

THE AGENDA FOR THIS BOARD OF AIRPORT COMMISSIONERS' MEETING WAS POSTED FOR PUBLIC REFERENCE ON THE OUTSIDE BULLETIN BOARD AND AT THE FRONT LOBBY OF THE DEPARTMENT OF AIRPORTS, CLIFTON A. MOORE ADMINISTRATION BUILDING, #1 WORLD WAY, LOS ANGELES, CALIFORNIA 90045 ON THURSDAY, AUGUST 13, 2009 AT 2:37 P.M. AND ON THE WEBSITES OF BOTH THE DEPARTMENT OF AIRPORTS AT <http://www.lawa.aero> AND THE CITY OF LOS ANGELES AT <http://lacity.org>. THE MEETING WAS TELEVISED BY CHANNEL 35 FOR VIEWING AFTER THE BOARD MEETING, AND WAS ALSO MONITORED BY COUNCIL PHONE.

MINUTES

OF THE MEETING OF THE BOARD OF AIRPORT COMMISSIONERS OF THE CITY OF LOS ANGELES CONVENED IN REGULAR SESSION IN THE SAMUEL GREENBERG BOARD ROOM NO. 107 IN THE CLIFTON A. MOORE ADMINISTRATION BUILDING AT LOS ANGELES INTERNATIONAL AIRPORT, #1 WORLD WAY, LOS ANGELES, CALIFORNIA 90045 ON MONDAY, AUGUST 17, 2009 AT 1:30 P.M.

PRESENT: Commissioners Aredas, Lawson, Nazarian, Velasco, Zifkin and President Rothenberg

Gina Marie Lindsey	Executive Director
Steve Martin	Chief Operating Officer
Debbie Bowers	Deputy Executive Director
James Butts	Deputy Executive Director
Wei Chi	Deputy Executive Director
Mike Feldman	Deputy Executive Director
Roger Johnson	Deputy Executive Director
Samson Mengistu	Deputy Executive Director
Dominic Nessi	Deputy Executive Director
David Shuter	Deputy Executive Director
Kelly Martin	General Counsel
Sandra J. Miller	Secretary

In addition to the above listed Executive staff, there were approximately fifteen staff members present.

Presentation for approval Minutes of the Special and Regular meetings of July 21, 2009 (12:00 & 1:30 p.m.) and August 3, 2009 (1:30 & 3:00 p.m.).

APPROVED AS PRESENTED

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Discussion Items: 1 and 6

Discussion begins on page 22

As a covered entity under Title II of the Americans with Disabilities Act, the City of Los Angeles does not discriminate on the basis of disability and, upon request, will provide reasonable accommodation to ensure equal access to its programs, services, and activities.

AUGUST 17, 2009

ITEM 1. **RESOLUTION NO. 23876 – 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

EXECUTIVE SUMMARY: Staff is requesting authority to issue up to \$700 million in new money bonds and up to \$925 million to refund (i.e., refinance) or tender (i.e., purchase) previously issued debt of the Department of Airports for LAX and of the Regional Airports Improvement Corporation (RAIC). 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 \$925 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 previously issued by the RAIC for improvements to terminals at Los Angeles International Airport ("LAX") and completing a tender offer on approximately \$610 million of LAX revenue bonds previously issued in 2008 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 \$950 million resulting in significantly higher debt service payments. This \$950 million increase includes \$700 million in new money to fund capital projects and \$250 million to refund debt previously issued by the RAIC for terminal improvements at LAX. The debt issued to refinance RAIC bonds will be treated as refunding bonds for purposes of Federal tax law, however, from LAWA's financial perspective, it will be new 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 under LAX's bond indentures.

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 &

ITEM 1. Continued

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. 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)

RECOMMENDATION APPROVED

Moved by: Commissioner Zifkin
Seconded by: Commissioner Aredas

Ayes: Commissioners Aredas, Nazarian, Torres-Gil and Vice President Velasco
Nays: None
Absent: Commissioners Lawson and Rothenberg
Discussion: See Page 22

ITEM 2. Resolution No. 23877 – **First Amendment to Contract No. DA-4313:** With HELLMUTH, OBATA+KASSABAUM, INC. for complete ON-CALL AVIATION PROFESSIONAL SERVICES for various projects at LOS ANGELES INTERNATIONAL AIRPORT for a total amount not-to-exceed \$18,340,000

EXECUTIVE SUMMARY: Staff requests authorization by the Board of Airport Commissioners (BOAC) to approve a First Amendment to Contract DA-4313 with Hellmuth, Obata+Kassabaum, Inc. (HOK) to provide complete professional design services for the Elevators/Escalators/Moving Walks upgrade projects at Los Angeles International Airport (“LAX”). The proposed budget for this Contract amendment will not exceed \$11,540,000, and the Contract duration will not change.

This Amendment will allow HOK to continue to assist Los Angeles World Airports staff in providing critical on-going planning, design and design support services needed to upgrade the remaining Priority II, III and IV elevators, escalators, and moving walks as part of the on-going Vertical Transportation Improvement program at 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 First Amendment, in the amount of \$11,540,000, to Contract DA-4313 with Hellmuth, Obata+Kassabaum, Inc., to provide Professional Services relating to design of Priority II, III and IV elevators, escalators and moving walks at Los Angeles International Airport within the original contract duration; and authorize the Executive Director to execute the First Amendment with Hellmuth, Obata+Kassabaum, Inc., for complete Professional Design Services upon approval as to form by the City Attorney. (Intissar Durham, 310-646-3254)

RECOMMENDATION APPROVED

Moved by: Commissioner Lawson
Seconded by: Commissioner Aredas

Ayes: Commissioners Aredas, Lawson, Nazarian, Torres-Gil, Velasco, Zifkin and President Rothenberg
Nays: None

Discussion: None

ITEM 3. Board Order No. AO- – **Term Extension Options for Lease No. ONT-8448:**
With MERCURY AIR CENTER – ONTARIO, INC., dba Atlantic Aviation, at 2161 E.
Avion Street at LA/ONTARIO INTERNATIONAL AIRPORT

EXECUTIVE SUMMARY: This action seeks Board of Airport Commissioners' (BOAC) consent, pursuant to terms of Lease No. ONT-8448 ("Lease"), to exercise the first of two (2) one (1)- year Lease term extension options with Mercury Air Center – Ontario, Inc. dba Atlantic Aviation (Mercury/Atlantic) effective October 10, 2009 upon Lease expiration.

RECOMMENDATION: Adoption of the Report requesting that the Board of Airport Commissioners approve and consent to Mercury Air Center – Ontario, Inc. dba Atlantic Aviation's (Mercury/Atlantic) exercise of its first of two (2) separate term Extension Options to renew ONT-8448 for one (1) year through October 10, 2010 that will generate approximately \$642,164.01 in revenue for Los Angeles World Airports. (Debbie Bowers, 424-646-7142)

DEFERRED

Moved by:
Seconded by:

Ayes:

Nays:

Discussion: See page 22

ITEM 4. Board Order No. AO-5142 – **First Amendment to Concession Agreement No. LAA-8354**: With T-MOBILE USA INC. for a two (2)-year extension for public wireless Internet access at Los Angeles International Airport, LA/Ontario International Airport, LA/Palmdale International Airport and Van Nuys Airport

EXECUTIVE SUMMARY: Staff requests the Board of Airport Commissioners to authorize Executive Director to execute an Amendment to Concession Agreement LAA-8354 with T-Mobile USA, Inc. to continue to provide public wireless internet access. The original contract term expires on September 7, 2009. Staff has met and negotiated with the Concessionaire the terms and conditions of this Agreement.

RECOMMENDATION: Adoption of the Report requesting that the Board of Airport Commissioners authorize the Executive Director to execute the First Amendment to Concession Agreement No. LAA-8354 with T-Mobile USA, Inc. for a two (2)-year Extension, upon approval as to form by the City Attorney. (Debbie Bowers, 424-646-7142)

RECOMMENDATION APPROVED

Moved by: Commissioner Aredas
Seconded by: Commissioner Zifkin

Ayes: Commissioners Aredas, Lawson, Nazarian, Torres-Gil Velasco, Zifkin and President Rothenberg

Nays: None

Discussion: None

ITEM 5. RESOLUTION NO. 23878 – **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

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)

RECOMMENDATION APPROVED

Moved by:
Seconded by:

Ayes:

Nays:

Discussion: See page 22

ITEM 6. RESOLUTION NO. 23879 – **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

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.

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)

RECOMMENDATION APPROVED
AS AMENDED

Moved by:
Seconded by:

Ayes:

Nays:

Discussion: See page 22

ITEM 7. RESOLUTION NO. 23880 – **Award of Contract:** To W.E. O’NEIL CONSTRUCTION COMPANY for ELEVATOR AND ESCALATOR SYSTEM UPGRADES - SITE MODIFICATIONS FOR PRIORITY I UNITS at LOS ANGELES INTERNATIONAL AIRPORT, in the amount of \$8,709,422

EXECUTIVE SUMMARY: Los Angeles World Airports (LAWA) has embarked on a major upgrade and modernization program of the outdated elevators, escalators, and moving walks at Los Angeles International Airport (“LAX”). Through this modernization program, aging and failing elevators and escalators will be upgraded or replaced. Upgrades include, but are not limited to, replacing the drive systems and moving parts with heavy duty transit-rated equipment. Typical work to complete replacement includes, but is not limited to, modifying building structural systems to allow installation of the larger transit-rated equipment. All work will be done under permits issued by City of Los Angeles, Department of Building and Safety.

The Board of Airport Commissioners (BOAC) has already authorized KONE, Inc. to procure and install 32 escalators and 16 elevators at LAX. This action requests BOAC approval to Award a Contract to W.E. O’Neil Construction Co. for the project entitled “Elevators and Escalators Systems Upgrades – Site Modifications For Priority I Units at LAX” to perform the demolition, structural, plumbing, electrical, mechanical, fire life safety modifications, and architectural finish work necessary to allow for the installation of the 32 escalators and 16 elevators.

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 Award of a Construction Contract to W. E. O’Neil Construction Company, the lowest responsive and responsible bidder, for the project entitled “Elevators and Escalators Systems Upgrades – Priority I Units at Los Angeles International Airport” in the amount of \$8,709,422, for a total authority not-to-exceed \$12,052,418; authorize the Executive Director to execute the Contract with W. E. O’Neil Construction Company upon approval as to form by the City Attorney; further find that USS Cal Builders, Inc.’s bid protest against W.E. O’Neil Construction Company is without merit and is rejected; and further find that Harbor Construction Company’s bid protest against USS Cal Builders, Inc., is without merit and is rejected. (Intissar Durham, 310-646-3254)

RECOMMENDATION APPROVED

Moved by: Commissioner Zifkin
Seconded by: Commissioner Aredas

Ayes: Commissioners Aredas, Lawson, Nazarian, Torres-Gil, Velasco, Zifkin and President Rothenberg
Nays: None
Discussion: None

ITEM 8. RESOLUTION NO. 23881 – Request for Bids: For the project entitled “TAXIWAY S IMPROVEMENTS” at LOS ANGELES INTERNATIONAL AIRPORT

EXECUTIVE SUMMARY: Staff requests that Los Angeles World Airports (LAWA) Board of Airport Commissioners authorize the Executive Director to advertise the Request For bids (RFB) for the proposed project entitled “Taxiway S Improvements” at Los Angeles International Airport (“LAX”). The Taxiway S Improvement project is a component of the proposed Bradley West Project which is an element of the approved LAX Master Plan.

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, and authorize the Executive Director to advertise for bids. (Intissar Durham, 310-646-3254)

RECOMMENDATION APPROVED

Moved by: Commissioner Aredas
Seconded by: Commissioner Velasco

Ayes: Commissioners Aredas, Lawson, Nazarian, Torres-Gil, Velasco, Zifkin and President Rothenberg

Nays: None

Discussion: None

ITEM 9. RESOLUTION NO. 23882 – **Request for Proposals:** For COMPLETE ON-CALL PROFESSIONAL CONSTRUCTION SUPPORT SERVICES for various projects at LOS ANGELES INTERNATIONAL AIRPORT, LA/ONTARIO INTERNATIONAL AIRPORT, and VAN NUYS AIRPORT

EXECUTIVE SUMMARY: Staff seeks approval from the Los Angeles World Airports' (LAWA) Board of Airport Commissioners (BOAC) to release a Request For Proposals (RFP) to procure complete on-call professional construction support services for various construction projects at Los Angeles International Airport, LA/Ontario International Airport, and Van Nuys Airport.

A number of professional services are required during the lifecycle of a capital project. These services include; Program/Project Management, Architecture/Engineering Design, and Construction Support. To ensure cost effective and transparent decision making throughout the lifecycle of a project, these services are ideally provided by different or separate entities. Given the volume of construction work that is forecasted to be put in place over the next few years, the need for professional construction support far exceeds the capacity of LAWA's existing resources. In addition, LAWA staff does not possess some of the specialized expertise required during construction, such as scheduling, estimating, and claims management.

Upon approval of this action by BOAC, a list of qualified firms to provide on-call construction support services will be established. LAWA staff intends to immediately enter into contract negotiations with six (6) of the most qualified firms. When acceptable contracts are negotiated with these six (6) firms, the contracts will be submitted to the BOAC for approval.

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 Request for Proposals document to perform Complete On-Call Professional Construction Support Services for various projects at Los Angeles International Airport, LA/Ontario International Airport, and Van Nuys Airport; and authorize the Executive Director to release a Request for Proposals to qualified firms to perform Complete On-Call Professional Construction Support Services as needed for various projects at Los Angeles International Airport, LA/Ontario International Airport, and Van Nuys Airport. (Intissar Durham, 310-646-3254)

RECOMMENDATION APPROVED

Moved by: Commissioner Aredas
Seconded by: Commissioner Velasco

Ayes: Commissioners Aredas, Lawson, Nazarian, Torre-Gil, Velasco, Zifkin and President Rothenberg
Nays: None

Discussion: None

ITEM 10. RESOLUTION NO. 23883 – **Award of Contract:** To GEPHARDT GROUP GOVERNMENT AFFAIRS, LLC in an amount not-to-exceed \$760,000 to provide assistance to LOS ANGELES WORLD AIRPORTS on an as-needed basis in advocating favorable federal legislation and federal agency decisions

EXECUTIVE SUMMARY: Los Angeles World Airports (LAWA) Management requests the Board of Airport Commissioners approval to Award a Contract to Gephardt Group Government Affairs, LLC for a total amount not-to-exceed \$760,000 to advocate for favorable legislation and federal agency decisions on behalf of LAWA and in cooperation with the Mayor's Office. One of two primary tasks will be legislative advocacy with the U.S. House of Representatives and Senate, including their various members, committees, and professional support staff. The other primary task will be regulatory advocacy, including funding and resource allocations, with the Department of Transportation, Federal Aviation Administration, Department of Homeland Security, Transportation Security Administration, and other federal agencies at LAWA airports. As an example, one initial project for the consultant will be to assist LAWA in the advocacy of increased revenue streams for airport development projects, specifically the legislative authorization to collect an increased Passenger Facility Charge.

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 Award of a three (3)-year Contract to Gephardt Group Government Affairs, LLC in an amount not-to-exceed \$760,000, for advocating favorable federal legislation and federal agency decisions, and authorize the Executive Director to execute the Contract with Gephardt Group Government Affairs, LLC upon approval as to form by the City Attorney. (Mike Molina, 424-646-5050)

RECOMMENDATION APPROVED

Moved by: Commissioner Aredas
Seconded by: Commissioner Lawson

Ayes: Commissioners Aredas, Lawson, Nazarian, Torres-Gil, Velasco,
Zifkin and President Rothenberg
Nays: None

Discussion: None

ITEM 11. RESOLUTION NO. – **Award of one (1)-year Contract:** With two (2) one-year Renewal Options, to IRON MOUNTAIN for EMAIL AND BLACKBERRY CONTINUITY/DISASTER RECOVERY SERVICES at LOS ANGELES WORLD AIRPORTS in an amount not-to-exceed \$135,000 annually, for a three (3) year total amount of \$405,000

EXECUTIVE SUMMARY: The proposed Contract is for Iron Mountain to continue providing services for the secure and safe retrieval and delivery of email in the event of an outage. This applies to both email and BlackBerry data which will be recovered through the backup Email Disaster Recovery (DR) System on LAWA's network. Information Management and Technology Group is requesting Award of a one (1)-year Contract with two (2) Renewal Options to be exercised by the Executive Director at her discretion.

This Contract is for services only; no equipment will be purchased. LAWA is presently developing a comprehensive business continuity/disaster recovery plan, this Contract will be a bridge until the plan is developed and implemented.

RECOMMENDATION: Adoption of the Report requesting that the Board of Airport Commissioners approve the Award of a Contract to Iron Mountain for Email and BlackBerry continuity/disaster recovery services at Los Angeles World Airports for one (1)-year with two (2), one-year Renewal Options and an amount not-to-exceed \$135,000 annually, for a three (3) year total amount of \$405,000; and authorize the Executive Director to execute the Contract and exercise, at her discretion, the subsequent one-year Renewal Options for this Contract, upon approval as to form by the City Attorney. (Dominic Nessi, 424-646-5001)

DEFERRED

Moved by:

Seconded by:

Ayes:

Nays:

Discussion: See page 22

ITEM 12. RESOLUTION NO. 23884 – **First Amendment to Contract No. DA-4149:** With SUNGARD AVAILABILITY SERVICES, LP to EXTEND THE TERM for one (1) year and INCREASE FUNDING for an amount not-to-exceed \$490,540 for business continuity and information technology system recovery services at LOS ANGELES WORLD AIRPORTS

EXECUTIVE SUMMARY: The proposed Amendment of Contract No. DA-4149 with SunGard Availability Services, LP (“SunGard”) is to continue providing Los Angeles World Airports (LAWA) with business continuity and disaster recovery services for critical Information Technology (IT) systems. In the event of a disaster or if critical systems fail, LAWA will have immediate access to up to 100 IT workstations at any SunGard facility to begin retrieving backup data to restore operations within 48 hours. Additional system recovery options available are detailed in the Board Report.

This Contract is for services only; no equipment will be purchased. LAWA is currently developing a comprehensive business continuity/disaster recovery plan. This Amendment will be a bridge until the plan is developed and implemented.

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 request to amend Contract DA-4149 with SunGard Availability Services, LP to extend the term for one (1)-year and increase Contract authority for an amount not-to-exceed \$490,540 for business continuity and information technology system recovery services at Los Angeles World Airports, and authorize the Executive Director to execute a Contract with SunGard Availability Services, LP upon approval as to form by the City Attorney. (Dominic Nessi, 424-646-5001)

RECOMMENDATION APPROVED

Moved by:
Seconded by:

Ayes:

Nays:

Discussion: See page 22

ITEM 13. RESOLUTION NO. 23885 – **Consent to Assignment of Contract No. DA-4150:**
From NetVersant of Southern California, Incorporated to NETVERSANT
SOLUTIONS, LP for maintenance and repair of the ACCESS CONTROL AND
ALARM MONITORING SYSTEM at LOS ANGELES INTERNATIONAL AIRPORT
and LA/ONTARIO INTERNATIONAL AIRPORT

EXECUTIVE SUMMARY: The Information Management and Technology Group (IMTG) requests Board of Airport Commissioners (BOAC) approval of a consent to assignment of Contract No. DA-4150 from NetVersant of Southern California, Incorporated to NetVersant Solutions, LP for maintenance and repair of the Access Control and Alarm Monitoring System (ACAMS) at Los Angeles International Airport and LA/Ontario International Airport.

The consent to assignment is necessary as NetVersant - Southern California, Incorporated filed for Chapter 11 bankruptcy protection and was acquired by NetVersant Solutions, LP.

RECOMMENDATION: Adoption of the Report requesting that the Board of Airport Commissioners approve the Consent to Assignment of Contract No. DA-4150 from NetVersant of Southern California, Incorporated to NetVersant Solutions, LP for maintenance and repair of the Access Control and Alarm Monitoring System at Los Angeles International and LA/Ontario International Airport, and authorize the Executive Director to execute the Consent to Assignment upon approval as to form by the City Attorney. (Dominic Nessi, 424-646-5001)

RECOMMENDATION APPROVED

Moved by:
Seconded by:

Ayes:

Nays:

Discussion: See page 22

ITEM 14. RESOLUTION NO. 23886 – **Award of one (1)-year Contract:** With two (2) one-year Renewal Options, to METALCLAD INSULATION CORPORATION for ASBESTOS, LEAD, AND MOLD ABATEMENT SERVICES, for an annual amount not-to-exceed \$500,000 and an overall amount not-to-exceed \$1,500,000, at LOS ANGELES INTERNATIONAL AIRPORT

EXECUTIVE SUMMARY: Staff requests the Los Angeles World Airports Board of Airport Commissioners to approve the Award of a one (1)-year Contract, with two (2) one-year Renewal Options to be executed by the Executive Director, to Metalclad Insulation Corporation for asbestos, lead, and mold abatement services for an annual amount not-to-exceed \$500,000 and an overall amount not-to-exceed \$1,500,000 at Los Angeles International Airport.

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 Award of a one (1)-year Contract, with two (2) one-year Renewal Options to be executed by the Executive Director, to Metalclad Insulation Corporation for asbestos, lead, and mold abatement services for an annual amount not-to-exceed \$500,000 and an overall amount not-to-exceed \$1,500,000 at Los Angeles International Airport, authorize the Executive Director to execute the Contract with Metalclad Insulation Corporation upon approval as to form by the City Attorney, and find that Argus Contracting's bid protest against Metalclad Insulation Corporation is without merit and is rejected. (David Shuter, 424-646-5111)

RECOMMENDATION APPROVED

Moved by:
Seconded by:

Ayes:

Nays:

Discussion: See page 22

ITEM 15. RESOLUTION NO. 23887 – **Award of three (3)-year Contract:** To WESTERN STATES MAINTENANCE AND ENGINEERING, INC. for AIRCRAFT RAMP SCRUBBING, FUEL SPILL CART SERVICES AND AIRCRAFT LAVATORY DUMPSITE MAINTENANCE, for an amount not-to-exceed \$608,122 at LA/ONTARIO INTERNATIONAL AIRPORT

EXECUTIVE SUMMARY: Staff requests that the Los Angeles World Airports Board of Airport Commissioners authorize the Executive Director to Award a three (3)-year Contract to Western States Maintenance and Engineering, Inc. for aircraft ramp scrubbing, fuel spill cart services and aircraft lavatory dumpsite maintenance at LA/Ontario International Airport for an amount not-to-exceed \$608,122 over a three (3)-year term.

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 Award of a three (3)-year Contract to Western States Maintenance and Engineering, Inc. for aircraft ramp scrubbing, fuel spill cart services and aircraft lavatory dumpsite maintenance for an amount not-to-exceed \$608,122 at LA/Ontario International Airport, and authorize the Executive Director to execute the Contract with Western States Maintenance and Engineering, Inc. upon approval as to form by the City Attorney. (David Shuter, 424-646-5111)

RECOMMENDATION APPROVED

Moved by: Commissioner Velasco
Seconded by: Commissioner Lawson

Ayes: Commissioners Aredas, Lawson, Nazarian, Torres-Gil, Velasco, Zifkin and President Rothenberg

Nays: None

Discussion: None

ITEM 16. 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

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)

DEFERRED

Moved by:

Seconded by:

Ayes:

Nays:

Discussion:

ITEM 17. RESOLUTION NO. 23888 – **Request for Bids:** For the operation of the CHARTER PARTY CARRIER FEE COLLECTION BOOTH located at LOS ANGELES INTERNATIONAL AIRPORT

EXECUTIVE SUMMARY: The Los Angeles International Airport (“LAX”) Charter Party Carrier Booth (“Booth”) system collects airport access fees from airport-licensed charter vehicles. Monies collected by the Booth are used to cover the costs of the Charter Party Carrier portion of the Ground Transportation Permit Program. The Booth is currently operated under a contract with New South Parking. Contract funding authority is projected to expire by December 1, 2009.

Staff requests authorization to advertise and solicit bids for the continued operation of the Charter Party Carrier Fee Collection Booth at LAX for a period of three (3) years.

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, and approve the request to advertise and solicit bids for the operation of the charter party carrier fee collection booth at Los Angeles International Airport for a period up to three (3) years, subject to final review and approval by the City Attorney. (Michael Biagi, 310-646-8425)

RECOMMENDATION APPROVED

Moved by:

Seconded by:

Ayes:

Nays:

Discussion: See page 22

ITEM 18. RESOLUTION NO. 23889 – **Request for Bids:** For three (3)-year supply of PARKING TICKETS FOR COMPUTERIZED PARKING CONTROL SYSTEM at LOS ANGELES INTERNATIONAL AIRPORT, LA/ONTARIO INTERNATIONAL AIRPORT and VAN NUYS AIRPORT

EXECUTIVE SUMMARY: Staff requests the Board of Airport Commissioners to authorize the Executive Director to solicit bids to purchase parking ticket stock for Los Angeles World Airports (LAWA) Computerized Parking Control System at Los Angeles International Airport, LA/Ontario International Airport and Van Nuys Airport.

The Contract is structured on a year-to-year basis and can be cancelled without penalty to LAWA.

RECOMMENDATION: Adoption of the Report requesting that the Board of Airport Commissioners approve specifications for parking tickets; and authorize the Executive Director to advertise for bids to provide tickets for the Computerized Parking Control System at Los Angeles International Airport, LA/Ontario International Airport and Van Nuys Airport. (Michael Biagi, 310-646-8425)

RECOMMENDATION APPROVED

Moved by:

Seconded by:

Ayes:

Nays:

Discussion: See page 22

ITEM 19. RESOLUTION NO. 23890 – **Travel Request/Expense:** For two (2) LOS ANGELES FIRE DEPARTMENT employees to the Twentieth Annual AIRCRAFT RESCUE AND FIRE FIGHTING WORKING GROUP MEETING AND CONFERENCE being held at the Sheraton Dallas Hotel located in Dallas, Texas from August 27 through 30, 2009

EXECUTIVE SUMMARY: Funding and approval is requested to send two (2) Los Angeles Fire Department employees, assigned to Los Angeles World Airports facilities, to attend the Twentieth Annual Aircraft Rescue and Fire Fighting Working Group Meeting and Conference being held at the Sheraton Dallas Hotel located in Dallas, Texas from August 27-30, 2009.

RECOMMENDATION: Adoption of the Report requesting that the Board of Airport Commissioners approve the funding for two (2) employees of the Los Angeles Fire Department to attend the Twentieth Annual Aircraft Rescue and Fire Fighting Working Group Meeting and Conference being held at the Sheraton Dallas Hotel located in Dallas, Texas from August 27-30, 2009 for an amount not-to-exceed \$3,622, and authorize the Executive Director to approve the travel request and pay the related expenses. (Raymond Jack, 310-417-0721)

RECOMMENDATION APPROVED

Moved by:

Seconded by:

Ayes:

Nays:

Discussion: See page 22

ITEM 20. RESOLUTION NO. – **Award of Contract:** To LIEBERT CASSIDY & WHITMORE, LLP for representation of LOS ANGELES WORLD AIRPORTS in a new lawsuit alleging donning and doffing VIOLATIONS UNDER THE FAIR LABOR STANDARDS ACT AGAINST THE AIRPORT POLICE DIVISION, styled *McClain, et al. vs. City of Los Angeles, et al.*, US District Court – Central District of California, Case No. CV-09-3752-GAF (JWJx), filed June 24, 2009

EXECUTIVE SUMMARY: The Office of the Los Angeles City Attorney (“City Attorney”) seeks approval from this Board to Award a three (3)-year Contract and authorize the Executive Director to execute a Contract with the law firm of Liebert Cassidy & Whitmore, LLP (LCW). LCW has been representing the Los Angeles Police Department (LAPD) in several companion lawsuits alleging violations of the Fair Labor Standards Act (FLSA) for failing to compensate various classes of sworn police officers for the time required for donning and doffing police uniforms, safety equipment, and protective gear. These cases have been consolidated under the lead case, *Nolan, et al. v. City of Los Angeles, et al.*, US District Court – Central District of California, Case No. CV 03-02190 GAF (AJWx).

On June 25, 2009, the Department of Airports (“Department”) was served with a new lawsuit, similarly alleging FLSA donning and doffing violations by the Airport Police Division. The Department seeks to retain LCW to represent and defend its interests in this specialized litigation, due to its familiarity with the City and its specialized knowledge and expertise in defending police agencies in FLSA multi-plaintiff and class actions. The law firm’s fees will be paid on an hourly basis for services in an amount not-to-exceed Two Hundred Twenty-Five Thousand dollars (\$225,000), based on the following projected hourly rates: Partner Hourly Rate \$250; Associate Hourly Rate \$190; and Paralegal Hourly Rate \$95. The firm has provided a projected pre-trial litigation budget.

RECOMMENDATION: Adoption of the Report requesting that the Board of Airport Commissioners find that this work can be performed more economically or feasibly by an independent contractor than by City employees; approve the Contract with Liebert Cassidy & Whitmore, LLP for legal representation in the Fair Labor Standards Act litigation initiated against the City of Los Angeles, Department of Airports, as well as related legal advice and counsel, in an amount not-to-exceed \$225,000 for the term of the Contract, without further authorization from the Board of Airport Commissioners; further find that this Contract is exempt from the Contractor Responsibility Program, pursuant to the Los Angeles World Airports Contractor Responsibility Program Policy Section 4(a)(9); and authorize the Executive Director to execute the Contract with Liebert Cassidy & Whitmore, LLP upon approval as to form by the City Attorney. (Patricia Almon Mor, 424-646-5010)

DEFERRED

Moved by:

Seconded by:

Ayes:

Nays:

Discussion: See page 22

CONSENT CALENDAR

President Rothenberg requested a motion of approval for the following enumerated items that did not need amendments or further discussion: 3 deferred, 5, 11, 12, 13, 14, 17, 18, 19 and 20.

Motion of approval of the consent calendar was made by Commissioner Velasco, seconded by Commissioner Aredas and it was unanimously adopted.

DISCUSSION ITEMS

ITEM 1. **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

Commissioners Lawson and Rothenberg recused themselves from discussion on this item and immediately left the meeting.

ITEM 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, Major Projects Division, requested the Board Report be corrected to reflect the not-to-exceed amount of \$350,000.

Commissioner Zifkin moved to amend the Board Report to correct the Reimbursable Agreement's not-to-exceed amount to \$350,000, seconded by Commissioner Aredas and it was unanimously adopted

The amended item was moved by Commissioner Aredas, seconded by Commissioner Velasco and it was unanimously adopted.

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MANAGEMENT REPORTS AND INFORMATION

EXECUTIVE DIRECTOR'S REPORT: 1) North Airfield Studies; and 2) Certified Service Providers Program.

COMMENTS FROM THE PUBLIC

The Board received comments from the following: Maggie Belton, PASC-LA; Marlene Mendoza, Unite Here Local 11; Debbie Lewis, Unite Here Local 11; Maria Estrada, Unite Here Local 11; Tom Walsh, Unite Here Local 11; Fanny Fuentes, SEIU 1877; Carolina Briones, LAANE; Mark Theodore, Proskaver Rose; Elvira Fillet, Unite Here Local 11; Lotus Silva, Unite Here Local 11; and Behjai Zanjani, IEM.

There being no further business, President Rothenberg with the unanimous consent of the Board ordered the Meeting adjourned at 4:32 p.m.

ATTEST:

PRESIDENT

SECRETARY

NOTE: A complete tape/video recording of this Meeting, exclusive of closed session, has been made and is on file as a public record in the office of the Secretary of the Board of Airport Commissioners. This tape is a public record in accordance with the California Public Records Act (Sections 6250-6260 of the Government Code).