

**PROJECT AGREEMENT
GRADE CROSSING PROTECTIVE FUND**

Docket No.: TR-200326
Commission Approval Date: May 12, 2020

A. PARTIES TO THE AGREEMENT

This project grant agreement (agreement) is entered into between the Washington Utilities and Transportation Commission (UTC), P.O. Box 47250, Olympia, Washington 98504-7250, and CWW LLC (grantee), 709 North 10th Avenue, Walla Walla, Washington, 99362, and shall be binding upon the agents and all persons acting by or through the parties.

B. PURPOSE OF THE AGREEMENT

The agreement pertains to a grant administered by the UTC for the benefit of the grantee pursuant to a UTC order entered in Docket No. TR-200326. This agreement memorializes any conditions of the grant imposed by the UTC in such order. As stated in the General Provisions, Section 17, the UTC order pertaining to the project takes precedence over this agreement in the event of conflict.

C. DESCRIPTION OF PROJECT

TR-200326 involves the replacement and upgrading of existing incandescent lights with LED lights at the Prospect Road crossing in Walla Walla County. The crossing is identified as USDOT 808939F. Additional information about the project can be found in the grantee's application.

D. PERIOD OF PERFORMANCE

The project reimbursement period shall begin on May 12, 2020, and end on December 31, 2020. No expenditure made before or after this period is eligible for reimbursement unless incorporated by written amendment into this agreement.

E. PROJECT FUNDING

Total grant funding awarded by the UTC for this project shall not exceed \$2,611.12. The total approximate cost of the project is \$2,611.12. The grantee shall be responsible for installation of the LED lights and any additional costs.

F. RIGHTS AND OBLIGATIONS

All rights and obligations of the parties are subject to this agreement and its attachments, including the grantee's application, the UTC's order pertaining to the project, and the general provisions, all of which are attached to and/or incorporated by reference into this agreement.

Except as provided, no alteration of any of the terms or conditions of this agreement will be effective unless provided in writing. All alterations must be signed by both parties.

The grantee has read, fully understands, and agrees to be bound by all terms and conditions in the UTC's order pertaining to the project and in this agreement.

G. COMPLIANCE WITH APPLICABLE STATUTES, RULES, AND UTC POLICIES

This agreement is governed by, and the grantee shall comply with, all applicable state and federal laws and regulations, including RCW 81.53, WAC 480-62, and the UTC's order pertaining to the project, which are incorporated by this reference as if fully set forth herein.

H. PROJECT GRANT AGREEMENT REPRESENTATIVES

All written communications under this agreement will be addressed and delivered to:

CWW LLC
Paul Didelius
709 North 10th Avenue
Walla Walla, WA 99362

Utilities and Transportation Commission
Kathy Hunter
P.O. Box 47250
Olympia, WA 98504-7250

These addresses shall be effective until receipt by one party from the other of a written notice of any change.

I. ENTIRE AGREEMENT

This agreement, along with all attachments, constitutes the entire agreement of the articles. No other understandings, oral or otherwise, regarding this agreement shall exist or bind any of the parties.

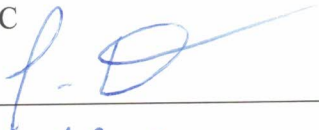
J. EFFECTIVE DATE

This agreement shall be effective upon signing by all parties.

State of Washington
Utilities and Transportation Commission

By: /s/ Mark L. Johnson
(Executive Director and Secretary)

Date: May 12, 2020

CWW LLC
By: 
Title: PRES

Date: 5-12-20