

From: [Phan, Johnny](#)
To: [Downtown West Project](#)
Subject: FW: Preliminary Drafts - Exhibit H Community Fund
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Attachments: [Google - DW - Exhibit H to Development Agreement REDLINE.docx](#)

From: Phan, Johnny
Sent: Wednesday, February 24, 2021 1:51 PM
To: Miller, J. Gregg <gmler@coblenzlaw.com>
Subject: Preliminary Drafts - Exhibit H Community Fund

Hi Gregg – See attached redline changes to Exhibit H. Thanks. Johnny

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Exhibit H

Community Stabilization and Opportunity Pathways Fund

Establishment of Fund; Initial Funding. The City intends to establish a fund to provide financial support to community stabilization efforts and employment opportunity pathways within the City (the "Fund"). Google shall make regular contributions to the fund during the term of the Development Agreement. The Fund is intended to support grantees and program activities serving the neighborhood areas in and near the Diridon Station Area as well as the Greater Downtown, East San Jose, and other areas and disadvantaged populations citywide impacted by rising costs and seeking economic mobility.

1. Contributions by Google LLC. Google shall make payments in the amount of \$22.12 per gross square foot of office development, excluding any related or similar prepayment amounts identified in Exhibit C2 (subject to CPI escalation not to exceed three percent (3%) per year), with payment to be made at Certificate of Occupancy. The amount of the payment shall be established at the time the building permit for construction of the office Building is issued. Payments made by Google will be deposited in the Fund.

2. Allocation of Funds. The purpose of the Fund is to advance equitable development with intent to maximize opportunities for local youth and adults to participate and benefit from job opportunities ("opportunity pathways") and to minimize potential negative impacts on people and place, including from rising costs ("community stabilization"). The City intends to establish the Fund in such manner as to authorize the allocation of Fund monies to the following two major program categories, with initial allocation in the following percentages:

a. Community Stabilization (50% allocation of total funds)

Community Stabilization includes prevention of displacement and homelessness, preservation of affordable housing, homeless services, housing innovation research, and stabilization of small local businesses.

b. Opportunity Pathways (50% allocation of total funds)

Opportunity Pathways includes adult and youth occupational skills training, college/post-secondary scholarships, career exploration for middle and high school youth, early childhood education, and small business and entrepreneurship programming.

The City intends that the Fund will provide for periodic review and adjustment of the percentage allocations between the two major categories, but monies could not be directed to programs outside the two main categories or for other uses.

The City intends that grantees could include nonprofit organizations, education institutions and public agencies.

In addition to making monetary contributions to the Fund, Google will explore with the City opportunities to work together in ways that are aligned with the Fund's objectives and Google's corporate social responsibility objectives.

3. Fund Administration. Two key aspects of the Fund's administration would be a third party fund manager and a community advisory board.

a. Third Party Fund Manager. It is the City's intention that a third party fund manager would manage the Fund to ensure opportunities to leverage additional monies from external parties, to facilitate community involvement, and to ensure strategic impact over time. The City intends to use a solicitation process to select a qualified third party fund manager with experience managing grant programs that are both similar in amount of money under management and purpose as the Fund. The City intends that the fund manager will receive compensation for its management duties from the Fund . The agreement with the fund manager may include soliciting and managing grant programs supported by contributions from other companies and philanthropic organizations.

b. Community Advisory Board. The City intends that the Fund's charter will include the establishment of a community advisory board, representing the local community experience, people with subject matter expertise in the Fund's priority areas (e.g. tenant protection, workforce development), and other others members as determined by City Council in the adopted Implementation Plan (the "Board"). . The purpose of the Board would be to make recommendations on (i) grantees/recipients of Fund monies and (ii) use of fund monies for costs related to community engagement and consultant and technical assistance, in all cases consistent with the purpose of the Fund and its funding priorities. Google will engage with the Board to the extent approved by City Council in the Fund Implementation Plan, which could include serving on the Board as a voting or ex officio member.

a. Fund Implementation Plan. The City Administration will prepare an Implementation Plan for the Fund, to be approved by the City Council, further specifying Fund structure, governance, and operations, including but not limited to the criteria for selecting and compensating the third-party fund manager; the number and composition of Community Advisory Board members, their selection process, and reporting requirements; the specific roles, authority, relationships, and accountability of the City Council, Community Advisory Board and third party fund manager; the initial set of desired outcomes for the first five years of Fund operations;a plan to solicit contributions from other funders; City staff oversight of the fund manager; and community engagement guidelines.

