

**CONTRACTUAL AGREEMENT**  
**CONSULTING SERVICES**  
**WTA MISSION, VISION, VALUES**

This Agreement (AGREEMENT) is made and entered into between CLARITY CONSULTING PARTNERS, LLC, (CONTRACTOR) and WHATCOM TRANSPORTATION AUTHORITY (WTA), a Public Transportation Benefit Area operating under the authority of RCW Chapter 36.57A and located at 4011 Bakerview Spur Road, Bellingham, WA, 98226, hereinafter referred to as "Contractor".

WTA and CONTRACTOR agree as follows:

CONTRACTOR hereby agrees to provide WTA with consulting services for a term of one (1) year commencing on the date of the final signature below, 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
  - Appendix A, General Terms and Conditions
  - Appendix B, Task Order Process
  - Task Orders
  - CONTRACTOR Proposal submitted April 22, 2022
  - CONTRACTOR rate sheet submitted June 15, 2022
2. CONTRACTOR shall perform all the work required by negotiated and approved task orders. The task order process is directed by Appendix B.
3. WTA may, at its option, renew the agreement for two (2) additional one (1) year terms. Renewal will be by amendment executed by both parties. The Not to Exceed amount of the total contract term, including options is thirty thousand and no dollars (\$30,000).
4. 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.
5. Notices will be provided to:

WTA ATTN: Procurement 4011 Bakerview Spur Bellingham, WA 98226 <a href="mailto:procurement@ridewta.com">procurement@ridewta.com</a> 360-788-9332	CONTRACTOR ATTN: Kelly Johnston Clarity Consulting Partners, LLC 1223 Ham Hill Rd. Centralia, WA 98531
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6. WTA shall pay CONTRACTOR in US funds for goods & services provided to the address below. CONTRACTOR rates and fees established at time of Task Order execution will be fixed and effective for the duration of the Task Order.
7. 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.

8. 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.
9. 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.
10. 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:

*Les Reardanz*

Signed: Wednesday, August 17, 2022

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

CONTRACTOR:

*Kelly S. Smith Johnston*

Signed: Tuesday, August 16, 2022

Kelly Johnston  
Clarity Consulting Partners, LLC  
1223 Ham Hill Rd.  
Centralia, WA 98531