

**CONTRACTUAL SERVICE AGREEMENT  
ARCHITECT & ENGINEERING SERVICES  
MOAB FLEET & FACILITIES REMODEL**

This CONTRACTUAL SERVICE AGREEMENT (Agreement) is made and entered into between WHATCOM TRANSPORTATION AUTHORITY (WTA), a Washington Public Transportation Benefit Area, ZERVAS GROUP ARCHITECTS, PS, a Washington state professional services corporation (CONTRACTOR).

WTA and CONTRACTOR agree as follows:

CONTRACTOR hereby agrees to provide WTA with Architect & Engineering Services, for a term of one (1) year to commence on May 9, 2022, pursuant to the following agreed terms and conditions:

1. The Agreement documents in order of precedence, and the terms and conditions that will govern this Agreement, are set out herein, and in the following documents, which are incorporated by reference:
  - This agreement
  - Small Purchase Request for Qualifications 2022-006 Appendix A, General Terms and Conditions
  - CONTRACTOR Pricing submitted May 5, 2022
  - CONTRACTOR response to Small Purchase Request for Qualifications 2022-006 submitted March 4, 2022
  - Small Purchase Request for Qualifications 2022-006
  - CONTRACTOR completed Exhibits from Small Purchase Request for Qualifications 2022-006
2. CONTRACTOR shall perform all the work required by Small Purchase Request for Qualifications 2022-006.
3. No alterations or variation of any of the terms, conditions, prices, quantities, or specifications of this Agreement shall be effective without prior written consent of WTA's General Manager. Oral changes, amendments or agreements are not permitted and shall not be paid for by WTA. Prior to becoming a contract modification, all changes must be prepared in writing and executed by the Parties. Only WTA's General Manager shall have the express, implied, or apparent authority to alter, amend, modify, add, or waive any section or condition of this Agreement on behalf of WTA.
4. Notices will be provided to:

<b>WTA</b> ATTN: Procurement 4011 Bakerview Spur Bellingham, WA 98226 <a href="mailto:procurement@ridewta.com">procurement@ridewta.com</a> 360-788-9332	<b>CONTRACTOR</b> ATTN: Terry Brown 209 Prospect Street, Suite 1 Bellingham, WA 98226 <a href="mailto:terry@zervasgroup.com">terry@zervasgroup.com</a> 360-734-4744
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5. WTA shall pay CONTRACTOR in US funds for goods & services provided to the address below. CONTRACTOR rates and fees established at time of initial contract award will be fixed and effective for the duration of the Agreement.
6. Invoices will be sent to [ap@ridewta.com](mailto:ap@ridewta.com) or ATTN: Accounts Payable at the WTA address below. Payment will be made in Net 30 Terms from the date of invoice acceptance. WTA reserves the right to refuse payment on invoices for work that completed sixty (60) days prior to the invoice receipt.
7. CONTRACTOR shall throughout the term of this Agreement, be a registered with the Washington State Secretary of State as a corporation doing business within the State of Washington and maintain a registered agent in the state of Washington.

8. The parties agree that this Agreement is the complete expression of the terms. Any oral representation or understandings not incorporated are excluded. Failure to comply with any of the provisions shall constitute material breach of the Agreement and be cause for termination. Both parties recognize time is of the essence in the performance of the provisions of this Agreement. The forgiveness of the nonperformance of any provision of this Agreement does not constitute a waiver of all provisions.
9. Original signatures transmitted and received via electronic transmission of a scanned document (e.g. PDF or similar format) are true and valid signatures for all purposes of this Agreement and shall bind the parties to the same extent as that of an original signature. Signatures submitted electronically must be fully legible to be valid.

WTA:



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Les Reardanz, General Manager  
Whatcom Transportation Authority  
4011 Bakerview Spur  
Bellingham, WA 98226

CONTRACTOR:



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Terry Brown, Principal  
Zervas Group Architects, PS  
209 Prospect Street, Suite 1  
Bellingham, WA 98225