

CHARTER IMPACT, LLC

BUSINESS MANAGEMENT – CLOSEOUT SUPPORT

This supplemental agreement (“Supplement”) to the Business Management and Accounting Services Agreement dated April 17, 2024 (the “Agreement”) is entered into as of April 17, 2025 (the “Effective Date”) by and between Charter Impact, LLC (“CI”), and Downtown College Prep. (“Client”).

ARTICLE 2. TERM OF AGREEMENT

Section 2.01. Client will retain CI to work as a consultant for Client in the field of business management, accounting and consulting, beginning July 1, 2024, and ending June 30, 2025. CI accepts this engagement. CI will use CI's best efforts to accomplish the technical and commercial goals identified by Client during the term of this Agreement. Client acknowledges that CI may have other confidentiality commitments. Client will not require CI to perform tasks which might reasonably result in CI's breach of any confidentiality commitment.

Section 2.02. Client will retain CI to work as a consultant for Client in Close Out Support as outlined in Exhibit D beginning July 1, 2025 and ending approximately January 31, 2027.

ARTICLE 3. COMPENSATION AND EXPENSES

Section 3.01. Fees.

Close out and audit of 2024-25 Fiscal Year: For Services in Exhibit F, the Client will pay CI a fixed fee equal to \$95,000. The estimated timeline for completion of FY24-25 YE close and audit is February 2026 and the estimated timeline for continued accounting and payroll support is through January 2027.

Other Services: For other services requested by Client outside of the items included in Exhibit F, the Client will pay CI a fee based on CI's standard hourly rates.

Section 3.02. Invoicing. CI will invoice Client for \$95,000 due August 1, 2025. Other Services and expenses pursuant to sections 3.01 above will be billed monthly based on the actual time and expenses incurred during the preceding month.

All other terms will remain in force in accordance with the Agreement.

Accepted and Agreed, as of the Effective Date first written above:

DOWNTOWN COLLEGE PREP

Signed: _____

Name: _____

Title: _____

CHARTER IMPACT, LLC

By David P. Lueck
David Lueck, Co-CEO

EXHIBIT F
CLOSE OUT SUPPORT - SCOPE OF WORK

- 1.) Close the year in the accounting system, including the following:
 - a. Tie out State and Federal revenues to appropriate sources
 - b. Accrue all accounts receivable
 - c. Accrue all liabilities as provided by Client
 - d. Record outstanding transactions with missing backup through 6/30/25
 - e. Reconcile expenses by resource code and reclassify if necessary
- 2.) Prepare year-end balance sheet reconciliations for each balance sheet account containing a balance as of 6/30/25
- 3.) Prepare and submit the final budget and provide administrative support
- 4.) Prepare the Quarterly Financial Report and other compliance reports required as of 6/30/25
- 5.) Coordinate the year-end audit with the auditor through completion (estimated February 2026)
- 6.) Process additional payrolls, W-2 processing, AP support, and 1099 processing as required after 6/30/25 (estimated through January 2027)