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February 1, 2024

Stewart Lyons
Brit Moller
Skinny Labs Inc. d/b/a Spin
1255 Howard Street
San Francisco, CA 94103

via e-mail to: stewart.lyons@bird.co

via e-mail to: brit.moller@spin.pm

Subject: Powered Scooter Share Permit Transfer Request

Dear Mr. Lyons and Mr. Moller:

This letter responds to your letter e-mailed September 19, 2023, requesting consent for Skinny Labs, Inc. d/b/a Spin to operate as a subsidiary of Bird Rides, Inc. under SFMTA's 2023-2024 Powered Scooter Share Program Permit No. 4 (attached), as well as the follow-up letter received on October 6, 2023, providing a legal opinion on the nature of the acquisition and the following information that the SFMTA requested:

- An updated Bird - Spin Organizational Chart
- An updated list of Bird's Board of Directors
A local organizational chart that reflects Spin's team structure in San Francisco

Requirement 71 of the 2023-2024 Permit requires written approval by the Director of Transportation for a permit transfer:

A permit may not be assigned, novated, or transferred without the prior written approval of the Director of Transportation. For purposes of this paragraph, "transfer" shall include the sale or other exchange of 50 percent or more of the ownership or control of a permittee to a third party. The Director's approval of any such transfer is subject to the Permittee demonstrating to the SFMTA's reasonable satisfaction that the proposed transferee is: (i) reputable and capable, financially and otherwise, of performing each of the Permittee's obligations under this Permit and any other documents to be assigned, (ii) not forbidden by applicable law from transacting business or entering into this permit with the SFMTA; and (iii) subject to the jurisdiction of the courts of the State of California. Permittee shall immediately notify SFMTA of any changes to the Permittee's corporate structure or ownership. Failure to do so shall be cause for revocation of the permit and any purported transfer made in violation of this provision shall be null and void.

The SFMTA has based its decision regarding the permit transfer in part on the assurances made to the SFMTA in your September 19, 2023 email and at the meeting on December 6, 2023, including:



Spin, now a wholly-owned subsidiary of Bird Rides, Inc., will remain a separate operating entity with the same steadfast commitment to fair labor practices and in-house operations, equitable pricing and deployments, and long-term government partnerships.

In practice, this means for San Francisco:

- **Same Company:** *Spin will remain a separate legal entity (Skinny Labs Inc. dba Spin) and will continue to operate per the terms of our permit.*
- **Same Union Jobs & Service:** *Our local unionized operations team, Spin app, brand, and rentable Spin scooters will remain the same.*
- **Same Commitments:** *We will continue to uphold all commitments to the City of San Francisco and maintain our high performance standards.*

Additionally, in your correspondence dated December 19, 2023, you informed the SFMTA that Spin's parent company, Bird Global announced that it would file for bankruptcy under Chapter 11 of the U.S. Bankruptcy Code on **Wednesday, December 20**. You informed the SFMTA that this financial restructuring would not impact Spin's service under its San Francisco permit. In response to further questions from the SFMTA, you indicated in your January 19, 2024, correspondence that at this time, Bird's bankruptcy has had no impact on the Bird/Spin organizational structure that you shared on October 6, 2023. You assured the SFMTA that both companies continue to operate under the same legal entities and structure as before.

Based on the assurances provided, I consent to the Transfer on the condition that Spin, as a subsidiary of Bird, comply with all the following:

- on and after the date of Transfer, continue to provide uninterrupted, same levels of service, and maintain the same operations after the financial restructuring of Bird Global;
- on or after the date of Transfer, adhere to and fulfill the financial responsibilities and commitments as required by Spin's Powered Scooter Share permit application dated June 30, 2023;
- on or before the date of the Transfer, pay to the City any outstanding balances as of that Transfer date for any Notices of Violations, citations, or other payments pending under either the Scooter Permit or any other City program for both entities Spin dba Skinny Labs Inc. and Bird Rides, Inc.;
- no later than February 16, 2024, provide a signed and authenticated document or applicable excerpts of a document describing the Transfer between Bird and Spin, which precisely describes the specifics of the transactional relationship, together with attorney opinion letters that include a statement that the Transfer was properly effected under the applicable state law;
- on and after the date of the Transfer, abide by all the terms and conditions of the Scooter Permit and applicable City ordinances;



- on and after the date of the Transfer, meet the high standards committed to in Spin’s Powered Scooter Share permit application dated June 30, 2023, including, but not limited to, the hiring and labor plan, safety, accessibility, accountability, equity, labor and sustainability among others;
- on and after the date of the Transfer, work alongside the SFMTA to address key scooter share program concerns, including, but not limited to, scooter and rider safety, proper scooter parking, and equitable participation and access for underrepresented communities;
- on and after the date of the Transfer, keep commitments to maintaining the same vehicle fleet, level of service, unionized operations team, and independent and corporate identity;
- on and after the date of the Transfer, maintain the same or greater number of employees that Spin employed prior to the Transfer at the same or higher compensation (including benefits); and maintain Spin’s commitment to labor harmony with your employees in San Francisco; and
- on and after the date of the Transfer, work with the SFMTA to advance the goals of our local regulatory programs and Emerging Mobility Guiding Principles, including such important values as safety, equity, accessibility, sustainability, accountability and sound labor practices, among others.

Please indicate your acceptance of these conditions by signing and returning a copy of this letter. I will also emphasize that if the restructuring process results in Bird operating as a new legal entity, the SFMTA must be informed within 15 days of any changes to the entity which oversees operations in San Francisco, as such restructuring may constitute a permit transfer for which you will need to seek my approval.

Sincerely,

A handwritten signature in blue ink, appearing to read 'Jeff Tumlin'.

Jeff Tumlin
Director of Transportation

ACCEPTED AND AGREED:

Stewart Lyons Date
President
Bird Rides, Inc.

Brit Moller Date
Head of Public Policy
Skinny Labs Inc. d/b/a Spin