



**CONTRACT MODIFICATION**

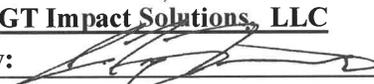
**Date:** January 31, 2025  
**Contract #:** UCPJMU6926  
**Service:** ERP Advisory Services  
**Modification #:** One  
**Issued By:** James Madison University Ph: 540-568-4272  
 Doug Chester, Buyer Senior Fx: 540-568-7935  
**Contractor:** MGT Impact Solutions, LLC  
 Attn: Shantell Monreal-Caride  
 4320 West Kennedy Blvd.  
 Tampa FL, 33609  
**Contract Administrator:** Robin Bryan, Information Technology

**Description of Modification Notice:**

MGT Impact Solutions, LLC is taking over the contractual responsibilities of the contract awarded to The Tambellini Group, LLC (UCPJMU6926). See the attached **Re: Consent to Assignment of Agreement** dated January 14, 2025.

Except as provided herein, all terms and conditions of Contract Number UCPJMU6926 as herefore changed, remain unchanged and in full force and effect.

**MGT Impact Solutions, LLC**

**By:**   
 \_\_\_\_\_  
**A. Trey Traviesa**  
 \_\_\_\_\_  
*Name (print)*

**CEO** 1/31/2025  
 \_\_\_\_\_  
*Title Date Signed*

**James Madison University**

**By:**   
 \_\_\_\_\_  
**Doug Chester, VCO, CUPO**  
 \_\_\_\_\_  
*Name (print)*

**Buyer Senior** 1/31/25  
 \_\_\_\_\_  
*Title Date Signed*

January 14, 2025

Commonwealth of Virginia  
James Madison University  
Attn: Doug Chester

**Re: Consent to Assignment of Agreement**

To Whom It May Concern:

Reference is made to that certain Contract No. UCPJMU6926 issued by and between The Tambellini Group, LLC, (the "Company"), and The Commonwealth of Virginia, James Madison University ("You" or "Your"), dated as of July 23, 2024 as amended, supplemented or otherwise modified (the "Agreement").

The Company expects to enter into an Asset Purchase and Sale Agreement with MGT Impact Solutions, LLC (the "Purchaser"), pursuant to which Purchaser will acquire substantially all of the assets, and certain specified liabilities of the Company (the "Acquisition"). The Acquisition is expected to close on or about January 31, 2025.

Pursuant to the Agreement, the transactions contemplated by the Acquisition may require notice to You and/or Your consent to the Acquisition. We hereby give You notice of the Acquisition and request Your consent to the consummation of the Acquisition and Your waiver of any rights under the Agreement triggered thereby, including, without limitation, any rights to notice of the Acquisition or to terminate or accelerate the Agreement. By Your signature below, You hereby (i) consent to the Acquisition; (ii) acknowledge that this letter agreement (this "Letter") satisfies any and all notice requirements set forth in the Agreement; (iii) waive any defaults or rights You may have under the Agreement triggered by the Acquisition; (iv) confirm that the Agreement will remain in full force and effect following the closing of the Acquisition; (v) agree and acknowledge that the consummation of the Acquisition will not be deemed a breach of, or a default under, any term or provision of the Agreement; and (vi) agree to keep the Acquisition and any information related thereto confidential and only disclose the information contained herein to Your employees who have a *bona fide* "need to know" such information.

This Letter may be executed in counterparts, each of which will be deemed an original and all of which when taken together will constitute one and the same agreement. A signed copy, including by DocuSign or other electronic or digital signature, of this Letter delivered by facsimile, e-mail, or other means of electronic transmission shall be deemed to have the same legal effect as delivery of an original signed copy of this Letter.

In the event the Acquisition is not completed, this Letter and Your consent/waiver will be null and void. In order for the Company to timely close the Acquisition, we would appreciate receiving Your consent as soon as possible, but in any event no later than January 24, 2025. Should You have any questions or concerns, please contact Vicki T. Tambellini at [vicki.tambellini@thetambellinigroup.com](mailto:vicki.tambellini@thetambellinigroup.com). Thank You for your cooperation.

Sincerely,

Vicki T. Tambellini  
Chief Executive Officer

Accepted and agreed this 31 day of January, 2025

**Commonwealth of Virginia, James Madison University**

By:   
Name: Doug Chester  
Title: Buyer Senior