

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	
	)	Chapter 11
	)	
PROTERRA INC, <i>et al.</i> , <sup>1</sup>	)	Case No. 23-11120 (BLS)
	)	
Debtors.	)	(Jointly Administered)
	)	

**NOTICE OF AGENDA OF MATTERS SCHEDULED FOR  
HEARING ON MARCH 5, 2024 AT 10:00 A.M. (ET)**

This hearing will be conducted in person. All parties, including witnesses, are expected to attend in person unless permitted to appear via Zoom. Participation at the in-person Court proceeding using Zoom is allowed only in the following circumstances: (i) counsel for a party or a pro se litigant files a responsive pleading and intends to make only a limited argument; (ii) a party or a representative of a party is interested in observing the hearing; (iii) a party is proceeding in a claims allowance dispute on a pro se basis; (iv) an individual has a good faith health-related reason to participate remotely and has obtained permission from chambers to do so; or (v) other extenuating circumstances that warrant remote participation as may be determined by the Court.

**TO ATTEND THE HEARING REMOTELY, PLEASE REGISTER USING THE ECOURT APPEARANCES TOOL ON THE COURT'S WEBSITE AT [WWW.DEB.USCOURTS.GOV](http://WWW.DEB.USCOURTS.GOV) OR CLICK THE BELOW LINK:**

<https://ecf.deb.uscourts.gov/cgi-bin/nysbAppearances.pl>

**AFTER REGISTERING YOUR APPEARANCE, YOU WILL RECEIVE A  
CONFIRMATION EMAIL CONTAINING INFORMATION ABOUT JOINING THE  
HEARING.**

**PARTIES ARE REQUIRED TO REGISTER FOR THE HEARING BY 4:00 P.M. (ET)  
ONE BUSINESS DAY PRIOR TO THE HEARING. YOU MUST USE YOUR FULL  
NAME WHEN LOGGING INTO ZOOM OR YOU WILL NOT BE ALLOWED INTO  
THE MEETING.**

**RESOLVED MATTERS**

1. Debtors' Twenty-Ninth Omnibus Motion for Entry of an Order (I) Authorizing the Debtors to Reject Certain Executory Contracts, (II) Granting Related Relief [D.I. 997, 2/5/24]

Objection Deadline: February 20, 2024 at 4:00 p.m. (ET)

<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: 500 Pennsylvania Avenue, PO Box 2205, Greer, SC 29652.



Related Documents:

- A. Certification of Counsel [D.I. 1127, 2/27/24]
- B. Twenty-Ninth Omnibus Order (A) Authorizing the Debtors to Reject Certain Executory Contracts and (II) Granting Related Relief [D.I. 1131, 2/28/24]

Objections Filed: None

Status: An order has been entered. No hearing is necessary.

- 2. Debtors' Second Motion for Entry of an Order Extending the Time Period Within Which the Debtors May Remove Actions Pursuant to 28 U.S.C. § 1452 and Federal Rule of Bankruptcy Procedure 9027 [D.I. 1000, 2/5/24]

Objection Deadline: February 20, 2024 at 4:00 p.m. (ET)

Related Documents:

- A. Certificate of No Objection [D.I. 1094, 2/21/24]
- B. Order Extending the Time Period Within Which the Debtors May Remove Actions Pursuant to 28 U.S.C. § 1452 and Federal Rule of Bankruptcy Procedure 9027 [D.I. 1104, 2/23/24]

Objections Filed: None

Status: An order has been entered. No hearing is necessary.

**FEE APPLICATIONS**

- 3. First Interim Fee Applications of the Debtors' Professionals and the Committees' Professionals [D.I. 729, 730, 731, 732, 733, 734, 735, 12/15/23]

Related Documents:

- A. See **Schedule 1**, attached hereto
- B. Certification of Counsel Regarding Omnibus Order Approving First Interim Fee Applications of the Debtors' Professionals [D.I. 1095, 2/22/24]
- C. Omnibus Order Approving First Interim Fee Applications of the Debtors' Professionals [D.I. 1103, 2/23/24]
- D. Certification of Counsel Regarding Omnibus Order Approving First Interim Applications of the Committee Professionals [D.I. 1105, 2/23/24]
- E. Omnibus Order Approving First Interim Applications of the Committee Professionals [D.I. 1106, 2/23/24]

Objections Filed:

- A. Informal Response from the Office of the United States Trustee
- B. Fee Examiner's First Quarterly Reports [D.I. 1061–1069]

Status: Orders have been entered. No hearing is required.

**CONTESTED MATTERS GOING FORWARD**

- 4. Debtors' Thirtieth Omnibus Motion for Entry of an Order (I) Authorizing the Debtors to Reject Certain Executory Contracts and (II) Granting Related Relief [D.I. 998, 2/5/24]

Objection Deadline: February 20, 2024 at 4:00 p.m. (ET)

Related Documents:

- A. Declaration of Joshua D. Morse in Support of Limited Objection of Nikola Corporation to Debtors' Thirtieth Omnibus Motion for Entry of an Order (I) Authorizing the Debtors to Reject Certain Executory Contracts, (II) Granting Related Relief [D.I. 1088, 2/20/24]

Objections Filed:

- A. Objection and Reservation of Rights of Atlantic Specialty Insurance Company With Respect to Debtors' Thirtieth Omnibus Motion for Entry of an Order (I) Authorizing the Debtors to Reject Certain Executory Contracts, (II) Granting Related Relief [D.I. 1085, 2/20/24]
- B. Limited Objection of Nikola Corporation to Debtors' Thirtieth Omnibus Motion for Entry of an Order (I) Authorizing the Debtors to Reject Certain Executory Contracts, (II) Granting Related Relief [D.I. 1087, 2/20/24]

Status: This matter is going forward.

- 5. Debtors' Thirty-First Omnibus Motion for Entry of an Order (I) Authorizing the Debtors to Reject Certain Executory Contracts, and (II) Granting Related Relief [D.I. 1090, 2/20/24]

Objection Deadline: February 27, 2024 at 4:00 p.m. (ET)

Related Documents: None

Objections Filed:

- A. Informal Response from Regional Transportation Commission of Washoe County
- B. Miami-Dade County's Limited Objection to Rejection of its Executory Contracts by the Debtors' Thirty-First Omnibus Motion to Reject [D.I. 1121, 2/27/24]

- C. Philadelphia Indemnity Insurance Company's Limited Objection and Reservation of Rights to the Debtors' Thirty-First Omnibus Motion for Entry of an Order (I) Authorizing the Debtors to Reject Certain Executory Contracts, and (II) Granting Related Relief [D.I. 1125, 2/27/24]
- D. Philadelphia Indemnity Insurance Company's Corrected Limited Objection and Reservation of Rights to the Debtors' Thirty-First Omnibus Motion for Entry of an Order (I) Authorizing the Debtors to Reject Certain Executory Contracts, and (II) Granting Related Relief [D.I. 1133, 2/28/24]

Status: This matter is going forward.

- 6. Fourth Amended Joint Chapter 11 Plan of Reorganization for Proterra Inc and its Debtor Affiliate [D.I. 1039, 2/8/24]

Objection Deadline: February 27, 2024 at 4:00 p.m. (ET), *extended to February 27, 2024 at 6:00 p.m. (ET) for Philadelphia Indemnity Insurance Company, extended for Shyft Group EV Solutions, LLC to February 29, 2024 at 12:00 p.m. (ET), and extended for the Office of the United States Trustee for the District of Delaware to February 29, 2024 at 12:00 p.m. (ET)*

Related Documents:

- A. 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 [D.I. 529, 11/13/23]
- B. Notice of Filing Revised Plan Support Agreement and Plan Term Sheet With Technical Modifications [D.I. 565, 11/17/23]
- C. Joint Chapter 11 Plan of Reorganization for Proterra Inc and its Debtor Affiliate [D.I. 737, 12/17/23]
- D. Notice of Filing of Amended and Restated Plan Support Agreement [D.I. 794, 1/2/24]
- E. Notice of Filing of (I) First Amended Joint Chapter 11 Plan of Reorganization for Proterra Inc and its Debtor Affiliate and (II) Blackline Thereto [D.I. 795, 1/2/24]
- F. Notice of Filing of (I) Second Amended Joint Chapter 11 Plan of Reorganization for Proterra Inc and its Debtor Affiliate and (II) Blackline Thereto [D.I. 888, 1/15/24]
- G. Notice of Filing of (I) Third Amended Joint Chapter 11 Plan of Reorganization for Proterra Inc and its Debtor Affiliate and (II) Blackline Thereto [D.I. 921, 1/22/24]

- H. Notice of Filing of Blackline of Solicitation Version of Third Amended Joint Chapter 11 Plan of Reorganization for Proterra Inc and its Debtor Affiliate [D.I. 945, 1/25/24]
- I. Order (A) Approving the Adequacy of the Disclosure Statement; (B) Approving the Solicitation and Notice Procedures With Respect to Confirmation of the Debtors' Joint Chapter 11 Plan of Reorganization; (C) Approving the Forms of Ballots and Notices in Connection Therewith; (D) Scheduling Certain Dates With Respect Thereto; and (E) Granting Related Relief [D.I. 951, 1/25/24]
- J. Notice of (A) Hearing to Consider Confirmation of the Chapter 11 Plan of Reorganization for Proterra Inc and Its Debtor Affiliate and (B) Related Voting and Objection Deadlines [D.I. 952, 1/25/24]
- K. Notice of Filing of Second Amended and Restated Plan Support Agreement [D.I. 1040, 2/8/24]
- L. Affidavit of Publication of the Notice of (A) Hearing to Consider Confirmation of the Chapter 11 Plan of Reorganization for Proterra Inc and its Debtor Affiliate and (B) Related Voting and Objection Deadlines [D.I. 1050, 2/12/24]
- M. Notice of Filing of Plan Supplement for the Joint Chapter 11 Plan of Reorganization for Proterra Inc and its Debtor Affiliate [D.I. 1076, 2/16/24]
- N. Notice of (A) Executory Contracts and Unexpired Leases to be Assumed by the Debtors Pursuant to the Plan, (B) Cure Amounts, if any, and (C) Related Procedures in Connection Therewith [D.I. 1089, 2/20/24]
- O. Notice of Filing of Amended Exhibits B, C, and E of the Plan Supplement for the Fourth Amended Joint Chapter 11 Plan of Reorganization for Proterra Inc and its Debtor Affiliate [D.I. 1128, 2/27/24]
- P. Notice of (A) Executory Contracts and Unexpired Leases to be Assumed by the Debtors Pursuant to the Plan, (B) Cure Amounts, if any, and (C) Related Procedures in Connection Therewith [D.I. 1129, 2/27/24]

Objections Filed:

- A. Informal Responses:
  - i. The United States of America
  - ii. Ventura Systems, Inc.
  - iii. Cigna Health and Life Insurance Company
  - iv. Shyft Group EV Solutions, LLC
  - v. Bank of America, N.A.
- B. Martin Perko's Objection [D.I. 1007, 2/6/24]

- C. Letter from Richard L. Woller [D.I. 1047, 2/1/24]
- D. Eric Oben's Objection [D.I. 1048, 2/12/24]
- E. Letter from A. Khan [D.I. 1091, 2/20/24]
- F. Limited Objection of the Southeastern Pennsylvania Transportation Authority to the Fourth Amended Joint Chapter 11 Plan of Reorganization [D.I. 1101, 2/23/24]
- G. Limited Objection of Aldridge Electric Inc. to Notice to Contract Parties to Potentially Assumed Executory Contracts and Unexpired Leases [D.I. 1116, 2/26/24]
- H. Objection and Reservation of Rights of Lexon Insurance Company to Confirmation of the Debtors' Fourth Amended Joint Chapter 11 Plan of Reorganization for Proterra Inc and Its Debtor Affiliate [D.I. 1117, 2/27/24]
- I. Limited Objection of GS Operating, LLC d/b/a GexPro Services to Debtors' Fourth Amended Joint Chapter 11 Plan of Reorganization for Proterra Inc and its Debtor Affiliate [D.I. 1118, 2/27/24]
- J. Limited Objection and Reservation of Rights of Atlantic Specialty Insurance Company to the Fourth Amended Joint Chapter 11 Plan of Reorganization for Proterra Inc and its Debtor Affiliate [D.I. 1119, 2/27/24]
- K. Miami-Dade County's Limited Objection to Plan Confirmation [D.I. 1122, 2/27/24]
- L. Limited Objection of the City of Madison to the Fourth Amended Joint Chapter 11 Plan of Reorganization for Proterra Inc and its Debtor Affiliate and Limited Objection to Rejection of its Contracts [D.I. 1123, 2/27/24]
- M. Philadelphia Indemnity Insurance Company's Limited Objection and Reservation of Rights to the Fourth Amended Joint Chapter 11 Plan of Reorganization for Proterra Inc and its Debtor Affiliate [D.I. 1126, 2/27/24]
- N. Philadelphia Indemnity Insurance Company's Corrected Limited Objection and Reservation of Rights to the Fourth Amended Joint Chapter 11 Plan of Reorganization for Proterra Inc and its Debtor Affiliate [D.I. 1132, 2/28/24]
- O. United States Trustee's Objection to Confirmation of the Fourth Amended Joint Chapter 11 Plan of Reorganization for Proterra Inc and its Debtor Affiliate (D.I. 1039) [D.I. 1134, 2/29/24]

Status: This matter is going forward. The Debtors intend to file a proposed form of order, confirmation brief, and declarations in support of confirmation of the Plan. The Debtors will file an amended agenda in advance of the hearing.

Dated: March 1, 2024  
Wilmington, Delaware

Respectfully submitted,

**YOUNG CONAWAY STARGATT &  
TAYLOR, LLP**

/s/ Shella Borovinskaya

Pauline K. Morgan (No. 3650)  
Andrew L. Magaziner (No. 5426)  
Shella Borovinskaya (No. 6758)  
Rodney Square  
1000 North King Street  
Wilmington, Delaware 19801  
Telephone: (302) 571-6600  
Facsimile: (302) 571-1253  
Email: pmorgan@ycst.com  
amagaziner@ycst.com  
sborovinskaya@ycst.com

- and -

**PAUL, WEISS, RIFKIND,  
WHARTON & GARRISON LLP**

Paul M. Basta (admitted *pro hac vice*)  
Robert A. Britton (admitted *pro hac vice*)  
Michael J. Colarossi (admitted *pro hac vice*)  
1285 Avenue of the Americas  
New York, New York 10019  
Tel: (212) 373-3000  
Fax: (212) 757-3990  
Email: pbasta@paulweiss.com  
rbritton@paulweiss.com  
mcolarossi@paulweiss.com

*Counsel to the Debtors and  
Debtors in Possession*

**Schedule 1**

**First Interim Fee Applications**



**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)  
)

**FIRST INTERIM FEE APPLICATIONS**

**Debtors' Professionals:**

**YOUNG CONAWAY STARGATT & TAYLOR, LLP**

- A. Notice of First Interim Fee Application of the Debtors' Professionals for the Period From August 7, 2023 Through and Including October 31, 2023 [D.I. 729, 12/15/23]
1. Monthly Fee Application for the Period From August 7, 2023 Through September 30, 2023 [D.I. 348, 10/10/23]
  2. Certificate of No Objection [D.I. 499, 11/2/23]
  3. Monthly Fee Application for the Period October 1, 2023 Through October 31, 2023 [D.I. 535, 11/15/23]
  4. Certificate of No Objection [D.I. 701, 12/7/23]
  5. Supplement to First Interim Fee Request [D.I. 731, 12/15/23]
  6. Fee Examiner's Final Report Regarding First Quarterly Fee Application of Young Conaway Stargatt & Taylor, LLP [D.I. 1061, 2/15/24]

**PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP**

- B. Notice of First Interim Fee Application of the Debtors' Professionals for the Period From August 7, 2023 Through and Including October 31, 2023 [D.I. 729, 12/15/23]
1. Monthly Fee Application for the Period From August 7, 2023 Through September 30, 2023 [D.I. 428, 10/17/23]
  2. Certificate of No Objection [D.I. 517, 11/8/23]

---

<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: Protterra Inc (9565); and Protterra Operating Company, Inc. (8459). The location of the Debtors' service address is: 500 Pennsylvania Avenue, PO Box 2205, Greer, SC 29652.

3. Monthly Fee Application for the Period From October 1, 2023 Through October 31, 2023 [D.I. 538, 11/15/23]
4. Certificate of No Objection [D.I. 700, 12/7/23]
5. Supplement to First Interim Fee Request [D.I. 730, 12/15/23]
6. Fee Examiner's Final Report Regarding First Quarterly Fee Application of Paul, Weiss, Rifkind, Wharton & Garrison LLP [D.I. 1062, 2/15/24]

**KURTZMAN CARSON CONSULTANTS LLC**

- C. Notice of First Interim Fee Application of the Debtors' Professionals for the Period From August 7, 2023 Through and Including October 31, 2023 [D.I. 729, 12/15/23]
1. Monthly Application for the Period From August 7, 2023 Through August 31, 2023 [D.I. 349, 10/10/23]
  2. Certificate of No Objection [D.I. 501, 11/2/23]
  3. Monthly Application for the Period from September 1, 2023 Through September 30, 2023 [D.I. 503, 11/3/23]
  4. Certificate of No Objection [D.I. 661, 11/28/23]
  5. Monthly Application for the Period from October 1, 2023 Through October 31, 2023 [D.I. 539, 11/16/23]
  6. Certificate of No Objection [D.I. 713, 12/11/23]
  7. Fee Examiner's Final Report Regarding First Quarterly Fee Application of Kurtzman Carson Consultants LLC [D.I. 1065, 2/15/24]

**MOELIS & COMPANY LLC**

- D. Notice of First Interim Fee Application of the Debtors' Professionals for the Period From August 7, 2023 Through and Including October 31, 2023 [D.I. 729, 12/15/23]
1. Monthly Fee Application for the Period From August 7, 2023 Through September 30, 2023 [D.I. 350, 10/10/23]
  2. Certificate of No Objection [D.I. 500, 11/2/23]
  3. Monthly Fee Application for the Period From October 1, 2023 Through October 31, 2023 [D.I. 534, 11/15/23]

4. Certificate of No Objection [D.I. 702, 12/8/23]
5. Supplement to Fee Applications [D.I. 1059, 2/14/24]
6. Fee Examiner's Final Report Regarding First Quarterly Fee Application of Moelis & Company [D.I. 1063, 2/15/24]

**KPMG LLP**

- E. Notice of First Interim Fee Application of the Debtors' Professionals for the Period From August 7, 2023 Through and Including October 31, 2023 [D.I. 729, 12/15/23]
1. Monthly Fee Application for the Period From August 7, 2023 Through September 30, 2023 [D.I. 542, 11/16/23]
  2. Certificate of No Objection [D.I. 712, 12/11/23]
  3. Monthly Fee Application for the Period From October 1, 2023 Through October 31, 2023 [D.I. 688, 12/6/23]
  4. Certificate of No Objection [D.I. 788, 12/29/23]
  5. Fee Examiner's Final Report Regarding First Quarterly Fee Application of KPMG LLP [D.I. 1064, 2/15/24]

**Committees' Professionals:**

**MORRIS JAMES, LLP**

- F. Summary of First Interim Fee Application of Morris James LLP for the Period From August 26, 2023 Through October 31, 2023 [D.I. 733, 12/15/23]
1. Monthly Fee Application for the Period From August 26, 2023 Through September 30, 2023 [D.I. 460, 10/23/23]
  2. Certificate of No Objection [D.I. 531, 11/14/23]
  3. Monthly Fee Application for the Period From October 1, 2023 Through October 31, 2023 [D.I. 642, 11/27/23]
  4. Certificate of No Objection [D.I. 756, 12/20/23]
  5. Fee Examiner's Final Report Regarding First Quarterly Fee Application of Morris James LLP [D.I. 1066, 2/15/24]

**LOWENSTEIN SANDLER LLP**

- G. Summary of First Interim Fee Application of Lowenstein Sandler LLP for the Period From August 26, 2023 Through October 31, 2023 [D.I. 732, 12/15/23]
1. Monthly Fee Application for the Period From August 26, 2023 Through September 30, 2023 [D.I. 459, 10/23/23]
  2. Certificate of No Objection [D.I. 530, 11/14/23]
  3. Monthly Fee Application for the Period From October 1, 2023 Through October 31, 2023 [D.I. 641, 11/27/23]
  4. Certificate of No Objection [D.I. 755, 12/20/23]
  5. Fee Examiner's Final Report Regarding First Quarterly Fee Application of Lowenstein Sandler LLP [D.I. 1067, 2/15/24]

**MILLER BUCKFIRE**

- H. Consolidated First Monthly and First Interim Fee Application of Miller Buckfire for the Period From August 29, 2023 Through October 31, 2023 [D.I. 735, 12/15/23]
1. Fee Examiner's Final Report Regarding First Quarterly Fee Application of Miller Buckfire [D.I. 1069, 2/15/24]

**BERKELEY RESEARCH GROUP LLC**

- I. First Interim Fee Application of Berkeley Research Group, LLC for the Period From August 29, 2023 Through October 31, 2023 [D.I. 734, 12/15/23]
1. Fee Application for the Period August 29, 2023 Through September 30, 2023 [D.I. 492, 10/31/23]
  2. Certificate of No Objection [D.I. 618, 11/22/23]
  3. Fee Application for the Period October 1, 2023 Through October 31, 2023 [D.I. 673, 12/4/23]
  4. Certificate of No Objection [D.I. 779, 12/27/23]
  5. Fee Examiner's Final Report Regarding First Quarterly Fee Application of Berkeley Research Group, LLC [D.I. 1068, 2/15/24]