

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

Prodigy Investments Holdings, Inc.,¹

Reorganized Debtor.

Chapter 11

Case No. 23-11120 (BLS)

Re: Docket Nos. 36, 218, 833, 1122, & 1180

**NOTICE OF ASSUMPTION AND ASSIGNMENT OF THE MIAMI-DADE COUNTY
DTPW'S EXECUTORY CONTRACTS TO PHOENIX MOTOR INC.**

PLEASE TAKE NOTICE THAT, on August 8, 2023, Proterra Inc. and Proterra Operating Company, Inc. (together, the “Debtors”) filed the *Debtors’ Motion for Entry of: (I) an Order (A) Approving Bidding Procedures to Govern the Sale of All Or Substantially All of the Debtors’ Assets Pursuant to Section 363 of the Bankruptcy Code, (B) Approving Procedures Regarding Entry Into One or More Stalking Horse Agreements, (C) Establishing Procedures for the Assumption and Assignment of Executory Contracts and Unexpired Leases, (D) Approving the Form and Manner of the Notice of Assumption and Assignment of Executory Contracts and Unexpired Leases, (E) Scheduling Auctions for the Sales of the Company Assets and Hearings to Consider Approval of the Sales and Approving the Form and Manner of the Notice Thereof, (F) Approving Certain Wind-Down Procedures, and (G) Granting Related Relief; and (II) an Order (A) Authorizing and Approving the Debtors’ Entry Into One or More Asset Purchase Agreements, (B) Authorizing the Sale of All or Substantially All of the Debtors’ Assets Free and Clear of Liens, (C) Approving the Assumption and Assignment of the Assumed Executory Contracts and Unexpired Leases, and (D) Granting Related Relief* [Docket No. 36] (the “Motion”).

PLEASE TAKE FURTHER NOTICE that, on September 7, 2023, the Court entered an order [Docket No. 218] (the “Bidding Procedures Order”), approving, among other things, (i) procedures pursuant to which the Debtors, in consultation with the Consultation Parties, are authorized to solicit and pursue (such procedures, the “Bidding Procedures”) one or more sales or dispositions of all or any portion of the Debtors’ assets (the “Company Assets”) under section 363 of the Bankruptcy Code (each, an “Asset Sale”) and any other type of strategic transaction involving the Debtors and/or the Company Assets, including, without limitation, a financing process for the potential raising of debt or equity financing through a chapter 11 plan of reorganization and/or a chapter 11 plan of reorganization proposed by the Cowen Parties, as holders of the Second Lien Convertible Notes, premised upon the preservation of the Debtors’ net operating losses upon their emergence from these chapter 11 cases (any of the immediately foregoing, a “Recapitalization Transaction”, and, any of the foregoing, including an Asset Sale, a “Potential Transaction”), (ii) the scheduling of a hearing to approve (a) the Sale of the Track A Assets and (b) the Sale of the Track B Assets, each free and clear of any liens, claims, and

¹ The Reorganized Debtor in this chapter 11 case (f/k/a Proterra Inc.), along with the last four digits of the Reorganized Debtor’s federal tax identification number, is: Prodigy Investments Holdings, Inc. (9565). The location of the Reorganized Debtor’s service address is: 3350 Virginia St., 2nd Floor, Miami, FL 33133.



encumbrances under section 363 of the Bankruptcy Code, and (iii) procedures in connection with the assumption and assignment of any executory contracts or unexpired leases the Debtors seek to have assumed and assigned in connection with a Potential Transaction.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Bidding Procedures Order, the Debtors filed and served (i) the Original Cure Notice on or around September 25, 2023, (ii) the First Amended Cure Notice on or around October 25, 2023, (iii) the Second Amended Cure Notice on or around November 10, 2023, and (iv) the Third Amended Cure Notice on or around November 27, 2023, in each case, notifying parties to certain Contracts listed on the respective Prior Contracts Schedule attached thereto that such Contracts may be assumed and assigned pursuant to the relief requested in the Motion.

PLEASE TAKE FURTHER NOTICE that, on January 9, 2024, the Court entered an order authorizing the sale of the Proterra Transit Assets and the Battery Lease Assets to Phoenix Motor, Inc., as Successful Bidder for such assets [Docket No. 833].

PLEASE TAKE FURTHER NOTICE that, on February 27, 2024, Miami-Dade County Department of Transportation and Public Works (“Miami-Dade County DTPW”) filed a limited objection to plan confirmation to the extent it required rejection of Miami-Dade County’s executory contracts (the “County Contracts” as defined in Docket No. 1122) prior to April 5, 2023 [Docket No. 1122].

PLEASE TAKE FURTHER NOTICE that, on March 6, 2024, the Court entered the *Findings of Fact, Conclusions of Law, and Order Confirming the Fifth Amended Joint Chapter 11 Plan or Reorganization of Proterra Inc and its Debtor Affiliate* (the “Confirmation Order”) [Docket No. 1180]. Paragraph 152 of the Confirmation Order provides for the rejection of the County Contracts on April 5, 2024, unless, prior to such time, the Miami-Dade County DTPW, Phoenix Motor, Inc. and the Debtors or Distribution Trustee (as the successor to the Debtors), as applicable, agree to the assumption and assignment of the County Contracts, in which case the County Contracts shall be assumed and assigned to Phoenix Motor, Inc. in accordance with the terms of such agreement.

PLEASE TAKE FURTHER NOTICE that, on April 4, 2024, Miami-Dade County DTPW, Phoenix Motor, Inc., the Debtor and Distribution Trustee consented to the assumption and assignment of the County Contracts to Phoenix Motor Inc., in accordance with such agreement.

PLEASE TAKE FURTHER NOTICE that this Notice is subject to the full terms and conditions of the Motion, the Bidding Procedures Order, the Bidding Procedures, and the Confirmation Order which shall control in the event of any conflict, and the Reorganized Debtor and Distribution Trust urge parties in interest to review such documents in their entirety. Copies of the Motion, the Bidding Procedures, and the Bidding Procedures Order, in addition to any related documents that may be filed, may be obtained by accessing (i) the website of the Reorganized Debtor’s notice and claims agent, Kurtzman Carson Consultants LLC (“KCC”), at www.kccllc.net/proterra for no charge, or (ii) the Court’s internet site: <https://ecf.deb.uscourts.gov>, for a fee, through an account obtained from the PACER website at <http://pacer.psc.uscourts.gov>.

The documents also may be obtained from the Reorganized Debtor's claims and notice agent, KCC, at 888-251-3076 (USA or Canada) or 310-751-2617 (International).

Dated: April 5, 2024

MORRIS JAMES LLP

/s/ Siena B. Cerra

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