

**From:** [Phan, Johnny](#)  
**To:** [Downtown West Project](#)  
**Subject:** FW: Google - DW - DA Exhibit G  
**Date:** Tuesday, April 6, 2021 2:44:40 PM  
**Attachments:** [Redline Exhibit G Local Hire and Supplier Diversity CITY COMMENTS 3.3.21 - DA - Exhibit G Google 3.4-c.pdf](#)  
[DA - Exhibit G Google 3.4.21-c.docx](#)

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**From:** Straka, Stephanie <SStraka@coblentzlaw.com>  
**Sent:** Friday, March 5, 2021 8:25 AM  
**To:** Phan, Johnny <Johnny.Phan@sanjoseca.gov>  
**Cc:** Miller, Gregg <gmiller@coblentzlaw.com>  
**Subject:** Google - DW - DA Exhibit G

[External Email]

Johnny,

Please see attached revised Exhibit G and redline to City's comments received 3/3/21. Note that on the top section, City did not previously have any comments. Thanks.

**Stephanie R. Straka** | Special Counsel  
**Coblentz Patch Duffy & Bass LLP**  
One Montgomery Street, Suite 3000  
San Francisco, CA 94104  
Direct 415-772-5750 | Cell 951-333-5572 | Office 415-391-4800  
[sstraka@coblentzlaw.com](mailto:sstraka@coblentzlaw.com)  
[www.coblentzlaw.com](http://www.coblentzlaw.com)

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Exhibit G ¶

¶

Workforce, Learning, and Education Commitment ¶

Section 1. Google Participation with Community-Based Organizations. As part of Google's presence in Downtown San José, following issuance of a Certificate of Occupancy for the first commercial office Building in the Project, and as long as Google LLC or any Google Affiliate occupies commercial office space in the Project during the Term, Google shall use, or cause the Google Affiliate to use, Good Faith Efforts: ¶

a. to promote opportunities for Google employees to volunteer their time with, and to serve as mentors on behalf of community-based organizations that serve San José students from underrepresented backgrounds; and ¶

b. to provide career exploration and skills development opportunities, such as onsite field trips, career days, and computer science workshops, to students from underserved communities and who have an interest in technology and technology-based careers ¶

Section 2 Local and Minority Business Enterprises; Local Hire. ¶

~~1.-~~ 2.1 Project Construction. For the construction of the commercial office buildings within the Project, Developer will use Good Faith Efforts to achieve, or to cause the general contractor(s) to achieve, an overall ~~-~~ LBE, DBE, MBE, WBE, and/or LGBTBE, DOBE, and/or SD/VBO participation goal of 10% of the total cost of all Contracts for a commercial office building to be awarded to contractors, subcontractors, suppliers, and/or consultants that qualify as a LBE, DBE, MBE, WBE, and/or LGBTBE, DOBE, and/or SD/~~VBO~~VOB. To advance this goal, Developer will use Good Faith Efforts: ¶

a. to include in its construction contracts for each commercial office building a requirement that the general contractor shall use Good Faith Efforts to contract with subcontractors, suppliers, and other businesses that qualify as a LBE, DBE, MBE, WBE, LGBTBE, DOBE, and/or SD/VOB. ~~Good Faith Efforts should include notification of contracting opportunities in construction and Disadvantaged Business Enterprise publications and hosting of Development Construction Fairs.~~ ¶

[WK1]: See explanatory notes below

b. to notify construction and DBE publications of LBE, DBE, MBE, WBE, and/or LGBTBE, DOBE, and/or SD/VBO contracting opportunities; and ¶

c. to host an annual development construction fair to bring together prime/general contractors in an effort to increase diversity and inclusion on major construction projects.

~~2.2.2~~ Project Operation. In ~~advance of~~ context to the opening of each commercial office building, prior to the issuance of a ~~temporary certificate~~ Final Certificate of ~~occupancy~~ Occupancy for a commercial office Building in the Project, and as long as Google LLC, ~~Alphabet Inc.~~, or ~~any of their affiliate companies~~ a Google Affiliate occupies commercial office space in the Project during the Term, Google shall use, or cause its affiliate company and/or its vendors to use ~~in context to the opening of each commercial office building,~~ Good Faith Efforts: ¶

a. to hire contractors, subcontractors, suppliers, and/or consultants that qualify as a LBEs, DBEs, MBEs, WBEs, LGBTBEs, DOBEs, and/or SD/VOBs for ongoing service contracts (e.g. maintenance, janitorial, landscaping, security etc.) related to Google's commercial office buildings; and ¶

b. ~~Google, its vendors, Alphabet, and/or their affiliated companies~~ to host two (2) times per year on a semi-annual basis, an informational session targeted to LBEs, DBE,

~~CPRA Confidential—Treatment Request ¶~~  
~~Not for Public Release—CPRA Exempt ¶~~  
~~Confidential and Proprietary Business / Siting Information ¶~~  
~~Pre-Decisional Draft—For Review Only~~

MBEs, WBEs, LGBTBEs, ~~DOBE~~DOBEs, and /or SD/VOBs interested in providing goods and services to Google's commercial office buildings. ¶

¶

¶

~~This text is just explanatory notes that didn't fit in the Comment side Bar> ¶~~

¶

~~The City of San Jose does both of these outreach efforts: ¶~~

¶

~~Examples of Publications: ¶~~

¶

~~○ DBE Good Faith Effort—~~

~~([https://www.dbegoodfaith.com/index-google-landing.php?state=general&gclid=CjwKC\\_AiA1eKBBhBZEiwAX3ggIwEfBQvn6tRtN7sw3hi0Eci34xXFhswnmYixpG4f3ISOWnGx\\_wfK\\_MhoCfhkQAvD\\_BwE](https://www.dbegoodfaith.com/index-google-landing.php?state=general&gclid=CjwKC_AiA1eKBBhBZEiwAX3ggIwEfBQvn6tRtN7sw3hi0Eci34xXFhswnmYixpG4f3ISOWnGx_wfK_MhoCfhkQAvD_BwE)) ¶~~

~~○ Caltrans Database (<https://dot.ca.gov/programs/civil-rights/dbe-search/>) ¶~~

~~○ Construction Star (<https://www.constar1.com/>) ¶~~

~~○ Other construction trade focused journals ¶~~

¶

~~Development Construction Fairs—Large developers with multiple phases can have meetings requesting contractors and employees to participate in the upcoming opportunities. Contractors and employers are provided with project information, contact information, and coordination with the developer. Additionally, the Developer builds a list of potential subcontractors to send out RFP/RFQs. No mandates to use the proposals/quotes received from the participants from the fairs, however, it would increase the number of potential proposal/quotes and (fingers crossed) a local business is the lowest. ¶~~

¶

¶

¶

~~Either in this exhibit, or in the relevant section of the DA that discusses the City requirement for annual DA review, we should include “that Google will provide the City with data on achievement of goals and Good Faith Efforts describe in Exhibit G.” ¶~~

4.2.3 Local Hire - Project Construction. Developer will include in its construction contracts for all onsite construction activity a requirement that the contractor or subcontractor shall use Good Faith Efforts to achieve a goal that Local Residents comprise thirty percent (30%) of all new hires for employment opportunities under the applicable construction contract for construction trade positions and entry-level positions related to providing support to the

construction industry. This obligation to use Good Faith Efforts shall not limit the ability of a contractor or subcontractor to assess qualifications of prospective workers, to require a contractor or subcontractor to employ a worker not qualified for the position in question, or to employ any particular worker.

2.4 Local Hire - 2. Project Operation. In ~~advance of context to the opening of each commercial office building, prior to~~ the issuance of a ~~temporary certificate~~ Final Certificate of ~~occupancy~~ Occupancy for a commercial office Building in the Project, and as long as Google LLC, ~~Alphabet Inc., or any of their affiliate companies~~ a Google Affiliate occupies commercial office space in the Project during the Term, Google shall use, or cause ~~its affiliate company to use in context to the operation of each commercial office building~~ the Google Affiliate to use, Good Faith Efforts:

a. to establish a “Local Community Liaison” who will be responsible for connecting primary building operations contractors (e.g. maintenance, janitorial, landscaping, security, and other non-college IT roles) with the City’s lead Workforce Development Board (e.g. work2future) and other local community based workforce development organizations, to ensure qualified residents seeking employment are aware of open positions at the project site and are considered for the open roles;

b. to encourage building operations contractors that provide services to Google/affiliate occupied buildings to use their Good Faith Efforts to notify the City’s lead Workforce Development Board (e.g. work2future) and other local community based workforce development organizations when the contractor is hiring for positions that service such buildings, and to make Good Faith Efforts to interview and consider referred candidates from the local

workforce agencies ~~to~~ with appropriate backgrounds, qualifications, and experience for the open roles;

c. ~~to~~ periodically participate in the City's lead Workforce Development Board (e.g. work2future) and other local community based workforce development organizations client outreach and recruiting events;

d. ~~to~~ host two (2) times per year on a semi-annual basis, a career development workshop or job fair targeted at local economically disadvantaged communities and Underrepresented Workers;

e. ~~to~~ have a Google representative serve as a board member on the City's lead Workforce Development Board (e.g. work2future); and

f. ~~to~~ collaborate on an annual basis with the Community Stabilization and Opportunity Pathways Fund, and with the City's lead Workforce Development Board (e.g. work2future) and other local community based workforce development organizations to analyze job types, projections for in-demand roles, and job readiness.

### Section 3 Definitions.

The following definitions apply to this Exhibit G (and any term not defined in this Section 3 shall have the meaning provided in the Development Agreement):

3.1 "Disability Owned Business Enterprise (DOBE)" shall mean any business that is an LBE and is at least fifty-one percent (51%) owned and Controlled (as defined in the Development Agreement) by a person or persons with a disability.

3.2 "Disadvantaged Business Enterprise (DBE)" shall mean any business that is an LBE and is at least fifty-one percent (51%) owned and Controlled (as defined in the

Development Agreement) by a person or persons who is a socially and economically disadvantaged individual. ¶

3.3 “Economically Disadvantaged Communities” shall mean communities in which the median household income is less than eighty percent (80%) of the county median income, as compared to the nine-county Bay Area region and the respective U.S. Department of Housing and Urban Development income threshold. ¶

3.4 "Good Faith Efforts" shall mean the commercially reasonable efforts that a public company can reasonably justify in light of its obligations to shareholders. Good Faith Efforts shall not obligate Developer to undertake any work, expenditure, or program that Developer concludes, in its discretion, is not consistent with a reasonable balance between the objectives of this Workforce, Learning, and Education Commitment and the cost of any particular measure described herein. Good Faith Efforts shall in no event be interpreted to mean Developer is obligated to enter into any agreement pursuant to this Workforce, Learning, and Education Commitment on any particular terms. ¶

3.5 “LGBT Business Enterprise (LGBTBE)” shall mean any business that is an LBE and is at least fifty-one percent (51%) owned and Controlled (as defined in the Development Agreement) by a person or persons who identifies as a member of the Lesbian, Gay, Bisexual, and Transgender community. ¶

3.6 "Local Business Enterprise (LBE)" shall have the same meaning as set forth in Chapter 4.12 of the City's Municipal Code. ¶

3.7 "Local Resident" shall mean an individual who is domiciled, as defined by Section 349(b) of the California Election Code, as it may be amended, within Santa Clara County for at least seven (7) calendar days before commencing work on a Private Construction Project.¶

3.8 "Minority Business Enterprise (MBE)" shall mean any business that is an LBE and is at least fifty-one percent (51%) owned and Controlled (as defined in the Development Agreement) by a person or persons who is a member of one or more ethnic minority group.¶

3.9 "Service-Disabled/Veteran Owned Business (SD/VOB)" shall mean any business that is an LBE and is at least fifty-one percent (51%) owned and Controlled (as defined in the Development Agreement) by a person or persons who is a Service-Disabled Veteran or Service-Disabled Veterans, as defined in section 3(q) of the Small Business Act (15 U.S.C. 632(q)).¶

3.10 "Underrepresented Worker" shall mean an individual who meets any one of the following conditions at the time the individual begins work on a private construction project:¶

(a) The individual is a risk of losing his/her home, the individual is homeless, or the individual is housed within the past twelve (12) months before which he/she was homeless;¶

(b) The individual is receiving public assistance;¶

(c) The individual is participating in a reentry program or was formerly incarcerated;¶

(d) The individual has been continuously unemployed for the previous year;¶



~~CPRA Confidential Treatment Request ¶~~

~~Not for Public Release — CPRA Exempt ¶~~

~~Confidential and Proprietary Business / Siting Information ¶~~

~~Pre-Decisional Draft — For Review Only~~

(e) The individual has a family or household income that falls below the current United States Department of Housing and Urban Development threshold for low income households in Santa Clara County;¶

(f) The individual has been emancipated from the foster care system;¶

(g) The individual is a veteran of the United States military;¶

(h) The individual is participating in a program for "at-risk" youth; or¶

(i) The individual is a survivor of labor trafficking. \_\_\_\_\_¶

3.11 "Woman Business Enterprise (WBE)" shall mean any business that is an LBE and is at least fifty-one percent (51%) owned and Controlled (as defined in the Development Agreement) by one or more women.

Document comparison by Workshare 10.0 on Friday, March 5, 2021 8:20:03 AM

Input:	
Document 1 ID	netdocuments://4846-2197-0143/1
Description	Exhibit G Local Hire and Supplier Diversity CITY COMMENTS 3.3.21
Document 2 ID	netdocuments://4834-0018-2495/2
Description	DA - Exhibit G Google 3.4.21
Rendering set	CPDB Set

Legend:	
<u>Insertion</u>	
<del>Deletion</del>	
<del>Moved from</del>	
<u>Moved to</u>	
Style change	
Format change	
<del>Moved deletion</del>	
Inserted cell	
Deleted cell	
Moved cell	
Split/Merged cell	
Padding cell	

Statistics:	
	Count
Insertions	88
Deletions	85
Moved from	1
Moved to	1
Style change	0
Format changed	0
Total changes	175

## **Exhibit G**

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### **Section 2 Local and Minority Business Enterprises; Local Hire.**

2.1 Project Construction. For the construction of the commercial office buildings within the Project, Developer will use Good Faith Efforts to achieve, or to cause the general contractor(s) to achieve, an overall LBE, DBE, MBE, WBE, and/or LGBTBE, DOBE, and/or SD/VBO participation goal of 10% of the total cost of all Contracts for a commercial office building to be awarded to contractors, subcontractors, suppliers, and/or consultants that qualify as a LBE, DBE, MBE, WBE, and/or LGBTBE, DOBE, and/or SD/VOB. To advance this goal, Developer will use Good Faith Efforts:

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subcontractors, suppliers, and other businesses that qualify as a LBE, DBE, MBE, WBE, LGBTBE, DOBE, and/or SD/VOB;

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c. to host an annual development construction fair to bring together prime/general contractors in an effort to increase diversity and inclusion on major construction projects.

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b. to host two (2) times per year on a semi-annual basis, an informational session targeted to LBEs, DBE, MBEs, WBEs, LGBTBEs, DOBEs, and/or SD/VOBs interested in providing goods and services to Google's commercial office buildings.

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- (h) The individual is participating in a program for "at-risk" youth; or
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