

**AMENDMENT NO. 1 TO FACILITIES LEASE
BY AND BETWEEN
SAN RAFAEL CITY SCHOOLS AND [DEVELOPER]**

This Amendment No. 1 to the Facilities Lease ("Amendment No. 1") is made and entered into this ____ day of _____ 20__ ("Effective Date") by and between the San Rafael City Schools ("District") and _____ ("Developer") (collectively, the "Parties") as follows:

RECITALS

WHEREAS, the Parties entered into a Facilities Lease, dated _____, 20__, pertaining to the San Rafael City Schools STEAM Building Project ("Project") at 150 Third Street, San Rafael, CA, 94901, ("Project Site"); and

WHEREAS, the Parties now desire to amend and supplement the Facilities Lease to, among other things, establish a Guaranteed Maximum Price for the Project of _____ Dollars (\$_____).

NOW, THEREFORE, the Parties agree as follows:

Section I. Amendment to Facilities Lease.

Exhibit C (Guaranteed Maximum Price and Other Project Cost, Funding, and Payment Provisions) to the Facilities Lease is amended and supplemented such that the existing Exhibit C is struck and replaced with the amended Exhibit C, which is attached hereto as **EXHIBIT "1"** and incorporated herein by this reference. All references to Exhibit C in the Facilities Lease shall mean and refer to Exhibit "1" hereto.

The Parties expressly acknowledge and agree that this amendment is intended to and does change payment provisions for the Project under the Facilities Lease, including, but not limited to, the amount of Tenant Improvement Payments and amount of Lease Payments.

[CONTINUES ON NEXT PAGE]

Section II. All Other Provisions Reaffirmed.

All other provisions of the Facilities Lease shall remain in full force and effect and are hereby reaffirmed. If there is any conflict between this Amendment No. 1 and any provision of the Facilities Lease or any prior amendment thereto, the provisions of this Amendment No. 1 shall control.

IN WITNESS WHEREOF, the Parties have caused this Amendment No. 1 to the Facilities Lease to be executed by their respective officers who are duly authorized, as of the Effective Date.

ACCEPTED AND AGREED on the date indicated below:

Dated: _____, 20__

Dated: _____, 20__

SAN RAFAEL CITY SCHOOLS

[DEVELOPER]

By: _____

By: _____

Name: _____

Name: _____

Title: _____

Title: _____

EXHIBIT "1"

EXHIBIT C

**GUARANTEED MAXIMUM PRICE AND
OTHER PROJECT COST, FUNDING, AND PAYMENT PROVISIONS**

See attached.