

**From:** Phan, Johnny <Johnny.Phan@sanjoseca.gov>  
**Sent:** Wednesday, June 9, 2021 3:20 PM  
**To:** Downtown West Project  
**Subject:** FW: Google - Diridon/DW - Transfer Agreements and DA  
**Attachments:** image001.png

-----Original Message-----

From: David Snow <DSnow@rwglaw.com>  
Sent: Monday, June 7, 2021 3:15 PM  
To: Miller, Gregg <gmiller@coblentzlaw.com>  
Cc: Phan, Johnny <Johnny.Phan@sanjoseca.gov>; Straka, Stephanie <sstraka@coblentzlaw.com>; Willhite, Britney <bwillhite@allenmatkins.com>; Chan, Michelle W. (SFO) <MWChan@perkinscoie.com>  
Subject: Re: Google - Diridon/DW - Transfer Agreements and DA

[External Email]

Thanks Gregg.

Dave

Sent from my iPad

On Jun 7, 2021, at 3:14 PM, Miller, Gregg <gmiller@coblentzlaw.com> wrote:

David: the Transfer Agreements look good. Thanks,

Gregg Miller

Coblentz Patch Duffy & Bass LLP

One Montgomery Street, Suite 3000

San Francisco, CA 94104

Cell: 415-939-3142 | Direct Dial 415-772-5736 | Office 415-391-4800

gmiller@coblentzlaw.com<mailto:gmiller@coblentzlaw.com>

<https://gcc02.safelinks.protection.outlook.com/?url=http%3A%2F%2Fwww.coblentzlaw.com%2F&data=04%7C01%7CJohnny.Phan%40sanjoseca.gov%7Cc31f1d4c03c1415e838f08d92a01c174%7C0fe33be061424f969b8d7817d5c26139%7C1%7C0%7C637587009315279416%7CUnknown%7CTWFpbGZsb3d8eyJWlloiMC4wLjAwMDAiLCJQIjoiV2luMzliLCJBTiI6Ik1haWwiLCJXVCi6Mn0%3D%7C1000&sd=LPdK5aB%2FTNxob768L%2FVautoLIUsmXPh3CIC8axDIBv0%3D&reserved=0>

This transmittal is intended solely for use by its addressee, and may contain confidential or legally privileged information. If you receive this transmittal in error, please email a reply to the sender and delete the transmittal and any attachments.

From: David Snow <DSnow@rwglaw.com>

Sent: Monday, June 7, 2021 10:32 AM

To: Miller, Gregg <gmiller@coblenzlaw.com>; Phan, Johnny <Johnny.Phan@sanjoseca.gov>

Cc: Straka, Stephanie <SStraka@coblenzlaw.com>; Willhite, Britney <bwillhite@allenmatkins.com>; Michelle Chan <MWChan@perkinscoie.com>

Subject: [EXTERNAL] RE: Google - Diridon/DW - Transfer Agreements and DA

Gregg and Stephanie,

This message follows up on the transfer agreement exhibits and the changes to the Development Agreement to incorporate the resolution and ordinance numbers, which your team circulated last week.

Transfer Agreements:

We have reviewed the documents you forwarded for the Autumn Street and H5/H6 transfer agreements. We have incorporated the first page of each of those attachments (the page showing the overall site plan and where the various parcels are located). For H5 and H6, however, rather than include the second page you suggested, we have included the more detailed exhibit with street dimensions and other details which is more informative as to the locations of those properties.

The only other change is to fill in the blank for the Development Agreement enacting ordinance in Recital B of each of the transfer agreements, including H1. The following is a link to the sharesite folder with these updated final transfer agreements, which are labeled with today's date - 6-7-21: City Attorney Office - Transactional - Transfer Agreements - All Documents (sharepoint.com)<<https://sanjoseca.sharepoint.com/sites/CAO-Transactional/External%20Documents/Forms/AllItems.aspx?csf=1&web=1&e=srhf08&cid=17bbcf6d%2D2a2c%2D423f%2Daf94%2D7f4f082711b9&FolderCTID=0x012000EC0A822A79EF544B8DBE6D1EA34BD139&viewid=c4c678ce%2Dac36%2D4c06%2Db7bd%2Ddebdf1edb5f&id=%2Fsites%2FCAO%2DTransactional%2FExternal%20Documents%2FGoogle%20Development%20Agreement%20%2DApril%202021%2FFinal%20Signature%20Documents%2FTransfer%20Agreements>>

Development Agreement:

The revisions to the DA you circulated last week to incorporate the resolution and ordinance numbers for the various actions look good. We had a three minor cleanup items, which are noted in comment bubble in the sharesite version (Link: 6-4-21 Final CLEAN - Signature Copy Google - DW - Development Agreement.docx (sharepoint.com)<[https://gcc02.safelinks.protection.outlook.com/ap/w-59584e83/?url=https%3A%2F%2Fsanjoseca.sharepoint.com%2F%3Aw%3A%2Fr%2Fsites%2FCAO-Transactional%2F\\_layouts%2F15%2FDoc.aspx%3Fsourcedoc%3D%257B61B0D15D-040F-4A2F-AD81-94679DD7CBEE%257D%26file%3D6-4-21%2520Final%2520CLEAN%2520-%2520%2520Signature%2520Copy%2520%2520Google%2520-%2520DW%2520-%2520Development%2520Agreement.docx%26action%3Ddefault%26mobileredirect%3Dtrue&data=04%7C01%7CJohnny.Phan%40sanjoseca.gov%7Cc31f1d4c03c1415e838f08d92a01c174%7C0fe33be061424f969b8d7817d5c26139%7C1%7C0%7C637587009315279416%7CUnknown%7CTWFpbGZsb3d8eyJWlloiMC4wLjAwMDAiLCJQIjoiV2luMzliLCJBTiI6Ikl1haWwIiLCJXVCi6Mn0%3D%7C1000&data=N%2FASFchCcmFcB6p5%2FxFMF4zl2INteQ%2FMHdqEJLKZZQaU%3D&am;reserved=0](https://gcc02.safelinks.protection.outlook.com/ap/w-59584e83/?url=https%3A%2F%2Fsanjoseca.sharepoint.com%2F%3Aw%3A%2Fr%2Fsites%2FCAO-Transactional%2F_layouts%2F15%2FDoc.aspx%3Fsourcedoc%3D%257B61B0D15D-040F-4A2F-AD81-94679DD7CBEE%257D%26file%3D6-4-21%2520Final%2520CLEAN%2520-%2520%2520Signature%2520Copy%2520%2520Google%2520-%2520DW%2520-%2520Development%2520Agreement.docx%26action%3Ddefault%26mobileredirect%3Dtrue&data=04%7C01%7CJohnny.Phan%40sanjoseca.gov%7Cc31f1d4c03c1415e838f08d92a01c174%7C0fe33be061424f969b8d7817d5c26139%7C1%7C0%7C637587009315279416%7CUnknown%7CTWFpbGZsb3d8eyJWlloiMC4wLjAwMDAiLCJQIjoiV2luMzliLCJBTiI6Ikl1haWwIiLCJXVCi6Mn0%3D%7C1000&data=N%2FASFchCcmFcB6p5%2FxFMF4zl2INteQ%2FMHdqEJLKZZQaU%3D&am;reserved=0)> )

With these final tweaks, and integration into the final PDF version, I think we are set on the DA.

Please let Johnny or me know if you have any questions.

Best,

Dave

David M. Snow

Attorney

<image001.png>

RICHARDS WATSON GERSHON

350 South Grand Avenue, 37th Floor

Los Angeles, CA 90071

T: 213.626.8484

D: 213.253.0259

E: dsnow@rwglaw.com<mailto:dsnow@rwglaw.com>

W:

rwglaw.com<https://gcc02.safelinks.protection.outlook.com/?url=http%3A%2F%2Fwww.rwglaw.com%2F&data=04%7C01%7CJohnny.Phan%40sanjoseca.gov%7Cc31f1d4c03c1415e838f08d92a01c174%7C0fe33be061424f969b8d7817d5c26139%7C1%7C0%7C637587009315279416%7CUnknown%7CTWFpbGZsb3d8eyJWIjoiMC4wLjAwMDAiLCJQIjoiV2luMzIiLCJBTiI6IklhaWwiLCJXVCi6Mn0%3D%7C1000&psdata=7K8rt1Mdr72DcbnswCQf%2BHO8mUz0gKgaFbv7eyVdLZE%3D&reserved=0>

From: Miller, Gregg <gmiller@coblentzlaw.com<mailto:gmiller@coblentzlaw.com>>

Sent: Friday, June 4, 2021 3:47 PM

To: Phan, Johnny <Johnny.Phan@sanjoseca.gov<mailto:Johnny.Phan@sanjoseca.gov>>

Cc: David Snow <DSnow@rwglaw.com<mailto:DSnow@rwglaw.com>>; Straka, Stephanie

<SStraka@coblentzlaw.com<mailto:SStraka@coblentzlaw.com>>; Willhite, Britney

<bwillhite@allenmatkins.com<mailto:bwillhite@allenmatkins.com>>; Michelle Chan

<MWChan@perkinscoie.com<mailto:MWChan@perkinscoie.com>>

Subject: RE: Google - Diridon/DW - Transfer Agreements

Johnny: attached are the documents for Exhibit A in the Autumn St Transfer Agreement and the Exhibit As for the H5 and H6 Transfer Agreements (same for each of H5 and H6). The attached are a subset of the attachments at Exhibit C2 of the DA for the Autumn parcels and Schedule D2 of the DA for H5 and H6. As you may recall, H5 and H6 do not yet have legal descriptions because they still need to be created via the subdivision map. Therefore, the plan was to attach the basic site plan that depicts their location and then the Transfer Agreements call for the parcels to be created as separate legal parcels before closing. The Transfer Agreement for H1 already has all of its exhibits. Please let us know if these are acceptable. Also, Please let us know how many originals of each of the Transfer Agreements the City would like so that I know how many to ask Google to sign. Thanks,

Gregg Miller

Coblentz Patch Duffy & Bass LLP

One Montgomery Street, Suite 3000

San Francisco, CA 94104

Cell: 415-939-3142 | Direct Dial 415-772-5736 | Office 415-391-4800

gmiller@coblentzlaw.com<mailto:gmiller@coblentzlaw.com>

https://gcc02.safelinks.protection.outlook.com/?url=http%3A%2F%2Fwww.coblentzlaw.com%2F&data=04%7C01%7CJohnny.Phan%40sanjoseca.gov%7Cc31f1d4c03c1415e838f08d92a01c174%7C0fe33be061424f969b8d7817d5c26139%

7C1%7C0%7C637587009315279416%7CUnknown%7CTWFpbGZsb3d8eyJWljiMC4wLjAwMDAiLCJQIjoiV2luMzliLCJBTiI6Ik1haWwiLCJXVCI6Mn0%3D%7C1000&data=LPdK5aB%2FTNxob768L%2FVautoLIUsmXPh3CIC8axDIBv0%3D&reserved=0<<https://gcc02.safelinks.protection.outlook.com/?url=http%3A%2F%2Fwww.coblentzlaw.com%2F&data=04%7C01%7CJohnny.Phan%40sanjoseca.gov%7Cc31f1d4c03c1415e838f08d92a01c174%7C0fe33be061424f969b8d7817d5c26139%7C1%7C0%7C637587009315279416%7CUnknown%7CTWFpbGZsb3d8eyJWljiMC4wLjAwMDAiLCJQIjoiV2luMzliLCJBTiI6Ik1haWwiLCJXVCI6Mn0%3D%7C1000&data=LPdK5aB%2FTNxob768L%2FVautoLIUsmXPh3CIC8axDIBv0%3D&reserved=0>>

This transmittal is intended solely for use by its addressee, and may contain confidential or legally privileged information. If you receive this transmittal in error, please email a reply to the sender and delete the transmittal and any attachments.

Click

here<<https://gcc02.safelinks.protection.outlook.com/?url=https%3A%2F%2Fwww.mailcontrol.com%2Fsr%2FMZbqvYs5QwJvpeaetUwhCQ%3D%3D&data=04%7C01%7CJohnny.Phan%40sanjoseca.gov%7Cc31f1d4c03c1415e838f08d92a01c174%7C0fe33be061424f969b8d7817d5c26139%7C1%7C0%7C637587009315279416%7CUnknown%7CTWFpbGZsb3d8eyJWljiMC4wLjAwMDAiLCJQIjoiV2luMzliLCJBTiI6Ik1haWwiLCJXVCI6Mn0%3D%7C1000&data=wmtf1vNETZb1K64iwhnLgv2yvLM2yHByLZCogLQrAFE%3D&reserved=0>> to report this email as spam.

NOTICE: This communication may contain privileged or other confidential information. If you are not the intended recipient of this communication, or an employee or agent responsible for delivering this communication to the intended recipient, please advise the sender by reply email and immediately delete the message and any attachments without copying or disclosing the contents. Thank you.

This message is from outside the City email system. Do not open links or attachments from untrusted sources.