contract:** To AON RISK INSURANCE SERVICES WEST, INC. for an amount not-to-exceed \$4,300,000 for OWNER CONTROLLED INSURANCE PROGRAM INSURANCE BROKER OF RECORD and administrative services for various capital

AUGUST 3, 2009

construction projects at LOS ANGELES INTERNATIONAL AIRPORTS (Wei Chi, 424-646-9118)

9. **Administrative Action:** To Update LOS ANGELES WORLD AIRPORTS' SIGNATURE AUTHORITY to reflect current executive staffing (Gina Marie Lindsey, 424-646-6250)
10. **Award of Concession Agreement:** Approval to award a 10-year CONCESSION AGREEMENT with one (1), five-year renewal option with Clean Energy Fuels Corp., a Delaware Corporation and Clean Energy, a California Corporation to Construct, Operate, and Maintain an on-airport Compressed Natural Gas Fueling Facility at LA/ONTARIO INTERNATIONAL AIRPORT (Jess Romo, 909-975-5300)
11. **Request for Proposals:** For a professional, non-profit social service organization to provide VOLUNTEER TRAVELER INFORMATION AND EMERGENCY CASE AID SERVICES at LA/ONTARIO INTERNATIONAL AIRPORT (Jess Romo, 909-975-5300)

AUGUST 3, 2009