

COMMUNITY BENEFIT AGREEMENT 2015-2018

MEMORANDUM OF UNDERSTANDING

(CCSF Business & Tax Regulations Code §906.3(c)(5))

between

CITY AND COUNTY OF SAN FRANCISCO CITY ADMINISTRATOR,

and

TWITTER, INC.

THIS COMMUNITY BENEFIT AGREEMENT MEMORANDUM OF UNDERSTANDING is made as of January 1, 2015 in the City and County of San Francisco, State of California, by and between **TWITTER, INC. ("Twitter")** and the **CITY AND COUNTY OF SAN FRANCISCO**, a municipal corporation ("City") acting by and through the City Administrator,

WITNESSETH:

WHEREAS, San Francisco Business and Tax Regulations Code Article 12-A ("Payroll Expense Tax Ordinance") establishes a Payroll Expense Tax within the City and County of San Francisco; and,

WHEREAS, Section 906.3 "Central Market Street and Tenderloin Area Payroll Expense Tax Exclusion" ("Section 906.3") of the Payroll Expense Tax Ordinance provides an exclusion from the Payroll Expense Tax for defined persons and businesses within the Central Market Street and Tenderloin Area, for certain periods of time; and,

WHEREAS, Pursuant to Payroll Expense Tax Ordinance §902, a "person" or business is defined for this purpose by San Francisco Business and Tax Regulations Code Article 6, §6.2-15; and,

WHEREAS, Twitter's fixed place of business within the Central Market Street and Tenderloin Area, as defined in San Francisco Business and Tax Regulations Code

Section 906.3(b)(1) includes space leased at 1355 Market Street, 875 Stevenson Street, and at 1390 Market Street; and,

WHEREAS, In order for a person or business to qualify for the Central Market Street and Tenderloin Area Payroll Expense Tax Exclusion, Section 906.3 requires filing of a timely application with the City's Office of Economic and Workforce Development ("OEWD") on a form that has been approved by OEWD and the City's Treasurer-Tax Collector; and,

WHEREAS, Section 906.3(c)(5) further provides that, as part of the application, a person or business with an annual payroll expense that exceeds one million dollars as defined, "shall enter into a binding Community Benefit Agreement with the City Administrator in order to be eligible for the payroll expense tax exclusion under this Section;" and,

WHEREAS, Twitter submitted an application for Central Market Street and Tenderloin Area Payroll Expense Tax Exclusion to OEWD utilizing an application form approved by OEWD and must enter into a binding Community Benefit Agreement in 2015 with the City Administrator to be granted its payroll tax exclusion; and,

WHEREAS, Twitter believes that a 4-year Community Benefit Agreement avails Twitter of the opportunity to better engage in long-term planning and long-term investments and partnerships with local community organizations; and,

WHEREAS, On behalf of the City, the City Administrator wishes to enter into a multi-year Community Benefit Agreement with Twitter for this purpose; and,

WHEREAS, Twitter and the City Administrator have mutually agreed to the terms of Twitter's Community Benefit Agreement 2015-2018, which is attached and incorporated herein by reference as Appendix A; and,

WHEREAS, As set forth in this Community Benefit Agreement 2015-2018, Twitter will seek to continue to embrace digital inclusion and address the digital divide; support local non-profits through financial grants; create meaningful engagement in the community; support physical neighborhood improvements; improve educational outcomes for youth; address challenges regarding workforce development and homelessness; support local non-profits through enhancing social media capabilities, including free advertising; provide pro bono legal assistance on housing issues; and commit to local purchasing.

WHEREAS, Twitter will expend good faith efforts to fulfill its responsibilities under this Community Benefit Agreement 2015-2018; and,

WHEREAS, The Parties each acknowledge and understand that this Community

Benefit Agreement is entered into and binding upon Twitter for calendar years 2015-2017 pursuant to San Francisco Business and Tax Regulations Code §906.3, provided that Twitter files an affidavit with OEWD affirming that it continues to meet the eligibility criteria pursuant to §906.3(c)(2) and that OEWD informs the Office of the City Administrator that Twitter is eligible for the exclusion; and,

WHEREAS, The Parties each acknowledge and understand that successful completion of the commitments made by Twitter of this Community Benefit Agreement in calendar years 2015-2017, as reasonably determined by the City Administrator, will result in a requirement for Twitter to fulfill the obligations contained in Community Benefit Agreement 2015-2018 for the 2018 calendar year pursuant to San Francisco Business and Tax Regulations Code §906.3, provided that OEWD determines that Twitter is eligible for the exclusion for calendar year 2018, and the Community Benefit Agreement shall be extended for the 2018 calendar year; and,

WHEREAS, The Parties each acknowledge and understand that, with notice of 60 days prior to the end of the calendar year, either Twitter or the City Administrator may reopen negotiation of the terms and contents of this Community Benefit Agreement 2015-2018 if there is deemed by either of the Parties to be a substantial change in the size of Twitter's fixed place of business within the Central Market Street and Tenderloin Area, as defined in San Francisco Business and Tax Regulations Code Section 906.3(b)(1); and,

WHEREAS, The Parties each acknowledge and understand that, with notice of 60 days prior to the end of the calendar year, the City Administrator may reopen negotiation of the terms and contents of this Community Benefit Agreement 2015-2018 if Twitter fails to complete the terms and contents of this Community Benefit Agreement 2015-2018 established for completion on an annual basis within any individual calendar year pursuant to the plan provided by Twitter at the beginning of such year to the City Administrator and,

WHEREAS, The Parties each acknowledge and understand that, with notice of at least 60 days prior to the end of a calendar year, Twitter shall have the option to not perform the obligations of this Community Benefit Agreement for any year in which it elects not to take advantage of the Section 906.3 tax benefit; and,

WHEREAS, If Twitter exercises the option to not perform the obligations of this Community Benefit Agreement for any year in which it elects not to take advantage of the Section 906.3 tax benefit, the City Administrator will notify OEWD and the Treasurer-Tax Collector that there is no longer a binding Community Benefit Agreement as required by San Francisco Business and Tax Regulations Code Section 906.3(c)(5); and,

WHEREAS, The Parties wish to memorialize their agreement to the Twitter Community Benefit Agreement 2015-2018 that is attached and incorporated herein by reference as Appendix A, by a Memorandum of Understanding.

NOW, THEREFORE, The Parties voluntarily enter into this Community Benefit Agreement Memorandum of Understanding and hereby adopt the Twitter Community Benefit Agreement 2015-2018 that is attached and incorporated herein by reference as Appendix A, as Twitter's binding Community Benefit Agreement with the City Administrator for calendar years 2015-2018 under San Francisco Business and Tax Regulations Code §906.3(c)(5).

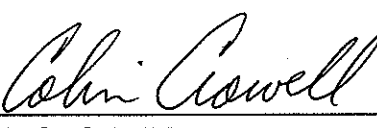
IN WITNESS WHEREOF, The parties hereto have caused this Twitter Community Benefit Agreement Memorandum of Understanding to be duly executed as of the date first specified herein.

CITY ADMINISTRATOR

TWITTER, INC

By: 

NAOMI M. KELLY
CITY ADMINISTRATOR

By: 

COLIN CROWELL
VP, GLOBAL PUBLIC POLICY

-- Appendix A --

TWITTER COMMUNITY BENEFIT AGREEMENT 2015-2018

Twitter, Inc. ("Twitter") will focus its efforts in establishing, as set forth in this Community Benefit Agreement ("CBA"), those issues deemed the highest priority by the Central Market Street and Tenderloin Area Citizens Advisory Committee ("CAC," San Francisco Business and Tax Regulations Code §906.3-1), and the residents, small businesses, and the various community organizations advocating for the Central Market Street neighborhood and the Tenderloin. As defined in City Business Tax & Regulations Code section 906.3(b)(1): "The "Central Market Street and Tenderloin Area" means the area located in downtown San Francisco, generally including: parcels fronting the south side of Market Street from Eleventh Street to Sixth Street; a portion of parcels fronting the south side of Market Street from Sixth Street to Fifth Street (odd numbered addresses from 999 to 933 Market Street); parcels fronting the north side of Market Street from Van Ness Avenue to Eighth Street; 875 Stevenson Street; and parcels in the area bordered by: Ellis Street from Polk Street to Mason Street (south side only); Mason Street, from Ellis Street to Market Street (west side only); Market Street, from Mason Street to Charles J. Brenham Place (north side only); Charles J. Brenham Place, from Market Street to McAllister Street (east side only); McAllister Street, from Charles J. Brenham Place to Larkin Street (north side only); Larkin Street, from McAllister Street to Eddy Street (east side only); Eddy Street, from Larkin Street to Polk Street (north side only); and Polk Street from Eddy Street to Ellis Street (east side only)."

Through this Community Benefits Agreement, Twitter seeks to focus its efforts in the community on issues where it can leverage its educational and technical assets and where it can maximize the positive impact for residents of the community through long term relationships and local investments. Twitter believes that the priorities for the community that it can best seek to address are education and digital citizenship, mentoring and tutoring for at-risk youth, homeless families, and women in technology; digital inclusion; legal assistance for affordable housing advocacy; empowerment of non-profits and small businesses through social media skills; and cultivation of an enduring and organic relationship with the numerous community organizations working to improve the Tenderloin and the mid-Market area.

Twitter has partnered with numerous nonprofit organizations in the Central Market and Tenderloin community. The majority of these organizations have been identified by Twitter employees who have volunteered with such organizations, as well as organizations with which Twitter has partnered during our #FridayForGood days of service. Organizations Twitter has assisted to date include ASIAN, Inc., Asian

Neighborhood Development, Bar Association of San Francisco's Justice & Diversity Center, Bay Area Video Coalition, Bay Area Women's and Children's Center, Black Girls Code, Boys & Girls Club Tenderloin Clubhouse, Bessie Carmichael School, Catholic Charities, City Impact, Compass Family Services, Curry Senior Center, 826 Valencia, Eviction Defense Collaborative, DeMarillac Academy, Drawbridge, Glide Memorial, Hamilton Family Center, Homies Organizing the Mission to Empower the Youth (HOMEY), Larkin Street Youth Services, Mural Music & Arts Project, Oasis for Girls, Project Homeless Connect, Project Open Hand, Red Cross, Safe Passage, SFM Food Bank, SF Education Fund, St. Anthony's Dining Room, St. Francis LivingRoom, Tenderloin Community School, Tenderloin Neighborhood Development Corporation, Tenderloin Tech Lab, United Playaz, Vietnamese Youth Development Center and the YMCA.

Twitter believes it can fulfill its commitment to the community and make meaningful long-term investments in local neighborhoods in the following ways:

KEY FEATURE #1: Twitter's NeighborNest

As a key component to its ongoing commitment to the local community, Twitter will be making a major investment by opening a neighborhood learning center called "Twitter's NeighborNest." The estimated cost of this contribution is at least \$3 million over the four years of this agreement in an investment back into the community.

Located across from Twitter's headquarters at 10th and Market Street, the Twitter NeighborNest will be a welcoming learning center where Twitter NeighborNest Partner Organizations and the clients they serve can obtain access to a computer lab as well as various classes and resources to help them on their path to a bright, hopeful future. Over time this will encompass serving low-income and homeless families, local school groups, at risk youth, and other members of the local community.

- Twitter will partner at the NeighborNest with Compass Family Services and, over time, with other partner organizations to provide access to technology as well as relevant classes to meet the needs of partner clients.
- Twitter will provide to the Office of the City Administrator (OCA) by June 30, 2015 a plan for expected programming at the NeighborNest and will update this plan and share it with the OCA at least annually thereafter.

KEY FEATURE #2 - Provide financial grants to nonprofits serving residents of the Central Market and Tenderloin neighborhoods

Twitter will provide direct financial support to organizations whose work benefits the Central Market and Tenderloin neighborhoods. Twitter will do outreach to the

community as part of its proactive community outreach and volunteer efforts to identify candidate organizations for grants.

- Twitter will significantly increase its budget for direct financial grants from the current amount of \$300,000 in this current year and commits to grant at least \$3 million in financial assistance to local community organizations serving residents of the Tenderloin over the next 4 years.
- Grants will be dispersed in the following amounts, by calendar year:
 - Year 1 – minimum of \$600,000;
 - Year 2 – minimum of \$700,000;
 - Year 3 – minimum of \$800,000; and,
 - Year 4 – minimum of \$900,000.
- Twitter will seek to target its financial grants for partnerships with nonprofits focusing on education and digital literacy, women in technology, and homelessness. These nonprofits will serve residents of the Central Market and Tenderloin Area, at least in part.
- Decisions on which groups to fund shall be determined solely by Twitter and are not subject to protest or appeal.
- Financial grant awards between Twitter and nonprofit organizations will include benchmarks or metrics to assess progress toward achieving the objectives for which grants are awarded.

KEY FEATURE #3: Cultivate meaningful and sustained engagement with the community

Twitter is committed to meaningful and sustained engagement with the community and we will continue those efforts and seek to further strengthen them over the next 4 years.

- Twitter will encourage all employees to volunteer in the Central Market and Tenderloin neighborhoods. The company will sponsor at least two “Friday for Good” days of service each year. These “Friday for Good” community service days will occur in Q2 and Q4 each year of this agreement.
- Twitter employees will contribute a minimum of 4,000 volunteer hours each year of this agreement. Employees will be compensated for these major bi-annual community volunteer days as if they were usual work days.
- Areas of interest expressed by Twitter include helping youth and seniors, bridging the digital divide, providing legal assistance for affordable housing advocacy, and assisting with IT improvements at various nonprofits.
- Twitter’s community liaison and employees will select community-based organizations for volunteer days—consistent with the Citizen’s Advisory Committee framework—and will notify the City Administrator’s Office of the selections.
- Twitter will host at least 5 events with local organizations each year at Twitter’s offices. The hosting will also include covering the catering and janitorial costs for such events, up to an annual aggregate total of \$10,000. Twitter will do at least one such hosting per quarter for the duration of this agreement.

- Twitter will highlight its ongoing and special community efforts through the @TwitterSF account and the “Twitter for Good” blog website (<https://blog.twitter.com/twitter-for-good>).
- Twitter will continue encouraging employees to join Boards of Directors and Advisory Boards of local community nonprofits and lend their fiscal and personal expertise to governance of local community-based organizations.

KEY FEATURE #4 – Neighborhood improvements

Like every community, the Central Market and the Tenderloin need neighborhood improvements to continually provide safe, clean spaces for people to work and play, and to move people and goods throughout the area. Twitter will work with community members to make meaningful investments in open space and support transportation improvements that benefit the entire community in the following ways:

- Twitter will actively promote neighborhood events each quarter of this agreement through internal communications to employees and externally through the @TwitterSF account. Examples of neighborhood events are Sunday Streets, Prototyping Market Street Festival, Friday Night Market.
- Twitter will participate in Safe Passage event each quarter of this agreement.
- Twitter will partner with Boys and Girls Club to provide programming at Boeddeker Park in the Tenderloin each year of this agreement.
- To support the preservation of the history and cultural richness of the Tenderloin neighbourhood, Twitter will provide financial support to the Tenderloin Museum.
- Twitter will participate in community gardening efforts, clean-ups, and plantings during its twice yearly Friday for Good community days and will encourage Twitter employees to participate in community gardening days that may fall on other days of the year.

KEY FEATURE #5 - Improve educational outcomes for youth

In addition to the educational efforts at the Twitter NeighborNest described in Key Feature #1 (above), Twitter is committed to further improving educational outcomes for youth and embraces efforts to eradicate gaps that exist affecting young women and people of color. Twitter has already worked with groups focused on science, engineering, technology and math (STEM) for young women by partnering with groups such as Mercy Housing, Oasis for Girls, Girls Who Code, Black Girls Code, and KIPP schools.

- Twitter will encourage employees to volunteer as tutors at local schools, including the Tenderloin Community School, Bessie Carmichael Elementary School, and other independent schools in the Central Market and Tenderloin area.
- Twitter will partner with at least two organizations serving transitional age youth (aged 18-24) to provide opportunities for internships, mentoring, or matching financial grants for youth-led programs each year of this agreement.

- In calendar year 2015, Twitter intends to provide financial support through the grants described in Key Feature #2 to local organizations working on improving educational outcomes for youth, including, but not limited to, United Playaz, Oasis for Girls, and the Mural Music Arts Project.
- Twitter will donate computers and IT equipment to local schools and nonprofits serving youth in an amount valued at no less than \$50,000 each year of this agreement.

KEY FEATURE #6: Support workforce development

Twitter will support organizations that attempt to place hard to reach populations into employment, including youth, people with disabilities, women and girls, people of color, survivors of domestic violence, people receiving public assistance, and returning veterans to deliver meaningful employment opportunities in 2015

- Twitter will partner with Jewish Vocational Services to bring more job readiness workshops and resources into the neighborhood.
- Twitter will partner with Larkin Street Youth Services for its Larkin Street Academy program, which supports education and employment services for homeless youth and disadvantaged individuals.
- Twitter employees will participate in at least two events per year targeted at economically disadvantaged individuals to share tips on how to gain employment in the company and other similar firms.

KEY FEATURE #7: Support nonprofit capacity building in social media

Nonprofits stand to gain when their voice is heard and their mission is effectively promoted, and this is certainly true in the Internet era utilizing social media. Producing an effective social media program might require capacity building and technical assistance. Twitter will assist local nonprofits in enhancing their social media program.

- Twitter employees will provide technical assistance and capacity building, as described below, to nonprofit organizations in the Central Market and Tenderloin. Twitter will make the availability of such assistance known through its community outreach and on the Twitter for Good blog.
- Twitter will host at its offices trainings in technical assistance and capacity building efforts to non-profits each year of this agreement.
- This training will include instruction on how to best use social media, a review of existing social media utilization, if any, and recommendations on how to make social media more integral to the non-profit entity's success.
- Non-profit organizations that complete such trainings will have the opportunity to be paired with a Twitter Ambassador – a Twitter employee who will continue to partner and mentor such organizations in their use of social media.
- Twitter will offer free advertising to non-profits that serve residents of the Central Market and Tenderloin neighborhoods. The value of such advertising credits

shall be at least \$60,000 each year of this agreement for "Promoted Tweets" or other advertising offered by Twitter.

KEY FEATURE #8: Provide pro bono legal assistance

Twitter has an experienced legal team that handles legal and regulatory issues for the company. These talented attorneys are interested in assisting through nonprofit pro bono legal counseling efforts residents of Central Market and Tenderloin in resolving legal concerns.

- Twitter employees will continue to partner with and support the Justice and Diversity Center of the Bar Association of San Francisco to increase access to justice for disadvantaged San Franciscans who are homeless or are facing imminent homelessness through its Housing Negotiation Project (HNP).
- Twitter employees will continue to support and volunteer with the Eviction Defense Collaborative.
- Twitter will also financially support the Justice and Diversity Center of the Bar Association of San Francisco to increase access to justice for disadvantaged San Franciscans who are homeless or are facing imminent homelessness through the Housing Negotiation Project (HNP).
- Twitter employees will also participate and assist in a Project Homeless Connect event that occurs in the local community.

KEY FEATURE #9: Commit to local purchasing

Keeping dollars in the local community is an important part of CBAs. In making purchasing decisions, it is critical that Twitter source from local caterers, suppliers and restaurants where feasible.

- Twitter will commit to purchasing at least \$500,000 worth of goods and services from small businesses, suppliers, caterers, and restaurants in the local San Francisco community in 2015 and for each year of this agreement.

KEY FEATURE #10: Community liaison

It is imperative that community members have a single point of contact to submit requests, concerns, or compliments to Twitter. Our community liaison will ensure that community voices are heard and that employees know which internal person to contact when they are interested in getting involved in the community.

- Twitter's community liaison can be reached at sf@twitter.com
- Twitter's community liaison, or designated representative, will also attend meetings of community-based organizations each quarter to learn about the needs of the local community and to share information about Twitter's community outreach.
- Twitter's community liaison, or designated representative, will attend Citizen's Advisory Committee meetings. If the community liaison or a company

representative cannot attend a regularly-scheduled meeting of the Citizen's Advisory Committee, Twitter will notify the Office of the City Administrator at least 72 hours in advance of the meeting about the absence. If Twitter is not represented by a community liaison or company representative at four regularly-scheduled meetings during any calendar year, this Key Feature shall not be considered successfully completed for that calendar year.

Evaluation & Reporting

Twitter will report progress on its Community Benefit Agreement to the City Administrator at least once a month, in a manner prescribed by the City Administrator. Progress reports on key features shall include information sufficient to determine progress and completion. Twitter may provide such information as it deems necessary to demonstrate progress and completion, including but not limited to public communications, invoices, grant agreements, or verification provided by participating community organizations. These documents shall become part of the public record in the Office of the City Administrator provided they do not contain proprietary or confidential company information, and summaries will be shared with the Citizen's Advisory Committee. Further:

- Within 60 days of January 1 of each calendar year of this agreement, Twitter will provide the City Administrator with a quarterly delivery schedule for such calendar year, with completion dates to the extent practicable.
- Twitter will report on its progress meeting goals and objectives in this CBA by reporting to the City Administrator on an ongoing basis.
- The City Administrator will deem each year of this Community Benefit Agreement successful and completed if the items on Twitter's delivery schedule are reasonably found to be either (i) substantially completed or (ii) if Twitter made a good faith effort to achieve each item.

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