

**Resolution 2012-13: 16**  
**Amendment #2 to Gilbane Building Company**

**By Board Chair Giess**

WHEREAS, the Rochester School Facilities Modernization Program Act (“the Act”) established the Rochester Joint Schools Construction Board (“RJSCB”), a seven voting member board consisting of equal representation by the City of Rochester (“City”) and the Rochester City School District (“District”), as well as a member jointly selected by the City and the District; and

WHEREAS, under the Act, the RJSCB has certain enumerated powers to act as agent for the District, the City, or both; and

WHEREAS, the RJSCB selected Gilbane Building Company (“Program Manager”) to provide Program Management services to the Board in June of 2010 (Resolution 2009-10: 13) and thereafter the RJSCB and the Program Manager entered into the Program Management Agreement dated July 1, 2010 (the “Agreement”); and

WHEREAS, Article 2, Section 2.9 of the Agreement stipulates that the RJSCB shall cause the District to provide the Program Manager (at no cost to the Program Manager) with office space at the District’s offices located at 690 St. Paul Street, Rochester, NY, for the Program Manager’s use in performing its services, provided that such space shall be available only for as long as the District has vacant space available for such purposes; and

WHEREAS, the District is providing the Rochester Schools Modernization Program (“RSMP”) with the necessary “swing space” for the temporary relocation of school operations during the construction of the various projects; and

WHEREAS, the District determined that the “swing space” for the Charlotte High School project would be located at 690 St. Paul Street, and as a result, the RSMP program office had to be relocated and moved out of the building; and

WHEREAS, the Program Manager requested an alternate space location from the District and having none available, it was determined by the RJSCB and the District that the program office would be relocated at the former Maynards building, which was purchased by the City and reimbursed by the RSMP; and

WHEREAS, the RJSCB requested that the Program Manager provide additional services related to the operating expenses of the RSMP program office, and the parties subsequently entered into an agreement titled the Memorandum of Understanding Concerning the Use and Operation of Real Property (the “Maynards – MOU”, attached hereto); and

WHEREAS, the Maynards – MOU stipulates that the RJSCB shall reimburse the Program Manager for the costs of maintenance, all utilities, furnishings, and any alterations, changes, modifications, or other improvements to the Maynards former building reasonably necessary or convenient for the Parties’ use of the building; and

WHEREAS, the Program Manager has provided a detailed cost breakdown of the anticipated costs for One Year (attached hereto) to operate the former Maynards building as the RSMP program office; and

WHEREAS, following extensive discussions with the Program Manager and due diligence, the Executive Director recommended to the MWBE and Services Procurement Committee (the “Committee”) that the Program Manager’s Agreement should be amended to add the total amount of Not to Exceed \$295,745 for the One Year operational costs of the RSMP program office under the Agreement; and

WHEREAS, the Committee considered and discussed the Executive Director’s recommendation at its August 2, 2012 meeting and after due deliberation, it approved the request to amend the Agreement;

THEREFORE, BE IT RESOLVED:

1. The proposed amendment to the Agreement Between the RJSCB and The Program Manager dated July 1, 2010 as set forth above is hereby approved; and
2. The RJSCB's Chair is hereby authorized in the name and on behalf of the RJSCB, to execute an amendment to the Agreement that is consistent with this approval and in an acceptable form to the Chair upon the advice of the RJSCB's general counsel.

**Second by Board Member Roulin**

**Approved 5-0 with Member Brown away.**