

AMENDMENT NO. 2

(Lease-Leaseback Agreement for the Classroom Building “A” and Theater Renovation Project)

This Amendment No. 2 (“Amendment”) to the Lease-Leaseback Agreement (which is comprised of the Site Lease, Sublease, and Construction Services Agreement, collectively referred to as the “Lease-Leaseback Agreement”) between Berkeley Unified School District (“District”) and Alten Construction, Inc., LLC (“Contractor”) is hereby amended as follows:

WHEREAS, District and Contractor entered into the Lease-Leaseback Agreement for the Classroom Building “A” and Theater Renovation Project on or about August 21, 2019, which included a Site Lease, Sub Lease and Construction Services Agreement (collectively, “the Agreement”);

WHEREAS, District and Contractor amended the Lease-Leaseback Agreement for the Classroom Building “A” and Theater Renovation Project on or about May 6, 2020, which included a Site Lease, Sub Lease and Construction Services Agreement (collectively, “the Agreement”) of Increment 1 which includes remediation and non-structural demolition for the Project;

WHEREAS, District obtained final DSA approval for Increment 2 plans and specifications for the Project and the Contractor has performed value engineering and preconstruction services in connection therewith;

WHEREAS, the Contractor submitted a final Guaranteed Maximum Price (“GMP”) for the Increment 2 Project which was approved by the District Governing Board at its October 21, 2020 regular meeting;

WHEREAS, the Agreement requires updating to include the GMP for Increment 2.

NOW THEREFORE, DISTRICT AND CONTRACTOR AGREE AS FOLLOWS:

1. All references to the GMP in the Agreement shall include the Increment 2 GMP dollar amount of Forty-Two Million Five Hundred Thirty-Six Thousand Two Hundred Thirty-One (\$42,536,231). The Increment 2 GMP is itemized in the Increment 2 GMP Summary, which is attached hereto and incorporated herein as Exhibit A to this Amendment.
2. This Amendment shall be binding upon and inure to the benefit of the Parties hereto and their respective successors and assigns. If any provision of this Amendment shall be held invalid or unenforceable by a court of competent jurisdiction, such holding shall not invalidate or render unenforceable any other provision of this Amendment or the Lease-Leaseback Agreement.
3. This Amendment may be executed and delivered in any number of counterparts, each of which so executed and delivered shall be deemed an original and all of which shall constitute one and the same instrument.
4. In the event of any inconsistency between the terms of this Amendment and the Lease-Leaseback Agreement, the terms of this Amendment shall control.

CONTRACTOR

ALTEN CONSTRUCTION, INC.

By:

Name
Title

DATE: _____

DISTRICT:

**BERKELEY UNIFIED SCHOOL
DISTRICT**

By:

Name
Title

DATE: _____

EXHIBIT A

	BHS Theater Increment 2					Project Direct Cost	36,019,350
	606 CD's					General Conditions	1,004,709
						Fee - 4.5%	1,666,083
						Bond & Insurance - 1.8%	696,423
						Contractor Contingency (E&O)-1.5%	590,798
						District Contingency - 5%	1,998,868
						Subtotal	41,976,231
						Allston Paver Repair Allowance	100,000
						Wall Art/Murals Allowance	40,000
						Generator/PG&E Allowance	110,000
						Theater Carpet Patching Allowance	10,000
						ROM for ADD #2 Work	300,000
						TOTAL GMP	42,536,231
CSI	Description	Firm	City	License#	DIR#	Sub\$\$\$	Bid \$\$\$
****	Balance of Shoring Design	ZFA				88,148	88,148
	Shoring Construction Admin	ZFA				40,000	40,000
	Assist Super/Foreman	Alten	Richmond	705713	530	358,788	358,788
	Additional Project Engineer	Alten	Richmond	705713	530	184,005	184,005
	Final Cleaning					24,200	24,000
	Theater Carpet Cleaning					8,500	8,500
	Traffic Control	Alten	Richmond	705713	530	100,000	In GC's
	(Allowance in Orig GC's)						
	Tower Crane	Rental	Halton Crane			131,600	131,600
		Operator	Halton Crane			175,000	175,000
		Soil Certifications	Halton Crane			10,000	10,000
	Material Handling - Labor	Alten	Richmond	705713	530	189,600	189,600
	Material Handling Equipment	Alten	Richmond	705713	530	96,000	96,000
	Temporary Guardrails Slab Edges	Alten	Richmond	705713	530	97,772	97,772
	Temporary Heating	Alten	Richmond	705713	530	30,000	30,000
	Tree Protection Requirements	Alten	Richmond	705713	530	37,388	37,388
***	Surveying	BKF	Oakland			12,000	
		Fullen				24,525	24,525
2221	Structural Demolition	Silverado	Oakland	782547	6758	2,927,000	2,927,000
		DS&GI	San Jose	1015534	39367	2,802,992	
31 63 00	Drilled Micropiles	Case Pacific	Livermore	259827	6311	1,679,700	1,679,700
		Sacramento Drilling	Sacramento	759193	4496	1,373,000	
	CORE DRILL (E) FOOTINGS	Nichols	Redwood City	397406		32,700	32,700
	REMOVAL OF SLURRY	Case Pacific	Livermore	259827	6311	6,000	6,000
	DISPOSE OF MICROPILE SPOILS	Case Pacific	Livermore	259827	6311	33,400	33,400
***	Soldier Piles & Underpinning	Case Pacific	Livermore	259827	6311	Above	Above
***	Excavation & Lagging	WR Forde	Richmond	1025853		58,740	58,740

31 00 00	Earthwork	Duran & Venables	Milpitas		1404	89,500	
	Site Demo	WR Forde	Richmond	1025853		87,057	87,057
33 41 00	Underground Site Utilites	WR Forde	Richmond	1025853		494,870	494,870
***	Stainless Steel Trench Drain	TDS	Fremont OH	FOB	FOB	16,549	16,549
***	Landscaping	Eggl	Menlo Park	592807	6122	86,945	
32 85 00	Irrigation	RMT	Oakland	372869	6077	72,823	
32 90 00	Planting	Marina	Lathrop	492862		57,762	57,762
		Green Growth	Pleasanton	662718	4803	93,375	
	REPLACE 3 EA INC 1 Trees	Marina	Lathrop	492862		9,000	9,000
***	Reinstall (E) Bike Racks	Allen	Richmond	705713	530	5,376	5,376
ALT#2	Added Bike Rakcs	Allen	Richmond	705713	530	10,600	10,600
ALT#3B	Added Cost for Wood Becnches	Allen	Richmond	705713	530	94,600	94,600
03 20 00	Concrete Reinforcement	Camblin Steel	Rocklin	218839	3852	942,580	942,580
		BCI	Berkeley	290755		1,834,000	
	SUBCONTRACTOR BOND - 2% TERMINATION DOWELS HOISTING	Camblin Steel	ROcklin	218839	3852	18,852	18,852
		Camblin Steel	Rocklin	FOB	FOB	249,280	249,280
		Camblin Steel	Rocklin	218839	3852	49,880	49,880
32 13 00	Concrete Paving	R&R Maher	Vallejo	508930	345	238,440	
03 20 10	Site Reinforcing	BCI	Berkeley	290755		232,033	232,033
	Replace Damaged Conc Pavng Backfill @ Site Concrete	BCI	Berkeley	290755		54,000	54,000
		Allen	Richmond	705713	530	12,846	12,846
***	Brick Paving	BCI	Berkeley	290755		16,500	16,500
03 25 00	Concrete Anchors - Shotcrete	Allen	Richmond	705713	530	475,762	475,762
	Concrete Anchors - Concrete	Allen	Richmond	705713	530	105,517	105,517
03 25 00	Rebar Scanning	Allen	Richmond	705713	530	44,800	44,800
03 30 00	Cast in Place Concrete	Allen	Richmond	705713	530	1,396,664	1,396,664
03 33 00	Concrete Finishes						
03 30 00	Patch (E) Concrete Surfaces	Allen	Richmond	705713	530	95,308	95,308
03 37 00	Shotcrete	Dees Hennessey	San Carlos	481228		675,650	
		Nationwide				653,206	653,206
03 10 00	Shotcrete Forms	Allen	Richmond	705713	530	430,996	430,996
03 31 00	Shotcrete Set Steel Embeds	Allen	Richmond	705713	530	156,547	156,547
03 24 00	Externally Bonded FRP	Pullman	Benecia	866480		249,500	
		Watertight Restoraioon	SF	380124	15638	766,290	
		FD Thomas				307,347	307,347
	FRP SURFACE PREP	Allen	Richmond	705713	530	39,305	39,305
	FRP ANCHORS & 7/8" Bolts S/4.93	Allen	Richmond	705713	530	71,850	71,850
03 48 13	Precast Concrete Stair Treads	Universal Precast	San Jose	FOB	FOB	45,861	45,861
	TREAD PROTECTION	Allen	Richmond	705713	530	12,000	12,000

05 12 00	Structural Steel	Ahlborn	Santa Rosa	854244	1159	4,263,000	1,856,800
05 50 00	Metal Fabrications	MFRG	Palm Desert	1059293	436892	2,697,127	
05 51 00	Metal Stairs	Kwan Wo	Hayward	643621	941	1,856,800	
05 51 33	Metal Ladders	Wyatt (Misc Metals Only)				437,025	
05 73 00	Decorative Metal Rails						
SUBCONTRACTOR BOND		Kwan Wo	Hayward	643621	941	18,568	18,568
MAG DRILL (E) BEAMS		Allen	Richmond	705713	530	12,586	12,586
ALT#6	Add for PV Standoffs	Kean Wo	Hayward	643621	941	69,900	69,900
***	Temporary Shoring Steel	Ahlborn	Santa Rosa	854244	1159	1,934,700	1,012,900
		Kwan Wo	Hayward	643621	941	1,012,900	
		TLK	SF	904248	2777	1,580,000	
SUBCONTRACTOR BOND		Kwan Wo	Hayward	643621	941	10,129	10,129
***	Ex & Install Slurry @ Pipe Brace	Allen	Richmond	705713	530	93,332	93,332
	Remove Temp Steel Shoring	Allen	Richmond	705713	530	70,682	70,682
***	Shoring Props - Install/Remove	PCI	Berkeley			934,010	934,010
	Shoring Props - Rental	PCI	Berkeley			319,945	319,945
05 31 00	Steel Decking	Anning Johnson	Hayward	652825	625	242,300	196,200
		BT Mancini	Sacramento	229210	2989	196,200	
		Kwan Wo	Hayward			200,500	
DECK PENETRATIONS						PLUG 18,650	18,650
06 10 53	Misc Rough Carpentry	Allen	Richmond	705713	530	232,118	232,118
06 05 73	Wood Treatment						
06 41 00	Architectural Wood Casework	Shasta Wood Products	Cottonwood	642876	9609	107,373	64,475
12 36 61.16	Solid Surfacing Countertops	BK Mill	Newark	428941	3062	64,475	
06 40 23							
06 64 00	Plastic Paneling (FRP)	Universal Plastics	Roseville	390876		3,576	2,856
		Monticelli	Richmond			2,856	
***	Refinish Stage Floor	Hur Flooring	Van Nuys	604929	6707	82,100	82,100
	Install Wood Floating Floor	HY Floor	San Carlos	587127	156	104,800	
Alt #1	Added cost for New Wood Floor	Hur Flooring	Van Nuys	390876		120,691	120,691
07 13 24	Pre-Applied Sheet Wtrprf	Norcal	Antioch	1028360	50395	407,749	365,567
07 13 26	Self Adhered Wtr Prf	Alcal	Fremont	815286	315	365,567	
07 16 16	Crystalline Waterproofing						
GROUTING - 2961 LF		Allen	Richmond	705713	530	62,181	62,181
07 21 00	Thermal Insulation	Coast	Santa Clara			145,252	145,252
09 81 00	Acoustic Insulation	Alcal	Fremont	815286		118,182	
		Harrison	SF	620446		91,563	
07 54 00	Thermoplastic Membrane Roof	Golden State Roofing	Carson	941468	1624	237,710	317,170
		Best	Gardena	456263	563	341,000	
		Alcal	Fremont	815286	315	317,170	
		SCR	Fairfield			427,650	
		Andys Roofing	San Leandro	521860	2720	316,150	
		Western Roofing	San Leandro	180533	717	430,123	
ALT#6	Roofing for PV Standoffs	Alcal	Fremont	815286	563	45,000	45,000

***	Roff Patching - Tremco	Alcal	Fremont	815286	315	16,349	16,349
	DECK PREPARATION	Allen	Richmond	705713	530	3,832	3,832
07 62 00	Sheet Metal Flashing & Trim	Bay Cit Mechanical	Richmond			288,636	288,636
08 91 00	Louvers						
07 72 33	Roof Hatches	Allen	Richmond	705713	530	10,557	10,557
07 72 36	Heat & Smoke Vents	Allen	Richmond	705713	530	72,797	72,797
07 81 16	Cementitious Fireproofing	JD Firestops	Tracy	891905	45182	248,970	227,653
		Harrison	SF			227,653	
07 84 00	Firestopping	Allen Construction	Richmond	705713	530	93,212	93,212
07 92 00	Joint Sealants	Allen Construction	Richmond	705713	530	69,724	69,724
07 92 19	Acoustical Joint Sealants						
08 11 13	Hollow Metal Doors & Frames	Design Hardware		FOB	FOB	704,679	704,769
08 71 00	Door Hardware	City Lumber		FOB	FOB	553,000	
08 34 75	Large Sound Rated Stage Doors	Noise Barriers		FOB	FOB	664,848	728,399
08 34 76	Steel Sound Control Doors	Norcal Doors & Cabinets		FOB	FOB	348,288	
08 56 73	Sound Control Windows	K2		FOB	FOB	728,399	124,884
08 17 00	Integrates Door Openings						
	Installation of Doors & Hardware	Doors Done Right				73,575	124,884
		TS Natoli				134,000	
		Allen				124,884	
08 34 83	Elevator Door Smoke Barriers	Door Systems	Placentia	865455		43,365	43,365
08 35 13	Accordion Folding Doors	PSI	SF	921993	2695	20,259	20,259
08 36 29	Vertical Lifting Doors	BT Mancini	Sacramento	229210	2989	80,700	80,700
		United California Glass	SF			106,718	
08 51 23.91	Steel Window Rehabilitation	US Glass	Pittsburgh	948742	7855	199,677	199,677
08 44 13	Glazed Aluminum Curtain Walls	US Glass	Pittsburgh	948742	7855	281,273	281,273
08 51 23	Hot-Rolled Steel Windows	Cline Glass	Fremont	472048	14057	162,900	
08 80 00	Glazing	R&S Glazing	American Canyon	846150		369,730	
	ALUM BRK MTL @ STRFRNTS	US GLASS	Oiltsbutgh	948742	7855	31,323	31,323
	SAF @ WINDOW OPENINGS	Allen	Richmond	705713	530	18,972	18,972
08 44 33	Sloped Glazing Assemblies	US Glass	Pittsburgh	948742	7855	Above	Above
		Cline Glass	Fremont	472048	14057	Above	
		R&S Glazing	American Canyon	846150		Above	
		Collier	SF			Below	
08 62 00	Unit Skylights	Collier	SF			236,000	236,000
09 24 00	Plaster	DMS	SF	1035342	59791	Below	36,800
09 22 26.23	Metal Lath & Accessories	Robert Boeger	Westr Sac	319451	613069	95,000	
		S&H Plastering	Fremont	878936	16518	36,800	
		Harrison Drywall	San Francisco	620446		57,037	
07 25 00	Weather Barrier	Norcal Waterproofing	Antioch	1028360	50395	30,976	30,976

***	Scaffolding	PCI	Berkeley		193039	193,039	193,039
09 29 00	Gypsum Board	DMS	SF	1035342	59791	2,405,471	
05 40 00	Cold Formed Metal Framing	Concord Drywall	Concord	729000	1053	1,838,600	1,838,600
09 21 16.23	Shaft Wall Assemblies	Sunshine Commercial	Richmond	591407		2,568,383	
09 22 16	Non-Structural Metal Framing	Harrison Drywall	San Francisco	620446		2,499,865	
09 22 36.23	Lt Gage Framing and Isolators						
09 28 13	Cementitious Backing Boards						
09 28 16	Glass-Mat Faced Gyp Backing						
	SUBCONTRACTOR BOND-2%	Concord Drywall	Concord	729000	1053	36,772	36,772
	Access Doors	Allen	Richmond	705713		31,000	31,000
	Acoustical Sealants	Allen	Richmond	705713	530	56,425	56,425
	ISO Wall Steel Supports - FO's	Allen	Richmond			66,384	66,384
09 30 00	Tile	California Tile	San Jose	439220	4328	88,977	
		DC Tile	Colfax	605586	395451	68,500	68,500
		Gino Rinaldi	Watsonville	287169		139,274	
		Tile West	Berkeley	551058	1091	89,800	
		KZ Tile	South SF	767277		98,172	
09 51 13	Acoustical Panel Ceilings	T3	Fremont	805816	437	368,317	
09 44 33	Acoustical Ceiling Baffles	DW Acoustics	Santa Rosa	879037	905	336,000	336,000
09 53 23	Metal Ceiling Suspension Assem	Cemco	Roseville	1054206	399311	581,435	
09 77 23	Fabric-Wrapped Acoust Panels	High Point	Santa Rosa	1036311		396,700	
		Ceilings Creative	Concord	781556		353,305	
		Cal West	Petaluma	960381	5061	323,436	
		West Coast Acoustical	Cotati	1015421	663255	348,775	
	LIGHT WIRES	ADD to Acoustical				21,000	21,000
09 61 43	Water Vapor Testing	DSB+	Livermore	858564	8534	15,000	15,000
09 61 43	Water Vapor Control	DSB+	Livermore	858564	8534	38,000	38,000
09 65 19	Resilient Tile Flooring	JMW Carpet	South SF	992965	13966	447,000	
09 68 13	Tile Carpeting	Harry L. Murphy	San Jose	145985		247,882	
09 65 13	Resilient Base	DSB+	Livermore	858564	8534	235,000	235,000
		Golden State	Concord			205,405	
03 05 00	Concrete Floor Sealer	Concrete Resurfacing	Sac	742288		12,409	
		BAC				49,800	49,800
		DSB+	Livermore	858554	8534	79,000	
03 35 19	Polished Concrete Floors	Concrete Resurfacing	Sac	742288		16,656	
		BAC				Above	Above
		DSB+	Livermore	858554	8534	Above	
	FLOOR PROTECTION	Allen	Richmond	705713	530	11,320	11,320
09 67 23	Resinous Flooring	Tera Lite	San Jose	363562	904	39,977	
		Concrete Resurfacing	Sac	742288		13,533	
		BAC				Above	Above
		Nor-Cal Waterproofing	Antioch	1028360	50395	27,636	
09 91 00	Painting	KBI	Petaluma	944475	5867	325,750	
09 92 23	Graffiti Resistant Coatings	Jerry Thompson	San Rafael	684610		368,200	
09 96 00	Hi-Performance Coatings	J&R Thompson	Novato	736414	4763	276,325	
09 97 13	Steel Coatings	Monticelli	Richmond	531537		234,286	234,286
		Clisham Painting	Novato			410,830	
10 11 00	Visual Display Surfaces	Allen	Richmond	705713	530	23,313	23,313
10 14 00	Signage	Signs Your Way	Ceres	FOB	FOB	13,125	
		Signs of Success	Santa Maria	FOB	FOB	15,171	
		Sign Co		FOB	FOB	15,153	
		Allen	Richmond	705713	530	19,314	19,314

10 21 23	Toilet Compartments	Murphy Specialties	Vacaville	956735	4027	30,805	30,805
10 28 13	Toilet Accessories						
10 41 16	Emergency Key Cabinets	Allen	Richmond	705713	530	4,334	4,334
10 44 00	Fire Protection Specialties	Allen	Richmond	705713	530	5,000	5,000
11 60 01	Instrument Storage Casework	Wenger	Syracuse	626379	578641	Below	Below
11 61 33	Production Rigging	Protech	North Las Vegas	633889	9371	1,556,860	1,510,343
		Wenger	Syracuse	626379	578641	1,510,343	
		Stagecraft	Portland Or	252177		1,900,000	
		LVH	Los Angeles	729046	5917	1,930,000	
11 61 83	Production Lighting	Musson	Santa Clara			135,914	135,914
		Stagecraft	Portland Or	252177		Above	
ALT#5	Added Cost for Dimming Control	Musson	Santa Clara			107,244	107,244
12 21 23	Roller Shades	Creative Window Interiors	San Jose	877833		38,380	38,380
12 61 00	Telescoping Audience Seating	BT Mancini	Sacramento	229210	2989	66,400	66,400
		Jezet Seating	Belgium	FOB	FOB	79,781	
13 48 15	Vibration Isolation Conc Floors	Mason West	Placentia	FOB	FOB	110,311	110,311
	Vibration Isolation Floors & Clgs	Mason West	Placentia	FOB	FOB	84,792	84,792
13 48 00	Acoustical Roof Screen	Allen	Richmond	705713	530	81,166	81,166
14 21 00	Electric Traction Elevators	Olis	San Francisco			670,850	630,332
14 24 00	Hydraulic Elevators	Elevator Industries	Sacramento	982957	9613	630,322	
	(DO NOT USE THYSSEN)						
ELEVATOR OPERATOR - 80 HRS		Elevator Industries	Sacramento	982957	9613	21,800	21,800
14 42 16	Vertical WC Lifts	Arrow Lift	Clovis	995486	27813	42,580	37,638
		Pacific Access	Palo Alto	664633	4466	37,638	
21 28 00	Fire Protection Systems	Ingram Fire	Hayward	985475	3974	1,081,963	611,000
		Bay Cities Fire Protection	Santa Rosa	731222	45613	441,390	
		RCM Fire Protection	Tracy			611,000	
		DuMor Fire Systems	Meadow Vista	722228	203	468,765	
22 10 00	Plumbing	Cal Pacific Sytems	Brisbane	924244	4768	728,000	Below
	Plumbing Demolition	Dowdle & Sons	American Canyon	542743		Below	
23 00 00	HVAC	Peterson Mech	Sonoma	171486		3,201,373	3,030,000
		Axis	Santa Clara	974024	21498	2,411,270	
		Dowdle & Sons	American Canyon	542743		3,030,000	
		Bay City Mech	Richmond	645126		2,918,552	
		Bell Products	Napa	171534	656	2,847,409	
23 90 00	HVAC Controls	Peterson Mech	Sonoma			Above	Above
		Axis	Santa Clara	974024	21498	Above	
		Dowdle & Sons	American Canyon	542743		Above	
		Bay City Mech	Richmond	645126		Above	
		Bell Products	Napa	171534	656	Above	
27 41 16	AV Systems	Mike Brown Electric	Colati			Below	465,883
		PCD	Santa Rosa	527657	341	465,883	
		Liyod F McKinney	Hayward	248851		506,221	
		Coda	Petaluma	935420	442987	499,614	
		Diversified				620,506	

26 00 00	Electrical	Edward Scott	Richmond	190426		4,654,600	4,654,600
27 00 00		Collins				4,821,780	
28 00 00		Mike Brown Electric	Cotati			5,795,000	
		Amp Electric	Redwood City	915178	230	4,714,510	
		Bowen Electric	San Leandro	384915		4,915,424	
	Electrical Spoils Removal	Allen	Richmond	705713	530	3,178	3,178
	Electrical Housekeeping Pads	Allen	Richmond	705713	530	8,793	8,793
	Temporary Lighting & Power	Edward Scott Electric	Richmond	190426		45,000	45,000
TOTAL BASE BID							36,019,350