

WHATCOM COUNTY CONTRACT INFORMATION SHEET

Whatcom County Contract No. _____

Originating Department:	Public Works
Division/Program: <i>(i.e. Dept. Division and Program)</i>	Natural Resources
Contract or Grant Administrator:	Gary Stoyka
Contractor's / Agency Name:	Whatcom Land Trust

Is this a New Contract? If not, is this an Amendment or Renewal to an Existing Contract? Yes ☐ No ☒

Yes ☒ No ☐ If Amendment or Renewal, (per WCC 3.08.100 (a)) Original Contract #: _____

Does contract require Council Approval? Yes ☒ No ☐ If No, include WCC: _____

Already approved? Council Approved Date: _____ (Exclusions see: Whatcom County Codes 3.06.010, 3.08.090 and 3.08.100)

Is this a grant agreement?

Yes ☐ No ☒ If yes, grantor agency contract number(s): _____ CFDA#: _____

Is this contract grant funded?

Yes ☐ No ☒ If yes, Whatcom County grant contract number(s): _____

Is this contract the result of a RFP or Bid process?

Yes ☐ No ☒ If yes, RFP and Bid number(s): _____ Contract Cost Center: 12461002

Is this agreement excluded from E-Verify? No ☐ Yes ☒ If no, include Attachment D Contractor Declaration form.

If YES, indicate exclusion(s) below:

<input type="checkbox"/> Professional services agreement for certified/licensed professional.	<input type="checkbox"/> Goods and services provided due to an emergency
<input type="checkbox"/> Contract work is for less than \$100,000.	<input type="checkbox"/> Contract for Commercial off the shelf items (COTS).
<input type="checkbox"/> Contract work is for less than 120 days.	<input type="checkbox"/> Work related subcontract less than \$25,000.
<input type="checkbox"/> Interlocal Agreement (between Governments).	<input type="checkbox"/> Public Works - Local Agency/Federally Funded FHWA.

<p>Contract Amount:(sum of original contract amount and any prior amendments): \$ <u>200,000</u></p> <p>This Amendment Amount: \$ _____</p> <p>Total Amended Amount: \$ _____</p>	<p>Council approval required for; all property leases, contracts or bid awards exceeding \$75,000, and professional service contract amendments that have an increase greater than \$10,000 or 10% of contract amount, whichever is greater, except when:</p> <ol style="list-style-type: none"> 1. Exercising an option contained in a contract previously approved by the council. 2. Contract is for design, construction, r-o-w acquisition, prof. services, or other capital costs approved by council in a capital budget appropriation ordinance. 3. Bid or award is for supplies. 4. Equipment is included in Exhibit "B" of the Budget Ordinance 5. Contract is for manufacturer's technical support and hardware maintenance of electronic systems and/or technical support and software maintenance from the developer of proprietary software currently used by Whatcom County.
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Summary of Scope: Agreement to provide funding from the Conservation Futures Fund to fulfill requirements of the Purchase and Sale Agreement for the Whatcom Land Trust to acquire Phase 2 of the Stewart Mountain Community Forest.

Term of Contract: 10/7/25	Expiration Date: 10/31/25
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Contract Routing:	1. Prepared by: <u>Gary Stoyka</u>	Date: <u>9/26/25</u>
	2. Attorney signoff: <u>Christopher Quinn</u>	Date: <u>9/26/25</u>
	3. AS Finance reviewed: _____	Date: _____
	4. IT reviewed (if IT related): _____	Date: _____
	5. Contractor signed: _____	Date: _____
	6. Executive contract review: _____	Date: _____
	7. Council approved (if necessary): <u>AB2025-691</u>	Date: <u>10/7/2025</u>
	8. Executive signed: _____	Date: _____
	9. Original to Council: _____	Date: _____

Agreement between Whatcom County and Whatcom Land Trust to Provide Funding for Escrow Payment for Acquisition of Phase 2 of Stewart Mountain Community Forest

Background

Whatcom Land Trust, hereafter “WLT”, and Whatcom County, hereafter “the County”, are working collaboratively with the Nooksack Indian Tribe and Evergreen Land Trust on the development of the Stewart Mountain Community Forest, hereafter “SMCF” located near Acme, Washington. This project supports the following public benefit goals:

1. Enhance watershed health and improve water quality and quantity.
2. Promote an ecological forestry-based economy for living-wage jobs.
3. Increase biodiversity and enhance fish and wildlife habitat.
4. Expand community access for cultural uses and non-motorized recreation.

SMCF partners have been working with the property owners for several years to develop the SMCF, which is to be managed collaboratively by the project partners. Phase 1 acquisition occurred in 2022 with purchase of 550 acres by the WLT. The project partners recently decided that the best ownership arrangement for the Phase 2 acquisition is for the WLT to purchase the property and transfer ownership to a new subsidiary of WLT once one can be formed. The Whatcom County Council approved that ownership model by motion at the September 9th, 2025 council meeting. Based on that understanding, the WLT entered into a Purchase and Sale Agreement, provided in Exhibit A, with Stewart Mountain Forest LLC to purchase 1,616 acres for \$8,910,300 on September 8, 2025. The funds for purchase will come from a grant to the County from the Washington State Department of Ecology in the amount of \$5,517,000 and a grant to WLT from the Washington Recreation and Conservation Office in the amount of \$3,000,000 with the remaining funds coming from funds raised by WLT for the purchase. The deadline for purchase of the property in the Purchase in Sale Agreement is October 15, 2025. It has been determined that project partners cannot provide funding for closing by that date. The Purchase and Sale Agreement allows the closing date to be extended to January 6, 2026 if a closing extension payment in the amount of \$267,300 is provided in earnest money by October 10th, 2025. This purpose of this agreement is to provide \$200,000 in Conservation Futures Funds toward the payment necessary to extend the closing date to January 6, 2026.

Recognized Public Benefit to be Achieved Through This Funding Agreement

The public benefits to be achieved through this Agreement include the following outcomes, all of which serve a substantial public interest to Whatcom County consistent with the goals of the Conservation Futures Fund and applicable state and local laws:

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- Enhanced watershed health and improved water quality and quantity, contributing to long-term ecosystem resilience and clean water supply for local communities.
- Promotion of an ecological, forestry-based economy, creating sustainable, living-wage jobs through forest stewardship practices that support both economic development and conservation.
- Increased biodiversity and improved habitat for fish and wildlife, including species of cultural and ecological importance, contributing to regional environmental sustainability.
- Expanded community access to the forest for cultural uses and non-motorized recreation, including hiking, education, traditional practices, and public enjoyment, thereby increasing public engagement with conservation lands and supporting community well-being.

WLT and the County, collectively referred to as the “parties”, agree to the following:

1. Definitions. For purposes of this Agreement, the following terms shall have the meanings set forth below:

"SMCF" means the Stewart Mountain Community Forest.

"Public Benefits" means the outcomes identified herein and above, including watershed health, ecological employment, biodiversity, and public access.

"Governing Board" means the management body described in Section 5.

"Forest Management Plan" means the document described in Section 7, developed to guide long-term stewardship of the SMCF.

"Subsidiary" means the wholly-owned entity formed by WLT to hold title to the subject property.

2. WLT will facilitate purchase of Phase 2 of the SMCF, consisting of the parcels listed below and referred to herein as “subject property”, through the executed Purchase and Sale Agreement between the WLT and the landowner, Stewart Mountain Forest, LLC.

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Parcel Numbers:

3704014630580000

3705060630650000

3705070703970000

3705070502250000

3704122683820000

3704122641950000

3704112653180000

3. Term: The term of this agreement begins upon signature and shall end on January 6, 2026, except for Items #6 and #8, which shall continue in perpetuity.
4. Following acquisition of the subject property, the parties anticipate that WLT shall facilitate the establishment of a wholly-owned subsidiary and, once established, shall transfer ownership of the subject property to that subsidiary. WLT shall include Whatcom County in the articles of incorporation for the subsidiary as a member of the governing board. WLT shall consult with the County should this plan need to be modified. Any modifications will be consistent with the overall objectives of the SMCF.
5. Following acquisition of the subject property, the parties anticipate that WLT shall facilitate the establishment of an agreement forming a governing board consisting at a minimum of WLT, the County, the Nooksack Indian Tribe, and the Evergreen Land Trust to govern management of the SMCF, which shall include all of the subject properties. WLT shall consult with the County should this plan need to be modified. Any modifications will be consistent with the overall objectives of the SMCF.
6. If purchased, the WLT shall manage the property in accordance with the requirements of Whatcom County Code Chapter 3.25 and consistent with the public benefit goals identified in this Agreement and consistent with RCW 83.34.240.
7. WLT and County shall participate through the SMCF governing board to develop a forest management plan. The forest management plan shall be developed to include the following goals:
 - a. Enhance watershed health and improve water quality and quantity.
 - b. Promote an ecological forestry-based economy for living-wage jobs.
 - c. Increase biodiversity and enhance fish and wildlife habitat.
 - d. Expand community access for cultural uses and non-motorized recreation.

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Funding for Escrow Payment for Acquisition of Phase 2 of Stewart Mountain
Community Forest**

8. WLT, or its wholly-owned subsidiary, shall manage the SMCF in accordance with the approved forest management plan, once developed. WLT shall grant the County, through the SMCF governing board, the ability to assess whether WLT, or its subsidiary, is managing the SMCF accordingly. If the County determines through appropriate documentation that WLT is not managing the SMCF in accordance with these goals, WLT shall refund the Conservation Futures Fund, or its successor, the payment provided in Item #10 below.
9. WLT shall deposit \$67,300 into the escrow account at Whatcom Land Title (Order #60021404-854) established for this property transaction in accordance and by the deadline with the Purchase and Sale Agreement.
10. The County will provide a payment in the amount of \$200,000 from the Conservation Futures Fund to be deposited into the escrow at Whatcom Land Title (Order #60021404-854) established for this property transaction by October 10th, 2025. WLT will ensure that the check is cashed no later than December 31, 2025. If WLT terminates the Purchase and Sale Agreement, these funds will be returned to Whatcom County.
11. WLT shall use funds provided by the County under this agreement for the closing extension payment required to extend the Purchase and Sale Agreement until January 6, 2026.
12. Representations and Warranties of WLT. WLT represents and warrants to the County that:
 - a. It has full authority to enter into this Agreement and carry out its obligations consistent with federal, state and local law.
 - b. The funds provided by the County will be used exclusively for the purpose set forth herein this Agreement.
13. Dispute Resolution. Disputes arising under this Agreement shall first be addressed through good-faith negotiations. If unresolved, the matter shall be submitted to mediation before any legal action. Venue shall be in Whatcom County, Washington.
14. Assignment and Transfer. WLT shall not transfer ownership of the subject property or assign this Agreement without prior written consent of the County, except to its wholly-owned subsidiary as described herein.
15. Severability. If any provision of this Agreement is found to be invalid or unenforceable, the remaining provisions shall remain in full force and effect.

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IN WITNESS WHEREOF, the parties have executed this Agreement this ____ day of _____, 20__.

Whatcom Land Trust:

Rachel Vasak Date
Whatcom Land Trust Executive Director

WHATCOM COUNTY:

Recommended for Approval:

Elizabeth Kosa Date
Whatcom County Public Works Director

Approved as to form:

Christopher Quinn Date
Chief Civil Deputy Prosecuting Attorney

Accepted for Whatcom County:

By: _____
Satpal Singh Sidhu Date
Whatcom County Executive

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Exhibit "A"
Purchase and Sale Agreement