



AGENDA REQUEST FORM

THE SCHOOL BOARD OF BROWARD COUNTY, FLORIDA

MEETING DATE	2017-08-22 10:05 - Regular School Board Meeting
AGENDA ITEM	ITEMS
CATEGORY	E. OFFICE OF STRATEGY & OPERATIONS
DEPARTMENT	Procurement & Warehousing Services

Special Order Request
<input type="radio"/> Yes <input checked="" type="radio"/> No
Time
Open Agenda
<input type="radio"/> Yes <input checked="" type="radio"/> No

ITEM No.:
E-5.

TITLE:

First and Second Amendments to Agreements and Renewal - 15-010P - 403(b)/457(b) Program for School Board Employees

REQUESTED ACTION:

Approve the First Amendment to Agreements for the above referenced Request for Proposal (RFP) for AXA Equitable Life Insurance Company (AXA) and Life Insurance Company of Southwest (LSW). Approve the Second Amendment to Agreements for the above referenced RFP for Metropolitan Life Insurance Company (METLIFE), Variable Annuity Life Insurance Company (VALIC), and VOYA Retirement Insurance and Annuity Company (VRIAC).

SUMMARY EXPLANATION AND BACKGROUND:

On March 17, 2015, the School Board awarded contracts to AXA, LSW, METLIFE, VALIC, and VRIAC. These vendors provide School Board employees with the ability to sign-up for a Tax Sheltered Annuities Retirement Savings/Investment Plan. The First and Second Amendments to Agreements are to renew the contract for the first renewal option for the period January 1, 2018 through December 31, 2018. These First and Second Amendments to Agreements have been reviewed and approved as to form and legal content by the Office of the General Counsel.

SCHOOL BOARD GOALS:

Goal 1: High Quality Instruction Goal 2: Continuous Improvement Goal 3: Effective Communication

FINANCIAL IMPACT:

There is no financial impact to the District. Funds will be paid by School Board employees.

EXHIBITS: (List)

(1) Continuation of Requested Action (2) Executive Summary (3) Approved ARF 8-16-16 RSBM E-4 (4) Approved ARF 3-17-15 RSBM E-4 (5) Approved ARF 6-21-16 RSBM E-7 (6) Agreements - 5

BOARD ACTION:
APPROVED
(For Official School Board Records Office Only)

SOURCE OF ADDITIONAL INFORMATION:	
Name: Dr. Dildra M. Ogburn	Phone: 754-321-3100
Name: Mary C. Coker	Phone: 754-321-0501

THE SCHOOL BOARD OF BROWARD COUNTY, FLORIDA
Senior Leader & Title

Maurice L. Woods - Chief Strategy & Operations Officer

Signature
Maurice Woods
8/15/2017, 12:51:37 PM

Approved In Open Board Meeting On: **AUG 22 2017**
By: *Atty M. Freedman*
School Board Chair

**First and Second Amendments to Agreements and Renewal
15-010P - 403(b)/457(b) Program for School Board Employees
August 22, 2017
Page 2**

CONTINUATION OF REQUESTED ACTION

Initial Contract Term: March 17, 2015 through December 31, 2017, 2 Years, 10 Months; Renewal Contract Term: January 1, 2018 through December 31, 2018, 1 Year; User Department: Benefits and Employment Services; Award Amount: None; Awarded Vendor(s): AXA Equitable Life Insurance Company (AXA), Life Insurance Company of Southwest (LSW), Metropolitan Life Insurance Company (METLIFE), Variable Annuity Life Insurance Company (VALIC), and Voya Retirement Insurance and Annuity Company (VRIAC); Small/Minority/Women Business Enterprises Vendor(s): None.

EXECUTIVE SUMMARY

**First and Second Amendments to Agreements and Renewal
RFP 15-010P - 403(b)/457(b) Program for School Board Employees**

A draft Request for Proposal (RFP) for Tax Sheltered Annuities-403(b) and 457(b) was developed and subsequently reviewed in a public meeting by the Superintendent’s Insurance & Wellness Advisory Committee (SIWAC) on January 15, 2014. The RFP was released via DemandStar on March 4, 2014.

On March 17, 2015 the School Board approved the contracts for the TSA vendors listed below to provide 403(b)/457(b) products.

Mutual Funds (3)	Annuities (4)
VOYA, formerly ING Life Insurance and Annuity Co.	AXA Equitable Life Insurance Company
Metropolitan Life Insurance Company	VOYA, formerly ING Life Insurance and Annuity Co.
Variable Annuity Life Ins. Co. (VALIC)	Life Insurance Co. of the Southwest (LSW)
	Variable Annuity Life Ins. Co.

This initial term of the contracts is March 17, 2015 through December 31, 2017, with two (2) one-year renewal options.

The Superintendent’s Insurance & Wellness Advisory Committee held its annual contract renewal meeting on May 17, 2017. The SIWAC voted unanimously to recommend approval of the first one-year renewal option to the Superintendent of Schools for the above referenced vendors.

This request is to approve the first one-year renewal option and First Amendment to Agreement for AXA and LSW and to approve the first one-year renewal option and Second Amendment to Agreement for MetLife, VALIC and VOYA for the above referenced RFP.

Upon approval of this agenda item, employees will continue to have the ability to sign-up for a tax-sheltered annuity. Participating in a retirement savings and investment plan, offers an employee the opportunity to establish another retirement fund, in which he or she can draw from at the time of retirement. The contributions made to this retirement savings plan are employee funded and are available through payroll reduction.



AGENDA REQUEST FORM

THE SCHOOL BOARD OF BROWARD COUNTY, FLORIDA

MEETING DATE	Aug 16 2016 10:15AM - Regular School Board Meeting
AGENDA ITEM	CONSENT ITEMS
CATEGORY	E. OFFICE OF STRATEGY & OPERATIONS
DEPARTMENT	Procurement & Warehousing Services

Special Order Request
<input type="radio"/> Yes <input checked="" type="radio"/> No
Time
Open Agenda
<input type="radio"/> Yes <input checked="" type="radio"/> No

ITEM No.:
E-4.

TITLE:
First Amendment to Agreement - 15-010P - 403(b)/457(b) Programs for School Board Employees

REQUESTED ACTION:
Approve the First Amendment to Agreement for the above Request for Proposal (RFP) - 15-010P. Contract Term: March 17, 2015, through December 31, 2017, 2 Years, 10 Months; User Department: Benefits and Employment Services; Award Amount: None; Awarded Vendor(s): The Variable Annuity Life Insurance Company; Minority/Women Business Enterprise Vendor(s): None

SUMMARY EXPLANATION AND BACKGROUND:
The School Board of Broward County, Florida, received eleven (11) proposals in response to RFP - 15-010P - 403(b)/457(b) Programs for School Board Employees. This request is to approve the First Amendment to the Agreement. On March 17, 2015, the School Board awarded the contract to Variable Annuity Life Insurance Company. This RFP provides School Board employees with the ability to sign up for a Tax Sheltered Annuities. A copy of the RFP documents are available online at: http://www.broward.k12.fl.us/supply/docs/contracts/15-010P_403b.pdf
This First Amendment to Agreement have been reviewed and approved as to form and legal content by the Office of the General Counsel.

SCHOOL BOARD GOALS:
 Goal 1: High Quality Instruction Goal 2: Continuous Improvement Goal 3: Effective Communication

FINANCIAL IMPACT:
There is no financial impact to the District.

EXHIBITS: (List)
(1) Executive Summary (2) First Amendment to Agreement (3) Approved ARF 3-17-15 RSBM E-4 (4) Approved ARF 6-21-16 RSBM E-7

BOARD ACTION:
APPROVED
(For Official School Board Records Office Only)

SOURCE OF ADDITIONAL INFORMATION:

Name: Dr. Dildra Ogburn	Phone: 754-321-3100
Name: Mary C. Coker	Phone: 754-321-0501

THE SCHOOL BOARD OF BROWARD COUNTY, FLORIDA

Senior Leader & Title
Maurice L. Woods - Chief Strategy & Operations Officer

Signature
Maurice Woods
8/8/2016, 9:16:25 AM

Electronic Signature
Form #4189 Revised 04/16
RWR/ MLW/MCC/DO:ch

Approved In Open Board Meeting On: **AUG 16 2016**
By: *Michael Ogeed*
School Board Chair



AGENDA REQUEST FORM

THE SCHOOL BOARD OF BROWARD COUNTY, FLORIDA

Special Order Request	
<input type="radio"/> Yes	<input checked="" type="radio"/> No
Time	
Open Agenda	
<input type="radio"/> Yes	<input checked="" type="radio"/> No

ITEM No.:
E-4.

MEETING DATE	Mar 17 2015 10:15AM - Regular School Board Meeting
AGENDA ITEM	CONSENT ITEMS
CATEGORY	E. OFFICE OF STRATEGY & OPERATIONS
DEPARTMENT	Procurement & Warehousing Services

TITLE:
RFP Recommendation of \$500,000 or Less - 15-010P - 403(b)/457(b) Program for School Board Employees

REQUESTED ACTION:
Approve the award of contracts for the above RFP to Variable Annuity Life Insurance Company (VALIC); VOYA (f/k/a ING Life Insurance and Annuity Company); Life Insurance Company of the Southwest; Metropolitan Life Insurance Company; and AXA Equitable Life Insurance Company, as well as to approve a contract with AXA Equitable's subcontractor ProNvest. See Supporting Docs for continuation of Requested Action.

SUMMARY EXPLANATION AND BACKGROUND:
The School Board of Broward County, Florida, received responses from eleven (11) proposers, who collectively submitted a total of fourteen (14) proposals for RFP 15-010P, 403(b)/457(b) Program for School Board Employees. This RFP provides School Board employees with the ability to sign up for a Tax Sheltered Annuities retirement savings/investment plan. See Supporting Docs for continuation of Summary Explanation and Background.

A copy of the bid documents are available online at: http://www.broward.k12.fl.us/supply/docs/contracts/15-010P_403b.pdf. These Agreements have been reviewed and approved as to form and legal content by the Office of the General Counsel.

SCHOOL BOARD GOALS:
 Goal 1: High Quality Instruction
 Goal 2: Continuous Improvement
 Goal 3: Effective Communication

FINANCIAL IMPACT:
There is no financial impact to the District. Funds will be paid by School Board employees.

EXHIBITS: (List)
(1) Continuation of Requested Action (2) Continuation of Summary Explanation and Background (3) Agreements - 5 (4) Agreement with ProNvest (AXA's Subcontractor) (5) Recommendation Tabulation

BOARD ACTION:
APPROVED
(For Official School Board Records Office Only)


SOURCE OF ADDITIONAL INFORMATION:	
Name: Dr. Dildra Martin-Ogburn	Phone: 754-321-3100
Name: Ms. Ruby Crenshaw	Phone: 754-321-0501

THE SCHOOL BOARD OF BROWARD COUNTY, FLORIDA

Senior Leader & Title
Maurice L. Woods - Chief Strategy & Operations Officer

Approved In Open Board Meeting On: **MAR 17 2015**

Signature
Maurice Woods
Thu Mar 5 11:06:20 2015

By: 
School Board Chair



AGENDA REQUEST FORM

THE SCHOOL BOARD OF BROWARD COUNTY, FLORIDA

MEETING DATE: Jun 21 2016 10:15AM - Regular School Board Meeting

AGENDA ITEM: CONSENT ITEMS

CATEGORY: E. OFFICE OF STRATEGY & OPERATIONS

DEPARTMENT: Procurement & Warehousing Services

Special Order Request
 Yes No

Time

Open Agenda
 Yes No

ITEM No.:
E-7.

TITLE:
 First Amendment to Agreement - 15-010P - 403(b)/457(b) Programs for School Board Employees

REQUESTED ACTION:
 Approve the First Amendment to Agreement for the above Request for Proposal (RFP) - 15-010P. Contract Term: March 17, 2015, through December 31, 2017, 2 Years, 10 Months; User Department: Benefits and Employment Services; Award Amount: None; Awarded Vendor(s): VOYA f/k/a ING Life Insurance and Annuity Company; and Metropolitan Life Insurance Company; Minority/Women Business Enterprise Vendor(s): None

SUMMARY EXPLANATION AND BACKGROUND:
 The School Board of Broward County, Florida, received eight (8) proposals for RFP - 15-010P - 403(b)/457(b) Programs for School Board Employees. This request is to approve the First Amendment to the Agreements. This RFP provides School Board employees with the ability to sign up for a Tax Sheltered Annuities.
 A copy of the RFP documents are available online at: http://www.broward.k12.fl.us/supply/docs/contracts/15-010P_403b.pdf
 These First Amendment to Agreements have been reviewed and approved as to form and legal content by the Office of the General Counsel.
 See Supporting Docs for continuation of Summary Explanation and Background

SCHOOL BOARD GOALS:
 Goal 1: High Quality Instruction Goal 2: Continuous Improvement Goal 3: Effective Communication

FINANCIAL IMPACT:
 There is no financial impact to the District.

EXHIBITS: (List)
 (1) Continuation of Summary Explanation and Background (2) Executive Summary (3) First Amendment to Agreement-2 (4) Approved ARF 3-17-15 RSBM E-4

BOARD ACTION:
APPROVED
 (For Official School Board Records Office Only)

SOURCE OF ADDITIONAL INFORMATION:

Name: Dr. Dildra Ogburn	Phone: 754-321-3100
Name: Mary C. Coker	Phone: 754-321-0501

THE SCHOOL BOARD OF BROWARD COUNTY, FLORIDA
 Senior Leader & Title

Maurice L. Woods - Chief Strategy & Operations Officer

Signature
 Maurice Woods
 6/10/2016, 3:24:53 PM

Approved In Open Board Meeting On:

JUN 21 2016

By: *Abby M. Freedman*
 School Board Chair *for the chair*

FIRST AMENDMENT TO AGREEMENT

THIS FIRST AMENDMENT TO AGREEMENT is made and entered into as of this 22nd day of August, 2017, by and between

THE SCHOOL BOARD OF BROWARD COUNTY, FLORIDA

(hereinafter referred to as "SBBC"),
a body corporate and political subdivision of the State of Florida,
whose principal place of business is
600 Southeast Third Avenue, Fort Lauderdale, Florida 33301

and

AXA EQUITABLE LIFE INSURANCE COMPANY

(hereinafter referred to as "[AXA]"),
whose principal place of business is
100 Madison Street
Syracuse, New York 13202

WHEREAS, SBBC issued a Request For Proposal identified as RFP 15-010P 403(b)/457(b) Program for School Board Employees dated March 4, 2014 and amended by Addendum Number One dated March 26, 2014 (herein referred to as "RFP") which is incorporated by reference herein, for the purpose of receiving proposals for 403(b)/457(b) Program for School Board Employee; and

WHEREAS, AXA offered a proposal dated April 16, 2014, (hereinafter referred to as "Proposal") which is incorporated by reference herein, in response to the RFP; and

WHEREAS, SBBC and AXA entered into an Agreement dated March 17, 2015 (hereinafter referred to as "Agreement") for 403(b)/457(b) Annuity Program for School Board Employees.

WHEREAS, SBBC and AXA desire to further amend the Agreement.

NOW, THEREFORE, in consideration of the premises and of the mutual covenants contained herein and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Parties hereby agree as follows:

ARTICLES

1.01 **Recitals**. The Parties agree that the foregoing recitals are true and correct and that such recitals are incorporated herein by reference.

2.01 **Product Offerings & Marketing.** AXA agrees to continue the same products and pricing as outlined in their Proposal.

3.01 **Priority of Documents.** In the event of a conflict between the documents the following priority of documents shall govern:

- First: First Amendment to the Agreement; then
- Second: This Agreement; then
- Third: Addendum Number One Dated, March 26, 2014; then
- Fourth: RFP 15-010P - "403(b)/457(b) Program for School Board Employees; then
- Fifth: The Proposal submitted by AXA in response to the RFP.

In case of any other doubts or difference of opinion, the decision of SBBC shall be final and binding on both parties.

4.01 **Term of Agreement.** Unless terminated earlier pursuant to Section 3.05 of the Agreement, the term of the Agreement shall be extended for an additional one-year period, which will begin on January 1, 2018 and end on December 31, 2018.

5.01 **Authority.** Each person signing this First Amendment to Agreement on behalf of either Party individually warrants that he or she has full legal power to execute this First Amendment to Agreement on behalf of the Party for whom he or she is signing, and to bind and obligate such Party with respect to all provisions contained in this First Amendment to Agreement.


6.01 **All other Terms and Conditions.** Except as expressly provided herein, all terms and conditions set forth in the Agreement and this First Amendment to Agreement shall remain in force and effect for the contract term specified within this First Amendment to Agreement.

IN WITNESS WHEREOF, the Parties hereto have made and executed this First Amendment to Agreement on the date first above written.

FOR SBBC

(Corporate Seal)

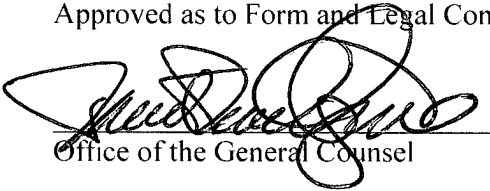
ATTEST:


Robert W. Runcie, Superintendent of Schools

THE SCHOOL BOARD OF BROWARD
COUNTY, FLORIDA

By Abby M. Freedman
Abby M. Freedman, Chair

Approved as to Form and Legal Content:

 07/07/17
Office of the General Counsel

FOR AXA

(Corporate Seal)

AXA EQUITABLE LIFE INSURANCE
COMPANY

ATTEST:

By *Keith Namiot*

Keith Namiot, Lead Director

_____, Secretary

-or-

Witness

Witness

**The Following Notarization is Required for Every Agreement Without Regard to
Whether the Party Chose to Use a Secretary's Attestation or Two (2) Witnesses.**

STATE OF NY

COUNTY OF NY

The foregoing instrument was acknowledged before me this 22nd day of
June, 2017 by Keith Namiot of
Name of Person
AXA Equitable, on behalf of the corporation/agency.
Name of Corporation or Agency

He/She is personally known to me or produced drivers license as
identification and did/did not first take an oath. Type of Identification

My Commission Expires:

Nancy L. Lindsay
Signature - Notary Public

NANCY L. LINDAY
Notary Public - State of New York
(SEAL) No. 01LI16014902
Qualified in New York County
My Commission Expires Oct. 19, 2018

Printed Name of Notary

Notary's Commission No.

SECOND AMENDMENT TO AGREEMENT

THIS SECOND AMENDMENT TO AGREEMENT is made and entered into as of this 22nd day of August, 2017, by and between

THE SCHOOL BOARD OF BROWARD COUNTY, FLORIDA
(hereinafter referred to as "SBBC"),
a body corporate and political subdivision of the State of Florida,
whose principal place of business is
600 Southeast Third Avenue, Fort Lauderdale, Florida 33301

and

THE VARIABLE ANNUITY LIFE INSURANCE COMPANY
(hereinafter referred to as "[VALIC]"),
whose principal place of business is
2929 Allen Parkway,
Houston, Texas 77019

WHEREAS, SBBC issued a Request for Proposal identified as RFP 15-010P 403(b)/457(b) Program for School Board Employees dated March 4, 2014 and amended by addendum Number One dated March 26, 2014 (herein referred to as RFP") which is incorporated by reference herein, for the purpose of receiving proposals for 403(b)/457(b) Program for School Board Employees; and

WHEREAS, VALIC offered a proposal dated April 15, 2014, (hereinafter referred to as "Proposal") which is incorporated by reference herein, in response to the RFP; and

WHEREAS, SBBC and VALIC entered into an Agreement dated March 17, 2015 (hereinafter "Agreement") for 403(b)/457(b) Annuity and Mutual Fund Program for School Board Employees under RFP 15-010P; and

WHEREAS, VALIC and SBBC agreed to amend the Agreement to include references to the 403(b) Custodial Agreement, 403(b) Plan Loan Policy, 457 Plan Custodial Agreement, 457 Plan Loan Policy, and Group Fixed Annuity Master Application for accounts established with VALIC under each of the Plans, respectively, attached as Exhibits A-E to the First Amendment to the Agreement.

WHEREAS, SBBC and VALIC desire to further amend the Agreement.

NOW, THEREFORE, in consideration of the premises and of the mutual covenants contained herein and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Parties hereby agree as follows:

ARTICLES

1.01 **Recitals.** The Parties agree that the foregoing recitals are true and correct and that such recitals are incorporated herein by reference.

2.01 **Product Offerings & Marketing.** VALIC agrees to continue the same products and pricing as outlined in their Proposal.

3.01 **Priority of Documents.** In the event of a conflict between the documents the following priority of documents shall govern:

- First: Second Amendment to Agreement; then
- Second: First Amendment to Agreement and Exhibits A through E thereto; then
- Third: The Agreement; then
- Fourth: Addendum Number One Dated, March 26, 2014; then
- Fifth: RFP 15-010P - 403(b)/457(b) Program for School Board Employees; then
- Sixth: The Proposal submitted by VALIC in response to the RFP.

In case of any other doubts or difference of opinion, the decision of SBBC shall be final and binding on both parties.

4.01 **Term of Agreement.** Unless terminated earlier pursuant to Section 3.05 of the Agreement, the term of the Agreement shall be extended for an additional one-year period, which will begin on January 1, 2018 and end on December 31, 2018.

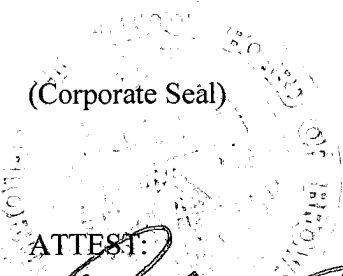
5.01 **Authority.** Each person signing this Second Amendment to Agreement on behalf of either Party individually warrants that he or she has full legal power to execute this Second Amendment to Agreement on behalf of the Party for whom he or she is signing, and to bind and obligate such Party with respect to all provisions contained in this Second Amendment to Agreement.

6.01 **All Other Terms and Conditions.** Except as expressly provided herein, all terms and conditions set forth in the Agreement, First Amendment to Agreement and Exhibits A through E thereto and this Second Amendment to Agreement shall remain in force and effect for the contract term specified within this Second Amendment to Agreement.

IN WITNESS WHEREOF, the Parties hereto have made and executed this Second Amendment to Agreement through their duly authorized representatives.

FOR SBBC

(Corporate Seal)



ATTEST:

Robert W. Runcie

Robert W. Runcie
Superintendent of Schools

THE SCHOOL BOARD OF BROWARD
COUNTY, FLORIDA

By *Abby M. Freedman*
Abby M. Freedman, Chair

Approved as to Form and Legal Content:

[Signature] 07/07/17
Office of the General Counsel

FOR VALIC

(Corporate Seal)

THE VARIABLE ANNUITY LIFE
INSURANCE COMPANY

ATTEST:

By *M Harris*
Mona Harris, Administrative Officer

, Secretary

APPROVED
AS TO CONTRACT COMPLIANCE
LAW SERVICES

-or-
Cynthia Rose
Witness

CONTROL NO. 5678

Kathy So
Witness

DATE 6/26/17

SIGNED *[Signature]*

**The Following Notarization is Required for Every Agreement Without Regard to
Whether VALIC Chose to Use a Secretary's Attestation or Two (2) Witnesses.**

STATE OF Texas

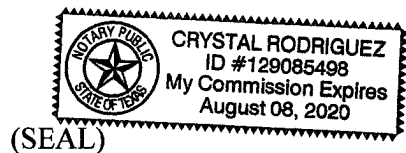
COUNTY OF Harris

The foregoing instrument was acknowledged before me this 26th day of
June, 2017 by Mona Harris, Administrative Officer of

The Variable Annuity Life Insurance Company (VALIC) on behalf of the corporation/agency.

He/She is personally known to me or produced _____ as
identification and did/did not first take an oath. Type of Identification

My Commission Expires:



[Signature]
Signature - Notary Public

CRYSTAL RODRIGUEZ
Printed Name of Notary

129085498
Notary's Commission No.

SECOND AMENDMENT TO AGREEMENT

THIS SECOND AMENDMENT TO AGREEMENT is made and entered into as of this 22nd day of August, 2017, by and between

THE SCHOOL BOARD OF BROWARD COUNTY, FLORIDA

(hereinafter referred to as "SBBC"),
a body corporate and political subdivision of the State of Florida,
whose principal place of business is
600 Southeast Third Avenue, Fort Lauderdale, Florida 33301

and

METROPOLITAN LIFE INSURANCE COMPANY

(hereinafter referred to as "METLIFE"),

whose principal place of business is
200 Park Avenue
New York, NY 10166

WHEREAS, SBBC issued a Request for Proposal identified as RFP 15-010P 403(b)/457(b) Program for School Board employees dated March 4, 2014 and amended by addendum Number One dated March 26, 2014 (herein referred to as RFP") which is incorporated by reference herein, for the purpose of receiving proposals for 403(b)/457(b) Program for School Board Employee; and

WHEREAS, METLIFE offered a proposal dated April 15, 2014, (hereinafter referred to as "Proposal") which is incorporated by reference herein, in response to the RFP; and

WHEREAS, SBBC and METLIFE entered into an Agreement dated March 17, 2015 (hereinafter "Agreement") for a 403(b)/457(b) Mutual Fund Program for School Board Employees under RFP 15-010P; and

WHEREAS, METLIFE and SBBC desired to amend the Agreement to include references to the Reliance Trust Company 403(b)(7) Custodial Agreement for The School Board of Broward County, Florida 403(b) Plan, (the "403(b)(7) Custodial Agreement"), and the Trust Agreement for The School Board of Broward County, Florida 457(b) Plan, (the "457(b) Trust Agreement").

WHEREAS, SBBC and METLIFE desires to further amend the Agreement.

NOW, THEREFORE, in consideration of the premises and of the mutual covenants contained herein and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Parties hereby agree as follows:

ARTICLES

1.01 **Recitals.** The Parties agree that the foregoing recitals are true and correct and that such recitals are incorporated herein by reference.

2.01 **Product Offerings & Marketing.** METLIFE agrees to continue the same products and pricing as outlined in their Proposal.

3.01 **Priority of Documents.** In the event of a conflict between the documents the following priority of documents shall govern:

- First: Second Amendment to Agreement; then
- Second: First Amendment to Agreement and Exhibits A & B thereto; then
- Third: The Agreement; then
- Fourth: Addendum Number One Dated, March 26, 2014; then
- Fifth: RFP 15-010P - 403(b)/457(b) Program for School Board Employees; then
- Sixth: The Proposal submitted by METLIFE in response to the RFP; then
- Seventh: MetLife's 403(b) Plan Services Agreement and MetLife's 457(b) Plan Services Agreement.

In case of any other doubts or difference of opinion, the decision of SBBC shall be final and binding on both parties.

4.01 **Term of Agreement.** Unless terminated earlier pursuant to Section 3.05 of the Agreement, the term of the Agreement shall be extended for an additional one-year period, which will begin on January 1, 2018 and end on December 31, 2018.

5.01 **Authority.** Each person signing this Second Amendment to Agreement on behalf of either Party individually warrants that he or she has full legal power to execute this Second Amendment to Agreement on behalf of the Party for whom he or she is signing, and to bind and obligate such Party with respect to all provisions contained in this Second Amendment to Agreement.

6.01 **All other Terms and Conditions.** Except as expressly provided herein, all terms and conditions set forth in the Agreement and this Second Amendment to Agreement shall remain in force and effect for the contract term specified within this Second Amendment to Agreement.

IN WITNESS WHEREOF, the Parties hereto have made and executed this Second Amendment to Agreement through their duly authorized representatives.

FOR SBBC

(Corporate Seal)

THE SCHOOL BOARD OF BROWARD
COUNTY, FLORIDA

By Abby M. Freedman
Abby M. Freedman, Chair

ATTEST:

Robert W. Runcie
Robert W. Runcie
Superintendent of Schools

Approved as to Form and Legal Content:

[Signature]
Office of the General Counsel

FOR METLIFE

(Corporate Seal)

METROPOLITAN LIFE INSURANCE CO.

ATTEST:

By [Signature]
Derrick Kelson, Vice President

_____, Secretary

-or-
[Signature]
Witness

[Signature]
Witness

The Following Notarization is Required for Every Agreement Without Regard to Whether METLIFE Chose to Use a Secretary's Attestation or Two (2) Witnesses.

STATE OF North Carolina

COUNTY OF Mecklenburg

The foregoing instrument was acknowledged before me this 26th day of June, 2017 by Derrick Kelson of
Name of Person

Metropolitan Life Insurance Company on behalf of the corporation/agency.

He/She is personally known to me or produced _____ as
identification and did/did not first take an oath. Type of Identification

My Commission Expires: 10/01/2021

[Signature]
Signature - Notary Public

Michelle J. Antinarelli
Printed Name of Notary

(SEAL)

200627600099
Notary's Commission No.

FIRST AMENDMENT TO AGREEMENT

THIS FIRST AMENDMENT TO AGREEMENT is made and entered into as of this 22nd day of August, 2017, by and between

THE SCHOOL BOARD OF BROWARD COUNTY, FLORIDA
(hereinafter referred to as "SBBC"),
a body corporate and political subdivision of the State of Florida,
whose principal place of business is
600 Southeast Third Avenue, Fort Lauderdale, Florida 33301

and

LIFE INSURANCE COMPANY OF THE SOUTHWEST
(hereinafter referred to as "[LSW]"),
whose principal place of business is
15455 Dallas Parkway, Suite 800
Addison, Texas 75001

WHEREAS, SBBC issued a Request For Proposal identified as RFP 15-010P 403(b)/457(b) Program for School Board Employees dated March 4, 2014 and amended by Addendum Number One dated March 26, 2014 (herein referred to as "RFP") which is incorporated by reference herein, for the purpose of receiving proposals for 403(b)/457(b) Program for School Board Employee; and

WHEREAS, LSW offered a proposal dated April 15, 2014, (hereinafter referred to as "Proposal") which is incorporated by reference herein, in response to the RFP; and

WHEREAS, SBBC and LSW entered into an Agreement dated March 17, 2015 (hereinafter referred to as "Agreement") for 403(b)/457(b) Annuity Program for School Board Employees.

WHEREAS, SBBC and LSW desire to further amend the Agreement.

NOW, THEREFORE, in consideration of the premises and of the mutual covenants contained herein and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Parties hereby agree as follows:

ARTICLES

1.01 **Recitals**. The Parties agree that the foregoing recitals are true and correct and that such recitals are incorporated herein by reference.

2.01 **Product Offerings & Marketing.** LSW agrees to continue the same products and pricing as outlined in their Proposal.

3.01 **Priority of Documents.** In the event of a conflict between the documents the following priority of documents shall govern:

- First: First Amendment to the Agreement; then
- Second: This Agreement; then
- Third: Addendum Number One Dated, March 26, 2014; then
- Fourth: RFP 15-010P - "403(b)/457(b) Program for School Board Employees; then
- Fifth: The Proposal submitted by LSW in response to the RFP.

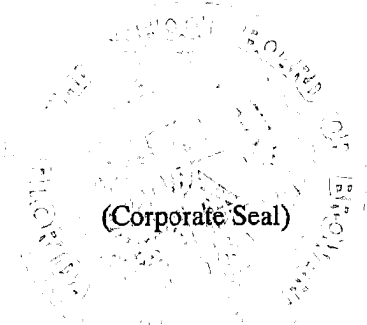
In case of any other doubts or difference of opinion, the decision of SBBC shall be final and binding on both parties.

4.01 **Term of Agreement.** Unless terminated earlier pursuant to Section 3.05 of the Agreement, the term of the Agreement shall be extended for an additional one-year period, which will begin on January 1, 2018 and end on December 31, 2018.

5.01 **Authority.** Each person signing this First Amendment to Agreement on behalf of either Party individually warrants that he or she has full legal power to execute this First Amendment to Agreement on behalf of the Party for whom he or she is signing, and to bind and obligate such Party with respect to all provisions contained in this First Amendment to Agreement.

6.01 **All other Terms and Conditions.** Except as expressly provided herein, all terms and conditions set forth in the Agreement and this First Amendment to Agreement shall remain in force and effect for the contract term specified within this First Amendment to Agreement.

IN WITNESS WHEREOF, the Parties hereto have made and executed this First Amendment to Agreement on the date first above written.



(Corporate Seal)

FOR SBBC

THE SCHOOL BOARD OF BROWARD
COUNTY, FLORIDA

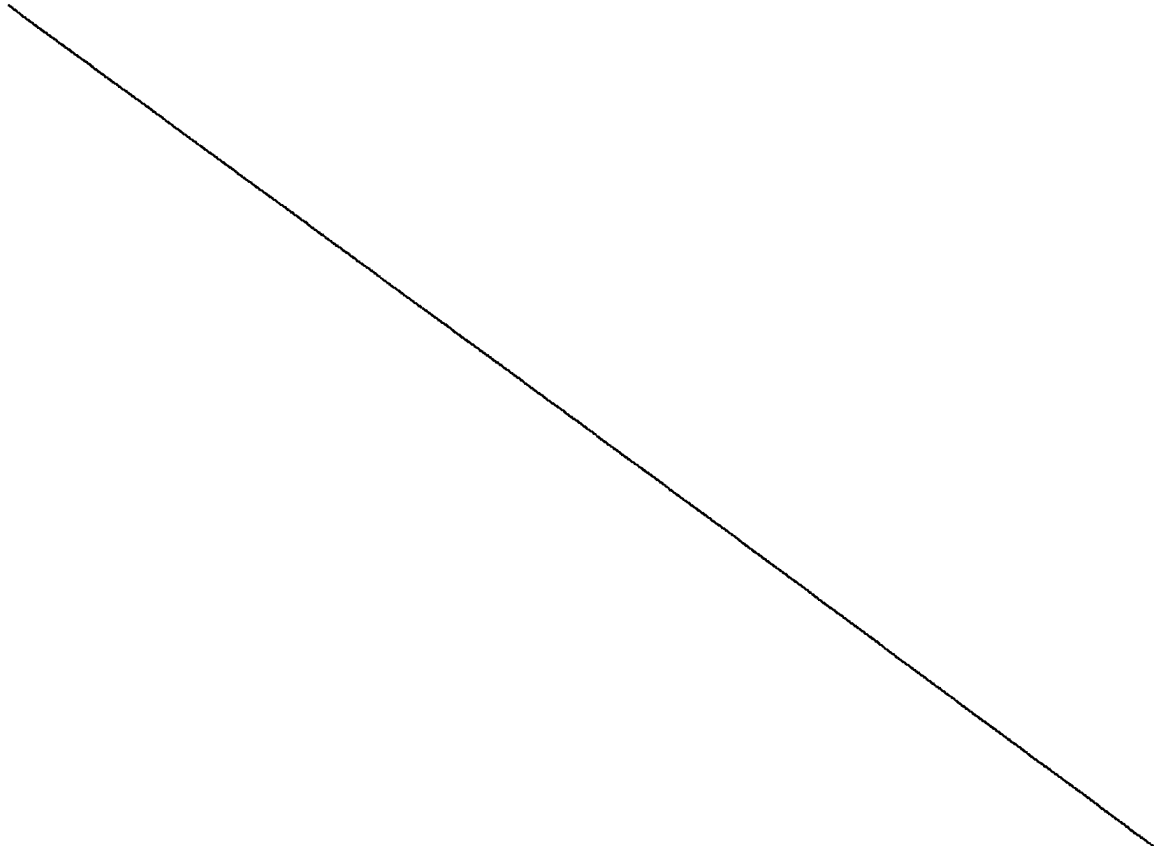
By Abby M. Freedman
Abby M. Freedman, Chair

ATTEST:

Robert W. Runcie
Robert W. Runcie, Superintendent of Schools

Approved as to Form and Legal Content:

[Signature] 07/07/17
Office of the General Counsel



FOR LSW

(Corporate Seal)

Life Insurance Company of the Southwest

ATTEST:

Susan J. [Signature]
Asst., Secretary

By [Signature]
Ata Azarshahi, Senior Vice President Life & Annuity Solutions

-or-

Witness

Witness

The Following Notarization is Required for Every Agreement Without Regard to Whether the Party Chose to Use a Secretary's Attestation or Two (2) Witnesses.

STATE OF Texas

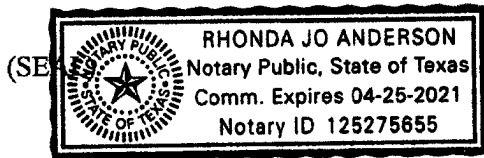
COUNTY OF Dallas

The foregoing instrument was acknowledged before me this 23rd day of June, 2017 by Ata Azarshahi of Life Ins Co. of the Southwest, on behalf of the corporation/agency.
Name of Person
Name of Corporation or Agency

She is personally known to me or produced identification and did/did not first take an oath. _____ as
Type of Identification

My Commission Expires: 04/25/2021

[Signature]
Signature - Notary Public



Rhonda Jo Anderson
Printed Name of Notary

125275655
Notary's Commission No.

SECOND AMENDMENT TO AGREEMENT

THIS SECOND AMENDMENT TO AGREEMENT is made and entered into as of this 22nd day of August, 2017, by and between

THE SCHOOL BOARD OF BROWARD COUNTY, FLORIDA

(hereinafter referred to as "SBBC"),
a body corporate and political subdivision of the State of Florida,
whose principal place of business is
600 Southeast Third Avenue, Fort Lauderdale, Florida 33301

and

VOYA RETIREMENT INSURANCE AND ANNUITY COMPANY

(hereinafter referred to as "VRIAC"),
whose principal place of business is
One Orange Way
Windsor, Connecticut 06095

WHEREAS, SBBC issued a Request for Proposal identified as RFP 15-010P 403(b)/457(b) Program for School Board Employees dated March 4, 2014 and amended by addendum Number One dated March 26, 2014 (herein referred to as RFP") which is incorporated by reference herein, for the purpose of receiving proposals for 403(b)/457(b) Program for School Board Employees; and

WHEREAS, VRIAC offered a proposal dated April 16, 2014, (hereinafter referred to as "Proposal") which is incorporated by reference herein, in response to the RFP; and

WHEREAS, SBBC and VRIAC entered into an Agreement dated March 17, 2015 (hereinafter "Agreement") for a 403(b)/457(b) Annuity Program and Mutual Fund for School Board Employees under RFP 15-010P; and

WHEREAS, VRIAC and SBBC desired to amend the Agreement to include references to the TD Ameritrade Plan Sponsor Agreement and New Account Form, Application for Group Annuity Contract – Voya Retirement Insurance and Annuity Company – 403(b) non-ERISA Public Schools and ERISA-Exempt 501(c) Organizations-Voya Retirement Choice II (Fixed Plus Account III), Application for Group Annuity Contract – Voya Retirement Insurance and Annuity Company – 403(b) non-ERISA Public Schools and ERISA-Exempt 501(c) Organizations-Voya Retirement Plus, Application for Group Annuity Contract – Voya Retirement Insurance and Annuity Company – Government 457(b) (including Public Schools) - Voya Retirement Choice II (Fixed Plus Account III), Application for Group Annuity Contract – Voya Retirement Insurance and Annuity Company – Government 457(b) (including Public Schools) - Voya Retirement Plus II, Voya 403(b)(7) Custodial Account Agreement, Voya 457(b) Custodial Account Agreement, and Voya SDBA Terms and Conditions Agreement, attached as Exhibits A-H to the First Amendment to the Agreement, dated June 21, 2016.

WHEREAS, SBBC and VRIAC desire to further amend the Agreement.

NOW, THEREFORE, in consideration of the premises and of the mutual covenants contained herein and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Parties hereby agree as follows:

ARTICLES

1.01 **Recitals.** The Parties agree that the foregoing recitals are true and correct and that such recitals are incorporated herein by reference.

2.01 **Product Offerings & Marketing.** VRIAC agrees to continue the same products and pricing, as outlined in their Proposal, with the exception of the Wealth Management for Retirement Program, which will no longer be available for either the Mutual or Annuity Products.

3.01 **Priority of Documents.** In the event of a conflict between the documents the following priority of documents shall govern:

- First: Second Amendment to Agreement; then
- Second: First Amendment to Agreement and Exhibits A through H thereto; then
- Third: The Agreement; then
- Fourth: Addendum Number One Dated, March 26, 2014; then
- Fifth: RFP 15-010P - 403(b)/457(b) Program for School Board Employees; then
- Sixth: The Proposal submitted by VRIAC in response to the RFP.

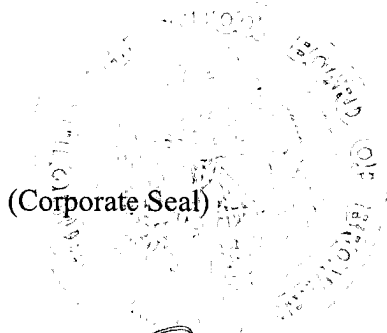
In case of any other doubts or difference of opinion, the decision of SBBC shall be final and binding on both parties.

4.01 **Term of Agreement.** Unless terminated earlier pursuant to Section 3.05 of the Agreement, the term of the Agreement shall be extended for an additional one-year period, which will begin on January 1, 2018 and end on December 31, 2018.

5.01 **Authority.** Each person signing this Second Amendment to Agreement on behalf of either Party individually warrants that he or she has full legal power to execute this Second Amendment to Agreement on behalf of the Party for whom he or she is signing, and to bind and obligate such Party with respect to all provisions contained in this Second Amendment to Agreement.

6.01 **All Other Terms and Conditions.** Except as expressly provided herein, all terms and conditions set forth in the Agreement and this Second Amendment to Agreement shall remain in force and effect for the contract term specified within this Second Amendment to Agreement.

IN WITNESS WHEREOF, the Parties hereto have made and executed this Second Amendment to Agreement through their duly authorized representatives.



(Corporate Seal)

FOR SBBC

THE SCHOOL BOARD OF BROWARD
COUNTY, FLORIDA

By Abby M. Freedman
Abby M. Freedman, Chair

ATTEST:

Robert W. Runcie

Robert W. Runcie
Superintendent of Schools

Approved as to Form and Legal Content:

[Signature]
Office of the General Counsel

FOR VRIAC

(Corporate Seal)

VOYA RETIREMENT INSURANCE AND ANNUITY COMPANY

ATTEST:

By *David Linney*
David Linney, Senior Vice President

_____, Secretary

or-
[Signature]
Witness

Janeth Blanton
Witness

The Following Notarization is Required for Every Agreement Without Regard to Whether VRIAC Chose to Use a Secretary's Attestation or Two (2) Witnesses.

STATE OF Texas

COUNTY OF Harris

The foregoing instrument was acknowledged before me this 2 day of August, 2017 by David Linney of Voya Retirement Insurance and Annuity Company on behalf of the corporation/agency.
Name of Person

He/She is personally known to me or produced TX DL as identification and did/did not first take an oath.
Type of Identification

My Commission Expires:

Ramona Singleton
Signature – Notary Public

Ramona Singleton
Printed Name of Notary

10836143
Notary's Commission No.

