

Exhibit 1

2019 JUL 11 PM 6:00 **Minimum Terms of Community Benefits Agreement
Between Orton Development and the Coalition**

- 1) A Mechanism for providing potential tenants who are considered “equity targets” in the 10,000 square feet of 13,000 Minimum Target User Space to enter into long-term subleases in the project (up to the term of the master lease) as way of addressing “community ownership”;
- 2) Requirement to create a community advisory board to participate in the management of the Annual Fund for the Calvin Simmons Theatre, enforce the CBA, and other responsibilities to be determined;
- 3) Right of the Community Coalition for Equitable Development to create a nonprofit, called “Friends of the Simmons Theatre”, to develop a community access program for educational institutions;
- 4) Developer shall provide and make available at no cost:
 - a. A minimum of 25 Co-Working/Shared Working Memberships,
 - i. Such Memberships shall be assigned and or designated to Equity Targets at no cost, and
 - ii. Such Membership shall include access to all amenities and services available to paying Members such as access to meeting spaces;
- 5) Developer shall work with the Sogorea Te’ Land Trust to provide the Trust with use of the Theatre, acknowledge the location of the Theatre on Ohlone lands (through a plaque or announcements), and make a one-time grant (amount TBD);
- 6) Developer shall work with a community-incubated food industry project in the selection of food-serve businesses within the Project;
- 7) Developer shall consult with and meaningfully consider recommendations made by the Community Advisory Board pertaining the curation and commission or art displayed in the Project;
- 8) Require the Community Advisory Board to provide an annual report to Developer for submission to the City regarding the expenditures of the Annual Fund; and
- 9) Require the nonprofit created by (2) to provide an annual report to Developer for submission to the City regarding the community access program.
- 10) Developer shall make a one-time donation of \$100,000 to Friends of the Calvin Simmons Theatre (FOST) upon the opening of the Calvin Simmons Theatre.
- 11) Developer shall make a one-time contribution of \$75,000 to the Coalition’s Anti-Displacement Fund at the East Bay Community Fund.

Exhibit 2
Amendment of Proposed Term Sheet
for
Henry J. Kaiser Convention Center
Lease Disposition and Development Agreement and Lease

- a. Developer shall provide office space and make such space available for leasing/renting to “equity targets” as follows:
 - Up to 5,000 square feet of office space on the main arena floor of the project,
 - At a full service rate of \$2.80 per square foot, subject to agreed-upon “CPI” increases, and
 - Such tenancy shall include similar terms, services and equal access to amenities allotted to all other tenants;
- b. Developer shall provide office and programmatic space and make such space available for leasing/renting to “equity targets” as follows:
 - Up to 5,000 of square feet on the basement level of the project,
 - At a full service rate of \$2.00 per square feet, subject to agreed-upon “CPI” increases, and
 - Subject to item 1(d), said tenancies shall include similar terms, services and equal access amenities allotted to all other tenants;
- c. Developer shall ensure that all Licensing Fees for the use of the Theatre to be charged to individuals meeting the definition of “equity targets” meet the following requirements:
 - The rental rates will never surpass the lowest published tier licensing fees for the use of space within the Theatre, and
 - Up to 30 conference room hours per month shall be made available at no cost to “equity targets”;
- d. Developer shall provide an annual report to the City Council summarizing its community access program, including the implementation of items a-c above.
- e. Developer shall ensure compliance with the restriction that non-Target Users may not use the Theatre more than ~~165~~ 200 days in any year without City Administrator’s prior written approval; and
- f. Developer acknowledge that the lease of the 13,000 square feet of Minimum Target User Space includes the 10,000 square feet to be leased to “equity targets.”
- g. “Annual Fund” shall mean the first \$80,000 of Net Revenue as outlined in the Lease.