

First Amendment to Purchase and Sale Agreement

This First Amendment to Purchase and Sale Agreement (“**First Amendment**”) is made and entered into as of February 14, 2025, by and between American Public University System, Inc., a West Virginia corporation (“**Seller**”) and County Commission of Jefferson County, West Virginia, a duly organized county under the applicable laws of the State of West Virginia (“**Buyer**”).

Recitals:

A. Seller and Buyer are parties to that certain Purchase and Sale Agreement dated as of November 7, 2024 (“**Original Agreement**”) with an “Effective Date” (as defined in the Original Agreement) of November 7, 2024.

B. Buyer and Seller desire to amend the Original Agreement subject to and in accordance with the terms and conditions of this First Amendment.

Agreements:

Now, therefore, for and in consideration of the foregoing Recitals and the covenants and agreements herein set forth, and for other good and valuable consideration, the receipt and sufficiency of all of which are hereby acknowledged, Seller and Buyer agree as follows:

1. Meanings of Terms; Incorporation of Recitals. Except as otherwise set forth in this First Amendment, all capitalized terms used herein will have the respective meanings given them in the Original Agreement. The Recitals set forth above are hereby incorporated into this First Amendment and are hereby made a part hereof, as if fully set forth herein. The Original Agreement, as amended by this First Amendment, will herein and hereafter be called the “**Agreement.**”

2. Contingency Date. Notwithstanding anything in the Original Agreement to the contrary, the Contingency Date is hereby extended from March 7, 2025 to May 6, 2025.

3. Full Force and Effect. Except as expressly amended by this First Amendment, the Original Agreement will remain in full force and effect in accordance with its terms, provisions and conditions.

4. Counterparts; Electronic Transmission. This First Amendment may be executed in any number of counterparts, each of which will be deemed an original, but all of which together will constitute one and the same instrument. To facilitate execution of this First Amendment, the parties may execute and deliver by facsimile or electronically mailed (e-mailed) counterparts of the signature pages and electronic signatures.

IN WITNESS WHEREOF, the parties have executed this First Amendment as of the date first above written:

BUYER:

COUNTY COMMISSION OF JEFFERSON COUNTY
WEST VIRGINIA, a duly organized county under the
laws of the State of West Virginia

By: _____
Name: _____
Title: _____

SELLER:

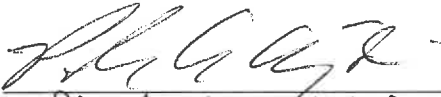
AMERICAN PUBLIC UNIVERSITY SYSTEM, INC.,
a West Virginia corporation

By:  _____
Name: Nuno Fernandes
Its: President

IN WITNESS WHEREOF, the parties have executed this First Amendment as of the date first above written:

BUYER:

COUNTY COMMISSION OF JEFFERSON COUNTY
WEST VIRGINIA, a duly organized county under the
laws of the State of West Virginia

By: 
Name: PASHA M. MASDI
Title: President, County Commission

SELLER:

AMERICAN PUBLIC UNIVERSITY SYSTEM, INC.,
a West Virginia corporation

By: _____
Name: Nuno Fernandes
Its: President