

- First**
- Second**
- Third**

**Amendment to Standard City of San José Consultant Agreement**  
(Non-Capital Projects)

Consultant's Name: SHIFT Consulting LLC

**(Standard Agreement AC No. 32591)**

This Amendment is made and entered into this 18th day of January, 2023. The City and Consultant amend the above-referenced agreement as set forth herein.

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1. Capitalized words in this Amendment have the same meaning as in the Agreement.
  2. The provisions of this Agreement (including any previous amendments) not modified by this Amendment remain in full force and effect.
  3. The provisions of this Amendment are effective upon execution of the Amendment by both parties.
  4.  **Agreement Term:** Section 2 is amended to extend the expiration date from June 30, 2022 to June 30, 2023. The extension is retroactive to the expiration date of the Agreement. The Director accepts and approves any services provided after the expiration date and before the execution of this Amendment.
  5.  **Maximum Total Compensation:** Subsection 10.1 is amended to  Increase  Decrease the Maximum Total Compensation from \$ \_\_\_\_\_ to \$ \_\_\_\_\_.
  6.  **Agreement Section(s):** Section(s) \_\_\_\_\_ is/are amended to read as set forth in Attachment A of the Amendment.
  7.  **Scope of Basic Services – Exhibit A:** The  original  First Revised  Second Revised Exhibit A is amended to read as set forth in the attached  First  Second  Third Revised Exhibit A, which is incorporated by reference into this Amendment.
  8.  **Compensation – Exhibit B:** The  original  First Revised  Second Revised Exhibit B is amended to read as set forth in the attached  First  Second  Third Revised Exhibit B, which is incorporated by reference into this Amendment.
  9.  **Additional Services:** The Consultant is authorized to perform the Additional Services set forth in the attached Additional Services Exhibit, which is incorporated by reference into this Amendment.
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This Amendment is executed by the authorized representatives of the City and Consultant as follows:

**City of San José**

By *Sarah Zarate*



Email: sarah.zarate@sanjoseca.gov  
Date: 01/18/2023 GMT

**Consultant**

By *Natalie Bui*



Email: natalie@shiftingculture.co  
Date: 01/17/2023 GMT

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Name: Sarah Zarate **Date**  
Title: Director, City Managers Office

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Name: Natalie Bui **Date**  
Title: Founder

**Approval as to Form (City Attorney):**

**Form Approved by the Office of the City Attorney.**

(Maximum Total Compensation, as amended, is \$100,000 or less, and the provisions of the form are not altered.)

**Approved as to Form:**

Attorney  
Andrew Malek



Email: andrew.malek@sanjoseca.gov  
Date: 01/17/2023 GMT

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Name: Andrew Malek **Date**  
Title: Deputy City Attorney I U

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## Revised Exhibit A: Scope of Basic Services

(Non-Capital Project)

This revised Exhibit A is an attachment to the  First  Second  Third amendment to Agreement.

The tasks set forth in the original Exhibit A, or in any previous amendment to the original Exhibit A, are amended as follows:

### Task No. 1: Training Customization

- A. **Services:** One one-hour meeting with City Housing Department to review relevant training materials and develop customized curriculum for training workshops.
- B. **Deliverable:** Customized trainings.
- C. **Completion Time:** The Consultant must complete the services and deliverable for this task in accordance with whichever one of the following times is marked:
  - On or before the following date: June 30, 2023.
  - On or before \_\_\_\_ Business Days from \_\_\_\_\_.

### Task No. 2 : Implicit Bias Training

- A. **Services:** One workshop designed for the City's Housing Department.
- B. **Deliverable:** One two-hour virtual, participatory, and interactive Implicit Bias training.
- C. **Completion Time:** The Consultant must complete the services and deliverable for this task in accordance with whichever one of the following times is marked:
  - On or before the following date: June 30, 2023.
  - On or before \_\_\_\_ Business Days from \_\_\_\_\_.

### Task No. 3 : Implicit Bias Training

- A. **Services:** One workshop designed for the City's Housing Department.
- B. **Deliverable:** One two-hour virtual, participatory, and interactive Implicit Bias training.
- C. **Completion Time:** The Consultant must complete the services and deliverable for this task in accordance with whichever one of the following times is marked:
  - On or before the following date: June 30, 2023.
  - On or before \_\_\_\_ Business Days from \_\_\_\_\_.

Standard Agreement AC No. 32591  
Consultant Name: SHIFT Consulting LLC.

Form Name: Amendment to Standard Consultant Agreement (Non-Capital Projects)  
Form/File No.: 1348130\_3/T-32026  
City Attorney Approval Date: September 2022



# Memorandum

**TO:** Sarah Zarate

**FROM:** Jacky Morales-Ferrand

**SUBJECT:** SEE BELOW

**DATE:** December 13, 2022

Approved

*Sarah Zarate*  
Email: sarah.zarate@sanjoseca.gov  
Date: 12/14/2022 GMT

API Director

Date: December 13, 2022

**SUBJECT: Approval of Retroactivity Provision in Consultant Agreement**

In June 2013, the City Auditor released an audit report titled "Consulting Agreements: Better Enforcement of Procurement Rules, Monitoring, and Transparency is Needed." (City Audit Report No. 13-06.) Recommendation No. 4 (Audit Report pages 16-17) involves limiting retroactive agreements to situations where contract execution is in process. The audit report states that when a City employee informally authorizes work before execution of the agreement, the employee commits City funds not within their authority to commit.

The Housing Department is seeking authorization for the retroactive provision in the following agreement already in progress prior to the March 16, 2020 COVID-19 Shelter in Place Order.

**SHIFT Consulting LLC** – This first amendment extends the expiration date of the agreement from June 30, 2022 to June 30, 2023. The City of San José has made it a priority to enable the City organization to embed a racial equity practice to examine and improve San José’s policies, programs, and decision-making so that, ultimately, we improve outcomes for communities of color. To undertake this priority, the City requires the assistance from SHIFT Consulting LLC in performing this complex work. SHIFT Consulting LLC has been working with the Housing Department in the years prior and this agreement will be an extension of their current work. SHIFT Consulting LLC has the capacity and intricate knowledge to effectively and efficiently fulfill the various housing related projects that the City has prioritized to complete. This action is 100% funded through Fund 001/Apportion 211A and there is no impact on the General Fund as a result of this action.

The Housing Department understands that retroactive agreements are to be avoided. However, due to the COVID-19 Shelter in Place, it was not possible to execute this document prior to the termination date. The Housing Department requests an exception be made and the agreements detailed in this memorandum be allowed to proceed with retroactive clauses.









*Jacky Morales-Ferrand* 12/14/2022  
Email: jacky.morales-ferrand@sanjose  
Date: 12/14/2022 GMT  
**JACKY MORALES-FERRAND**  
Director of Housing

For questions please contact Mark Gerhardt, Administrative Officer, at 408-535-8242

# Shift First Amendment\_Final (1)

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-  Document was emailed to natalie@shiftingculture.co  
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-  natalie@shiftingculture.co signed the document.  
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