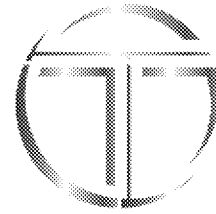


Trifiletti Consulting, Inc.
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Project Management, Environmental Clearance, and Interagency Coordination Services

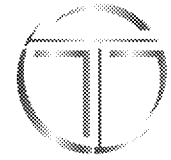
Trifiletti Consulting will perform professional services on behalf of the City of Inglewood (City) to provide project management, strategic environmental consulting and coordination services for the Inglewood Basketball and Entertainment Center, on behalf of the City's Economic and Community Development Department.

Firm Profile

Trifiletti Consulting provides strategic counsel in areas of land use, environmental, entitlement, public outreach and project management to leaders in public agencies and elected officials, private sector developers, infrastructure dEIResigners, and business and civic organizations. Grounded in decades of experience in government, we develop innovative, transparent and consensus building approaches to securing multi-jurisdictional approvals for complex development and infrastructure projects. Our success is based on a foundation of knowledge, experience, and stakeholder participation.

We are uniquely qualified to manage multi-stakeholder processes to address complex public policy issues, and we have a demonstrated ability to implement major master planned governmental and private sector development projects. Our achievements rest on building broad coalitions, while efficiently managing critical legal and environmental requirements and schedules. Trifiletti Consulting specializes in leading complex planning processes and designing environmental clearance strategies that embrace sustainability as project design features and minimizes environmental impacts.

Prior to launching Trifiletti Consulting, Lisa Trifiletti served as Deputy Executive Director of Environmental Programs and Chief Sustainability Officer for Los Angeles World Airports (LAWA). As Deputy Executive Director, she directed all activities of the Environmental Performance, Environmental Regulatory Compliance, Environmental Planning and Engineering, and Environmental Commitment Management divisions, and led all Entitlements and Environmental Clearances for LAWA's three airports (LAX, Van Nuys, Ontario) and Palmdale land holdings. Most notably, during her tenure at LAWA, she led the update of entitlements and environmental clearances for all major LAX Modernization Projects including the LAX Landside Access Modernization Program, and the LAX Northside Plan Update which consisted of 2.3 million square feet of development on 340 acres of airport property with widespread community support. Ms. Trifiletti also led the coordination efforts with the Los Angeles County Metropolitan Transportation Authority (Metro) to select the locally preferred alternative for the Airport Metro Connector's 96th Street Transit Station and its connection to LAX. Additionally, Trifiletti served as Chief Planning Deputy for all discretionary planning and environmental clearance applications, and all housing, transportation and land use issues in the City of Los Angeles to Councilmembers Jack Weiss and Paul Koretz for Council District 5.

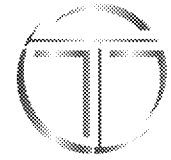


Trifiletti Consulting has earned a strong reputation as a trusted consensus builder and public outreach leader. Lisa Trifiletti was instrumental in helping secure historic settlement agreements on long standing contentious airport conflicts, including with the Alliance for Regional Solution against Airport Congestion (ARSAC) and adjacent jurisdictions, including the City of Inglewood. Her planning work has also been recognized by several organizations, as she has the Association of Environmental Professional's California Chapter Public Education and Outreach Award, and the Award of Excellence for the America Planning Association's Neighborhood Planning Award, and her projects have been featured in numerous positive media articles.

Background: City of Inglewood Planning Efforts

Today is a new era in the City of Inglewood as it becomes "The City of Champions" and redefines itself as a regional center in the greater Los Angeles region. As of August 2017, sales tax revenue increase has outpaced the Los Angeles County average, and property values are up more than 100% since 2012. These accomplishments have been driven by a number of completed and on-going projects in the City including the construction of the Metro Crenshaw/LAX Line, The Forum's revitalization which now actively hosts the largest entertainment acts in the Country, the redevelopment of approximately 238 acres in Hollywood Park with new land uses including residential, commercial and recreational, the relocation and construction of the Los Angeles Rams and Los Angeles Chargers new National Football League (NFL) stadium, and the City has currently entered into an exclusive negotiation agreement (ENA) for the potential relocation of the Los Angeles Clippers National Basketball Association (NBA) to the City of Inglewood.

As the City of Inglewood is actively transforming into a major regional activity center, the number of trips or vehicle miles traveled (VMT) in and around the City are anticipated to increase. Since 2010, traffic has increased by 128,066 (11%) vehicles per day within the City of Inglewood based on latest ADT studies. That is approximately an increase of 18,295 (1.57%) daily vehicles per year. The existing transportation infrastructure and circulation system is outdated, capacity should be increased as major arterials street and highways are highly congested, and there remains no direct connection from the Countywide Metro Rail System to the newly completed, under constructed, and future activity centers. Moreover, the City's Circulation Element from the City's General Plan has not been updated since 1992. To address these critical issues, the City of Inglewood is now in the studying the development of a major mass transit project connecting the Metro Rail System to the proposed activity centers and is preparing a comprehensive mobility plan to identify policy recommendations, infrastructure improvements and the program requirements necessary to move people across a multimodal transportation environment, and best prepare for the future development in the City.



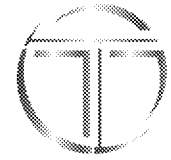
Trifiletti Consulting is currently assisting the City of Inglewood to prepare a comprehensive and sustainable mobility plan to identify policy recommendations, infrastructure improvements and the program requirements necessary to move people across a multimodal transportation environment, and to best prepare for the future development in the City. Trifiletti Consulting is serving as project manager on the selection of a preferred transit connection project to link the City of Inglewood to the Metro regional rail system and leading the preparation of all requisite environmental clearance documents for the potential Inglewood Transit Connection Project.

Given Lisa Trifiletti's role as project manager for the City's transportation planning work and unique prior experience leading multiple, complex EIRs simultaneously on behalf of a lead agency, Trifiletti Consulting will assist the City with interagency and stakeholder coordination and with the preparation of the environmental impact analysis and documentation for the proposed Inglewood Basketball and Entertainment Center Project to ensure consistency in assumptions, methodology and overall approach with other City planning efforts and EIR documents. This detailed scope of work and description of EIR analysis methodology is designed to provide the City of Inglewood (City) with an EIR that is consistent with the Notice of Preparation (NOP) that was published on February 20, 2018, that reflects the City's independent judgment, and that achieves the proposed schedule. For purposes of this scope of work and related budget estimate, we assume that the project would be as described in the NOP, and would include the following components:

- Demolition of existing warehouses, commercial, and other buildings that currently occupy the project site, including relocation of the existing City water well
- Construction of 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 practice and training facility, team office space, sports medicine clinic, complimentary food and drink and associated retail uses, and hotel
- Signage and lighting, including digital billboards and/or rooftop signage
- Development of parking sufficient to meet the needs of the arena
- Relocation of a City-owned water supply well to an alternate location on the Project Site; and
- Creation of common space, landscaping, and pedestrian areas around the arena, including possible pedestrian bridges

The location of the Inglewood Basketball and Entertainment Center and supporting ancillary uses would occupy approximately 22 acres on property identified in the NOP.

EIR Coordination Services Scope of Work for the Inglewood Basketball and Entertainment Center



Trifiletti Consulting will lead the management and preparation of the required analyses and documentation to prepare the necessary California Environmental Quality Act (CEQA) documentation in accordance with applicable state and federal environmental regulations for the proposed Inglewood Basketball and Entertainment Center. Coordination and planning services may also be required to determine specific project elements that need to be assessed in the CEQA documentation. Trifiletti Consulting will assist the City of Inglewood Economic and Community Development department with the strategic land use, environmental consulting, interagency coordination, and community/stakeholder outreach for the proposed Inglewood Basketball and Entertainment Center Project's environmental clearance documents, and will assist the City of Inglewood with the project management of multiple environmental clearance documents, and conduct peer reviews of proposed environmental clearance documents for certain major projects throughout the City of Inglewood. Trifiletti Consulting will ensure consistency with City's proposed environmental clearance methodologies and assumptions, thresholds of significance, project design features and project control measures, mitigation strategies, particularly in the environmental resources areas of traffic/transportation, air quality, and land use.

Phase 1 Services: (previously authorized and not included in this scope)

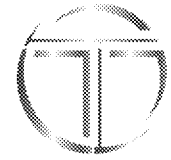
Phase 1 tasks were authorized in a contract approved by the City Council on December 19, 2017. Phase 1 of the project, which includes tasks needed to be completed or initiated prior to release of the Notice of Preparation (NOP). Phase 1 of the project will focus on identifying and defining all elements of the Inglewood Basketball and Entertainment Center Project, determining a strategy for processing project elements in compliance with CEQA, and development of the NOP and Initial Study. Phase 1 also includes coordination of scoping meetings associated with the NOP and Initial Study as well as analyzing the scoping comments to determine the appropriate scope of work for the CEQA documentation, which will be prepared in later phases of the environmental clearance work.

Phase 2 Services: This scope of work covers the following Phase 2 of work

Phase 2 Task 1: Project Management and Agency Coordination

This task covers the day-to-day project administration and coordination required for the project. For purposes of scope and budget development, it is assumed that 18 months would be needed for project administration and coordination to complete all tasks. Trifiletti Consulting will hold weekly project progress meetings (until the release of the Draft Environmental Impact Report) with the project consultant team, City staff, and project applicant to discuss project progress, budget, schedule, and identify any issues that need to be addressed to meet project milestones.

During the environmental process, Trifiletti Consulting will continue coordination with the City's Community and Economic Development, Public Works, and other internal divisions to ensure



consistency and verify assumptions being utilized in the environmental analysis. Trifiletti Consulting will also work with external agencies, including Caltrans, LADOT, the County of Los Angeles, SCAG and outside regulating agencies. Trifiletti Consulting will coordinate with City staff and applicant on a weekly and as needed throughout the project to discuss project plans, environmental documentation schedules, data needs, and upcoming activities.

Phase 2 Task 2: Refine Project Components and Develop Project Description

Phase 2 consists of continuing the collaboration with SCAG, City and other agency staff teams to further define and refine the elements of the Inglewood Basketball and Entertainment Center Project to be analyzed under CEQA. Trifiletti Consulting will collaborate with stakeholders to further define the project elements that are critical to efficiently advance implementation of the proposed Project. Sensitivity analyses may be warranted to understand the effects of different project elements; results of the sensitivity analyses would enable the City to make informed decisions on the Project's elements for implementation and environmental analysis.

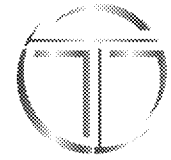
Task 2.1 Identify the Relationships between the Proposed Project and Other Projects and Policy Assumptions

The relationship between the Inglewood Basketball and Entertainment Center Project and previous and in-process EIRs and planning studies in the area, would be analyzed and documented. This information will be utilized throughout the project, particularly in public information and collateral information materials that will be developed describing the project. Conduct work sessions with the City, and key consultants on other current City projects to understand relationships between the proposed Project and other related projects.

Task 2.2 Coordinate Relevant Sensitivity Analysis

Sensitivity analyses on key environmental categories may need to be conducted to determine significance of probable environmental effects and to identify key concerns. As part of the sensitivity analyses, traffic modeling may be required. The traffic analysis used as part of the alternatives analysis will be used to address existing conditions, future conditions with and without the proposed Project, and impacts on traffic conditions at the study intersections, localized circulation patterns, and pedestrian and bicycle circulation and safety.

Key considerations in the estimation of effects and evaluation of the proposed Project are traffic impacts associated with the new Arena, and consideration of such potential impacts with and without certain related project implementation. Trifiletti Consultants will work closely with City staff and all consultants in developing these estimates as well as implementation details within the analytical framework for evaluation.



Trifiletti Consulting will manage the coordination of the existing conditions data, including traffic counts, intersection lane configuration, traffic control devices and associated operational information, transit routes, and bicycle/pedestrian facilities within the study area, so that the preparation of existing operational conditions are aligned and consistent with all other environmental impact reports in the City of Inglewood. The sensitivity analyses that may be conducted would utilize existing models to identify potential effects, potential ways to avoid impacts, and inform the environmental process employed for processing the proposed Project's components under CEQA. Development of the existing conditions and traffic assumptions will occur simultaneously with this task. Trifiletti Consulting will manage the consultant teams to deliver matrix of CEQA Thresholds utilized in previous documents compared to current CEQA thresholds, data requirements list, and analysis of any sensitivity testing is conducted.

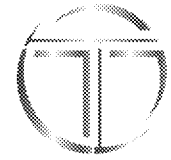
Task 2.3 Refine and Develop Project Description

A key component of the environmental process is to develop a project description in order to prepare appropriate environmental documentation. The project description must cover all components of the proposed Project and any related or enabling projects. Trifiletti Consulting will assist the City and the consultant team to further develop the Proposed Project which includes athletic training facility, office space, sports medicine clinic for team and potential general public use; retail and other ancillary uses that would include community and youth-oriented space; an outdoor plaza with landscaped areas, outdoor basketball courts, and outdoor community gathering space; and parking garages and surface parking facilities.

Phase 2 Task 3: Peer Review Proponent Prepared

Trifiletti Consulting will assist in the review 3rd party environmental and technical 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. Trifiletti Consulting will coordinate with ESA on the approach to technical peer review and will advise on the approach related to the studies' inclusion in the EIR. Trifiletti Consulting will review and revise the 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 the environmental team'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.

Phase 2 Task 4: Prepare Administrative Draft EIR (ADEIR)



These potential impacts will be evaluated further in an EIR. Trifiletti Consulting will lead the identification of current (2017) CEQA thresholds and compare against CEQA thresholds utilized in previous applicable CEQA documents. Trifiletti Consulting will drive the ADEIR to hit project milestone dates in a coordinated fashion. Assumptions, analyses, and findings in the Initial Study and previous EIR documents would be reviewed, confirmed, and incorporated by reference; modified to reflect existing conditions and changes in regulations or analysis methodologies; or updated to reflect changes in the plans for the proposed Project. Protocols for key environmental impact categories, such as noise and transportation/traffic, would be developed and submitted to the City for review and approval. Close coordination between the City, various relevant agencies, including but not limited to SCAG, CALTRANS, LADOT, LA County, AQMD, and the EIR team will be necessary to prevent delays in assembling the Administrative DEIR and to ensure that the information contained in the ADEIR adequately and accurately reflects the plans for the proposed Project.

Assumptions concerning construction schedules and operations, opening day, future years for analysis, interaction with ongoing and future projects, and forecasts would have to be verified and agreed upon. Weekly or biweekly coordination meetings/teleconferences would be conducted to review progress, obtain input and guidance on key issues, and keep stakeholders engaged in the CEQA process. Development of the Administrative Draft EIR will be accomplished in accordance with CEQA. As draft sections are completed by the project team, they will be reviewed internally for quality assurance/quality control. Preliminary draft sections will be submitted to the City and key stakeholders to obtain initial comments, as they are completed. The focus of this task will be on conducting technical analyses related to aesthetics, air quality (construction emissions and operational emissions related to surface transportation, and heating and cooling of the proposed buildings), greenhouse gas emissions, human health risk assessment, traffic and construction noise and vibration, traffic/transportation (construction traffic), and utilities.

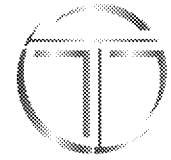
Detailed analysis of impacts anticipated due to construction and operation of the proposed Project would be developed under this task. Each topical section will follow a master format designed to demonstrate CEQA compliance and to enhance the ability of the public to understand the information in the EIR. Each section will be organized as follows:

Introduction

Methodology

Existing conditions will be discussed for each topic. Relevant regulations and policies will be identified and discussed. Thresholds of significance will be described to allow the reader to understand the significance of each identified impact.

Applicable Project Design Features and Commitments



Project impacts will be identified and discussed by type of impact, based on factual evidence. Cumulative impacts will be identified and discussed. Consistent with Section 15130 (b) of the CEQA Guidelines, cumulative impacts will be assessed for each topic based on either a list of related projects.

The most appropriate method will be used for each topic based on the availability and relevance of available information. Meridian Consultants will coordinate with City staff to develop a list of related projects to be considered in the cumulative impact analysis. Mitigation measures for each impact will be identified and discussed.

Conclusions regarding the significance of each impact after mitigation will be presented. The conclusions will be presented in a form that can be easily incorporated into the required CEQA Findings of Fact for each significant impact.

Introduction and Executive Summary

This section will include an Introduction as a courtesy to the reader who may have little or no experience in reading an EIR. The purpose of an EIR will be defined, with references to the CEQA Guidelines and statutes, as appropriate. The format and content of the EIR will be explained. Standards for the EIR will be briefly discussed. The environmental review process, as it is being administered for this project by the City of Inglewood will also be explained.

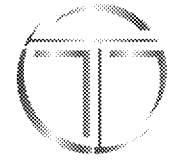
This section will also include an Executive Summary prepared in accordance with CEQA requirements which will include a summary of the proposed project, a project background, discussion of any known areas of controversy, and a summary of the project alternatives evaluated in the EIR. The Summary will also identify the significant impacts of the project identified in the Draft, mitigation measures, and residual impacts after mitigation.

Project Description

The Project Description developed and presented in the Notice of Preparation will be used for the ADEIR. The Project Description details will be further refined, in coordination with the project team, for incorporation in the Draft EIR. Substantive changes to the Project Description would be circulated to City staff for review and approval.

Environmental

Trifiletti Consulting will manage and coordinate the EIR team to complete an overview of the physical environmental conditions of the project area as included in the Notice of Preparation that was issued on February 20, 2018. This section will provide a general description of the proposed project site, and a summary of existing conditions by topic area. The following topics to be addressed in the EIR:



Aesthetics, Light, and Glare	Paleontological Resources
Air Quality	Population, Employment and Housing
Biological Resources	Public Services (including Police Services, Fire Protection Services, and Parks and Recreation)
Cultural Resources	Transportation and Circulation
Energy Demand and Conservation	Tribal Cultural Resources
Geology and Soils	Public Utilities (Water Supply, Wastewater Generation and Treatment, Storm Drainage Conveyance and Treatment)
Greenhouse Gas Emissions and Global Climate Change	Solid Waste Generation)
Hazards and Hazardous Materials	Growth Inducement and Urban Decay
Hydrology and Water Quality	Cumulative Impacts
Land Use and Planning	
Noise and Vibration	

Phase 2 Task 3:

Task 3.1: Draft EIR Public Comment Period and Draft EIR Hearing

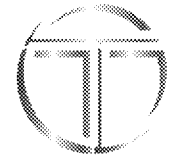
Trifiletti Consulting will work with the City to implement a system of posting of public comments within 72 hours of receipt by the City. This could be accomplished in coordination with the City's web master, or through the development of a separate website hosted by ESA.

During the 45-day review period, Trifiletti Consulting 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. Trifiletti Consulting will assist the City in preparing the format and exhibits for this hearing, and will assist and review all 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.

Phase 2 Task 4: Record Keeping

Trifiletti Consulting will assist with the assembly of the EIR Administrative Record. The Administrative Record must be maintained until the City renders a final decision on the Proposed Project. Further, while ESA will take a lead in assembling the whole of the record, Trifiletti Consulting will collaborate with the City's project team will be undertaken to support preparation of the Administrative Record, including assembling and organizing references and materials.

Phase 3: Final EIR and Project Approvals



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

Alternatives

Trifiletti Consulting will coordinate and manage the EIR consultant team to complete an alternatives analysis. CEQA requires an EIR to evaluate the comparative merits of a range of reasonable alternatives to a project that could feasibly attain the basic objectives of the Project and avoid or lessen the significant impacts of the proposed Project as identified in the EIR. An evaluation of a No Project alternative is also required. Alternatives are selected based on their potential to avoid or lessen any significant impacts associated with the proposed Project while still meeting basic project objectives. An environmentally superior alternative must also be identified as part of this analysis. This scope of work assumes a comparative qualitative analysis of the No Project alternative and two additional design, or project alignment alternatives to be identified and defined with City staff.

Other Required CEQA Sections and Appendices

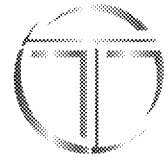
Trifiletti Consulting will ensure that consultants complete all other sections required under the CEQA Guidelines, including Effects Found Not to Be Significant, Growth-Inducing Impacts, Significant Irreversible Environmental Changes, a list of organizations and persons involved in the preparation of the EIR, and a list of references and persons consulted as part of the EIR analysis. The appendices will include all technical studies and other items related to the EIR, such as the NOP and comment letters on the NOP.

Phase 3 (to be further determined based on the number and complexity of comment letters received)

Trifiletti Consulting will ensure that consultants complete and release the public Draft EIR, Final EIR and Response to Comments, Finding and Statement of overriding consideration, and public hearings & meetings. Trifiletti Consulting will continue to assist the City of Inglewood with interagency coordination efforts required for proposed environmental clearances with critical agencies, including but not limited to the Los Angeles County Metropolitan Transportation Authority (Metro), California Department of Transportation (Caltrans), Southern California Association of Governments (SCAG), South Coast Air Quality Management District (SCAQMD), Los Angeles County, City of Los Angeles and other agencies or municipalities. Trifiletti Consulting will continue to assist the City of Inglewood with executing strategic community outreach for the proposed environmental clearances and ensure consistent messaging.

Fees: 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 applicant 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
 - No new substantive issues raised in late comments on the NOP or comments on the Administrative Draft EIR, Screencheck Draft EIR, or Draft EIR

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 beyond those identified in this proposal

A detailed cost estimate for the tasks associated with Phase 2 is included below. We will work with City to identify a detailed scope of work for Phase 3 at a later date

Trifiletti Consulting proposes to assist the City of Inglewood by providing project management, strategic land use and environmental consulting, interagency coordination and community outreach services, on a time and material basis, at the hourly rates of:

Lisa Trifiletti, Principal	\$ 314.15
Senior Project Director	\$ 236.90
Environmental Specialist	\$ 180.00
Planning Coordinator	\$ 133.90
Senior Associate	\$ 113.30
Associate	\$ 82.40

Direct expenses such as parking, copy fees, database research, authorized travel and related expenses will be billed at actual costs. It is agreed upon by both parties that this scope of services provided by Trifiletti Consulting does not constitute legal representation or legal advice. Any out-of-state or long-distance travel required to conduct the above-mentioned workplace investigations, compliance training or related services shall be approved in advance by the City of Inglewood.