



**PROTERRA**

## Pinellas Suncoast Transit Authority

### 5. Proposal Form

RFP 21-980369

## CER 9. Other Certifications

### CER 9.1 Proposal Form

Proposer shall complete the following form and include it in the price Proposal.

#### PROPOSAL

By execution below by a duly authorized representative(s) of the Proposer, the Proposer hereby offers to furnish equipment and services as specified in its Proposal submitted to **Pinellas Suncoast Transit Authority** in response to Request for Proposal No. 21-980369 Electric Transit Buses with Charging and Associated Equipment

Proposer: Proterra Operating Company, Inc.

Street address: 1815 Rollins Rd.

City, state, ZIP: Burlingame, CA 94010

Name and title of Authorized Signer(s): John Walsh - Chief Commercial Officer

Name and title of Authorized Signer(s): \_\_\_\_\_

Phone: (256) 499-5696

DocuSigned by:  190E3CD36916412...	9/10/2021
Authorized signature	Date

_____	_____
Authorized signature	Date



**PROTERRA**

## Pinellas Suncoast Transit Authority

### 6. All Federal Certifications

RFP 21-980369

**CER 8. Federal Certifications****CER 8.1 Buy America Certification**

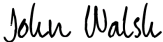
This form is to be submitted with an offer exceeding the small purchase threshold for federal assistance programs, currently set at \$150,000.

**Certificate of Compliance**

The Contractor hereby certifies that it will comply with the requirements of 49 USC 5323(j)(1) and (13), as amended, and the regulations of 49 CFR 661.11:

**Name and title:** John Walsh - Chief Commercial Officer

**Company:** Proterra Operating Company, Inc.

DocuSigned by:  
  
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Authorized signature

9/10/2021

Date

**OR****Certificate of Non-Compliance**

The Contractor hereby certifies that it cannot comply with the requirements of 49 USC 5323(j)(1) and (13), as amended, but may qualify for an exception to the requirements consistent with 49 USC 5323(j)(1) and (13), as amended, and regulations in 49 CFR 661.7.

**Name and title:**

**Company:**

Authorized signature

Date

RFP 21-980369

**CER 8.2 Debarment and Suspension Certification for Prospective Contractor**

Primary covered transactions must be completed by Proposer for contract value over \$25,000.

Choose one alternative:


☒ The Proposer, John Walsh, certifies to the best of its knowledge and belief that it and its principals:

1. Are not presently debarred, suspended, proposed for debarment, declared ineligible, or voluntarily excluded from covered transactions by any federal department or agency;
2. Have not within a three-year period preceding this Proposal been convicted of or had a civil judgment rendered against them for commission of fraud or a criminal offense in connection with obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or Contract under a public transaction; violation of federal or state antitrust statutes or commission or embezzlement, theft, forgery, bribery, falsification or destruction of records, making false statements, or receiving stolen property;
3. Are not presently indicted for or otherwise criminally or civilly charged by a governmental entity (federal, state, or local) with commission of any of the offenses enumerated in Paragraph 2 of this certification; and
4. Have not within a three-year period preceding this Proposal had one or more public transactions (federal, state or local) terminated for cause or default.

**OR**☐ The Proposer is unable to certify to all of the statements in this certification, and attaches its explanation to this certification. (In explanation, certify to those statements that can be certified to and explain those that cannot.)

The Proposer certifies or affirms the truthfulness and accuracy of the contents of the statements submitted on or with this certification and understands that the provisions of Title 31 USC § Sections 3801 are applicable thereto.

**Executed in** Greenville, SC.**Name:** John Walsh, Chief Commercial Officer

DocuSigned by:  
  
190E3CD36916412...  
Authorized signature

9/10/2021

Date

RFP 21-980369

**CER 8.3 Debarment and Suspension Certification (Lower-Tier Covered Transaction)**

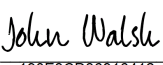
This form is to be submitted by each Subcontractor receiving an amount exceeding \$25,000.

The prospective lower-tier participant (Proposer) certifies, by submission of this Proposal, that neither it nor its "principals" as defined at 49 CFR § 29.105(p) is presently debarred, suspended, proposed for debarment, declared ineligible, or voluntarily excluded from participation in this transaction by any federal department or agency.

If the prospective Proposer is unable to certify to the statement above, it shall attach an explanation, and indicate that it has done so by placing an "X" in the following space: \_\_\_\_\_

**THE PROPOSER, John Walsh, C.C.O of Proterra Operating Company, Inc., CERTIFIES OR AFFIRMS THE TRUTHFULNESS AND ACCURACY OF EACH STATEMENT OF ITS CERTIFICATION AND EXPLANATION, IF ANY. IN ADDITION, THE PROPOSER UNDERSTANDS AND AGREES THAT THE PROVISIONS OF 31 USC §§ 3801 ET SEQ. APPLY TO THIS CERTIFICATION AND EXPLANATION, IF ANY.**

**Name and title of the Proposer's authorized official:** John Walsh - Chief Commercial Officer

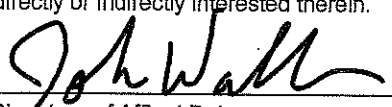
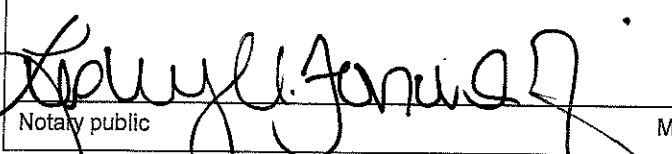
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Authorized signature

9/10/2021

Date

**CER 8.4 Non-Collusion Affidavit**

This affidavit is to be filled out and executed by the Proposer; if a corporation makes the bid, then by its properly executed agent. The name of the individual swearing to the affidavit should appear on the line marked "Name of Affiant." The affiant's capacity, when a partner or officer of a corporation, should be inserted on the line marked "Capacity." The representative of the Proposer should sign his or her individual name at the end, not a partnership or corporation name, and swear to this affidavit before a notary public, who must attach his or her seal.

State of <u>South Carolina</u> , County of <u>Greenville</u>	
I, <u>John Walsh</u> , being first duly sworn, do hereby state that (Name of Affiant)	
I am <u>Chief Commercial Officer</u> of <u>Proterra Operating Company, Inc.</u> (Capacity) (Name of Firm, Partnership or Corporation)	
whose business is <u>1815 Rollins Rd. Burlingame, CA 94010</u>	
and who resides at <u>1815 Rollins Rd. Burlingame, CA 94010</u>	
and that <u>Proterra Operating Company, Inc.</u> (Give names of all persons, firms, or corporations interested in the bid)	
is/are the only person(s) with me in the profits of the herein contained Contract; that the Contract is made without any connection or interest in the profits thereof with any persons making any bid or Proposal for said Work; that the said Contract is on my part, in all respects, fair and without collusion or fraud, and also that no members of the Board of Trustees, head of any department or bureau, or employee therein, or any employee of the Agency, is directly or indirectly interested therein.	
	September 17, 2021
Signature of Affiant Date	
The foregoing instrument was sworn to before me by means of <input checked="" type="checkbox"/> physical presence or <input type="checkbox"/> online notarization this <u>17th</u> day of <u>September</u> , 2021 by <u>John Walsh</u> (name), as <u>Chief Commercial Officer</u> (type of authority) on behalf of the <u>Proterra Operating Company, Inc.</u> (type of business entity). She/he is <input checked="" type="checkbox"/> personally known to me or <input type="checkbox"/> has produced <u>NA</u> (type of identification) as identification.	
<div style="border: 1px solid black; padding: 5px; display: inline-block;">         Lesley M. Fonokalafi          Notary Public, State of South Carolina          My Commission Expires June 30, 2025       </div>	
 Notary public	June 30, 2025 My commission expires
Seal	

**CER 8.5 Lobbying Certification**

This form is to be submitted with an offer exceeding \$100,000.

The Proposer certifies, to the best its knowledge and belief, that:

1. No federal appropriated funds have been paid or will be paid, by or on behalf of the undersigned, to any person for influencing or attempting to influence an officer or employee of a federal department or agency, a member of the U.S. Congress, an officer or employee of the U.S. Congress, or an employee of a member of the U.S. Congress in connection with the awarding of any federal Contract, the making of any federal grant, the making of any federal loan, the entering into of any cooperative agreement, and the extension, continuation, renewal, amendment or modification thereof.
2. If any funds other than federal appropriated funds have been paid or will be paid to any person for making lobbying contacts to an officer or employee of any agency, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress in connection with this federal Contract, grant, loan or cooperative agreement, the undersigned shall complete and submit Standard Form LLL, "Disclosure Form to Report Lobbying," in accordance with its instruction, as amended by "Government wide Guidance for New Restrictions on Lobbying," 61 Fed. Reg. 1413 (1/19/96).
3. The undersigned shall require that the language of this certification be included in the award documents for all sub awards at all tiers (including subcontracts, sub grants and contracts under grants, loans and cooperative agreements) and that all sub recipients shall certify and disclose accordingly. This certification is a material representation of fact upon which reliance was placed when this transaction was made or entered into. Submission of this certification is a prerequisite for making or entering into this transaction imposed by 31, USC § 1352 (as amended by the Lobbying Disclosure Act of 1995). Any person who fails to file the required certification shall be subject to a civil penalty of not less than \$10,000 and not more than \$100,000 for each such failure.

**THE PROPOSER, Proterra Operating Company, Inc., CERTIFIES OR AFFIRMS THE TRUTHFULNESS AND ACCURACY OF EACH STATEMENT OF ITS CERTIFICATION AND DISCLOSURE, IF ANY. IN ADDITION, THE PROPOSER UNDERSTANDS AND AGREES THAT THE PROVISIONS OF 31 USC §§ 3801 ET SEQ. APPLY TO THIS CERTIFICATION AND DISCLOSURE, IF ANY.**

Name of the bidder or Proposer's authorized official:

John Walsh

Title:

Chief Commercial Officer

DocuSigned by:

*John Walsh*

190E3CD36916412...  
Signature

9/10/2021

Date

Per paragraph 2 of the included form Lobbying Certification, add Standard Form–LLL, "Disclosure Form to Report Lobbying," if applicable.



## CER 8.6 Certificate of Compliance with Bus Testing Requirement

The undersigned certifies that the vehicle offered in this procurement complies and will, when delivered, comply with 49 USC § 5323(c) and FTA's implementing regulation at 49 CFR Part 665 according to the indicated one of the following three alternatives.

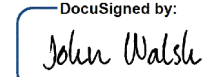
Mark one and only one of the three blank spaces with an "X."

1.   X   The buses offered herewith have been tested in accordance with 49 CFR Part 665 on September 2020 (date). If multiple buses are being proposed, provide additional bus testing information below or on attached sheet. The vehicles being sold should have the identical configuration and major components as the vehicle in the test report, which must be submitted with this Proposal. If the configuration or components are not identical, then the manufacturer shall provide with its Proposal a description of the change and the manufacturer's basis for concluding that it is not a major change requiring additional testing. If multiple buses are being proposed, testing data on additional buses shall be listed on the bottom of this page.
2.        The manufacturer represents that the vehicle is "grandfathered" (has been used in mass transit service in the United States before October 1, 1988, and is currently being produced without a major change in configuration or components), and submits with this Proposal the name and address of the recipient of such a vehicle and the details of that vehicle's configuration and major components.
3.        The vehicle is a new model and will be tested and the results will be submitted to the Agency prior to acceptance of the first bus.

The undersigned understands that misrepresenting the testing status of a vehicle acquired with federal financial assistance may subject the undersigned to civil penalties as outlined in the Department of Transportation's regulation on Program Fraud Civil Remedies, 49 CFR Part 31. In addition, the undersigned understands that FTA may suspend or debar a manufacturer under the procedures in 49 CFR Part 29.

**Company name:** Proterra Operating Company, Inc.

**Name and title of the Proposer's authorized official:** John Walsh - Chief Commercial Officer

DocuSigned by:  
  
190E3CD36916412...  
Authorized signature

9/10/2021

Date

RFP 21-980369

## CER 8.7 DBE Approval Certification

I hereby certify that the Proposer has complied with the requirements of 49 CFR 26, Participation by Disadvantaged Business Enterprises in DOT Programs, and that its goals have not been disapproved by the Federal Transit Administration.

**Name and title of the Proposer's authorized official:** John Walsh - Chief Commercial Officer

DocuSigned by:  190E3CD36916412...	9/10/2021
Authorized signature	Date



U.S. Department  
Of Transportation  
**Federal Transit  
Administration**

Headquarters

East Building, 5<sup>th</sup> Floor – TCR  
1200 New Jersey Avenue, SE  
Washington, DC 20590

May 10, 2021

Amy Cuny, DBELO  
Proterra, Inc.  
1 Whitlee Court  
Greenville, SC 29607

Re: TVM DBE Goal Concurrence/Certification Letter – Fiscal Year 2021

Dear Ms. Cuny:

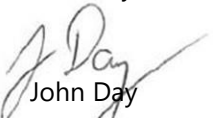
This letter is to inform you that the Federal Transit Administration's (FTA) Office of Civil Rights has received Proterra, Inc.'s Disadvantaged Business Enterprise (DBE) goal and methodology for FY 2021 for the period of October 1, 2020–September 30, 2021. This goal submission is required by the U.S. Department of Transportation's DBE regulations at 49 CFR Part 26 and must be implemented in good faith.

We have reviewed your firm's FY 2021 DBE goal and determined that it complies with DOT's DBE regulations. Your firm is eligible to bid on FTA-funded transit contracts. This letter or a copy of the TVM listing on FTA's website may be used to demonstrate your firm's compliance with DBE requirements when bidding on federally funded vehicle procurements.

FTA reserves the right to remove/suspend this concurrence if your DBE program or FY 2021 DBE goal is not implemented in good faith. In accordance with this good faith requirement, you must submit your DBE Uniform Report to FTA by June 1, 2021. This report should reflect all FTA-funded contracting activity for the first period of FY 2021 (i.e., from September 1 to March 31).

Also note that your FY 2022 DBE goal methodology must be submitted to FTA by August 1, 2021. Any significant updates to the program plan must be submitted to FTA as they occur. If you have any questions, please contact the FTA DBE Team via email at [FTATVMSubmissions@dot.gov](mailto:FTATVMSubmissions@dot.gov).

Sincerely,

  
John Day  
Program Manager  
Office of Civil Rights

RFP 21-980369

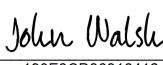
## CER 8.8 Federal Motor Vehicle Safety Standards

The Proposer and (if selected) Contractor shall submit (1) manufacturer's FMVSS self-certification sticker information that the vehicle complies with relevant FMVSS or (2) manufacturer's certified statement that the contracted buses will not be subject to FMVSS regulations.

**Company name:** Proterra Operating Company, Inc.

**Name of signer:** John Walsh

**Title:** Chief Commercial Officer

DocuSigned by:  
  
190E3CD36916412...  
Authorized signature

9/10/2021

Date



**PROTERRA INC**

**SECRETARY'S CERTIFICATE**

The undersigned certifies on behalf of Proterra Inc (the "*Company*") as follows:

1. The undersigned, JoAnn C. Covington, is the Secretary of the Company.
2. Attached hereto, as Exhibit A, is a true and complete copy of the resolutions adopted by the Board of Directors of the Company on February 24, 2021 ("*Authorizing Resolutions*"), authorizing John Walsh as an Officer to: (i) to prepare, execute, deliver and perform, as the case may be, such agreements, amendments, applications, approvals, certificates, communications, consents, demands, directions, documents, further assurances, instruments, notices, orders, requests, resolutions, supplements or undertakings, (ii) to pay or cause to be paid on behalf of the Company any related costs and expenses and (iii) to take such other actions, in the name and on behalf of the Company, as each such officer shall deem necessary or advisable to complete and effect the foregoing transactions or to carry out the intent and purposes of the foregoing resolutions and the transactions contemplated thereby, the preparation, execution, delivery and performance of any such agreements, amendments, applications, approvals, certificates, communications, consents, demands, directions, documents, further assurances, instruments, notices, orders, requests, resolutions, supplements or undertakings, the payment of any such costs or expenses and the performance of any such other acts shall be conclusive evidence of the approval of the Board thereof and all matters relating thereto.
3. The Authorizing Resolution was (i) adopted by the Board of Directors in compliance with the Company's certificate of incorporation and bylaws, (ii) have not been amended, modified, or rescinded since their adoption, and (iii) are in full force and effect as of the date hereof.

IN WITNESS WHEREOF, the undersigned has executed this Secretary's Certificate as of February 24, 2021.

PROTERRA INC

DocuSigned by:  
  
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JoAnn C. Covington, Secretary

[Privileged and Confidential]

Page 2 of 2

EXHIBIT A  
(Authorizing Resolutions)

**PROTERRA INC**  
**BOARD OF DIRECTORS**  
**RESOLUTIONS ADOPTED FEBRUARY 24, 2021**

*Authorization of John Walsh*

**WHEREAS**, John Walsh is the Senior Vice President, Sales for Proterra.

**WHEREAS**, in as an officer of the Company, Mr. Walsh is called upon to submit responses to requests for proposals issued by transit agencies, and such agencies often require the Secretary of the Company to produce resolutions of the Board confirming Mr. Walsh's authority to respond to such requests for proposals.

**WHEREAS**, Board deems it advisable, and in the best interests of the Company and its stockholders, to confirm and ratify Mr. Walsh's authority to act on behalf of the Company as its Senior Vice President, Sales.

**NOW, THEREFORE, BE IT RESOLVED:** That, as an officer of the company, Mr. Walsh is authorized: (i) to prepare, execute, deliver and perform, as the case may be, such agreements, amendments, applications, approvals, certificates, communications, consents, demands, directions, documents, further assurances, instruments, notices, orders, requests, resolutions, supplements or undertakings, (ii) to pay or cause to be paid on behalf of the Company any related costs and expenses, and (iii) to take such other actions, in the name and on behalf of the Company, as such officer shall deem necessary or advisable to carry out his function as Senior Vice President, Sales for the Company.

**RESOLVED FURTHER:** That the preparation, execution, delivery and performance of any such agreements, amendments, applications, approvals, certificates, communications, consents, demands, directions, documents, further assurances, instruments, notices, orders, requests, resolutions, supplements or undertakings, the payment of any such costs or expenses and the performance of any such other acts shall be conclusive evidence of the approval of the Board thereof and all matters relating thereto.

**RESOLVED FURTHER:** That all actions heretofore taken by Mr. Walsh with respect to the foregoing authorization and all other matters contemplated by the foregoing resolutions are hereby approved, adopted, ratified and confirmed.