

## AMENDMENT 1 TO EQUALIS GROUP MASTER AGREEMENT

This first Amendment (this "Amendment 1") to the Equalis Group Master Agreement (the "Agreement") is made and entered into as of the April 1, 2025 (the "Amendment 1 Effective Date"), by and between The Cooperative Council of Governments ("CCOG"), Equalis Group, LLC ("Equalis Group"), and ICON Electric Vehicles ("ICON EV"), as the successor of interest to Cruise Car, Inc ("Cruise Car").

### RECITALS

- A. WHEREAS, CCOG and Equalis Group and Cruise Car entered into that certain Equalis Group Master Agreement, dated as of May 1, 2021;
- B. WHEREAS, ICON EV acquired substantially all of the assets of Cruise Car, including the rights and obligations under the Agreement;
- C. WHEREAS, pursuant to the terms of the Agreement, Cruise Car was permitted to assign its rights and obligations without consent in connection with a sale or transfer of substantially all of its assets; and
- D. WHEREAS, The Parties hereto agree that the Agreement is amended as stated herein and that this Amendment shall be incorporated into the Agreement and made a part thereof.

NOW, THEREFORE, in consideration of the mutual covenants set forth herein, the Parties agree as follows:

1. **Substitution of Party.** All references in the Agreement to "Cruise Car, Inc." or "Cruise Car" are hereby deleted and replaced with "Icon EV, LLC" or "Icon EV," respectively. Icon EV hereby assumes all rights, obligations, liabilities, and duties of Cruise Car under the Agreement as if it were the original party thereto.
2. Capitalized terms not otherwise defined in this Amendment 1 shall have the same meaning as set forth in the Agreement. This Amendment 1 may be executed in any number of multiple counterparts, each of which shall be deemed an original, but all of which together constitute one and the same instrument. Scanned original signatures will be considered original signatures. Any provision not specifically modified by this Amendment 1 shall remain in full force and effect.

**[SIGNATURE PAGE TO FOLLOW]**

IN WITNESS WHEREOF, the Parties hereto have caused this Agreement to be executed by their duly authorized representatives as of the Effective Date.

**THE COOPERATIVE COUNCIL OF  
GOVERNMENTS, INC.**

Signature: Seth Cales  
Seth Cales (Apr 17, 2025 13:51 EDT)

Name: Seth Cales

Title: CCOG Board President

Date: Apr 17, 2025

**ICON EV**

Signature: Adam Sulimirski

Name: Adam Sulimirski

Title: Managing Partner

Date: 4/10/25

**EQUALIS GROUP, LLC.**

Signature: Eric Merkle

Name: Eric Merkle

Title: EVP, Procurement & Operations

Date: Apr 17, 2025









# Agreement - ICON EV & Equalis Group (Master Amendment 1) - 2024.04.01

Final Audit Report

2025-04-17

Created:	2025-04-17
By:	David Robbins (drobbins@equalisgroup.org)
Status:	Signed
Transaction ID:	CBJCHBCAABAAE_EFU-BFvkY-BAH7B3Jb6LPGtaU4qVAU

## "Agreement - ICON EV & Equalis Group (Master Amendment 1) - 2024.04.01" History

-  Document created by David Robbins (drobbins@equalisgroup.org)  
2025-04-17 - 12:43:29 PM GMT
-  Document emailed to Eric Merkle (emerkle@equalisgroup.org) for signature  
2025-04-17 - 12:43:33 PM GMT
-  Document emailed to Seth Cales (seth.cales@kenstonapps.org) for signature  
2025-04-17 - 12:43:33 PM GMT
-  Email viewed by Eric Merkle (emerkle@equalisgroup.org)  
2025-04-17 - 12:58:42 PM GMT
-  Document e-signed by Eric Merkle (emerkle@equalisgroup.org)  
Signature Date: 2025-04-17 - 12:58:59 PM GMT - Time Source: server
-  Email viewed by Seth Cales (seth.cales@kenstonapps.org)  
2025-04-17 - 5:51:04 PM GMT
-  Document e-signed by Seth Cales (seth.cales@kenstonapps.org)  
Signature Date: 2025-04-17 - 5:51:31 PM GMT - Time Source: server
-  Agreement completed.  
2025-04-17 - 5:51:31 PM GMT