

AGREEMENT FOR PAYMENT FOR CONSULTING SERVICES  
BETWEEN BENTON RURAL ELECTRIC ASSOCIATION  
AND ENERGY NORTHWEST  
X-40629


On this 12 day of DECEMBER 2017, Energy Northwest (EN), a municipal corporation of the State of Washington, and Benton Rural Electric Association (BREA), an electric cooperative providing services within the State of Washington, enter into this AGREEMENT FOR PAYMENT FOR CONSULTING SERVICES (Agreement).

EN and BREA hereby acknowledge the receipt and sufficiency of the consideration set forth in this Agreement, and further agree as follows:

1. EN has provided to BREA consulting services regarding electric vehicle charging stations and electric vehicle charging station vendors prior to the execution of this Agreement. Consulting services have been provided to Benton REA for the period of May 2016 – December 2017.
2. BREA agrees to pay EN the fair value for such consulting services that EN has provided to BREA.
3. In order to effectuate payment by BREA to EN for such consulting services, EN will issue a one-time invoice to BREA for the amount of TWELVE THOUSAND TWO HUNDRED DOLLARS (US\$12,200.00), which invoice shall be the entire charge by EN to BREA for all consulting services provided by EN to BREA. No other charges or fees of any kind will be billed by EN to BREA for the consulting services described in paragraph 1 above.
4. Upon receiving the invoice from EN in the amount of TWELVE THOUSAND TWO HUNDRED DOLLARS (\$12,200.00), BREA shall pay such invoice to EN within thirty (30) calendar days from the date that BREA receives such invoice. Upon the payment of the full amount of such invoice by BREA, BREA's account with EN with regard to the consulting services described in paragraph 1 above shall be "paid in full."
5. EN and BREA shall each be solely liable for their own actions taken pursuant to this Agreement, and each agrees to hold the other harmless with regard to any claims that may arise with regard to this Agreement.
6. EN and BREA agree that this Agreement is the "final" Agreement between BREA and EN with regard to consulting services about electric vehicle charging stations, and that this Agreement supersedes any and all other agreements, either written or oral, between EN and BREA with regard to such consulting services.

IN WITNESS WHEREOF, EN and BREA have caused this Agreement to be duly executed:

**ENERGY NORTHWEST**


By: 

Name (please print): Todd Johnson

Title (please print): PRINCIPAL CONTRACT OFFICER

Date: 12/21/17

**BENTON RURAL ELECTRIC ASSOCIATION**

By: 

Name (please print): Michael J. Bradshaw

Title (please print): General Manager/Executive Vice President

Date: December 14, 2017