

**FIRST AMENDMENT  
TO FUNDING AND REIMBURSEMENT AGREEMENT BY AND  
BETWEEN  
THE CITY OF SAN JOSE AND GOOGLE LLC  
RELATED TO DIRIDON STATION AREA PLANNING AND  
DOWNTOWN WEST MIXED-USE PLAN**

This First Amendment (“First Amendment”) to the Funding and Reimbursement Agreement (“Agreement”) is made and entered into on August 10, 2021 by and between the City of San José, a California Municipal Corporation (“City”) and Google LLC, a Delaware limited liability company (“Google”).

Whereas, on June 17, 2019, the City and Google entered into the Agreement to provide for funding and reimbursement from Google to City to directly engage certain City consultants and staff needed to perform necessary studies and work related to the Downtown West Mixed-Use Plan Environmental Impact Report, General Plan Amendments, Diridon Station Area Plan Amendments, Municipal Code Amendments and Rezoning, and other permits and approvals, as further explained in the Agreement; and

Whereas, the City Council certified the Downtown West Mixed-Use Plan Environmental Impact Report and approved the Downtown West Mixed-Use Plan on May 25, 2021; and

Whereas, the Agreement expires upon the final determination by the City Council on all development applications related to the Downtown West Mixed-Use Plan; and

Whereas, the parties desire to extend the Agreement to June 30, 2022 to provide for funding and reimbursement from Google to City related to City services to be provided in the current fiscal year (July 1, 2021 to June 30, 2022);

NOW, THEREFORE, subject to the terms, provisions, and conditions herein, the parties hereto agree as follows:

1. Defined terms from the Agreement are repeated herein where applicable. The Agreement is hereby amended as specifically referenced herein; in all other respects, the Agreement remains the same and is confirmed by the parties.
2. Section 3 of the Agreement entitled “Termination and Expiration” is hereby amended and replaced fully to read as follows:

“Either Google or City may terminate this Agreement by delivering to the other party twenty (20) calendar days’ advance written notice of election to terminate. If not subject to earlier termination, as provided herein, this Agreement shall expire on June 30, 2022. Google’s obligations to reimburse City for any outstanding amount due, however, shall survive, and remain enforceable after, the termination or expiration of this

Agreement. City's obligations to provide refunds to Google shall be in accordance with Section 1.4 herein."

APPROVED AS TO FORM:

DocuSigned by:  
*Johnny Phan*  
776344DF99B949F...  
\_\_\_\_\_  
JOHNNY V. PHAN  
Chief Deputy City Attorney

"CITY"

CITY OF SAN JOSE,  
a municipal corporation

DocuSigned by:  
*TONI J. TABER*  
By: \_\_\_\_\_  
TONI J. TABER, CMC  
City Clerk

"GOOGLE"

GOOGLE LLC  
a Delaware limited liability company authorized  
to conduct business in the State of California

DocuSigned by:  
*Sheela Jivan*  
By: \_\_\_\_\_  
9B0383AC743348F...  
Print Name: Sheela Jivan  
Title: Director



## Routing Slip

Version 1 - 02/01/2021

### General Information

|                      |                        |
|----------------------|------------------------|
| <b>Date Received</b> | 8/3/2021               |
| <b>Project</b>       | Downtown West San Jose |
| <b>Vendor Name</b>   | City of San Jose       |
| <b>Project Code</b>  | N/A                    |
| <b>PO Number</b>     | N/A                    |

### Document Type

|   |          |
|---|----------|
| Master Agreement & Amendment                |          |
| Project Agreement & Amendment               |          |
| Others<br>Reimbursement Agreement Amendment | <b>X</b> |

### Notes

First Amendment to funding and reimbursement agreement by and between the City of San Jose and Google related to Diridon Station Area Planning and Downtown West Mix-Use Plan

Prepared by: The City of San Jose  
Approved by: Sallie Lim, **Google Legal**

No Change to the Terms & Conditions

If changes to T&Cs, who in the legal team drafted /reviewed /approved the negotiated changes?  
Sallie Lim, Google Legal

### Funding Information

|   |  |
|---|--|
| Funded from Approved Budget AR#:                |  |
| Funded from Approved OpEx Budget                |  |
| Included in Approved Annual Plan / Monthly Plan |  |

### Cost Details

Currency US\$

|                        |                |
|------------------------|----------------|
| Original Contract      | \$4,473,580.00 |
| Total Previous Changes | \$2,519,483.00 |
| Current Contract Value | \$6,993,063.00 |
| <b>This Change</b>     | \$0.00         |
| <b>Total Contract</b>  | \$6,993,063.00 |

### Schedule Details

(mm/dd/yyyy)

|   |   |
|---|---|
| Contract Start Date                             | 6/17/2019   |
| Contract End Date                               | Until Terminated  |
| Master Agreement Effective Date                 | N/A   |
| Master Agreement End Date                       | N/A   |
| Master Agreement Amendment Date (if applicable) | Addendum #1:<br>6/8/2020<br>Addendum #2:<br>10/7/2020<br>Addendum #3:<br>6/29/2021<br>Addendum #4:<br>7/23/2021 |



### Signature Approval

|  |   |             |
|--|---|-------------|
| Sheela Jivan<br>Director, Real Estate Development,<br>San Jose District Lead | DocuSigned by:<br><i>Sheela Jivan</i><br>9B0383AC743348E... | 8/5/2021    |
| <b>Name &amp; Title of Authorized Signatory</b>                              | <b>Signature</b>  | <b>Date</b> |

### Additional Reviewers

The document has been reviewed by:

|                                 |   |             |
|---------------------------------|---|-------------|
| Sallie Lim<br>Director of Legal | DocuSigned by:<br><i>Sallie Lim</i><br>C982293EEF484BB... | 8/5/2021    |
| <b>Name &amp; Title</b>         | <b>Signature</b>  | <b>Date</b> |
| <b>Comment:</b> NA              |   |             |

|  |   |             |
|--|---|-------------|
| Bhavesh Parikh<br>Director, Real Estate Development                  | DocuSigned by:<br><i>Bhavesh Parikh</i><br>49CB7A9F86364F9... | 8/5/2021    |
| <b>Name &amp; Title</b>  | <b>Signature</b>  | <b>Date</b> |
| <b>Comment:</b> Time extension only, no terms have changed, correct? |   |             |

# City of San José Contract/Agreement Transmittal Form

## Route Order

## Attached / Completed

## Electronically Signed

- TO:  City Attorney  
 City Manager  
 City Clerk **OR** Return to  
 Dept. (circle one)

- Insurance Certificates / Waivers  Electronically Signed: Select one  
Business Tax Certificate  Audit Trail Attached (if applicable)  
 Contacted Clerk re: Form 700  Scanned Signature Authorization  
 Supplemental Memorandums (if applicable): Select One

Type of Document: Amendment

Type of Contract: Other

### REQUIRED INFORMATION FOR ALL CONTRACTS:

Existing GILES # 664704-005

Contractor: Google

Address: 1600 Amphitheatre Parkway Mountain View, CA 94043

Phone: 650-660-5811

Email: sheelajivan@google.com

Contract Description: First Amendment to the funding and reimbursement agmt to extend time (7/1/21 - 6/30/22)

Term Start Date: 7/1/2021 Term End Date: 6/30/22 Extension: Yes

Method of Procurement: Select one RFB, RFP or RFQ No.: \_\_\_\_\_ Date Conducted: \_\_\_\_\_

Agenda Date (if applicable): \_\_\_\_\_ Agenda Item No.: \_\_\_\_\_

Resolution No.: \_\_\_\_\_ Ordinance No.: \_\_\_\_\_

Original Contract Amount: \_\_\_\_\_ Amount of Increase/Decrease: \_\_\_\_\_

Option #: \_\_\_\_\_ of \_\_\_\_\_ Option Amount: \_\_\_\_\_ Updated Contract Amount: \_\_\_\_\_

Fund/Appropriation: \_\_\_\_\_

Form 700 Required: Select one Revenue Agreement: Select one

Business Tax Certificate No.: \_\_\_\_\_ Expiration Date: \_\_\_\_\_

Department: OED (60)

Department Contact Name/Phone: Nanci Klein

Notes:

Department Director Signature: Nanci Klein /s/ 8/17/21  
Date

Office of the City Manager Signature: \_\_\_\_\_  
Date