



MEMORANDUM OF AGREEMENT FOR CONSULTING SERVICES

(\$50,000 OR LESS)

Clarity Consulting Partners, LLC – Whatcom Transportation Authority

June 17, 2026

Trent Henning
Clarity Consulting Partners, LLC
1223 Ham Hill Road
Centralia, WA 98531

Re: Memorandum of Agreement for Consulting Services (\$50,000 or Less)

Dear Trent:

This Memorandum of Agreement for Consulting Services (\$50,000 or Less) ("Agreement") confirms that Whatcom Transportation Authority ("WTA") has contracted with Clarity Consulting Partners, LLC ("Consultant") to do the following Scope of Work:

Consultant shall provide organizational consulting services to evaluate current operational activities, identify opportunities to increase capacity for strategic initiatives, and develop a framework for aligning activities with organizational outcomes. Deliverables include a written summary of findings and recommendations and a draft framework for future implementation. For further details, see Exhibit A attached hereto and incorporated by this reference.

Termination Date: December 31, 2026. The consulting services described in the Scope of Work are anticipated to be completed within approximately three months; however, the Agreement term extends through December 31, 2026, to allow for project closeout, final deliverables, invoice processing, and other administrative matters.

Consultant shall be compensated on a time-and-materials basis at the rates set forth in Exhibit A, not to exceed **\$10,000** without prior written authorization from WTA. The not-to-exceed amount is inclusive of any applicable Washington state sales and use tax. Consultant will be paid on the basis of invoices submitted for work satisfactorily completed. Changes, additions or modifications to this Agreement will only be binding if they are memorialized in a written document signed by both parties.

Consultant shall provide a current Certificate of Insurance on an ACORD form or its equivalent evidencing the following minimum coverages and limits:

- Commercial General Liability (CGL): \$1,000,000 per occurrence; \$2,000,000 in the aggregate.
- Automobile Insurance: \$1,000,000 combined single limit per accident.



- Workers Compensation: Statutory Amount
- Professional Liability: \$1,000,000 in the aggregate.

CGL limits **may be** met through any combination of primary, umbrella, or excess coverage.
Consultant's CGL policy shall:

- a) Be primary and not seek contribution from any insurance maintained by WTA;
- b) Include a waiver of subrogation; and
- c) Name WTA as an additional insured.

Endorsements or policy language evidencing the above coverages shall be referenced in and attached to Consultant's Certificate of Insurance.

Consultant is an independent contractor and not an employee, agent, or representative of WTA.

Consultant shall defend, indemnify and hold harmless WTA from all liabilities arising out of Consultant's negligent acts or omissions in performing the work under this Agreement. If such liabilities arise out of the concurrent negligence of Consultant and WTA, then Consultant's obligations under this clause shall apply only to the extent of Consultant's negligence.
CONTRACTOR WAIVES IMMUNITY UNDER THE WASHINGTON STATE INDUSTRIAL INSURANCE ACT, TITLE 51 RCW, FOR THE LIMITED PURPOSE OF EFFECTUATING ITS OBLIGATIONS TO WTA UNDER THIS CLAUSE WITH REGARD TO ANY CLAIMS ASSERTED AGAINST WTA BY CONTRACTOR'S EMPLOYEES.

Please sign and complete the "Agreed and accepted by" portion below and return to WTA with a copy of the insurance certificate and necessary endorsements before you begin the project. Thank you for your cooperation. WTA looks forward to working with you.

Sincerely,

Les Reardanz

Signed: Thursday, June 18, 2026

06/18/2026

Date

Agreed and accepted by:

Trent Henning

Signed: Thursday, June 18, 2026

STATEMENT OF WORK

Whatcom Transit Authority — Building Capacity for Strategic Work, 2026

Prepared for **Whatcom Transit Authority**

Prepared by **Clarity Consulting Partners, LLC**

June 5, 2026

Engagement at a Glance

Engagement: Discovery and framework design to help WTA build operational capacity for strategic work

Duration: June 2026 through August 2026, approximately three months

Investment: Not to exceed \$10,000, invoiced monthly for hours used the prior month

Engagement Manager: Tom Moore, Senior Consultant

Background

Whatcom Transit Authority provides public transportation for Whatcom County and the greater Bellingham area, connecting residents to work, school, healthcare, and the everyday life of the community. Under the leadership of General Manager Les Reardanz, WTA continues to invest in its people and its operations so that it can serve the region well into the future.

WTA is aiming to build capability across the agency. With that work underway, leadership has turned to a different and, in our experience, harder question: not what new capabilities to add, but how the organization operates day to day so that capacity exists for the strategic work ahead.

That question is sharpened by a familiar tension. Teams are genuinely busy, and most staff are at or beyond sustainable capacity, with pressures compounded by long-term leave and vacancies. At the same time, strategic work is not always moving on the timelines WTA would want, and there is an honest question worth asking together: whether current activities are the right activities, designed to produce the outcomes WTA is aiming for. This engagement is offered as a focused, two-phase scoping effort to bring clarity to that question and to give WTA a practical way of answering it for itself.

How We Partner With You

Clarity is intentionally small, and that shapes everything about how we engage. From day one, you work directly with senior consultants, not handoffs or junior associates. We meet you where you are, listen first, and co-create the path forward, working with you rather than at you.



A few commitments you can expect from us throughout this engagement:

- *We will partner with you to understand your goals, your context, and your culture before we propose a path.*
- *We will offer our expertise with humility, drawing on decades of practice while staying genuinely curious about your perspective.*
- *We will be responsive and accessible. Logistics, scheduling, and contracting are ours to carry so you can focus on the work itself.*
- *We will focus on outcomes that last, building your team's capability so the change we make together is sustainable long after our engagement closes.*

These commitments are grounded in our broader set of guiding principles, which you are warmly invited to explore at developingclarity.com/how-we-work.

Scope of Work

Participants: Les Reardanz and a focused set of WTA leaders and staff identified during pre-engagement planning

Stakeholders / Sponsor: Les Reardanz, General Manager, Whatcom Transit Authority

Engagement Manager: Tom Moore, Senior Consultant

Tom Moore serves as the Clarity lead and your primary point of contact for this engagement. Additional Clarity consultants may be brought in as needed to support the work, and only with WTA's knowledge.

Desired Outcomes

1. **Understand** where the team's time and energy are actually going, and which activities trace cleanly to a strategic outcome.
2. **Distinguish** the technical challenges from the adaptive ones, so the right kind of effort is focused in the right place.
3. **Strengthen** the line between strategic intent and daily operational priorities, surfacing capacity that is currently consumed by activity not tied to outcomes.
4. **Equip** WTA with a simple, repeatable framework for reviewing activity against outcome, ready to pilot in a single function and adapt across others.

Proposed Approach & Deliverables

We propose a two-phase scoping engagement. Discovery comes first, to understand the current picture and where activity and outcome connect most and least cleanly. Framework design follows, shaped by what Discovery surfaces, so the tool WTA receives is grounded in its own reality rather than imported from



outside. Subsequent phases are held for separate scoping, once we understand together what would be most useful.

Phase 1: Discovery

Discovery is about seeing clearly before acting. We begin with conversations with you and a focused set of WTA leaders and staff, paired with a light read of where the team's time is actually going today. The aim is to surface where activity and outcome are most tightly connected, and where the line has gone slack. We bring a few lenses to this work, including the distinction between activity and outcome, the difference between technical and adaptive challenges, and the idea that capacity is most reliably freed not by adding hands but by tightening the connection between strategy and daily work. These are ways of looking, not predetermined answers, and we hold them lightly as the conversations unfold.

Activities

- Conversations with Les and a focused set of WTA leaders and staff
- A light read of where the team's time is going today
- Identification of where activity and outcome are most tightly, and most loosely, connected

Deliverables

A synthesis of what Discovery surfaces, including where activity and outcome are most and least connected at WTA, shared with you as the foundation for Phase 2.

Phase 2: Framework Design

Building on Discovery, we design a simple, repeatable framework WTA can use to review activity against outcome. The framework is intentionally lightweight, meant to be usable without heavy process burden, and structured so it can be applied first to a single function as a pilot and then adapted across others as appropriate. We close the phase with a written summary suitable for a Board conversation.

Activities

- Design of a simple, repeatable framework for reviewing activity against outcome
- Structuring the framework for pilot application in a single function and adaptation across others
- Preparation of a written summary suitable for a Board conversation

Deliverables

A simple, repeatable activity-versus-outcome framework, designed for pilot application in a single function and adaptation across others, accompanied by a written summary suitable for a Board conversation.



Subsequent phases, including a pilot application of the framework in a single division (Information Technology and Finance are the likely candidates) and a roadmap for broader adoption, would be scoped and priced separately once Discovery is complete and we understand together what is most useful.

Assumptions

- Timely access to Les and to the WTA leaders and staff participating in Discovery, on the agreed schedule.
- Timely client decisions on scheduling and on the focus of Discovery as it refines.
- Access to relevant materials and context that help Clarity understand current operations.
- A designated WTA point of contact for logistics and coordination.

Timeline

Phase	June	July	August	September
Phase 1: Discovery				
Phase 2: Framework Design				

Work commences following contract execution and a brief pre-engagement planning session to confirm Discovery participants and cadence. The not-to-exceed figure reflects estimated hours; if the work comes in lighter, WTA pays for the hours actually used.

Investment Summary & Cost Detail

Investment Summary

Total Project Investment: Not to exceed \$10,000

Invoice Cadence: Clarity invoices monthly for work completed the prior month

What this includes: Discovery conversations and time-mapping, framework design, and a written summary suitable for a Board conversation

Cost Detail

Item	Hours	Rate	Cost
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Phase 1: Discovery			
Discovery conversations and time-mapping	20.0	\$300.00	\$6,000
Phase 1 Subtotal	20.0		\$6,000
Phase 2: Framework Design			
Framework design and written Board summary	13.3	\$300.00	\$4,000
Phase 2 Subtotal	13.3		\$4,000
Total Project Investment (Not to Exceed)	33.3		\$10,000

The figures above are a not-to-exceed estimate. Clarity invoices monthly for hours actually used, so if the work comes in lighter than estimated, WTA pays for what is delivered.

Consulting Organization

Clarity Consulting Partners, LLC, is an organizational development consultancy with a design core. Our team combines effective organizational development practice and theory with design thinking approaches to guide lasting, meaningful change in organizations. We are experienced consultants who have worked with clients in the public sector as well as technology, social services, education, and transportation.

Proposed Staff



Tom Moore, Senior Consultant. Tom received a master's in business administration from the University of Portland and consults in the public and private sectors. He has been providing organizational and leadership development services for more than 20 years. Tom has supported organizations through large-scale transformation, enterprise performance management, strategic initiatives, change management, and executive coaching. Over the last 10 years, he has been engaging primarily with state and local agencies in the Pacific Northwest, working at the executive and enterprise level on organizational transformation. Tom's passion is facilitating work that brings the strengths and ideas from a team that achieves their goals and sets them up for ongoing success.

This scope is offered as a starting point for our work together. We are happy to walk through any of it live, refine the approach where it would be helpful, and shape the engagement collaboratively as we



learn more about what would best serve you. We welcome your questions, your edits, and your perspective at any stage.

Next Steps and Decision Points

- A brief pre-engagement planning session will be scheduled to confirm Discovery participants, scheduling, and the focus of the work.
- Following Discovery, Clarity and WTA will together scope the next phase: a pilot application of the framework in a single division (Information Technology and Finance are the likely candidates) and a roadmap for broader adoption. This future phase would be captured in a separate amendment to this Statement of Work.

Confidentiality & Escalation Protocols

What we hear in Discovery conversations is handled with care. Clarity synthesizes and reports observations in aggregate, drawing out themes and patterns rather than attributing specific comments to individuals without their consent. The goal is candor, and candor depends on trust.

Should anything surface during Discovery that suggests a risk of harm, or an HR-adjacent concern such as harassment, discrimination, or retaliation, Clarity will raise it promptly and directly with Les Reardanz, or with an alternate contact WTA designates, so that WTA can address it through its own appropriate channels.

Billing Contact

Billing Contact Information

Billing Contact Name: [for WTA to complete]

Email Address: [for WTA to complete]

Phone Number: [for WTA to complete]

Special Instructions: [for WTA to complete — PO numbers, accounting CC addresses, portal submission instructions, or other routing notes]



Acknowledgement & Signatures

Clarity Consulting Partners, LLC

Signature: **Trent Henning**

Trent Henning

Director of Business Services

Date: June 3, 2026

Whatcom Transit Authority

Signature: _____

Les Reardanz

General Manager

Date: _____

Develop Clarity. Lead with Purpose.

