

STATEMENT OF WORK #2
by and between
EdTec Inc. and California Montessori Project

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| Reference: | Master Services Agreement dated March 5, 2020, by and between EdTec Inc. (“EdTec”) and California Montessori Project (“Client”). |
| Term: | July 1, 2022 through June 30, 2024 (the “Term”). This Statement of Work shall automatically renew for consecutive additional one (1) year terms unless either party provides written notice of non-renewal to the other at least one hundred twenty (120) days prior to the expiration of the then-current term (each, a “Renewal Term”). The Term and any Renewal Term(s) are referred to as the Term. |
| Scope of Services: | <p>The philosophy of our Back-Office Services is that we provide outsourced solutions so your school can focus on its educational mission. Moreover, you receive the benefit of our extensive experience with California Charter Schools.</p> <p>1. FINANCE and ACCOUNTING</p> <p>Budgeting:</p> <ul style="list-style-type: none"> ▪ Annual and multi-year budgets including cash flows – For existing clients, EdTec works with the school leader to create annual and multi-year budgets in time for submission to the State by July 1, and for new clients entering their first year of operations, in the spring or when services begin, EdTec will review the school’s budget in time for submission to the State by July 1. EdTec strives to ensure that the annual budgets are strategic documents that capture the operations and direction of the school. ▪ Budget revisions (as needed, on demand) – EdTec revises budgets as needed to reflect changing circumstances at the school or in State funding. ▪ Updated monthly budget forecasts – EdTec tracks budget to actuals and updates the budget forecast on a monthly basis (if forecasts move materially off budget, we recommend a budget revision). <p>Financial Statements:</p> <ul style="list-style-type: none"> ▪ Monthly year-to-date financial statements – EdTec prepares YTD financials compared to budget in time for the regularly scheduled board or committee meeting. EdTec makes the financials and presentation electronically available ahead of the meeting. For schools with board or committee meetings on or before the 15th of the month, EdTec will furnish the financials and presentation in time for (but not in advance of) the meeting. For schools with board or committee meetings on or before the 10th of the month, EdTec will furnish the financials and presentation (for the month prior to the previous month) ahead of the meeting. ▪ Monthly cash flow projections – EdTec monitors the school’s cash position and tries to anticipate any cash shortfalls in future months so the school can adjust spending accordingly or attempt to secure cash flow loans. |

- **Financial statement analysis (monthly)** – In addition to financial statements, EdTec provides a succinct PowerPoint summary and analysis of the financial statements so Board and staff can quickly focus on the salient financial issues facing the school.
- **Customized financial analysis** – EdTec performs reasonable financial analysis that the staff or board requests, e.g., providing a comparative analysis of the school’s budget relative to industry norms, scenario modeling (within reason), or fulfilling a request from the authorizing entity. EdTec will also provide customized reports (within reason) for grant proposals.
- **Support in resolving financial issues** – EdTec helps the school leader find solutions to financial issues by recommending budget changes and/or identifying sources of potential funding.

Accounting:

- **Setup of school’s chart of accounts and general ledger** – EdTec sets up and maintains the school’s chart of accounts, based on EdTec’s standard structure which is designed to be compliant with SACS.
- **Customized account codes** – EdTec maintains limited customized account codes for unique features of the school program. These must be established at the beginning of the fiscal year to avoid re-coding of historic transactions.
- **Fund accounting** – EdTec can track revenue and expenditures by fund, e.g., implementation grant funds and expenses or Title I expenditures.
- **Training** – EdTec trains appropriate personnel on accounting procedures and practices designed to ensure accurate record keeping.
- **Transaction recording** – EdTec records in detail all transactions in a computerized accounting system.
- **Journal entries and account maintenance** – EdTec prepares and records journal entries and maintains the general ledger according to accepted accounting standards.
- **Bank reconciliation** – EdTec reconciles primary bank and investment accounts to general ledger monthly or upon receipt of statements. Revolving and petty cash accounts are reconciled quarterly or as required.
- **Account for capital outlay expenses** – EdTec records capitalized assets as provided by the school. On an annual basis, EdTec records related depreciation and amortization in the general ledger and reconciles expenditures to fixed asset listing.
- **Generate financial reports as requested** – EdTec can generate the following reports upon request: detailed account activity; bank register activity; summary of budget; expenditures by account; cash balances; payroll register (for periods when payroll is processed by EdTec); revenues; general ledger account balances.

Accounts Payable & Receivable:

- **Revenue verification** – EdTec verifies that the school is receiving the correct amount of funds from State and Federal sources.
- **Revenue collection** – If the funds from the State or the county/district are not correct, EdTec tracks down the appropriate officials and alerts them of the problem. EdTec will use reasonable efforts to negotiate on

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| | <p>behalf of the school in disputes with funding agencies over improperly calculated payments.</p> <ul style="list-style-type: none">▪ Accounts payable – EdTec processes all invoices and, pending approval from the school leader or surrogate, pays the bills and codes them, based on school input, in the financial software, typically on a two-week schedule with limited rush payments as needed. EdTec checks to make sure there are no double payments or double billings on multiple invoices. EdTec troubleshoots vendor payment issues with the school. EdTec also verifies that funds are available to pay the bill.▪ Form 1099 processing – EdTec prepares and sends 1099 Forms to vendors and government, provided that this SOW remains in effect at the end of the applicable calendar year and subject to the timely receipt of accurate and complete information and data from Client, in accordance with EdTec policies, throughout the Term and including for any portion of the applicable calendar year that preceded the provision of services under this SOW. <p>Purchasing:</p> <ul style="list-style-type: none">▪ Vendor selection – EdTec provides guidance on vendors based on its experience with vendors around the State and country.▪ Purchasing assistance on big-ticket items – EdTec can assist the school in its purchase or leasing of big-ticket items such as portables. <p>Government Financial Reporting:</p> <p>Subject to timely receipt of information and/or materials from Client, EdTec provides the following:</p> <ul style="list-style-type: none">▪ Preliminary and final budget reports – EdTec prepares and files the preliminary budget report by July 1st based on the board adopted budget and a final budget as required.▪ Interim financial reports – EdTec prepares and files the two interim financial reports to the district or county by the December 15 and March 15 deadlines.▪ Audited financial reports – Subject to timely receipt of information and/or materials from the auditor, EdTec prepares and files the unaudited financial report by September 15. EdTec supports the Client and the auditor in the preparation (by the auditor) of the final audited report by December 15. <p>Audit:</p> <ul style="list-style-type: none">▪ Audit support – EdTec prepares financial documents for the auditors and works side-by-side with the auditors to help ensure a smooth and timely audit process. For clarification, the school is responsible to pay auditor fees. The school shall also provide all non-financial records required by the audit – e.g., attendance records, employee records, teacher certifications.▪ Audit compliance training – EdTec helps the school leader and audit staff develop financial policies designed to meet requirements and help protect the school from financial mismanagement.▪ Single Audit Act of 1984 – EdTec provides support in school compliance with accounting related audit requirements, including the Single Audit Act of 1984.▪ IRS Form 990 support (and the corresponding State form, if applicable) – EdTec supports the school and auditor in preparing Form 990 tax-exempt organization annual filing. (For clarification, fees |
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for audit and 990 are paid by school and it is the school's and auditor's sole responsibility to ensure these forms are filed).

- **Annual auditor selection form** – EdTec sends auditor information to the county in the spring.
- The school is responsible for attendance and audit of employee work.

2. PAYROLL, BENEFITS and INSURANCE

Payroll:

EdTec uses an external payroll processor to accomplish the following tasks. EdTec interfaces between the school and payroll processor, and performs quality checking so that the school does not need to interact with the payroll processor. The school pays payroll processing fees.

- **Payroll processing** – EdTec calculates and processes payroll and payroll-related payments/deductions for salaried and hourly employees based on information submitted by authorized Client representatives (excluding benefit accrual tracking such as vacation and sick time). EdTec works with the payroll processor to generate checks for signature by authorized Client representatives (or through electronic signature) or facilitates Direct Deposit at the Client's request. The fees set forth below include monthly or semi-monthly payroll processing.
- **Payroll reporting** – EdTec works with the payroll processor to prepare and file all required payroll reports for submission to Federal and State agencies and submits electronic payroll, payroll tax reports and payroll tax deposits to the appropriate authorities for a single EDD/tax ID number. For multiple reporting numbers, an additional fee will apply.
- **Payroll record maintenance** – EdTec keeps track of payroll information. Client is responsible for maintaining all employee files, including forms based on EdTec-provided template files.
- **W-2 processing** – EdTec works with the payroll processor to prepare and send Form W-2 to the school and to file Forms W-2 and W-3 with the Social Security Administration, provided that this SOW remains in effect at the end of the applicable calendar year, and subject to the timely receipt of accurate and complete information and data from Client, in accordance with EdTec policies, throughout the Term and including for any portion of the applicable calendar year that preceded the provision of Services under this SOW.
- **IRS, SDI, WC support** – EdTec assists in resolving payroll tax issues before the IRS and other Federal and State reporting agencies. EdTec also assists school with any State Disability, Workers Comp, or Unemployment Insurance claims by providing supporting payroll reports.
- **STRS/PERS and other retirement plan administration** – EdTec will help the school set up STRS/PERS accounts, and makes appropriate deductions and payments to the county for STRS and/or PERS based on information provided by the school. Note that in some cases it can take approximately 12 months to set up such contributions because of district/county delays. Also, some counties charge separately for this mandated service. The school is ultimately responsible for STRS/PERS account setup, administration and enrollments and any fees from outside parties including late fees and interest levied by STRS/PERS.

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| | <p>Benefits and Insurance:</p> <ul style="list-style-type: none">▪ Health benefits administration – EdTec assists in guiding the school in the health benefits procurement process, and assists with re-quotes of insurance on an annual basis. Client is responsible for all benefit reporting under the Affordable Care Act, including without limitation the Forms 1094-C and 1095-C.▪ Insurance procurement – EdTec provides financial information necessary for the liability insurance quote process. <p>3. BUSINESS CONSULTING</p> <p>EdTec is a strategic thought partner to its clients and provides high-value support and guidance in the following areas:</p> <ul style="list-style-type: none">▪ Negotiations – EdTec supports the school director and board with non-legal, business advice in negotiations related to issues such as MOUs, facilities, and SPED with districts, landlords, vendors, and others, including developing presentations and analyses to buttress the school’s position.▪ Strategic budget development – EdTec can assist the school director and board with strategic financial planning and budget scenario development.▪ Financing support – EdTec assists clients in preparing loan packages and connecting the school with non-traditional/specialized funding sources such as bonds, New Market Tax Credits, Community Development Financial Institution (CDFI) resources, and philanthropic funds.▪ Legal services optimization – EdTec can help clients think through and frame issues in preparation for engaging legal counsel, thereby assisting in a more efficient use of legal services costs.▪ Special projects – EdTec performs business-related special projects within reason, such as modeling growth, compensation, and facilities scenarios, and providing an understanding of and analyzing food service and transportation options. (Note: due to State regulations, EdTec cannot complete the School Food Authority (SFA) application. However, EdTec provides assistance in understanding the process.) EdTec can also assist the school leader, within reason, in the analysis and understanding of best practices regarding a structurally sound pay scale. <p>4. BOARD MEETING SUPPORT</p> <ul style="list-style-type: none">▪ Board meeting attendance – EdTec attends regularly scheduled board and finance committee meetings in person or by teleconference (at most a total of one meeting per month and at least two meetings per three months), and presents its financial analysis presentation. EdTec can assist the board in staying in compliance with the Brown Act. <p>5. FACILITIES</p> <ul style="list-style-type: none">▪ Facility needs assessment and planning – EdTec works with clients to help them refine their thinking about key facilities-related considerations and identify important facility requirements based on |
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| | <p>the school program and industry standards. EdTec helps clients think creatively about their facility needs and come up with workable solutions.</p> <ul style="list-style-type: none">▪ Prop 39 – EdTec helps the school prepare Prop 39 requests, including analyzing student data, and helps to manage timelines related to the Prop 39 process.▪ District negotiations – EdTec will help the school negotiate deals with the district regarding facilities.▪ SB 740 – As State funding is available, EdTec prepares and submits SB 740 facilities reimbursements on the school's behalf.▪ Financial reporting to lender - EdTec provides financial data to lenders for loan covenants.▪ Facilities funding support – EdTec provides financial data for compliance-related reporting on State facility funding programs such as Prop 1D.▪ Facility acquisition/lease negotiation – <i>On a separate fee basis and subject to staff availability, EdTec can assist clients with business, non-legal advice in negotiating purchase and/or lease terms. The school's attorney should review these.</i> <p>6. COMPLIANCE and ACCOUNTABILITY</p> <ul style="list-style-type: none">▪ Note that compliance and accountability are the responsibility of the school. EdTec will provide advice on some matters, but this information is not comprehensive. In addition, since rules, regulations and interpretations regularly change, schools should seek independent verification from their attorneys or other sources.▪ Mid-year internal review – From time to time, EdTec may perform an internal review with client designed to help the school comply with many school regulations, or in preparation for a potential authorizer site visit. Using an EdTec-developed checklist, we assist the school staff in testing compliance in key areas, such as: Board resolutions and policies; risk management; food service; restricted funding; student and personnel files; and attendance reporting and student data.▪ Employee files – As noted above, EdTec provides schools with templates for employee files, forms, and procedures to help ensure compliance with employment laws. (Note: the school should have an attorney review all legal issues.)▪ ESSA compliance support – EdTec will track the financial reporting and can help provide related backup necessary for the Every Student Succeeds Act (ESSA) compliance. On an hourly billable basis, EdTec can provide assistance on Local Control Accountability Plan (LCAP) development and related school and student performance analysis.▪ SPED compliance – EdTec provides partial checklists and general information to help schools understand their responsibilities related to Special Education. EdTec assistance does not include educational program compliance and we recommend getting specialized assistance in this area to ensure complete compliance. EdTec assists the school in completing the following reports: Maintenance of Effort (MOE), Mental Health expenditure reporting, Excess Cost Report, and year-end reporting.▪ Funding compliance – EdTec makes compliance recommendations regarding funding requirements, such as Federal PCSGP |
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| | <p>implementation grant funding and other restricted funds. Note that, as more information becomes available, ESSA compliance may be especially complex with many school obligations.</p> <ul style="list-style-type: none"> ▪ District and State regulation compliance – EdTec can help the school identify areas where it may not be in compliance with district or State regulations. <p>7. CHARTER DEVELOPMENT and GRANTS ADMINISTRATION</p> <ul style="list-style-type: none"> ▪ Financial reports – EdTec prepares customized financial reports for grant purposes, within reason. ▪ Fund accounting – EdTec sets up fund accounting to track direct and allocated costs to grants. ▪ Consolidated Application (ConApp) – EdTec prepares the Consolidated Application parts 1 and 2 for eligible schools and files in the Consolidated Application Reporting System (CARS). ▪ After School Education and Safety Program (ASES) – EdTec submits annual budget and quarterly expenditure reports. ▪ School-Based Medi-Cal Administrative Activities (SMAA) – EdTec completes quarterly reports. ▪ Charter School Facilities Incentive Grant (CSFIG) – EdTec completes semi-annual disbursement requests. ▪ Deferral Exemption Application – EdTec completes the application for the school. ▪ Charter renewal – <i>On a separate fee basis, EdTec can assist in preparing and advocating a charter petition for school renewal.</i> |
| <p>Excluded Services:</p> | <p>Other than the services outlined above, EdTec is not responsible for any other activities, unless mutually agreed to in writing. Examples of Excluded Services include, but are not limited to, outside legal costs, computer installation and support, purchasing of small items or of curriculum materials, printing and graphic arts, grant writing or fundraising, hiring and associated legal requirements (e.g., background checks, credential reviews) and recordkeeping, meetings with outside parties (e.g., the Board or District) beyond those meetings required to accomplish the included services, Special Ed administration, testing, assessment, compliance with ESSA, compliance with government grant requirements, audits, attendance accounting, and other outside professional services costs.</p> |
| <p>Compensation:</p> | <ul style="list-style-type: none"> ▪ Back Office Services: EdTec will provide these services at a fixed fee per school fiscal year as follows: <ul style="list-style-type: none"> ○ \$360,000 for the 2022-23 school fiscal year ○ \$375,000 for the 2023-24 school fiscal year <p>These fixed fees <u>include</u> all normal postage, telephone, copying, faxing, etc., <u>except</u> for bank and payroll fees that will be passed through. The annual fees are payable monthly commencing on July 1, 2022.</p> <ul style="list-style-type: none"> ○ The fees above are for the scope of services contained herein solely for those school(s) for which Client holds a granted charter or that have been in operation prior to the date of this SOW. ○ In addition to the fees as provided above, there will be an incremental fee for the following, if applicable: <ul style="list-style-type: none"> • Benefit accrual tracking such as vacation and sick time for a one-time setup fee of \$250. |

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| | <ul style="list-style-type: none"> • Use by school personnel of debit cards. ▪ Consulting: Should you desire additional services not in the above scope, we would be pleased to provide these, subject to staff availability, at the then-current discounted hourly fee schedule for back-office clients (travel time is billed at ½ of the applicable hourly rate). Typical additional services that are not in the above scope are charter petition writing and the implementation of computer systems or computerized Student Information Systems. Again, this rate includes normal phone, copying and incidental costs. Additional costs would include mileage reimbursement for travel, overnight delivery charges, and pre-approved out-of-pocket expenses. ▪ Fee Increases: EdTec reserves the right to increase the fees payable under this Statement of Work by up to 5% upon the conclusion of the Term and each Renewal Term. EdTec will provide written notice of a fee increase at least thirty (30) days prior to the expiration of the Term or then-current Renewal Term, as applicable. ▪ Payment Terms: All fees payable to EdTec must be received by EdTec within thirty (30) days of the date of invoice. EdTec reserves the right to suspend the provision of Services in the event an invoice is thirty days past due. |
| <p>School Obligations</p> | <p>EdTec’s services will assist with the operations of Client’s back-office operations, but do not include auditing Client’s provided information and operations for completeness and compliance. It is Client’s responsibility to adopt and adhere to reasonable policies and procedures, and to ensure the school remains in compliance with all applicable rules and regulations and maintains sound fiscal operations. In order to fulfill the scope of services described herein, EdTec relies on Client to provide timely, accurate and complete information, and to cooperate reasonably with EdTec. Furthermore, Client must immediately inform EdTec of any material change that could affect EdTec’s ability to complete its responsibilities and to assist Client in complying with all applicable laws and regulations. Client will comply with the attached Roles and Responsibilities document (Attachment 1).</p> |
| <p>Termination</p> | <p>Either party may, upon giving thirty (30) days’ written notice identifying specifically the basis for such notice, terminate this Statement of Work for breach of a material term or condition of this Statement of Work, unless the party receiving the notice cures such breach within the thirty (30) day period. In addition, EdTec may terminate this Statement of Work immediately upon written notification and without liability, (a) if Client, in EdTec’s reasonable judgment, violates any of the “School Obligations” above, (b) if Client does not open by September 30, 2022, or (c) upon any revocation of Client’s charter. Upon any early termination under this section, Client shall pay EdTec for all services rendered by EdTec prior to the effective date of termination. In addition, if EdTec terminates this Statement of Work under this section, Client shall also pay EdTec for any demobilization or other costs resulting from such early termination.</p> |



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| <p>EDTEC INC.</p> <p>By: _____</p> <p>Name: Steve Campo</p> <p>Title: President & CEO</p> <p>Date: _____</p> <p>1410A 62nd Street Emeryville, CA 94608</p> <p>Fax: 510.663.3503</p> | <p>CALIFORNIA MONTESSORI PROJECT</p> <p>Signature: _____</p> <p>Name: _____</p> <p>Title: _____</p> <p>Date: _____</p> <p>Address: _____</p> <p>_____</p> <p>Email: _____</p> <p>Phone: _____</p> <p>Fax: _____</p> |
| | <p>The undersigned officer of California Montessori Project, a California public charter school (the "School"), hereby certifies that this Agreement has been duly approved by the governing body of the School, at a publicly noticed meeting held on May 9, 2022.</p> <p>CALIFORNIA MONTESSORI PROJECT</p> <p>Signature: _____</p> <p>Name: _____</p> <p>Title: _____</p> |

ATTACHMENT 1

Roles and Responsibilities

Clarity on roles and responsibilities between EdTec and California Montessori Project (“Client”) will help ensure high quality, timely business services. Table 1 below outlines the roles and responsibilities of both parties:

Table 1: Roles & Responsibilities

| | EdTec | Client |
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| Payroll | <ul style="list-style-type: none"> ▪ Accurate, complete payroll on a monthly or semi-monthly basis ▪ Published calendar of payroll deadlines ▪ Reminders for payroll deadlines ▪ Final payroll information sent to client for approval prior to client’s payroll approval deadline ▪ Advice on setting up STRS/PERS ▪ Primer on health insurance terminations, COBRA, and employee vs. contractor classifications | <ul style="list-style-type: none"> ▪ Timecards and changes: Submission to EdTec of the timesheet summary, payroll client change summary, and other payroll changes and backup forms by the payroll calendar deadlines and using EdTec forms/processes ▪ Payroll approval: Approval according to EdTec process by payroll calendar deadlines ▪ New hires: Timely submission of new hires according to EdTec process by payroll calendar deadline ▪ Enrolling (or working with a broker to enroll) staff in any STRS, PERS, 403b, health plans, and other insurance/retirement/contribution/deduction programs ▪ Terminating staff from health plans, other insurance, and other applicable contribution/deduction programs. |
| Accounts Payable | <ul style="list-style-type: none"> ▪ Timely and accurate check payments ▪ Payment of invoices according to client’s approval policies ▪ Recordkeeping/processes adhering to generally accepted accounting standards for accuracy and security and approved by independent auditors ▪ Payment systems linked to financial statements and analyses for informed managerial decision-making ▪ Bank account reconciliations ▪ Invoice/payment research ▪ Advising clients on outstanding checks to ensure adequate cash availability | <ul style="list-style-type: none"> ▪ Submission of payment and deposit information; provision to EdTec of view-only access to bank account <ul style="list-style-type: none"> ○ Weekly submission to EdTec of invoices, reimbursement requests, deposits, and other expenditures using EdTec forms and processes ○ Coding all expenses and non-State funding deposits using EdTec forms and processes and codes from the most recent budget. ▪ Banking: Monitoring and maintaining adequate bank account balances to meet expense obligations; securing view-only access to school bank account(s) for use by EdTec. |

The payroll, accounts payable, and attendance deadlines / calendars referenced above shall be provided separately.

1. LATE FEES and PROCESSING CHARGES

Payroll:

- **Timecards and payroll changes:** A late fee of \$100 will be imposed for each business day timesheet information for hourly staff and payroll changes are submitted late to EdTec based on the published Payroll Calendar. The latest timesheet information changes can be accepted is one business day prior to Payroll Approval deadlines.
- **Manual checks:** EdTec will generate and distribute manual checks, as needed and without charge, for employee terminations and payroll corrections due to EdTec error. For manual checks for employee terminations, EdTec will bill the overnight delivery charges to the school if overnight delivery is requested. For all other manual check requests processed by EdTec, EdTec will charge a fee of \$50 plus overnight delivery charges (if overnight delivery is requested), and for all manual check requests processed by the payroll processor, school will pay the additional fee charged by the payroll processor plus overnight delivery charges (if overnight delivery is requested). An additional payroll cycle outside of the normal payroll processing schedule is possible with adequate advance notice and subject to EdTec staff availability at the time the request is made; an additional payroll cycle will incur an added EdTec processing fee that will be quoted at that time for Client pre-approval.

Accounts Payable:

- **Weekly submittal:** Client must submit a weekly package conforming to EdTec forms and processes. The submittal shall contain invoices with appropriate coding, reimbursement requests, deposits, and/or other payment documents to EdTec using EdTec forms. If Client fails to submit this weekly package or fails to submit all necessary invoices and receipts to process payment, Client will be charged an additional processing fee of \$50.
- As a courtesy, EdTec may waive the first two occurrences (i.e., up to \$100) of the Weekly Submittal processing fee.