

CONTRACTUAL SERVICE AGREEMENT
FIXED ROUTE AIR CONDITIONING RETROFIT

This CONTRACTUAL SERVICE AGREEMENT (Agreement) is made and entered into between WHATCOM TRANSPORTATION AUTHORITY (WTA), a Washington Public Transportation Benefit Area, and COMPLETE COACH, a California state corporation (CONTRACTOR).

WTA and CONTRACTOR agree as follows:

CONTRACTOR hereby agrees to provide WTA with turnkey retrofitting of existing non-airconditioned Gillig coaches, for an initial term of one (1) year to commence on July 1, 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
 - Request for Proposal 2022 - 003 Appendix A, General Terms and Conditions
 - CONTRACTOR Pricing confirmed via email on May 19, 2022
 - CONTRACTOR response to Request for Proposal 2022 - 003 submitted April 22, 2022
 - Request for Proposal 2022 - 003 including
 - Addenda 1, Issued March 4, 2022
 - Addenda 2, Issued March 11, 2022
 - Addenda 3, Issued April 18, 2022
 - CONTRACTOR completed Exhibits from Request for Proposal 2022 - 003
2. CONTRACTOR shall perform all the work required by Request for Proposal 2022 - 003.
3. CONTRACTOR agrees to a labor warranty of one (1) year commencing upon the date of final invoice payment. All manufacturer equipment and material warranties will be provided by CONTRACTOR as a condition of final payment.
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 procurement@ridewta.com 360-788-9332	Complete Coach Works ATTN: Contracts 1863 Service Ct. Riverside, CA 92557 contracts@completecoach.com 951-684-9585
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6. WTA shall pay CONTRACTOR in US funds for goods & services provided to the address below. The procedure for rate adjustments is prescribed in Request for Proposal 2022 – 003, Part 5, Section E.
7. Invoices will be sent to 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: Friday, July 1, 2022

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

CONTRACTOR:



Signed: Friday, July 1, 2022

Michael Dominici, CFO
Complete Coach Works
1863 Service Ct.
Riverside, CA 92557