

**COMMUNITY BENEFIT AGREEMENT 2013  
MEMORANDUM OF UNDERSTANDING  
(CCSF Business & Tax Regulations Code §906.3(c)(5))**

between

**CITY AND COUNTY OF SAN FRANCISCO CITY ADMINISTRATOR**

and

**ZOOSK, INC.**

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This **COMMUNITY BENEFIT AGREEMENT 2013 MEMORANDUM OF UNDERSTANDING**(this “**Community Benefit Agreement**”) is made as of January \_\_, 2013 in the City and County of San Francisco, State of California, by and between **ZOOSK, INC.** (“**Zoosk**”) 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 (“**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 certain persons and businesses within the Central Market Street and Tenderloin Area (as defined in Appendix A attached hereto), for certain periods of time; and,

**WHEREAS**, pursuant to Section 902 of the Payroll Expense Tax Ordinance, a “person” or business is defined for this purpose by San Francisco Business and Tax Regulations Code Article 6, §6.2-15; 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 such person or business to file 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**, subsection (c)(5) of Section 906.3 further provides that, as part of the application, any person or business with an annual payroll expense that exceeds one million dollars “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**, Zoosk has submitted an initial 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 with the City Administrator to be granted its Payroll Tax Expense exclusion; and,

**WHEREAS**, on behalf of the City, the City Administrator wishes to enter into this Community Benefit Agreement with Zoosk for this purpose; and,

**WHEREAS**, Zoosk and the City Administrator have mutually agreed to the terms of this Community Benefit Agreement that is attached and incorporated herein by reference as Appendix A; and,

**WHEREAS**, as set forth in this Community Benefit Agreement, Zoosk will seek to:

1. Create meaningful engagement with the community;
2. Support organizations that help economically disadvantaged residents in the community;
3. Support local businesses;
4. Support workforce development; and
5. Maintain a community benefit committee to serve as community liaison; and,

**WHEREAS**, Zoosk will expend commercially reasonable efforts to fulfill its goals under this Community Benefit Agreement; and,

**WHEREAS**, the parties each acknowledge and understand that this Community Benefit Agreement is entered into and binding upon Zoosk for calendar year 2013 pursuant to Section 906.3, provided that OEWD (as verified by the Treasurer-Tax Collector) finally determines that Zoosk is eligible for the exclusion; and,

**WHEREAS**, the parties each acknowledge and understand that, pursuant to subsection (c)(5) of Section 906.3, Zoosk may request that the City Administrator enter into other community benefit agreements with Zoosk in the future and that the City Administrator may require different or additional provisions in such future agreements:

**NOW, THEREFORE**, the parties voluntarily enter into and adopt this Community Benefit Agreement as Zoosk’s calendar year 2013 binding Community Benefit Agreement with the City Administrator under subsection (c)(5) of Section 906.3.

**IN WITNESS WHEREOF**, the parties hereto have caused this Community Benefit Agreement to be duly executed as of the date first set forth above.

**CITY ADMINISTRATOR**

**ZOOSK, INC.**

By: \_\_\_\_\_  
**NAOMI KELLY**  
**ACTING CITY ADMINISTRATOR**

By: \_\_\_\_\_  
**KELLY STECKELBERG**  
**CHIEF FINANCIAL OFFICER**

-- Appendix A --

**ZOOSK COMMUNITY BENEFIT AGREEMENT 2013**

Zoosk, Inc. (“**Zoosk**”) will focus its efforts in improving the Central Market Street and Tenderloin Area (as defined below) as set forth in this Community Benefit Agreement (this “**Community Benefit Agreement**”). Zoosk believes that the highest priorities for the community are: supporting the economically disadvantaged residents of the Central Market Street and Tenderloin Area, supporting local businesses and workforce development. As defined in Section 906.3(b)(1) of the San Francisco Business Tax & Regulations Code, 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).

Zoosk has in the past partnered with nonprofit organizations, such as Family Giving Tree and San Francisco Food Bank, that serve the Central Market and Tenderloin Area. These groups and others may benefit in 2013 through the commitments Zoosk is making in this Community Benefit Agreement.

In creating this Community Benefit Agreement with the City and County of San Francisco, an agreement included in the application process for the payroll expense tax exclusion in the Central Market Street and Tenderloin Area, Zoosk would like to emphasize that its intention is to grow the Community Benefit Agreement each year that it takes advantage of the payroll tax exclusion. Therefore, Zoosk created this Community Benefit Agreement to be scalable, and as it grows, will not exhaust Zoosk’s resources so that Zoosk can continue to deliver an increasingly robust community benefit agreement.

Zoosk believes it can fulfill its commitment to the community and honor this Community Benefit Agreement in the following ways:

**KEY FEATURE #1: Create meaningful engagement with the community**

As a new neighbor in the Central Market and Tenderloin Area, Zoosk is committed to creating meaningful engagement with the community. Zoosk believes it is important for employees to have direct and sustained involvement in the community.

- Zoosk will encourage all employees to volunteer in the Central Market and Tenderloin Area. Zoosk will compensate employees for participating in volunteer activities in the Central Market and Tenderloin Area for up to 4 hours per quarter as if they were normal work hours.
- Zoosk will sponsor a “Volunteer Fair” at an all-hands meeting to allow employees to learn more about organizations that Zoosk will partner with to meet its goals in this Community Benefit Agreement. Representatives from these organizations will be invited to attend the all-hands meeting.

**KEY FEATURE #2: Support organizations that help economically disadvantaged residents in the community**

Zoosk is interested in providing support to organizations whose work benefits the economically disadvantaged residents of the Central Market Street and Tenderloin Area. These organizations include, but are not limited to, GLIDE, Family Giving Tree, San Francisco Food Bank and PAWS – Pets Are Wonderful Support. Zoosk envisions supporting these organizations in the following ways:

- GLIDE:
  - Zoosk will encourage employees to volunteer for the Daily Free Meals program to serve meals to people in need.
  - Zoosk will, and will also encourage its employees to, donate personal and hygiene items such as T-shirts, soap, shampoo, toothbrushes and toothpaste. Zoosk employees will create hygiene kits containing the donated items for GLIDE to distribute to economically disadvantaged residents in the community.
  - Zoosk will encourage employees to volunteer at the Graze the Roof community garden, which produces fruit and vegetables to feed the economically disadvantaged residents in the community and provides educational programs to youth and families.
  - Zoosk will also donate seeds to the Graze the Roof community garden.

- Family Giving Tree:
  - Zoosk will continue its support of Family Giving Tree, an organization that provides school supplies and fulfills holiday wishes of children in economically disadvantaged communities, including the Central Market Street and Tenderloin Area. Zoosk will organize two donation drives in 2013 and encourage employees to donate school supplies and gifts to children in need. Zoosk will also make such donations of its own.
- San Francisco Food Bank:
  - Zoosk will continue to support the San Francisco Food Bank's mission to end hunger in San Francisco. Zoosk will organize a food drive to encourage employees to donate food.
- PAWS - Pets Are Wonderful Support:
  - PAWS provides services to companion animals of low-income residents in San Francisco, including those in the Central Market Street and Tenderloin Area. Zoosk will encourage employees to volunteer with PAWS to wash companion animals.
- Other Organizations:
  - Zoosk will donate five used desktops and/or laptops that are in working condition to schools or nonprofit organizations serving economically disadvantaged residents in the Central Market Street and Tenderloin Area.

### **KEY FEATURE #3: Support local businesses**

Supporting local businesses is an important part of Zoosk's commitments in this Community Benefit Agreement.

- Zoosk will use commercially reasonable efforts to utilize local caterers and restaurants for at least 40% of Zoosk's catering and restaurant purchases.
- Zoosk will create a list of local businesses and encourage employees to support these businesses.
- Zoosk will encourage employees to promote the online visibility of local businesses by creating online profiles for businesses that do not have online profiles.

### **KEY FEATURE #4: Support workforce development**

- Zoosk will offer two paid summer internships at Zoosk to a resident of the Central Market and Tenderloin Area. The internship will be advertised via the City's

First Source Hiring Program and organizations that work with economically disadvantaged youth.

- Zoosk will also advertise openings for entry-level jobs at Zoosk via the City's First Source Hiring Program.

**KEY FEATURE #5: Appoint a community liaison and maintain a community benefit committee**

Members of the community can contact Melinda Perales ([melindap@zoosk.com](mailto:melindap@zoosk.com)) with questions or concerns about Zoosk's goals and objectives set forth in this Community Benefit Agreement. Melinda will also be the contact for Zoosk employees if they are interested in getting involved in the community.

Zoosk has also appointed and will maintain a committee of employees who will meet periodically to evaluate Zoosk's progress with respect to the goals and objectives set forth in this Community Benefit Agreement.

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