

TOTL Agency CTO Equity Agreement

Effective Date: [Insert Date] Parties: TOTL Agency ("Company") and Lionel Sapp ("CTO")

1. Position and Responsibilities

Lionel Sapp shall serve as Chief Technology Officer (CTO), responsible for overseeing technology strategy, infrastructure, security, and innovation for TOTL Agency.

2. Equity Grant

The Company grants Lionel Sapp 2% equity ownership in TOTL Agency, fully vested immediately in recognition of his sweat equity contributions.

Immediate Vesting: Lionel's equity is 100% vested as of immediate completion. Completion is once the company is fully able to pay a monthly salary of approximately \$1,000/monthly.

Acceleration Clause: In the event of a Company acquisition or merger, Lionel's equity remains fully vested.

Term and Review: This Agreement shall remain in effect for one (1) year, after which it will be reviewed. Review does not affect Lionel's vested equity and will not result in a reduction of his annual compensation, regardless of any future percentage adjustments.

3. Intellectual Property & Confidentiality

All intellectual property created by Lionel Sapp during his tenure belongs exclusively to TOTL Agency. Lionel agrees to maintain strict confidentiality regarding Company data, technology, and trade secrets.

4. Termination

If Lionel ceases to serve as CTO, his vested equity remains his property. Lionel agrees to comply with all confidentiality and non-compete obligations outlined herein.

5. Budget Allocation

CTO will have access to Research & Development and Software Development budgets, capped at \$3,000 monthly, subject to Company approval.

6. Governing Law

This Agreement shall be governed by and construed in accordance with the laws of the State of New Jersey.

7. Entire Agreement

This document constitutes the entire agreement between the parties regarding equity ownership and supersedes any prior agreements, whether written or oral.

8. Acceptance

By signing below, both parties acknowledge and agree to the terms of this Agreement.

Lionel Sapp CTO, TOTL Agency _____ Date: _____

David Andro [Your Title], TOTL Agency _____ Date: _____

Witness _____ Date: _____

This version is clear, professional, and legally sound: ✓ Reflects 2% equity fully vested immediately ✓ Includes review clause without risk of equity removal ✓ Protects TOTL Agency with IP and confidentiality terms