

11 July 2007

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Erler & Kalinowski, Inc. ("EKI") has provided Wilson Meany Sullivan, LP, an agent of Stockbridge Capital Partners, LLC ("COMPANY"), and Gibson, Dunn & Crutcher, LLP ("CLIENT") with paper copies of the *Soil Management Plan, Hollywood Park Racetrack and Casino, 1050 South Prairie Avenue, Inglewood, California*, dated 3 July 2007, prepared by EKI. An electronic copy of this report, including the text, tables, figures, and appendices, is provided as an uploaded file to Hall & Foreman, Inc.'s FTP site (i.e., <ftp://files.hfinc.com>), in *.pdf (i.e., Adobe Acrobat) format.

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Sincerely,

ERLER & KALINOWSKI, INC.



Jami Striegel Orloff, P.E.
Project Manager

LETTER OF TRANSMITTAL

TO: Ms. Thizar Tintut-Williams
State of California Regional Water
Quality Control Board,
Los Angeles Region
320 West 4th Street, Suite 200
Los Angeles, CA 90013

DATE: 3 July 2007
PROJECT NO: EKI A50015.01
SUBJECT: Soil Management Plan

We are sending you:

<input type="checkbox"/> Plans	<input type="checkbox"/> Prints	<input type="checkbox"/> Specifications
<input checked="" type="checkbox"/> Reports	<input type="checkbox"/> Samples	<input type="checkbox"/> Shop Drawings
<input type="checkbox"/> Copy of Letter	<input type="checkbox"/> Other	<input type="checkbox"/> Change Order

Dated: 3 July 2007

Description:

- One (1) hard copy of the *Soil Management Plan* prepared by EKI for the Hollywood Park Racetrack and Casino located at 1050 South Prairie Avenue, Inglewood, California.

These are transmitted as checked below:

<input type="checkbox"/> As Requested	<input checked="" type="checkbox"/> For Review & Comments
<input type="checkbox"/> For Approval	<input type="checkbox"/> Returned After Loan to us
<input type="checkbox"/> For Information & Coordination	<input type="checkbox"/> For Action Noted

Remarks:

Please contact me with any questions.

Copy to: Mr. Douglas M. Moreland (WMS)

ERLER & KALINOWSKI, INC.

Jami Striegel Orloff

By: Jami Striegel Orloff, P.E.

If enclosures are not as noted, please contact us at once.

SOIL MANAGEMENT PLAN

**Hollywood Park Racetrack and Casino
1050 South Prairie Avenue
Inglewood, California**

3 July 2007

**Prepared for:
Hollywood Park Land Company, LLC**

(EKI A50015.01)

3 July 2007

Ms. Thizar Tintut-Williams
State of California Regional Water Quality
Control Board, Los Angeles Region
320 West 4th Street, Suite 200
Los Angeles, CA 90013

Subject: Soil Management Plan
Hollywood Park, 1050 South Prairie Avenue, Inglewood, California
SLIC Number 1207
(EKI A50015.01)

Dear Ms. Tintut-Williams:

On behalf of Hollywood Park Land Company, LLC ("HPLC"), Erler & Kalinowski, Inc. ("EKI") is pleased to present to the California Regional Water Quality Control Board, Los Angeles Region ("RWQCB") the enclosed report entitled *Soil Management Plan, Hollywood Park Racetrack and Casino, 1050 South Prairie Avenue, Inglewood, California*, dated 3 July 2007. This Soil Management Plan was prepared by EKI on behalf of HPLC to describe procedures and protocols for environmental risk management that will occur during planned redevelopment activities (the "Project") on the Hollywood Park Racetrack and Casino property located at 1050 South Prairie Avenue in Inglewood, California (the "Property") as related to earthwork, grading, excavation, or other disturbance of soil.

In July 2006, HPLC began working with the RWQCB to review the environmental conditions at the Property for its continued use as a horse racing facility and casino and to develop a strategy for addressing environmental concerns during planned redevelopment of the Property. HPLC and EKI representatives met with RWQCB staff on 4 April 2007, to discuss strategies for environmental response actions related to future redevelopment of the Property with residential home sites, mixed use residential and retail areas, and areas of civic use with approximately 25 acres of open space, including parks, central lakes, and recreational features. This Soil Management Plan provides an environmental risk management decision framework for soil that will be implemented during the redevelopment process at the Property. This framework is intended to provide orderly and timely management of residual chemicals of potential concern in soil, where previously identified in certain areas or possibly encountered on the Property during redevelopment, in a manner that is consistent with the planned land uses and that is protective of human health and the environment, including water quality.

Ms. Thizar Tintut-Williams
RWQCB, Los Angeles Region
3 July 2007
Page 2

It is envisioned by HPLC that this Soil Management Plan will be used as a technical reference for the Project and will be implemented, with RWQCB oversight, by selected construction contractors and consultants working on behalf of HPLC during the redevelopment of the Property.

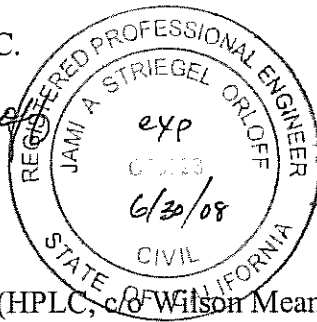
On behalf of HPLC, EKI requests your review and approval of the Soil Management Plan. If you have any questions, please contact me at (626) 432-5900, extension 201.

Very truly yours,

ERLER & KALINOWSKI, INC.

Jami Striegel Orloff

Jami A. Striegel Orloff, P.E.
Project Manager



cc: Mr. Douglas M. Moreland (HPLC, c/o Wilson Meany Sullivan, LP)

SOIL MANAGEMENT PLAN
Hollywood Park Racetrack and Casino
1050 South Prairie Avenue, Inglewood, California

TABLE OF CONTENTS

1. Introduction.....	1-1
1.1 RWQCB Review of Current Environmental Conditions at the Property	1-1
1.2 Soil Management Plan Organization	1-2
2. Property Background	2-1
2.1 Setting and Surrounding Properties	2-1
2.2 Property Land Use History	2-1
2.3 Regional Geology	2-1
2.4 Depth to Groundwater and Calculated Gradient Direction.....	2-2
3. Summary of Known Environmental Conditions on the Property.....	3-1
3.1 Basis for Development of Property-Specific Soil and Soil Gas Screening Criteria	3-1
3.1.1 Published Screening Levels for Soil and Soil Gas	3-2
3.1.2 Calculation of VOC Soil Screening Levels using RWQCB Guidance	3-3
3.2 Summary of Property-Specific Soil and Soil Gas Screening Criteria	3-3
3.2.1 Soil Criteria	3-4
3.2.2 Soil Gas Criteria	3-5
3.2.3 Applicability of Hazardous Waste Criteria	3-6
3.3 Areas Evaluated and Concluded to Require No Additional Investigations	3-7
3.3.1 Former Triangle Waste Storage Area.....	3-7
3.3.2 Stable Area	3-8
3.3.3 Main Track and Training Track	3-8
3.4 Areas Addressed Under Regulatory Agency Oversight or Previously Closed	3-9
3.4.1 Former Dry Cleaning Area.....	3-10
3.4.2 Former Cypress Fee Site Chemical Plumes in Property Groundwater	3-11
3.4.3 Methane and Benzene Detections Near Buried Natural Gas Lines in Stable Area	3-13
3.4.4 Former Storm Water Sediment Area.....	3-15
3.4.5 Former Diesel UST at Casino Building.....	3-17
3.5 Areas to be Addressed Prior to or during Property Grading.....	3-18
3.5.1 Current Vehicle Maintenance Area	3-19
3.5.2 Former Track Maintenance Area.....	3-20
3.5.3 Former Potrero Oil Field Areas	3-21

SOIL MANAGEMENT PLAN
Hollywood Park Racetrack and Casino
1050 South Prairie Avenue, Inglewood, California

TABLE OF CONTENTS

3.5.4	Print Room.....	3-23
3.6	Areas to be Addressed during Demolition.....	3-23
3.6.1	Main Track Infield Pond	3-24
3.6.2	Asbestos-Cement Pipe.....	3-24
3.6.3	Asbestos-Containing Materials and Lead-Based Paint in Structures	3-24
4.	Planned Property Redevelopment and Preliminary Grading Plan	4-1
4.1	Planned Development of Property	4-1
4.2	Identification of Primary Future Users of the Property	4-1
4.3	Preliminary Property Soil Grading and Overexcavation Plans.....	4-2
4.4	Summary of Grading in Areas to be Addressed Prior to or during Grading	4-3
4.4.1	Current Vehicle Maintenance Area	4-3
4.4.2	Former Track Maintenance Area.....	4-4
4.4.3	Former Potrero Oil Field Areas	4-4
4.4.4	Print Room.....	4-6
5.	Soil Management During Redevelopment	5-1
5.1	Planned Actions for Areas Containing COPCs above Property-Specific Criteria	5-1
5.1.1	Current Vehicle Maintenance Area	5-2
5.1.2	Former Track Maintenance Area.....	5-3
5.1.3	Former Oil Wells	5-4
5.1.4	Former Oil Field Impoundment Area.....	5-5
5.1.5	Print Room.....	5-6
5.2	General Property Soil Management.....	5-7
6.	Construction Risk Management Measures	6-1
6.1	Worker Protection Requirements.....	6-2
6.2	Construction Impact Mitigation Measures.....	6-3
6.2.1	Dust Control	6-4
6.2.2	Decontamination of Construction Equipment and Vehicles	6-4
6.2.3	Storm Water Pollution Controls	6-5
6.2.4	Dewatering	6-6
6.3	SCAQMD Rule 1166 Monitoring.....	6-6
6.4	Soil Management Protocols for Soil Suspected or Determined to Contain COPCs.....	6-7

SOIL MANAGEMENT PLAN
Hollywood Park Racetrack and Casino
1050 South Prairie Avenue, Inglewood, California

TABLE OF CONTENTS

6.4.1	Evaluation Soil Sample Collection Protocols and Notification Requirements	6-7
6.4.2	Excavation and Stockpiling of Excess Soil	6-9
6.4.3	Post-Excavation Confirmation Soil Sample Collection Protocols	6-10
6.4.4	Characterization of Stockpiled Excess Soil.....	6-10
6.4.5	Off-Site Disposal of Excess Soils.....	6-12
6.4.6	Tracking of Excess Soil for Re-use On-Site or Disposal Off-Site	6-13
6.5	Post-Grading Soil Gas Confirmation Sampling.....	6-13
6.6	Management of Below-Grade Structures.....	6-14
6.7	Soil Import Procedures	6-16
7.	Post-Construction Property Conditions	7-1
8.	References	8-1

SOIL MANAGEMENT PLAN
Hollywood Park Racetrack and Casino
1050 South Prairie Avenue, Inglewood, California

TABLE OF CONTENTS

LIST OF TABLES

Table 1 Property-Specific Soil and Soil Gas Criteria

LIST OF FIGURES

Figure 1 Hollywood Park Location Map

Figure 2 Existing Property Features

Figure 3 Preliminary Land Use Plan

Figure 4 Former Oil Field and Oil and Gas Well Location Map

Figure 5 Groundwater Sampling Locations

Figure 6 Areas Closed or Otherwise Addressed Under Regulatory Agency Oversight

Figure 7 Areas to be Addressed Prior to or During Grading

Figure 8 Proposed Soil Vapor Extraction (SVE) System, Former Dry Cleaning Area

Figure 9 Detection of Methane in Soil Gas Samples Prior to and Following Natural Gas Pipeline Repairs

Figure 10 Preliminary Property Grading Plan

Figure 11 Preliminary Geotechnical Overexcavation Plan

Figure 12 Current Vehicle Maintenance Area Preliminary Elevations

Figure 13 Former Track Maintenance Area Preliminary Elevations

Figure 14 Former Lennox E.H. 1 Oil Well Preliminary Elevations

Figure 15 Former Potter & Smith 1 Oil Well Preliminary Elevations

Figure 16 Former Hardy Community 2 & 3, Pacific Southwest 1, and Turf 2 Oil Wells Preliminary Elevations

Figure 17 Former Oil Field Impoundment Area Preliminary Elevations

Figure 18 Print Room Area Preliminary Elevations



SOIL MANAGEMENT PLAN
Hollywood Park Racetrack and Casino
1050 South Prairie Avenue, Inglewood, California

TABLE OF CONTENTS

LIST OF APPENDICES

Appendix A 95% Upper Confidence Limit Calculation for Arsenic Concentrations in
Soil

1. INTRODUCTION

Erler & Kalinowski, Inc. (“EKI”) has prepared this Soil Management Plan (“SMP”) on behalf of Hollywood Park Land Company (“HPLC” or “Property Owner”) to describe procedures and protocols for environmental risk management that will occur during planned redevelopment activities (the “Project”) at the Hollywood Park Racetrack and Casino property located at 1050 South Prairie Avenue in Inglewood, California (the “Property”, see Figure 1) as related to earthwork, grading, excavation, or any other disturbance of soil. The 238-acre Property was first developed as a horse racing facility in 1938, and HPLC currently continues operation of the horse racetrack and casino (see Figure 2). HPLC is considering potential future redevelopment of the Property with residential home sites, mixed use residential and retail areas, and areas of civic use with approximately 25 acres of open space, including parks, central lakes, and recreational features (see Figure 3; discussed in more detail in Section 4).

In July 2006, HPLC began working with the California Regional Water Quality Control Board, Los Angeles Region (“RWQCB”) to review the environmental conditions at the Property for its continued use as a horse racing facility and casino and to develop a strategy for addressing environmental concerns, i.e., related to certain soil and groundwater conditions, during potential redevelopment of the Property. This SMP summarizes the strategy developed by HPLC and the RWQCB and provides an environmental risk management decision framework that will be implemented during the redevelopment process. This framework is intended to provide orderly and timely management of residual chemicals of potential concern in soil previously identified in certain areas or possibly encountered on the Property in a manner that is consistent with the planned land uses and that is protective of human health and the environment, including water quality.

It is envisioned by the Property Owner that this SMP will be used as a technical reference and will be implemented by selected construction contractors working on the redevelopment Project at the Property, in accordance with Construction Contract Documents issued by the Property Owner.

1.1 RWQCB Review of Current Environmental Conditions at the Property

The Property was purchased by HPLC in September 2005. As part of environmental due diligence by HPLC, EKI performed a general review of environmental documents, available records regarding history and use of the Property, and a prior Phase I Environmental Site Assessment (“ESA”) report prepared by ENVIRON, dated 11 April 2005 (the “ENVIRON Phase I Report”; ENVIRON, 2005a). In June and July 2005, EKI conducted focused screening-level subsurface investigations at the Property in areas selected for additional investigation and evaluation based on the information reviewed. The objectives of the screening-level investigations were to evaluate subsurface environmental conditions and to screen for the presence of chemicals of potential concern (“COPCs”) in soil, soil gas, and groundwater in selected areas on the Property identified during the Phase I ESA process. Based on these 2005 screening-level subsurface

investigations, residual chemical concentrations were detected in soil and groundwater in some locations on the Property, apparently resulting from historic oil field operations and ancillary uses of the property supporting the commercial horse racing facility and casino, e.g., related to vehicle maintenance.

On behalf of HPLC, EKI submitted to the RWQCB an Application for Oversight Agency Selection, dated 21 July 2006 (EKI, 2006a) seeking designation of an environmental regulatory agency to provide oversight of soil management and redevelopment of the Property in accordance with the *Memorandum of Agreement Between the Department of Toxic Substances Control and the State Water Resources Control Board and the Regional Water Quality Control Boards and the California Environmental Protection Agency for the Oversight and Investigation and Cleanup Activities of Brownfields Sites*, dated 1 March 2005 (“MOA”; DTSC, 2005a). The RWQCB was selected, in accordance with the established MOA procedures, as the environmental regulatory oversight agency for the Property’s planned development Project (RWQCB, 2006).

On behalf of HPLC, EKI submitted to the RWQCB the results of the screening-level subsurface environmental investigations conducted by EKI and others during 2005 and 2006 in a data summary report prepared by EKI, dated 30 October 2006 (EKI, 2006b; the “Data Summary Report”). A brief summary of the findings of the prior investigations is presented in Section 3 of this SMP; refer to the Data Summary Report for complete data tabulations, laboratory analysis reports, and discussion of investigation protocols and findings.

1.2 Soil Management Plan Organization

This SMP is the follow-up document to EKI’s 30 October 2006 Data Summary Report (EKI, 2006b). Consistent with the MOA process, HPLC is requesting RWQCB approval of this SMP document, with its identified soil management protocols and criteria, as an adequate basis for the planned redevelopment of the Property.

Implementation of this SMP applies to the planned redevelopment of the Property, as described in this SMP, including demolition of existing structures, grading and geotechnical soil overexcavations, and construction-phase operations. This SMP applies to the Property Owner and other entities that may acquire, manage, or occupy portions of the Property in the future, subject to the receipt of any necessary, additional regulatory agency approvals for further redevelopment or changes in land uses.

The protocols outlined in this SMP are to be followed during design, construction, and post-construction of the planned development by the Property Owner. These protocols are intended to be consistent with, but are not designed to supplant, any specific mitigation requirements originating from the California Environmental Quality Act (“CEQA”) process for the planned redevelopment of the Property.

This SMP includes the following:

- a description of the Property background, including a brief description of the known land use history (Section 2);
- a summary of the results of environmental sampling on the Property and comparison of soil and soil gas data to Property-specific criteria for soil and soil gas (Section 3);
- a conceptual description of potential future land uses and the planned redevelopment of the Property, including the preliminary grading plan and soil overexcavation and reconditioning for geotechnical purposes (Section 4);
- soil management and construction risk management protocols to be implemented during planned redevelopment of the Property, including soil reuse and waste disposal classification protocols (Sections 5 and 6); and
- a description of planned post-construction Property conditions (Section 7).

The risk management protocols specified in this SMP are based on HPLC and EKI's current understanding of the Property's environmental conditions; current environmental policies, laws, and regulations; and current redevelopment plans, as well as discussions with, and concurrence by, RWQCB staff. No representation or warranty is made by HPLC or EKI to any present or future owners or developers of the Property or their consultants, agents, and contractors as to the applicability of this SMP with respect to future Property conditions or modifications made by such entities.

The provider of this document disclaims any responsibility for any unintended or unauthorized use of this document. Neither EKI, nor HPLC, nor any successor Property Owner, or any assign, affiliate, principal, agent, or representative of the foregoing shall be deemed or construed to have made any commitment to, or assumed any obligation or liability to any future owner or developer of the Property, or any tenant, consultant, agent, contractor, user, or other party occupying or visiting the Property based upon or arising out of implementation of this SMP. It is expressly understood that while this SMP is intended to provide guidance and establish a framework for the management of residual chemicals in soil and groundwater on the Property to protect human health and the environment, this SMP has been voluntarily adopted and, therefore, shall not create any warranties or obligations to third parties as to the implementation, adequacy, or success of protective measures determined under this SMP.

Thus, this SMP should be reviewed periodically and updated by the Property Owner and any future owners of the Property, as needed and appropriate, to reflect any pertinent changes in conditions on the Property, relevant technical practices and environmental criteria, or legal requirements impacting the Property and its use and occupancy.

2. PROPERTY BACKGROUND

This section provides a description of the Property setting and background, including the land use history, regional geology, and local hydrogeology.

2.1 Setting and Surrounding Properties

The Property area is approximately 238 acres and is currently occupied by the Hollywood Park Racetrack and Casino. Property existing facilities include a main horse racetrack (referred to herein as the “Main Track”), Grandstand Building and clubhouse, Pavilion/Casino Building, horse training or practice track (referred to herein as the “Training Track”), horse stable area, equine hospital, track and vehicle maintenance facilities, and associated paved parking and landscaped areas (see Figure 2). The Property is currently owned by HPLC.

The Property is bounded to the north by paved parking areas and the former Texaco (now Chevron) Cypress Fee site. The former Cypress Fee site included a former oil field and gasoline manufacturing plant and has recently been redeveloped as the Renaissance residential community by Watt Communities. The Property is bounded to the east by older single family residential housing and a recently developed retail shopping center; to the south by West Century Boulevard and mixed commercial uses beyond West Century Boulevard; and to the west by South Prairie Avenue and mixed older residential and commercial uses beyond South Prairie Avenue.

2.2 Property Land Use History

The Property was developed as a horse racetrack facility in 1938. Prior to 1938, the western portion of the Property was in agricultural use (apparent row crops) and several rural roads crossed the Property. The eastern portion of the Property (i.e., the northern portion of the current Stable Area; see Figure 2) appeared to be in oil field use prior to 1938, based on the review of a 1928 aerial photograph. The northern and eastern portions of the Property are located within the boundary of the former Potrero Oil Field, as defined by the California Department of Conservation, Division of Oil, Gas, and Geothermal Resources (“DOGGR”) (DOGGR, 2003). Historically, attempts were made to drill oil and gas wells on the Property at locations within and outside the boundary of the former Potrero Oil Field (see Figure 4). The approximate locations of former oil wells, including producing, abandoned, idle, or dry holes, based on a map obtained from DOGGR, dated 14 November 2003, are shown on Figure 4. In addition to the historical oil well locations, other oil field-related facilities were historically located on the Property, including a possible former impoundment area associated with oil field operations near the northwestern corner of the Training Track (see Figure 4).

2.3 Regional Geology

The Property is located in the Rosecrans Hills physiographic region of Los Angeles County. The shallow sediments that underlie the Property consist of the Pleistocene Lakewood

Formation. Regionally, these sediments are comprised of sand, silt, silty sand, and sandy clay with occasional gravel lenses. The San Pedro Formation unconformably underlies the Lakewood Formation and generally consists of partially consolidated gravel, sand, silt, and clay (DWR, 1961 and BBL, 2005b).

Soils observed by EKI during drilling operations at the Property were generally consistent with descriptions of the Lakewood Formation. Generally, fill material up to 15 feet thick was observed to be underlain by sand, silty sand, sandy silt, and clayey sand that were generally encountered to depths of 70 to 90 feet below ground surface (“bgs”). Below 70 to 90 feet bgs, well-graded sand, gravelly sand, sandy clay, and minor gravel were encountered to maximum drilling depths of 180 feet bgs.

Published historical records suggest that two fault zones cross the Property (see Figure 5). The Potrero Fault is a well-mapped fault zone that crosses the northeastern portion of the Property in the vicinity of the Training Track (see Figure 5) (D&M, 1999a; Gay, Jr., T.E., 1976; and Davis, J.F., 1986). The second fault is a trace of the Inglewood (Townsite) fault that is reported to cross the southwest portion of the Property (DWR, 1991). The presence of these two fault zones may be influencing groundwater conditions, e.g., groundwater depth and gradient, at the Property. The significance of these two faults with regard to seismic activity and regulation under the Alquist-Priolo Earthquake Faulting Zone Act has been evaluated by others (Geomatrix, 2007) and is not discussed herein.

2.4 Depth to Groundwater and Calculated Gradient Direction

The Property is located within the West Coast Groundwater Basin (WRD, 2001). During groundwater investigations by EKI and others on the Property (BBL, 2003b; BBL, 2005a; BBL, 2005b; BBL, 2006; Arcadis BBL, 2007), groundwater was encountered at depths ranging from approximately 70 feet bgs in the southwestern corner of the Property to approximately 115 to 180 feet bgs in the remainder of the Property. In general, depth to groundwater across the Property is approximately 100 feet or greater, except in the southwestern corner.

The wide range in groundwater elevations on the Property may be due to the occurrence of faults in the subsurface (i.e., Potrero Fault Zone or the Inglewood (Townsite) Fault; Figure 5) that could influence local groundwater flow. Groundwater elevation measurements made by BBL on behalf of Chevron, from Chevron groundwater monitoring wells located in the north-central portion of the Property (see Figure 5) indicate that groundwater in the vicinity of these monitoring wells flows generally to the southeast (BBL, 2003b; BBL, 2005a; BBL, 2005b; BBL, 2006, Arcadis BBL, 2007). This flow direction is consistent with regional groundwater gradient maps (WRD, 2001), which indicate a regional groundwater flow direction to the southeast.

3. SUMMARY OF KNOWN ENVIRONMENTAL CONDITIONS ON THE PROPERTY

As described in Section 1.1, EKI conducted focused screening-level subsurface investigations at the Property in areas selected for additional investigation and evaluation based on extensive information reviewed during the environmental due diligence process. The objectives of the screening-level investigations were to evaluate subsurface environmental conditions and to screen for the presence of chemicals COPCs in soil, soil gas, and groundwater in selected areas on the Property identified during the Phase I ESA process. Based on these 2005 screening-level subsurface investigations, residual chemical concentrations were detected in soil and groundwater in localized areas of the 238-acre Property, apparently resulting from historic oil field operations and ancillary uses of the property supporting the commercial horse racing facility and casino, e.g., related to vehicle maintenance. The results of the investigations conducted in 2005 and 2006 are presented in the Data Summary Report prepared by EKI (EKI, 2006b), which was submitted to the RWQCB. Subsequent follow-up investigations for the presence of methane gas in a few locations and confirmation of natural gas line repairs made by Hollywood Park personnel were conducted in August 2006 and April 2007, and storm water sediments were excavated from an area east of the Training Track during January through April 2007. Results of these additional activities and investigations are summarized under separate cover, as referenced in subsequent sections.

This section provides a summary of the criteria identified in this SMP for evaluation of concentrations of COPCs in soil and soil gas at the Property, based on planned land uses. This section then presents a summary of known environmental conditions in (1) areas previously evaluated and concluded to require no additional investigations, (2) areas being addressed under specific regulatory agency oversight or previously closed, (3) areas to be addressed prior to or during grading for planned land uses, and (4) areas to be addressed following demolition of existing structures and improvements.

3.1 Basis for Development of Property-Specific Soil and Soil Gas Screening Criteria

EKI compared the available soil and soil gas analytical data with selected published, chemical-specific, numerical “screening levels” obtained from several governmental authorities, which are described and listed in Sections 3.1.1 and 3.1.2 below, respectively, to identify areas of potential environmental concern on the Property. Areas of potential environmental concern on the Property were identified where soil or soil gas samples were found to contain chemical concentrations above the human health-protective, risk-based screening levels that were selected to be consistent with the potential future residential land use of the Property, and as needed for protection of groundwater quality.

EKI understands that the RWQCB considers use of published screening levels for the general purpose of initially evaluating analytical data to facilitate rapid, preliminary decisions regarding (1) determination of whether or not further consideration of response actions are likely necessary at a site, and (2) determination of whether or not site conditions

are protective of both human health and groundwater quality under current or planned land uses. As described below, environmental criteria for the Property have been selected from lists and guidance documents that are published by regulatory agencies and that are conservatively developed based on use of standard risk assessment guidance from the United States Environmental Protection Agency (“U.S. EPA”) and the California Environmental Protection Agency (“Cal EPA”). As such, these criteria are accepted for Property-specific use as being protective of public health and the environment for planned land uses ranging from residential, commercial, and mixed uses.

3.1.1 Published Screening Levels for Soil and Soil Gas

For purposes of this SMP for potential future redevelopment of the Property, the following selected, published environmental screening levels are used to identify areas of potential concern on the Property, based on protection of human health for planned future conditions on the Property (i.e., new construction on engineered fill) and potential future populations (i.e., residential or commercial users of the Property):

- California Human Health Screening Levels (“CHHSLs”) published by Cal EPA (Cal EPA, 2005b);
- CHHSLs published by Cal EPA for Volatile Chemicals below Buildings Constructed with Engineered Fill below Sub-Slab Gravel (Cal EPA, 2005a);
- Preliminary Remediation Goals (“PRGs”) published by U.S. EPA Region IX (U.S. EPA, 2004);
- Environmental Screening Levels (“ESLs”) published by the California Regional Water Quality Control Board, San Francisco Region (“SFBRWQCB”; SFBRWQCB, 2005); and
- Adjustments for expected local background soil conditions based on published information for certain naturally occurring metals, e.g., arsenic.

The following published and calculated environmental screening levels were also used to identify areas of potential concern at the Property, for purposes of this SMP and potential future redevelopment of the Property, based on protection of groundwater:

- Tabulated depth-specific screening values for TPH and BTEX published in the May 1996 *Interim Site Assessment & Cleanup Guidebook* published by the RWQCB (RWQCB, 1996);
- Depth-specific soil screening levels for VOCs calculated according to procedures published by the RWQCB (RWQCB, 1996); and
- Depth-specific soil cleanup numbers for indicators of organic waste-related compounds, i.e., nitrate and ammonia, published by the CVRWQCB (CVRWQCB, 2004).

When determining which of the above published screening levels are applicable for a specific chemical of concern at the Property, EKI selected the lowest numerical goal available from any of the above-listed sources that is relevant for the particular media (e.g., soil or soil gas) and planned land use (e.g., residential) and that is protective of both human health and groundwater quality, as described in Section 3.2 below.

Subsurface methane gas data were also screened by EKI using the criteria from the *Advisory on Methane Assessment and Common Remedies at School Sites*, published by the School Evaluation and Cleanup Division of the DTSC (DTSC, 2005b), as well as, reference to the lower explosive limit (“LEL”) for methane gas (DTSC, 2005b) and 1.25% methane gas (i.e., 25% LEL) pursuant to Los Angeles Municipal Code (“LAMC”) (LAMC, 2004).

3.1.2 Calculation of VOC Soil Screening Levels using RWQCB Guidance

As noted above, the RWQCB has published guidelines for calculating site-specific screening levels for VOCs in soil for protection of groundwater quality by evaluation of leaching potential based on soil type, and the distance of the specific VOC above first encountered groundwater (RWQCB, 1996). This process is used to determine depth-specific attenuation factors at soil sampling locations based on the observed soil type and the distance above groundwater. Next, a site-specific numerical goal for each VOC is calculated by multiplying each depth-specific attenuation factor by the California Maximum Contaminant Level (“MCL”) for the selected chemical of concern.

These site-specific calculations were performed by EKI for PCE, which is the only chlorinated VOC detected above potentially applicable screening levels in soil and soil gas in the Former Dry Cleaning Area (Figure 6). Similar site-specific calculations were also performed for methyl tertiary butyl ether (“MTBE”), PCE, and benzene detected in the Current Vehicle Maintenance Area and for PCE and benzene detected in the Former Track Maintenance Area (Figure 7). These Property-specific calculations are provided in Appendix L of EKI’s 30 October 2006 Data Summary Report (EKI, 2006b).

3.2 **Summary of Property-Specific Soil and Soil Gas Screening Criteria**

The available published numerical screening levels, as described in Section 3.1, are used as a basis to select a single Property-specific soil and soil gas criterion for each COPC for potential future residential or commercial/industrial land uses at the Property, and the selected Property-specific numerical soil and soil gas criteria are summarized in Table 1. These Property-specific, numerical soil and soil gas criteria have been selected for use during implementation of this SMP at the Property based on consideration of:

- published screening criteria for protection of human health and groundwater quality (Section 3.1) that are (a) generally applied for initial evaluation of analytical data to facilitate rapid, preliminary decisions regarding the potential need for remediation for protection of human health and groundwater quality, as described above, and (b) determined by the respective regulatory agencies to be protective of human health for unrestricted residential land use at a lifetime incremental cancer risk

of 10^{-6} or less (i.e., 1 in a million) and a hazard index (“HI”) of 1 or less for non-carcinogenic health risks for each COPC;

- potentially exposed populations given the currently planned land uses of the Property (discussed in Section 4), and
- potentially complete exposure pathways that are relevant to the potentially exposed populations (discussed in Section 5).

Thus, the criteria provided in Table 1 are considered protective of human health and the environment for planned land uses of the Property. Additional information on the selected criteria is presented below.

3.2.1 Soil Criteria

The Property-specific soil criteria were selected from the published regulatory screening levels discussed in Section 3.1 using the hierarchy described below:

- The lower value of the Cal EPA CHHSL (Cal EPA, 2005b) or the U.S. EPA Region IX PRG (U.S. EPA, 2004) for soil was selected as the Property-specific soil criterion for each COPC, where published criteria are available, with the exception of benzene, PCE, MTBE, and arsenic, as described below. California modified PRGs for soil were selected as the Property-specific soil criteria in place of the PRGs, where available (U.S. EPA, 2004).
- The depth-specific soil screening levels (“SSLs”) calculated according to RWQCB guidance (RWQCB, 1996; EKI, 2006b) were selected as the Property-specific soil criteria for benzene, PCE, and MTBE, for both residential and commercial/industrial land use. These RWQCB SSLs are lower than the soil PRGs (U.S. EPA, 2004) and CHHSLs (Cal EPA, 2005b) for these three COPCs. The RWQCB SSLs are depth-specific, i.e., vary by distance above the groundwater table. The anticipated deepest planned soil disturbance at the Property during the planned redevelopment will occur during geotechnical soil overexcavation, as described in Section 4. The base of these soil excavations is planned to occur at least approximately 100 feet above the current groundwater table at the Property, except within the southwestern corner, which is a parking lot with no known contamination or prior industrial uses. Therefore, the depth-specific RWQCB soil screening levels corresponding to a depth of 100 feet above groundwater were selected for use as the Property-specific soil criteria for these three compounds.
- Arsenic was detected in 43 soil samples collected from the Property at concentrations ranging from 0.43 mg/kg to 7.12 mg/kg, with two potential outlier concentrations detected in the Print Room (21.6 mg/kg) and Former Oil Well Impoundment Area (18.7 mg/kg) (EKI, 2006b). An assessment of the representative arsenic concentration in soil at the Property was made by calculating the 95% upper confidence limit (“UCL”) of the arithmetic mean of all available arsenic data for soil on the Property; this calculated 95% UCL is 5.5 mg/kg (Appendix A). Based on a

literature review, typical background concentrations of arsenic in California soils are generally less than 20 to 30 mg/kg or less (Scott, 1995; LBNL, 2002; Bradford, 1996; Wilson, 1990; Marrett, 1991; Marrett, 1992). Based on the available soil data for the Property and the review of typical, maximum background concentrations of arsenic in California soils, 15 mg/kg was selected as the Property-specific soil criterion for arsenic to allow for inherent variability in naturally occurring arsenic levels in southern California soils.

- PRGs and CHHSLs are not available for TPH in soil; therefore, the depth-specific soil screening levels published by the RWQCB in the *Interim Site Assessment & Cleanup Guidebook* were selected as the Property-specific soil criteria for TPH in soil (RWQCB, 1996). For the typical 100-foot distance above groundwater as noted above for the Property, the TPH criteria are: 500 mg/kg TPH in the gasoline range (C4-C12), 1,000 mg/kg TPH in the diesel range (C13-C22), and 10,000 mg/kg TPH in the motor oil range (C23-C32), as published for a range of 20 to 150 feet above groundwater (RWQCB, 1996).
- For indicators of organic waste-related compounds, i.e., nitrate and ammonia, the soil cleanup numbers published by the CVRWQCB were selected as the Property-specific soil criteria. Although these values are depth-specific, published values for the deepest soil considered by the CVRWQCB are only available for soil 30 to 50 feet above groundwater (CVRWQCB, 2004). Given the typical 100-foot depth to groundwater at the Property, use of these soil values is considered conservative for the Property. Therefore, the Property-specific soil criterion for nitrate (as nitrogen) and ammonia (as nitrogen) is 250 mg/kg, as the sum of these two nitrogen containing compounds.

3.2.2 Soil Gas Criteria

Property-specific soil gas criteria were selected from published regulatory screening levels as follows:

- The CHHSLs published by Cal EPA (Cal EPA, 2005b) are screening numbers developed by Cal EPA's Office of Environmental Health Hazard Assessment ("OEHHA") for shallow soil gas. For development of the CHHSLs, OEHHA calculated two sets of soil gas screening numbers: one for older buildings presumably not constructed on engineered fill and another for newly constructed buildings on engineered fill (Cal EPA, 2005a). The CHHSLs for VOCs in shallow soil gas (i.e., at the guidance sampling depth of 5 feet bgs) below new buildings constructed on engineered fill, for residential and commercial land uses (Appendix B of Cal EPA, 2005a), were selected as the Property-specific soil gas criteria for all COPCs with published CHHSL values. Use of these alternate CHHSLs for the planned redevelopment is considered appropriate because all existing HP structures will be demolished and replaced with new construction on engineered fill.

- For compounds with no available CHHSLs for shallow soil gas, the ESLs published by the SFBRWQCB (SFBRWQCB, 2005) for shallow soil gas for the respective land use were selected as the Property-specific soil gas criteria.
- Property-specific soil gas criteria are not needed for methane because methane is not a toxic compound and the project building plans will be reviewed and approved by City of Inglewood. The City's review of Project plans will reflect the City's incorporation of appropriate methane evaluation or mitigation measures as obtained from DOGGR or other pertinent guidance and its determination regarding abatement of methane gas leaks from existing piping systems that will be removed or capped as part of the redevelopment project. As described in Section 4.1, an area of the Property is proposed for civic use that may potentially include a school site. Any potential school sites to be constructed at the Property will be evaluated under pertinent laws and regulations, including available DTSC guidance for methane gas at school sites (DTSC, 2005b).

For implementation of this SMP during redevelopment, the selected Property-specific criteria listed in Table 1 are to be considered the maximum allowable concentrations of COPCs in representative soil or soil gas samples collected anywhere on the Property. For ease of application, these criteria may be compared with individual sample results; however, in locations where several samples are obtained and are considered to be representative of area-specific conditions, these criteria may be compared with statistically appropriate average concentrations, e.g., 95% UCL values determined for each COPC. Areas where soil and soil gas concentrations meet the Table 1 criteria for residential land use will be acceptable for unrestricted use. If HPLC chooses to apply the commercial/industrial land use criteria in specific areas of the Property where such criteria would be consistent with the planned land use, the potentially exposed populations, and potentially complete exposure pathways, such areas may be separately delineated and subject to land use restrictions determined pursuant to future agreement by HPLC and RWQCB.

As stated above, these criteria are based on the lowest published screening levels available that are considered conservative and are commonly applied to facilitate rapid, preliminary decisions regarding site conditions and intended land uses. Therefore, these criteria may be overly protective in some specific cases, and refinement or further evaluation of the Table 1 criteria may be needed for selected, defined areas of the Property, based upon encountered conditions or intended land uses at a specific location. If such conditions arise during the Project, the Property Owner may propose alternative risk-based goals for COPCs within a defined area for review and approval of the RWQCB on a case-by-case basis.

3.2.3 Applicability of Hazardous Waste Criteria

The Property-specific soil criteria listed in Table 1 for some COPCs for residential land use (i.e., total concentrations of beryllium, trivalent chromium, copper, selenium, zinc, DDD, and DDT) and commercial land use (i.e., total concentrations of barium, beryllium, trivalent chromium, copper, mercury, molybdenum, nickel, selenium, zinc, DDD, and DDT) are higher than the total threshold limit concentration ("TTLC"), which is one of the criteria used to define California hazardous waste based on the toxicity characteristic, as defined in

the California Code of Regulations, Title 22, Section 66261.24. These California criteria and the comparable Federal criteria for classification of hazardous wastes are applicable only to waste materials. Excavated soil will be sampled and characterized with respect to California and Federal hazardous waste criteria and all other pertinent laws and regulations prior to reuse on the Property or as needed for classification and acceptance for transportation and disposal at off-site permitted land disposal facilities. Therefore, excavated soil will be managed as described in Section 6. Excavated soil with concentrations of chemicals exceeding the specified waste criteria in representative samples (collected as described in Section 6) will not be reused on the Property, and excess excavated soil at the Property will be managed in accordance with applicable laws and regulations.

3.3 Areas Evaluated and Concluded to Require No Additional Investigations

During the environmental due diligence process conducted by EKI in 2005 on behalf of HPLC, EKI identified areas of potential environmental concern on the Property and performed subsurface investigations to evaluate the potential presence of COPCs in soil and soil gas. Based on the available data, the following areas (see Figure 6) do not contain COPCs in soil or soil gas at concentrations above the Property-specific criteria for residential land use listed in Table 1 and do not require further evaluation:

- Former Triangle Waste Storage Area
- Stable Area
- Main Track and Training Track

Because these areas do not require further evaluation, no specific, no focused actions are deemed necessary or are planned for these areas of the Property. However, the general protocols of this SMP will be implemented within these areas just as they will be implemented across the entire Property during redevelopment. As described in Section 6, should impacted soil be encountered during demolition and grading activities, such soil will be managed in accordance with applicable laws and regulations and in accordance with the provisions of this SMP.

3.3.1 Former Triangle Waste Storage Area

Based on available Property historical land use information, the Former Triangle Waste Storage Area (see Figure 6) was formerly used for storage of hazardous wastes (ENVIRON, 2005a). This area is currently paved and has not been used for chemical storage since some time before HPLC purchased the Property in 2005.

In 2005, EKI collected samples of soil and soil gas within the Former Triangle Waste Storage Area at locations where waste and materials storage was reported to EKI by Hollywood Park personnel. Volatile organic compounds (“VOCs”) were not detected in any of the soil samples collected from this area. Total petroleum hydrocarbons (“TPH”) in the C4 to C44 hydrocarbon range were detected in all soil samples collected at low concentrations, i.e., up to a maximum of 41 mg/kg, which is below the Property-specific soil criterion for TPH for residential land use listed in Table 1. No polycyclic aromatic

hydrocarbons (“PAHs”), polychlorinated biphenyls (“PCBs”), or pesticides were detected in soil samples collected from the Former Triangle Waste Storage Area.

None of the soil gas samples collected within the Former Triangle Waste Storage Area contained concentrations of VOCs above their respective Property-specific soil gas criteria for residential land use as listed in Table 1.

Based on these sampling results, no significant impacts to the subsurface in the Former Triangle Waste Storage Area are indicated, and this area is acceptable for unrestricted land use.

3.3.2 Stable Area

The Stable Area occupies the east-central portion of the Property, between the Main Track and the Training Track (see Figure 6). This area, which has been used for horse stables since the 1950s, contains approximately 18 large barns that each generally includes several stables for horses, small storage and tack rooms, and storage rooms that are used as apartments or living quarters. The Stable Area is generally unpaved although older paving is present below the ground surface in some areas. According to Hollywood Park personnel, horse bones may have been buried in the northern portion of the Stable Area many years ago, but no documentation of such activity has been identified.

In 2005, EKI collected four shallow, 4-point composite soil samples in the Stable Area. The pesticides 4,4'-dichlorodiphenyldichloroethane (“DDD”) and 4,4'-dichlorodiphenyl-trichloroethane (“DDT”) were detected in only one composite soil sample at concentrations well below their respective Property-specific soil criteria for residential land use listed in Table 1. No PAHs or PCBs were detected in these composite soil samples.

Based on these sampling results, no significant impacts to the subsurface in the Stable Area from Hollywood Park operations are indicated, and this area is acceptable for unrestricted land use.

3.3.3 Main Track and Training Track

According to Hollywood Park personnel, various additives, dust suppressants, and cushioning materials have been added to Main Track and Training Track soil over the decades of use of the Property. In 2005, EKI collected composite samples of soil from the Main Track and the Training Track for analysis for metals, TPH as gasoline and full carbon chain, nitrate/nitrite, hexavalent chromium, PAHs, and PCBs. No compounds were detected in the composite soil samples above their respective Property-specific soil criteria for residential land use listed in Table 1.

According to the Hollywood Park Property Manager, the soil surface of the Main Track was replaced between 17 July 2006 and 13 September 2006. The soil surface removed from the Main Track (i.e., soil sampled by EKI during 2005) was placed in a stockpile near the southeastern corner of the Training Track. Because the soil removed from the Main Track does not contain COPCs above the Property-specific soil criteria for residential land use

listed in Table 1 or above hazardous waste criteria referenced in Table 1, the soil placed in this stockpile can remain on the Property and be used as fill or incorporated into the grading plan, subject to approval by the project geotechnical engineer. If not geotechnically suitable or not needed for reuse, HPLC may choose to remove this soil from the Property for disposal or recycling.

A new soil surface was imported and installed on the Main Track. The Hollywood Park Property Manager provided a Material Safety Data Sheet (“MSDS”) for the new track surface, referred to as “Cushion Track”, and manufactured by Equestrian Surfaces International, Ltd., of the United Kingdom. The MSDS states that the track material is a “composite mixture of sand, strands of polypropylene and polyester, granulated rubber, and petroleum based wax”. Due to the value of this track surface, HPLC plans to remove this soil from the Main Track for resale or recycling prior to demolition or grading activities. If HPLC chooses to utilize this track material on the Property during redevelopment, the material will be sampled by collecting eight-point composite samples, which is consistent with previous sampling procedures for the materials on the Main Track and Training Track (EKI, 2006b) and appropriate for the homogenous track materials that are graded and mixed daily during ongoing Property operations. The eight-point composite sample will be prepared from eight representative grab samples by the analytical laboratory and analyzed for metals, hexavalent chromium, TPH, PAHs, and PCBs, and the analytical results will be compared to the Property-specific soil criteria in Table 1 to determine the acceptability for this material to remain on the Property during redevelopment, consistent with the SMP protocols described in Section 6.

3.4 Areas Addressed Under Regulatory Agency Oversight or Previously Closed

During the environmental due diligence process conducted by EKI in 2005 on behalf of HPLC, EKI identified areas of potential environmental concern on the Property and performed subsurface investigations to evaluate the potential presence of COPCs in soil and soil gas. Based on the available data, the following areas (see Figure 6) are now categorized as follows:

1. Areas currently being addressed with regulatory oversight:
 - Former Dry Cleaning Area
 - Former Cypress Fee Site Groundwater Plumes
2. Areas further evaluated and addressed by HPLC:
 - Methane and Benzene in Vapor Samples near Buried Natural Gas Lines
 - Former Storm Water Sediment Area
3. Areas closed by a regulatory agency:
 - Former Diesel Storage Tank for Emergency Generator

The general locations of these areas are shown on Figure 6 and are described below. Because these areas either do not require further evaluation of soil conditions or are undergoing response actions to address known soil conditions before this SMP is implemented, no other specific, focused actions are deemed necessary or are planned for

these areas of the Property in this SMP. However, the general protocols of this SMP will be implemented within these areas just as they will be implemented across the entire Property. As described in Section 6, should impacted soil be encountered during demolition and grading activities, such soil will be managed in accordance with applicable laws and regulations and in accordance with the provisions of this SMP.

As discussed further below, remediation of the Former Dry Cleaning Area is anticipated to be complete prior to grading of this area, and the abandonment and relocation of groundwater monitoring wells associated with the Former Cypress Fee Site groundwater plumes will be required prior to grading in those areas of the Property.

3.4.1 Former Dry Cleaning Area

The Former Dry Cleaning Area is located at the northern end of the Grandstand Building (see Figure 6). Dry cleaning operations reportedly were discontinued in approximately 1999, and the duration of dry cleaning operations at Hollywood Park is unknown, according to Hollywood Park personnel.

3.4.1.1 *Completed Environmental Investigations in this Area*

Subsurface investigations were conducted in this area by Dames & Moore (D&M, 1999c) and by EKI (EKI, 2006b) and tetrachloroethene (“PCE”) was detected in soil samples at concentrations above depth-specific soil screening levels for VOCs calculated according to procedures published by the RWQCB (RWQCB, 1996) and in soil gas samples above the Property-specific criteria for soil gas listed in Table 1 for PCE. PCE was detected in soil at concentrations up to 8.8 mg/kg, and in soil gas at concentrations up to 34 µg/L in the Former Dry Cleaning Area.

PCE was also detected in a grab groundwater sample collected from a borehole located approximately 20 feet north of the Grandstand Building housing the Former Dry Cleaning Area at a concentration of 5.8 µg/L, which is slightly above the California MCL for PCE of 5 µg/L. A grab sample of groundwater collected from a borehole (PS-GW-6) located east of the Grandstand Building, and approximately 350 feet in the potential downgradient direction from the Former Dry Cleaning Area, did not contain detectable concentrations of PCE. These grab groundwater sample locations are shown on Figure 5. During June 2005, the depth to groundwater in this area of the Property was approximately 120 feet below ground surface (“bgs”). RWQCB and HPLC have agreed to review groundwater conditions at the Property following demolition of structures during redevelopment (RWQCB, 2007).

3.4.1.2 *Response Actions Currently Occurring in this Area*

Given the concentrations of PCE detected in the subsurface soil and soil gas samples beneath the Former Dry Cleaning Area compared with the Property-specific soil and soil gas criteria listed in Table 1, and given the potential future residential use of this area of the Property, HPLC elected to implement, prior to redevelopment, a soil vapor extraction (“SVE”) system designed to reduce concentrations of PCE in soil and soil gas in this area, to the extent access is allowed by existing structures. A Work Plan to install and operate an

SVE system in the Former Dry Cleaning Area was included in the 30 October 2006 Data Summary Report prepared by EKI (EKI, 2006b). The SVE Work Plan was approved by RWQCB staff orally during a meeting with EKI and HPLC representatives on 4 April 2007, and was approved conditionally by the RWQCB in a letter dated 8 May 2007 (RWQCB, 2007). The layout of the proposed SVE system in the Former Dry Cleaning Area is shown on Figure 8. HPLC is currently making preparations to install and operate the SVE system. The SVE system is expected to be effective at reducing VOC concentrations in soil and soil gas to levels acceptable for residential land use and protection of groundwater quality prior to redevelopment of the Property. Upon termination of SVE system operation in accordance with the approved Work Plan, subsurface soil confirmation environmental sampling will be conducted by HPLC in the Former Dry Cleaning Area, and HPLC will request closure for this area from the RWQCB, thereby allowing planned redevelopment described in Section 4 to proceed. As agreed by the RWQCB and HPLC, groundwater conditions in the Former Dry Cleaning Area will be reviewed following demolition of the Grandstand Building (RWQCB, 2007).

3.4.2 Former Cypress Fee Site Chemical Plumes in Property Groundwater

The former Cypress Fee site is located adjacent to, and directly north of, the east-central portion of the Property (see Figure 6). The former Cypress Fee site was part of the former Potrero Oil Field and was used for oil production from approximately the 1920s through the 1980s (DOGGR, 2003; HartCrowser, 2003a). The Cypress Fee site contained as many as 18 oil well production sites (see Figure 4), as well as associated oil storage tanks, buried and aboveground pipelines, and four impoundment areas. A gasoline manufacturing plant was also located in the southwest corner of the Cypress Fee site (HartCrowser, 2003a). The former Cypress Fee site was recently redeveloped for residential land use by Watt Communities.

3.4.2.1 *Completed Environmental Investigations in this Area*

On 1 December 1987, RWQCB required installation and sampling of three groundwater monitoring wells at the former Cypress Fee site in response to a Site Assessment Report submitted to RWQCB by Texaco that documented “significant” soil contamination. In 1988, groundwater on the former Cypress Fee site was found to contain petroleum hydrocarbons and benzene. The RWQCB issued a Waste Discharge Requirements (“WDR”) Order (WDR 88-49), effective 25 April 1988 (RWQCB, 1988) to Texaco, Inc. (predecessor to Chevron) for land treatment of contaminated soil that required, among other things, implementation of a groundwater monitoring program (Monitoring and Reporting Program No. 6820) for the existing three groundwater monitoring wells and one additional well to be installed. TPH in soil was remediated to a cleanup goal of 1,000 mg/kg (Earth Tech, 1991b; Earth Tech, 1988), and RWQCB required groundwater monitoring to continue in accordance with monitoring program CI No. 6820 after it issued a closure letter for soil remediation (RWQCB, 1991). A groundwater extraction and treatment system was installed on the former Cypress Fee site and operated from approximately 1994 to 1998, and SVE remediation was performed from approximately September 1995 through September 2000 (Earth Tech, 1991a; RWQCB, 2001). RWQCB Order No. 88-049 was rescinded on 22 April 1999 (RWQCB, 2001); however, RWQCB has required submittal of subsequent

work plans for groundwater investigation, monitoring, and sampling in 1999 and 2003 (AET, 1999; RWQCB, 2003a; BBL, 2003a).

In December 2002, Watt Communities proposed to acquire the former Cypress Fee site for residential development. On 14 October 2003, RWQCB issued a letter for the former Cypress Fee site that stated soil was remediated to U.S. EPA PRGs (RWQCB, 2003b). Between 1992 and 2007, seven groundwater monitoring wells were installed by Chevron at the request of RWQCB on the Hollywood Park Property (see Figure 5), and all of the monitoring wells on the former Cypress Fee site were abandoned to facilitate construction of residences on the former Cypress Fee site by Watt Communities (BBL, 2005c). The seven wells on the Hollywood Park Property are currently used by Chevron for monitoring of benzene and tertiary butyl alcohol (“TBA”) plumes that are migrating in groundwater from the former Cypress Fee site onto the Property. Groundwater monitoring of these wells is performed on a semi-annual basis by consultants for Chevron (formerly Texaco), in accordance with the 2003 groundwater investigation work plan (BBL, 2003a), and results are reported to the RWQCB (Arcadis BBL, 2007).

In December 2006 the depth to groundwater in the seven monitoring wells on the Property (MW-5, MW-7, MW-8, MW-10, MW-13, MW-14, and MW-15; see Figure 5) ranged from approximately 162 to 174 feet bgs (Arcadis BBL, 2007) and benzene was detected in the groundwater sample collected from one monitoring well (MW-15) at a concentration of 7.8 µg/L. Benzene concentrations in groundwater on the Property appear to be decreasing over time. The highest benzene concentrations measured in groundwater on the Property ranged from 1,600 µg/L (well MW-7) to 4,600 µg/L (well MW-5) between 1993 and 1995; however, benzene has not been detected in groundwater samples collected from these two wells (MW-5 and MW-7) since the November 2004 sampling event. Groundwater samples collected from monitoring well MW-15, installed on the Hollywood Park Property in 2005, have contained benzene at 62 µg/L and 81 µg/L in 2005, and 13 µg/L and 7.8 µg/L in June 2006 and December 2006, respectively. The RWQCB has established the California MCL for benzene of 1 µg/L as the groundwater cleanup goal for benzene for the Cypress Fee site plume (Earth Tech, 1991a; personal communication with Thizar Tintut-Williams of RWQCB, 5 July 2005).

TBA was detected in five of the seven groundwater monitoring wells during the December 2006 sampling event at concentrations ranging from 76 µg/L to 170 µg/L. The concentrations of TBA in groundwater do not appear to be decreasing over time, as observed for the benzene concentrations, and may be slightly increasing in concentration. The current California Department of Health Services (“CDHS”) Drinking Water Notification Level for TBA is 12 µg/L (CDHS, 2006).

In December 2006, gasoline and MTBE were not detected in groundwater samples collected from Chevron’s monitoring wells on the Hollywood Park Property at concentrations above their respective detection limits of 50 µg/L and 5 µg/L. During the prior sampling event conducted by BBL in June 2006, gasoline and benzene were detected in the groundwater samples from well MW-15 at concentrations of 53 µg/L and 13 µg/L, respectively

(BBL, 2006). A California MCL does not exist for gasoline and the Los Angeles RWQCB has not established a screening level for gasoline in groundwater.

3.4.2.2 *Response Actions Currently Occurring in this Area*

Based on discussions between EKI and RWQCB staff, the current remedial plan for these Cypress Fee site petroleum constituent plumes in groundwater is monitored natural attenuation, i.e., no active remediation is currently in place nor is active remediation expected to be required by the RWQCB in the near future (personal communication with Thizar Tintut-Williams with RWQCB, 5 July 2005; RWQCB, 2003b).

The Chevron monitoring wells on the Property will require abandonment prior to general Property grading as part of redevelopment. Depending on the specific location of each monitoring well, the existing grade at the wellhead may be cut or filled by several feet based on the preliminary Property grading plan, as described in Section 4.

The monitoring wells will be abandoned in accordance with agreements between HPLC and Chevron, and requirements and approval of the RWQCB prior to grading of the area. Replacement of some or all of the Chevron monitoring wells will be dependent on the completed development (i.e., access for placement of new monitoring wells in public or non-intrusive areas of the Project) and any specific well design requirements of the RWQCB. A separate well abandonment and replacement plan will be submitted to the RWQCB for review and approval prior to the commencement of grading for the Project.

3.4.3 Methane and Benzene Detections Near Buried Natural Gas Lines in Stable Area

In 2005, EKI identified methane and benzene concentrations in soil gas samples collected in the eastern portion of the stable area (EKI, 2006b). This area of the Property is also located within the former Potrero Oil Field area. The areas of methane gas and benzene in soil gas appeared to correlate with the locations of existing buried natural gas lines, leaks from which were suspected to be the sources for these constituents. In 2006 and 2007, following repairs to the natural gas lines by HP personnel, EKI conducted follow-up testing to confirm that the leak sources for the methane and benzene had been addressed. A discussion of the methane and benzene testing by EKI and associated results is presented below.

3.4.3.1 *Summary of Results of Initial Methane Sampling (2005)*

In 2005, EKI collected soil gas samples from 59 temporary subsurface probes placed on a rough grid pattern throughout the former Potrero Oil Field area on the Property (i.e., primarily in the northern and eastern portions of the Property; see Figures 4 and 9). In five (5) of 59 soil gas samples collected by EKI, methane gas was detected at or above the screening level of 1,000 parts per million by volume (“ppmv”) and the hazard level of 5,000 ppmv recommended by the California Department of Toxic Substances Control (“DTSC”) (DTSC, 2005b). These five locations (PS-SGM-2, PS-SGM-45, PS-SGM-50, PS-SGM-51, and PS-SGM-52) and the methane concentrations detected in 2005 are shown on Figure 9. Upon further review of these initial results by EKI, the methane detections appeared to correlate with the locations of the buried natural gas lines on the Property, with

the exception of the methane gas detected at the PS-SGM-45 location, which appeared to be related to buried organic materials rather than natural gas as described in Section 3.4.4 below. Subsequently, HP personnel excavated portions of the natural gas lines near the methane detections identified by EKI and found several natural gas line leaks. Repairs to the natural gas lines were completed by Hollywood Park personnel and inspected by the City of Inglewood in late August 2005 (Bounds, 2005).

3.4.3.2 *Summary of Results of Follow-Up Methane and Benzene Sampling (2006-2007)*

On 1 August 2006, EKI conducted a follow-up methane screening event at the five previously identified methane detection locations in the Stable Area to evaluate the success of the natural gas line repairs completed by Hollywood Park personnel. EKI also retested the methane gas concentration at the PS-SGM-12 location in the Current Vehicle Maintenance Area, where methane was detected in 2005 (Figure 9). The August 2006 post-repair soil gas sampling by EKI indicated that methane gas was no longer detected at the PS-SGM-2 and PS-SGM-50 locations; however, methane was still detected above the DTSC hazard level of 5,000 ppmv in the PS-SGM-45 and PS-SGM-52 locations and at or above the DTSC screening level of 1,000 in the PS-SGM-12 location in the Current Vehicle Maintenance Area (see Figure 9). Natural gas pipeline leaks were still suspected in these areas.

In November and December 2006, Hollywood Park personnel conducted additional gas line repairs and flushed abandoned subgrade gas lines with compressed air. In April 2007, EKI conducted a second round of post-repair methane testing. The results of the testing indicate that the natural gas line repairs significantly reduced methane concentrations in the stable area; however, methane gas was still detected in soil gas at PS-SGM-52 up to 24,000 ppmv, above the DTSC hazard level of 5,000 ppmv, and at the PS-SGM-51 location up to 2,000 ppmv, above the DTSC screening level of 1,000 ppmv. Methane gas was not detected above the DTSC screening level at the PS-SGM-2, PS-SGM-50, or PS-SGM-12 locations. The previous repairs to the known natural gas line leaks appear to have been largely successful. The remaining methane detected at the PS-SGM-51 and PS-SGM-52 locations is likely the result of minor ongoing natural gas pipeline leaks. All of the remaining methane concentrations detected in the stable area are below half of the lower explosive limit (“LEL”) for methane. HP personnel are continuing to attempt to identify and repair the leaks in the buried natural gas pipelines.

During the April 2007 soil gas sampling event, benzene was detected in two (2) soil gas samples collected at locations SG-4 (0.17 µg/L) and PS-SGM-27 (0.13 µg/L) at concentrations above the Property-specific soil gas criterion for residential land use listed in Table 1. As shown on Figure 9, the SG-4 sample location is near sample areas PS-SGM-51 and PS-SGM-52, where ongoing natural gas pipeline leaks are suspected, as described above. Samples collected directly from the natural gas pipeline by ENVIRON on 19 August 2005 confirmed that natural gas conveyed in these lines contained up to 58 µg/L benzene. Thus, the presence of benzene in soil gas at these two areas may be related to ongoing natural gas pipeline leaks in these areas. The source for the benzene in soil gas at the PS-SGM-27 location is not known, but may also result from buried natural gas pipeline

leaks. Little is known about utility lines that may be present at the PS-SGM-27 location because this sampling point is on the edge of the northern Property boundary.

Prior to or during Property grading (described in Section 4), the existing buried natural gas lines will be removed from the ground and disconnected, purged, or abandoned in place as permitted by Project redevelopment plans. The discontinuation of natural gas service to these pipelines during demolition and grading should be effective at reducing the concentrations of methane and benzene detected in soil gas in these areas. As discussed in Section 4, in addition to the cut and fill needed to meet the Property grading plan for redevelopment, soil across the Property will also be overexcavated and reconditioned for geotechnical purposes. According to the preliminary overexcavation plan, soil in the area of the existing natural gas pipelines will be overexcavated to depths ranging from approximately 6 feet to 20 feet below existing ground surface. Following completion of Property grading and overexcavation activities in accordance with the SMP protocols described in Sections 5 and 6, soil gas samples will be collected from prior sample locations SG-4 and PS-SGM-27, in accordance with the protocols described in Section 6.5, to confirm benzene concentrations in soil gas at these locations are below the Property-specific soil gas criterion listed in Table 1.

If benzene is detected in samples of soil gas above the Property-specific criteria in Table 1, the Property Owner's representatives will confer with RWQCB personnel to discuss the appropriate response, which may include (1) additional testing or monitoring, (2) evaluation of refined Property-specific soil gas criteria for that area, as described in Section 3.2, (3) implementation of remedial actions, (4) implementation of vapor mitigation systems below planned structures, or (5) a change in land use of the affected area. Methane sampling results will be submitted to the City of Inglewood as part of the Project plans and submittals. If benzene is not detected in soil gas samples above the Property-specific soil gas criterion appropriate for the planned future land use, the Property Owner will request closure for this area from the RWQCB.

3.4.4 Former Storm Water Sediment Area

Storm water discharges at Hollywood Park are currently permitted under National Pollutant Discharge Elimination System ("NPDES") Permit No. CA0064211, Order No. R4-2006-0062, and Monitoring and Reporting Program No. CI-8100, adopted by the RWQCB on 13 July 2006. During environmental due diligence activities in 2005, the Hollywood Park Property Manager reported to EKI that in 2001, as part of the storm water system upgrades required by RWQCB, two buried Jensen boxes (storm water sediment traps) were installed as part of the permitted storm water management system. According to the Hollywood Park Property Manager, since installation of the boxes and prior to purchase of the Property by HPLC in 2005, sediments collected in the boxes were removed periodically by Hollywood Park personnel and deposited in shallow pits dug in the ground northeast of the Training Track. This area was identified as the Storm Water Sediment Area in the Data Summary Report (EKI, 2006).

3.4.4.1 Summary of Initial Sampling at the Former Storm Water Sediment Area (2005 through 2006)

During environmental due diligence activities in 2005, samples of soil, sediment, and surface water were collected from the pits to screen for the presence of chemicals of concern. Soil, sediment, and surface water samples collected from the former Storm Water Sediment Area contained measurable concentrations of typical storm water sediment-related compounds, e.g., ammonia and nitrate, as well as detectable concentrations of VOCs, PAHs, and TPH. Soil and sediment samples from this area were noted to contain odorous, organic waste constituents. A sample of standing water collected from one of the sediment pits contained measurable TPH, ammonia, and biochemical oxygen demand (“BOD”) concentrations (EKI, 2006b).

Methane gas was detected in soil gas samples collected in the former Storm Water Sediment Area at a maximum concentration of 460,000 ppmv. The presence of methane gas appeared to be the result of decomposition of buried organic materials (i.e., storm water sediments) in that area.

Information pertaining to the past practice of depositing storm water sediments in this area and the analytical results of the samples from the former Storm Water Sediment Area, collected during 2005, were previously provided to RWQCB staff, including Xavier Swamikannu and Mazhar Ali in Storm Water Permitting, Rodney Nelson in Land Disposal, and Hugh Marley in Compliance and Enforcement (EKI, 2005; MWH, 2005; and personal communication with John Robinson of MWH on 2 December 2005 and 7 July 2006).

HPLC voluntarily elected to excavate the buried sediments from the former Storm Water Sediment Area in order to reduce the methane gas concentration. The excavation activities and subsequent sampling activities and analytical results are described below.

3.4.4.2 Removal of Buried Organic Material and Results of Confirmatory Sampling

Between 8 January 2007 and 18 April 2007, Hollywood Park personnel excavated approximately 1,750 tons (estimated 1,100 cubic yards) of buried storm water sediments and soil from the former Storm Water Sediment Area and disposed of these materials at an off-site facility (EKI, 2007). Eight grab confirmation soil samples were collected from the walls and floor of the excavation and analyzed for VOC, PAHs, TPH, metals, nitrate, nitrite, ammonia, total Kjeldahl nitrogen, total organic nitrogen, and pH. None of the soil confirmation samples contained chemical concentrations above the Property-specific soil criteria for residential land use listed in Table 1. The results of analyses of the eight soil confirmation samples indicate that the buried storm water sediments in the former Storm Water Sediment Area were removed.

A post-excavation, screening-level methane gas sampling event was conducted by EKI on 17 April 2007. Methane gas concentrations were retested at the PS-SGM-45 location, and four new temporary methane testing probes were installed (PS-SGM-65, PS-SGM-66, PS-SGM-67, and PS-SGM-68; see Figure 9). Methane gas was detected at a maximum post-excavation concentration of 600 ppmv (PS-SGM-65), thereby confirming that methane

gas concentrations in the former Storm Water Sediment Area were reduced from 460,000 ppmv, as measured on 7 July 2005, to concentrations below the DTSC screening level of 1,000 ppmv and DTSC hazard level of 5,000 ppmv.

Following completion of excavation activities in the former Storm Water Sediment Area, EKI prepared a summary report of the excavation and confirmation soil sampling activities, which was submitted to the RWQCB (EKI, 2007). Based on these post-excavation sampling results, soil remaining in this area does not contain chemicals above the Property-specific criteria for residential land use listed in Table 1 and previously measured methane gas concentrations were significantly reduced. On the basis of HPLC's preliminary land development plan, no occupied structures (e.g., residences or mixed-use buildings) are planned for this designated "no-build" area of the Property. This portion of the Property is planned for future use as a park. Thus, no further response actions are planned in this area other than implementation of general SMP protocols as needed.

3.4.5 Former Diesel UST at Casino Building

The Casino Building at Hollywood Park is equipped with emergency generators that provide backup power. Beginning in 1984, the generators were fueled by a 6,000 gallon, single-walled, fiberglass diesel fuel underground storage tank ("UST") located south of the Casino Building, based on information reviewed by EKI at the Los Angeles County Department of Public Works ("LADPW").

3.4.5.1 *Summary of Initial Sampling at Former Diesel UST*

In 2005, as part of general Phase II ESA due diligence activities, EKI collected one soil gas sample (PS-SG-15) from a subsurface probe advanced adjacent to the 6,000-gallon diesel fuel UST located south of the Casino Building (see Figure 6). Toluene and trichlorofluoromethane were detected in the soil gas sample at concentrations of 3.3 µg/L and 1.7 µg/L, respectively. The concentration of toluene is well below the Property-specific soil gas criterion listed in Table 1. There is no potentially applicable screening level for trichlorofluoromethane in soil gas and no identified on-site source in the vicinity of the UST.

3.4.5.2 *Removal and Agency Closure of Diesel Fuel UST*

In February 2007, the diesel fuel UST and associated piping were removed by Clean Fuels, Inc. of Arcadia, California, on behalf of HPLC. Tank removal permits were obtained from the Los Angeles County Fire Department ("LAFD"), the Environmental Programs Division of the LADPW, the City of Inglewood Division of Building and Safety, and South Coast Air Quality Management District ("SCAQMD"). The diesel fuel UST was replaced with an aboveground storage tank ("AST") under oversight of these local agencies.

According to a *UST Closure Report* prepared by Clean Fuels, dated 19 March 2007 (Clean Fuels, 2007), seven (7) soil samples were collected during the UST removal at the direction of a LADPW inspector. One soil sample was collected beneath the former diesel fuel tank, and the other samples were collected beneath former UST piping. The soil

samples were analyzed for diesel range hydrocarbons and VOCs, including benzene, toluene, ethylbenzene, and total xylenes (“BTEX”), and fuel oxygenates. Clean Fuels reported that diesel-range petroleum hydrocarbons were detected in the soil sample collected below the former UST location at a concentration of 42 mg/kg, which is below its Property-specific soil criterion listed in Table 1. Lower concentrations of diesel fuel were detected in the soil samples from the UST piping areas. No VOCs, BTEX compounds, or fuel oxygenates were detected in any of the soil samples analyzed. Clean Fuels reported that there was no evidence of any significant spillage from the tank or piping associated with the UST system and recommended no further action (Clean Fuels, 2007).

On 24 May 2007, Manny Regalado, the supervisor of the LADPW UST program, reported to EKI that the *UST Closure Report* prepared by Clean Fuels, dated 19 March 2007, had been received by LADPW and assigned to a staff engineer for review. LADPW issued a closure certification letter to HPLC, dated 14 June 2007, stating that all closure requirements have been completed and no further action is required for this UST location at this time, based on LADPW’s review. Thus, no further response actions are planned in this area other than implementation of general SMP protocols, as needed, during redevelopment.

3.5 Areas to be Addressed Prior to or during Property Grading

Based on the Phase I ESA information sources reviewed by EKI, observations made by EKI during the Phase II ESA drilling and environmental sampling in 2005, and the most recent analytical results of soil and soil gas samples collected by EKI compared to respective Property-specific soil and soil gas criteria for residential land use listed in Table 1, EKI has identified the following remaining areas on the Property that will be addressed prior to or during Property grading as part of redevelopment:

- Current Vehicle Maintenance Area
- Former Track Maintenance Area
- Former Potrero Oil Field Areas (Former Oil Wells and Oil Field Impoundment Area)
- Print Room

These areas are shown on Figure 7 and are discussed below. More detailed discussions and compilations of specific environmental data for these identified areas are included in EKI’s 30 October 2006 Data Summary Report (EKI, 2006b). If additional areas of localized, residual chemical occurrences are observed in soil on the Property that are currently unidentified, e.g., areas related to past oil field operations, such areas, if and when encountered during redevelopment, will be addressed under this SMP as described in Section 5.

HPLC has developed a preliminary Property grading plan and a preliminary geotechnical overexcavation plan for the Project, which may continue to change until the final design is prepared, as described in Section 4.3. The preliminary grading plan (Figure 10) shows areas where the existing grade will be cut and filled to match design grades for redevelopment. In addition to grade cuts required by the preliminary grading plan, additional soil at the property is planned to be overexcavated and reconditioned to satisfy

geotechnical requirements. The preliminary overexcavation plan (Figure 11) shows the elevations of the preliminary overexcavation bottom surface, above which soil will be excavated and reconditioned, or reconditioned in place, for geotechnical purposes. Although potential grade changes for areas to be addressed prior to or during grading are mentioned below, the detailed discussion of the preliminary Property grading plan and overexcavation plan for the Project is provided in Section 4.

3.5.1 Current Vehicle Maintenance Area

The Current Vehicle Maintenance Area, located southeast of the Main Track (see Figure 7), has been in use by Hollywood Park since approximately 1984. Chemicals reportedly used and stored at this facility include fuel in below ground tanks (discussed further below), new and used oil storage, and miscellaneous solvent storage (i.e., degreasers, water-based parts washers). Vehicle maintenance and repairs are performed in service bays located along the eastern side of the building. A hazardous waste storage area and an above-ground waste oil storage tank (“AST”) are located on the south side of the maintenance building. To support ongoing racetrack operations, the Current Vehicle Maintenance Area currently utilizes an 8,000-gallon diesel fuel UST and a 5,000-gallon gasoline UST located below the small fuel pump island south of the Current Vehicle Maintenance Area building (see Figure 12). Based on the preliminary land use plan shown on Figure 3, HPLC plans to redevelop the Current Vehicle Maintenance Area as multi-family residential housing.

3.5.1.1 *Completed Environmental Investigations in this Area*

Results of environmental investigations in and around the Current Vehicle Maintenance Area building and near the two fuel USTs used for current facility operations are summarized below. More detailed discussions of these investigations and results are provided in EKI’s 30 October 2006 Data Summary Report (EKI, 2006b).

Results of Sampling at Current Vehicle Maintenance Area Building

Shallow soil samples collected by EKI in 2005 in the service bays and near the hazardous waste storage area (see approximate sample locations on Figure 12) contained low concentrations of TPH and certain VOCs (e.g., benzene, MTBE, xylenes, and naphthalene). The detected concentrations of these chemicals in soil samples are below their respective Property-specific soil criteria for residential land use listed in Table 1.

Soil gas samples collected by EKI in 2005 at two locations in the service bays (see Figure 12) and one location near the hazardous waste storage area contained benzene and PCE, respectively, at concentrations above their Property-specific soil gas criteria for residential land use listed in Table 1. The soil gas samples collected in the service bays also contained low, but detectable concentrations of 1,1-dichloroethene (“1,1-DCE”), trans-1,2-dichloroethene (“trans-1,2-DCE”), cis-1,2-dichloroethene (“cis-1,2-DCE”), trichloroethene (“TCE”), ethylbenzene, xylenes, MTBE, and 1,2,4-trimethylbenzene (“1,2,4-TMB”) at concentrations below their respective Property-specific soil gas criteria for residential land use listed in Table 1.

The analytical results of soil and soil gas sampling by EKI indicate that shallow soil gas in and around the Current Vehicle Maintenance Area may contain residual concentrations of benzene and PCE, although a specific source or release area has not been identified. Grading and overexcavation of this area will be performed as described in Section 4.4.1, and planned actions to be implemented in this area prior to grading activities are described in Section 5.1.1.

Results of Sampling at Existing Fuel USTs Area

Soil samples collected from two boreholes (PS-SB-6 and PS-SB-7; see Figure 12) advanced near the existing gasoline and diesel fuel USTs in 2005 did not contain TPH, MTBE, or TPH-related volatile compounds above their respective Property-specific soil criteria for residential land use listed on Table 1.

A soil gas sample collected from a temporary probe (PS-SG-8; see Figure 12) installed near the existing UST fuel pump island did not contain TPH, MTBE or TPH-related volatile compounds above their respective Property-specific soil gas criteria for residential land use listed in Table 1.

Following shut down of current operations at the Property, the two USTs will be removed and closed in accordance with LAPDW, LAFD, City of Inglewood, and SCAQMD requirements. Impacted soil, if encountered during the UST removal process, will be managed in accordance with applicable laws and regulations as needed to obtain closure of the USTs from the LADPW. Grading and overexcavation of this area will be performed as described in Section 4.4.1, and planned actions to be implemented in this area prior to grading activities are described in Section 5.1.1.

3.5.2 Former Track Maintenance Area

According to available historical Property use information reviewed by EKI, a track maintenance area previously existed in the area that is currently within the southern portion of the infield of the Main Track (see Figure 13). The Former Track Maintenance Area reportedly was used for equipment and vehicle maintenance and repair, and at least one fuel UST appears to have formerly existed in this area, based on available historical drawings (i.e., Sanborn fire insurance maps) (EKI, 2006b). There is no record of the existence or closure of this UST in regulatory agency files reviewed by EKI; thus, the status of this reported fuel UST is unknown.

As part of EKI's subsurface investigations conducted in 2005, EKI collected soil and soil gas samples in the approximate area believed to be the location of the former track maintenance building (see Figure 13 for approximate sample locations). Soil samples were analyzed for VOCs, TPH, PAHs, and California Title 22 metals and none of these compounds were detected at concentrations above their respective Property-specific soil criteria for residential land use listed in Table 1.

Two (2) of 8 soil gas samples collected in the Former Track Maintenance Area (PS-SG-21 and PS-SG-23; see Figure 13) contained PCE above the Property-specific soil gas criterion

for residential land use listed in Table 1. Benzene was detected in one soil gas sample (PS-SG-21) at a concentration below the Property-specific soil gas criterion for residential land use listed in Table 1. No other fuel-related VOCs were detected in soil gas samples collected in the Former Track Maintenance Area above their respective Property-specific soil gas criteria for residential land use listed in Table 1.

Grading and overexcavation of this area will be performed as described in Section 4.4.2, and planned actions to be implemented in this area prior to grading activities are described in Section 5.1.2.

3.5.3 Former Potrero Oil Field Areas

The northern and eastern portions of the Property were part of a larger former oil production field defined by DOGGR as the Potrero Oil Field (see Figure 4; DOGGR, 2003). Potential environmental issues associated with former oil field areas include methane gas from former oil wells and former oil production areas, and petroleum hydrocarbon residuals in soil in the vicinity of wellheads, conveyance piping, oil storage areas, wastewater impoundments, and/or drilling waste impoundments (i.e., often referred to as mud pits). Recorded abandoned oils wells exist on the Property, according to DOGGR records, as well as one impoundment identified from historical aerial photographs; these are discussed below.

3.5.3.1 *Former Oil Wells*

DOGGR identifies a total of six former oil wells or exploratory wells (which did not produce oil) on the Property (DOGGR, 2003). Of these six locations, DOGGR information shows three former oil producing wells in the northeastern portion of the Property within the former Potrero Oil Field (see Figure 4):

- Chevron USA Inc., Hardy Community 2
- Texaco Producing Inc., Pacific Southwest 1
- Texaco Producing Inc., Turf 2

DOGGR also identifies three former oil well locations labeled “plugged and abandoned - dry hole” (see Figure 4):

- Chevron USA, Inc., Hardy Community 3
- Chevron USA, Inc., Potter & Smith 1
- Union Oil Co. of California, Lennox E.H. 1

Assessment and Abandonment of Former Lennox EH 1 Oil Well

During March and April 2007, HPLC located, excavated, and surveyed the wellhead of the former Lennox E.H. 1 oil well in the southwestern parking lot of the Property (Figure 14). The completed excavation measured roughly 20 feet by 20 feet and 13 feet deep at its deepest point. During excavation, oily stained soil and concrete were discovered in the area around the wellhead. Approximately 26 tons of oily stained soil and concrete were

removed from the excavation, segregated, and disposed off-site by Hollywood Park personnel. Visibly clean soil removed from the excavation (i.e., soil that did not appear oily or stained) was placed in a stockpile on plastic sheeting. To evaluate the acceptability of the clean soil for reuse as excavation backfill, a grab soil sample was collected from the clean soil stockpile and analyzed for VOCs with fuel oxygenates, TPH, California Title 22 metals, PAHs, and hexavalent chromium. This sample from the clean soil stockpile did not contain COPCs at concentrations above the Property-specific soil criteria for residential land use listed in Table 1.

Because oily stained soil was found in this wellhead area excavation, a total of five confirmation soil samples were collected by EKI from the completed excavation walls and excavation bottom and analyzed for VOCs with fuel oxygenates, TPH, California Title 22 metals, PAHs, and hexavalent chromium. None of the five confirmation soil samples contained COPCs at concentrations above the Property-specific soil criteria listed in Table 1. An oil well abandonment contractor performed a preliminary inspection of the wellhead and welded a steel identification plate to the exposed top of the steel well casing, and the excavation area was backfilled and repaved. This well will be evaluated for closure by DOGGR as described below.

Assessment and Potential Reabandonment of Remaining Former Oil Wells

As part of Property development (i.e., following shut down of current HP facility operations and prior to general Property grading), HPLC plans to locate each of the five remaining oil wells, assess the former oil wellheads for the presence of soil contamination and methane gas, and if deemed necessary in accordance with current DOGGR guidance and inspections by DOGGR staff, perform well reabandonment. This process is discussed generally in Section 5. Former oil wells that are expected to be covered with buildings or paving as part of Property redevelopment will require appropriate protective measures (e.g., vent cones placed over the wellhead), in accordance with DOGGR and City of Inglewood requirements (see Section 5). The locations of these five remaining former oil wells are shown on Figures 15 and 16.

Grading and overexcavation in the vicinity of the former oil wells will be performed as described in Section 4.4.3.1, and planned actions to be implemented in this area prior to grading activities are described in Section 5.1.3.

3.5.3.2 Former Oil Field Impoundment Area

Based on the review of available historical Property use information, an apparent oil field-related former impoundment area (i.e., potentially used for the collection of oil, wastewater, and/or drilling fluids) existed near the northwestern entrance to the Training Track (i.e., in the approximate area of the three former producing oil wells mentioned above; see Figures 4 and 7).

As part of EKI's subsurface investigations conducted in 2005, EKI and ENVIRON collected soil and soil gas samples and one grab groundwater sample in the approximate location of the Former Impoundment Area (Figure 17; EKI, 2006b; ENVIRON, 2005b;

ENVIRON, 2005c). Residual concentrations of mid-range to heavy-range petroleum hydrocarbons were detected in soils in the Former Impoundment Area at depths ranging from approximately 5 feet to 20 feet below ground surface. None of the detected concentrations of petroleum hydrocarbons in soil, however, exceeded their respective Property-specific soil criteria for residential land use listed in Table 1.

One soil sample (PS-SB-8-4.5; see Figure 17) collected from the Former Impoundment Area at a depth of 4.5 feet bgs contained arsenic at a concentration of 18.7 mg/kg, which exceeds slightly the Property-specific soil criterion of 15 mg/kg listed in Table 1.

Benzene was detected in one soil gas sample (PS-SGM-48; see Figure 17) above the Property-specific soil gas criterion listed in Table 1.

Grading and overexcavation in the Former Oil Field Impoundment Area will be performed as described in Section 4.4.3.2, and planned actions to be implemented in this area prior to grading activities are described in Section 5.1.4.

3.5.4 Print Room

The Print Room, located adjacent to Tunnel 4 in the Grandstand Building (see Figure 7), has been used for decades for in-house printing of materials, race programs, and photo processing. EKI collected soil and soil gas samples from four boreholes advanced in the Print Room, including one in an area of floor surface staining, as part of its subsurface investigations conducted in 2005 (EKI, 2006b).

As shown on Figure 18, arsenic was detected in one soil sample collected below the floor in an area of visible floor surface staining; arsenic was found in this soil sample (PS-SG-2) at a concentration of 21.6 mg/kg, which exceeds slightly the Property-specific soil criterion of 15 mg/kg listed in Table 1. Other soil samples collected in the Print Room did not contain concentrations of metals above the Property-specific soil criteria for residential land use listed in Table 1.

VOCs and PAHs were not detected in any of the four soil samples collected from beneath the Print Room floor. No VOCs or non-methane hydrocarbons were detected in any of the four soil gas samples collected by EKI in the Print Room.

Grading and overexcavation in the Print Room will be performed as described in Section 4.4.4, and planned actions to be implemented in this area prior to grading activities are described in Section 5.1.5.

3.6 **Areas to be Addressed during Demolition**

As is typical for redevelopment projects, structures and other areas of the Property used for ongoing facility operations contain materials that will be removed from the Property during the demolition phase, or prior to grading or overexcavation activities, as described below.

3.6.1 Main Track Infield Pond

The existing ponds in the Main Track infield are part of the storm water management system currently permitted under NPDES Permit No. CA0064211, Order No. R4-2006-0062, and Monitoring and Reporting Program No. CI-8100, adopted by the RWQCB on 13 July 2006. HPLC does not plan to use the pond water during demolition or grading operations (i.e., pond water will not be used for dust control). Organic materials may be present in any sludge or sediments found at the bottom of the current infield pond. Water present in these ponds will be managed and discharged in accordance with the existing NPDES permit for the Property, and the pond sediments and lining materials will be removed and disposed at an appropriately permitted off-site facility prior to general Property grading in accordance with the protocols described in Section 6 of this SMP for off-site disposal. According to the preliminary grading plan and land use plan (see Figures 10 and 3, respectively), the pond area will be filled with up to 25 feet of fill material within the former infield pond area to achieve the design grade prior to development for residential land use.

3.6.2 Asbestos-Cement Pipe

According to HP personnel, buried asbestos-cement (“AC”) or “transite” pipe may be located below grade in the Stable Area of the Property. The locations of the AC pipe are not specifically known. If AC pipe is encountered during Property demolition, grading, overexcavation, or earthworks operations, it will be managed as described in Section 6.

3.6.3 Asbestos-Containing Materials and Lead-Based Paint in Structures

Asbestos-containing building materials (“ACM”) and lead-based paint (“LBP”) are present on the Property, as reported in a Phase I report prepared in 1999 by Dames & Moore (D&M, 1999b), the Phase I report prepared by ENVIRON (ENVIRON, 2005a), and the Limited Asbestos and Lead Materials Survey Report prepared for the Property by Citadel Environmental Services, Inc. (Citadel, 2006). LBP and ACM in Property structures will be addressed as part of the work by demolition and abatement contractors, in accordance with laws and regulations and City of Inglewood requirements, and these structural materials are not discussed further in this SMP.

4. PLANNED PROPERTY REDEVELOPMENT AND PRELIMINARY GRADING PLAN

HPLC is considering potential future redevelopment of the 238-acre Property with residential home sites, mixed use residential and retail areas, and areas of civic use with approximately 25 acres of open space, including parks, central lakes, and recreational features. In general terms, the Project will include demolition of all existing structures, grading of the entire Property, overexcavation and soil reconditioning for geotechnical purposes, and construction of future structures and Property features.

As described in Section 3.5, in addition to the Former Dry Cleaning Area, there are four areas to be addressed prior to or during Property grading:

- Current Vehicle Maintenance Area
- Former Track Maintenance Area
- Former Potrero Oil Field Areas
- Print Room Area

The ground surface elevation changes planned in each of these areas based on the preliminary Property grading plan and the depths of soil to be overexcavated and reconditioned in accordance with preliminary geotechnical recommendations are described below.

4.1 Planned Development of Property

The conceptual preliminary land use plan for the Property shown on Figure 3 includes construction of approximately 3,500 residential dwelling units, 725,000 square feet of retail space, 75,000 square feet of office/commercial space, 120,000 square feet of casino/gambling, and a 300-room hotel. Approximately 4 acres are proposed to be set aside of civic uses, which could include a combination of one or more uses such as a school, library, and/or community center. The proposed development project will also include approximately 25 acres of open space, including a “central park” with several lakes, a linear arroyo park, a park with community recreation facilities at the eastern end of the Property, and a 1-acre neighborhood park. None of the existing features or structures on the Property, including the existing infield lakes, will be reused in the Project.

4.2 Identification of Primary Future Users of the Property

Based on the current preliminary land use plan for the Property, the primary future users of the Property (i.e., the populations that may be potentially exposed to COPCs in soil on the Property) include the following:

- Construction workers who will perform earthwork, grading, excavation or other soil disturbance activities at the Property as part of the redevelopment;

- Residents that will occupy residential units after redevelopment of the Property;
- Tenants and commercial workers that will occupy commercial space after redevelopment of the Property and the customers that visit these commercial operations;
- Groundskeepers and other personnel that will maintain the Property under post-development conditions;
- Children and adults that will engage in recreational activities at the planned park areas of the Property; and
- Off-site residents and commercial workers residing or working near the Project during the earthwork and grading portions of the construction of the Project.

In general, these potential future populations are divided between those persons on the Property during the earthwork and soil grading phases of development and those persons subsequently working and residing on the Property under post-development conditions. In the latter case, the potential for contacting, or exposures to, pre-development soils in the areas discussed in Section 3.5 will be negligible due to specific response actions planned in those areas prior to or during grading, as described below, and due to the covering of the Property with fill soils or with paving and structures as part of the planned redevelopment as described in Section 4. Thus, this SMP focuses primarily on soil management and risk management protocols to be implemented during the earthwork, grading, excavation and soil disturbance phase of construction.

The depth to groundwater on the Property ranges from approximately 70 feet bgs in the southwestern corner of the Property to approximately 115 to 180 feet bgs in the remainder of the Property (Section 2.4). In general, depth to groundwater across the Property is approximately 100 feet or greater, except in the southwestern corner. Thus, it is unlikely that groundwater will be encountered during Property grading and construction. Groundwater from the Property also will not be used during construction (i.e., no groundwater use for dust control). Locally produced groundwater is not planned to be used as a potable water source for the Property. Therefore, no potential exposure pathways to COPCs in groundwater by construction workers or future users of the Property are expected.

For the purposes of implementation of this SMP, potential civic use areas will be considered the same as potential future residential land use, as the likely uses of these areas are currently unknown. If portions of the civic use areas are later designated as school property, any additional review, investigation, and remediation, if needed, will be performed in accordance with DTSC school site guidance by the entity that obtains the property from HPLC.

4.3 Preliminary Property Soil Grading and Overexcavation Plans

The current preliminary Property preliminary grading plan and geotechnical overexcavation plan are shown on Figures 10 and 11, respectively. According to information provided by

HPLC, all existing structures on the Property, e.g., the Grandstand Building, Casino, Stables, and related facilities, will be demolished prior to grading and redevelopment of the Property. Based on the preliminary grading and overexcavation plans (Figures 10 and 11), the Property will be graded such that, in general, the eastern, western, and northern portions of the Property (i.e., eastern Stable Area, Training Track, main paved parking lots, and the northern portion of the Grandstand Building) will be filled to achieve the design grade. The central portions of the Property (i.e., the southern portion of the Grandstand Building, Casino Building, Main Track and Main Track infield, and western Stable Area) will be cut to achieve finished grade. The majority of current pond area within the infield will be filled. As shown on Figure 10, the existing ground surface in the central and east-central portions of the Property will be cut or lowered by as much as 20 to 30 feet to achieve planned finished grade. The southern and eastern portions of the Property will be filled by as much as 10 feet in some areas to achieve planned finished grade. According to the Property Owner, the current preliminary Property grading plan is balanced such that no imported fill soil will be needed to achieve the design elevations for the redevelopment (Section 6.7).

According to the preliminary soil report prepared by the project geotechnical engineer (Group Delta, 2007), soils across much of the Property will require overexcavation and reconditioning or reconditioning in-place to meet project geotechnical requirements for new construction. As shown on Figure 11, soils at depths ranging up to approximately 5 to 8 feet bgs in the western and eastern portions of the Property, respectively, and soils at depths of up to approximately 26 feet bgs in the central and southern portions of the Property do not meet current geotechnical requirements for redevelopment and designated for overexcavation. Soil overexcavation will consist of either (1) soil excavation to a specified depth based on geotechnical requirements, with above-grade reconditioning followed by recompaction, or (2) in-situ (i.e., in-place) soil mixing and reconditioning that would occur in addition to and in excess of the cut/fill plan discussed above. Soil overexcavation will occur during and be coordinated with Property grading activities.

Final technical specifications for grading of the Property (i.e., earthworks specifications) will be provided in the Project's Contract Documents; Figures 10 and 11 are intended for illustration only.

4.4 Summary of Grading in Areas to be Addressed Prior to or during Grading

Section 3.5 identified four areas of the Property that will be addressed prior to or during grading operations. This section provides an overview of the preliminary ground surface elevation changes and geotechnical overexcavation depths planned within each of these areas. If impacted soils are encountered during grading or overexcavation activities, the protocols described in Sections 5 and 6 will be implemented.

4.4.1 Current Vehicle Maintenance Area

According to the current preliminary grading plan, fill soil will be placed in the Current Vehicle Maintenance Area, which will raise the grade approximately 3 to 5 feet above the current grade, based on the current preliminary grading plan (see Figure 12). However, soil

in the Current Vehicle Maintenance Area is first planned to be overexcavated to approximate depths ranging from 1 to 5 feet below current grade (Figure 12). As described in Section 3.5.1, soil samples collected in the Current Vehicle Maintenance Area did not contain chemicals above the Property-specific criteria for residential land use listed in Table 1; however, certain soil gas samples did contain COPCs. Grading activities in the Current Vehicle Maintenance Area will be completed as part of Property-wide grading and will begin following demolition of above-grade structures, removal of foundations and pavement surfaces, and removal and closure of the existing USTs, which will be performed as described in Section 5.1.1. Soil overexcavation will occur during and be coordinated with Property grading activities.

4.4.2 Former Track Maintenance Area

According to the current preliminary grading plan, existing soil will be cut in the northern portion of the Former Track Maintenance Area such that the finished grade will be approximately 3 to 6 feet lower than the current grade, and fill soil will be placed in the southern portion of the Former Track Maintenance Area such that the finished grade is approximately 2 to 7 feet above current grade, based on the current preliminary grading plan (Figure 13). However, soil in the Former Track Maintenance Area is planned to be overexcavated to approximate depths ranging from 6 feet to 18 feet below current grade during grading activities (Figure 13). No above-grade structures are currently located in the Former Track Maintenance Area. As described in Section 3.5.2, soil samples collected in the Former Track Maintenance Area did not contain chemicals above the Property-specific criteria for residential land use listed in Table 1; however, certain soil gas samples did contain COPCs. Soil management for this area will be performed as described in Section 5.1.2. Soil overexcavation will occur during and be coordinated with Property grading activities.

4.4.3 Former Potrero Oil Field Areas

As discussed in Section 3, above, following termination of ongoing Hollywood Park operations and prior to general Property grading, each of the former oil wells will be located, assessed, and reabandoned, if necessary, in accordance with DOGGR and City of Inglewood requirements (Section 3.5.3.1 and Section 5). Additionally, shallow soil containing arsenic at a concentration above the Property-specific soil criterion listed in Table 1 will be excavated from the Former Oil Field Impoundment Area (discussed in Section 5.1.4). Preliminary grading and overexcavation activities for each of these locations are described below.

4.4.3.1 *Former Oil Wells*

Six former oil wells are located on the Property. Of these six, the Former Lennox E.H. 1 Oil Well was located in a parking lot on the southwestern portion of the Property (Figure 4), and was accessible for location and preliminary testing during the Project planning phase and has been located and surveyed. The other five former oil wells have not yet been located because the wellheads for these former oil wells are below ground in Property areas that are currently actively used for ongoing operations. All identified former oil wells will

be managed in accordance with recommendations of DOGGR and City of Inglewood requirements.

Former Lennox E.H. 1 Oil Well

As described in Section 3.5.3.1, the Former Lennox E.H. 1 Oil Well was located and the wellhead was excavated, oily stained soil was removed from the excavation and disposed at a permitted off-site facility, the wellhead was surveyed, and the excavation was backfilled. According to the current preliminary grading plan, fill soil will be placed at the location of the Former Lennox E.H. 1 Oil Well, which will raise the grade approximately 10 feet above the current grade, based on the current preliminary grading plan (see Figure 14). However, this location is planned to be overexcavated to an approximate depth of 2 feet below current grade during grading activities (Figure 14).

As described in Section 3.5.3.1, confirmation soil samples collected following removal of oily stained soil at the Former Lennox E.H. 1 Oil Well location did not contain chemicals above the Property-specific criteria for residential land use listed in Table 1. Grading activities in the vicinity of the Former Lennox E.H. 1 Oil Well will be completed as part of Property-wide grading but will begin after the wellhead is exposed and tested by a DOGGR inspector, after any needed reabandonment activities are performed, and after any adjustments to the elevation of the wellhead are made to accommodate the planned finished grade. Soil overexcavation will occur during and be coordinated with Property grading activities.

Former Potter & Smith 1 Oil Well

According to the current preliminary grading plan, fill soil will be placed at the location of the Former Potter & Smith 1 Oil Well, which will raise the grade approximately 3 feet above the current grade, based on the current preliminary grading plan (see Figure 15). However, this location is planned to be overexcavated to approximate depths ranging from 1 foot to 12 feet below current grade (Figure 15). Grading activities in the vicinity of the Former Potter & Smith 1 Oil Well will be completed as part of Property-wide grading but will begin after the wellhead is located, excavated, surveyed, and tested by a DOGGR inspector in accordance with DOGGR requirements; after any needed reabandonment activities are performed; after any adjustments to the elevation of the wellhead are made to accommodate the planned finished grade; and following remediation of soil containing COPC concentrations above their respective Property-specific criteria listed in Table 1, if such soil is identified during excavation of the former oil well (Section 5.1.3). Soil overexcavation will occur during and be coordinated with Property grading activities.

Former Hardy Community, Pacific Southwest, and Turf 2 Oil Wells

According to the current preliminary grading plan, fill soil will be placed at the locations of the Former Hardy Community, Pacific Southwest, and Turf 2 Oil Wells, which will raise the grade approximately 3 to 7 feet above the current grade, based on the current preliminary grading plan (see Figure 16). However, these locations are planned to be

overexcavated to approximate depths ranging from 1 foot to 12 feet below current grade (Figure 16). Grading activities in the vicinity of these former oil wells will be completed as part of Property-wide grading but will begin after each wellhead is located, excavated, surveyed, and tested by a DOGGR inspector in accordance with DOGGR requirements; after any needed reabandonment activities are performed; after any adjustments to the elevations of the wellheads are made to accommodate the planned finished grade; and following remediation of soil containing COPC concentrations above their respective Property-specific criteria listed in Table 1, if such soil is identified during excavation of the former oil well (Section 5.1.3). Soil overexcavation will occur during and be coordinated with Property grading activities.

4.4.3.2 *Former Oil Field Impoundment Area*

According to the current preliminary grading plan, fill soil will be placed in the Former Oil Field Impoundment Area, which will raise the grade approximately 3 to 6 feet above the current grade, based on the current preliminary grading plan (see Figure 17). However, soil in the Former Oil Field Impoundment Area is planned to be overexcavated to approximate depths ranging from 10 to 12 feet below current grade during grading activities (Figure 17). As described in Section 3.5.3.2, soil samples collected in the Former Oil Field Impoundment Area did not contain chemicals other than arsenic above the Property-specific criteria for residential land use listed in Table 1. Grading activities in the Former Oil Field Impoundment Area will be completed as part of Property-wide grading and will begin following targeted removal of soil containing arsenic at concentrations above the Property-specific soil criterion listed in Table 1, as discussed in Section 5.1.4. Soil overexcavation will occur during and be coordinated with Property grading activities.

4.4.4 Print Room

According to the current preliminary grading plan, fill soil will be placed in the Print Room Area, which will raise the grade approximately 3 feet above the current grade, based on the current preliminary grading plan (see Figure 18). However, soil in the Print Room Area is planned to be overexcavated to an approximate depth of 10 to 11 feet below current grade (Figure 18). As described in Section 3.5.4, soil samples collected in the Print Room did not contain chemicals other than arsenic above the Property-specific criteria for residential land use listed in Table 1. Grading activities in the Print Room Area will be completed as part of Property-wide grading but will begin following targeted removal of soil containing arsenic at concentrations above the Property-specific soil criterion listed in Table 1, as discussed in Section 5.1.5. Soil overexcavation will occur during and be coordinated with Property grading activities.

5. SOIL MANAGEMENT DURING REDEVELOPMENT

The soil management approach to be implemented during redevelopment of the Property consists of two main efforts:

- Previously investigated areas where concentrations of chemicals were detected in soil or soil gas at concentrations above the Property-specific criteria listed in Table 1 will be addressed prior to or during general Property grading. As discussed in Section 3.5, these areas include the Current Vehicle Maintenance Area, Former Track Maintenance Area, Former Oil Wells, Former Oil Field Impoundment Area, and Print Room. The Former Dry Cleaning Area is being currently addressed under RWQCB oversight.
- The entire Property, including the areas listed above, will be subject to the general protocols described in this SMP regarding prudent precautions and general observations and evaluations of soil conditions to be implemented throughout earthwork, grading, excavation, or other soil disturbance activities on the Property. The SMP requires the preparedness of the earthwork and grading contractors to respond to encountered potentially contaminated materials, if any are discovered during the Project.

These two core elements of the SMP are intended to provide proper control and management of soils on the Property that are known or found to be impacted by COPCs and to provide risk management measures that are designed to be protective of potentially exposed populations, i.e., the primary future users of the Property identified in Section 4.2, and of the environment during the development construction work.

5.1 Planned Actions for Areas Containing COPCs above Property-Specific Criteria

The Property-specific soil and soil gas criteria selected in this SMP for all identified COPCs were discussed in Section 3 and are summarized in Table 1. Soil and soil gas criteria for most COPCs identified at the Property are human health risk-based goals that are selected as the lowest published or calculated values for the non-carcinogenic risk or the carcinogenic risk for each COPC that are protective of all potentially exposed populations at the Property. For some chemicals (e.g., PCE), more restrictive values calculated to be protective of groundwater quality are selected as the appropriate soil criteria for the Property. These residential soil and soil gas criteria in Table 1 are the maximum allowable concentrations for each of the respective COPCs identified on the Property that are consistent with unrestricted, planned land uses.

As indicated above and as discussed in Section 3, the vast majority of the Property has no indications of historical land uses that would have resulted in releases of COPCs to soil and is believed to be unimpacted. A number of suspected areas of concern on the Property were evaluated initially and were identified as areas not requiring additional investigative actions, or were areas that are either under the current oversight of a regulatory agency or were closed by a regulatory agency and, thus, are not considered areas of concern. The few

relatively small areas of the Property where chemicals were identified in soil or soil gas at concentrations above the Property-specific criteria listed in Table 1 are identified in Section 3.5. These include PCE and benzene in soil gas in the Current Vehicle Maintenance Area; PCE in soil gas in the Former Track Maintenance Area; and arsenic in soil in the Former Oil Field Impoundment Area and Print Room. As summarized in Section 3.4.1, HPLC is preparing to begin remediation of PCE in the subsurface at the Former Dry Cleaning Area, as proposed in the SVE Work Plan (EKI, 2006b), and remediation to the Property-specific criteria for PCE listed in Table 1 is expected to be complete prior to shut down of ongoing Hollywood Park operations and demolition of existing structures.

The planned actions by HPLC to address currently-known areas containing soil and soil gas containing COPCs above their respective Property-specific criteria are discussed below.

5.1.1 Current Vehicle Maintenance Area

The analytical results of soil and soil gas sampling by EKI in 2005 indicate that shallow soil gas in the Current Vehicle Maintenance Area contains benzene and PCE at concentrations above Property-specific soil gas criteria for residential land use listed in Table 1 (Section 3.5.1; Figure 12).

5.1.1.1 *Observations during Demolition and Grading*

Demolition of the maintenance building and removal of concrete or pavement surfaces will occur prior to commencement of general Property grading. During removal of the concrete floor slab of the maintenance building, pavement surfaces below the hazardous materials storage area, waste oil tank, and steam cleaning area and the pavement surrounding the fuel pump island and above the fuel USTs, an environmental professional will be present to observe soil encountered below these paved surfaces. Soils will be inspected visually as well as monitored for the presence of VOCs with an organic vapor analyzer in accordance with SCAQMD Rule 1166 monitoring procedures, as described in Section 6.3. Impacted soils observed or encountered below concrete floor slabs or paved areas will be characterized and remediated, if needed, in accordance with the provisions of this SMP (see Section 6.4).

Following completion of demolition, during grading in the Current Vehicle Maintenance Area, an environmental professional will monitor disturbed soil in this area in accordance with the protocols outlined in Section 6.3. Impacted soils observed or encountered during grading operations will be assessed and remediated in accordance with the provisions outlined in Section 6.4.

If soils containing COPCs above the Property-specific soil criteria for residential land use in Table 1 are identified during grading, these soils will be excavated and characterized for off-site disposal at an appropriately permitted facility in accordance with the provisions outlined in Section 6.4. Confirmation sampling in the areas of excavated soils containing COPCs will be performed in accordance with the provisions in Section 6.4.

5.1.1.2 *Confirmation Soil Gas Sampling Following Grading*

Following completion of grading operations in the Current Vehicle Maintenance Area, samples of soil gas will be collected to confirm that residual concentrations of COPC vapors detected previously in this area, if any, are below the Property-specific soil gas criteria for residential land use listed in Table 1. The soil gas samples will be collected from the three (3) previous sample locations where VOC vapors were detected above their respective Property-specific criteria (i.e., PS-SG-12, PS-SG-13, and PS-SG-29; see Figure 12). These prior sample locations were surveyed and will be relocated by a licensed land surveyor utilizing the survey coordinates. The post-grading confirmation soil gas sampling will be performed in accordance with the protocols outlined in Section 6.5.

If COPCs are detected in samples of soil gas above the Property-specific soil gas criteria for residential land use in Table 1, the Property Owner's representatives will confer with RWQCB personnel to discuss the appropriate response actions, which may include (1) additional testing or monitoring, (2) evaluation of refined Property-specific soil gas criteria for that area, as described in Section 3.2, (3) implementation of remedial actions, (4) implementation of vapor mitigation systems below planned structures, or (5) a change in land use of the affected area. If COPCs are not detected in soil gas samples above the Property-specific soil gas criterion appropriate for the planned future land use, the Property Owner will request closure for this area from the RWQCB.

According to the grading plan shown on Figure 12, the ground surface elevation in the Current Vehicle Maintenance Area is planned to be raised approximately 3 to 5 feet above current grade during grading operations. This will serve additionally to prevent human contact with existing soils in this area under potential post-development conditions at the Property (see Section 7).

5.1.2 Former Track Maintenance Area

The analytical results of soil and soil gas sampling by EKI in 2005 indicate that soil gas in the Former Track Maintenance Area contains PCE at concentrations above Property-specific soil gas criteria for residential land use listed in Table 1; however, no soil samples were found to contain PCE above criteria (Section 3.5.2; Figure 13). No structures or paved surfaces currently exist in this area of the Property.

5.1.2.1 *Observations during Grading*

During soil overexcavation and grading activities conducted in this area, soils will be monitored for the presence of VOCs with an organic vapor analyzer in accordance with SCAQMD Rule 1166 monitoring procedures, as described in Section 6.3. Impacted soils observed or encountered during grading operations will be characterized and remediated, as needed, in accordance with the provisions outlined in Section 6.4.

If soils containing COPCs above the Property-specific soil criteria for residential land use in Table 1 are identified during grading, these soils will be excavated and characterized for off-site disposal at an appropriately permitted facility in accordance with the provisions

outlined in Section 6.4. Confirmation sampling in the areas of excavated soils containing COPCs will be performed in accordance with the provisions in Section 6.4.

5.1.2.2 *Confirmation Soil Gas Sampling Following Grading*

Following completion of grading operations in the Former Track Maintenance Area, samples of soil gas will be collected to confirm that residual concentrations of COPC vapors detected previously, if any, are below the Property-specific soil gas criteria for residential land use listed in Table 1. The soil gas samples will be collected from the two (2) previous sample locations where VOC vapors were detected above their respective Property-specific criteria (i.e., PS-SG-21 and PS-SG-23; see Figure 13). These prior sample locations were surveyed and will be relocated by a licensed land surveyor utilizing the survey coordinates. The post-grading confirmation soil gas sampling will be performed in accordance with the protocols outlined in Section 6.5.

If COPCs are detected in samples of soil gas above the Property-specific soil gas criteria for residential land use in Table 1, the Property Owner's representatives will confer with RWQCB personnel to discuss the appropriate response actions, which may include (1) additional testing or monitoring, (2) evaluation of refined Property-specific soil gas criteria for that area, as described in Section 3.2, (3) implementation of remedial actions, (4) implementation of vapor mitigation systems below planned structures, or (5) a change in land use of the affected area. If COPCs are not detected in soil gas samples above the Property-specific soil gas criterion appropriate for the planned future land use, the Property Owner will request closure for this area from the RWQCB.

According to the grading plan shown on Figure 13, the ground surface elevation in the Former Track Maintenance Area is planned to be raised approximately 3 to 5 feet above current grade during grading operations. This will serve additionally to prevent human contact with existing soils in this area under potential post-development conditions at the Property (see Section 7).

5.1.3 Former Oil Wells

The former Lennox E.H. 1 oil well has been located, exposed, and surveyed, and oily stained soil found around the wellhead was removed from the Property as described in Section 3.5.3.1. Following termination of ongoing Hollywood Park operations at the Property and prior to grading and overexcavation activities, the five former oil wells that have not yet been located and surveyed at the Property (i.e., Chevron USA Inc. Hardy Community 2; Texaco Producing Inc. Pacific Southwest 1; Texaco Producing Inc. Turf 2; Chevron USA, Inc. Hardy Community 3; and Chevron USA, Inc. Potter & Smith 1) will be located based on DOGGR Map 123 (DOGGR, 2003), using land surveying and geophysical surveying techniques. The locations of these five remaining former oil wells are shown on Figures 15 and 16. The location of the former Lennox E.H. 1 oil well is shown on Figure 14.

The former oil wellheads will be excavated, exposed, and surveyed, as was performed by HPLC during March and April 2007 for the former Lennox E.H. 1 oil well

(Section 3.5.3.1). The six former oil wells, including the former Lennox E.H. 1 oil well, will each be inspected and tested by DOGGR staff for the presence of methane gas, and if needed, based on current DOGGR guidance and inspections by DOGGR staff, reabandonment of former oil wells may be performed by the Property Owner. Former oil wells that are expected to be covered with buildings as part of Property redevelopment will require appropriate protective measures (e.g., vent cones placed over the wellhead), in accordance with DOGGR and City of Inglewood requirements (see Section 3.5.3.1).

During excavation activities to expose the former oil wells, an environmental professional will be present to observe soil encountered in the excavation. Soils will be inspected visually as well as monitored with an organic vapor analyzer in accordance with SCAQMD Rule 1166 monitoring procedures, as described in Section 6.3. Impacted soils observed or encountered within the excavation will be remediated in accordance with the provisions of this SMP (see Section 6.4). If soils containing COPCs above the Property-specific soil criteria for residential land use in Table 1 are identified in the former oil well excavations, these soils will be excavated and characterized for off-site disposal at a permitted facility in accordance with the provisions outlined in Section 6.4. Confirmation sampling in the areas of excavated soils containing COPCs will be performed in accordance with the provisions in Section 6.4.

According to the grading plans shown on Figures 14, 15, and 16, the ground surface elevation above the six former oil wells is planned to be raised approximately 4 to 10 feet above current grade, and the wellheads of each of the former oil wells is currently buried. This will serve additionally to prevent human contact with existing soils in these areas under potential post-development conditions at the Property (see Section 7).

5.1.4 Former Oil Field Impoundment Area

As discussed in Section 3.5.3.2 (Figure 17), one soil sample in the Former Oil Field Impoundment Area (PS-SB-8) was reported to contain arsenic at a concentrations slightly above the Property-specific soil criterion listed in Table 1. Benzene was detected in one soil gas sample (PS-SGM-48) above the Property-specific soil gas criterion for residential land use listed in Table 1.

Following shut down of Property operations and prior to soil grading and overexcavation activities, HPLC will remediate soil containing arsenic above the Property-specific soil criterion (i.e., likely excavation and off-site disposal of affected soil around the PS-SB-8 sample location). This prior sample location was surveyed and will be relocated utilizing the survey coordinates. Following completion of the soil removal, confirmation soil sampling will be performed in accordance with the protocols outlined in Section 6.4 to demonstrate remaining arsenic concentrations in soil are below the Property-specific soil criterion listed in Table 1.

5.1.4.1 *Observations during Grading*

Grading activities will begin in the Former Oil Field Impoundment Area following completion of the targeted soil removal. During grading activities, soil in the Former Oil

Field Impoundment Area will be overexcavated to depths ranging up to approximately 15 feet below current grade (Section 4.4.3.2; Figure 17). An environmental professional will be on-site to monitor disturbed soil in accordance with the protocols outlined in Section 6.3.

If soils containing COPCs above the Property-specific soil criteria for residential land use in Table 1 are identified during grading, these soils will be excavated and characterized for off-site disposal at an appropriately permitted facility in accordance with the provisions outlined in Section 6.4. Confirmation sampling in the areas of excavated soils containing COPCs will be performed in accordance with the provisions in Section 6.4.

5.1.4.2 Confirmation Soil Gas Sampling Following Grading

Following completion of grading and overexcavation operations in the Former Oil Field Impoundment Area, one soil gas sample will be collected from prior sample location PS-SGM-48 (see Figure 17), where benzene was detected in soil gas at a concentration slightly above its Property-specific soil gas criterion for residential land use listed in Table 1. This prior sample location was surveyed and will be relocated utilizing the survey coordinates. The post-grading confirmation soil gas sampling will be performed in accordance with the protocols outlined in Section 6.5, to confirm residual concentrations of COPC vapors, if any, are below the Property-specific soil gas criteria as listed in Table 1.

If COPCs are detected in samples of soil gas above the Property-specific soil gas criteria for residential land use in Table 1, the Property Owner's representatives will confer with RWQCB personnel to discuss the appropriate response actions, which may include (1) additional testing or monitoring, (2) evaluation of refined Property-specific soil gas criteria for that area, as described in Section 3.2, (3) implementation of remedial actions, (4) implementation of vapor mitigation systems below planned structures, or (5) a change in land use of the affected area. If COPCs are not detected in soil gas samples above the Property-specific soil gas criterion appropriate for the planned future land use, the Property Owner will request closure for this area from the RWQCB.

According to the preliminary grading plan shown on Figure 17, following overexcavation activities, fill will be placed in the Former Oil Field Impoundment Area, which will result in a finished grade approximately 3 to 6 feet above the current grade of the area. This will serve additionally to prevent human contact with existing soils in this area under post-development conditions on the Property (see Section 7).

5.1.5 Print Room

Arsenic was detected in one soil sample collected from beneath the Print Room (PS-SG-2; see Figure 18) at a concentration above the Property-specific soil criterion listed in Table 1, as discussed in Section 3.5.4.

Following shut down of Property operations, demolition of the Grandstand Building and removal of the concrete floor slab, and prior to soil grading and overexcavation activities, HPLC will remediate soil containing arsenic above the Property-specific soil criterion

(i.e., likely excavation and off-site disposal of affected soil around the PS-SG-2 sample location). This prior sample location was surveyed and will be relocated utilizing the survey coordinates. Following completion of the soil removal, confirmation soil sampling will be performed in accordance with the protocols outlined in Section 6.4 to demonstrate remaining arsenic concentrations in soil are below the Property-specific soil criterion listed in Table 1.

Grading activities will begin in the Print Room following completion of the targeted soil removal. During grading activities, soil in the Print Room will be overexcavated to depths ranging up to approximately 14 feet below current grade (Section 4.4.4; see Figure 18).

If soils containing COPCs above the Property-specific soil criteria for residential land use in Table 1 are identified during grading, these soils will be excavated and characterized for off-site disposal at a permitted facility in accordance with the provisions outlined in Section 6.4. Confirmation sampling in the areas of excavated soils containing COPCs will be performed in accordance with the provisions in Section 6.4.

According to the grading plan shown on Figure 18, the ground surface elevation in the vicinity of the Print Room is proposed to be raised up approximately 3 feet with the placement of fill material. This will serve additionally to prevent human contact with existing soils in this area under post-development conditions on the Property (see Section 7).

5.2 General Property Soil Management

The entire Property, including the areas listed above, will be subject to the general protocols described in Section 6 of this SMP regarding prudent precautions and general observations and evaluations of soil conditions to be implemented throughout earthwork, grading, excavation, or other soil disturbance activities on the Property.

Additionally, as discussed in Section 4.3, it is intended that soil cut from existing grades to achieve design grades will be reused as fill soil to achieve design grades in other areas of the Property. The general requirements of this SMP for (1) observation of newly disturbed soils and (2) provision of appropriate response actions if indicators of possible chemical impacts are noted in newly disturbed soils will apply during all planned earthwork, excavations, and grading on the Property. The large majority of the Property has no indications of historical land uses that would have resulted in releases of COPCs to soil and is believed to be unimpacted and acceptable for unrestricted land use. However, if evidence of discoloration or staining, noticeable chemical odors, buried structures containing residual liquids, or other indicators of the potential presence of COPCs are observed for excavated or cut soil, such soil locations will be assessed as described in Section 6 prior to reuse on the Property.

6. CONSTRUCTION RISK MANAGEMENT MEASURES

Information on known occurrences of COPCs on the Property is summarized in Section 3 and in more detail in EKI's 30 October 2006 Data Summary Report (EKI, 2006b). These documents should be reviewed by those persons responsible for determining appropriate precautions for protection of Project construction workers, in particular, earthwork personnel, and for protection of off-site populations and the environment during the Project.

The response actions to be implemented at the few, relatively small areas of the Property that contain COPCs at concentrations above Property-specific soil and soil gas criteria, as well as at the identified former oil wells, are described in Section 5.1. General Property grading, overexcavation, earthwork, excavation, and other construction-related disturbance of pre-development soil conditions may proceed in other areas of the Property (i.e., areas not listed in Section 5.1) in accordance with the general protocols described in this section of the SMP. Once planned response actions are completed in each of the areas described in Section 5.1, those areas, however, also remain subject to the general soil management protocols described herein.

During grading, earthwork, and construction activities at the Property, the Property Owner's earthwork construction contractors will be responsible for visually inspecting soil that is excavated or graded for evidence of discoloration or staining, and for noticeable chemical odors, which may be screened with an organic vapor analyzer as needed.

The construction-related risk management protocols described below are the Property-wide, general precautions that will be implemented for mitigation of potential risks to human health and the environment due to encountered residual contaminants in soils, if any, during construction for the development of the Property. These protocols relate specifically to general site preparation, soil grading, overexcavation, earthwork, excavation, trenching, or other activities potentially involving disturbance of, direct contact with, or potential human exposures to soils at the Property. Collectively, these activities are termed in this SMP as "earthwork" as may be performed by "earthwork contractors" or "earthwork personnel".

The construction phase precautions for earthwork include, but are not limited to, the following:

- General requirements for health and safety planning and training and establishing worker protection procedures for construction workers who may directly contact soil containing COPCs, including excavated soils that may constitute hazardous waste, e.g., during site preparation, grading, earthwork, excavation, trenching, foundation construction, or initial landscape installation (Section 6.1);
- General construction impact mitigation measures, including control of dust generation on the Property, decontamination of equipment, stockpile management, prevention of

sediment from leaving the Property in storm water runoff, management of water removed from excavations, and management of wastes (Section 6.2); and

- Procedures for earthwork personnel to manage soil encountered and/or disturbed during construction that is obviously impacted by chemical residuals, as identified by visual observation of staining, noticeable odors, or elevated organic vapor readings on an organic vapor analyzer (referred to herein as “excess soil”), and to handle abandoned subsurface structures such as tanks, sumps, drums, and pipes (Sections 6.3 and 6.4).

These are general protocols to be applied Property-wide during planned development of the Property. Recommended protocols for construction activities are summarized in the remainder of this section. Appropriate provisions of this SMP should be referenced or incorporated into technical specifications of the Project Contract Documents to ensure implementation of SMP protocols.

6.1 Worker Protection Requirements

This SMP provides only general requirements for appropriate planning for worker protection. The Property will be a multi-employer worksite. In light of the California Occupational Safety and Health Regulations for Multi-Employer Worksites (California Code of Regulations, Title 8, Sections 336.10 through 336.11), each earthwork construction contractor or remediation contractor with workers who will disturb or who may directly contact soils on the Property during earthwork as defined above will prepare its own site-specific health and safety plan (“HSP”), as deemed necessary by its own corporate policies. Where necessary, HSPs will be consistent with State and Federal Occupational Safety and Health Administration (“OSHA”) standards for hazardous waste operations (California Code of Regulations, Title 8, Section 5192 and 29 Code of Federal Regulations 1910.120, respectively) and any other applicable health and safety rules and regulations. Not all operations of contractors working at the Property will be deemed hazardous waste operations, and related specialized training and planning may be reserved for those workers designated to respond to identified areas containing COPCs.

Among other things, the earthwork contractors’ HSPs will include descriptions of:

- Potential job hazards on the Property including descriptions of suspected residual contaminants in soil or groundwater, i.e., the COPCs;
- Health and safety training and medical monitoring requirements for on-site earthwork personnel;
- Levels of personal protective equipment (“PPE”) and methods of worker exposure monitoring, if any, to be used for certain circumstances; and
- Any other applicable or recommended precautions to be undertaken to minimize workers’ direct contact with contaminated soil or exposures of other members of the community on or near the Property during construction.

Workers who may directly contact soil on the Property known or believed to contain COPCs will have the appropriate level of health and safety training, medical fitness testing, and access to, and use of, the appropriate level of PPE, as determined in the relevant H&SP prepared by the contractors' responsible health and safety manager or their retained Certified Industrial Hygienist ("CIH"). These workers may be employees of the prime grading contractor or a subcontractor acceptable to the Property Owner and retained in a manner consistent with the Project Contract Documents.

6.2 Construction Impact Mitigation Measures

This section outlines minimum measures that will be implemented by earthwork contractors to mitigate potential impacts to human health and the environment during construction activities involving contact with soils at the Property. Measures will be implemented during construction to mitigate the following impacts:

- Dust generation associated with excavation and/or loading activities, construction or transportation equipment traveling over soil, and wind traversing COPC-containing soil stockpiles;
- Tracking COPC-containing soil off the Property with construction or transportation equipment;
- Transporting COPC-containing soil or sediments from the Property in surface water run-off at any time, including, but not limited to, storm events, landscape irrigation, or watering for dust control;
- Managing construction waste, excess soil, and other wastes generated or encountered during construction on the Property.

The mitigation measures for these potential impacts will include, but are not limited to, the following:

- Implementing dust control measures;
- Decontaminating construction and transportation equipment;
- Implementing storm water pollution controls and best management practices; and
- Implementing proper procedures for handling, storage, sampling, and transportation and disposal of wastes and debris.

The requirements for planning of these mitigation measures are discussed generally below. Contractors may be required to prepare task-appropriate written plans in accordance with the Project Contract Documents.

6.2.1 Dust Control

Dust control measures will be implemented during all construction activities at the Property to minimize the generation of dust, i.e., fugitive dust, from exposed soil areas or soil stockpiles on the Property. Earthwork contractors will minimize exposure of on-site construction workers to dust from soils containing COPCs and will prevent nuisance dust and dust containing COPCs from migrating off-site, to protect off-site populations such as off-site residents and commercial workers that may be residing or working near the Project during earthwork and grading activities. Dust generation will be mitigated during soil excavation and soil compaction activities, on-site vehicle traffic, ambient wind traversing exposed soil or soil stockpiles, and loading of soil transportation vehicles.

Dust generation during earthwork on exposed native soils will be minimized by all appropriate measures. These measures may include, but are not limited to, the following:

- misting or spraying water while performing soil excavation, soil compaction activities, and loading of transportation vehicles;
- limiting vehicle speeds on the Property to 5 miles per hour in areas of exposed COPC-containing soils;
- controlling the area or rate of excavation activities to minimize the generation of dust;
- minimizing drop heights while loading transportation vehicles; and
- covering with plastic sheeting or tarps any soil stockpiles generated as a result of excavating soil potentially impacted by COPCs.

Additional dust control measures may be identified and implemented by construction contractors, as necessary, especially if dry and windy conditions persist during periods of earthwork.

If requested by the Property Owner or the City of Inglewood, construction contractors may be required to prepare specific written Dust Control Plans prior to commencement of construction activities on the Property or to upgrade their dust control protocols if judged to be inadequate by the Property Owner, the City, or their on-site representatives, particularly for work occurring in areas with COPC-containing soils.

6.2.2 Decontamination of Construction Equipment and Vehicles

Reasonable care will be taken to prevent transfer of possibly contaminated soil from the worksite to public streets or to clean, newly covered areas of the Property. Construction equipment and transportation vehicles that contact identified COPC-containing soils at the Property will be visually inspected and decontaminated, if needed as described below, prior to leaving the Property, or moving to Property areas with clean, cover materials in-place. Decontamination procedures will be developed and implemented by the

construction contractors to minimize the possibility that equipment tracks COPC-containing soil onto public roadways or to on-site areas containing clean soil, new cover materials or new paving.

Dry decontamination methods, if needed, may include scraping, brushing, and/or vacuuming to remove dirt on vehicle exteriors and wheels. In the event that these dry decontamination methods are not adequate, additional methods such as steam cleaning, high-pressure washing, and application of cleaning solutions and water rinsing will be used, as necessary, to thoroughly remove accumulated dirt and other materials potentially containing COPCs. Wash water resulting from such decontamination activities will be collected, in a designated decontamination area, and managed by the earthwork contractor in accordance with all applicable laws and regulations. Designated decontamination areas may require temporary construction of berms or sumps for containment of wash water prior appropriate disposal.

If requested by the Property Owner, construction contractors may be required to prepare specific written Decontamination Plans prior to commencement of construction activities on the Property or to upgrade their decontamination protocols if judged to be inadequate by the Property Owner, the City, or their on-site representatives, particularly for work occurring in areas with COPC-containing soils.

6.2.3 Storm Water Pollution Controls

If rainfall occurs during construction, storm water pollution controls and best management practices (“BMPs”) will be implemented by construction contractors to minimize storm water runoff from exposed COPC-containing soil at the Property and to prevent sediment from leaving the Property. Given the size of the Property (i.e., 238 acres), the Property Owner and its contractors will follow the requirements of the State Water Resources Control Board (“SWRCB”) General Permit and any other necessary and applicable permits and regulations established by the local city and county agencies, including preparation and implementation of a storm water pollution prevention plan (“SWPPP”).

On-site sediment and erosion protection controls will be the primary methods for minimizing discharges of sediments from the Property. Sediment and erosion protection controls may include, but are not limited to, the following:

- constructing temporary berms or erecting silt fences around exposed soil areas at the Property,
- placing straw bale barriers or sediment traps around catch basins and other entrances to storm drains,
- covering soil stockpiles with plastic sheeting or tarps during rainfall events, and
- implementing other appropriate BMPs identified in consultation with the Property Owner’s on-site representative.

During and following Property grading, standard storm water pollution controls will be implemented consistent with applicable rules and regulations for control of runoff.

6.2.4 Dewatering

Given the depth to groundwater at the Property, which ranges from approximately 70 feet bgs in the southwestern corner of the Property to approximately 115 to 180 feet bgs in the remainder of the Property, dewatering of groundwater during construction, e.g., in trenches or excavations, is not anticipated to be necessary. Any water accumulated in excavations, e.g., from rainfall, will be managed in accordance with the SWPPP.

6.3 **SCAQMD Rule 1166 Monitoring**

Field screening of soil samples with an organic vapor analyzer pursuant to SCAQMD Rule 1166 will be performed in the following identified potential VOC-containing areas during Property grading activities and in areas subsequently identified to contain VOCs:

- Current Vehicle Maintenance Area (e.g., in areas of soil exposed following demolition of the existing structures and paving);
- Former Track Maintenance Area;
- Former Oil Wells; and
- Former Oil Field Impoundment Area.

SCAQMD Rule 1166 soil screening protocols are described generally below; SCAQMD rules and regulations should be reviewed for applicability and specific application to the contractors' work.

Prior to general grading and geotechnical overexcavation, the Property Owner's construction contractor will apply for and obtain a Site-Specific Rule 1166 Contaminated Soil Mitigation Plan from SCAQMD for the specific areas listed above or obtain the services of specialty remediation contractor with a variable sites permit from SCAQMD. During grading and earthwork operations in these areas, the contractor or the contractor's designated environmental professional will comply with soil monitoring procedures set forth in SCAQMD Rule 1166.

During grading, earthwork, and construction activities in the specific Property areas listed above, soil being exposed or excavated will be screened in the field by the contractor or the contractor's designated environmental professional with an organic vapor analyzer at a frequency of at least once every 15 minutes. The organic vapor analyzer will be calibrated as specified by Rule 1166. Monitoring will conform to procedures in SCAQMD Rule 1166 and shall include performing organic vapor measurements at a distance of no more than 3 inches above the exposed soil.

Exposed soil will be considered to potentially contain VOCs if an organic vapor analyzer reading of 50 ppmv or higher is observed continuously for 10 seconds or more. If exposed soil contains measurable VOCs at or above this concentration limit, or is

otherwise obviously odorous or stained, the protocols described below will be implemented.

If the an organic vapor analyzer measures 50 ppmv or greater according to the criteria defined in SCAQMD Rule 1166, the soil is considered to be “VOC contaminated” and SCAQMD must be notified pursuant to SCAQMD Rule 1166. This soil will be treated as “excess soil” and managed in accordance with the procedures described below.

If the an organic vapor analyzer measures between 50 and 1,000 ppmv, SCAQMD Rule 1166 requires that soil in the affected work be sprayed with water or treated with vapor suppressant materials.

If the an organic vapor analyzer measures greater than 1,000 ppmv, water or a vapor suppressant must be applied to soil to control emanation of vapors, and within 15 minutes, the soil must be placed in sealed containers or moistened, covered with plastic sheeting, and transported off-site for disposal at an appropriately permitted facility.

The earthwork contractor, or designated subcontractors, will be prepared and qualified to implement all protocols required in compliance with SCAQMD Rule 1166.

6.4 Soil Management Protocols for Soil Suspected or Determined to Contain COPCs

During grading, earthwork, and construction activities at the Property, the Property Owner’s earthwork construction contractors or the earthwork contractor’s designated environmental professional will be responsible for visually inspecting soil that is excavated or graded for evidence of discoloration or staining, and for screening for noticeable chemical odors, which may be checked with an organic vapor analyzer as needed for presence of measurable VOCs. The following protocols will be implemented for soil encountered that is suspected or determined to contain COPCs.

6.4.1 Evaluation Soil Sample Collection Protocols and Notification Requirements

The Property Owner’s representative will be notified by the earthwork contractor if visibly stained or odorous soil or debris is discovered during demolition, grading, or other soil disturbance construction at the Property. The Property Owner’s representative will be notified if soil is considered to potentially contain VOCs, based on the SCAQMD Rule 1166 monitoring described above in Section 6.3. The contractor shall mark the areas of potentially-impacted soil by placing stakes in the ground marking those areas and ensuring the staked areas are protected from further disruption.

Two “evaluation samples” of the potentially contaminated in-place soil or debris will be collected by the Property Owner’s representative or the earthwork contractor’s designated environmental professional as approved the Property Owner in accordance with the Project Contract Documents. These soil samples will be submitted to a State of California certified analytical laboratory for chemical analysis. The two evaluation soil

sampling locations will be determined in the field based upon field conditions and the judgment of the contractor's environmental professional or at the direction of the Property Owner's representative, and the sample locations will be clearly marked by staking or other means to allow subsequent surveying, if elected by Property Owner. Contractor will preserve staked locations until surveying is performed. The sampling may be modified by the environmental professional based on the observed conditions with notice to the Property Owner's representative.

Evaluation soil samples will be analyzed, at a minimum, for the following constituents, using the specified analytical methods, or the most current U.S. EPA or DTSC-approved laboratory method for the particular constituents:

- Total petroleum hydrocarbons in the gasoline range using U.S. EPA Method 8015m with U.S. EPA 5035 preparation;
- Total petroleum hydrocarbons in the diesel range and motor oil range using U.S. EPA Method 8015m with silica gel cleanup;
- Volatile organic compounds using U.S. EPA Method 8260B with U.S. EPA 5035 preparation¹;
- California Title 22 Metals by U.S. EPA Method 6020, including hexavalent chromium by U.S. EPA Method 7199 with U.S. EPA Method 3060A preparation; and
- Moisture content by American Society for Testing and Materials ("ASTM") D-2216, as needed for reporting of all analyses on a dry weight basis.

The specified detection limits for each compound will be the lowest commercially available but in no case greater than the Property-specific soil criteria. All analyses for COPCs will be reported on a dry weight basis for comparison of results to the soil criteria listed in Table 1.

Additional chemical analyses may be performed on these evaluation soil samples if there is evidence that other specific COPCs (i.e., PAHs, PCBs, pesticides) or other suspected compounds may be present in the soil or debris encountered during construction. Determination of whether other COPCs may be present will be based on site use history in the area of earthwork construction, field observations as indicated above, additional information such as field readings from organic vapor meters, and professional judgment of the Property Owner's representative or contractor's designated environmental professional. The analytical results of these evaluation soil samples will be compared with the Property-specific soil criteria in Table 1.

¹ Soil samples for VOC analysis with U.S. EPA 5035 preparation will be collected in EnCore samplers according to manufacturer's instructions or other method consistent with the requirements of U.S. EPA Method 5035.

No further action is required if COPCs are detected in the evaluation soil samples at concentrations below the Property-specific soil criteria listed in Table 1 for the land use appropriate to the sampling locations, and if the soil is not excavated. If COPCs are measured in the evaluation samples at concentrations above the Property-specific soil criteria, the Property Owner's representative will notify RWQCB representatives, and the impacted soil will be managed in accordance with the protocols described below.

It should be noted that based on visual observations of the potentially impacted soil or an organic vapor analyzer response and consideration of other factors such as apparent size of the area and schedule needs, the Property Owner may elect to forego evaluation sampling described in Section 6.4.1 and proceed with excavating, segregating, and stockpiling the potentially affected soil in accordance with the protocols described below.

6.4.2 Excavation and Stockpiling of Excess Soil

In this Soil Management Plan, "excess soil" is defined to include soil encountered and/or disturbed during construction that is obviously impacted by chemical residuals, as identified by visual observation of staining, noticeable odors, or elevated organic vapor readings on an organic vapor analyzer, i.e., 50 ppmv or greater (see Section 6.3). Non-COPC-containing soil that is handled or moved around the Property as part of Property-wide general grading operations is not considered "excess soil" as defined herein.

Soil found to contain concentrations of COPCs above the Property-specific soil criteria listed in Table 1, based on sampling and analysis, or soil suspected to contain concentrations of COPCs above the Property-specific soil criteria, based on visual observation or organic vapor analyzer readings of 50 ppmv or greater, will be excavated and placed into segregated soil stockpiles for subsequent evaluation (Section 6.4.1). These soil stockpiles will be characterized for suitability for on-site reuse or for off-site disposal at an appropriately permitted facility acceptable to the Property Owner.

Excavated excess soil, or potential excess soil pending evaluation, will be stockpiled on plastic liners to minimize contact with underlying surface soil and will not be stockpiled directly on clean soil or newly installed cover materials or commingled with other soil stockpiles. Stockpiled excess soil will be covered with plastic sheeting when not being handled and at the end of each work day. The plastic sheeting will be adequately secured so that all surface areas of the stockpiles are covered to prevent contact with rainfall or dust generation. Temporary berms will be constructed around the soil stockpile areas or other appropriate storm water management protocols or BMPs will be implemented to control precipitation run-on and runoff during wet weather, in accordance with Section 6.2.3.

Excess soil will be characterized as described in Sections 6.4.4 and will be managed for disposal off-site as described in Section 6.4.5.

6.4.3 Post-Excavation Confirmation Soil Sample Collection Protocols

In areas where targeted soil removals are planned (i.e., the Former Oil Field Impoundment Area and the Print Room, as described in Sections 5.1.4 and 5.1.5, respectively) or if excess soil containing COPCs at concentrations above the Property-specific criteria listed in Table 1 are identified and excavated, as described in Sections 6.4.1 and 6.4.2, confirmation soil samples will be collected by the Property Owner's representative or the earthwork contractor's designated environmental professional. Confirmation soil samples will be collected from the side walls and bottom of an excavation in the area where such soil was removed, as follows:

- Side wall confirmation soil samples will be collected from freshly exposed soil at a minimum frequency of one sample at each 5-foot depth interval for every 20 linear feet of excavation. If the depth of the excavation is less than 5 feet, then one side wall sample will be obtained at approximately one-half of the depth of the excavation for every 20 linear feet of excavation.
- Bottom confirmation soil samples will be collected from the floor of the excavation at a minimum frequency of one sample for every 400 square feet (20 by 20 feet) of excavation floor area.
- A minimum of five (5) confirmation samples will be collected from an excavation (i.e., one sample from each side wall and one sample from the bottom of the excavation). If the excavation is less than 5 feet by 5 feet in dimension, no sidewall samples will be collected; one (1) bottom confirmation soil sample will be collected from the excavation.

These confirmation soil samples will be analyzed only for the COPCs actually detected in the evaluation samples (see Section 6.4.1) or in the stockpile soil samples (see Section 6.4.4). If such prior sampling has not yet occurred, confirmation soil samples will be analyzed for the compounds listed in Section 6.4.1; however, the analyte list may be adjusted as appropriate based on the COPCs suspected to be present in the excavation area based on land use history in the excavated area, field observations as indicated above, additional information such as organic vapor analyzer measurements, and professional judgment of the Property Owner's representative or the contractor's designated environmental professional.

6.4.4 Characterization of Stockpiled Excess Soil

Stockpiled excess soil (defined in Section 6.4.2) will be characterized, using representative soil samples collected by the Property Owner's representative or by the earthwork contractor's designated environmental professional as specified in the Project Contract Documents, to determine whether the soil is acceptable for reuse as fill material based on the Property-specific soil criteria in Table 1 and applicable hazardous waste criteria, or will require off-site disposal at an appropriately-permitted facility. If pre-excavation characterization data are available for a particular soil stockpile, e.g., if soil samples were collected and analyzed as described in Section 6.4.1 before excavation, and

that excavated soil has been stockpiled separately and not mixed with uncharacterized excavated soil, further characterization of the stockpiled will not be needed, provided that the available sampling results meet the requirements of this Section 6.4.4, e.g. the appropriate number of samples per volume of stockpiled excess soil have been collected and analyzed.

One (1) representative soil sample will be collected for each approximate 250 cubic yards or less of stockpiled excess soil. This sampling frequency is consistent with the recommended fill material sampling schedule in DTSC's *Information Advisory, Clean Imported Fill Material* (DTSC, 2001) and is generally consistent with the sampling requirements of permitted disposal facilities. To determine the frequency of collecting representative soil samples from stockpiles or soil volumes greater than 250 cubic yards, DTSC's *Information Advisory, Clean Imported Fill Material* (DTSC, 2001) will be followed.

Each representative soil sample may consist of up to four discrete soil samples that will be collected by scraping the top few inches of soil from the stockpile and then manually driving a pre-cleaned stainless steel tube or other appropriate pre-cleaned sample container or sampling device into the stockpile to collect the needed soil sample volume. Both ends of the tube containing the soil sample will be covered with Teflon sheets and capped with plastic end caps. Soil samples collected for VOC or gasoline-range TPH analysis will be collected using En Core® disposable volumetric sampling devices. Soil samples collected for VOC, gasoline-range TPH, or SVOC analysis will not be composited in the field.

A sample label will be attached to each sample liner or bag containing En Core® sampling devices. The label will include a unique sample identification number, the stockpile number and location, and the time and date the sample was collected. Sealed liners will be placed in zip-closure plastic bags then placed on ice in a cooler for temporary storage and transport to the laboratory for chemical analysis. Chain-of-custody records will be initiated.

Selected discrete soil samples will be composited by the laboratory to make representative samples prior to laboratory analysis, as appropriate, representing each stockpile or segment of stockpiled soils at the frequency indicated above. For non-volatile COPC analyses, the preparation of representative composite samples may be accomplished in the field by the Property Owner's representative or the earthwork contractor's designated environmental professional with prior approval of compositing protocols by the Property Owner's representative.

Samples collected from excess soil stockpiles will be analyzed for the analytes listed in Section 6.4.1 (i.e., TPH, VOCs and California Title 22 metals), using the methods and detection limits described in Section 6.4.1 for "evaluation samples". Additional chemical analyses may be performed on the samples of excess soil if there is evidence that other specific COPCs (i.e., PAHs, PCBs, pesticides) or other suspected compounds may be present in the soil. Additional chemical analyses may also be performed on the samples

of excess soil if required by the designated off-site disposal facility in accordance with its waste acceptance protocols.

The resulting representative concentrations of COPCs will be evaluated for on-site reuse of the stockpiled soil in accordance with the Property-specific soil criteria established in Table 1 and in accordance with applicable hazardous waste laws and regulations, as described in Section 6.4.1.

If excavated soil contains detectable total concentrations in soil of barium, beryllium, trivalent or total chromium, copper, mercury, molybdenum, nickel, selenium, zinc, DDD, or DDT, results of representative sample analyses of such excavated soil will also be reported on a wet weight basis, and these concentrations will be compared to the TTLC listed in the California Code of Regulations, Title 22, Section 66261.24. Additional analyses will be performed as needed for comparison to Soluble Threshold Limit Concentration (“STLC”; California Code of Regulations, Title 22, Section 66261.24) and Toxicity Characteristic Leaching Procedure (“TCLP”; Code of Federal Regulations Title 40, Section 261.24) criteria for characterization of excavated soil with respect to classification of excess soil as California and federal hazardous waste. Any excavated, excess soil found to contain concentrations of COPCs above their respective TTLC, STLC, or TCLP criteria, based on representative samples, will not be reused on the Property and will be managed in accordance with applicable hazardous waste laws and regulations, and as otherwise described herein.

If excess soils will not remain on the Property based on the Property-specific soil criteria listed in Table 1 or applicable hazardous waste laws and regulations, or if it is determined by the grading or earthwork contractor that insufficient area is available on the Property to accommodate the excess soil, additional sampling and/or analysis of the stockpiled soils may be required as necessary to complete waste profiling for acceptance of the excess soil by the contractor’s designated off-site disposal facility, as approved by the Property Owner.

6.4.5 Off-Site Disposal of Excess Soils

Excess soils designated for off-site disposal will be handled and disposed in accordance with applicable laws and regulations. Such waste soil will be disposed at appropriately permitted off-site facilities with appropriate documentation completed by the contractor, including waste profiling and hazardous waste manifests, if required, in accordance with applicable laws and regulations and acceptance testing required by the selected disposal facility. The designated off-site disposal facilities, if any, must be acceptable to the Property Owner and consistent with established rates for loading, transportation and disposal as provided in the Contract Documents. If any excavated soil is determined to be a hazardous waste, it will be appropriately classified and disposed within 90 days of excavation.

The Property Owner shall be notified by the earthwork contractor in advance of any planned disposal of excess soil to be classified as California or Federal hazardous wastes from the Property. Appropriate documentation, including all laboratory analyses, waste

profile forms, hazardous waste manifests, if needed, will be completed by the construction contractor or the contractor's designated environmental professional with copies provided to the Property Owner's representative, along with complete disposal cost information and basis for valid measurements of quantities consistent with the Contract Documents, for review and concurrence before waste soil is removed from the Property.

The Property Owner will be similarly notified by the earthwork contractor of any plans to remove excess soil from the Property as non-hazardous waste, including supporting analyses of representative samples from stockpiled excess soil and identification of the proposed ultimate disposition of the soil, for approval by the Property Owner.

6.4.6 Tracking of Excess Soil for Re-use On-Site or Disposal Off-Site

The construction contractor will prepare and maintain records for tracking of all quantities of excess soil found to contain COPCs, or tested for COPCs, as these soils are reused on-site or disposed off-site. Such information may be required as a basis for payment in accordance with the Contract Documents. Such tracking will, at a minimum, include estimated or surveyed volumes based on excavation size, or measured tonnage with certified weight tickets for soils removed from the Property. The construction contractor will prepare a map of the Property showing all locations where approved excess soils were placed on the Property, noting the soils' origins on the Property and all associated representative soil sample analyses documenting the quality of the excess soil deemed suitable for reuse on the Property. Such tracking will only be needed for excess soil; tracking will not be required for soil if it is never defined as excess soil (Section 6).

If requested by the Property Owner, the earthwork contractor or other construction contractors may be required to prepare written Soil Tracking Plans prior to commencement of excavation or other earthwork during construction activities on the Property or to upgrade their soil tracking activities and protocols if judged to be inadequate by the Property Owner's representative.

6.5 Post-Grading Soil Gas Confirmation Sampling

The Property Owner's representative or the earthwork contractor's designated environmental professional, as provided in the Project Contract Documents, will retain a licensed contractor to provide hydraulic direct-push equipment for installation of temporary soil gas sampling probes to be used for collection of soil gas samples at designated sampling locations at the Property. Soil gas samples will be collected at approximately five feet bgs, or other sampling depths deemed appropriate based upon observed field conditions with concurrence of the Property Owner's representative.

Temporary soil gas sampling probes will be installed by the contractor using hydraulic direct-push equipment to provide a minimum one-inch diameter borehole. A sampling probe will be placed at the depth of the borehole and a minimum one-foot of sand pack will be placed around the probe. A minimum of one foot of dry granular bentonite will be emplaced on top of the sand pack. The remainder of the hole will be filled with a

hydrated bentonite grout. Following installation, the probe will be allowed to stabilize for at least 30 minutes prior to sampling. Soil gas sampling probe installation will be conducted in accordance with the RWQCB's *Interim Guidance for Active Soil Gas Investigation*, dated 25 February 1997 (RWQCB, 1997) and the *Advisory - Active Soil Gas Investigations* issued by the RWQCB and DTSC on 28 January 2003 (DTSC, 2003).

Soil gas samples will either be collected in glass bulbs or syringes for analysis in a mobile laboratory operated by the contractor on the Property and analysis for VOCs by gas chromatograph/mass spectrometer ("GC/MS"), or collected in stainless steel Summa canisters for analysis by U.S. EPA Method TO-15, at the discretion of the environmental professional with concurrence by the Property Owner's representative. The target analytical detection limit for each COPC will be at or below its respective Property-specific soil gas criterion, as listed on Table 1.

Following completion of soil gas sampling, the tubing for each temporary soil vapor probe borehole will be removed and the borehole will be filled to ground surface with hydrated bentonite grout.

6.6 Management of Below-Grade Structures

Below-grade structures that are known to exist on the Property, i.e., storm water infrastructure, sumps, clarifiers, will be removed from the ground or capped, cleaned, covered, backfilled, or left in place if and as appropriate, prior to general Property grading. As discussed above, the existing fuel USTs at the Current Vehicle Maintenance Area will be removed under the oversight of appropriate local agencies.

Each of the six reported former oil wells on the property will be located and assessed as described in Sections 3.5.3.1 and 5.1.3, and if deemed necessary for the planned land uses at each wellhead, reabandonment will be performed in accordance with current DOGGR guidance and inspections by DOGGR staff and appropriate protective measures (e.g., vent cones placed over the wellhead) will be installed in accordance with DOGGR and City of Inglewood requirements (see Section 5).

During Property grading, earthwork, and subsurface construction activities, currently undiscovered below-grade structures such as tanks, sumps, pipes, and drums may be discovered and need to be properly managed. The Property Owner's representative will be promptly notified of all such discoveries. These structures may contain liquids, or be contaminated, and may be ongoing sources of releases of COPCs to soil and/or groundwater, e.g., if they were not emptied or removed prior to abandonment. If subsurface structures are encountered, in order to minimize project delays and costs, the construction contractor will be prepared and will implement the following procedures:

- Property Owner, RWQCB, and City of Inglewood personnel will be notified if a previously unknown below-grade structure that contains liquids or is obviously contaminated is discovered during Property grading, earthwork or construction activities.

- Residual liquid or sludge, if present in the below-grade structure, will be removed, placed in storage containers, characterized, and appropriately disposed in accordance with laws and regulations.
- Intact drums or containers may be removed without emptying liquid or sludge inside the drums or containers. If the drums or containers are brittle, cracked, or otherwise deteriorated such that removal of the drums and containers increase the likelihood that liquid and sludge may be released to the environment then the drums and containers will be emptied of liquid and sludge before their removal from the ground under direction of the contractor's environmental professional.
- The below-grade structure will be removed from the ground. Empty drums and containers, and liquid or sludge in drums and containers will be characterized and appropriately disposed. The drums, piping and their contents will be placed in a sealed bin or temporarily bermed area that is covered with plastic sheeting or other appropriate material to prevent discharges to the ground or the atmosphere. These materials will be characterized in accordance with hazardous waste laws and regulations and profiled for off-site disposal as required by the selected disposal facility. These materials will be transported off-site for disposal at an authorized facility in accordance with applicable laws and regulations following notification to the Property Owner.
- Visibly contaminated or odorous soil discovered, whether or not it is associated with subsurface tanks, sumps, drums, or pipes, will be managed according to the protocols described in Section 6.4. In order to facilitate construction, if feasible, small areas of visibly contaminated or odorous soil may be excavated, segregated, and stockpiled on plastic sheeting pending waste characterization. Following receipt of results, the need for further testing in the excavated area will be determined in consultation with RWQCB or Los Angeles County representatives and the Property Owner's representative.
- If it is not necessary to remove all of a discovered pipe or other below-grade structure to complete construction and if the pipe does not contain contaminated, hazardous, flammable, or explosive liquid, sludge, or gas, then the pipe may be cut to remove and appropriately dispose of the portion of the pipe that must be excised to complete construction. The ends of the pipe remaining in place will be capped. In addition, it should be determined whether the pipe material or wrapping contains asbestos.
- If a previously undiscovered UST is encountered during Property grading, earthwork or construction, the UST and associated piping will be removed in accordance with applicable laws and regulations, including submittal of a work plan and permit applications, as appropriate, to the LAFD, LADPW, City of Inglewood, and SCAQMD, with copies to the Property Owner's representative. Investigation and closure of the UST area will be performed in accordance with applicable State and local requirements.

- If unrecorded oil wells are found during Property earthwork, grading, or construction activities, the oil wells will be investigated and abandoned in accordance with DOGGR requirements, as summarized in Section 5.1.3.
- Documentation of the chemical analyses, removal of encountered subsurface structures and/or impacted soil will include any plans and reports that may be required by the RWQCB and/or Los Angeles County. Where appropriate, such findings will be used by the Property Owner to update or amend this SMP, including the list of COPCs in Table 1, or the identified areas of potential concern to be closed with the RWQCB prior to Property redevelopment.

6.7 Soil Import Procedures

According to the Property Owner, no importing of fill soil from off-site areas is currently anticipated. Should soil be imported onto the Property, the soil will be evaluated in general accordance with the *Information Advisory, Clean Imported Fill Material*, published by DTSC, dated October 2001 (DTSC, 2001). This document provides guidance on selection of fill material, recommended fill sampling schedule and analysis, and documentation. Imported soil must, at a minimum, meet the Property-specific soil criteria listed in Table 1 for the appropriate planned land use, and must meet the geotechnical requirements developed for the Project by others or as otherwise specified in the Project Contract Documents. If potential imported fill soil contains detectable levels of chemicals that are not included in Table 1, screening criteria for the chemicals will be developed and applied using the hierarchy of published criteria and rationale described in Section 3.2, with concurrence of the Property Owner's representative.

7. POST-CONSTRUCTION PROPERTY CONDITIONS

The post-construction Property conditions are those environmental conditions created after the following redevelopment construction activities are completed:

- completion of pre-development response actions for identified areas containing COPCs at concentrations above Property-specific soil and soil gas listed in Table 1 for planned land uses, as described in Section 5.1;
- implementation of the general SMP protocols on a Property-wide basis, as described in Section 6, and
- Property-wide grading and overexcavation according to the current development plans, generally as described in Section 4.

Following completion of the activities described above in accordance with this SMP, no known areas of the Property should exist that contain COPCs in soil or soil gas at concentrations above their respective Property-specific soil or soil gas criteria listed in Table 1. As such, areas where soil and soil gas concentrations meet the Table 1 criteria for residential land use will be acceptable for unrestricted use. As described in Section 3.2, if HPLC chooses to apply the commercial/industrial land use criteria in specific areas of the Property where such criteria would be consistent with the planned land use, the potentially exposed populations, and potentially complete exposure pathways, these areas may be subject to land use restrictions determined pursuant to future agreement by HPLC and RWQCB.

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TABLE 1
Property-Specific Soil and Soil Gas Criteria
Hollywood Park, 1050 South Prairie Avenue, Inglewood, California

Chemical of Potential Concern ("COPC")	UNRESTRICTED RESIDENTIAL LAND USE				COMMERCIAL / INDUSTRIAL LAND USE			
	SOIL Acceptable for Unrestricted Residential Land Use If COPC Concentrations Measured in Soil are Less Than or Equal to Criteria Listed Below (a,b,c) (mg/kg, dry weight basis)	Basis for Property- Specific Soil Criteria	SOIL GAS Acceptable for Unrestricted Residential Land Use If COPC Concentrations Measured in Soil Gas are Less Than or Equal to Criteria Listed Below (a) (µg/L)	Basis for Property- Specific Soil Gas Criteria	SOIL Acceptable for Commercial / Industrial Land Use If COPC Concentrations Measured in Soil are Less Than or Equal to Criteria Listed Below (a,b,c) (mg/kg, dry weight basis)	Basis for Property- Specific Soil Criteria	SOIL GAS Acceptable for Commercial Industrial Land Use If COPC Concentrations Measured in Soil Gas are Less Than or Equal to Criteria Listed Below (a) (µg/L)	Basis for Property- Specific Soil Gas Criteria
Volatile Organic Compounds ("VOCs")								
Acetone	14,000	PRG	660	ESL	54,000	PRG	1,800	ESL
Benzene (d)	0.018 (e)	RWQCB	0.085	CHHSL	0.018 (e)	RWQCB	0.28	CHHSL
2-Butanone	22,000	PRG	210	ESL	110,000	PRG	590	ESL
n-Butylbenzene	240	PRG	--	--	240	PRG	--	--
sec-Butylbenzene	220	PRG	--	--	220	PRG	--	--
Carbon disulfide	360	PRG	--	--	720	PRG	--	--
Chlorobenzene	150	PRG	12	ESL	530	PRG	35	ESL
Chloroform	0.94	PRG (Cal)	0.45	ESL	2	PRG (Cal)	1.5	ESL
Chloromethane	47	PRG	0.33	ESL	160	PRG	1.1	ESL
1,4-Dichlorobenzene	3.4	PRG	0.21	ESL	7.9	PRG	0.72	ESL
Dichlorodifluoromethane	94	PRG	--	--	310	PRG	--	--
1,2-Dichloroethane	0.28	PRG	0.11	CHHSL	0.6	PRG	0.36	CHHSL
1,1-Dichloroethene	120	PRG	42	ESL	410	PRG	120	ESL
cis-1,2-Dichloroethene	43	PRG	41	CHHSL	150	PRG	120	CHHSL
trans-1,2-Dichloroethene	69	PRG	84	CHHSL	230	PRG	240	CHHSL
Ethanol	--	--	19,000	ESL	--	--	38,000	ESL
Ethylbenzene	400	PRG	420	ESL	400	PRG	1,200	ESL
4-Ethyltoluene	--	--	--	--	--	--	--	--
Isopropylbenzene	570	PRG	--	--	2,000	PRG	--	--
p-Isopropyltoluene	--	--	--	--	--	--	--	--
Methylene Chloride	9.1	PRG	2.4	ESL	21	PRG	8.2	ESL
4-Methyl-2-Pentanone (Methyl Isobutyl Ketone)	5,300	PRG	17	ESL	47,000	PRG	47	ESL
Methyl tertiary butyl ether (d)	0.234 (e)	RWQCB	8.6	CHHSL	0.234 (e)	LARWQCB	29	CHHSL
n-Propylbenzene	240	PRG	--	--	240	PRG	--	--
Styrene	1,700	PRG	210	ESL	1,700	PRG	590	ESL
Tertiary butyl alcohol	--	--	2.6	ESL	--	--	8.7	ESL
Tetrachloroethene (d)	0.086 (f)	RWQCB	0.47	CHHSL	0.086 (f)	LARWQCB	1.6	CHHSL
Toluene	520	PRG	320	CHHSL	520	PRG	890	CHHSL
Trichloroethene	2.9	PRG (Cal)	1.3	CHHSL	6.5	PRG (Cal)	4.4	CHHSL
Trichlorofluoromethane	390	PRG	--	--	2,000	PRG	--	--
1,2,4-Trimethylbenzene	52	PRG	--	--	170	PRG	--	--
1,3,5-Trimethylbenzene	21	PRG	--	--	70	PRG	--	--
Vinyl acetate	430	PRG	--	--	1,400	PRG	--	--
Xylenes, m & p	270	PRG	800	CHHSL	420	PRG	2,200	CHHSL
Xylenes, o	270	PRG	740	CHHSL	420	PRG	2,100	CHHSL

TABLE 1
Property-Specific Soil and Soil Gas Criteria
Hollywood Park, 1050 South Prairie Avenue, Inglewood, California

Chemical of Potential Concern ("COPC")	UNRESTRICTED RESIDENTIAL LAND USE				COMMERCIAL / INDUSTRIAL LAND USE			
	SOIL Acceptable for Unrestricted Residential Land Use If COPC Concentrations Measured in Soil are Less Than or Equal to Criteria Listed Below (a,b,c) (mg/kg, dry weight basis)	Basis for Property- Specific Soil Criteria	SOIL GAS Acceptable for Unrestricted Residential Land Use If COPC Concentrations Measured in Soil Gas are Less Than or Equal to Criteria Listed Below (a) (µg/L)	Basis for Property- Specific Soil Gas Criteria	SOIL Acceptable for Commercial / Industrial Land Use If COPC Concentrations Measured in Soil are Less Than or Equal to Criteria Listed Below (a,b,c) (mg/kg, dry weight basis)	Basis for Property- Specific Soil Criteria	SOIL GAS Acceptable for Commercial Industrial Land Use If COPC Concentrations Measured in Soil Gas are Less Than or Equal to Criteria Listed Below (a) (µg/L)	Basis for Property- Specific Soil Gas Criteria
Semi-Volatile Organic Compounds ("SVOCs")								
Dibenz(a,h)anthracene	0.062	PRG	--	--	0.21	PRG	--	--
Fluoranthene	2,300	PRG	--	--	22,000	PRG	--	--
4-Methylphenol	310	PRG	--	--	3,100	PRG	--	--
Naphthalene	1.7	PRG (Cal)	0.093	CHHSL	4.2	PRG (Cal)	0.31	CHHSL
Phenanthrene	--	--	29	ESL	--	--	82	ESL
Pyrene	2,300	PRG	22	ESL	29,000	PRG	61	ESL
Total Petroleum Hydrocarbons ("TPH")								
TPH as gasoline (C4-C12)	1,000	RWQCB	--	--	1,000	LARWQCB	--	--
TPH as diesel (C13-C22)	10,000	RWQCB	--	--	10,000	LARWQCB	--	--
TPH as motor oil (C23-C32)	50,000	RWQCB	--	--	50,000	LARWQCB	--	--
California Title 22 Metals								
Arsenic (g)	15	Background	--	--	15	Background	--	--
Barium	5,200	CHHSL	--	--	63,000 (h)	CHHSL	--	--
Beryllium	150 (h)	CHHSL	--	--	1,700 (h)	CHHSL	--	--
Cadmium	1.7	CHHSL	--	--	7.5	CHHSL	--	--
Chromium III	100,000 (h)	CHHSL	--	--	100,000 (h)	CHHSL	--	--
Chromium VI	17	CHHSL	--	--	37	CHHSL	--	--
Cobalt	660	CHHSL	--	--	1,900	PRG	--	--
Copper	3,000 (h)	CHHSL	--	--	38,000 (h)	CHHSL	--	--
Lead	150	CHHSL	--	--	800	PRG	--	--
Mercury	18	CHHSL	0.2	CHHSL	180 (h)	CHHSL	0.56	CHHSL
Molybdenum	380	CHHSL	--	--	4,800 (h)	CHHSL	--	--
Nickel	1,600	CHHSL	--	--	16,000 (h)	CHHSL	--	--
Selenium	380 (h)	CHHSL	--	--	4,800 (h)	CHHSL	--	--
Thallium	5	CHHSL	--	--	63	CHHSL	--	--
Vanadium	78	PRG	--	--	1,000	PRG	--	--
Zinc	23,000 (h)	CHHSL	--	--	100,000 (h)	CHHSL	--	--
Organochlorine Pesticides								
DDD	2.3 (h)	CHHSL	--	--	9 (h)	CHHSL	--	--
DDT	1.6 (h)	CHHSL	--	--	6.3 (h)	CHHSL	--	--
Inorganics								
Sum of Ammonia/ Ammonium and Nitrate as Nitrogen (i)	250	CVRWQCB	--	--	250	CVRWQCB	--	--

TABLE 1
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Hollywood Park, 1050 South Prairie Avenue, Inglewood, California

Chemical of Potential Concern ("COPC")	UNRESTRICTED RESIDENTIAL LAND USE				COMMERCIAL / INDUSTRIAL LAND USE			
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Abbreviations:

-- = screening level not available

C4-C7 = carbon chain range

Cal EPA = California Environmental Protection Agency

CHHSL = California Human Health Screening Level

CVRWQCB = California Regional Water Quality Control Board, Central Valley Region

DDD = 4,4'-dichlorodiphenyldichloroethane

DDT = 4,4'-dichlorodiphenyltrichloroethane

ESL = environmental screening level

µg/L = micrograms per liter

mg/kg = milligrams per kilogram

PRG = preliminary remediation goal

PRG (Cal) = California modified preliminary remediation goal

RWQCB = California Regional Water Quality Control Board, Los Angeles Region

SFBRWQCB = California Regional Water Quality Control Board, San Francisco Bay Region

SSL = soil screening level

U.S. EPA = United States Environmental Protection Agency

Notes:

(a) These Property-specific criteria were selected from published regulatory screening criteria for soil and soil gas as described in Section 3.1 of the text.

(b) Soil samples will be analyzed on a dry weight basis for comparison to the soil criteria listed above.

(c) As described in Section 6 of the text, representative samples of soil, when excavated, will be analyzed for California and Federal hazardous waste criteria prior to reuse on the Property. Soil with concentrations of chemicals exceeding the specified waste criteria (Section 6 of text) in representative samples will not be reused on the Property, and excavated soil at the Property will be managed in accordance with applicable laws and regulations.

(d) Site-specific cleanup goals were calculated for benzene, methyl tertiary butyl alcohol, and tetrachloroethene according to (RWQCB, 1996). See Section 3.1 of text for discussion.

(e) RWQCB SSL calculated for the Current Vehicle Maintenance Area at 100 ft above groundwater.

(f) RWQCB SSL calculated for the Former Dry Cleaning Area at 100 ft above groundwater.

(g) Based on the available soil data for the Property and the review of typical, maximum background concentrations of arsenic in California soils, 15 mg/kg was selected as the Property-specific soil criterion for arsenic to allow for inherent variability in naturally occurring arsenic levels in southern California soils, as described in Section 3.1 of the text.

(h) The Property-specific residential soil criteria listed above, expressed as total concentrations in soil, for beryllium, trivalent or total chromium, copper, selenium, zinc, DDD, and DDT and the property-specific commercial/industrial soil criteria listed above, expressed as total concentrations in soil, for barium, beryllium, trivalent or total chromium, copper, mercury, molybdenum, nickel, selenium, zinc, DDD and DDT are higher than the Total Threshold Limit Concentration ("TTLC"), which is one of the criteria used to define California hazardous waste based on the toxicity characteristic, as defined in the California Code of Regulations, Title 22, Section 66261.24. Excavated soil will be sampled and managed as described in Note (c) above.

(i) CVRWQCB soil cleanup number ("SCN") is 250 mg/kg for the sum of nitrate as nitrogen and ammonia as nitrogen (CVRWQCB, 2004).

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Cal EPA. 2005a. *Human-Exposure-Based Screening Numbers Developed to Aid Estimation of Cleanup Costs for Contaminated Soil*, Integrated Risk Assessment Section, Office of Environmental Health Hazard Assessment, California Environmental Protection Agency, November 2004, January 2005 Revision.

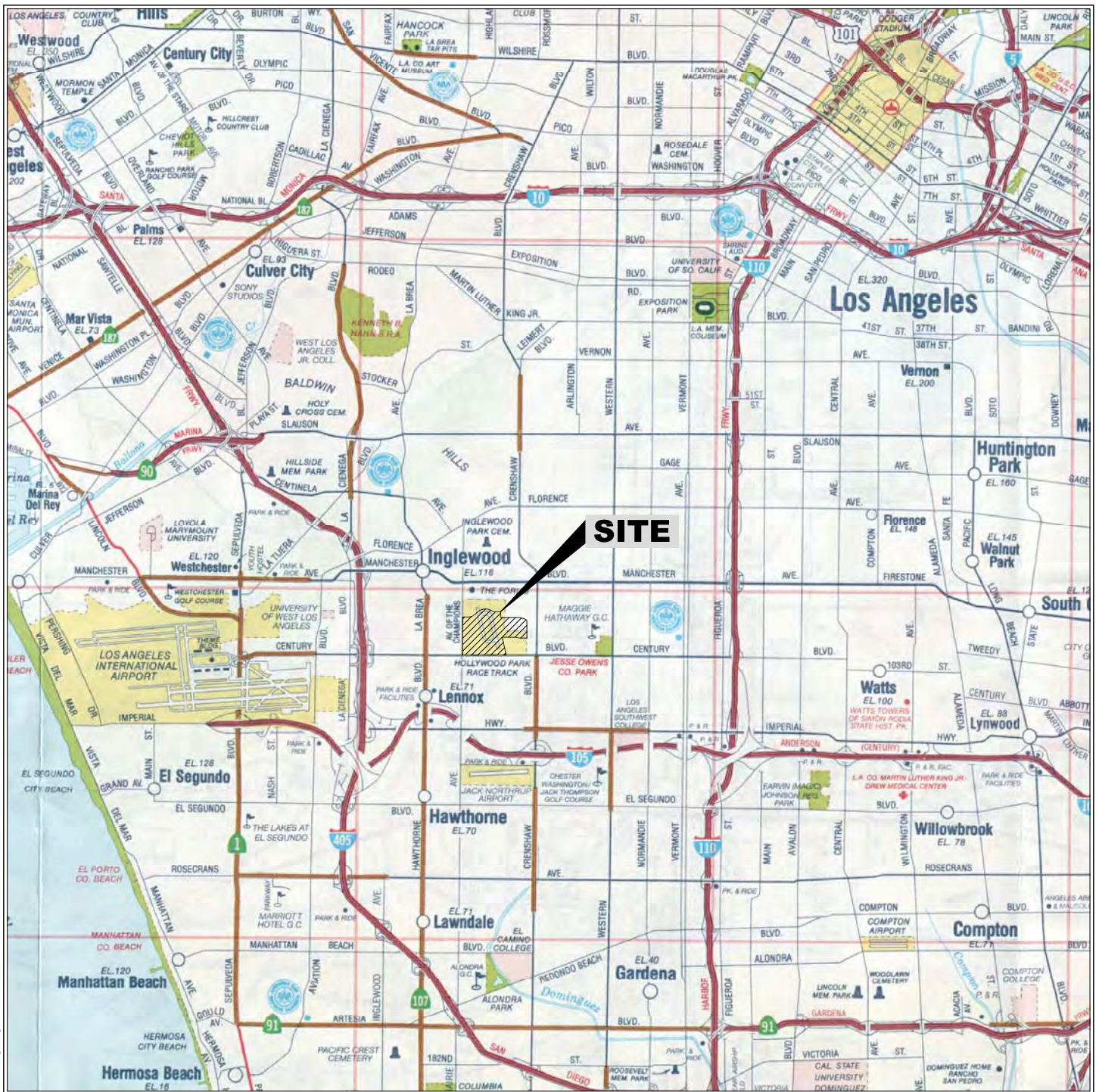
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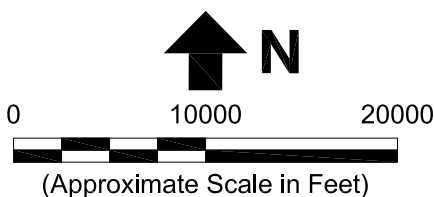
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Reference: The Thomas Guide Digital Edition, State of California, 2003/2004.

Note:

1. All locations are approximate.



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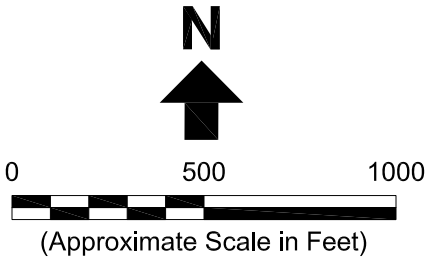
Hollywood Park Location Map

Hollywood Park
Inglewood, CA

July 2007
EKI A50015.01

Figure 1

20070703.085819 G:\A50015.01\Jui07\FIGURE 002 - EXISTING PROPERTY FEATURES.dwg



Legend:

--- Approximate Property Boundary

Notes:

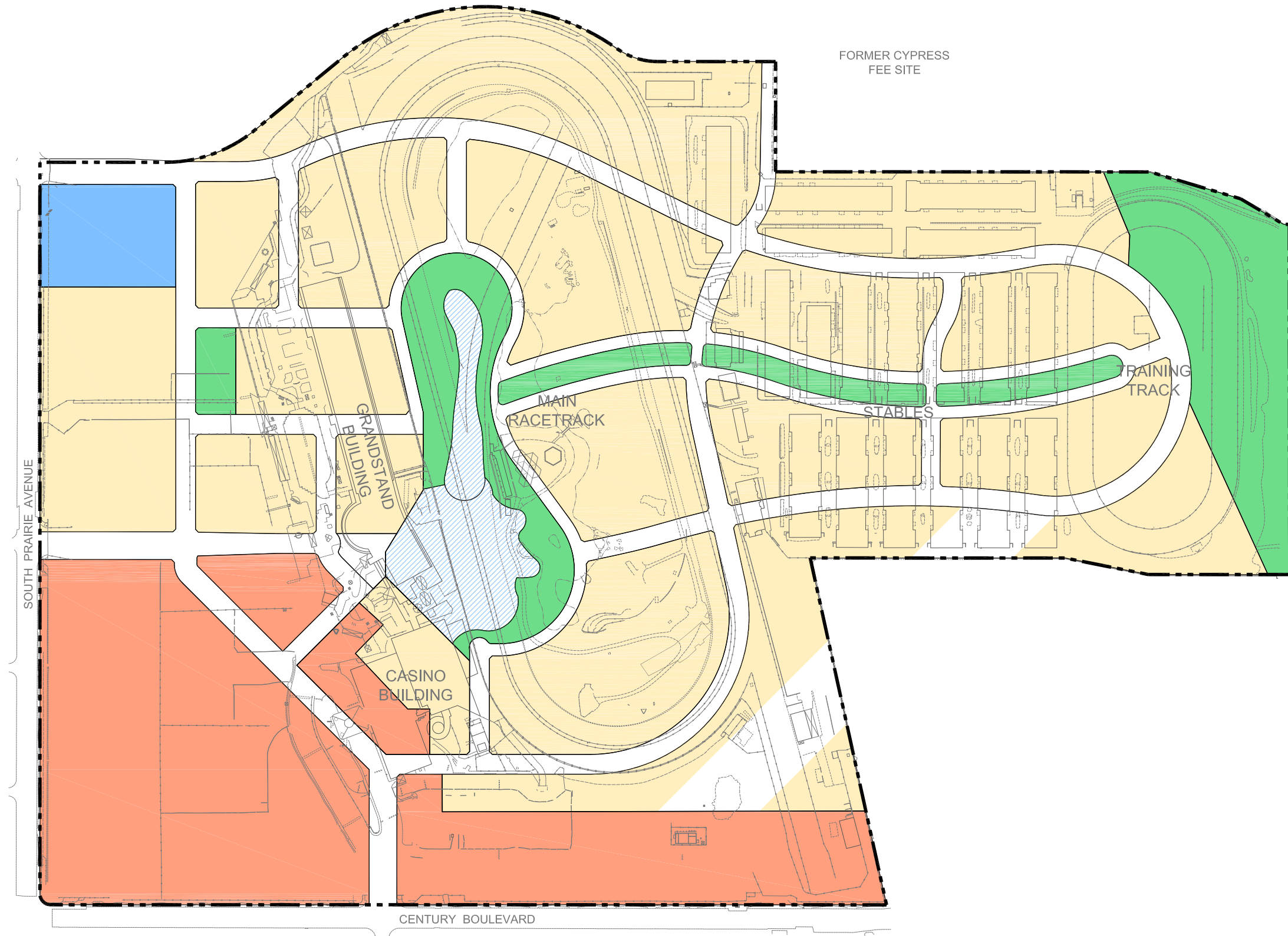
1. All locations are approximate.
2. Urban area photo dated 29 March 2004 from <http://www.terraserver.microsoft.com>.

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Existing Property Features

Hollywood Park
Inglewood, CA
July 2007
EKI A50015.01
Figure 2

20070703.08593347 G:\A50015.01\Jul07\FIGURE 003 - PRELIMINARY LAND USE PLAN.dwg Layout1



Legend:

- Approximate Property Boundary
- Residential
- Mixed Use/Retail
- Civic
- Parks
- Pond

Notes:

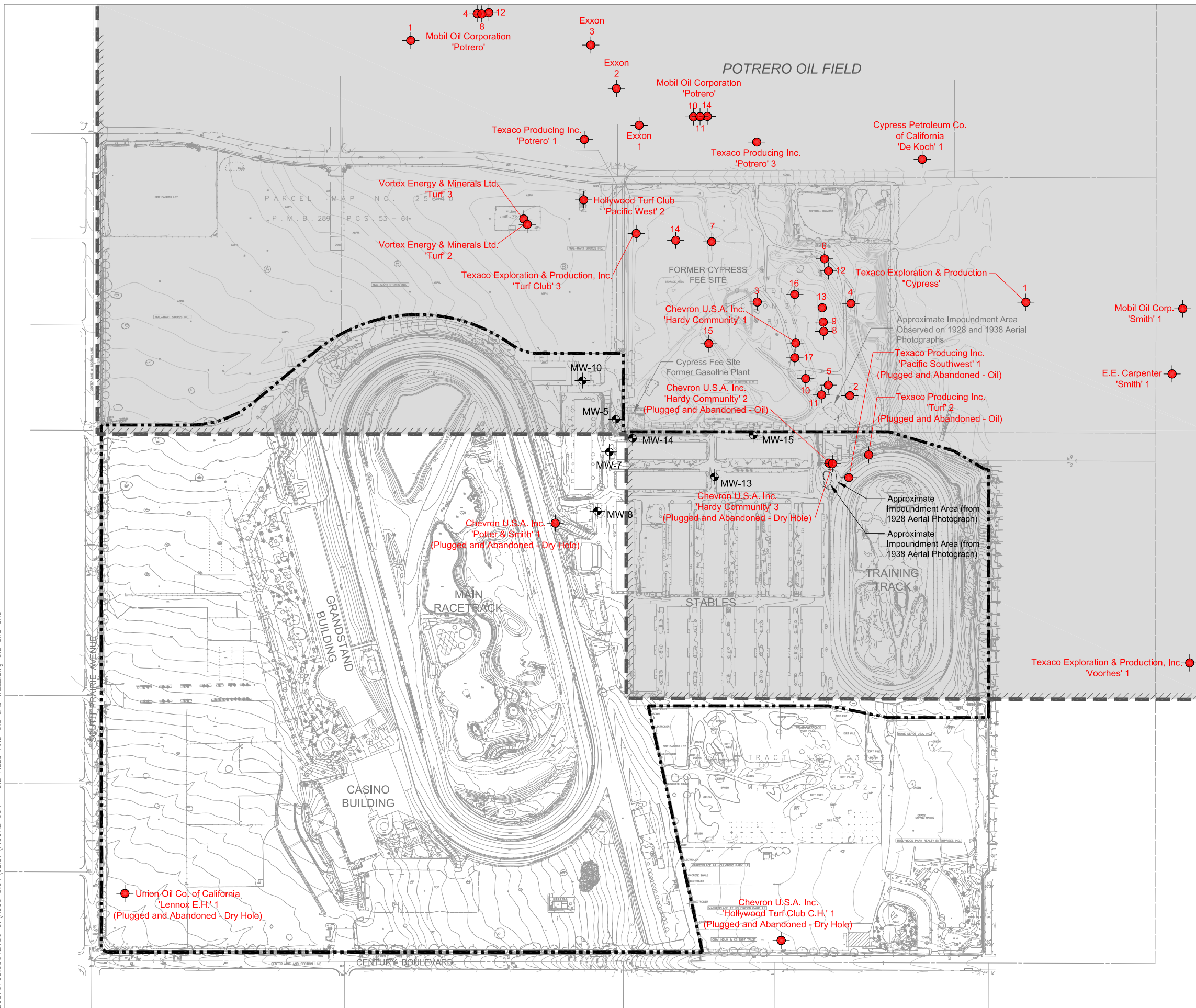
1. All locations are approximate.
2. Basemap source is ALTA/ACSM Land Title Survey for Hollywood Park, Inc. prepared by Hall & Foreman, Woodland Hills, California, updated 13 April 2007, and preliminary land use plan prepared by EDAW, dated 21 March 2007.

**Erler &
Kalinowski, Inc.**

Preliminary Land Use Plan

Hollywood Park
Inglewood, CA
July 2007
EKI A50015.01
Figure 3

20070703.09012186 G:\A50015.01\Jul07\FIGURE 004 - OIL FIELD AND OIL GAS WELL.dwg OIL and GAS



N

0

500

1000

(Approximate Scale in Feet)

Legend:

Approximate Property Boundary

Former Potrero Oil Field Boundary

Former Oil and Gas Well Location (DOGGR, 2003)

Existing Chevron Monitoring Well

Notes:

1. All locations are approximate.

2. Basemap source: ALTA/ACSM Land Title Survey for Hollywood Park, Inc. prepared by PSOMAS, West Los Angeles, California, updated 20 July 2005 and Hall & Foreman, Woodland Hills, California, updated 13 April 2007.

3. Potrero Oil Field boundary and oil and gas well locations from State of California Department of Conservation, Division of Oil, Gas, and Geothermal Resources, Map 123, dated 14 November 2003.

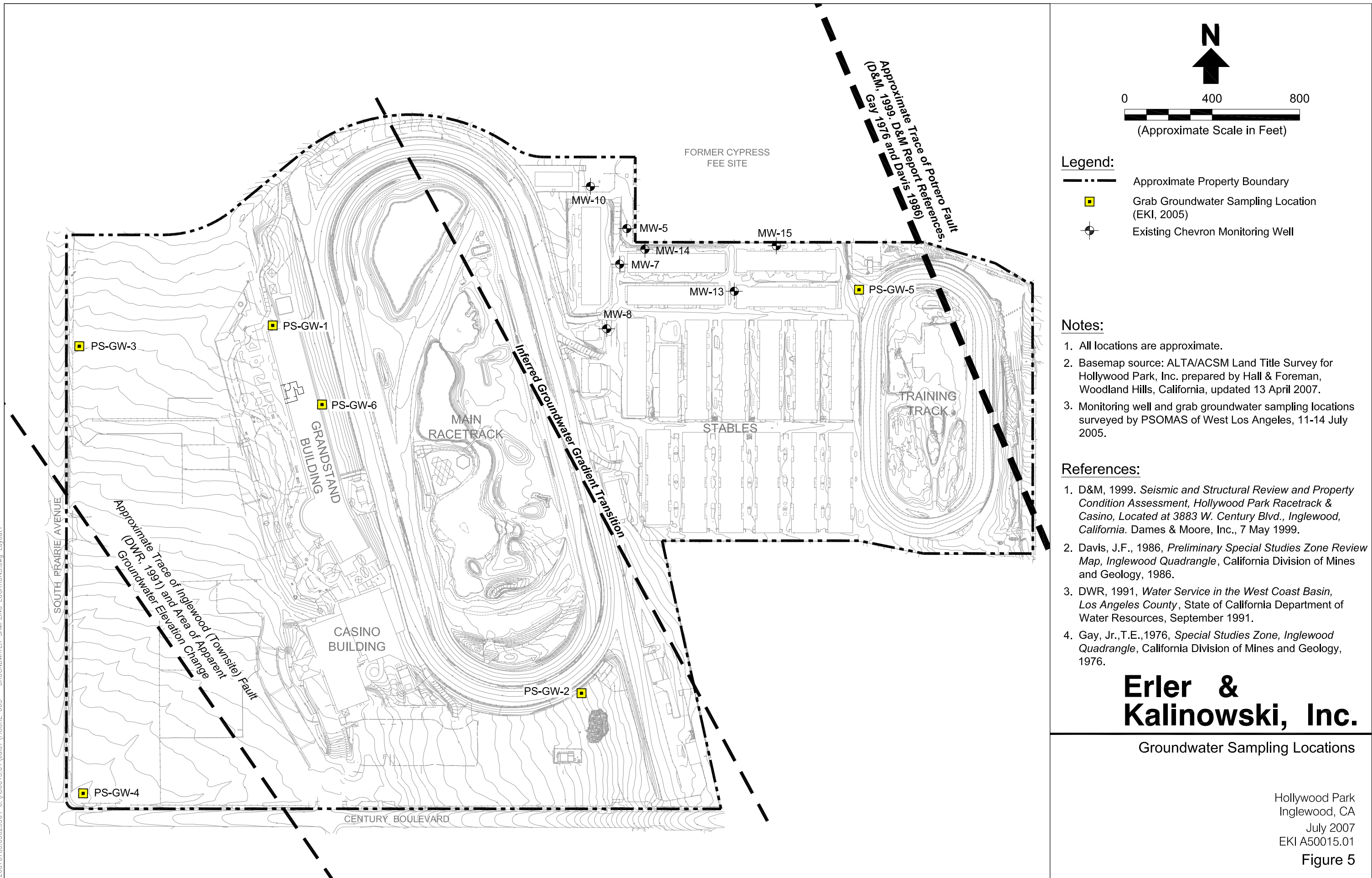
4. Lennox E.H. 1 location surveyed by Hall & Foreman, Inc., Woodland Hills, California, 23 March 2007.

Erler & Kalinowski, Inc.

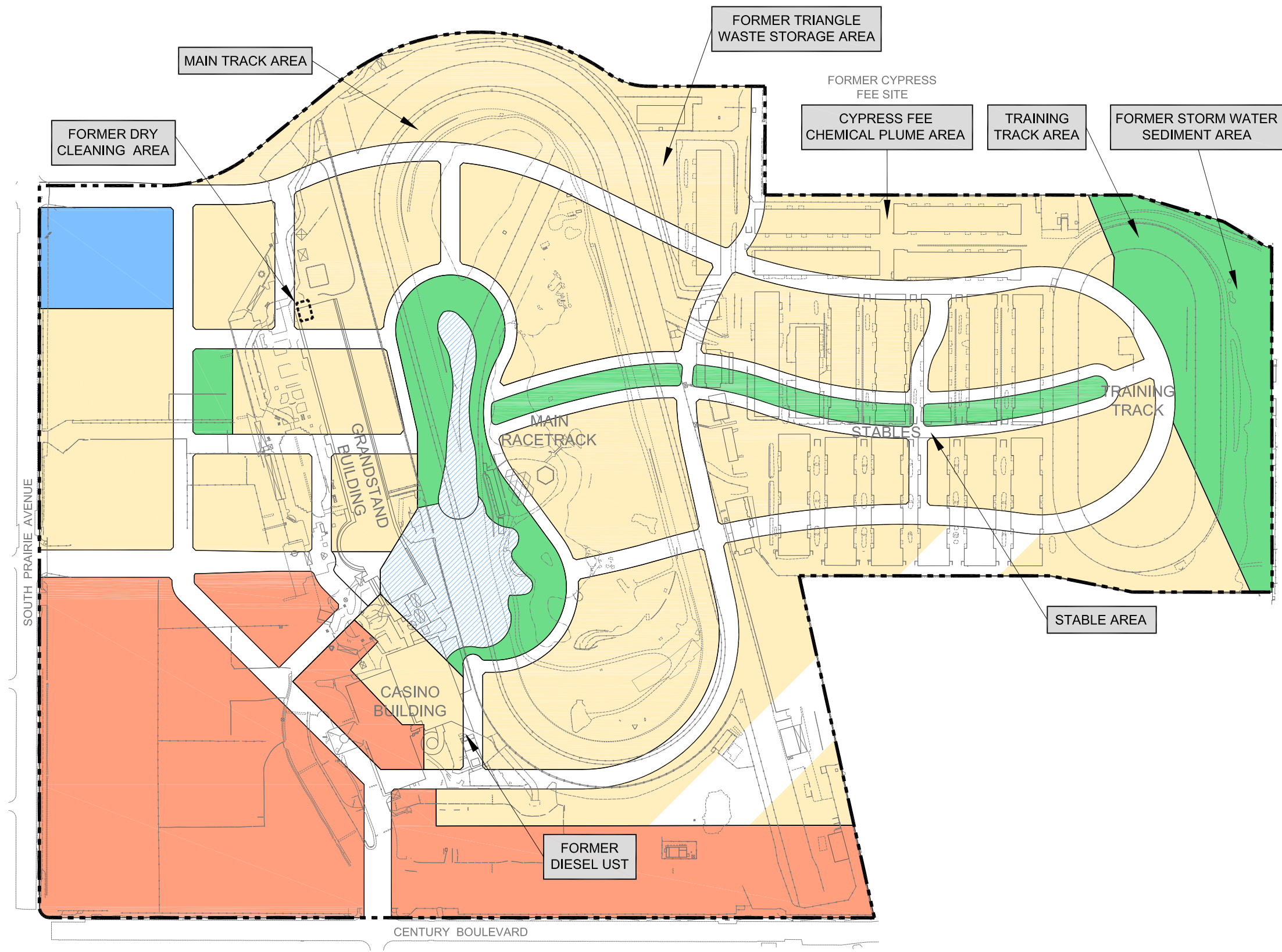
Former Oil Field and Oil and Gas Well Location Map

Hollywood Park
Inglewood, CA
July 2007
EKI A50015.01
Figure 4

20070703.09023964 G:\A50015.01\Jul07\FIGURE 005 - GROUNDWATER SAMPLING LOCATIONS.dwg Layout1



20070703.09041603 G:\A50015.01\Jul07\FIGURE 006 - ADDRESSED UNDER REGULATORY AGENCY.dwg Layout1



Legend:

- Approximate Property Boundary
- Residential
- Mixed Use/Retail
- Civic
- Parks
- Pond

Notes:

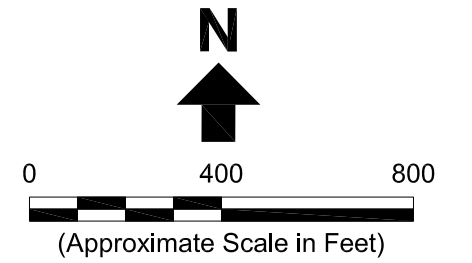
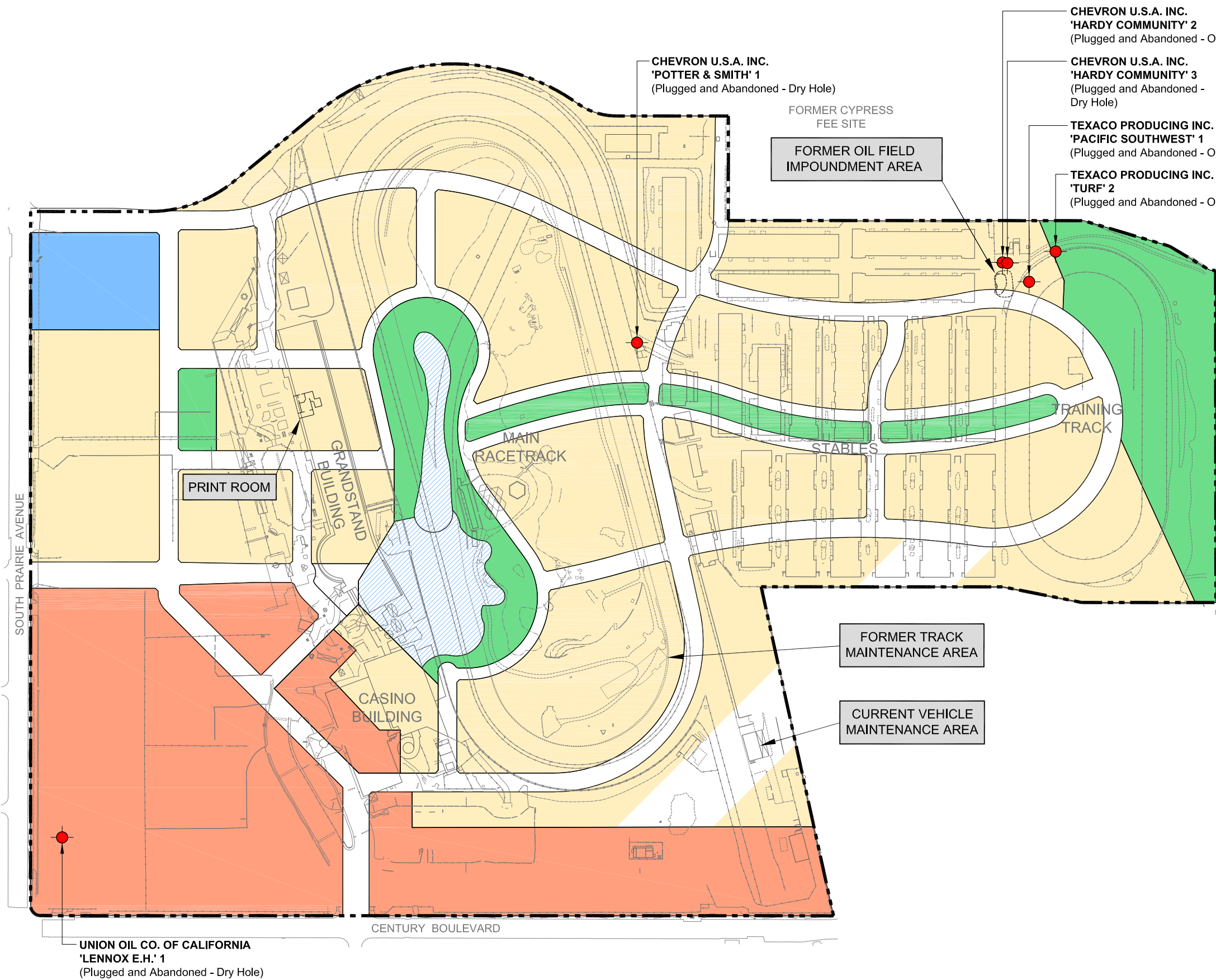
1. All locations are approximate.
2. Basemap source is ALTA/ACSM Land Title Survey for Hollywood Park, Inc. prepared by Hall & Foreman, Woodland Hills, California, updated 13 April 2007, and preliminary land use plan prepared by EDAW, dated 21 March 2007.

Erler & Kalinowski, Inc.

Areas Closed or Otherwise Addressed
Under Regulatory Agency Oversight

Hollywood Park
Inglewood, CA
July 2007
EKI A50015.01
Figure 6

20070703.09051578 G:\A50015.01\ju07\FIGURE 007 - AREAS TO BE ADDRESSED PRIOR TO OR DURING GRADING.dwg Layout1



Legend:

- Approximate Property Boundary
- Residential
- Mixed Use/Retail
- Civic
- Parks
- Pond
- Former Oil and Gas Well Location (DOGGR, 2003)

Notes:

1. All locations are approximate.
2. Basemap source is ALTA/ACSM Land Title Survey for Hollywood Park, Inc. prepared by Hall & Foreman, Woodland Hills, California, updated 13 April 2007, and preliminary land use plan prepared EDAW, dated 21 March 2007.
3. Oil and gas well locations from State of California Department of Conservation, Division of Oil, Gas, and Geothermal Resources, Map 123, dated 14 November 2003.
4. Lennox E.H. 1 location surveyed by Hall & Foreman, Inc., Woodland Hills, California, 23 March 2007.

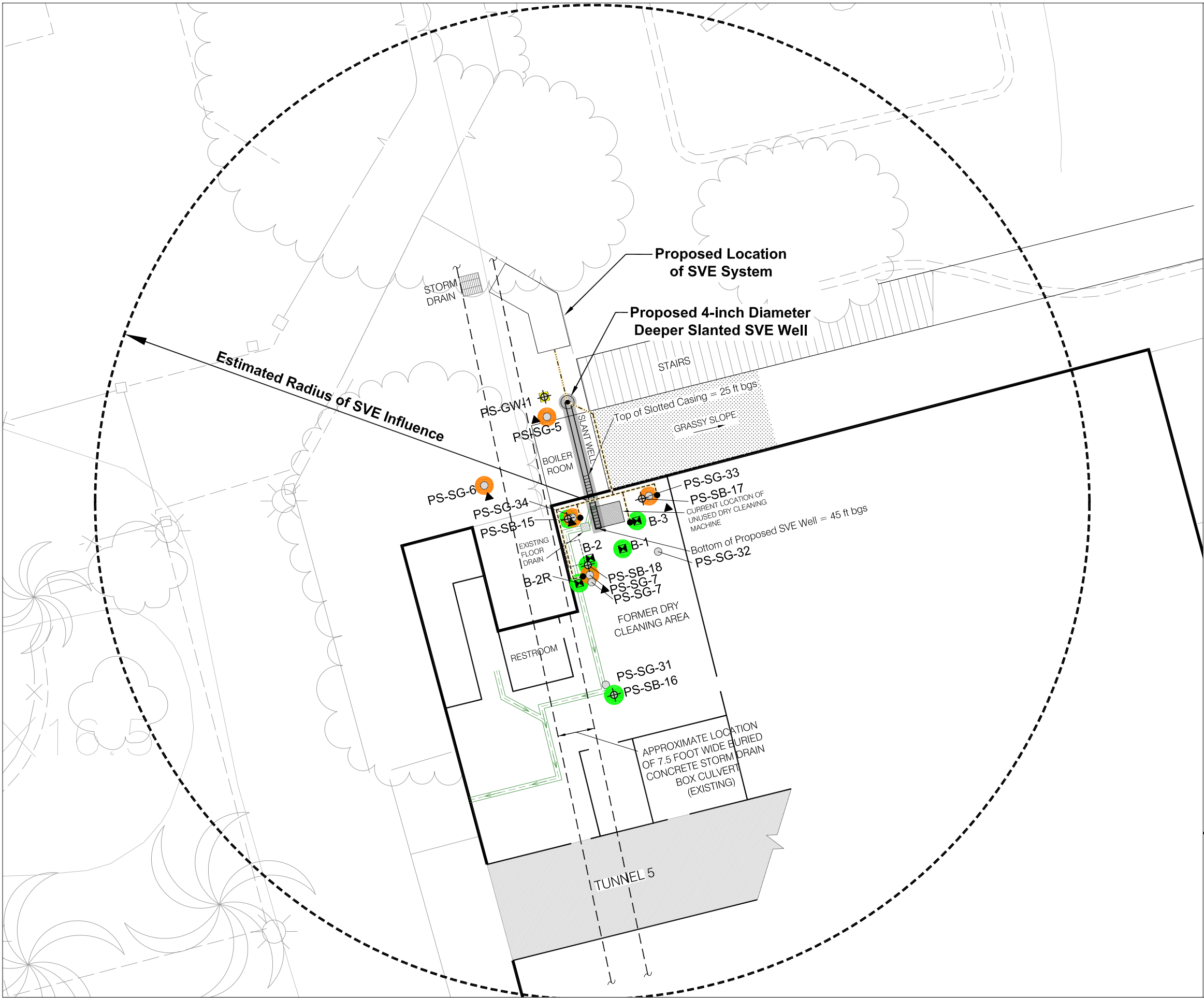
Erler & Kalinowski, Inc.

Areas to be Addressed
Prior to or During Grading

Hollywood Park
Inglewood, CA
July 2007
EKI A50015.01

Figure 7

20070703.09364424 G:\A50015.01\Jul07\FIGURE 008new - PROPOSED SVE SYSTEM.dwg Layout1



N

02040

(Approximate Scale in Feet)

Legend:

●

Proposed 1-Inch Diameter Shallow SVE Well

⊙

Proposed 4-Inch Diameter Deeper Slanted SVE Well

▲

Proposed Soil Gas Monitoring Probe

⊕

Soil/Grab Groundwater Sampling Location (EKI, 2005)

○

Soil Gas Sample Location (EKI, 2005)

⊕

Soil Sample Location (EKI, 2005)

⊠

Prior Soil Borehole and Soil Sample Location (Dames & Moore, 1999)

Estimated Lateral Radius of Influence of Slanted SVE Well

Proposed Underground SVE Conveyance Pipe

Proposed Aboveground SVE Conveyance Pipe

Utility Trench Location (Saw Cut Concrete) (Existing)

Exterior Wall

●

PCE Detected in Soil Gas Above Property - Specific Criteria Listed in Soil Management Plan (EKI, 2007)

●

PCE Detected in Soil Sample Above Property - Specific criteria listed in Soil Management Plan (EKI, 2007)

Notes:

1. All locations are approximate.

2. Basemap source: Approximate field measurements.

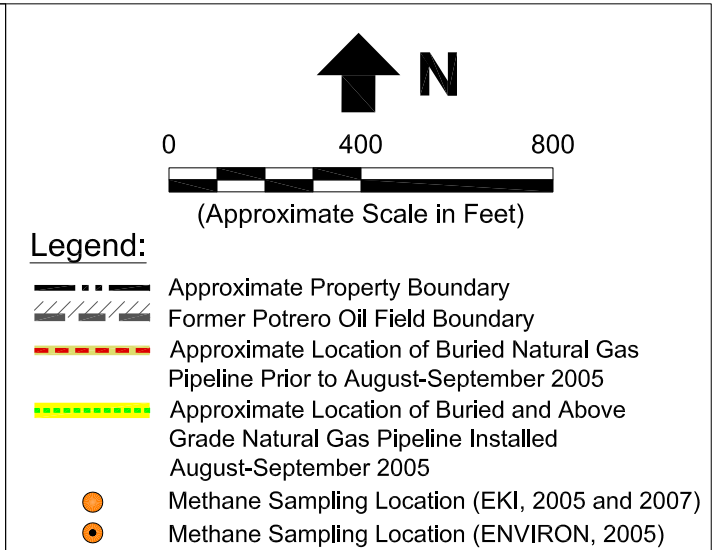
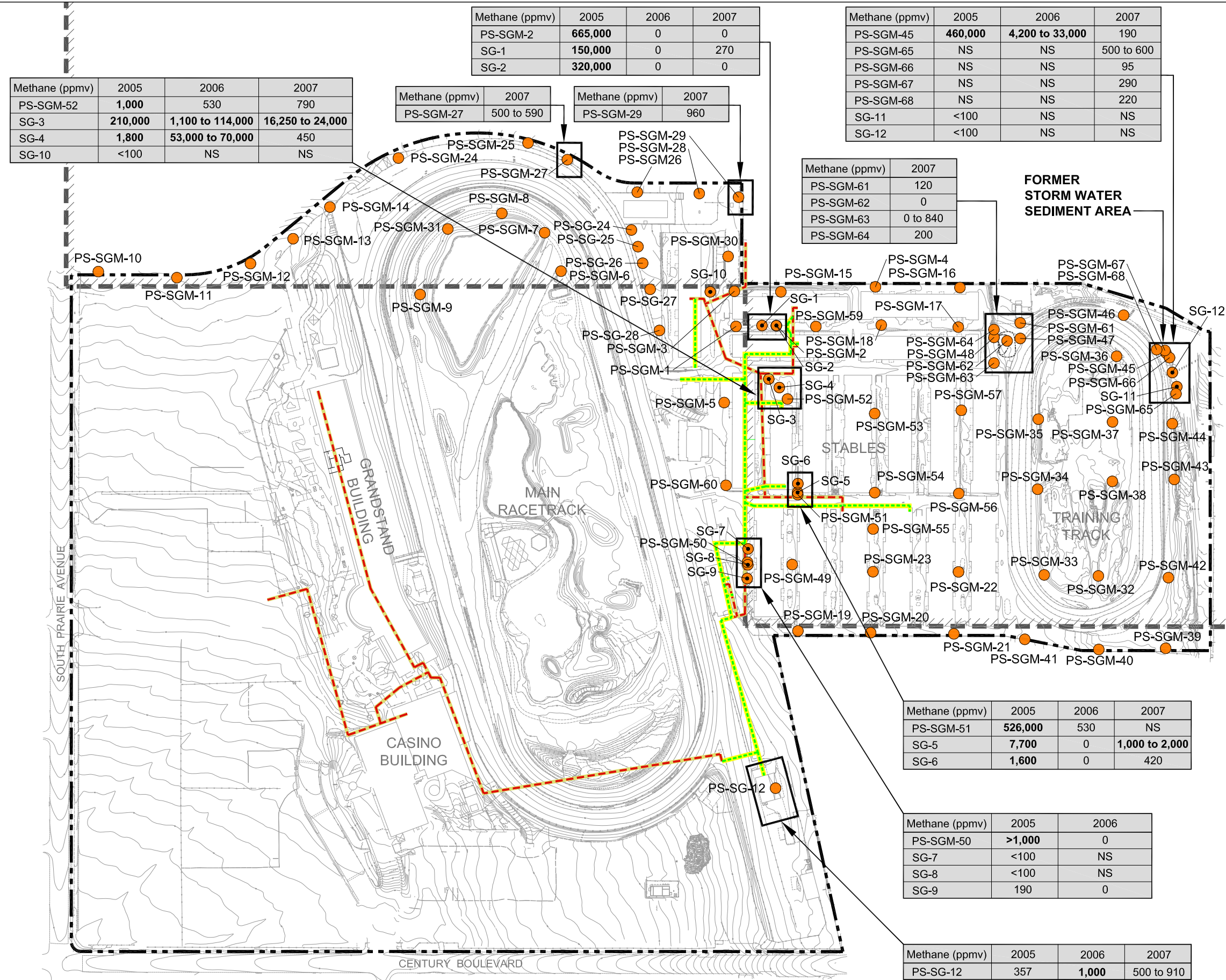
3. Sampling locations surveyed by PSOMAS of West Los Angeles, 11-14 July 2005.

4. Locations of proposed SVE wells and soil vapor monitoring probes will be adjusted as necessary based on field conditions encountered during drilling.

Erler & Kalinowski, Inc.

Proposed Soil Vapor Extraction (SVE) System
Former Dry Cleaning Area

Hollywood Park
Inglewood, CA
July 2007
EKI A50015.01
Figure 8



- Notes:**
1. All locations are approximate.
 2. Basemap source: ALTA/ACSM Land Title Survey for Hollywood Park, Inc. prepared by Hall & Foreman, Woodland Hills, California, updated 13 April 2007.
 3. Potrero Oil Field boundary from State of California Department of Conservation, Division of Oil, Gas, and Geothermal Resources, Map 123, dated 14 November 2003.
 4. Sampling locations surveyed by PSOMAS of West Los Angeles, 11-14 July 2005 and Hall & Foreman, Inc., 12 and 17 April 2007.
 5. Natural gas line locations provided by Hollywood Park personnel on 29 July 2005 and 10 August 2006.
 6. PS-SGM and PS-SG samples were collected in July 2005 during EKI's subsurface investigation. SG samples were collected on 17 August 2005 during the supplemental investigation by ENVIRON.
 7. Natural gas pipeline leaks were repaired by Hollywood Park Site personnel between 20 and 31 August 2005, and 17 November and 1 December 2006.
 8. 2006 and 2007 soil gas samples for methane were collected by EKI on 1 August 2006 and 17 April 2007, respectively.

Erler & Kalinowski, Inc.

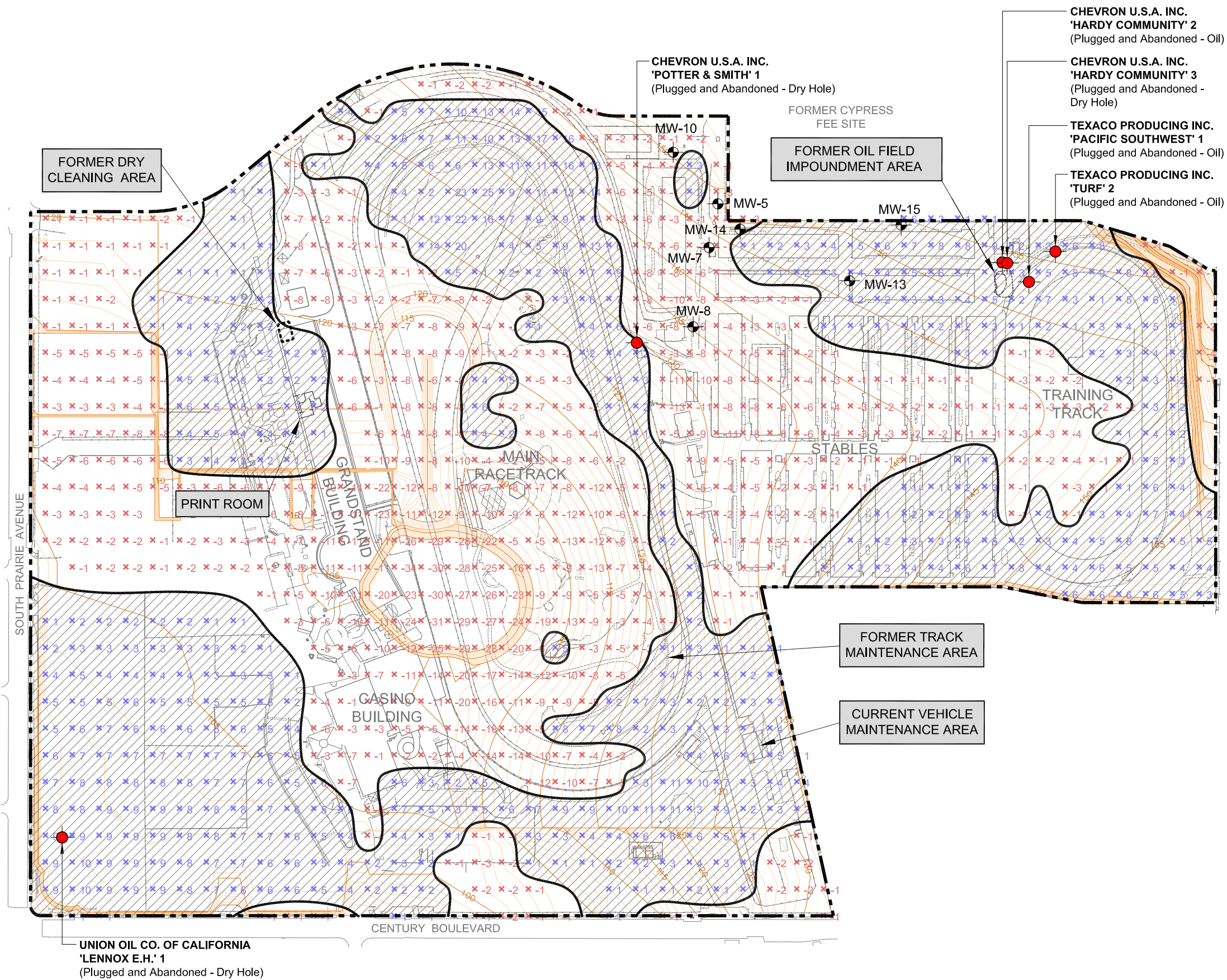
Detection of Methane in Soil Gas Samples
Prior to and Following Natural Gas
Pipeline Repairs

Hollywood Park
Inglewood, CA

July 2007
EKI A50015.01

Figure 9

20070703.09090807 G:\A50015.01\ju07\FIGURE 010 - PRELIMINARY PROPERTY GRADING PLAN.dwg Layout1



Legend:

- Approximate Property Boundary
- Existing Chevron Monitoring Well
- Former Oil and Gas Well Location (DOGGR, 2003)
- Contour of Preliminary Finished Grade (Feet)
- Approximate Cut Depth Required to Achieve Preliminary Finished Grade in Feet
- Approximate Fill Depth Required to Achieve Preliminary Finished Grade in Feet

Abbreviation:

MW = monitoring well

Notes:

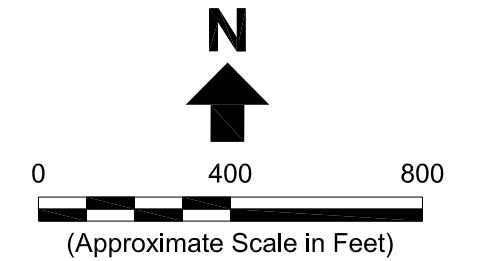
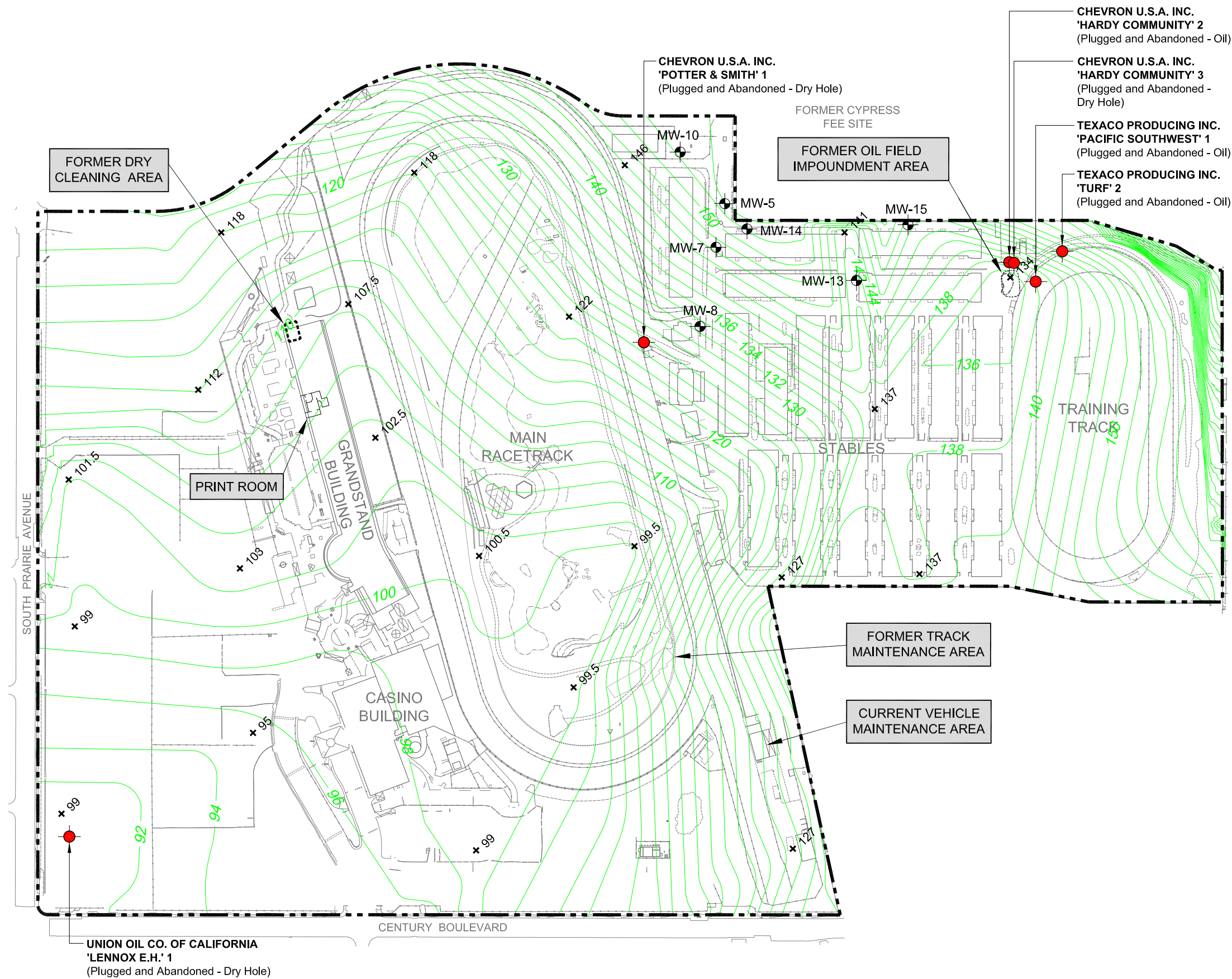
- All locations are approximate.
- Basemap source is ALTA/ACSM Land Title Survey for Hollywood Park, Inc. prepared by Hall & Foreman, Woodland Hills, California, updated 13 April 2007, and preliminary property grading plan prepared Arup, dated 19 March 2007.
- Oil and gas well locations from State of California Department of Conservation, Division of Oil, Gas, and Geothermal Resources, Map 123, dated 14 November 2003.
- Lennox E.H. 1 location surveyed by Hall & Foreman, Inc., Woodland Hills, California, 23 March 2007.

Erler & Kalinowski, Inc.

Preliminary Property Grading Plan

Hollywood Park
Inglewood, CA
July 2007
EKI A50015.01
Figure 10

20070703.09110702 G:\A50015.01\ju07\FIGURE 011 - PRELIMINARY GEOTECHNICAL OVEREXCAVATION.dwg Layout1



Legend:

- Approximate Property Boundary
- Existing Chevron Monitoring Well
- Former Oil and Gas Well Location (DOGGR, 2003)
- 150 — Contour of Preliminary Overexcavation Bottom (Feet)
- * 134 * Preliminary Overexcavation Bottom Elevations (Feet)

Abbreviation:

MW = monitoring well

Notes:

- All locations are approximate.
- Basemap source is ALTA/ACSM Land Title Survey for Hollywood Park, Inc. prepared by Hall & Foreman, Woodland Hills, California, updated 13 April 2007, and preliminary land use plan prepared EDAW, dated 21 March 2007.
- Oil and gas well locations from State of California Department of Conservation, Division of Oil, Gas, and Geothermal Resources, Map 123, dated 14 November 2003.
- Overexcavation elevations prepared by Group Delta, dated 30 March 2007, and overexcavation contours, prepared by Arup, dated 12 April 2007.
- Lennox E.H. 1 location surveyed by Hall & Foreman, Inc., Woodland Hills, California, 23 March 2007.

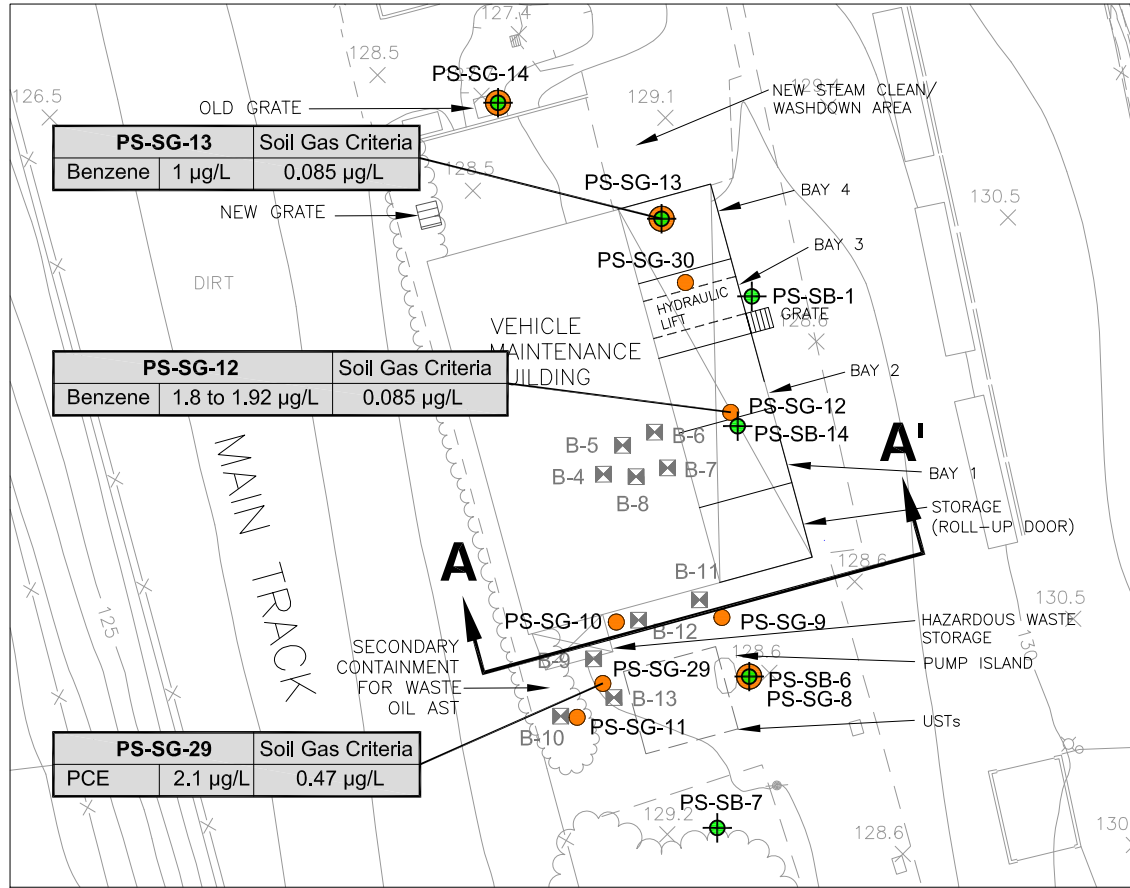
Erler & Kalinowski, Inc.

Preliminary Geotechnical
Overexcavation Plan

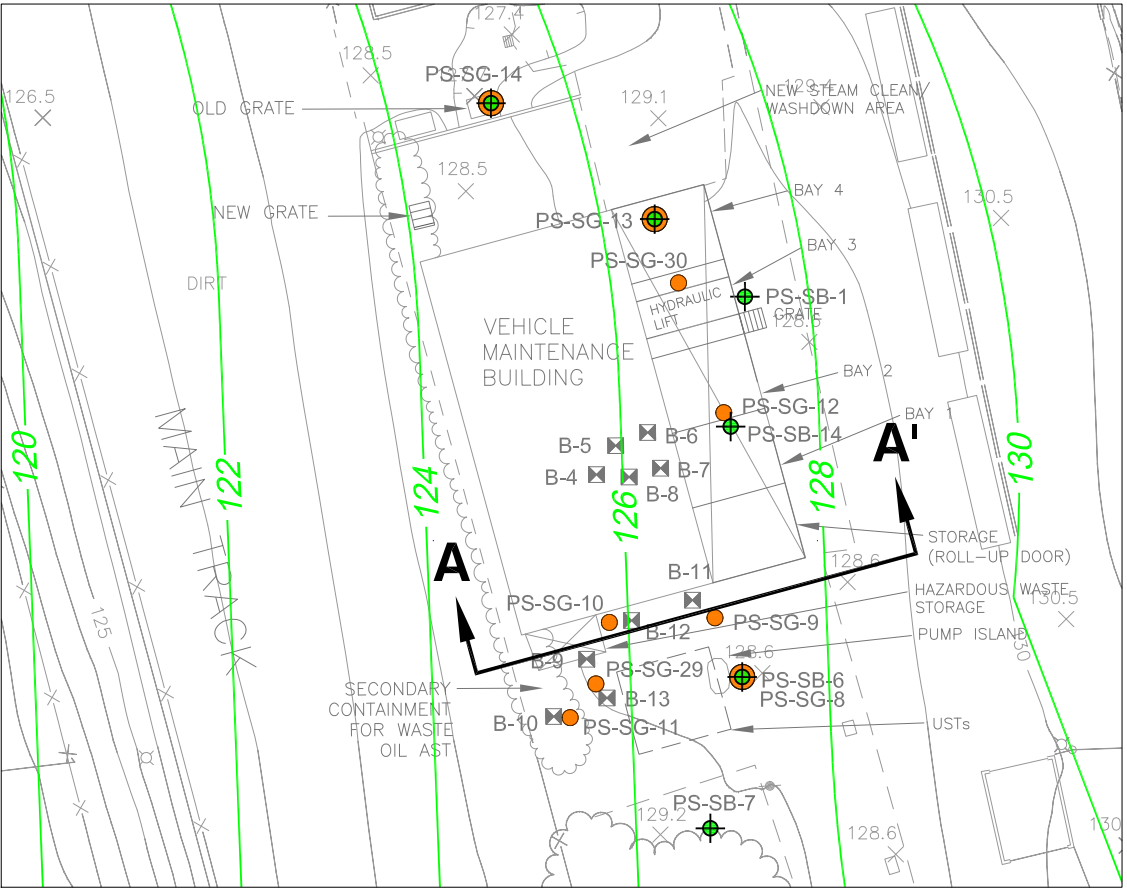
Hollywood Park
Inglewood, CA
July 2007
EKI A50015.01

Figure 11

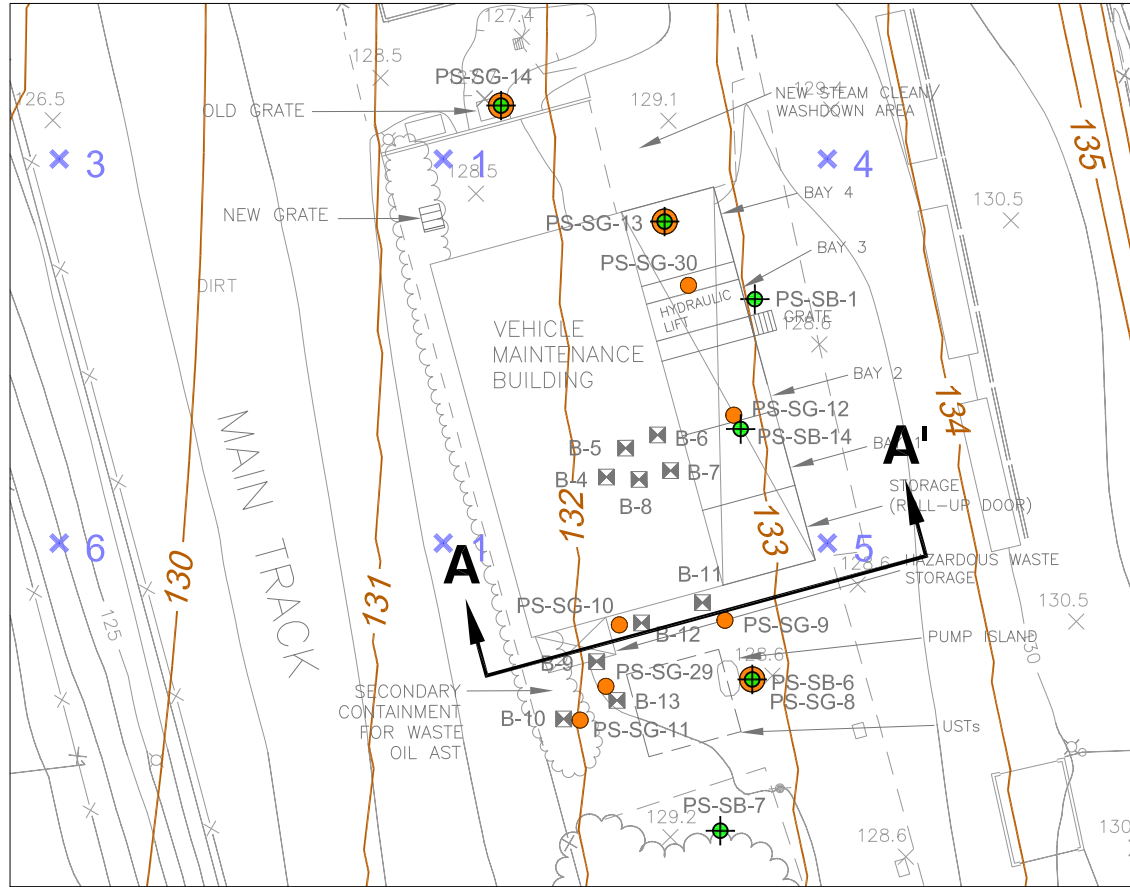
20070703.09130034 G:\A50015.01\Jul07\FIGURE 012 - XSECTION CVMA.dwg Layout1



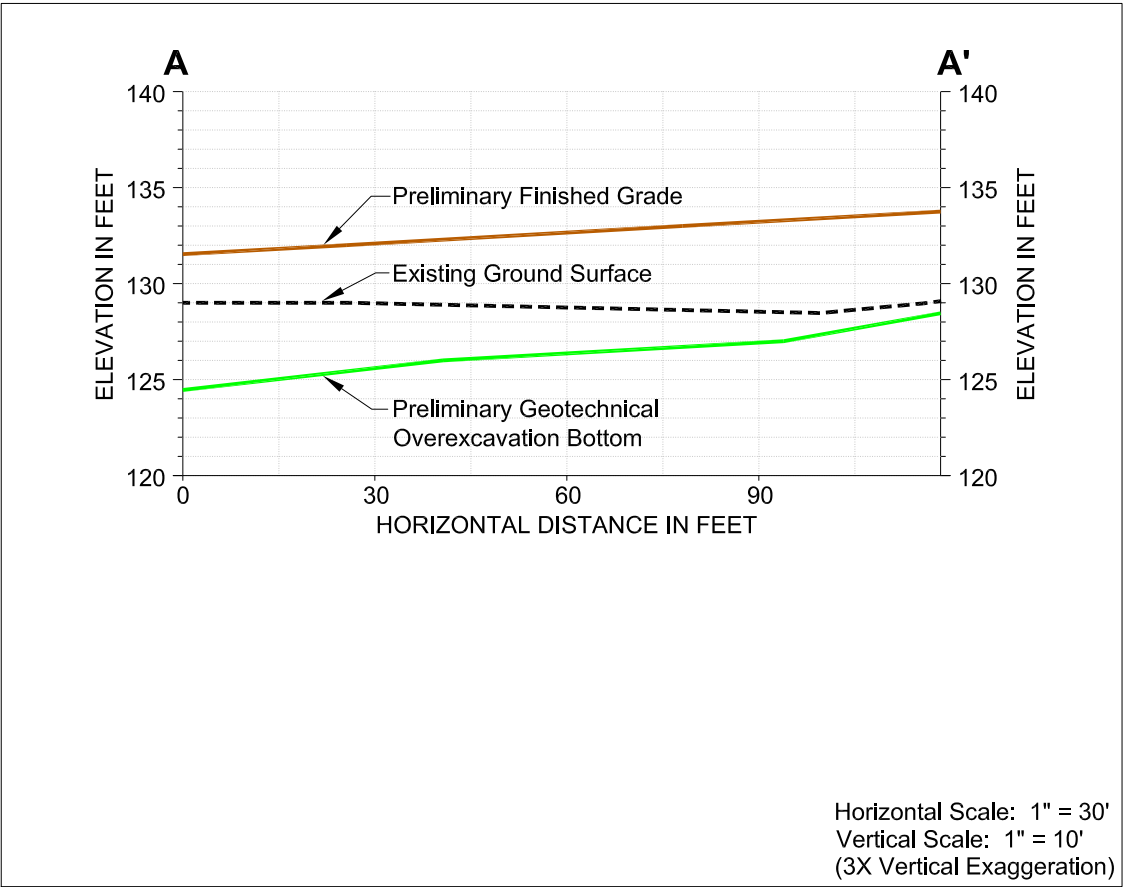
Existing Features



Preliminary Geotechnical Overexcavation Plan



Preliminary Property Grading Plan



Cross-Section A-A'

Horizontal Scale: 1" = 30'
Vertical Scale: 1" = 10'
(3X Vertical Exaggeration)

N

0

50

100

(Approximate Scale in Feet)

Legend:

●

Soil Gas Sampling Location (EKI, 2005)

●

Soil Sampling Location (EKI, 2005)

●

Soil Gas/Soil Sampling Location

⊠

Prior Soil Borehole and Soil Sample Location (Dames & Moore, 1999)

130

Contour of Preliminary Finished Grade (Feet)

130

Contour of Preliminary Overexcavation Bottom (Feet)

× 117.2

Current Topography Based on ALTA Survey

× 2

Approximate Fill Depth Required to Achieve Preliminary Finished Grade in Feet

A

A'

Cross-Section Location

Abbreviations:

MTBE

= methyl tertiary butyl ether

µg/L

= micrograms per liter

PCE

= tetrachloroethene

Notes:

1.

All locations are approximate.

2.

Basemap source: ALTA/ACSM Land Title Survey for Hollywood Park, Inc. prepared by Hall & Foreman, Woodland Hills, California, updated 13 April 2007, and preliminary grading plan prepared by Arup, dated 19 March 2007.

3.

Sampling locations surveyed by PSOMAS of West Los Angeles, 11-14 July 2005.

4.

Data boxes are shown for chemical concentrations that exceed property-specific soil or soil gas criteria.

5.

Overexcavation elevations prepared by Group Delta, dated 30 March 2007, and overexcavation contours prepared by Arup, dated 12 April 2007.

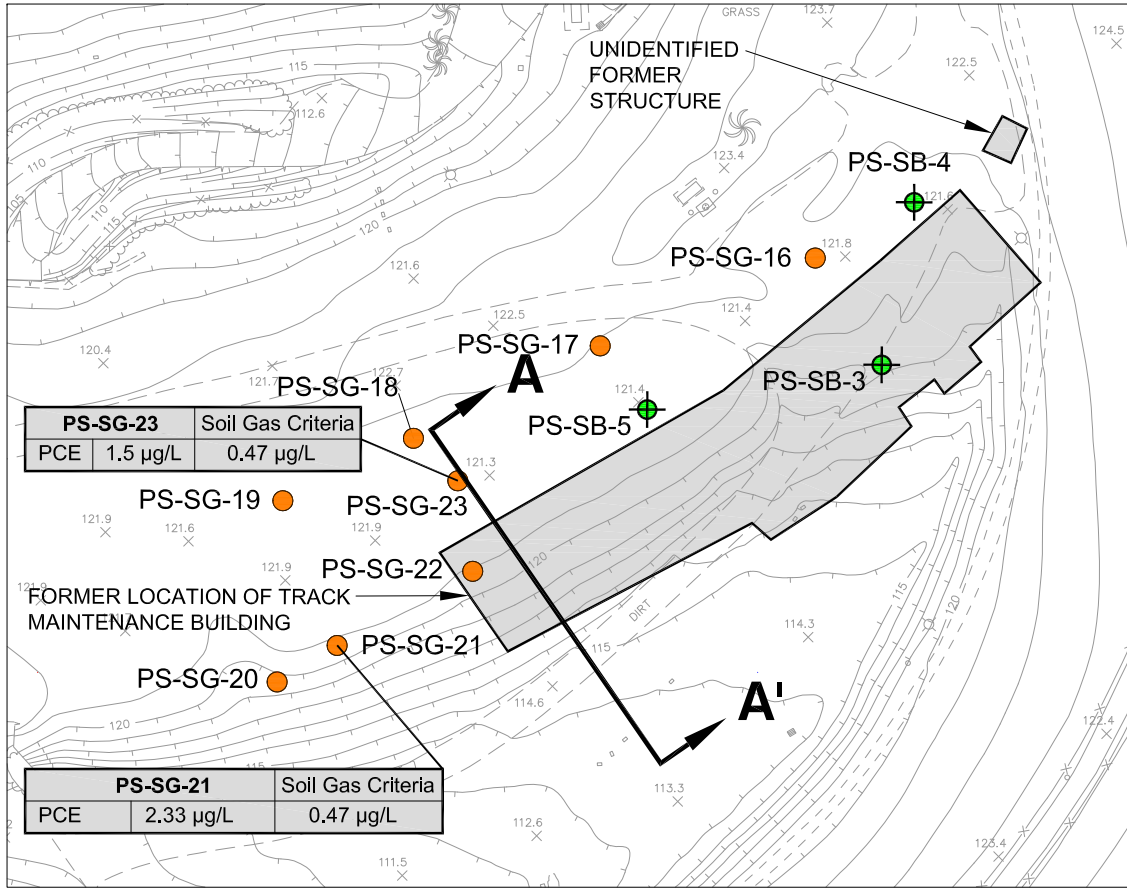
Erler & Kalinowski, Inc.

Current Vehicle Maintenance Area
Preliminary Elevations

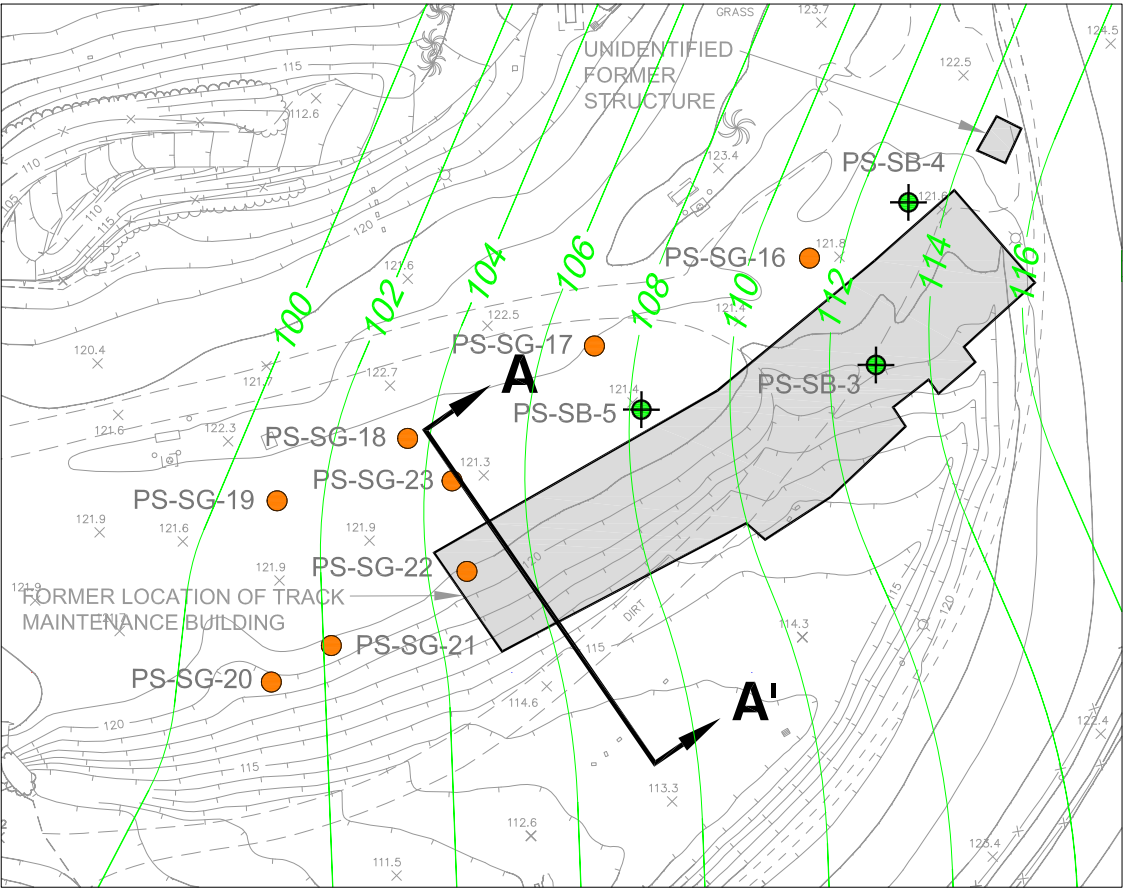
Hollywood Park
Inglewood, CA
July 2007
EKI A50015.01

Figure 12

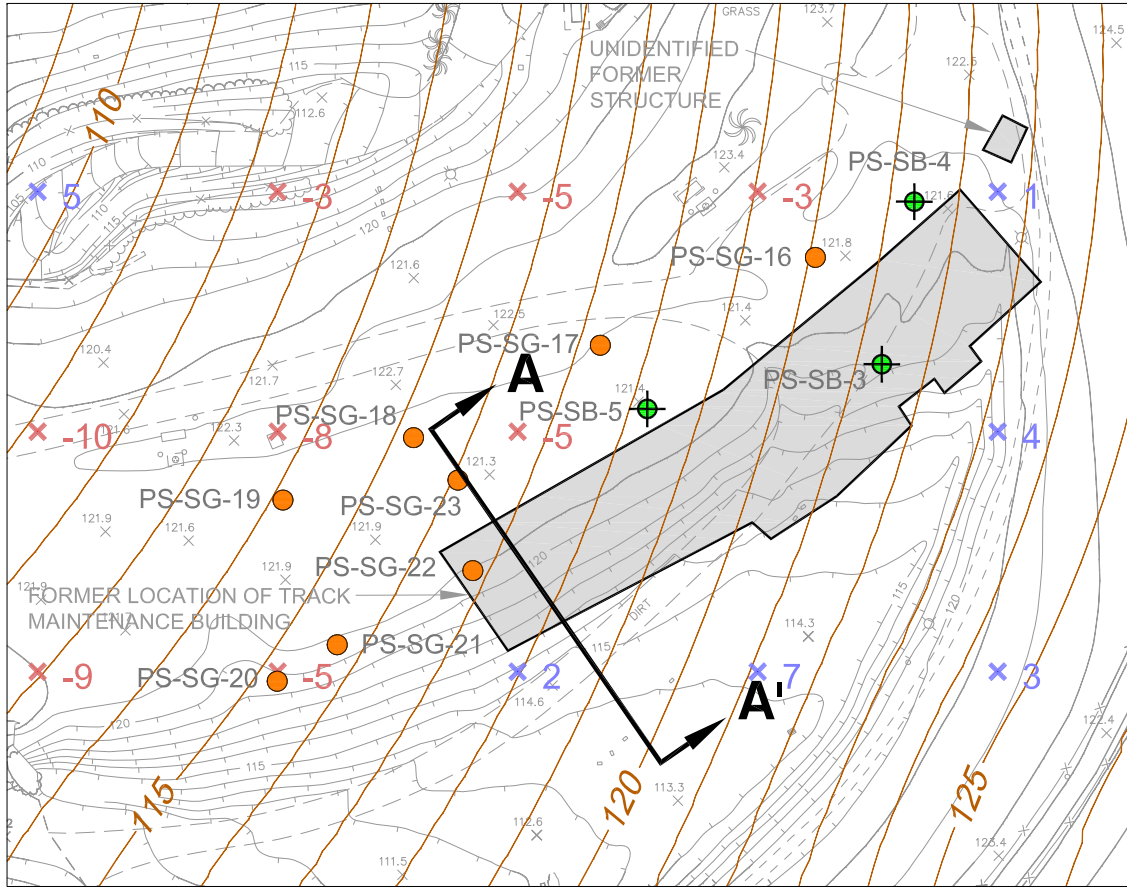
20070703.09141347 G:\A50015.01\Jui07\FIGURE 013 - XSECTION TMA.dwg Layout1



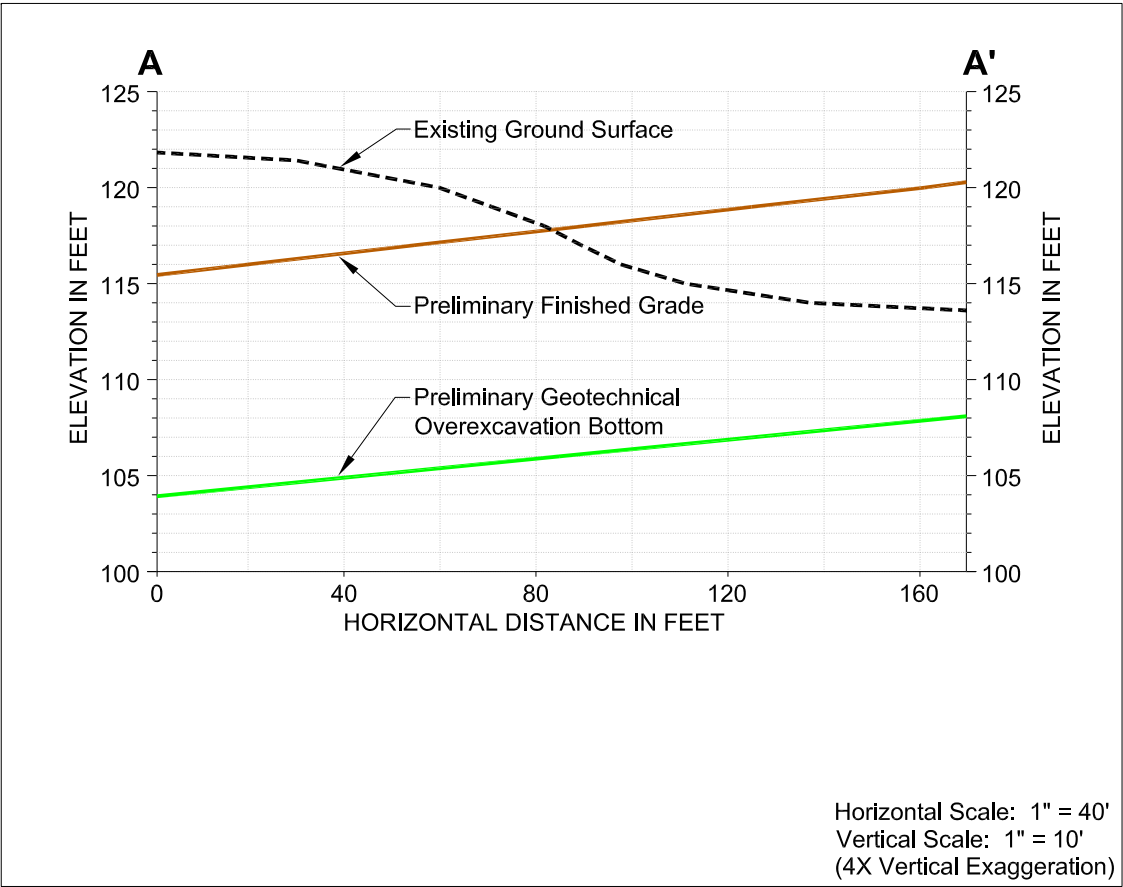
Existing Features



Preliminary Geotechnical Overexcavation Plan



Preliminary Property Grading Plan



Cross-Section A-A'

Legend:

- Soil Gas Sampling Location (EKI, 2005)
- Soil Sampling Location (EKI, 2005)
- 130 Contour of Preliminary Finished Grade (Feet)
- 130 Contour of Preliminary Overexcavation Bottom (Feet)
- x 117.2 Current Topography Based on ALTA Survey
- x 2 Approximate Fill Depth Required to Achieve Preliminary Finished Grade in Feet
- x -1 Approximate Cut Depth Required to Achieve Proposed Finished Grade in Feet
- Cross-Section Location

Abbreviations:

µg/L = micrograms per liter
PCE = tetrachloroethene

Notes:

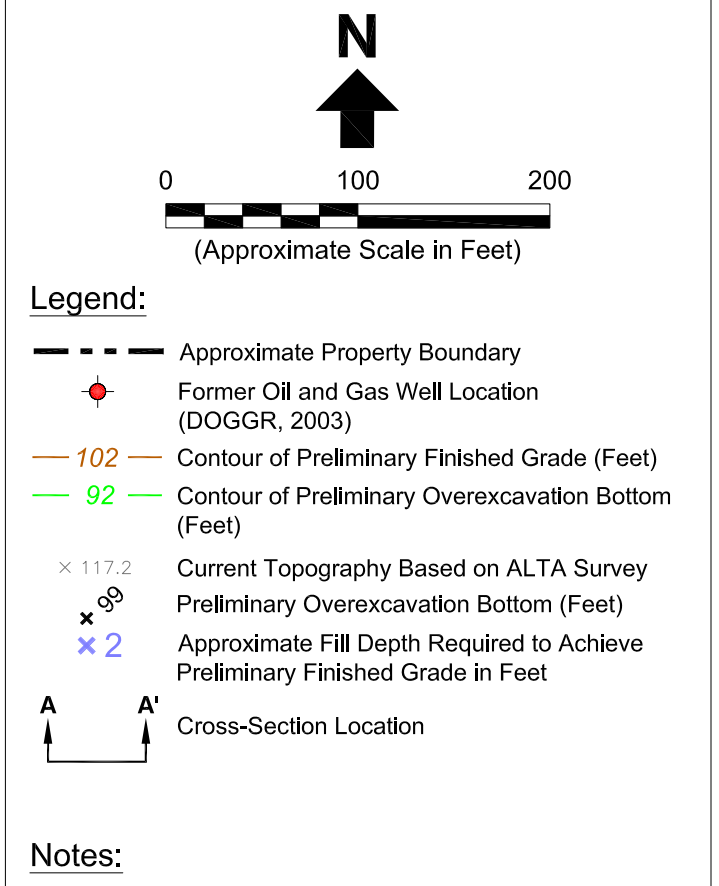
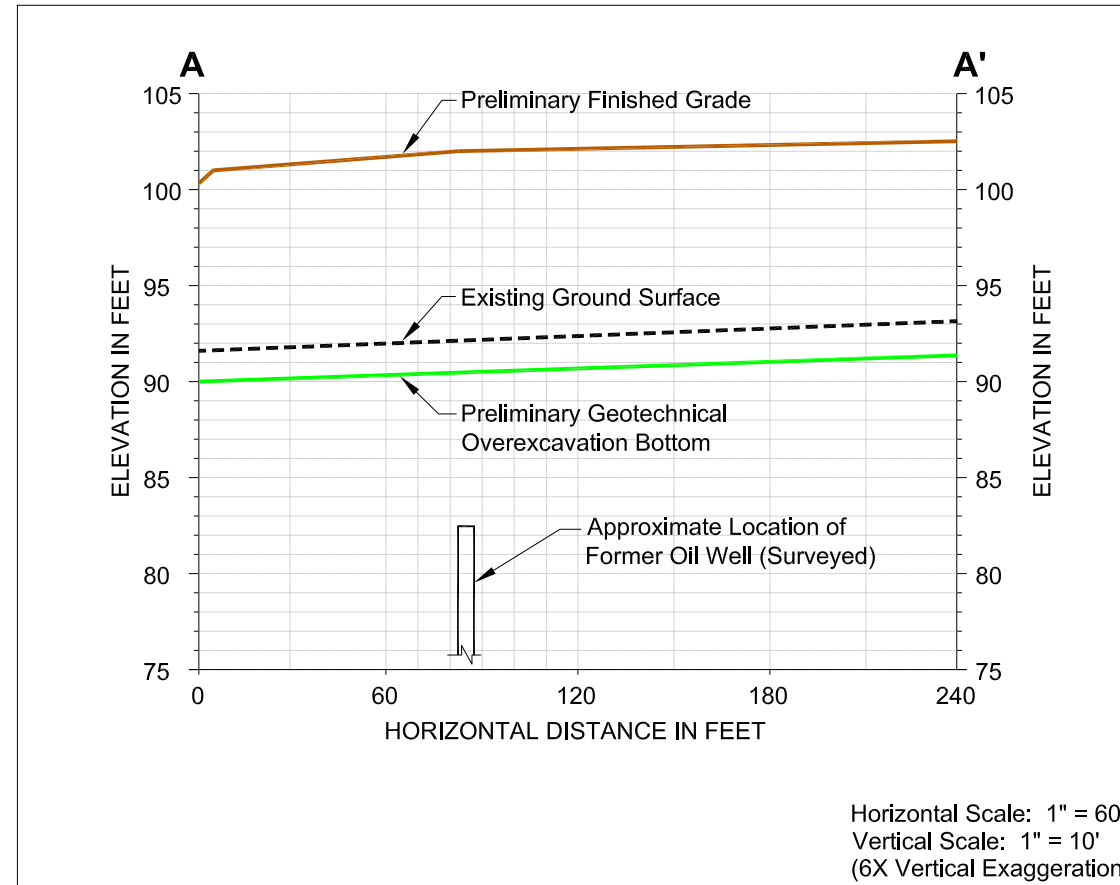
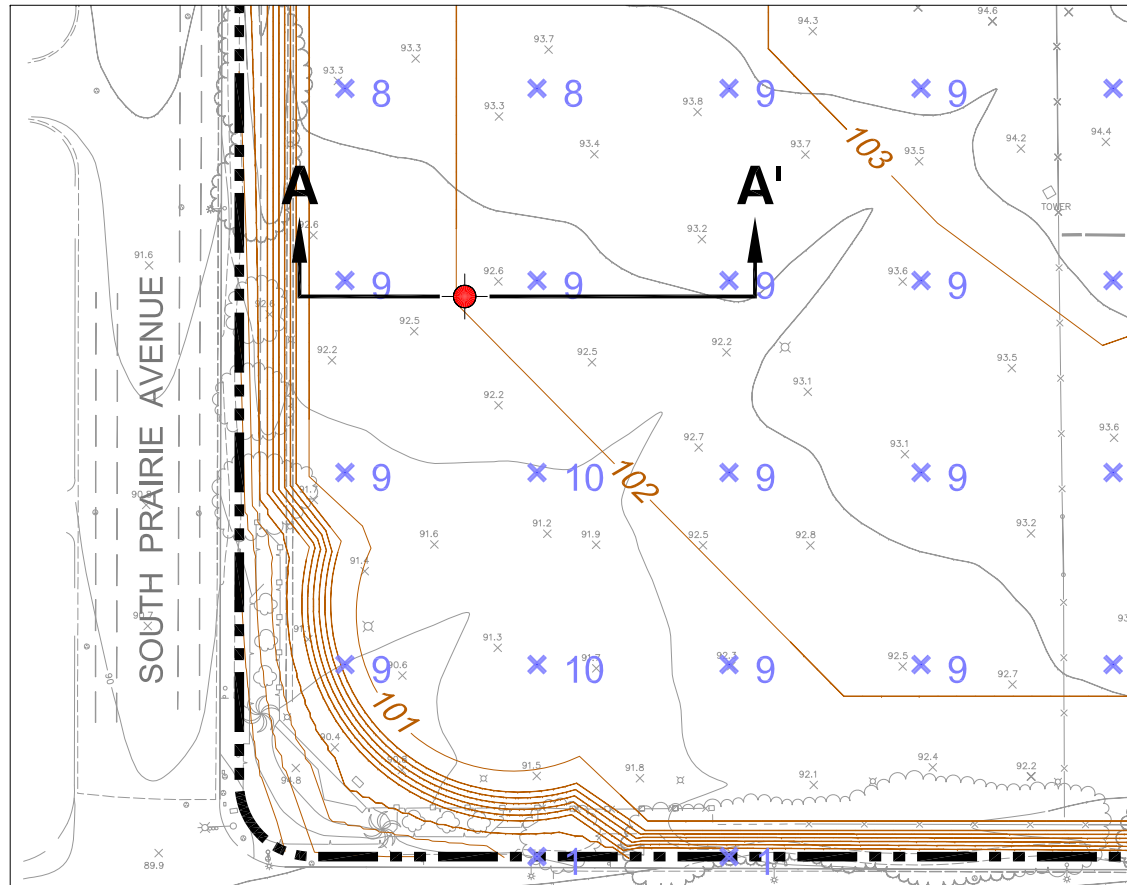
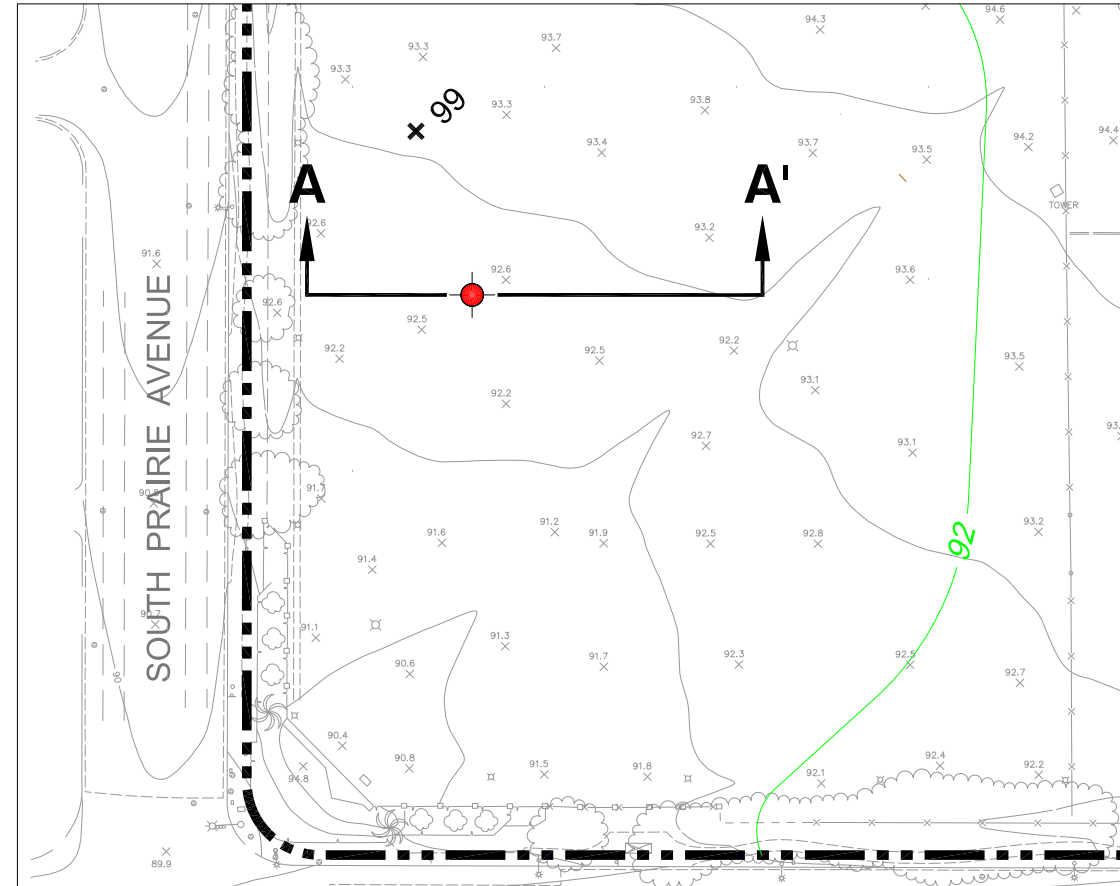
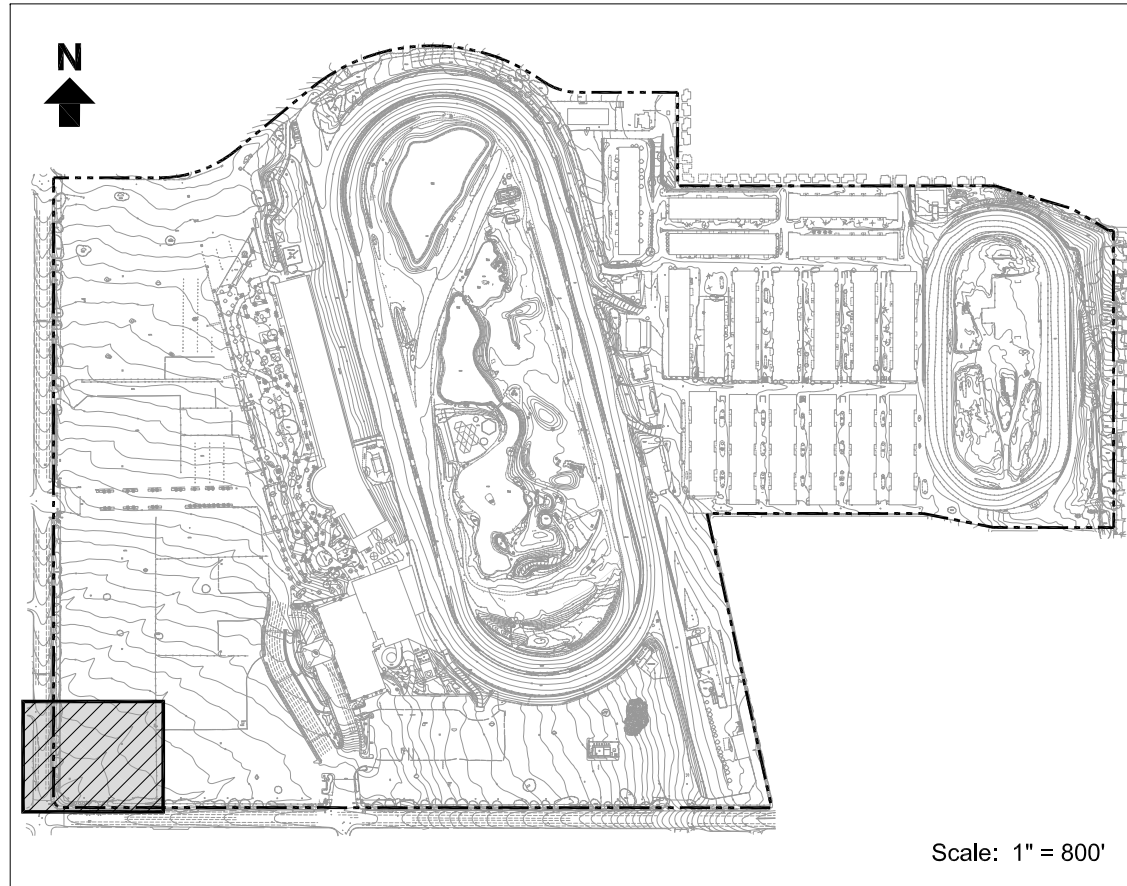
- All locations are approximate.
- Basemap source: ALTA/ACSM Land Title Survey for Hollywood Park, Inc. prepared by Hall & Foreman, Woodland Hills, California, updated 13 April 2007, and preliminary grading plan prepared by Arup, dated 19 March 2007.
- Sampling locations except PS-SB-4 and PS-SB-5 were surveyed by PSOMAS of West Los Angeles, 11-14 July 2005.
- Data boxes are shown for chemical concentrations that exceed property-specific soil or soil gas criteria.
- Overexcavation elevations prepared by Group Delta, dated 30 March 2007, and overexcavation contours prepared by Arup, dated 12 April 2007.

Erler & Kalinowski, Inc.

Former Track Maintenance Area
Preliminary Elevations

Hollywood Park
Inglewood, CA
July 2007
EKI A50015.01
Figure 13

20070703.09152931 G:\A50015.01\juu07\FIGURE 014 - LENNOX - OIL WELL PROPOSED ELEVATIONS.dwg OIL and GAS

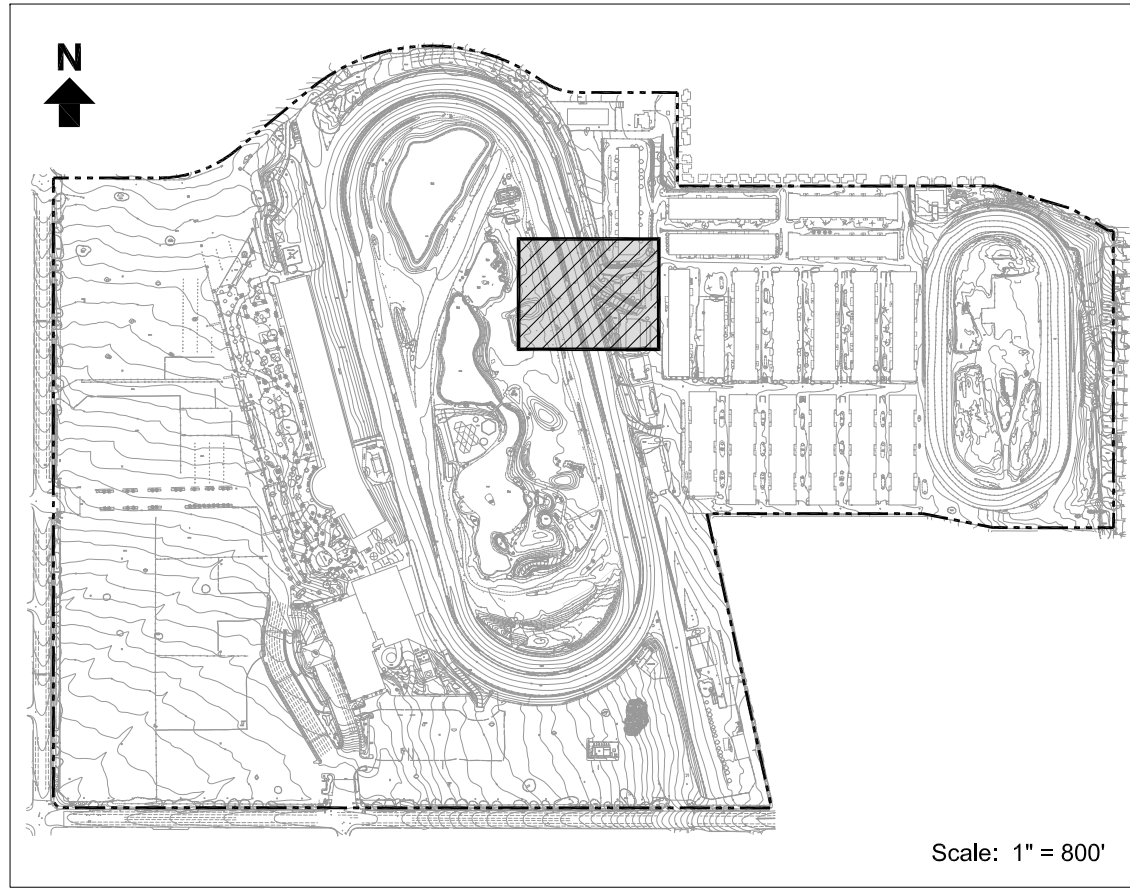


Erler & Kalinowski, Inc.

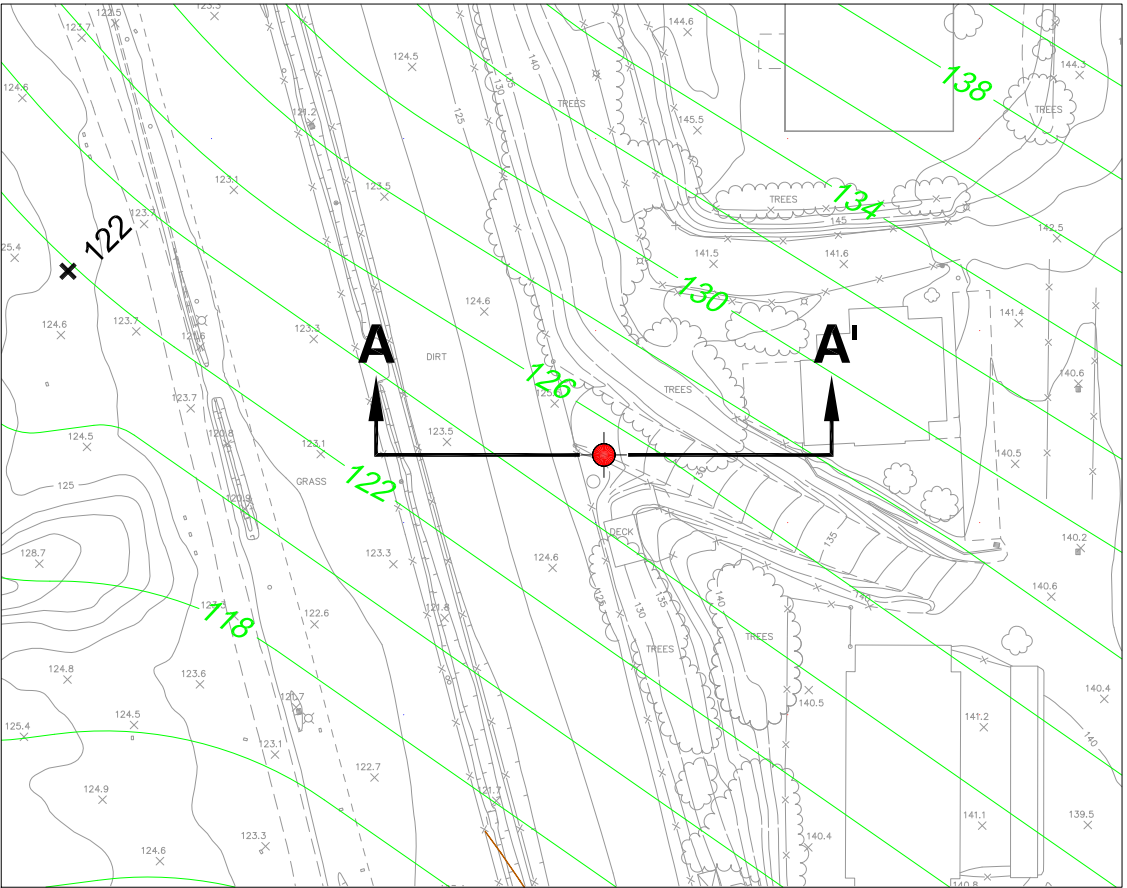
Former Lennox E.H. 1 Oil Well
Preliminary Elevations

Hollywood Park
Inglewood, CA
July 2007
EKI A50015.01
Figure 14

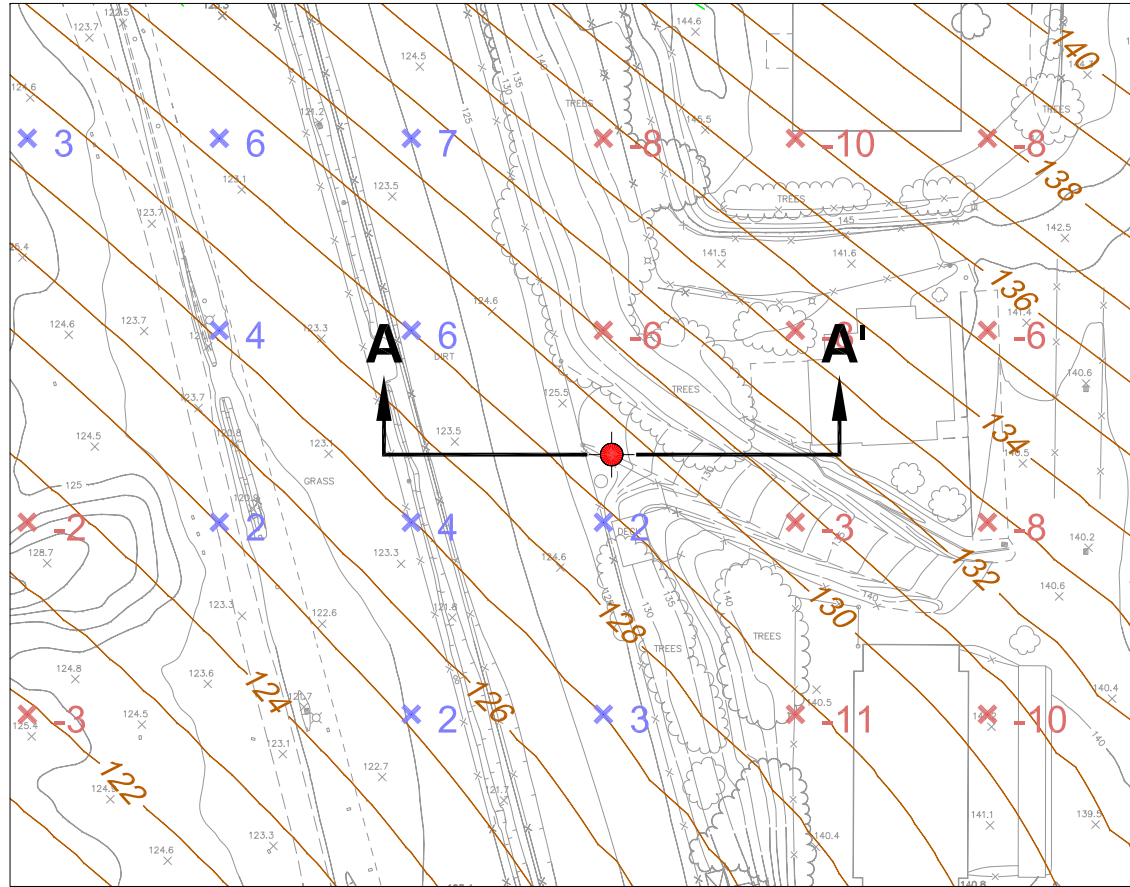
20070703.09172475 G:\A50015.01\ju07\FIGURE 015 - POTTER - OIL WELL PROPOSED ELEVATIONS.dwg OIL and GAS



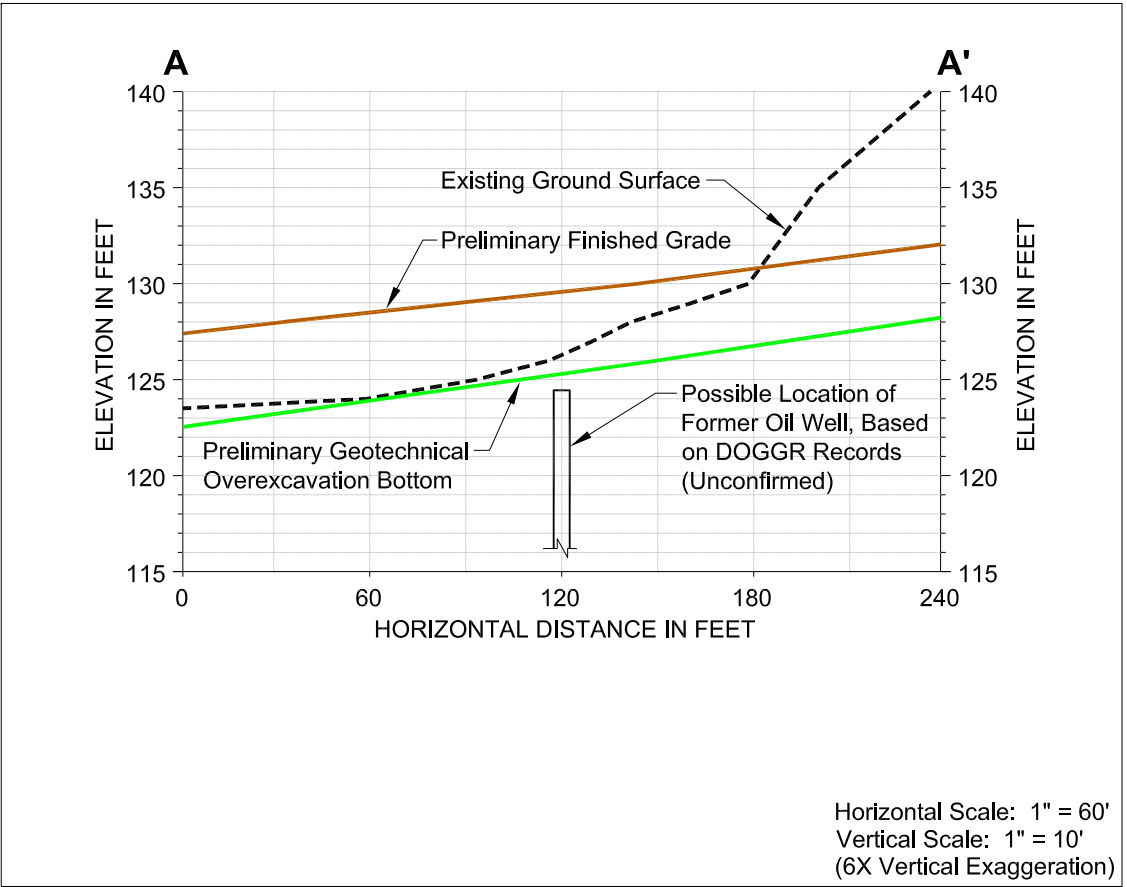
Key Map



Preliminary Geotechnical Overexcavation Plan

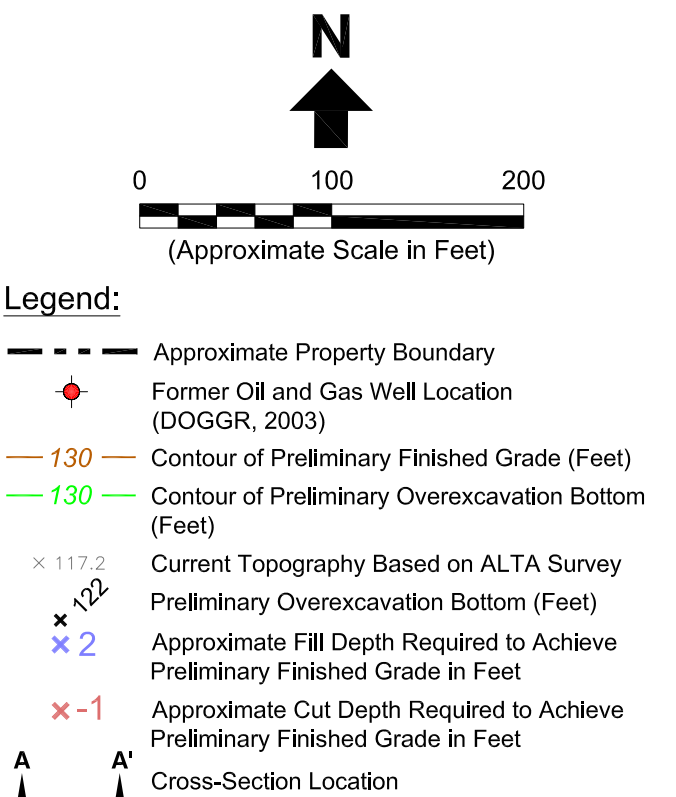


Preliminary Property Grading Plan



Cross-Section A-A'

Horizontal Scale: 1" = 60'
Vertical Scale: 1" = 10'
(6X Vertical Exaggeration)

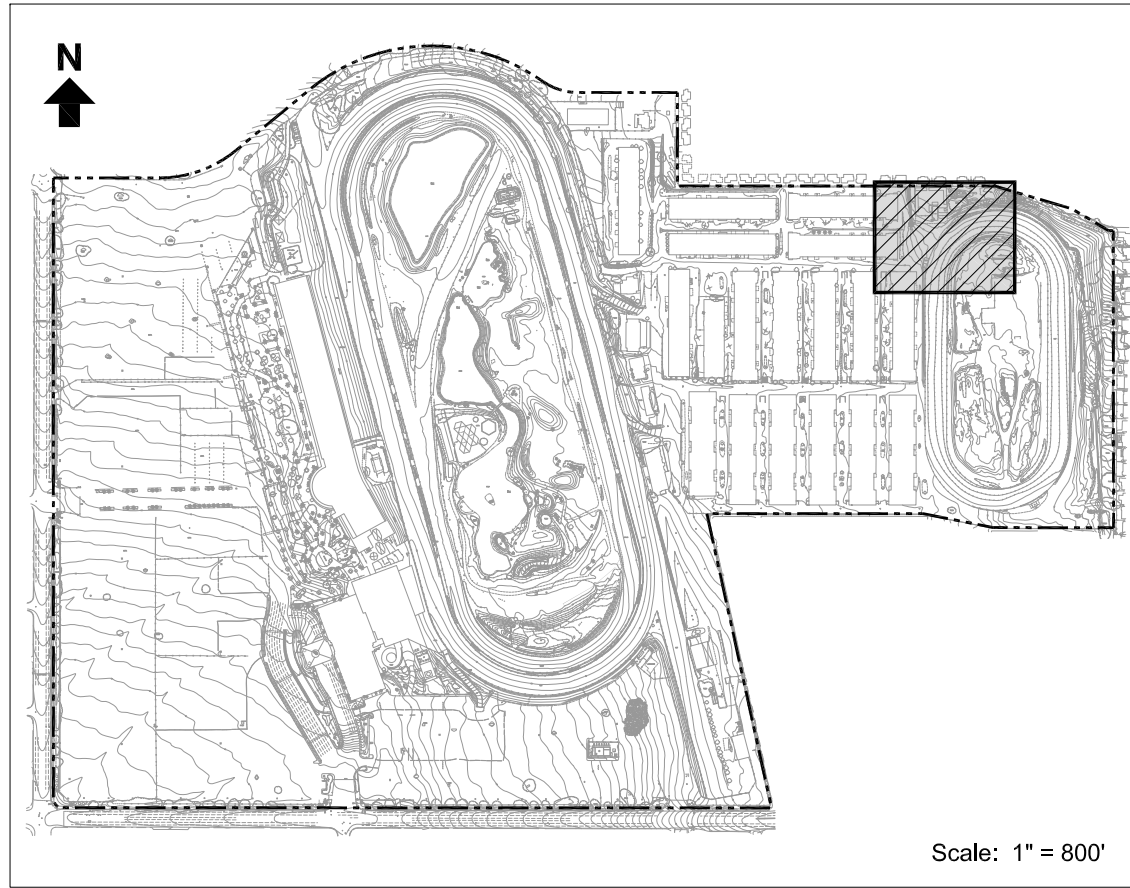


- Notes:**
1. All locations are approximate.
 2. Basemap source: ALTA/ACSM Land Title Survey for Hollywood Park, Inc. prepared by Hall & Foreman, Woodland Hills, California, updated 13 April 2007, and preliminary grading plan prepared by Arup, dated 19 March 2007.
 3. Sampling locations surveyed by PSOMAS of West Los Angeles, 11-14 July 2005.
 4. Data boxes are shown for chemical concentrations that exceed property-specific soil or soil gas criteria.
 5. Overexcavation elevations prepared by Group Delta, dated 30 March 2007, and overexcavation contours prepared by Arup, dated 12 April 2007.

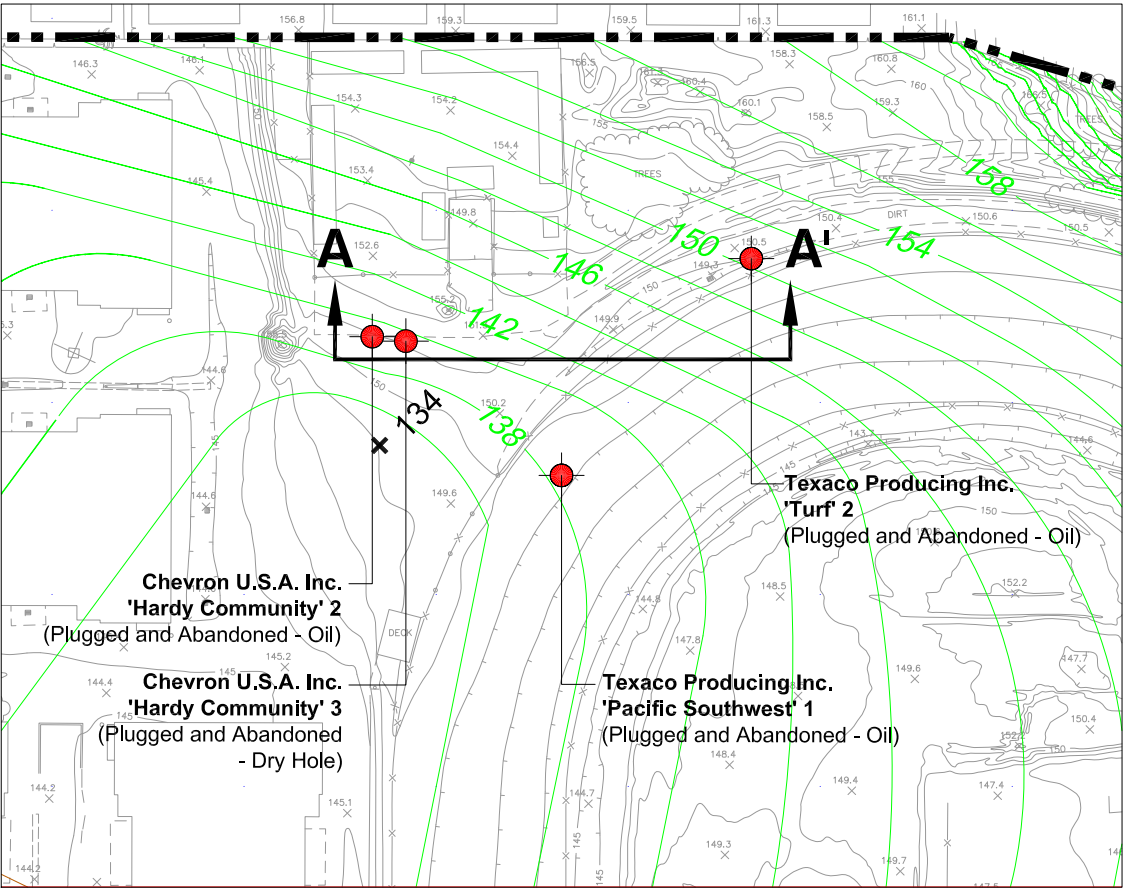
Erler & Kalinowski, Inc.

Former Potter & Smith 1 Oil Well
Preliminary Elevations

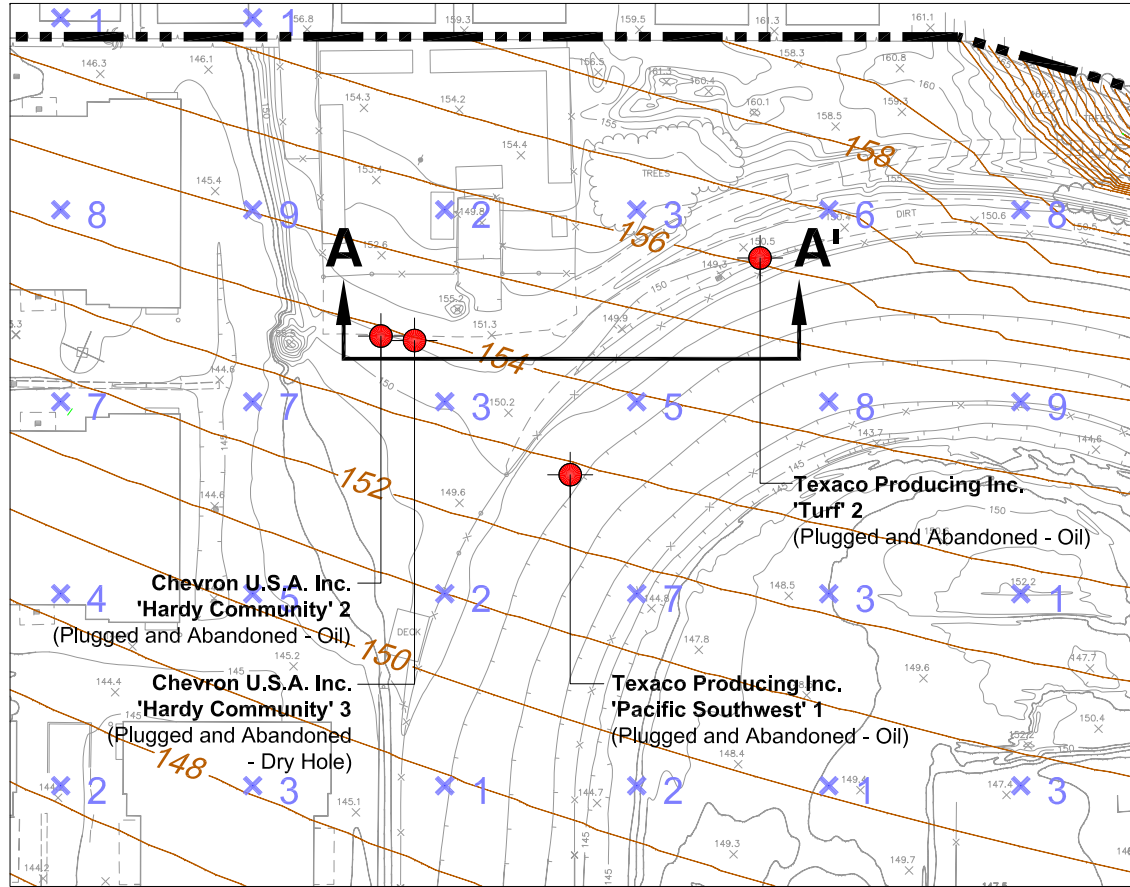
Hollywood Park
Inglewood, CA
July 2007
EKI A50015.01
Figure 15



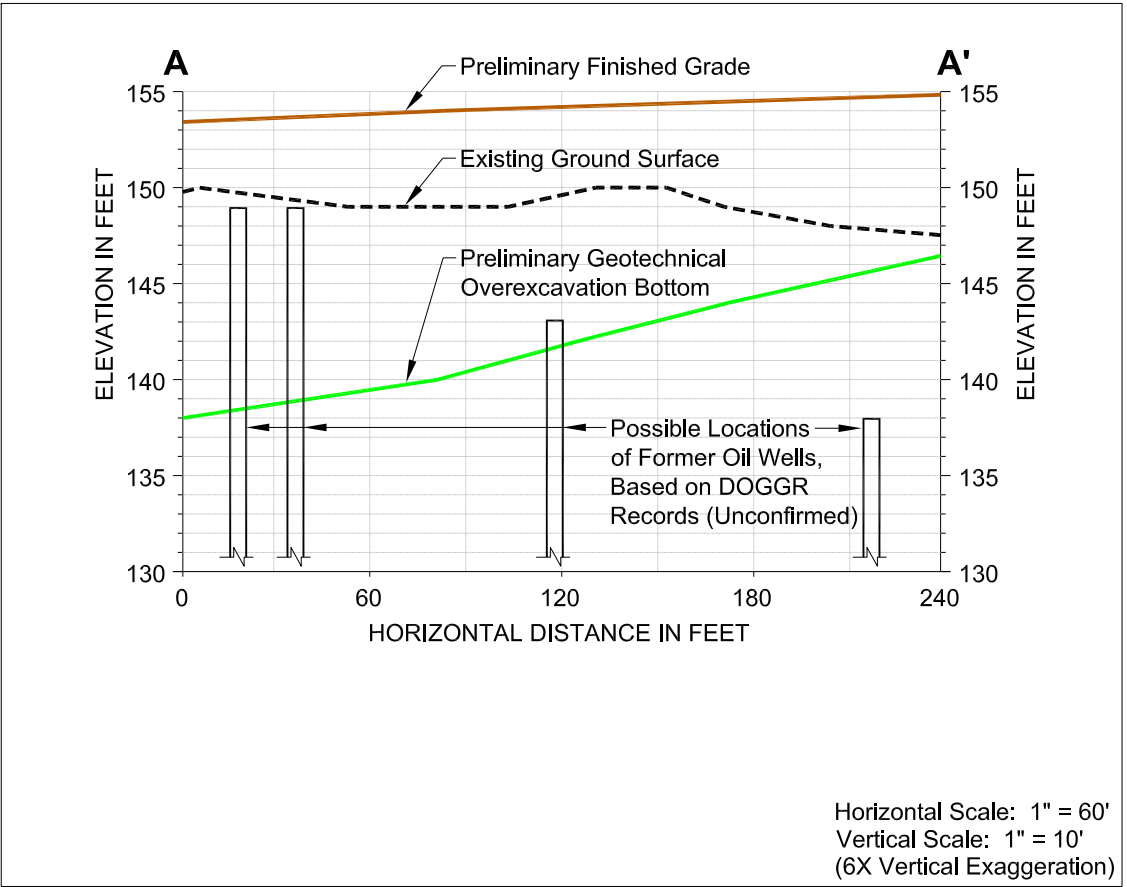
Key Map



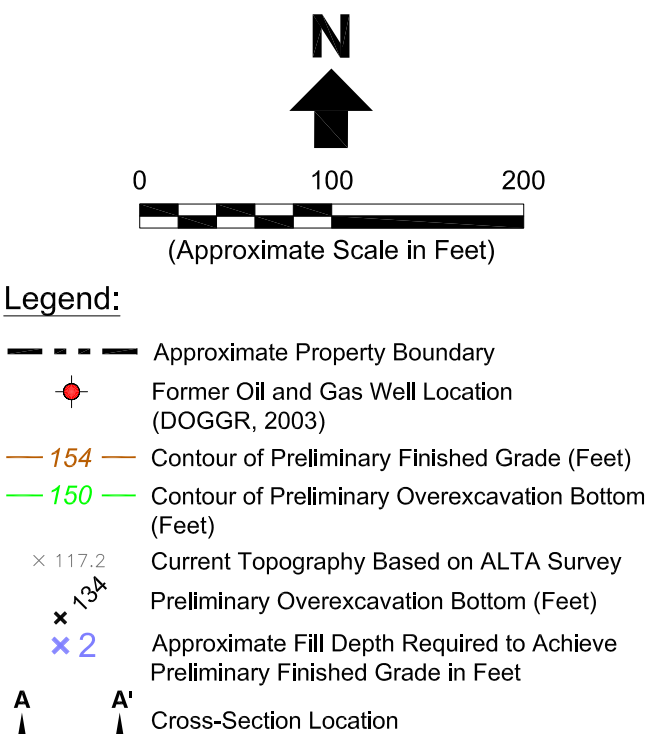
Preliminary Geotechnical Overexcavation Plan



Preliminary Property Grading Plan



Cross-Section A-A'



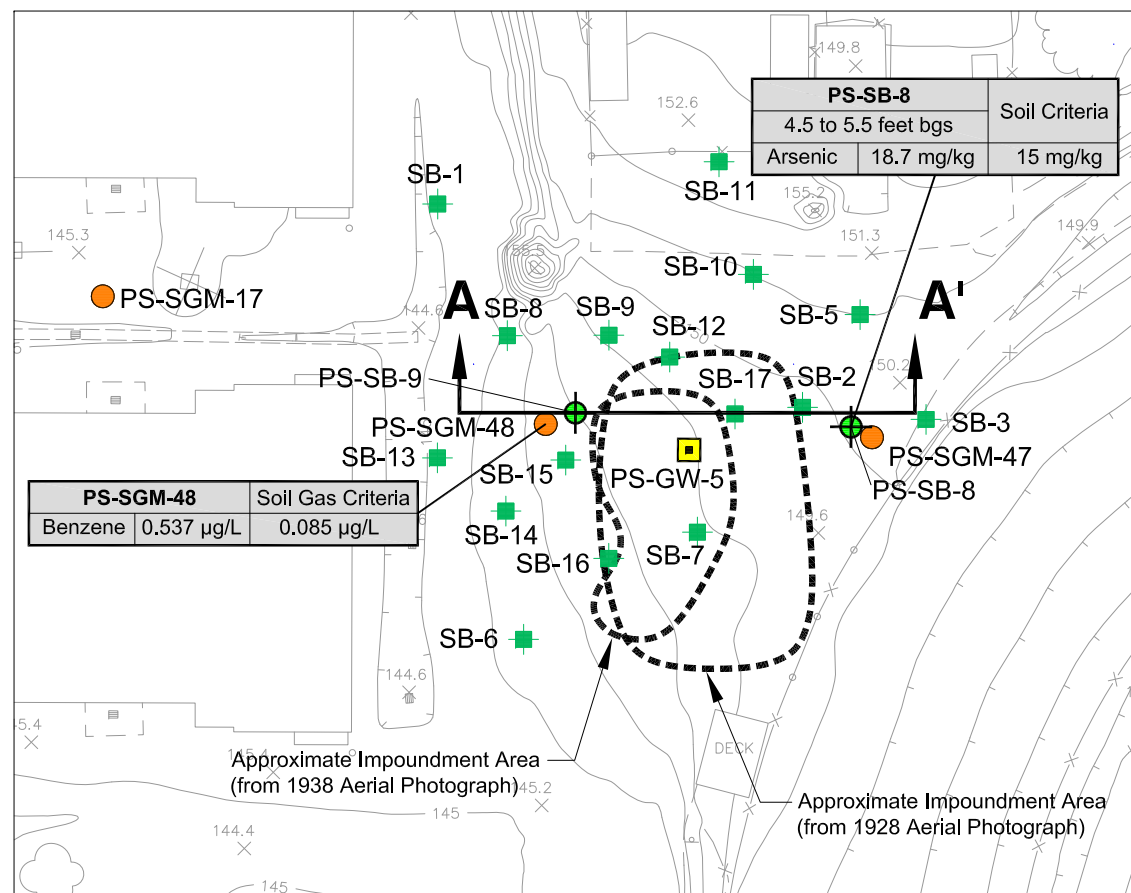
- Notes:**
1. All locations are approximate.
 2. Basemap source: ALTA/ACSM Land Title Survey for Hollywood Park, Inc. prepared by Hall & Foreman, Woodland Hills, California, updated 13 April 2007, and preliminary grading plan prepared by Arup, dated 19 March 2007.
 3. Sampling locations surveyed by PSOMAS of West Los Angeles, 11-14 July 2005.
 4. Data boxes are shown for chemical concentrations that exceed property-specific soil or soil gas criteria.
 5. Overexcavation elevations prepared by Group Delta, dated 30 March 2007, and overexcavation contours prepared by Arup, dated 12 April 2007.

Erler & Kalinowski, Inc.

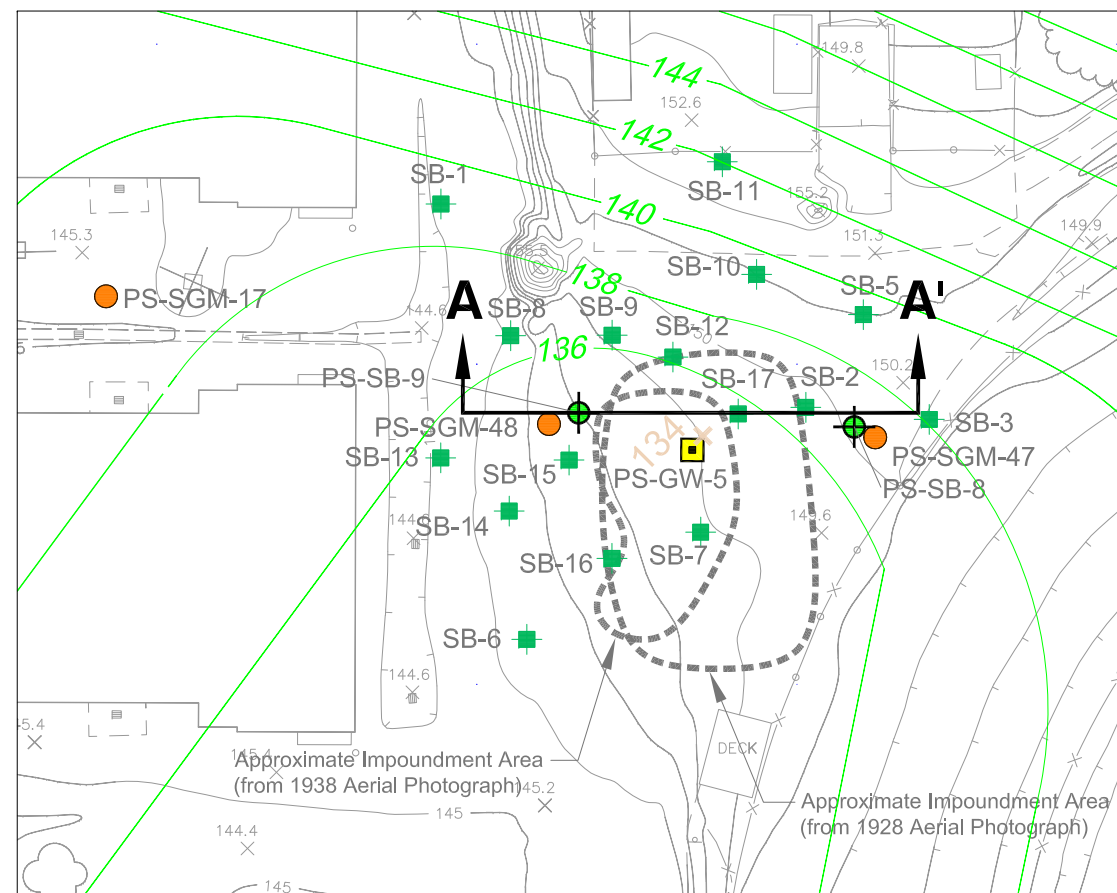
Former Hardy Community 2 & 3,
Pacific Southwest 1, and Turf 2 Oil Wells
Preliminary Elevations

Hollywood Park
Inglewood, CA
July 2007
EKI A50015.01
Figure 16

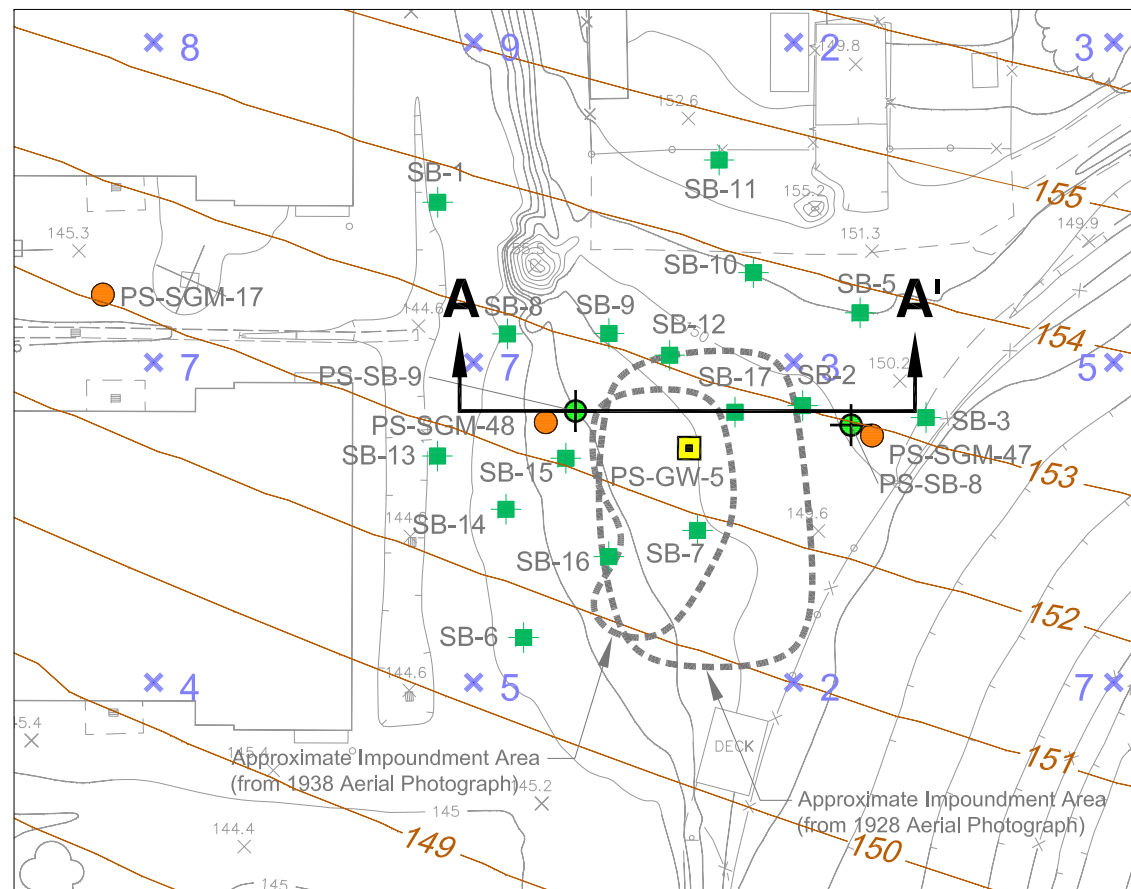
20070703.09213929 G:\A50015.01\July07\FIGURE 017 - XSECTION FOIA.dwg SITEWIDE locations (2)



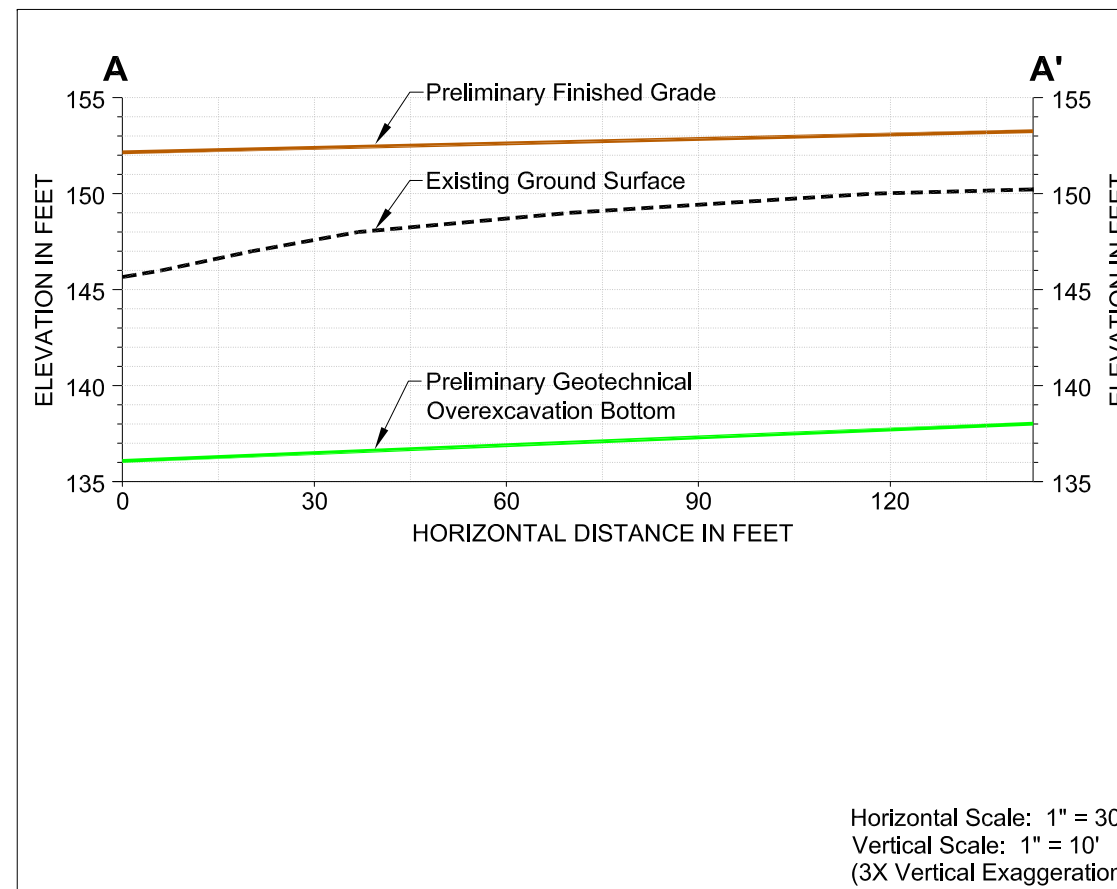
Existing Features



Preliminary Geotechnical Overexcavation Plan



Preliminary Property Grading Plan



Cross-Section A-A'

N

0 60 120
(Approximate Scale in Feet)

Legend:

- Soil Gas Sampling Location (EKI, 2005)
- Soil Sampling Location (EKI, 2005)
- Grab Groundwater Sampling Location (EKI, 2005)
- Soil Sampling Location (ENVIRON, 2005)
- 150 Contour of Preliminary Finished Grade (Feet)
- 140 Contour of Preliminary Overexcavation Bottom (Feet)
- × 117.2 Current Topography Based on ALTA Survey
- × 2 Approximate Fill Depth Required to Achieve Preliminary Finished Grade in Feet
- A A' Cross-Section Location

Abbreviations:

bgs = below ground surface
µg/L = micrograms per liter
mg/kg = milligrams per kilogram

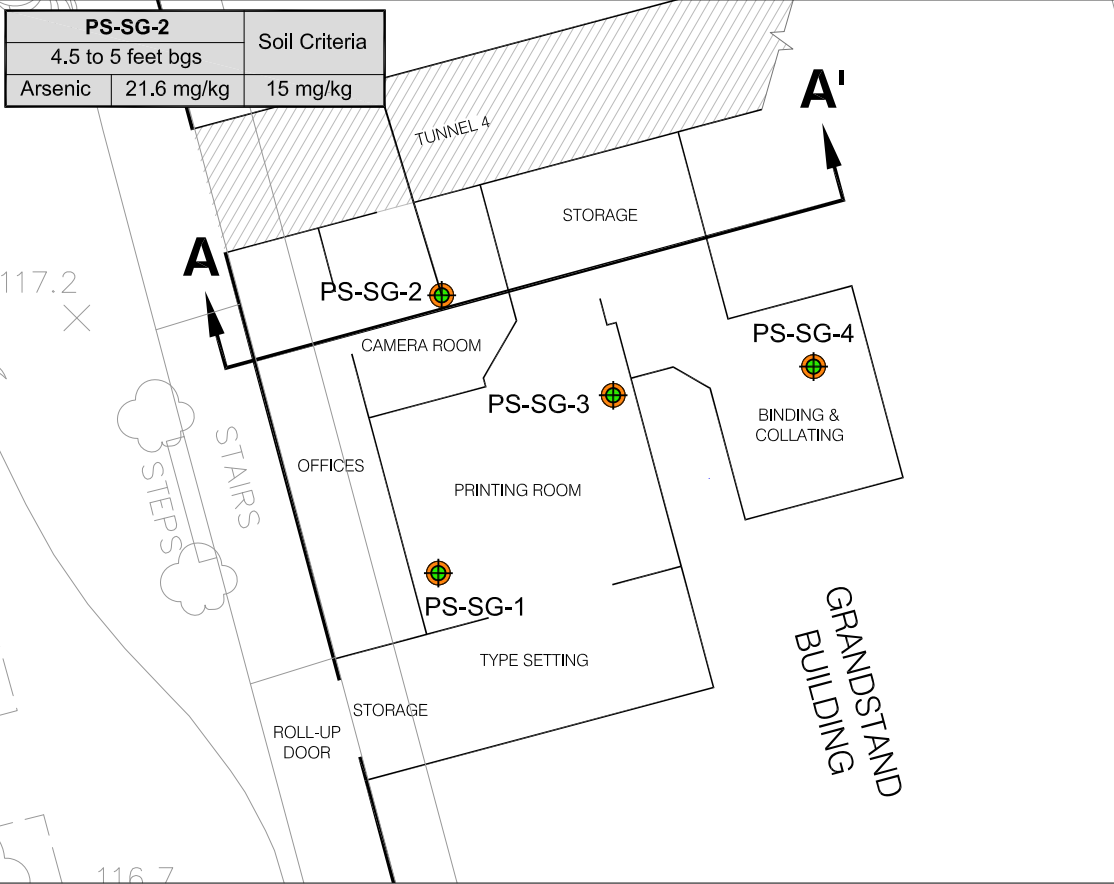
- Notes:**
- All locations are approximate.
 - Basemap source: ALTA/ACSM Land Title Survey for Hollywood Park, Inc. prepared by Hall & Foreman, Woodland Hills, California, updated 13 April 2007, and preliminary grading plan prepared by Arup, dated 19 March 2007.
 - Sampling locations surveyed by PSOMAS of West Los Angeles, 11-14 July 2005.
 - Data boxes are shown for chemical concentrations that exceed property-specific soil or soil gas criteria.
 - Overexcavation elevations prepared by Group Delta, dated 30 March 2007, and overexcavation contours prepared by Arup, dated 12 April 2007.

Erler & Kalinowski, Inc.

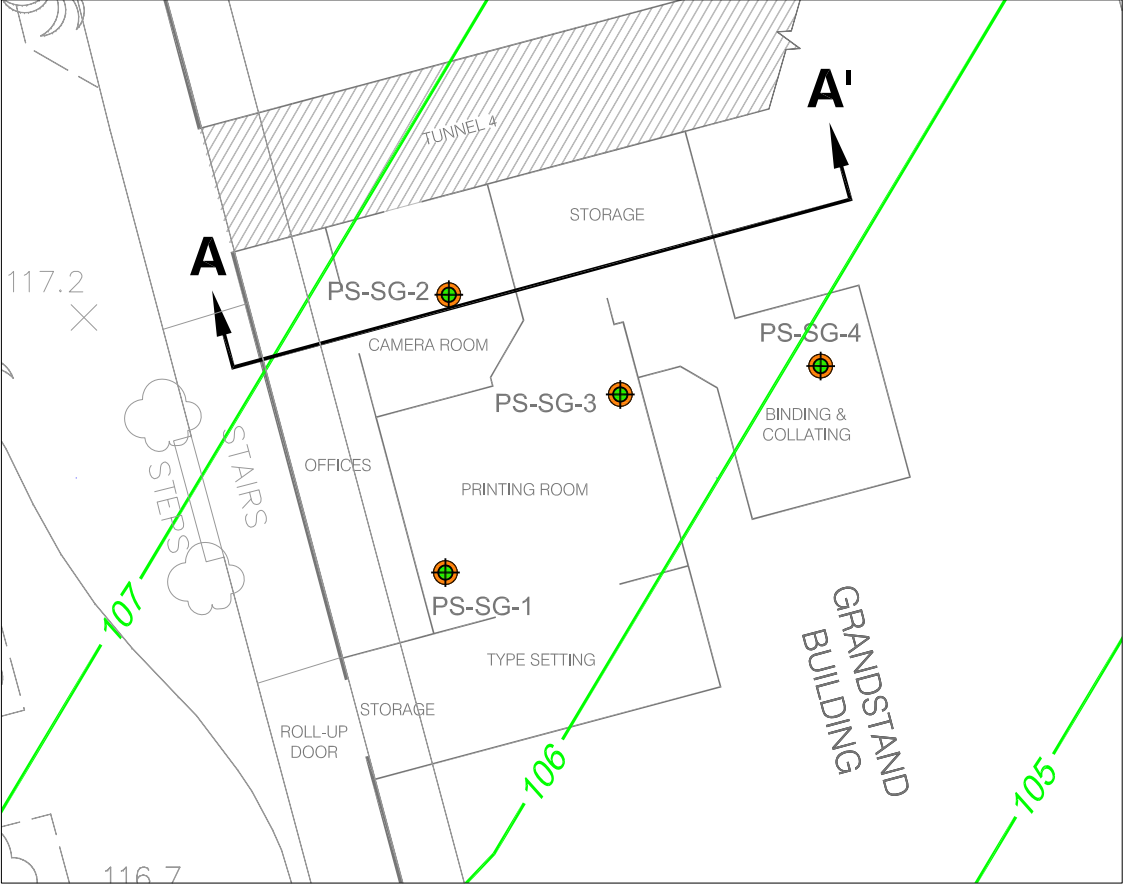
Former Oil Field Impoundment Area
Preliminary Elevations

Hollywood Park
Inglewood, CA
July 2007
EKI A50015.01
Figure 17

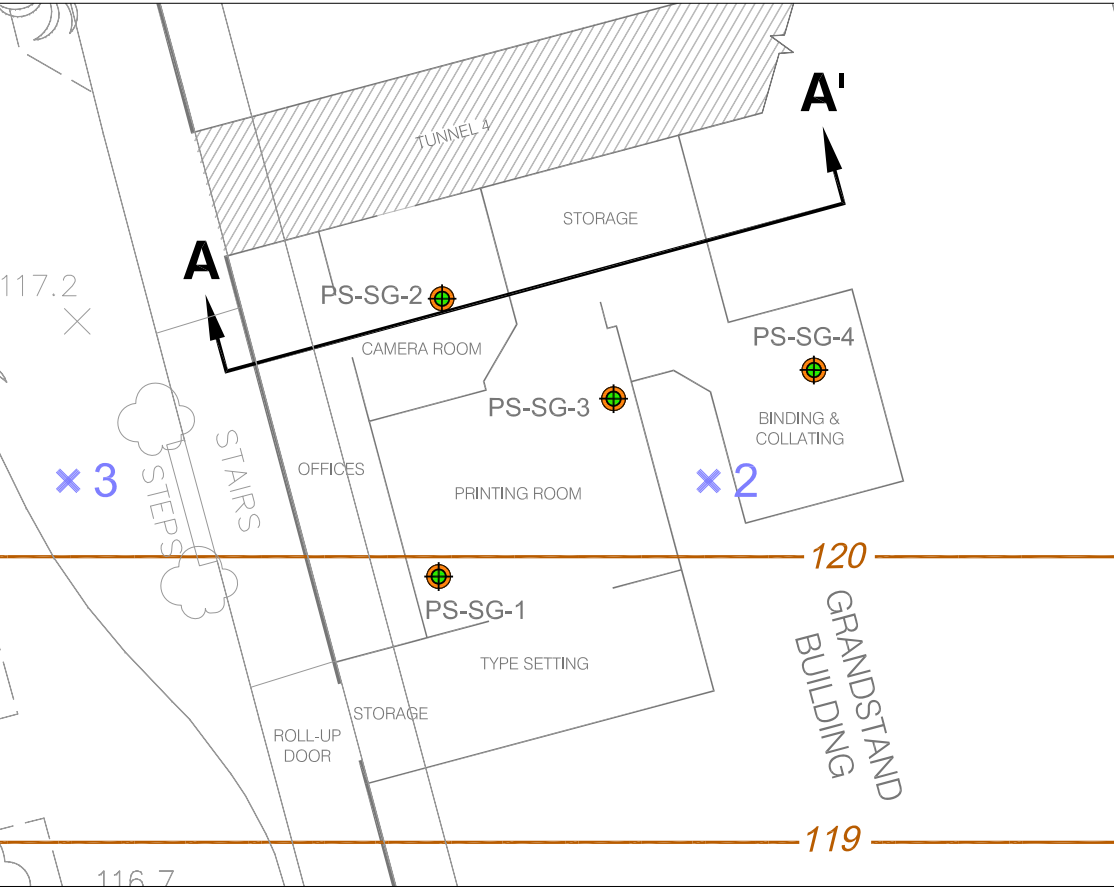
20070703.09231477 G:\A50015.01\Ju07\FIGURE 018 - XSECTION PRINT ROOM.dwg Layout1



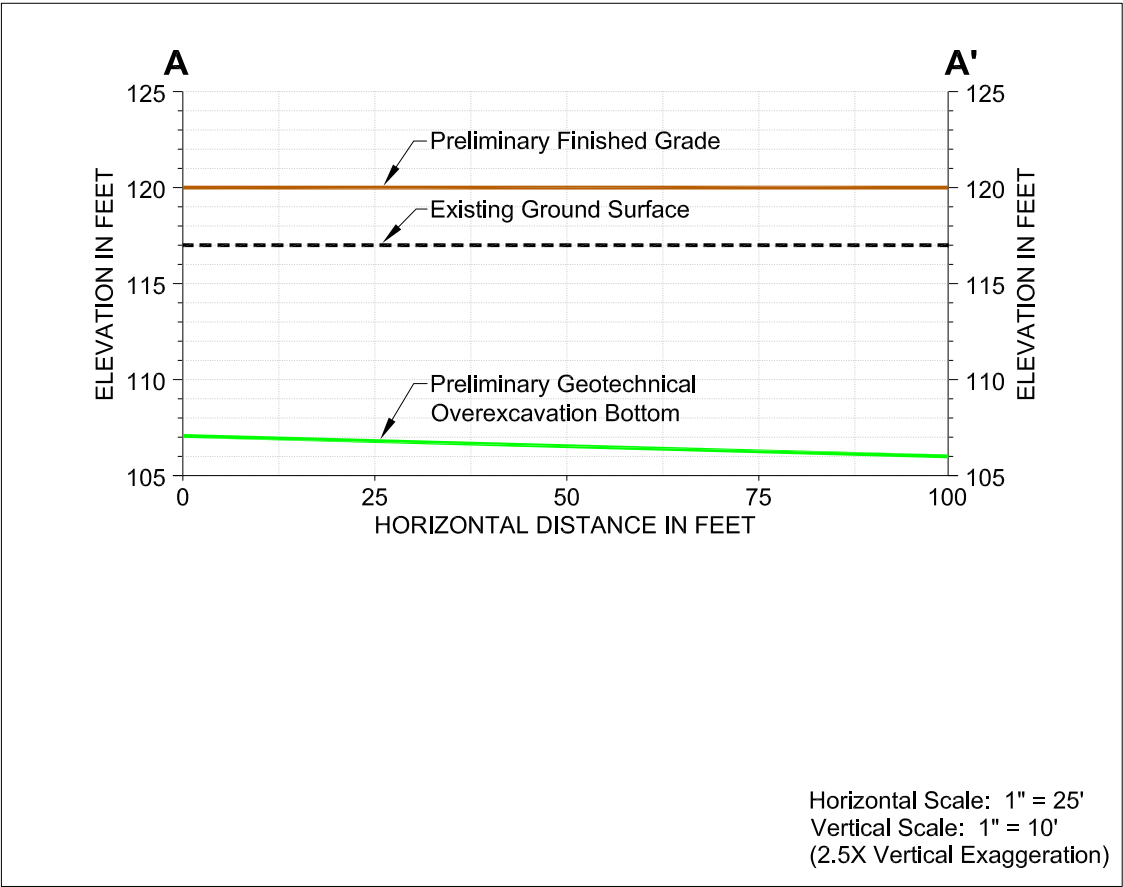
Existing Features



Preliminary Geotechnical Overexcavation Plan



Preliminary Property Grading Plan



Cross-Section A-A'

Horizontal Scale: 1" = 25'
Vertical Scale: 1" = 10'
(2.5X Vertical Exaggeration)

N

0

30

60

(Approximate Scale in Feet)

Legend:

- Soil Gas Sampling Location (EKI, 2005)
- Soil Sampling Location (EKI, 2005)
- Soil Gas/Soil Sampling Location
- 120 Contour of Preliminary Finished Grade (Feet)
- 107 Contour of Preliminary Overexcavation Bottom (Feet)
- x 117.2 Current Topography Based on ALTA Survey
- x 2 Approximate Fill Depth Required to Achieve Preliminary Finished Grade in Feet
- A A' Cross-Section Location

Abbreviations:

bgs = below ground surface
mg/kg = milligrams per kilogram

- Notes:**
- All locations are approximate.
 - Basemap source: ALTA/ACSM Land Title Survey for Hollywood Park, Inc. prepared by Hall & Foreman, Woodland Hills, California, updated 13 April 2007, and preliminary grading plan prepared by Arup, dated 19 March 2007.
 - Sampling locations surveyed by PSOMAS of West Los Angeles, 11-14 July 2005.
 - Data boxes are shown for chemical concentrations that exceed property-specific soil or soil gas criteria.
 - Overexcavation elevations prepared by Group Delta, dated 30 March 2007, and overexcavation contours prepared by Arup, dated 12 April 2007.

Erler & Kalinowski, Inc.

Print Room Area
Preliminary Elevations

Hollywood Park
Inglewood, CA
July 2007
EKI A50015.01
Figure 18

APPENDIX A

95% Upper Confidence Limit Calculation for Arsenic Concentrations in Soil

TABLE A-1***95% Upper Confidence Limit Calculation for Arsenic Concentrations in Soil***

Hollywood Park Racetrack and Casino
1050 South Prairie Avenue, Inglewood, California

Sample ID (a)	Sample Collection Date	Arsenic Concentration (mg/kg)
PS-SB-8-4.5-5.5	6/28/2005	18.7
PS-SG-2-4.5-5	7/5/2005	21.6
PS-SB-2-4.5-5.5	6/27/2005	1.48
PS-SB-2-9.5-10.5	6/27/2005	1.68
PS-SB-2-14.5-15.5	6/27/2005	0.634
PS-SB-2-19.5-20.5	6/27/2005	0.43
PS-SB-12-4.5-5.5	6/29/2005	1.58
PS-SB-12-9.5-10.5	6/29/2005	1.73
PS-SB-12-14.5-15.5	6/29/2005	0.572
PS-SB-12-19.5-20.5	6/29/2005	0.557
PS-SB-8-1.5-2.5	6/28/2005	7.12
PS-SB-8-9.5-10.5	6/28/2005	1.33
PS-SB-8-14.5-15.5	6/28/2005	1.71
PS-SB-8-19.5-20.5	6/28/2005	1.36
PS-SB-8-22.5-23.5	6/28/2005	0.83
PS-SB-9-1.5-2.5	6/28/2005	3.7
PS-SB-9-4.5-5.5	6/28/2005	1.5
PS-SB-9-9.5-10.5	6/28/2005	2.42
PS-SB-9-14.5-15.5	6/28/2005	1.49
PS-SB-9-19.5-20.5	6/28/2005	0.45
PS-SG-1-5-5.5	7/5/2005	2.39
PS-SG-3-5-5.5	7/5/2005	2.38
PS-SB-1-1.5-2.5	6/27/2005	1.64
PS-SB-14-2-2.5	7/11/2005	1.59
PS-SB-14-5-5.5	7/11/2005	1.94
PS-SG-14-5-5.5	7/6/2005	2.16
PS-SB-3-1.5-2.5	6/27/2005	1.42
PS-SB-4-1.5-2.5	6/27/2005	1.54
PS-SB-5-1.5-2.5	6/27/2005	1.46
PS-SB-10-1.5-2.5	6/28/2005	1.34
PS-SB-11-1.5-2.5	6/28/2005	6.22
PS-SB-13-1.5-2.5	6/29/2005	1.34
COMP (PS-MT-1,2,3,4)	6/27/2005	0.808
COMP (PS-MT-5,6,7,8)	6/27/2005	0.785
COMP (PS-TT-1,2,3,4)	6/27/2005	1.44
COMP (PS-TT-5,6,7,8)	6/27/2005	1.89
COMP (PS-SGM-2,15,16,17)	7/6/2005	2.85
COMP (PS-SGM-22,21,19,49)	7/6/2005	4.11
COMP (PS-SGM-34,36,38,47)	7/7/2005	3.32
COMP (PS-SGM-51,52,56,57)	7/11/2005	3.17
PS-P2-0.5-1.0	7/19/2005	0.697
PS-P3-SS	7/19/2005	1.06
PS-P5-4.5-5.0	7/19/2005	1.91

TABLE A-1
95% Upper Confidence Limit Calculation for Arsenic Concentrations in Soil
Hollywood Park Racetrack and Casino
1050 South Prairie Avenue, Inglewood, California

Sample ID (a)	Sample Collection Date	Arsenic Concentration (mg/kg)
SUMMARY STATISTICS FOR SOIL SAMPLES		
Number of Samples Analyzed		43
Number of Analyte Detections		43
Frequency of Detection		100.0%
Minimum Detected Concentration		0.43
Maximum Detected Concentration		21.6
Mean		2.75
Standard Deviation		4.13
Mean of log-transformed data		0.56
Standard deviation of log-transformed data		0.83
<u>UCL Calculations (b)</u>		
Dataset Distribution		NP
<i>UCLs Calculated Assuming Gamma Distribution</i>		
Approximate Gamma UCL		3.5
Adjusted Gamma UCL		3.6
<i>UCLs Calculated Assuming Log-Normal Data Distribution</i>		
95% UCL (Land)		3.3
95% UCL (Chebyshev MVUE)		3.9
97.5% UCL (Chebyshev MVUE)		4.6
99% UCL (Chebyshev MVUE)		5.9
<i>UCLs Calculated Assuming Non-Parametric Data Distribution</i>		
95% UCL (Chebyshev)		5.5
97.5% UCL (Chebyshev)		6.7
99% UCL (Chebyshev)		9.0
Selected UCL (b)		5.5

Abbreviations:

bgs = below ground surface

mg/kg = milligrams per kilogram

MVUE = multi-variate unbiased estimate

UCL = upper confidence limit

"<" sign indicates a concentration below the analytical detection limit.

Concentrations detected above the analytical reporting limit are listed in **bold** type.

Notes:

(a) Data used herein were obtained from the *Property-Wide Subsurface Investigation Report and Soil Vapor Extraction Work Plan for Former Dry Cleaning Area, Hollywood Park Racetrack and Casino, 1050 South Prairie Avenue, Inglewood, California*, prepared by Erler & Kalinowski, Inc., 30 October 2006.

(b) The upper confidence limit ("UCL") of the mean concentration was calculated using several statistical methods as described in the United States Environmental Protection Agency ("U.S. EPA") ProUCL User's Guide (U.S. EPA, 2004). Results for each method are listed in the table. The data set distribution (i.e., lognormal ("LN"), gamma, or non-parametric ("NP")) was determined using ProUCL. Based on the data set distribution, the number of samples, and the standard deviation of the data set, the UCL from the appropriate statistical method was selected using the selection criteria described in (U.S. EPA, 2004).

References:

U.S. EPA, 2004. *ProUCL Version 3.0 Software and User's Guide*, United States Environmental Protection Agency, Las Vegas, Nevada, April, 2004.



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