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December 4, 2017

Ms. Lisa Trifiletti, Principal
Trifiletti Consulting, Inc.
1541 Wilshire Boulevard, Suite 560
Los Angeles, CA 90017

Subject: Proposal to Provide Environmental Consultation and Documentation Services for the Proposed Los Angeles Clippers Arena in Inglewood, California

Dear Ms. Trifiletti:

This Los Angeles Clippers Arena Environmental Impact Report (EIR) scope of work is designed to provide the City of Inglewood (City) with an objective California Environmental Quality Act (CEQA) document that reflects the City's independent judgment, achieves the proposed schedule, and creates outstanding legal defensibility. For purposes of this scope of work and related budget estimate, we assume that the project includes the following components:

- Demolition of existing warehouses, commercial, and other buildings that currently occupy the project site, including relocation of existing City water well, if applicable;
- Construction of the Los Angeles Clippers Arena (an approximately 18,000-seat multi-purpose arena that meets NBA standards, with capacity of 18,500 in non-NBA event configuration);
- Construction of supportive ancillary uses related to and compatible with the operation and promotion of the arena, such as a training facility, team office space, sports medicine clinic, and complimentary food and drink and associated retail uses;
- Development of parking amenities;
- Signage and lighting, including digital billboards and/or rooftop signage; and
- Creation of common space, landscaping, and pedestrian areas around the arena.

The location of the Clippers Arena and supporting ancillary uses would occupy approximately 22 acres owned by the City, the City's Successor Agency, and private property located in the City of Inglewood, immediately south of the Hollywood Park Specific Plan boundaries, in an area generally bounded by West Century Boulevard on the north, Prairie Avenue on the west, Yukon Avenue on the east, and 102nd and 103rd Streets on the south. It is anticipated that a more precise location will be identified as part of project definition.

Our team will be led by Brian D. Boxer, AICP, ESA Senior Vice President, who will serve as Project Director, and Terri Avila, ESA Vice President, who will serve as Project Manager. The project management team will be further supported by Ms. Christina Erwin and Ms. Addie Farrell, who will serve as Deputy Project Managers.

The Exclusive Negotiating Agreement anticipates preparation of hazardous materials, geotechnical, and civil engineering-related (wet and dry utilities) studies to be provided by the Project Proponent. We further anticipate that the Proponent will provide visual simulations, based on project specific architectural design, for use in the EIR. Where information is provided by the Project Proponent, our experts will peer review the information and incorporate relevant and appropriate information into the EIR. We currently anticipate that ESA's in-house technical experts will prepare all of the analyses to support the EIR, with the exception of Transportation and Circulation. We have augmented our team with Fehr & Peers, transportation consultants, with whom we have partnered on several other NBA arena studies, and Raju

Associates, Inc., which brings current experience with the City of Inglewood's transportation model. It is our expectation that Fehr & Peers and Raju Associates, Inc. will collaborate in the preparation of the transportation and circulation studies necessary to support the EIR. In addition, if necessary due to inclusion of high profile lighting and signage, ESA will add Lighting Alliance Design to provide technical analyses of spillover lighting and related effects. Depending on the final project description and the outcome of the scoping process, additional technical experts or firms may be added to the ESA team.

Scope of Work

The work scope and cost estimate reflect our expectations of the environmental issues that could arise from the project and its high profile nature.

As stated in the project approach, achievement of a high quality EIR on the desired schedule will require a high degree of coordination among the City, the Project Proponent (including its consulting designers and engineers), and the ESA team. The assumptions articulated in this proposal are understood to be preliminary in nature based on our prior experience with similar facilities, and are not intended to limit the City's independent review and actions related to the project. The underlying assumptions regarding operational characteristics, project definition, alternatives, and other factors must be agreed upon on a schedule to support the EIR analyses, and the need to remain largely consistent throughout the process. Our approach to project management and coordination, presented below, is based on this understanding.

The scope of work is structured in three (3) major phases:

- **Phase 1: Project Initiation, Definition, and Scoping.** Includes meetings to determine the appropriate form and structure of the CEQA document, potential qualification of the project as an Environmental Leadership Development Project (pursuant to Public Resources Code §21180-21189.3) or equivalent, development of the Project Description, development and circulation of a Notice of Preparation (NOP), attendance at the required Public Scoping Meeting, review of public comments on the NOP, and preparation of a refined scope of work for Phase 2;
- **Phase 2: Draft EIR.** Includes peer review of 3rd technical studies prepared pursuant to the Exclusive Negotiating Agreement, preparation of additional EIR technical studies, preparation of an Administrative Draft EIR, Screencheck Draft EIR, and Draft EIR for public release, preparation of a Notice of Completion, and attendance at a Draft EIR Public Hearing; and
- **Phase 3: Final EIR and Project Approvals.** Includes review and bracketing of comments received, preparation of Responses to Comments, Administrative Final EIR, Screencheck Final EIR, Final EIR, Mitigation Monitoring and Reporting Plan, and attendance at Planning Commission and City Council hearings.

Phase 1: Project Initiation, Definition, and Scoping

Task 1: Project Management

ESA has assembled a project management team and approach that will maximize our ability to meet the deadlines established for this project, which includes certification of an environmental document within approximately 14 to 18 months from issuance of a notice to proceed.

We have assigned a uniquely experienced core project leadership and management team that will work interactively on strategy, development, and review of the document. ESA's Project Director (Brian Boxer) will be actively involved in developing the analytical approach to individual technical analysis sections, providing strategic CEQA guidance and



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internal quality control for the environmental document, and ensuring the commitment of ESA resources to meet the project schedule. ESA's Project Manager (Terri Avila) will oversee preparation of each component of the environmental analysis and, as the day-to-day project lead, will coordinate interaction between the City team, Project Proponent team, and ESA staff. Our Deputy Project Managers, Christina Erwin and Addie Farrell, will support Brian and Terri. This provides a well-rounded leadership team that can facilitate the delivery of high quality products on an expeditious schedule.

This scope and budget assumes a high level of involvement by this team to address project management issues, including coordination and meetings with the City team, internal coordination of the technical members of the ESA team, guidance of the technical team, preparation of public presentations, review and revision based on City comments, QA/QC, and other related tasks.

Task 1 Deliverables:

- ✓ Monthly progress reports, invoices, quality assurance, budget management, and project communications.
- ✓ Refined and expanded scopes of work for Phases 2 and 3.

Task 2: Meetings with Project Proponent and City Teams

This task includes a project kickoff meeting with the City team, and another including the proponent team, as well as ongoing project coordination meetings/conference calls with the City team. It is anticipated that these meetings will be attended by ESA's Project Manager, and, as needed, by Project Director, and/or Deputy Project Managers, as well as other technical team members as needed and as supported by the budget, to address issues as they arise.

2.1: Kickoff Meeting

ESA's Project Manager and Project Director, along with selected key team members (e.g., subconsulting team members and/or technical specialists), will attend up to two kickoff meetings with City staff. Subjects for review and discussion at the kickoff meeting will include, but are not necessarily limited to:

- Confirmation of the project components, phasing, and appropriate analytical baseline;
- Confirmation of appropriate reliance on or references to the Inglewood General Plan, Hollywood Park Specific Plan and EIR, and other relevant documents;
- Confirmation of the scope of work, budget, schedule, and communication protocols;
- Confirmation of steps necessary to comply with any applicable requirements of PRC §§21180-21189.3, or equivalent special legislation;
- Identification of project data, information sources, and key contacts; and
- Discussion of key issues known to be of concern to agencies, interest groups, and the public.

ESA will provide a detailed schedule including identification of incremental dates for all required project description and other technical information necessary to achieve the desired schedule.

It is assumed that the City will provide any project-specific studies prepared to-date, exhibits, project description details including project and on- and off-site infrastructure plans, and materials for development of the environmental document prior to the kickoff meetings. If additional data are required, we will submit a memorandum identifying outstanding data requirements and the dates when such requirements are needed in order to maintain schedule compliance.

2.2: Ongoing Project Coordination Meetings

Our understanding and experience with similar projects of this magnitude suggests that the CEQA process will be benefited by regular communication. Therefore, we propose that meetings or conference calls be held, on average, weekly through the process, depending on need. These meetings/conference calls should be scheduled at a standard time and place on a weekly basis. In the event that meetings/conference calls are determined to be unnecessary, they can be readily cancelled or reduced to biweekly; in our experience it is much easier to cancel a standing meeting than to call an ad-hoc meeting on short notice.

During Phase 1, key issues to be discussed and worked out will include:

- Project Description, including any ancillary development and/or off-site improvements. Because of the unique characteristics of sports and entertainment venues, detailed assumptions need to be made about numerous operational characteristics such as start/end times for events, arrival/drop off locations for a wide variety of types of transportation, interaction of events with transit availability, truck loading and storage/parking during events, media truck staging, and pedestrian access points;
- CEQA process, including identification of any steps necessary to comply with requirements of PRC §§21180-21189.3, or equivalent special legislation;
- Scope of EIR technical issues, including the transportation and circulation analysis. This will include determination of such issues as: proper baseline conditions; characterization of the existing travel demand characteristics of Clippers games, including the distribution of trips throughout the region, and vehicle miles traveled; potential for simultaneous events at Clippers Arena, Rams/Chargers Stadium, and The Forum; consideration of social and economic effects, including gentrification and urban decay; and other issues raised by local community groups;
- Cumulative context, especially related to the Hollywood Park Specific Plan and NFL Stadium construction, transportation and transit improvements, and other development in the City and area;
- Alternatives definition, including alternatives for full consideration in the EIR, as well as those that were considered but eliminated from further consideration.

Task 2 Deliverables:

- ✓ Project meeting agendas follow up
- ✓ Detailed schedule including project description and related information requirements

Task 3: Scoping and Notice of Preparation

3.1: Initial Consultation

ESA will support the City's efforts to undertake early consultation with interested local, regional and State agencies. Such agencies could include Caltrans, LA Metro, South Coast Air Quality Management District, SCAG, Los Angeles World Airports, and others. The recently enacted Assembly Bill (AB) 52 will necessitate tribal consultation as part of the evaluation of cultural resources; it is expected that AB 52 consultation will be undertaken by the City, and that the City will provide information to ESA regarding the status of that outreach and any ongoing communication/consultation with the tribes.



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3.2: Notice of Preparation

ESA will initiate the CEQA process by preparing a NOP for the EIR. Because of the size and scale of the project, we do not currently anticipate preparation of an Initial Study. The NOP will include a project description that describes the proposed project land uses, densities and intensities, and anticipated design features. Based on past experience, we expect that the project description will be refined based on further design during the EIR process, but it is anticipated that the final project description will not be altered materially following publication of the NOP. The NOP will include a listing of environmental topical issues and analyses to be provided in the EIR and the reasons for determining that certain environmental effects, if any, would not be significant. If the City determines to prepare an Initial Study, ESA will provide an estimate cost and schedule for such a document.

The NOP will indicate that an EIR is in preparation and request guidance from agencies and the public regarding the scope and content of the information to be included in the EIR. The NOP will include a brief description of the project, information regarding the scoping meeting, and the process for completing the EIR.

The Draft NOP will be submitted to the City staff for review and comment. Based on one set of consolidated City comments, the ESA team will prepare the Final NOP and Notice of Completion (NOC) for distribution by the City. ESA will be responsible for circulation of the NOP to the applicable responsible and trustee agencies and interested parties, as directed by the City, and submittal of the NOP to the Office of Planning and Research (OPR) State Clearinghouse. The City would be responsible for mailing the Notice of Availability (NOA) to adjacent property owners or other interested parties and for publication of the NOA in a newspaper of general circulation.

3.3: Public Scoping Meeting

Pursuant to State CEQA Guidelines §15082(c)(1), during the 30-day review period of the NOP, ESA will assist the City in conducting a scoping meeting. The purpose of the scoping meeting will be to provide responsible agencies and the public the opportunity to provide input into the proposed scope and content of the EIR. The scoping meeting will also provide a preview of any environmental concerns the public may have. ESA will assist the City in developing the format for this meeting, as well as preparing sign-in sheets, comment cards, and a handout related to the environmental review process; it is assumed that the Project Proponent and/or the City will prepare oversized exhibits illustrating key features of the Project. The City will post the required noticing for the meeting; schedule the date, time, and location for the meeting; and secure the meeting room. The scoping meeting will be attended by ESA's Project Director, Project Manager, and Deputy Project Manager. If requested, ESA will retain a court reporter to provide a transcript of the meeting.

3.4: Scoping Comment Review and Phase 2 Scope of Work

Following the 30-day review period, ESA will collect and review any comment letters received and summarize the content of the comment letters in the EIR. ESA will review all written comments, and will provide the City with a summary memorandum identifying areas that need to be considered in the Draft EIR. Based on the summary memorandum, ESA will develop a detailed scope of work and budget for the Administrative Draft EIR (Phase 2), including technical analyses to be undertaken. As noted above, based on the scope of work for the Administrative Draft EIR, ESA may augment our technical team with additional expertise in response to issues raised in the scoping process.

Task 3 Deliverables:

- ✓ Early consultation meeting agendas
- ✓ Draft and Final NOP (up to 100 copies)
- ✓ Public scoping meeting PowerPoint presentation and up to 100 hard copies

- ✓ Provide a court reporter for the scoping meeting
- ✓ Summary memorandum of NOP comments and environmental issues
- ✓ Scope of Work and Budget for Phase 2 tasks

Phase 2: Draft EIR

The following scope of work for Phase 2 is conceptual and based on a fuller understanding of the project as defined in Phase 1 will be refined, expanded, and budgeted as part of the conclusion of the Phase 1 tasks.

Task 4: Peer Review Proponent Prepared Technical Studies

Pursuant to the Exclusive Negotiating Agreement it is expected that a number of environmental and other technical documents related to the project (civil engineering-related studies, geology, and hazards/hazardous materials) will be made available to the City and ESA to inform the preparation of the EIR. It is common practice to use such 3rd party studies to assist in describing the project setting, particular project effects, and/or mitigation, and such studies can ultimately be useful in supporting the City's analysis and conclusions in the EIR. However, to establish objective credibility and independent judgment of the EIR document, it is important that such 3rd party-prepared studies are independently peer reviewed by technical experts under the employ of the City and/or ESA prior to inclusion in the EIR.

ESA will use its in-house senior experts to conduct a thorough technical peer review of any 3rd party-prepared studies provided to the City, such as those related to water supply, wastewater, storm drainage, geology and soils, and hazardous materials and hazards. The peer review will document and establish the technical accuracy of the information, and identify any apparent deficiencies, errors and/or omissions affecting the completeness, methodologies, findings and adequacies of the technical reports. The peer review will advise the City of any revisions or additions to the technical studies that may be necessary to provide an adequate analysis of the potential environmental impacts of the proposed Clippers Arena Project.

The product of the peer review will be in the form of summary memoranda with attached document mark-ups that will be submitted to the City for its review. It is expected that issues raised in the draft memoranda will be discussed with the City and that any issues identified will be addressed in revised versions of the technical studies prepared by the 3rd party experts. The final memoranda will reflect ESA's conclusions as to the validity of 3rd party-provided information for use in the EIR. These peer review memoranda will become part of the administrative record for the EIR.

Task 4 Deliverables:

- ✓ Draft and final peer review memoranda (electronic)

Task 5: Prepare Administrative Draft Environmental Impact Report

ESA will prepare an Administrative Draft EIR that addresses the full range of environmental impacts of the proposed Los Angeles Clippers Arena Project. To the extent appropriate, the analysis will utilize relevant information contained in the Hollywood Park Specific Plan EIR, and any other relevant studies or CEQA documents identified by the City.

Incorporation by reference or other similar techniques will be used to maximize the use of the previously-prepared analyses and information. As appropriate, the EIR will document City codes, prior adopted measures, or relevant plan policies that would avoid or reduce the magnitude of project impacts, and will also identify potential project-specific mitigation measures that could further reduce the impacts of the proposed project.



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Our analysis will be structured in a way that is consistent with CEQA, the State CEQA Guidelines, and relevant case law. Our analyses will be informed by the City of Inglewood General Plan, the Hollywood Park Specific Plan and EIR, the Inglewood Energy and Climate Action Plan (2013), the SCAG 2016 Regional Transportation Plan/Sustainable Communities Strategy (Envisioning Our Region in 2040), and any additional relevant technical studies, as appropriate. We assume that City staff will review the Administrative Draft EIR and provide comments that represent the independent judgment of the City. We will participate in meetings to discuss, clarify, and determine the proper direction for revising the document based on City staff comments.

The preparation of the Administrative Draft EIR will be undertaken as specified below.

Introduction

The introduction to the EIR will present the project background, and will describe the organization of the EIR, type and use of the EIR, the environmental review process, the focus of the EIR analysis, other documents used in preparation of the EIR, lead and responsible agencies, and opportunities for public comment.

Summary

The Summary will clearly present the proposed Los Angeles Clippers Arena Project and the relationship of the proposed project to the City of Inglewood General Plan, and the Hollywood Park Specific Plan. The Summary will also summarize the main findings of the EIR. We will include a summary table that summarizes the impacts, the significance of each impact before and after prior adopted mitigation measures, any additional recommended project-specific mitigation measures, and the significance of each impact after implementation of project-specific mitigation measures. The summary table will also present the impacts that were considered to be fully evaluated in prior program-level EIRs and the mitigation measures that were identified in those documents and that will be adopted for the proposed project. The Summary will also summarize areas of controversy, the comparative effects of alternatives analyzed, and significant and unavoidable impacts, if any.

The Summary will be presented and formatted with the intent that it may be separately printed and distributed for use by interested parties.

Project Description

The project description section of the Administrative Draft EIR will be based on project design and construction information developed and provided to ESA by the Project Proponent and reflected in the Environmental Information and Checklist Form. ESA will coordinate with the project design and construction team to identify any supplemental information requirements necessary for the EIR. It is anticipated that the project description will include the following items:

- Clippers Arena building size and footprint;
- Team office, practice facility, sports medicine clinic, and complimentary food and drink and associated retail use size and footprints;
- Circulation and access;
- Parking;
- Signage and lighting, including digital billboards and/or rooftop signage;
- Creation of common space, landscaping, and pedestrian areas around the arena;
- Anticipated events, including number, type, and size;

- Anticipated hours of operation;
- Number of employees;
- Any uses in addition to the Arena (e.g., vendors);
- Construction methods and timeframes;
- On- and off-site infrastructure, including any infrastructure that may serve existing on- or off-site uses, or other uses that could be disrupted by construction;
- Phasing (if there are pieces of the project that will be brought on after the Arena construction);
- Relationship to/consistency with the City of Inglewood General Plan;
- City approvals; and
- Other agency approvals.

If such information is not going to be made available, and if necessary to maintain the project schedule, we will identify assumptions that can be made regarding the Los Angeles Clippers Arena Project. We are expecting that the architects, engineers, and designers under contract to the Project Proponent will confirm these assumptions. From the information provided by the City and Project Proponent team, ESA will further refine, as necessary, the project description which describes the project objectives, proposed infrastructure, and demand-related infrastructure and services.

Issues Previously Determined to be Less Than Significant

Based on initial review undertaken as part of the preparation of the NOP, any issues eliminated from consideration in the EIR will be addressed in a separate chapter of the Administrative Draft EIR, entitled "Issues Previously Determined to be Less Than Significant." This list may be altered as comments are received during scoping or as information becomes available during Administrative Draft EIR preparation.

Environmental Setting, Impacts and Mitigation Measures

At the conclusion of Phase 1, and based on further coordination with the City, ESA will develop a detailed scope of work for the technical analyses to be included in the Administrative Draft EIR. Based on initial evaluation of the project, we anticipate that the proposed project has the potential to affect or potentially affect the following environmental resource issue areas:

- | | |
|--|--------------------------------------|
| • Land Use | • Hazards/Hazardous Materials |
| • Population and Housing | • Hydrology and Water Quality |
| • Aesthetics, Light, and Glare | • Mineral Resources |
| • Air Quality | • Noise and Vibration |
| <i>Criteria Pollutants</i> | • Public Services |
| <i>Health Risks</i> | <i>Fire Protection</i> |
| <i>Air Quality Mitigation Plan</i> | <i>Police Protection</i> |
| • Biological Resources | <i>Schools</i> |
| • Cultural Resources | <i>Parks and Recreation Services</i> |
| <i>Archaeology</i> | • Paleontological Resources |
| <i>Historic</i> | • Transportation and Circulation |
| • Geology and Soils | • Utilities and Service Systems |
| • Global Climate Change/Greenhouse Gas Emissions | <i>Wastewater and Drainage</i> |
| | <i>Water Supply</i> |



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- *Solid Waste*
- Growth Inducement and Urban Decay
 - *Growth Inducement*
 - *Urban Decay*
- Alternatives
- Other CEQA-Mandated Sections
 - *Cumulative Impacts*
 - *Unavoidable Significant Impacts*

Task 5 Deliverables:

- ✓ Draft EIR Section Template (electronic)
- ✓ Complete Administrative Draft EIR (10 hard copies + electronic)

Task 6: Prepare Draft Environmental Impact Report

6.1: Screencheck Draft Environmental Impact Report

ESA anticipates that all comments on the Administrative Draft EIR will be directed through the City's Economic and Community Development Department, which will convey a single set of consolidated comments to ESA. ESA will incorporate City staff comments on the Administrative Draft EIR and submit one electronic version of the Screencheck Draft EIR to the City for review. We expect that the comments will direct revisions to the ADEIR. For budgeting purposes, we have assumed that no new technical studies will be prepared and that ADEIR technical studies will not need to be substantially revised based on changes to the project or pre-approved assumptions. We will allocate a level of effort to this task based on our understanding of the schedule and our past experience. Once the comments are received and review meetings have been conducted, we will consider the adequacy of the level of effort and confirm this with the City.

6.2: Public Draft Environmental Impact Report

ESA will incorporate City staff comments on the Screencheck Draft EIR based on a single set of consolidated comments, and submit a final Public Draft EIR to the City for distribution for a 45-day public comment period. We expect that the comments will direct revisions to the Screencheck DEIR, and we have assumed that the comments will be primarily editorial in nature. We expect that one review meeting will be conducted to make final decisions about revisions to the Screencheck Draft EIR. We will allocate a level of effort to this task based on our understanding of the compressed schedule and our past experience. Once the comments are received, we will consider the adequacy of the level of effort and confirm this with the City.

ESA will file 15 copies of the Summary and 15 CDs of the entire document (as preferred by the State Clearinghouse) and an NOC with the State Clearinghouse.

We assume that City staff will prepare a Notice of Availability (NOA) to accompany the Draft EIR. We also assume the City will distribute the EIR to interested stakeholders, contiguous property owners, and/or publish the Notice of Availability in a newspaper of general circulation in the area affected by the proposed project.

In the event that the project has qualified under the requirements of PRC §21180-21189.3, or equivalent special legislation, ESA will submit to the City all Administrative Record materials in support of the Draft EIR in a form suitable for uploading to the City's website.

Task 6 Deliverables:

- ✓ Screencheck Draft EIR (electronic)
- ✓ Draft EIR and NOC (10 bound copies of Draft EIR + 1 copy-ready of Draft EIR and Appendices + electronic + web-ready electronic for City to distribute) (15 Summaries (hard copies) + 15 CDs for ESA to deliver to the State Clearinghouse)
- ✓ Administrative Record for Draft EIR (electronic)

Task 7: Draft EIR Public Comment Period and DEIR Hearing

7.1 Public Comment Period

If the project has been certified pursuant to the requirements of PRC §21180-21189.3, or equivalent special legislation, ESA will work with the City to implement a system of posting of public comments within 72 hours of receipt by the City. This could be accomplished in coordination with the City's web master, or through the development of a separate website hosted by ESA.

7.2: Public Hearing on Draft EIR

During the 45-day review period, ESA will support the City's hosting of a public meeting to receive comments on the Draft EIR. The purpose of the meeting will be to provide responsible agencies and the public the opportunity to provide input on the adequacy of the Draft EIR. ESA will assist the City in preparing the format and exhibits for this hearing, and will provide a PowerPoint presentation that summarizes the Project Description and conclusions of the Draft EIR. The City will post the required noticing for the hearing; schedule the date, time, and location for the hearing; and secure the meeting room. If requested, ESA will provide a court reporter to prepare a transcript of the hearing.

Task 7 Deliverables:

- ✓ Host project-specific website, if requested
- ✓ Provide a court reporter for the public hearing, if requested

Phase 3: Final EIR and Project Approvals

The following scope of work for Phase 3 is conceptual and will be refined and budgeted as part of the conclusion of the Phase 2 tasks.

Task 8: Prepare Administrative and Final EIR Documents

8.1: Administrative Final EIR

ESA will review the comments received during the public review period on the Draft EIR. We will prepare written responses to comments and make necessary changes to the Draft EIR to create the Administrative Final EIR document. The Administrative Final EIR document will include:

- A brief introduction;
- enumerated comment letters on the Draft EIR;
- responses to all comments on substantive environmental issues presented in the Draft EIR; and
- a listing of revisions to the Draft EIR.



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Based on our understanding of this high-profile project, we expect that the level of comment received during public review of the Draft EIR will be robust. We further expect to receive numerous letters from agencies addressing concerns relevant to their agency, and many letters from the public expressing support or opposition to the project.

In order to expedite preparation and review of responses to comments, we expect at least one day-long meeting to review comments and discuss direction for responses.

ESA will provide an estimate of the level of effort required to prepare responses to comments based on our experience with other similar projects, our current understanding of the relative support and opposition to the project, and our understanding of the desired schedule. ESA will respond to comments related to the potential physical impacts of the proposed project as they relate to the environmental and/or economic analyses presented in the EIR within the estimated level of effort. We expect that responses will involve explanation, clarification, or amplification of the contents of the Draft EIR. We have assumed for budgeting purposes that no new technical analyses will be required nor that completed technical studies will need to be substantially revised based on changes to the project or pre-approved assumptions as part of the response to comments. Once the comments are received, we will consider the adequacy of the level of effort and confirm this with the City. ESA will continue to build the Administrative record, as applicable.

8.2: Screencheck and Final EIRs

Following review of the Administrative Final EIR, ESA will make revisions to the responses and prepare Screencheck Final EIR and Final EIR documents.

We assume that the City will prepare the Notice of Availability, Findings of Fact, and Statement of Overriding Considerations, if necessary. In the event that the City requests support on one or more of these approval documents, we have included these items as an optional task.

Task 8 Deliverables:

- ✓ Administrative Final EIR (5 bound hard copies + electronic)
- ✓ Screencheck Final EIR (electronic)
- ✓ Final EIR for publication (5 bound hard copies + 1 copy-ready + electronic + electronic web-ready)
- ✓ Administrative Record for Final EIR (electronic)

Task 9: Mitigation Monitoring and Reporting Program

ESA will prepare a draft MMRP for review and comment. The MMRP will be prepared in an agreed-upon format and will consist of:

- All project-specific mitigation measures or mitigating project features, including relevant measures and mitigating policies from the General Plan EIR, if relevant;
- Timing/frequency of action;
- Responsibility for implementation;
- Responsibility for monitoring;
- Verification of compliance.

To the extent possible, monitoring and implementation will be tied to existing City processes and mechanisms.

The draft MMRP will be submitted with the Administrative Final document for review. Following receipt of comments, ESA will revise the MMRP for publication. If requested, the MMRP will be bound with the Final EIR document.

Task 9 Deliverables:

- ✓ Draft and Final MMRP (electronic)

Task 10: Environmental Impact Report Hearings

10.1: Planning Commission Hearings

The ESA Project Director and Project Manager will participate in one (1) study session/workshop and one (1) public hearing before the City Planning Commission related to consideration of certification of the EIR and approval of the project. We assume that City staff would prepare any necessary presentations, and that the ESA team would support that process by assisting with a PowerPoint presentation, for example, or answering questions during the hearing related to EIR certification and the project's merits.

10.2: City Council Hearings

The ESA Project Director and Project Manager will participate in two (2) public hearings before the City Council for consideration of certification of the EIR and approval of the project. We assume that City staff would prepare any necessary presentations, and that the ESA team would support that process by assisting with a PowerPoint presentation, for example, or answering questions during the hearing on the project's merits.

We assume that City staff will prepare and file the Notice of Determination (NOD) with the State Clearinghouse and the Los Angeles County Clerk and would pay Department of Fish and Wildlife (DFW) fees associated with filing of the NOD.

Task 10 Deliverables:

- ✓ Attend two (2) City Planning Commission hearings, including preparing relevant materials
- ✓ Attend two (2) City Council hearings, including preparing relevant materials

Task 11: Assemble Administrative Record Materials

ESA will prepare the project EIR binder, which will include the following:

- Draft EIR, as modified by the Final EIR;
- Final EIR, which includes the comments received, responses to comments, changes to the Draft EIR and information added to the Draft EIR by the City as Lead Agency;
- City Council Resolution Certifying the EIR and adopting the Mitigation Monitoring Program for the project;
- CEQA Findings of Fact and Statement of Overriding Considerations for the project;
- Mitigation Monitoring and Reporting Program (MMRP) for the project, and
- Any additional materials, such as Errata, as requested by the City.

It is assumed that preparation of the project EIR binder can be completed within the proposed level of effort for this task (see attached cost estimate).

Task 11 Deliverables:

- ✓ Project binder (two (2) hard copies, and one electronic version)



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Preliminary Schedule

Based on ESA's experience and understanding of the CEQA process, as well as timeframes and review periods for various components of this EIR, we anticipate completion of the EIR in a period of 14 to 18 months. Factors that could lengthen or shorten the schedule include dates of receipt of project information, adequacy and completeness of project description information provided by the proponent team, adequacy of proponent-prepared technical reports length of administrative document review, and unanticipated issues arising from internal or public review of the environmental document.

In developing the following preliminary schedule, we have assumed the following:

- Project description and related assumptions necessary to initiate the transportation analysis, and proponent-prepared technical studies will be available no later than February 15, 2018.
- Remainder of project description information to support other environmental analyses will be available as scheduled between February 15, 2018 and March 30, 2018.
- Comments on the ADEIR will be available following four (4) weeks of City review.
- City team and any other necessary personnel will be available for full day review meetings on the ADEIR.
- No new issues requiring new or unanticipated technical analyses raised in late comments on NOP, ADEIR, or DEIR.

A detailed schedule will be established and discussed at the kickoff meeting.

Cost Estimate

As we have discussed, a variety of factors will affect the overall cost of the EIR. For the purposes of this scope of work, we have provided a detailed cost estimate for the Phase 1 tasks of \$188,418, including \$51,750 allocated for Fehr & Peers and Raju Associates, \$4,600 for court reporter services, and \$13,793 in direct expenses. Based on our experience with EIRs on other similar sports and entertainment facilities, ESA anticipates that the total cost for completion of the EIR would range from approximately \$1,250,000 to \$1,750,000 (approximately \$800,000 to \$1,000,000 for Phase 2, and approximately \$500,000 for Phase 3), exclusive of costs for the transportation analysis. This cost estimate is based on the following assumptions:

- Alterations to the proposed project description that occur after establishment of the CEQA project description, as agreed upon by the City, ESA, and the Project Proponent team, would be considered beyond the existing scope and may require contract modification if additional level of effort is required;
- Adherence with the proposed EIR schedule;
- Technical adequacy of all 3rd party technical studies;
- A level of controversy from interest groups that is consistent with estimated levels of effort for responding to public comments; and
- No new substantive issues raised in late comments on NOP or comments on the ADEIR or DEIR.

Other factors that could affect the overall level of effort and cost of the EIR process could include, but are not limited to:

- Requirements for qualification pursuant to the requirements of PRC §21180-21189.3, or equivalent special legislation;
- Consideration of off-site infrastructure or other associated development or infrastructure improvements not identified in this proposal;
- Need for additional technical studies, including a Water Supply Assessment; and

Ms. Trifiletti
December 4, 2017
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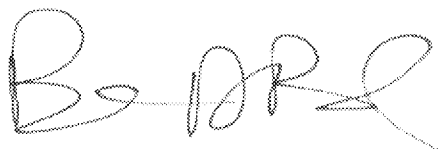
- Consideration of scenarios involving simultaneous events at the Clippers Arena, NFL Stadium, and/or The Forum.

It is our expectation that each of these issues will be discussed as part of the Phase 1 process, and will be accounted for in the refined and expanded scope of work for Phase 2.

A detailed cost estimate for the tasks associated with Phase 1 is attached.

We are excited about the opportunity to work with the City of Inglewood and look forward to discussing this further with you and answering any questions you have regarding any aspect of the scope of work, schedule, or budget presented in this letter.

Sincerely,

A handwritten signature in black ink, appearing to read "B. Boxer", with a stylized flourish at the end.

Brian D. Boxer, AICP
Senior Vice President
Project Director

Table 1: Cost Estimate for LA Clippers Arena EIR (ESA D170681.01)
ESA Labor Detail and Expense Summary

Labor Category		Senior Director II	Senior Director I	Managing Associate III	Managing Associate II	Managing Associate I	Senior Associate III	Senior Associate II	Senior Associate I	Associate III	Associate II	Associate I	Subtotal	Project Technician III	Project Technician II	Project Technician I	Subtotal	Total Hours	Labor Price
Task #	Task Name/Description	\$ 267.62	\$ 213.42	\$ 183.43	\$ 157.35	\$ 138.75	\$ 144.10	\$ 124.11	\$ 109.40	\$ 107.43	\$ 94.09	\$ 76.62		\$ 124.32	\$ 98.98	\$ 66.15			
Phase 1																			
1.0	Project Management	100			120								\$ 45,644				\$ -	220	\$ 45,644
2.0	Meetings												\$ -				\$ -	-	\$ -
2.1	Kickoff Meeting	16	4		16								\$ 7,653				\$ -	36	\$ 7,653
2.2	Ongoing Project Coordination Meetings	48			36								\$ 18,510				\$ -	84	\$ 18,510
3.0	Scoping and Notice of Preparation												\$ -				\$ -	-	\$ -
3.1	Initial Consultation	24		4	58	12	6						\$ 18,813				\$ -	104	\$ 18,813
3.2	Notice of Preparation	8			24	4							\$ 6,472				\$ -	36	\$ 6,472
3.3	Public Scoping Meeting	16			24								\$ 8,058				\$ -	40	\$ 8,058
3.4	Scoping Comment Review/Phase 2 Scope	12			40								\$ 9,505				\$ -	52	\$ 9,505
Phase 2													\$ -				\$ -	-	\$ -
4.0	Peer Review Proponent Technical Studies												\$ -				\$ -	-	\$ -
5.0	Prepare ADEIR												\$ -				\$ -	-	\$ -
	Introduction												\$ -				\$ -	-	\$ -
	Summary												\$ -				\$ -	-	\$ -
	Project Description												\$ -				\$ -	-	\$ -
	Environmental Setting, Impacts, Mitigations												\$ -				\$ -	-	\$ -
	Land Use												\$ -				\$ -	-	\$ -
	Population and Housing																		
	Aesthetics, Light and Glare												\$ -				\$ -	-	\$ -
	Air Quality												\$ -				\$ -	-	\$ -
	Biological Resources												\$ -				\$ -	-	\$ -
	Cultural Resources												\$ -				\$ -	-	\$ -
	Geology and Soils												\$ -				\$ -	-	\$ -
	Global Climate Change/Greenhouse Gas Emissions												\$ -				\$ -	-	\$ -
	Hazards/Hazardous Materials												\$ -				\$ -	-	\$ -
	Hydrology and Water Quality												\$ -				\$ -	-	\$ -
	Mineral Resources												\$ -				\$ -	-	\$ -
	Noise and Vibration												\$ -				\$ -	-	\$ -
	Public Services												\$ -				\$ -	-	\$ -
	Fire Protection												\$ -				\$ -	-	\$ -
	Police Protection												\$ -				\$ -	-	\$ -
	Public Schools												\$ -				\$ -	-	\$ -
	Parks and Recreation												\$ -				\$ -	-	\$ -
	Paleontological Resources												\$ -				\$ -	-	\$ -
	Recreation												\$ -				\$ -	-	\$ -
	Transportation and Circulation												\$ -				\$ -	-	\$ -
	Utilities and Service Systems												\$ -				\$ -	-	\$ -
	Wastewater and Drainage												\$ -				\$ -	-	\$ -
	Water Supply												\$ -				\$ -	-	\$ -
	Solid Waste												\$ -				\$ -	-	\$ -
	Growth Inducement and Urban Decay												\$ -				\$ -	-	\$ -
	Alternatives												\$ -				\$ -	-	\$ -
	Other CEQA-Mandated Sections												\$ -				\$ -	-	\$ -
6.0	Prepare Draft EIR												\$ -				\$ -	-	\$ -
6.1	Screencheck Draft EIR												\$ -				\$ -	-	\$ -
6.2	Draft EIR												\$ -				\$ -	-	\$ -
7.0	DEIR Public Comment Period and Hearing												\$ -				\$ -	-	\$ -
7.1	Public Comment Period												\$ -				\$ -	-	\$ -
7.2	Public Hearing on DEIR												\$ -				\$ -	-	\$ -
Phase 3													\$ -				\$ -	-	\$ -
8.0	Prepare Administrative and Final EIR Docs												\$ -				\$ -	-	\$ -
8.1	Administrative Final EIR												\$ -				\$ -	-	\$ -
8.2	Screencheck and Final EIR												\$ -				\$ -	-	\$ -
9.0	Mitigation Monitoring and Reporting Program												\$ -				\$ -	-	\$ -
10.0	EIR Hearings												\$ -				\$ -	-	\$ -
10.1	Planning Commission Hearings												\$ -				\$ -	-	\$ -
10.2	City Council Hearings												\$ -				\$ -	-	\$ -
11.0	Assemble Administrative Record												\$ -				\$ -	-	\$ -
Total Hours		224	4	4	318	16	6	-	-	-	-	-	572	-	-	-	0	572	
Total Labor Costs		\$ 59,947	\$ 854	\$ 734	\$ 50,037	\$ 2,220	\$ 865	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 114,656	\$ -	\$ -	\$ -	\$ -	-	\$ 114,656
Percent of Effort - Labor Hours Only		39.2%	0.7%	0.7%	55.6%	2.8%	1.0%	0.0%	0.0%	0.0%	0.0%	0.0%	100.0%	0.0%	0.0%	0.0%	0.0%	100.0%	
Percent of Effort - Total Project Cost		31.8%	0.5%	0.4%	26.6%	1.2%	0.5%	0.0%	0.0%	0.0%	0.0%	0.0%		0.0%	0.0%	0.0%			60.9%

ESA Labor Cost	\$ 114,656
Labor Cost Communication Fee 3%	\$ 3,440
ESA Non-Labor Expenses	
Reimbursable Expenses	\$ 13,973
ESA Equipment Usage	\$ -
Subtotal ESA Non-Labor Expenses	\$ 13,973
Subconsultant Costs	\$ 56,350

PROJECT TOTAL	\$ 188,418
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