

# H-GAC

Houston-Galveston Area Council

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

Cooperative Agreement - Extension - Innotex Corp - Public Services - ID: 12688

## EXTENSION No. 4 to CONTRACT No. EE08-19

For

Emergency Medical & Rescue Equipment

Between

**HOUSTON-GALVESTON AREA COUNCIL**

And

**Innotex Corp**

THIS AMENDMENT modifies the above referenced Contract as follows:

Contract is extended through Oct 31 2024 Midnight CST or the effective date of the contracts resulting from the most recently awarded Request For Proposal (RFP) for Emergency Medical & Rescue Equipment, 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:  
  
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Chuck Wemple  
Executive Director  
Date: 7/11/2024

Signed for: **Innotex Corp**

Printed Name:  
Title:

DocuSigned by:  
  
D529D475B525476...  
Rene-Frederic Roy  
Director of Finance  
Date: 7/8/2024

**Houston-Galveston Area Council**  
3555, Timmons Lane, Suite 120  
Houston, Texas  
77027

HGAC MAILROOM  
2024 JUN 17 AM 9:34

**June 12, 2024**

ATTN: [contracts@h-gac.com](mailto:contracts@h-gac.com)  
CC: [charles.wemple@h-gac.com](mailto:charles.wemple@h-gac.com)

Via email and registered mail

Re: Consent to a Proposed Transaction – Contract EE08-19 for the Supply of Emergency Medical & Rescue Equipment dated as of June 23, 2019, as amended on April 27, 2021, July 26, 2022, and August 25, 2023 (the “**Agreement**”) by and between Houston-Galveston Area Council (the “**City**” or “**you**”) and Innotex Corp. (“**Innotex**”).

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Dear Sir, Dear Madam,

This letter is to inform you that the shareholders of Innotex Inc. are expected to enter into a transaction with an entity controlled by Clearspring Capital Partners or an affiliate thereof (the “**Purchaser**”) whereby the Purchaser would acquire the equity interests of Innotex Inc. and Innotex Holding Inc. (the “**Parent Companies**”) (the “**Proposed Transaction**”), thereby resulting in a change of control of Innotex. The Proposed Transaction further contemplates the amalgamation of the Purchaser with both or either of the Parent Companies.

Pursuant to the terms of the Agreement, the Proposed Transaction requires the City’s written consent. Accordingly, we respectfully request that the City gives its written consent to the Proposed Transaction.

By executing this letter, the City hereby (a) acknowledges receipt of this letter pursuant to the Agreement (and any other agreement between you or any of your subsidiaries and the Parent Companies or any of their subsidiaries) with respect to the Proposed Transaction, (b) agrees and acknowledges that the consummation of the Proposed Transaction will not be deemed a breach of, or default under, any change of control provision, assignment provision, amalgamation provision or any other provision of the Agreement and will not cause the termination of or otherwise affect the Agreement, (c) waives any notice or termination rights under the Agreement that could be triggered in connection with the Proposed Transaction, and (d) acknowledges and agrees that the Agreement will continue to be effective and in good standing after the Proposed Transaction (with all current terms and conditions remaining unchanged after the closing of the Proposed Transaction), and that no further actions are required under the Agreement as concerns the Proposed Transaction. In the event that the Proposed Transaction is not completed, your consent will be withdrawn and will be of no force or effect.

The subject matter set forth in this letter is confidential and should be safeguarded pursuant to your confidentiality obligations to Innotex. You hereby agree not to disclose the existence of, or any information relating to, the Proposed Transaction mentioned above, or the contents of this letter.

At your earliest convenience, please email a signed copy of this letter to the attention of Mr. Louis Carpentier at [Louis.Carpentier@innotexprotection.com](mailto:Louis.Carpentier@innotexprotection.com) by no later than **June 20, 2024**. Please do not hesitate to contact Mr. Louis Carpentier if you have any questions. Your prompt attention to this matter is greatly appreciated.

Very yours truly,

**INNOTEX INC**

DocuSigned by:  
By: Louis Carpentier  
Name: Louis Carpentier  
Title: President

**ACCEPTED AND AGREED ON** 7/11/2024,  
2024

**HOUSTON-GALVESTON AREA  
COUNCIL**

DocuSigned by:  
By: Charles Wemple  
Name: Charles Wemple  
Title: Authorized Signatory Executive Director