

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:

PROTERRA INC, *et al.*,<sup>1</sup>

Debtors.

)  
) Chapter 11  
)  
) Case No. 23-11120 (BLS)  
)  
) (Jointly Administered)  
)  
) Ref. Docket No. 529, 671, 715, 743, 833 & 879

**NOTICE OF PROTERRA BATTERY LEASE SALE CLOSING**

**PLEASE TAKE NOTICE THAT**, on November 13, 2023, the Debtors filed the *Notice of (A) Successful Bidder Regarding Debtors' (I) Transit Assets and (II) Energy Assets and (B) Cancellation of the Sale Hearing Solely With Respect to Proterra Energy* [Docket No. 529] (the "Notice of Successful Bidder"), thereby announcing that Phoenix Motor, Inc. ("Phoenix") was the Successful Bidder at the conclusion of the Auctions for the Transit Assets and the Battery Leases.

**PLEASE TAKE FURTHER NOTICE THAT**, attached to the Notice of Successful Bidder (i) at Exhibit A was that certain *Asset Purchase Agreement* (as it may be amended in accordance with its terms, the "Battery Lease APA") by and among the Debtors and Phoenix for the Battery Lease Assets, and (ii) at Exhibit B was that certain *Asset Purchase Agreement* (as it may be amended in accordance with its terms, the "Transit APA" and, together with the Battery Lease APA, the "APAs").

**PLEASE TAKE FURTHER NOTICE** that, on December 4, 2023, the Debtors filed the *Notice of Filing First Amendment to (I) Battery Lease Asset Purchase Agreement and (II) Transit Asset Purchase Agreement, Each by and Among the Debtors and Phoenix Motor, Inc.* [Docket No. 671].

**PLEASE TAKE FURTHER NOTICE** that, on December 18, 2023, the Debtors filed the *Notice of Filing of Second Amendment to (I) Battery Lease Asset Purchase Agreement and (II) Transit Asset Purchase Agreement, Each by and Among the Debtors and Phoenix Motor, Inc. and Rescheduling Sale Hearing With Respect to Proterra Transit* [Docket No. 743].

**PLEASE TAKE FURTHER NOTICE** that, on January 9, 2024, the United States Bankruptcy Court for the District of Delaware entered the *Order (A) Authorizing and Approving the Debtors' Entry Into the Asset Purchase Agreements, (B) Authorizing the Sale of the Debtors' Transit and Battery Lease Assets Free and Clear of All Liens, Claims, Interests, and Encumbrances, (C) Approving the Assumption and Assignment of the Assumed Executory*

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Proterra Inc (9565); and Proterra Operating Company, Inc. (8459). The location of the Debtors' service address is: 1815 Rollins Road, Burlingame, California 94010.



*Contracts and Unexpired Leases, and (D) Granting Related Relief* [Docket No. 833] (the “Sale Order”),<sup>2</sup> thereby approving the sale of the Transit Assets and the Battery Leases to Phoenix pursuant to the APAs, copies of which are attached to the Sale Order as Exhibits A and B, respectively.

**PLEASE TAKE FURTHER NOTICE** that, on January 11, 2024, the Debtors filed the *Notice of Filing of Revised Exhibit C and Exhibit D to Order (A) Authorizing and Approving the Debtors’ Entry Into the Asset Purchase Agreements, (B) Authorizing the Sale of the Debtors’ Transit and Battery Lease Assets Free and Clear of All Liens, Claims, Interests, and Encumbrances, (C) Approving the Assumption and Assignment of the Assumed Executory Contracts and Unexpired Leases, and (D) Granting Related Relief* [Docket No. 848].

**PLEASE TAKE FURTHER NOTICE** that, on January 11, 2024, the sale of the Transit Assets closed in accordance with the Transit APA [Docket No. 879].

**PLEASE TAKE FURTHER NOTICE** that, on January 11, 2024, the Debtors and Phoenix entered into that certain *Third Amendment to Asset Purchase Agreement*, amending the Battery Lease APA [Docket No. 879].

**PLEASE TAKE FURTHER NOTICE** that, on February 7, 2024, the sale of the Battery Leases closed in accordance with the Battery Lease APA.

**PLEASE TAKE FURTHER NOTICE** that attached hereto as Exhibit A are those contracts that constitute Transferred Contracts.

**PLEASE TAKE FURTHER NOTICE** that copies of the APAs, all amendments thereto, and the Sale Order are available (a) free of charge from Kurtzman Carson Consultants LLC, the Debtors’ notice and claims agent, by calling (888) 251-3076 (USA or Canada) or (310) 751-2617 (International) and/or visiting the Debtors’ restructuring website at [www.kccllc.net/proterra](http://www.kccllc.net/proterra) for no charge; and/or (b) for inspection on the Court’s website at <http://www.pacer.gov/>. A login and password to the Court’s Public Access to Electronic Court Records are required to access this information and can be obtained at <http://www.pacer.psc.uscourts.gov>.

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<sup>2</sup> Capitalized terms used but not defined in this notice have the meanings given to such terms in the Sale Order.

Dated: February 7, 2024  
Wilmington, Delaware

Respectfully submitted,

**YOUNG CONAWAY STARGATT &  
TAYLOR, LLP**

/s/ Shella Borovinskaya

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*Counsel to the Debtors and  
Debtors in Possession*

**Exhibit A**

**Transferred Contracts**

Proterra Inc, et al.

## Battery Lease APA Transferred Contracts

#	Master Contract #	Customer / Counterparty	Contract Title	Effective Date (Start)	Contract Category	Cure Schedule Index #
1	2017_11_27 oFFER	Rock Island County Metropolitan_Mass Transit District (MetrolINK)	Battery Lease Agreement	1/30/2019	Battery Lease Agreement	2914
2	N/A	Ontario International Airport Authority	Battery Lease Agreement	10/8/2021	Battery Lease Agreement	2628
3	N/A	Valley Regional Transit	Form of battery lease agreement	11/29/2021	Battery Lease Agreement	3770
4	N/A	Valley Regional Transit	Form of Battery Lease Agreement - Lease High Voltage (HV) Battery Packs	6/24/2021	Battery Lease Agreement	3771
5	Master Agreement 03/29/2019	Metropolitan Tulsa Transit Authority	Form of Battery Lease Agreement dated February 23, 2021 (Form Assignment and Assumption of Battery Lease Agreement) - Commencement Date: --- Term Date: ---	2/23/2021	Battery Lease Agreement	N/A
6	Req #21-3352	Suburban Mobility Authority for Regional Transportation	Form of Battery Lease Agreement	5/7/2021	Battery Lease Agreement	3432
7	Req #21-3293	Suburban Mobility Authority for Regional Transportation	[Corrected] Notice to Proceed - Battery Lease (4-pack for 4 Electric buses for 12 years)	5/24/2021	Battery Lease Agreement	N/A
8	Req #21-3352	Suburban Mobility Authority for Regional Transportation	Notice to Proceed - Battery Lease (4-pack for 4 Electric buses for 12 years)	5/24/2021	Battery Lease Agreement	N/A
9	N/A	Breckenridge, Town of	Battery Lease Agreement	3/17/2022	Battery Lease Agreement	3609
10	N/A	Prince George's County Government	Form of Battery Lease Agreement	9/30/2022	Battery Lease Agreement	2797
11	N/A	La Crosse, City of (Municipal Transit Utility)	Form of Battery Lease Agreement	11/1/2021	Battery Lease Agreement	599
12	Btty_Lse 11/01/21 / AMD-1	La Crosse, City of (Municipal Transit Utility)	Amendment No 1 to the Form of Battery Lease Agreement	1/31/2023	Battery Lease Agreement	598
13	N/A	Tallahassee, City of (StarMetro)	2019 – contract for a twelve year lease for batteries	Unknown	Battery Lease Agreement	668