

**AMENDMENT AND CHANGE ORDER NO. 1
TO CONTRACT FOR DESIGN AND CONSTRUCTION
(GOVERNMENT CODE § 4217.10 ET SEQ.)**

This Amendment and Change Order No. 1 to Contract for Design and Construction (“**Amendment**”) is made on _____, 2021, by and between the Mountain View Whisman School District (“**District**”) and ENGIE Services U.S., Inc. (“**Designer/Builder**”). (individually, a “**Party**,” and collectively the “**Parties**.”)

RECITALS

WHEREAS, the Parties entered into a Contract for Energy Conservations Services Design and Construction dated October 22, 2020, for the assessment, engineering, design, permitting, procurement, construction management, installation, construction, training, monitoring, verification, maintenance, operation, and repair, of PV systems with Expected Energy Production of 2.54 Million kilowatt-hours (2,535,893 kWh) of energy in year one of system operation, produced through the solar facility systems at multiple District sites (“**Project**” or “**Contract**”); and

WHEREAS, after approval of the Contract, the District requested that the Designer/Builder construct the Project in two mobilizations; and

WHEREAS, the Parties agree to amend the Contract pursuant to Section 7 (CHANGE IN THE SCOPE OF WORK) of the Terms and Conditions to the Contract to make the necessary changes in the Contract for this dual mobilization

NOW THEREFORE, in consideration of the mutual covenants herein contained, the Parties hereto agree as follows:

1. **REPLACE Section 1.a.** to the Contract with the following;

a. The Designer/Builder shall furnish the Services or Work described herein to the District for a total price of the following amounts (“**Contract Price**”):

ITEM	COST
Solar PV System and data acquisition system at School Sites	\$8,864,616
Total cost for two (2) mobilizations	\$305,880
Operations & Maintenance (Exhibit B)	FIRST YEAR COST ONLY
<ul style="list-style-type: none"> • This is the first year amount • Paid annually, in arrears, per Exhibit B, • Anticipated 25-year cost at an annual 3% escalation rate = \$1,594,589 	\$43,736
Performance Guarantee (Exhibit G)	FIRST YEAR COST ONLY
<ul style="list-style-type: none"> • This is the first year amount • Paid annually per Exhibit G, • Anticipated 25-year cost at an annual 3% escalation rate = \$583,357 	\$16,000
GRAND TOTAL (including first year of O&M and Performance Guarantee)	\$9,230,232

2. **REPLACE Section 4.5.6 of Exhibit A** to the Contract with the following;

4.5.6. Designer/Builder’s pricing includes two (2) mobilizations as indicated in the Construction Schedule (**Exhibit C**) and as indicated in the Contract Price.

3. **ADD** the following text to **Section 4 of Exhibit B to the Contract**. All remaining text and subsections in that section shall remain unchanged.

4. Compensation. Compensation to Operator for the Work shall be paid annually within thirty (30) days of receipt of Operator’s invoice, for Work actually completed and after the District’s written approval of the

Work. The fee for the annual Services is set forth in the Table below, **prorated based on the final System capacity and on the Start Date(s) in the Performance Guarantee.**

4. **REPLACE Exhibit C** to the Contract with **Amended Exhibit C to the Contract**, attached hereto as **Attachment 1** and incorporated herein by reference.

5. **REPLACE Section 1.17 of Exhibit G** to the Contract with the following:

1.17 Start Date means the date that the Performance Guarantee begins, which shall be the first day of the month immediately following the date that the Project has been accepted by the District, which shall be two (2) dates based on the two (2) mobilizations as indicated in the Construction Schedule (**Exhibit C to the Solar Contract**). The Parties shall agree on the Start Date when each of these two (2) mobilizations of the Project has reached Completion and shall indicate it herein, which shall result in two (2) Start Dates based on two (2) mobilizations.

6. **REPLACE Section 6.2 of Exhibit G** to the Contract with the following. The information in the referenced Table in that subsection shall remain unchanged.

6.2 Compensation. Compensation to Provider for the Performance Guarantee shall be paid annually within thirty (30) days of receipt of Operator’s invoice. The fee for the Performance Guarantee is set forth in the Table below, **prorated based on the final System capacity and on the Start Date(s).**

7. The Parties acknowledge that this Amendment is subject to approval or ratification by the District Board of Education (“**Board**”). In the event that the Board rejects this Amendment, none of the Parties shall be deemed to have waived any rights with respect to the Contract.

8. All other provisions of the Contract shall remain in full force and effect and are reaffirmed. If there is any conflict between this Amendment and any provision of the Contract, the provisions of this Amendment shall control.

9. This Amendment, including the Attachments incorporated by reference into this Amendment, is considered a completely integrated agreement, supersedes all previous contracts of any kind, oral or written, and constitutes the entire understanding and agreement of the Parties hereto. No extrinsic evidence of any kind or character may be admitted to alter or amend the terms of this completely integrated agreement, unless evidenced by an amendment or change order to the Contract superseding this Amendment. Contractor shall be entitled to no other benefits than those specified herein. No changes, amendments or alterations shall be effective unless in writing and signed by both Parties. Contractor specifically acknowledges that in entering this Amendment, Contractor relies solely upon the provisions contained in this Amendment.

ACCEPTED AND AGREED on the date indicated below:

Dated: March _____, 2021

Dated: March _____, 2021

Mountain View Whisman School District

ENGIE Services U.S., Inc.

By: _____

By: _____

Print Name: _____

Print Name: _____

Print Title: _____

Print Title: _____

Attachment 1

**Amended Exhibit C to the Contract
Detailed Construction Schedule for Each Site**

Designer/Builder shall construct the project in two mobilizations.

The first mobilization is the construction of the seven (7) sites with only solar DSA pre-checked carport structures to be built upon receiving over-the-counter DSA permitting approval. These sites are as follows:

1.	Benjamin Bubb ES
2.	Edith Landels ES
3.	Frank L Huff ES
4.	Graham MS
5.	Gabriela Mistral - Mariano Castro ES
6.	Stevenson ES – District Office
7.	Vargas ES

The second mobilization is the construction of the three (3) sites with a combination of solar carport structures and rooftop arrays to be built upon completion of DSA full plan check reviews and upon receipt of DSA permitting approval. These sites are as follows:

1.	Crittenden MS
2.	Monta Loma ES
3.	Theuerkauf ES

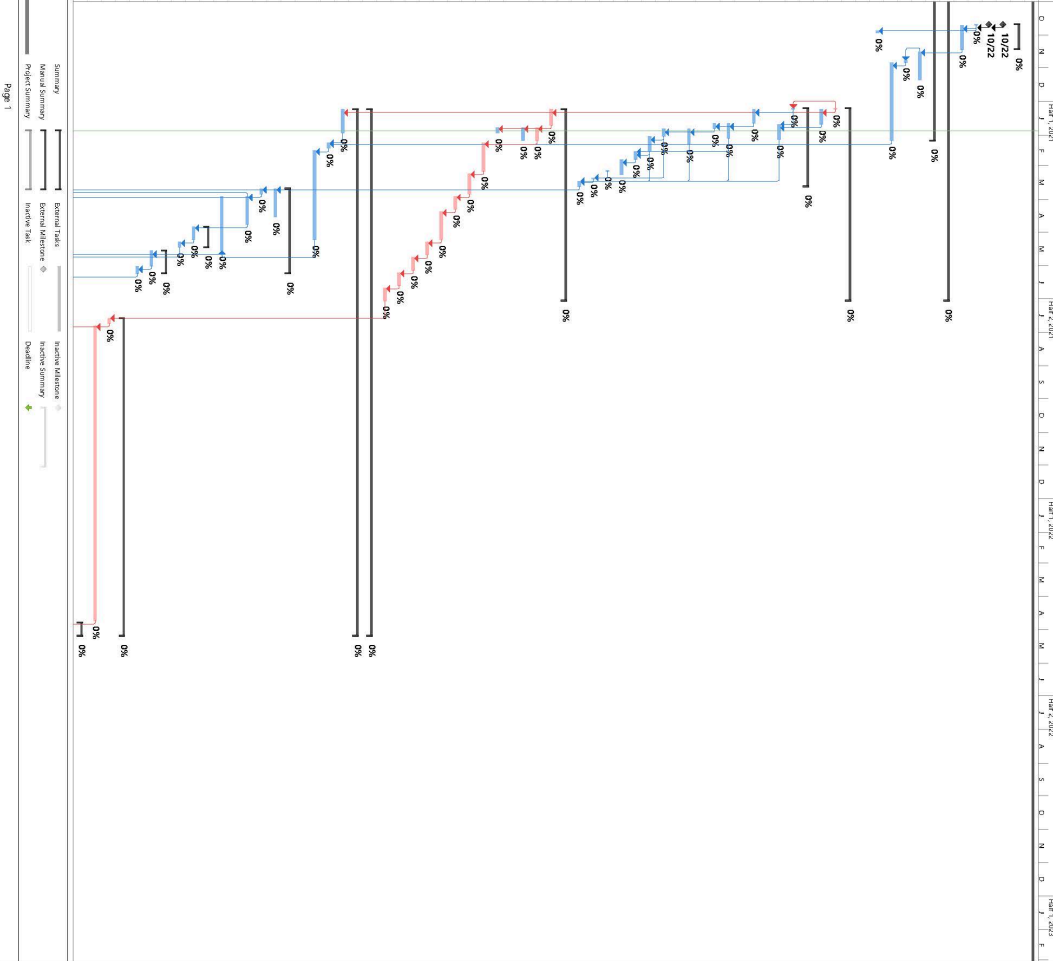
Designer/Builder acknowledges the District’s Instructional Calendar that has already been provided and shall coordinate its work to not disrupt, in any way, District activities, including testing, at each Site. At the time of execution of this Contract, the District’s school site test calendars with the exact dates of testing activities are still being prepared. Those will be provided to Designer/Builder as soon as they are ready.

Designer/Builder shall include in its construction schedule at least fifteen (15) weekdays at elementary school sites and at least twenty (20) weekdays at intermediate school sites and high school sites when Designer/Builder shall not be permitted to perform any work at the site.

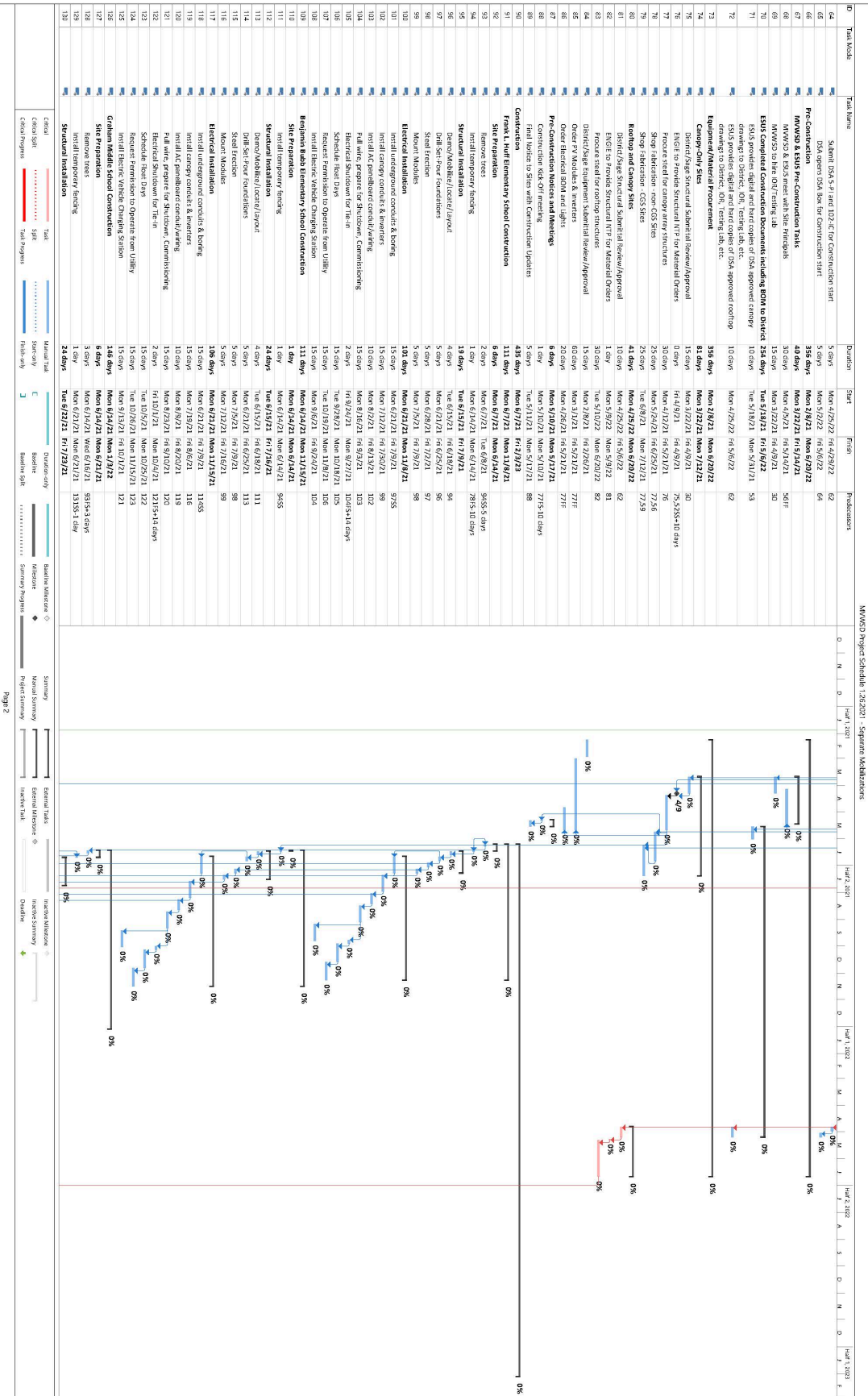
At the time of the execution of this Contract, the Parties preliminary schedule is as follows (see schedule on following pages).

ID	Task Name	Task Mile	Task Name	Duration	Start	Finish	Predecessors
1	Mountain View Whittman School District						
2	Contract Administration	1356 days	Mon 10/29/20 Fri 11/3/21	37 days	Mon 10/29/20	Mon 11/2/21	
3	Public Hearing & Board Approval to Negotiate Contract	0 days	Thu 10/22/20	10/22/20	Thu 10/22/20	10/22/20	
4	Final Contract Review	0 days	Thu 10/22/20	10/22/20	Thu 10/22/20	10/22/20	
5	MWSD & EGSU Structure Design Submittal Agreement	1 day	Thu 10/22/20	10/22/20	Thu 10/22/20	10/22/20	
6	MWSD provides Notice to Proceed	168 days	Fri 10/23/20	Fri 11/13/20	Fri 10/23/20	11/13/20	
7	Final Engineering	688 days	Mon 12/17/20	Fri 7/2/21	Mon 12/17/20	7/2/21	
8	Utility Review conducts site survey	20 days	Mon 11/02/20	Fri 11/20/20	Mon 11/02/20	11/20/20	
9	Geotechnical Engineer conducts drilling for soil testing	2 days	Thu 11/26/20	Wed 11/25/20	Thu 11/26/20	11/25/20	
10	Soils analysis and report creation	52 days	Wed 10/28/20	Thu 10/29/20	Wed 10/28/20	10/29/20	
11	Schematic inputs to District for Review	2 days	Thu 11/26/20	Fri 11/27/20	Thu 11/26/20	11/27/20	
12	Architectural/Electrical Site Walk	1 day	Mon 12/17/20	Fri 12/18/20	Mon 12/17/20	12/18/20	
13	Architectural/Electrical Structural Design	1277 days	Thu 11/17/21	Fri 7/2/22	Thu 11/17/21	7/2/22	
14	Final Engineering kick-off meeting	1 day	Thu 11/17/21	Fri 11/18/21	Thu 11/17/21	11/18/21	
15	Complete 50% Structural Design Drawings for Utility submittal	52 days	Thu 11/17/21	Fri 12/18/21	Thu 11/17/21	12/18/21	
16	Complete 50% Structural Design Drawings	1 day	Thu 11/17/21	Fri 11/18/21	Thu 11/17/21	11/18/21	
17	Complete 50% Structural Design Drawings	10 days	Fri 11/27/21	Thu 12/2/21	Fri 11/27/21	12/2/21	
18	MWSD Review of Single-Line Diagrams and 50% Structural Design Drawings	9 days	Fri 11/27/21	Wed 12/02/21	Fri 11/27/21	12/02/21	
19	Complete 50% Design Drawings - Benjamin Babo ES, Edith Frank Hiller ES, Stevenson ES / DO, Vargas ES	30 days	Thu 12/02/21	Wed 12/23/21	Thu 12/02/21	12/23/21	
20	Complete 50% Design Drawings - Benjamin Babo ES, Edith Frank Hiller ES, Stevenson ES / DO, Vargas ES	3 days	Thu 12/02/21	Mon 12/06/21	Thu 12/02/21	12/06/21	
21	Complete 50% Design Drawings - Edith Frank Hiller ES, Stevenson ES / DO, Vargas ES	3 days	Thu 12/02/21	Mon 12/06/21	Thu 12/02/21	12/06/21	
22	Complete 50% Design Drawings - Edith Frank Hiller ES, Stevenson ES / DO, Vargas ES	3 days	Thu 12/02/21	Mon 12/06/21	Thu 12/02/21	12/06/21	
23	MWSD Review of 50% Design Drawings - Meritt/Centro	10 days	Tue 12/06/21	Mon 12/13/21	Tue 12/06/21	12/13/21	
24	Complete 50% Design Drawings - Graham MS	5 days	Tue 12/06/21	Mon 12/13/21	Tue 12/06/21	12/13/21	
25	MWSD Review of 50% Design Drawings - Graham MS	5 days	Tue 12/06/21	Mon 12/13/21	Tue 12/06/21	12/13/21	
26	Complete all 100% Drawings	5 days	Tue 12/06/21	Mon 12/13/21	Tue 12/06/21	12/13/21	
27	MWSD Review of 100% Drawings	10 days	Tue 12/06/21	Mon 12/20/21	Tue 12/06/21	12/20/21	
28	DSA Pre-Check Approval	1 day	Fri 12/10/21	Fri 12/10/21	Fri 12/10/21	12/10/21	
29	Complete Structural Design Drawings	1 day	Mon 12/13/21	Fri 12/17/21	Mon 12/13/21	12/17/21	
30	Finalize 100% Drawings	5 days	Mon 12/13/21	Fri 12/17/21	Mon 12/13/21	12/17/21	
31	Receive floor warranty information - Crittenton MS	11 days	Mon 12/13/21	Fri 12/24/21	Mon 12/13/21	12/24/21	
32	Digitalize floor to all drawings	10 days	Mon 12/13/21	Fri 12/24/21	Mon 12/13/21	12/24/21	
33	Investigate Meritt Lema ES and Thankam/ ES load	10 days	Mon 12/13/21	Fri 12/24/21	Mon 12/13/21	12/24/21	
34	Manufacturer information	20 days	Mon 12/13/21	Fri 12/24/21	Mon 12/13/21	12/24/21	
35	Receive floor warranty information - Crittenton MS	20 days	Mon 12/13/21	Fri 12/24/21	Mon 12/13/21	12/24/21	
36	Expanding on test data & test criteria - Murdoch SS, CDP	10 days	Mon 12/13/21	Fri 12/24/21	Mon 12/13/21	12/24/21	
37	Site investigations, including Panel Removal	20 days	Mon 12/13/21	Fri 12/24/21	Mon 12/13/21	12/24/21	
38	Complete 50% Structural Design Drawings	10 days	Mon 12/13/21	Fri 12/24/21	Mon 12/13/21	12/24/21	
39	MWSD Review of Structural Drawings	10 days	Mon 12/13/21	Fri 12/24/21	Mon 12/13/21	12/24/21	
40	Complete 50% Design Drawings	10 days	Mon 12/13/21	Fri 12/24/21	Mon 12/13/21	12/24/21	
41	MWSD Review of 50% Design Drawings	10 days	Mon 12/13/21	Fri 12/24/21	Mon 12/13/21	12/24/21	
42	Finalize 100% Drawings	5 days	Mon 12/13/21	Fri 12/24/21	Mon 12/13/21	12/24/21	
43	Permitting	5 days	Fri 12/17/21	Fri 12/17/21	Fri 12/17/21	12/17/21	
44	DSA & CCS Review	140 days	Fri 11/02/21	Fri 11/02/21	Fri 11/02/21	11/02/21	
45	Complete CCS Applications	5 days	Mon 12/13/21	Fri 12/17/21	Mon 12/13/21	12/17/21	
46	Complete CCS Applications	5 days	Mon 12/13/21	Fri 12/17/21	Mon 12/13/21	12/17/21	
47	CCS Review - Crittenton MS, Meritt Lema ES, Stevenson ES, Thankam/ ES, Vargas ES	60 days	Mon 12/13/21	Fri 12/17/21	Mon 12/13/21	12/17/21	
48	CCS Review - Crittenton MS, Meritt Lema ES, Stevenson ES, Thankam/ ES, Vargas ES	58 days	Mon 12/13/21	Mon 11/22/21	Mon 12/13/21	11/22/21	
49	Architect of record obtains local fire authority approval	20 days	Mon 12/13/21	Fri 12/17/21	Mon 12/13/21	12/17/21	
50	DSA Review and Approval - Benjamin Babo ES, Edith Frank Hiller ES, Stevenson ES, Vargas ES	20 days	Mon 12/13/21	Fri 12/17/21	Mon 12/13/21	12/17/21	
51	DSA Review and Approval - Benjamin Babo ES, Edith Frank Hiller ES, Stevenson ES, Vargas ES	20 days	Mon 12/13/21	Fri 12/17/21	Mon 12/13/21	12/17/21	
52	DSA Review and Approval - Benjamin Babo ES, Edith Frank Hiller ES, Stevenson ES, Vargas ES	20 days	Mon 12/13/21	Fri 12/17/21	Mon 12/13/21	12/17/21	
53	DSA Review and Approval of CCS Sites - Stevenson ES, Vargas ES, 36 days	15 days	Mon 12/13/21	Fri 12/17/21	Mon 12/13/21	12/17/21	
54	Submit DSA Construction Start Form - non-CCS Sites	10 days	Mon 12/13/21	Fri 12/17/21	Mon 12/13/21	12/17/21	
55	Submit DSA Construction Start Form - non-CCS Sites	10 days	Mon 12/13/21	Fri 12/17/21	Mon 12/13/21	12/17/21	
56	DSA opens DSA for Construction start	5 days	Mon 12/13/21	Fri 12/17/21	Mon 12/13/21	12/17/21	
57	Submit DSA Construction Start Form - non-CCS Sites	10 days	Mon 12/13/21	Fri 12/17/21	Mon 12/13/21	12/17/21	
58	Submit DSA Construction Start Form - non-CCS Sites	10 days	Mon 12/13/21	Fri 12/17/21	Mon 12/13/21	12/17/21	
59	Submit DSA Construction Start Form - non-CCS Sites	10 days	Mon 12/13/21	Fri 12/17/21	Mon 12/13/21	12/17/21	
60	Submit DSA Construction Start Form - non-CCS Sites	10 days	Mon 12/13/21	Fri 12/17/21	Mon 12/13/21	12/17/21	
61	DSA opens DSA for Construction start	5 days	Mon 12/13/21	Fri 12/17/21	Mon 12/13/21	12/17/21	
62	DSA Submittal - Roofing Sites	5 days	Mon 12/13/21	Fri 12/17/21	Mon 12/13/21	12/17/21	
63	Submit DSA Construction Start Form	10 days	Mon 12/13/21	Fri 12/17/21	Mon 12/13/21	12/17/21	

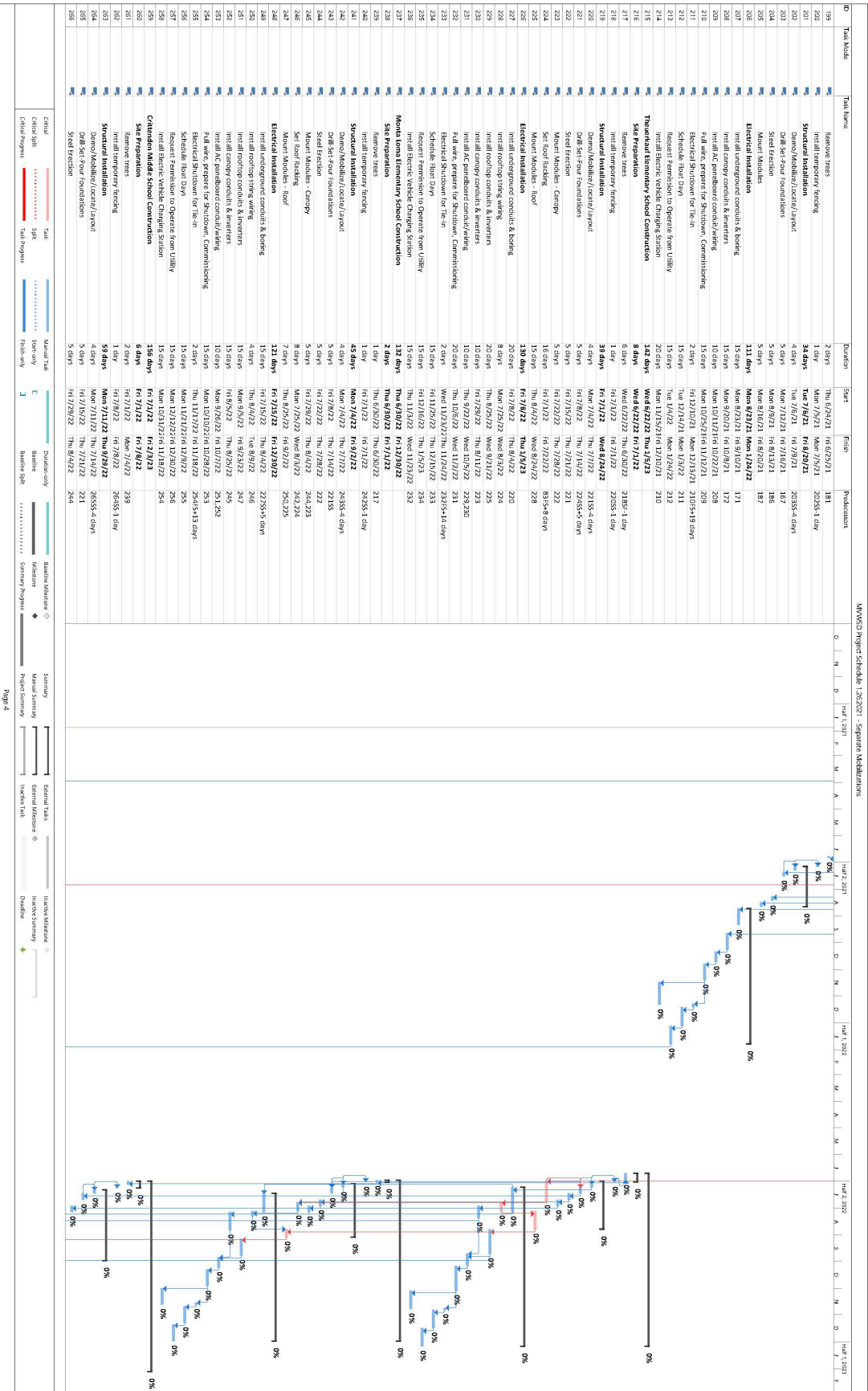
MWSD Project Schedule 1/26/2021 - Separate Milestones



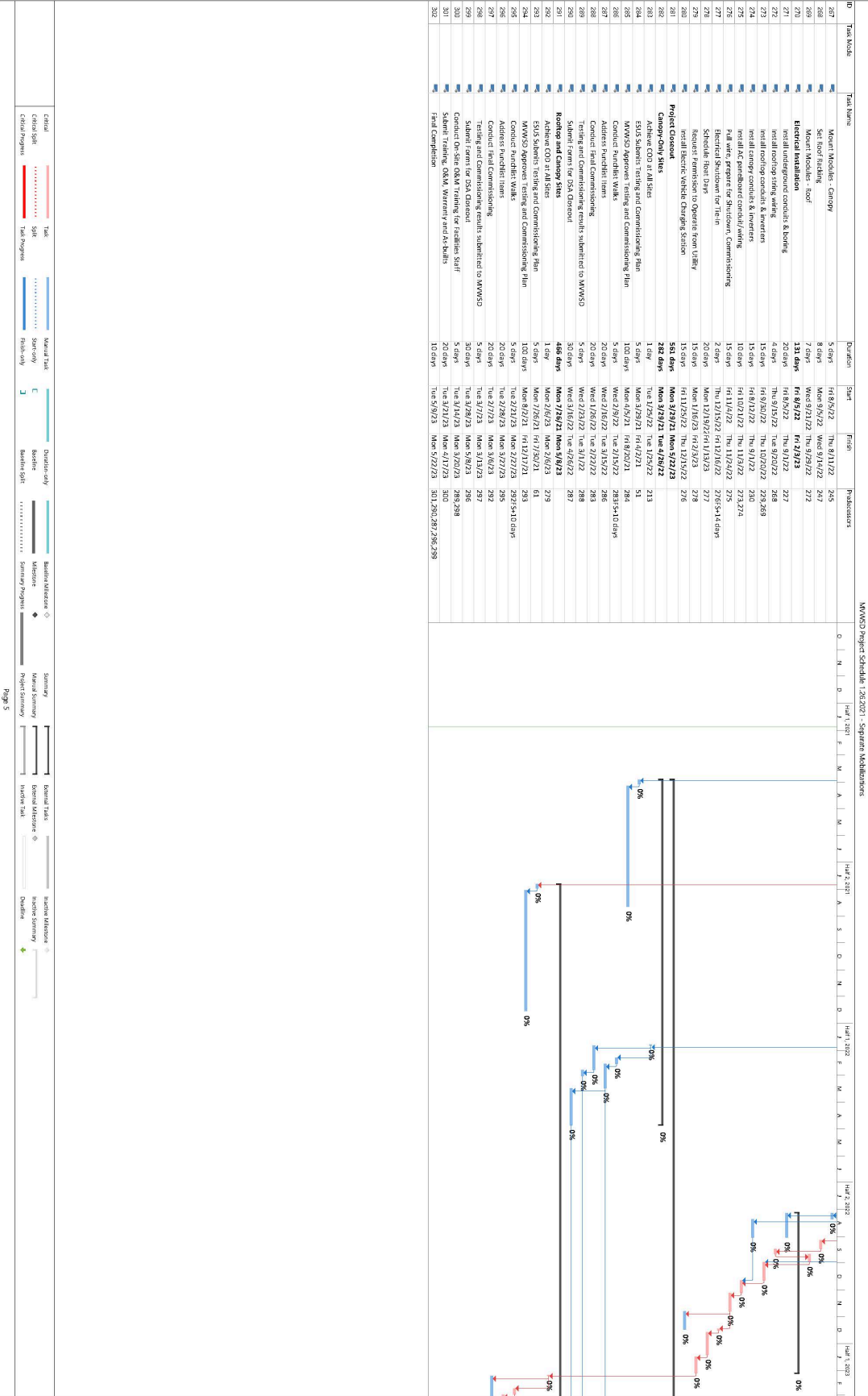
Page 1



ID	Task Name	Task Name	Duration	Start	Finish	Predecessors	C	M	T	W	F	S	S	S	S	S	S	S	S
131	Demol/Mobile/aceft/tyout	Demol/Mobile/aceft/tyout	4 days	Tue 6/22/21	Fri 6/25/21	13555-4 days													
132	Drill Set Four Foundations	Drill Set Four Foundations	5 days	Mon 6/28/21	Fri 7/2/21	97													
133	Steel Erection	Steel Erection	5 days	Mon 7/12/21	Fri 7/16/21	115,132													
134	Mount Modules	Mount Modules	5 days	Mon 7/19/21	Fri 7/23/21	133,116													
135	Electrical Installation	Electrical Installation	28 days	Mon 7/12/21	Mon 1/9/22														
136	Install underground conduits & bonding	Install underground conduits & bonding	20 days	Mon 6/21/21	Fri 8/13/21	101													
137	Install underground conduits & bonding	Install underground conduits & bonding	20 days	Mon 6/21/21	Fri 8/13/21	102,134													
138	Install underground conduits & bonding	Install underground conduits & bonding	25 days	Mon 6/20/21	Fri 10/22/21	138													
139	Pull wire, prepare for shutdown, Commissioning	Pull wire, prepare for shutdown, Commissioning	25 days	Mon 6/20/21	Fri 10/22/21	138													
140	Electrical Shutdown for 'In-in	Electrical Shutdown for 'In-in	2 days	Fri 11/12/21	Mon 11/15/21	139													
141	Schedule Heat Days	Schedule Heat Days	20 days	Tue 11/16/21	Mon 12/13/21	140													
142	Request Permission to Operate from Utility	Request Permission to Operate from Utility	15 days	Mon 10/25/21	Fri 11/12/21	139													
143	Final Electric Vehicle Charging Station	Final Electric Vehicle Charging Station	233 days	Mon 6/14/21	Mon 6/28/21														
144	Site Preparation	Site Preparation	8 days	Mon 6/14/21	Mon 6/28/21														
145	Install underground conduits & bonding	Install underground conduits & bonding	1 day	Mon 6/28/21	Mon 6/28/21	138													
146	Structural Installation	Structural Installation	24 days	Tue 6/29/21	Fri 7/23/21	13555-1 day													
147	Demol/Mobile/aceft/tyout	Demol/Mobile/aceft/tyout	4 days	Tue 6/29/21	Fri 7/23/21	13555-4 days													
148	Drill Set Four Foundations	Drill Set Four Foundations	5 days	Mon 7/19/21	Fri 7/23/21	133													
149	Mount Modules	Mount Modules	5 days	Mon 7/26/21	Fri 7/30/21	134													
150	Electrical Installation	Electrical Installation	106 days	Mon 7/12/21	Mon 1/9/22														
151	Install underground conduits & bonding	Install underground conduits & bonding	10 days	Mon 6/21/21	Fri 8/13/21	118													
152	Install underground conduits & bonding	Install underground conduits & bonding	10 days	Mon 6/21/21	Fri 8/13/21	118													
153	Install AC penetrator conduits/wiring	Install AC penetrator conduits/wiring	15 days	Mon 6/21/21	Fri 8/13/21	118,132													
154	Pull wire, prepare for shutdown, Commissioning	Pull wire, prepare for shutdown, Commissioning	15 days	Mon 6/21/21	Fri 8/13/21	135													
155	Electrical Shutdown for 'In-in	Electrical Shutdown for 'In-in	2 days	Fri 10/22/21	Mon 10/25/21	15715-14 days													
156	Schedule Heat Days	Schedule Heat Days	15 days	Tue 11/16/21	Mon 12/13/21	158													
157	Request Permission to Operate from Utility	Request Permission to Operate from Utility	15 days	Mon 10/25/21	Fri 11/12/21	157													
158	Final Electric Vehicle Charging Station	Final Electric Vehicle Charging Station	131 days	Mon 6/21/21	Mon 1/27/22														
159	Site Preparation	Site Preparation	1 day	Mon 6/28/21	Mon 6/28/21	137													
160	Structural Installation	Structural Installation	28 days	Tue 6/29/21	Fri 8/6/21	16355-1 day													
161	Demol/Mobile/aceft/tyout	Demol/Mobile/aceft/tyout	4 days	Tue 6/29/21	Fri 7/23/21	16355-4 days													
162	Drill Set Four Foundations	Drill Set Four Foundations	5 days	Mon 7/26/21	Fri 7/30/21	162,151													
163	Mount Modules	Mount Modules	5 days	Mon 8/2/21	Fri 8/6/21	152													
164	Electrical Installation	Electrical Installation	106 days	Mon 7/12/21	Mon 1/9/22														
165	Install underground conduits & bonding	Install underground conduits & bonding	10 days	Mon 6/21/21	Fri 8/13/21	154													
166	Install underground conduits & bonding	Install underground conduits & bonding	15 days	Mon 6/21/21	Fri 8/13/21	155													
167	Install AC penetrator conduits/wiring	Install AC penetrator conduits/wiring	15 days	Mon 6/21/21	Fri 8/13/21	155													
168	Pull wire, prepare for shutdown, Commissioning	Pull wire, prepare for shutdown, Commissioning	2 days	Fri 11/12/21	Mon 11/15/21	173													
169	Electrical Shutdown for 'In-in	Electrical Shutdown for 'In-in	2 days	Fri 11/12/21	Mon 11/15/21	173													
170	Schedule Heat Days	Schedule Heat Days	15 days	Tue 11/16/21	Mon 12/13/21	175													
171	Request Permission to Operate from Utility	Request Permission to Operate from Utility	15 days	Tue 11/16/21	Mon 12/13/21	175													
172	Final Electric Vehicle Charging Station	Final Electric Vehicle Charging Station	131 days	Mon 6/21/21	Mon 1/27/22	174													
173	Site Preparation	Site Preparation	10 days	Tue 6/22/21	Mon 7/5/21	146													
174	Structural Installation	Structural Installation	28 days	Tue 7/6/21	Fri 8/13/21	18555-1 day													
175	Demol/Mobile/aceft/tyout	Demol/Mobile/aceft/tyout	4 days	Tue 7/6/21	Fri 7/9/21	150													
176	Drill Set Four Foundations	Drill Set Four Foundations	5 days	Mon 8/2/21	Fri 8/6/21	188													
177	Mount Modules	Mount Modules	5 days	Mon 8/2/21	Fri 8/6/21	188													
178	Electrical Installation	Electrical Installation	20 days	Mon 6/21/21	Mon 7/12/22														
179	Install underground conduits & bonding	Install underground conduits & bonding	15 days	Mon 6/21/21	Fri 8/13/21	136													
180	Install underground conduits & bonding	Install underground conduits & bonding	15 days	Mon 6/21/21	Fri 8/13/21	136													
181	Install AC penetrator conduits/wiring	Install AC penetrator conduits/wiring	10 days	Mon 6/29/21	Fri 10/1/21	137													
182	Pull wire, prepare for shutdown, Commissioning	Pull wire, prepare for shutdown, Commissioning	15 days	Mon 10/25/21	Fri 11/12/21	15155+15 days													
183	Electrical Shutdown for 'In-in	Electrical Shutdown for 'In-in	2 days	Fri 12/10/21	Mon 12/13/21	15215+18 days													
184	Schedule Heat Days	Schedule Heat Days	15 days	Tue 12/14/21	Mon 1/3/22	183													
185	Request Permission to Operate from Utility	Request Permission to Operate from Utility	15 days	Tue 12/14/21	Mon 1/3/22	184													
186	Final Electric Vehicle Charging Station	Final Electric Vehicle Charging Station	131 days	Mon 6/21/21	Mon 1/27/22	182													
187	Site Preparation	Site Preparation	8 days	Tue 6/22/21	Mon 7/5/21														



Page 4



Page 5