

H-GAC

Houston-Galveston Area Council

P.O. Box 22777 · 3555 Timmons · Houston, Texas 77227-2777

Cooperative Agreement - Amendment - Phoenix Cars LLC - Public Services - ID: 12225

FULL CONTRACT ASSIGNMENT AND ASSUMPTION AGREEMENT

This Contract Assignment and Assumption Agreement is made by and between the Houston-Galveston Area Council hereinafter referred to as H-GAC, Proterra Operating Company Inc. (Contractor) at 1815 Rollins Road, Burlingame, CA 94010 and Phoenix Cars LLC, (Contractor) at 1500 Lakeview Loop., Anaheim, CA 92807.

WHEREAS, Contractor has first made H-GAC aware of the need for a Full Assignment of the original Agreement to the new Contractor. This notice should be made to H-GAC via a letter or formal notice provided to H-GAC detailing the reason(s) for the Assignment. This formal notice from the Contractor will be included as Attachment A of this Assignment Agreement.

WHEREAS, Contractor entered into a Contract, identified as ID 6156, with H-GAC.

WHEREAS, Contractor wishes to assign the full performance of its obligations under the Contract to Assignee, effective on the Effective Date defined below; for the duration of the contract through the End Date of the Agreement, Dec 31 2024.

WHEREAS, Contractor is willing to accept such assignment, perform as stipulated in the original Contract (a copy of which will be provided to Assignee by Contractor) and comply with all the General and Special Provisions.

WHEREAS, H-GAC is willing to consent to such assignment on the terms stated herein;

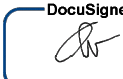
NOW THEREFORE, the parties agree as follows:

1. Contractor hereby assigns to Contractor all of its rights and obligations, including payment, under the Contract on the Effective Date (defined below). Contractor will continue to be responsible for all actions taken by Contractor and Purchase Orders (if applicable) processed under the Contract prior to the Effective Date of this Assignment Agreement.
2. Contractor hereby accepts the assignment of Contractor's rights under the Contract, including payment, and assumes all of Contractor's obligations under the Contract from and after the Effective Date. Contractor agrees to perform the duties of the Contractor under the Contract and to comply with all Contract General and Special Provisions commencing on the Effective Date.
3. H-GAC hereby consents to such assignment and assumption.

Unless otherwise noted, this Agreement goes into effect on the date signed by H-GAC (the "Effective Date"). All other terms and conditions of the Contract shall remain unchanged and in full force and effect.

IN WITNESS WHEREOF, the parties have caused this Full Contract Assignment and Assumption Agreement to be executed by their respective duly authorized representatives.

H-GAC

Signature  DocuSigned by:
82EC270D5D61423...

Name Chuck Wemple

Title Executive Director

Date 5/7/2024

Proterra Operating Company Inc. (Contractor)


Signature Company dissolved, no
signature can be
obtained.

Name ~~John Walsh~~

Title Sr. Vice President - Sales
XXXXXXXXXXXXXXXXXXXX

Date XXXXXXXXXXXXXXXXXXXX

Phoenix Cars LLC (Contractor)

Signature  DocuSigned by:
10779D58B4864A1...

Name ~~XXXXXX~~ Jose Paul

Title ~~XXXXXX~~ Chief Revenue Officer

Date 5/2/2024

H-GAC

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AMENDMENT No. 2 to CONTRACT No. BT01-21

For

Buses - Shuttle, Transit, Trams & Other Specialty Buses

Between

HOUSTON-GALVESTON AREA COUNCIL

And

Phoenix Cars LLC


THIS AMENDMENT modifies the above referenced Contract as follows:

Contract is extended through Dec 31 2024 Midnight CST or the effective date of the contracts resulting from the most recently awarded Request For Proposal (RFP) for Buses - Shuttle, Transit, Trams & Other Specialty Buses, whichever occurs first.

Unless otherwise noted, this amendment goes into effect on the date signed by **H-GAC**. All other terms and conditions of this Contract shall remain unchanged and in full force and effect.

IN WITNESS WHEREOF, the parties have caused this Agreement to be executed by their respective duly authorized representatives.

Signed for: **Houston-Galveston Area Council**


DocuSigned by:

82EC270D5D61423...

Chuck Wemple
Executive Director

Date: 5/7/2024

Signed for: **Phoenix Cars LLC**

Printed Name: Jose Paul
Title: Chief Revenue Officer

DocuSigned by:

10779D58B4864A1...
XXXXXXXXXXXXXXXX
Mary Keeder
XXXXXXXXXXXXXXXX
Bid Manager
XXXXXXXXXXXX

Date: 5/2/2024