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STATE OF WASHINGTON
UTIL. AND TRANSPORTATION
COMMISSION

**PROJECT AGREEMENT
GRADE CROSSING PROTECTIVE FUND**

SERVICE DATE

MAR 28 2012

Docket No. TR-111859

Commission Approval Date: November 23, 2011 and Revised on March 27, 2012

PARTIES OF 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 BNSF Railway Co. and shall be binding upon the agents and all persons acting by or through the parties.

B. PURPOSE OF THE AGREEMENT

This agreement sets out the terms and conditions by which grants are made from the Grade Crossing Protective Fund. These grants are administered by the UTC to the grantee for Docket No. TR-111859, identified above.

C. DESCRIPTION OF PROJECT

TR-111859 involves closure of a crossing and improvement of an adjacent crossing will result in a safer crossing for users. The crossings are located on the Bellingham Subdivision at milepost 59.68 and 59.90 near Conway. Specific information about the project is contained in TR-111859 GCPF application.

D. PERIOD OF PERFORMANCE

The project reimbursement period shall begin on November 23, 2011, and end August 1, 2012. 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 \$20,000. The total approximate cost of the project, \$69,072. The grantee shall be responsible for all additional costs.

F. RIGHTS AND OBLIGATIONS

All rights and obligations of the parties to this agreement are subject to this agreement and its attachments, including the grantee's application, Commission orders, and the general provisions, all of which are attached and incorporated 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 these documents.

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 81.53.281, the published agency rules in 480-62 WAC, and the Commission's order in this matter which are incorporated by this reference as if fully set forth.

H. PROJECT GRANT AGREEMENT REPRESENTATIVE

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

BNSF Railway Co.
Roy E. Harper
14 Pierce Lane
Sheridan, WY 82801

Utilities and Transportation Commission
Kathy Hunter
1300 S. Evergreen Park Drive SW
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: [Signature]
(Executive Director and Secretary)

Date: 3/26/12

BNSF Railway Co.

By: [Signature]
Title: Manager Field Safety Support

Date: 4/3/12

Approved as to form:

By: /s/
Assistant Attorney General

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