

**SECOND MODIFICATION TO AGREEMENT
AUTOMATIC PASSENGER COUNTING DEVICES
2024-009 SS**

WHATCOM TRANSPORTATION AUTHORITY, a Washington Public Transportation Benefit Area (hereinafter “**WTA**”) and **CLEVER DEVICES LTD**, a New York corporation (hereinafter the “**Contractor**”), in consideration of the mutual covenants herein, agrees as follows:

1. **EXISTING AGREEMENT MODIFIED:** WTA and the Contractor entered into the Agreement on September 3, 2024, and modified December 27, 2024 which are incorporated herein by this reference (hereinafter the “**Agreement**”). The parties hereby modify that Agreement.
2. **MODIFICATIONS TO EXISTING AGREEMENT:** The Agreement is modified in the following respect:
 - 2.1. The Term set forth in Section 9 of the Agreement is hereby modified to March 3, 2026.
 - 2.2. In the event that WTA must conduct a new passenger counting survey, Contractor will reimburse WTA up to \$15,000.
 - 2.3. Because the Project was not completed by the deadline set forth in the agreement, WTA has been denied grant funding. Contractor will cover lost grant funding in the form of a discount to Milestone 8 – NTD Certification in the amount of \$45,197.17.
3. **TERMS AND CONDITIONS OF EXISTING AGREEMENT REMAIN THE SAME:** The parties agree that, except as specifically provided in this modification the terms and conditions of the Agreement continue in full force and effect.

Les Reardanz
Les Reardanz (Nov 11, 2025 08:31:21 PST)

Les Reardanz
General Manager
Whatcom Transportation Authority

Signed by:
Andrew Stanton
31578A6161FE464...

Andrew Stanton
Chief Operating Officer
Clever Devices, Ltd.

2024-009 SS Modification 002

Final Audit Report

2025-11-11

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