

From: [Phan, Johnny](#)
To: [Downtown West Project](#)
Subject: FW: Release Language
Date: Tuesday, May 18, 2021 12:09:33 PM

From: Andes, Pam <PAndes@allenmatkins.com>
Sent: Thursday, April 22, 2021 6:03 PM
To: Phan, Johnny <Johnny.Phan@sanjoseca.gov>
Cc: Willhite, Britney <bwillhite@allenmatkins.com>
Subject: Release Language

[External Email]

Good evening, Johnny. In our call yesterday in which we were discussing your proposed subsection (d) carveout from the release, the Google team stated that the release was already agreed to in the Term Sheet. Below are the excerpts we were referencing:

From H1:

AS IS Sale: Except for the environmental obligations as set forth in Attachment A that expressly survive the closing, at the closing, Developer shall transfer the H1 Property to City or Designee, as applicable, in its AS IS, WHERE IS condition and City and Designee shall waive and release all claims against Developer related to the physical and environmental condition of the H1 Property.

From H5/H6:

AS IS Sale: Except for the Developer's obligations as set forth in Section C.2(b) above and C.7(a) above, at the closing of each of the H5 Property and the H6 Property, Developer shall transfer the H5 Property and the H6 Property to City each in its AS IS WHERE IS condition and City shall waive and release all claims against Developer related to the physical and environmental condition of the property so conveyed. City shall bear all construction costs related to the affordable housing project on the H5 Property and the H6 Property.

We will be sending over the revised Transfer Agreement later this evening that will, accordingly, not include the City's proposed subsection (d).

Please let me know when we can expect the Grant Deed form. Thanks!

Pamela L. Andes, Esq.
1900 Main Street, Suite 500
Irvine, California 92614
(949) 553-1313 main
(949) 851-5405 direct
(949) 553-8354 fax
Allen Matkins

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