

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:

Prodigy Investment Holdings, Inc.,<sup>1</sup>

Reorganized Debtor.

Chapter 11

Case No. 23-11120 (BLS)

(Jointly Administered)

**CERTIFICATION OF COUNSEL REGARDING ORDER APPROVING  
STIPULATION AND SETTLEMENT AGREEMENT RESOLVING AND FIXING AT \$0  
CLAIM NO. 854 FILED BY DULUTH TRANSIT AUTHORITY**

The undersigned counsel to Steven Balasiano, solely in his capacity as the distribution trustee (the “Distribution Trustee”) of the PTR A Distribution Trust (the “Distribution Trust”) established in the above-captioned chapter 11 case (the “Chapter 11 Case”) of the reorganized debtor (“Prodigy” or the “Reorganized Debtor”) hereby certifies as follows:

1. On August 7, 2023, Proterra Inc (“Proterra”) and its affiliate, Proterra Operating Company, Inc. (“Proterra Operating”) (together with Proterra Inc, the “Debtors”) filed voluntary petitions for relief in the United States Bankruptcy Court for the District of Delaware (the “Court”), commencing the Chapter 11 Cases.<sup>2</sup>

2. On November 7, 2023, Duluth Transit Authority (“Claimant” and, together with the Distribution Trustee, the “Parties,” and each a “Party”) timely filed proof of claim number 854 against Debtor Proterra Operating in the amount of \$1,826,221.50 (the “Claim”).

<sup>1</sup> The Reorganized Debtor in this Chapter 11 Case, 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.

<sup>2</sup> For the avoidance of doubt, references to the Debtors and the Chapters 11 Cases pertain to the time period before the entry of the *Order (I) Amending Case Caption to Reflect Change of Debtors’ Names, (II) Closing Proterra Operating Company, Inc’s Chapter 11 Case; and (III) Granting Related Relief* [D.I. 1233] (the “Case Closing Order”), while references to the Reorganized Debtor and the Chapter 11 Case pertain to the period after the Effective Date and entry of the Case Closing Order, as applicable.



3. By order entered on March 6, 2024 [D.I. 1180], the Bankruptcy Court confirmed the *Fifth Amended Joint Chapter 11 Plan of Reorganization for Proterra Inc and its Debtor Affiliate* (the “Plan”) [D.I. 1154] and approved all supplements thereto, including the Distribution Trust Agreement (“DTA”).<sup>3</sup> The Effective Date of the Plan occurred on March 13, 2024.

4. Pursuant to the Plan, as of the Effective Date, the Distribution Trust was established, for among other reasons, to provide for distributions to the Distribution Trust’s Beneficiaries. *See* Plan, Art. IV. In order to effectuate the aforementioned distributions, the Plan and the DTA authorize the Distribution Trustee to pursue objections to, and estimation and settlements of, all Disputed Claims, such as the Claim. *See* Plan, Art. IV.C.7.

5. The Distribution Trustee and the Claimant engaged in arm’s-length negotiations regarding the Claim and have agreed that the Claim will be allowed at \$0.

6. The Parties consent to the above relief and have memorialized their agreement in the *Stipulation and Settlement Agreement Resolving and Fixing at \$0 Claim No. 854 Filed by Duluth Transit Authority* (the “Settlement Agreement”).

7. The Distribution Trustee has prepared a proposed order (the “Proposed Order”), attached hereto as **Exhibit A**, approving the Settlement Agreement. A true and correct copy of the Settlement Agreement is attached as **Exhibit 1** to the Proposed Order.

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<sup>3</sup> Capitalized terms used but not defined in this Stipulation shall have the meanings ascribed to such terms in the Plan.

8. Based on the foregoing, the Parties respectfully request that the Court enter the attached Proposed Order approving the Settlement Agreement.

Dated: April 29, 2025  
Wilmington, Delaware

**MORRIS JAMES LLP**

/s/ Siena B. Cerra

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*Counsel to the Distribution Trustee*

**EXHIBIT A**

Proposed Order

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

In re:

Prodigy Investment Holdings, Inc.,<sup>1</sup>

Reorganized Debtor.

Chapter 11

Case No. 23-11120 (BLS)

Jointly Administered

Re: Docket No. \_\_\_\_

**ORDER APPROVING STIPULATION AND SETTLEMENT AGREEMENT**

This Court, having considered the *Stipulation and Settlement Agreement Resolving and Fixing at \$0 Claim No. 854 Filed by Duluth Transit Authority* (the “Settlement Agreement”) between and among the PTRA Distribution Trust (the “Distribution Trust”) and Duluth Transit Authority (“Claimant”) attached hereto as **Exhibit 1**; the Court having determined that good and adequate cause exists for approval of the Settlement Agreement; and the Court having determined that no further notice of the Settlement Agreement must be given:

IT IS HEREBY ORDERED THAT:

1. The Settlement Agreement is approved.
2. The Distribution Trustee and the claims agent, Verita Global, LLC (f/k/a Kurtzman Carson Consultants LLC), are authorized and directed to modify the claims register to comport with the relief granted in this Order and as set forth in the Settlement Agreement.
3. The Distribution Trustee shall only be required to serve this Order on: (a) the U.S. Trustee; (b) the Claimant, and (c) any party that has requested notice pursuant to Bankruptcy Rule 2002.

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<sup>1</sup> The Reorganized Debtor in this Chapter 11 Case, 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.

4. The Bankruptcy Court shall retain jurisdiction over all matters pertaining to the implementation, interpretation, and enforcement of the Settlement Agreement.

**EXHIBIT 1**

Settlement Agreement

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

In re:

Prodigy Investment Holdings, Inc.,<sup>1</sup>

Reorganized Debtor.

Chapter 11

Case No. 23-11120 (BLS)

Jointly Administered

**STIPULATION AND SETTLEMENT AGREEMENT RESOLVING AND FIXING AT \$0  
CLAIM NO. 854 FILED BY DULUTH TRANSIT AUTHORITY**

This Stipulation and Settlement Agreement (the “Stipulation”) is being entered into by and among Steven Balasiano, in his capacity as the distribution trustee (the “Distribution Trustee”) of the PTR A Distribution Trust (the “Distribution Trust”) established in the above-captioned chapter 11 case (the “Chapter 11 Case”) of the reorganized debtor, and Duluth Transit Authority (“Claimant” and, together with the Distribution Trustee, the “Parties,” and each a “Party”), by their undersigned counsel.

**Recitals**

A. On August 7, 2023, Proterra Inc (“Proterra”) and its affiliate, Proterra Operating Company, Inc. (“Proterra Operating,” and together with Proterra, the “Debtors”) filed voluntary petitions for relief in the United States Bankruptcy Court for the District of Delaware, commencing the Chapter 11 Cases.<sup>2</sup>

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<sup>1</sup> The Reorganized Debtor in this Chapter 11 Case, 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.

<sup>2</sup> For the avoidance of doubt, references to the Debtors (as defined herein) and the Chapter 11 Cases pertain to the time before the entry of the Case Closing Order (as defined herein), as referenced herein, while references to the Reorganized Debtor (as defined herein) and the Chapter 11 Case pertain to the period after the Effective Date (as defined herein) and entry of the Case Closing Order, as applicable.



B. On November 7, 2023, Claimant timely filed proof of claim number 854 against Debtor Proterra Operating in the amount of \$1,826,221.50 (the “Claim”).

C. By order entered on March 6, 2024 [D.I. 1180], the Bankruptcy Court confirmed the *Fifth Amended Joint Chapter 11 Plan of Reorganization for Proterra Inc and its Debtor Affiliate* (the “Plan”) [D.I. 1154] and approved all supplements thereto, including the Distribution Trust Agreement (“DTA”).<sup>3</sup> The Effective Date of the Plan occurred on March 13, 2024.

D. Pursuant to the Plan, as of the Effective Date, the Distribution Trust was established, for among other reasons, to provide for distributions to the Distribution Trust’s Beneficiaries. *See* Plan, Art. IV. In order to effectuate the aforementioned distributions, the Plan and the DTA authorize the Distribution Trustee to pursue objections to, and estimation and settlements of, all Disputed Claims, such as the Claim. *See* Plan, Art. IV.C.7.

E. The Distribution Trustee and the Claimant engaged in arm’s-length negotiations regarding the Claim and have agreed that the Claim will be allowed as, and to, the extent set forth herein.

### **Agreement**

1. Allowed Claim. The Parties hereby acknowledge and agree that the Claim is allowed as a Class 5 General Unsecured Claim in the amount of \$0.00 (the “Allowed Claim”). The Allowed Claim shall be treated as an Allowed Class 5 General Unsecured Claim for all purposes under the Plan. Any other claims filed by, or scheduled on behalf of Claimant, if any, shall be disallowed and expunged, and Claimant shall be prohibited from filing any other claims against the Debtors, their estates, the Reorganized Debtor, the Distribution Trustee or the

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<sup>3</sup> Capitalized terms used but not defined in this Stipulation shall have the meanings ascribed to such terms in the Plan.

Distribution Trust, of any type or nature. The Distribution Trustee shall be authorized to modify the claims register in Chapter 11 Cases to reflect the agreements reflected herein.

2. Representations and Warranties. Each of the undersigned signatories hereby represents and warrants that he/she/it has the power and authority to execute and deliver this Stipulation on behalf of his respective client(s). Each of the Parties to this Stipulation represents that (i) such Party has the power and authority to enter into and perform under this Stipulation; (ii) such Party has taken all necessary actions to authorize the execution, delivery and performance of this Stipulation; (iii) this Stipulation has been duly executed and delivered by such Party and constitutes the legal, valid, and binding obligations of such Party, enforceable against it in accordance with their respective terms; (iv) such Party's execution, delivery, and performance of this Stipulation does not and will not conflict with, or constitute a violation or breach of, or constitute a default under, any obligation of such Party and will not violate any applicable law, or any order or decree of any court or government instrumentality applicable to such party; and (v) such Party has entered into this Stipulation in reliance on its own independent investigation and analysis of the facts underlying the subject matter of this Stipulation, has not relied upon any representations by any other Party or any other Party's attorneys, managers, agents, employees or representatives other than those that are set forth in this Stipulation, and no representations, warranties, or promises of any kind have been made directly or indirectly to induce it to execute this Stipulation other than those that are set forth expressly in this Stipulation.

3. No Assignment. Claimant hereby represents and warrants that it has no other claims against the Debtors, their estates, the Reorganized Debtor, the Distribution Trustee, and

the Distribution Trust other than the Claim and that it has not assigned or transferred the Claim to any person or entity.

4. Voluntary Agreement. The Parties acknowledge that they have read all of the terms of this Stipulation, have had an opportunity to consult with counsel of their own regarding its terms and enters into this Stipulation voluntarily and without duress.

5. Joint Drafting. This Stipulation shall be deemed to have been jointly drafted by the Parties, and in construing and interpreting this Stipulation, no provision shall be construed or interpreted for or against any Party because such provision or any other provision of the Agreement was purportedly prepared or requested by such Party.

6. Entire Agreement. This Stipulation constitutes the entire agreement between the Parties and may only be modified in writing signed by the Parties or their duly appointed agents. All prior agreements and understandings between the Parties concerning the subject matter hereof are superseded by the terms of this Stipulation.

7. Counterparts. This Stipulation may be executed in one or more counterparts, all of which shall be deemed to be a single original.

*[Remainder of page is intentionally left blank]*

8. Jurisdiction. The Bankruptcy Court shall retain jurisdiction over all matters pertaining to the implementation, interpretation, and enforcement of this Stipulation.

Dated: New York, New York  
April 29, 2025

**LOWENSTEIN SANDLER LLP**

By: /s/ Eric S. Chafetz

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Dated: Wilmington, DE  
April 29, 2025

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