

SECOND AMENDMENT TO AGREEMENT

THIS SECOND AMENDMENT TO AGREEMENT is made and entered into as of this ____ day of _____, 2018, 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; and

WHEREAS, SBBC and AXA entered into a First Amendment to Agreement dated, August 22, 2017; and

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 **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, 2019 through December 31, 2019.

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

AXA also agrees to provide notice and educational materials to affected participants of these funds, at no cost to the participants or the Board.

4.01 **ANNUNITY PROGRAM.** AXA agrees to freeze Series 100 and 200 products for new enrollments, based on the outcome of the Fee Benchmarking Report.

5.01 **Order of Precedence Among Agreement Documents.** In the event of a conflict between the documents the following priority of documents shall govern:

- First: Second Amendment to the Agreement; then
- Second: First Amendment to the Agreement; 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 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.

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.

7.01 **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.

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

FOR SBBC

(Corporate Seal)

THE SCHOOL BOARD OF BROWARD
COUNTY, FLORIDA

ATTEST:

By _____
Nora Rupert, Chair

Robert W. Runcie, Superintendent of Schools

Approved as to Form and Legal Content:




Office of the General Counsel

FOR AXA

(Corporate Seal)


ATTEST:

AXA EQUITABLE LIFE INSURANCE
COMPANY

By 
Keith Namiot
Chief Operating Officer, Group Retirement

, 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 New York

COUNTY OF New York

The foregoing instrument was acknowledged before me this 14th day of
September, 2018 by Keith Namiot of
Name of Person

AXA Equitable Life Ins. Company, on behalf of the corporation/agency.
Name of Corporation or 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 - Notary Public

Denise Tedeschi
Printed Name of Notary

(SEAL)

DENISE TEDESCHI
Notary Public - State of New York
Notary's Commission No. 0725010038
Qualified in Nassau County
My Commission Expires Aug. 23, 2021

THIRD AMENDMENT TO AGREEMENT

THIS THIRD AMENDMENT TO AGREEMENT is made and entered into as of this day of _____, 2018, 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, SBBC and METLIFE entered into a First Amendment to Agreement dated, June 21, 2016 to include references to the Reliance Trust Company 403(b) Plan, (the "403(b) Custodial Agreement"), and the Trust Agreement for The School Board of Broward County, Florida 457(b) Plan, (the "457(b) Trust Agreement"); and

WHEREAS, SBBC and METLIFE entered into a Second Amendment to Agreement dated, August 22, 2017; and

WHEREAS, the parties mutually desire to amend certain provisions of 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 **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 from January 1, 2019 through December 31, 2019.

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

4.01 **Mutual Fund Program:** METLIFE also agrees to provide Mutual Fund educational materials to employees, at no cost to the Board.

5.01 **Order of Precedence Among Agreement Documents.** In the event of a conflict between the documents the following priority of documents shall govern:

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

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

7.01 **Authority.** Each person signing this Third Amendment to Agreement on behalf of either Party individually warrants that he or she has full legal power to execute this Third 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 Third Amendment to Agreement.

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

FOR SBBC

(Corporate Seal)


THE SCHOOL BOARD OF BROWARD
COUNTY, FLORIDA

ATTEST:

By _____
Nora Rupert, Chair

Robert W. Runcie
Superintendent of Schools

Approved as to Form and Legal Content:



Office of the General Counsel

FOR METLIFE

(Corporate Seal)

METROPOLITAN LIFE INSURANCE CO.

ATTEST:

By

[Handwritten Signature]
Derrick Kelson, Vice President

_____, Secretary

-of-

Witness

[Handwritten Signature]

Witness

[Handwritten Signature]
Wendy H. Clark

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 Mecklenberg

The foregoing instrument was acknowledged before me this 24 day of August, 2018 by Derrick Kelson of _____
Name of Person

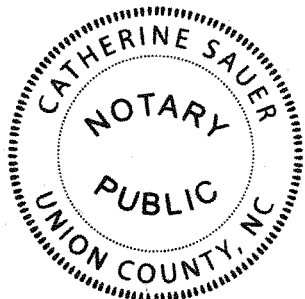
Metropolitan Life Insurance Company on behalf of the corporation/agency.

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

My Commission Expires: Aug. 19, 2020

[Handwritten Signature]
Signature - Notary Public

(SEAL)



Catherine Sauer
Printed Name of Notary

201523700033
Notary's Commission No.

THIRD AMENDMENT TO AGREEMENT

THIS THIRD AMENDMENT TO AGREEMENT is made and entered into as of this day of _____, 2018, 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 Employee; 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, SBBC and VALIC entered into a First Amendment to Agreement dated, August 16, 2016 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; and

WHEREAS, SBBC and VALIC entered into a Second Amendment to Agreement dated, August 22, 2017; and

WHEREAS, the parties mutually desire to amend certain provisions of 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 **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 from January 1, 2019 through December 31, 2019.

3.01 **Product Offerings & Marketing.** VALIC agrees to continue to offer the same Mutual Fund platform with fixed and mutual fund products, and associated pricing, as outlined in their Proposal and as further reflected in Appendix A to the Agreement, which Appendix A may be revised from time to time, as provided in the Agreement.

4.01 **Portfolio Director Annuity Program.** VALIC agrees to apply plan restrictions on new contributions to one or more separate account options, resulting from the plan's Fee Benchmarking Report for any participant who at the time of the restriction has no investment in that specific investment option.

VALIC also agrees to provide eligibility notices and additional educational materials to affected participants of these funds, at no separate cost to the participants or the Board.

5.01 **Order of Precedence Among Agreement Documents.** In the event of a conflict between the documents the following priority of documents shall govern:

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

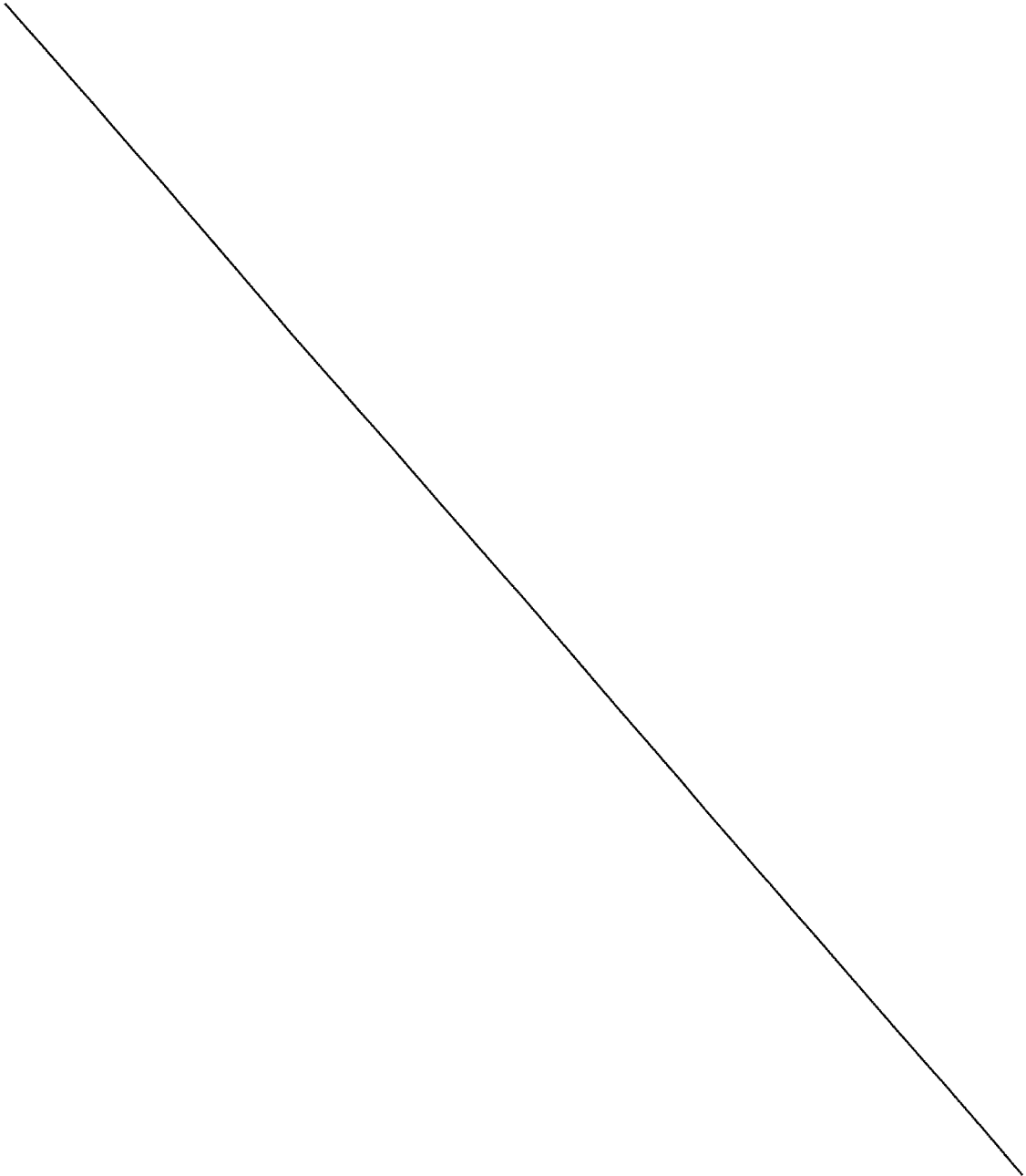
Provisions of other documents incorporated by reference shall have the same priority as the document in which they are incorporated.

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

7.01 **Authority.** Each person signing this Third Amendment to Agreement on behalf of either Party individually warrants that he or she has full legal power to execute this Third

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 Third Amendment to Agreement.

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



FOR SBBC

(Corporate Seal)

THE SCHOOL BOARD OF BROWARD
COUNTY, FLORIDA

ATTEST:

By _____
Nora Rupert, Chair

Robert W. Runcie
Superintendent of Schools

Approved as to Form and Legal Content:

 10/05/18

Office of the General Counsel

FOR VALIC

(Corporate Seal)

THE VARIABLE ANNUITY LIFE
INSURANCE COMPANY

ATTEST:

By Brenda Bradley
Brenda Bradley, Administrative Officer

_____, Secretary
-or-

APPROVED
AS TO CONTRACT COMPLIANCE
LAW SERVICES

CONTROL NO. 5678

DATE 9/25/18

SIGNED [Signature]

Andrea Deamon
Witness

[Signature]
Witness

**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 25th day of
September, 2018 by **Brenda Bradley, Administrative Officer** of The
Variable Annuity Life Insurance Company (VALIC) on behalf of the corporation/agency.

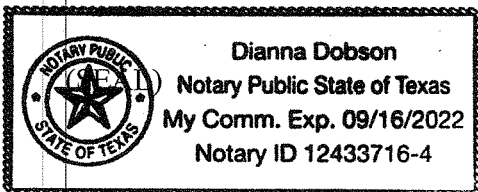
He/She is personally known to me or produced self as
identification and did/did not first take an oath. Type of Identification

My Commission Expires:

Dianna Dobson
Signature – Notary Public

Dianna Dobson
Printed Name of Notary

12433716-4
Notary's Commission No.



THIRD AMENDMENT TO AGREEMENT

THIS THIRD AMENDMENT TO AGREEMENT is made and entered into as of this _____ day of _____, 2018, 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, SBBC and VRIAC entered into a First Amendment to Agreement dated, June 21, 2016 to include references to the TD Ameritrade Plan Sponsor Agreement and New Account Form, Application for Group Annuity Contract – VRIAC – 403(b) non-ERISA Public Schools and ERISA-Exempt 501(c) Organizations-VRIAC 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 – VRIAC – Government 457(b) (including Public Schools) - VRIAC 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 Agreement, dated June 21, 2016; and

WHEREAS, SBBC and VRIAC entered into a Second Amendment to Agreement dated, August 22, 2017; and

WHEREAS, SBBC and VRIAC agree to amend certain provisions of the Agreement to include references to Plan Sponsor Direction and Acknowledgement Form and Amendment to Company

Agreement, Plan Sponsor Submission Forms and Plan Services Agreements and Investment Options Listing, attached as Exhibits A-B to this Third Amendment to 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 **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 from January 1, 2019 through December 31, 2019.

3.01 **Product Offerings & Marketing.**

3.01.1 **Mutual Fund Program.** VRIAC agrees to enhance their Retirement Choice II 403(b) and 457(b) mutual fund product (Fixed Plus Account III), based on the outcome of the Fee Benchmarking Report, which will be the VRIAC product for all new 403(b) and 457(b) enrollments and map existing Mutual Fund clients, as outlined in their Plan Sponsor Direction and Acknowledgement Form and Amendment to Company Agreement, Plan Sponsor Submission Forms and Plan Services Agreements.

3.01.2 **Annuity Fund Program.** VRIAC agrees to freeze the funds within the Retirement Plus II 403(b) and 457(b) product, based on the outcome of the Fee Benchmarking Report for new enrollments. Existing members in the Annuity Product will be offered the opportunity to remain within this product and funds or select the Retirement Choice II (Fixed Plus Account III) mutual fund product, as outlined in their Plan Sponsor Direction and Acknowledgement Form and Amendment to Company Agreement, Plan Sponsor Submission Forms and Plan Services Agreements.

VRIAC also agrees to provide notice and educational materials to affected participants of both the Mutual and Annuity Fund Programs, at no cost to the member or the Board.

4.01 **Order of Precedence Among Agreement Documents.** In the event of a conflict between the documents, the following priority of documents shall govern:

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

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

6.01 **Authority.** Each person signing this Third Amendment to Agreement on behalf of either Party individually warrants that he or she has full legal power to execute this Third 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 Third Amendment to Agreement.

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

FOR SBBC

(Corporate Seal)

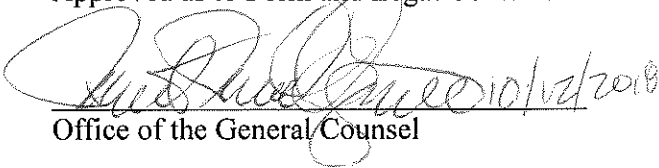
THE SCHOOL BOARD OF BROWARD
COUNTY, FLORIDA

ATTEST:

By _____
Nora Rupert, Chair

Robert W. Runcie
Superintendent of Schools

Approved as to Form and Legal Content:



Office of the General Counsel

FOR VRIAC

(Corporate Seal)

VOYA RETIREMENT INSURANCE AND ANNUITY COMPANY

ATTEST:

By [Signature]
David Linney, Senior Vice President

_____, Secretary

-or-

[Signature]
Witness David R. Bowman

[Signature]
Witness Mary Alice Quinones

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 10th day of October, 2018 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 _____ as identification and ~~did~~ did not first take an oath. Type of Identification

My Commission Expires: 02/02/2022

[Signature]
Signature – Notary Public

(SEAL)

Sarah Beth Hudson
Printed Name of Notary

733707-2
Notary's Commission No.



Exhibit A

PLAN SPONSOR DIRECTION AND ACKNOWLEDGEMENT FORM AND AMENDMENT TO COMPANY AGREEMENT, PLAN SPONSOR SUBMISSION FORMS AND PLAN SERVICES AGREEMENTS

To: Voya Retirement Insurance and Annuity Company ("VRIAC") Voya Financial Advisers, LLC ("VFA") and Voya National Trust (collectively "Voya" or "you")

From: SCHOOL BOARD OF BROWARD COUNTY ("Contract Holder" or "Plan Sponsor" or "We")

Contract holder currently holds Group Annuity Contracts G-CDA(FL)-11 for the School Board of Broward County 403(b) and 457(b) plan ("the plans") under billing groups 664018 and 664019 ("the Existing Contracts") issued by Voya Retirement Insurance and Annuity Company. The Plan Sponsor hereby directs Voya as follows. The changes described below are to be effective January 1, 2019.

The School Board of Broward County currently includes the following Variable Annuity and Mutual Fund Programs offered through VFA and Voya National Trust:

Variable Annuity Programs:

- School Board of Broward County 403(b) Variable Annuity Program - Plan Number- 664018
- School Board of Broward County 457(b) Variable Annuity Program - Plan Number- 664019

Mutual Fund Programs:

- School Board of Broward County 403(b) Mutual Fund Program - Plan Number- 664016
- School Board of Broward County 457(b) Mutual Fund Program - Plan Number- 664017

Plan Sponsor has determined that effective January 1, 2019, the Existing Contracts 664016 & 664017 will no longer be available for new participant enrollments under the Plan. The Plan Sponsor wishes to direct future enrollments to Mutual Fund contracts 664016 and 664017. The following are the approved plans going forward:

| Grandfathered Plan Numbers | | Active Plan Numbers |
|---|---|---|
| School Board of Broward County 403(b) Variable Annuity Program - Plan Number- 664018 | → | School Board of Broward County 403(b) Mutual Fund Program - Plan Number- 664016 |
| School Board of Broward County 457(b) Variable Annuity Program - Plan Number – 664019 | → | School Board of Broward County 457(b) Mutual Fund Program - Plan Number- 664017 |

Treatment of Future Contributions for the Plans:

- We hereby direct Voya to proceed with soft closing the funds indicated below within the existing Annuity plans 664018 and 664019.

| |
|--|
| Fund # 2656 - USAA Precious Metals and Minerals Fund |
| Fund # 779 - VY JPMorgan Emerging Markets Equity Portfolio |

- We understand that Participant assets in the Existing Contracts will remain in the Existing Contracts unless and until Voya is notified by Participants to transfer assets under the Existing Contracts to the Voya Retirement Choice II Program.

Other Acknowledgments and Representations:

- Retirement Choice II - Mutual Fund Program Changes – Discontinued and Replacement Investment Options. The Current Investment Options listed in Exhibit B will be replaced. Current assets and future contributions will be transferred to the New Investment Options indicated in Exhibit B.
- The New Investment Options will be available for existing Participant account balances, fund transfers, allocation changes, or new contributions and all new participants with an Asset Based Fee of 0.80% basis points on all variable assets (not including the fixed) and as the VRIAC product for all new 403(b) and 457(b) participants.
- We hereby direct VRIAC to make the changes above beginning at the close of business on December 31, 2018, or as soon thereafter as administratively feasible.

By: _____
Authorized Representative of Contract Holder

Its: _____
Print Name and Title

Signed at: _____ on _____
City and State Date

FOR SBBC

**SIGNATURE PAGE TO PLAN SPONSOR DIRECTION AND ACKNOWLEDGEMENT FORM
AND
AMENDMENT TO COMPANY AGREEMENT, PLAN SPONSOR SUBMISSION FORMS AND PLAN
SERVICES AGREEMENTS**

(Corporate Seal)


THE SCHOOL BOARD OF BROWARD
COUNTY, FLORIDA

ATTEST:

By _____
Nora Rupert, Chair

Robert W. Runcie, Superintendent of Schools

Approved as to Form and Legal Content:



Office of the General Counsel

**FOR VRIAC
SIGNATURE PAGE TO PLAN SPONSOR DIRECTION AND ACKNOWLEDGEMENT FORM
AND
AMENDMENT TO COMPANY AGREEMENT, PLAN SPONSOR SUBMISSION FORMS AND PLAN
SERVICES AGREEMENTS**

(Corporate Seal)

VOYA RETIREMENT INSURANCE
AND ANNUITY COMPANY

By *David Linney*
David Linney, Senior Vice President

ATTEST:

_____, Secretary

-or-

David R. Bowman
Witness David R. Bowman

Mary Alice Quinones
Witness Mary Alice Quinones

**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 10th day of
October, 2018 by David Linney of Voya Retirement Insurance and Annuity 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: 02/02/2022

Sarah Beth Hudson
Signature – Notary Public

(SEAL)



Sarah Beth Hudson
Printed Name of Notary

733707-2
Notary's Commission No.

SIGNATURE PAGE TO PLAN SPONSOR DIRECTION AND ACKNOWLEDGEMENT FORM AND AMENDMENT TO
COMPANY AGREEMENT, PLAN SPONSOR SUBMISSION FORMS AND PLAN SERVICES AGREEMENTS
VRIAC

Exhibit B

SIGNATURE PAGE TO INVESTMENT OPTIONS LISTING

| Fund# | Current Investment Option Fund Names | Total Expense Ratio | | Fund# | New Investment Options Fund names | Total Expense Ratio |
|-------|--|---------------------|-----|-------|---------------------------------------|---------------------|
| 4020 | Voya Fixed Plus Account III | | --> | 4020 | Voya Fixed Plus Account III | |
| 1001 | American Century Inflation Adjs Bond Inv | 0.47% | --> | 3223 | DFA Inflation-Protected Securities I | 0.12% |
| 4 | Voya Intermediate Bond Port I | 0.54% | --> | 6840 | DFA Investment Grade I | 0.22% |
| 1539 | Voya Index Solution 2025 Port I | 0.39% | --> | 926 | Vanguard Target Retirement 2025 Inv | 0.14% |
| 1542 | Voya Index Solution 2035 Port I | 0.39% | --> | 793 | Vanguard Target Retirement 2035 Inv | 0.15% |
| 1545 | Voya Index Solution 2045 Port I | 0.39% | --> | 794 | Vanguard Target Retirement 2045 Inv | 0.16% |
| 1161 | Voya Index Solution 2055 Port I | 0.39% | --> | 2473 | Vanguard Target Retirement 2055 Inv | 0.16% |
| 1548 | Voya Index Solution Income Port I | 0.39% | --> | 795 | Vanguard Target Retirement Income Inv | 0.13% |
| 452 | VY® Invesco Equity and Income I | 0.65% | --> | 7027 | American Funds American Balanced R6 | 0.29% |
| 2228 | Parnassus Core Equity Investor | 0.87% | --> | 7538 | Calvert US Large Cap Core Rspnb Idx I | 0.19% |
| 1557 | Voya Russell Large Cap Index Port I | 0.37% | --> | 899 | Vanguard 500 Index Admiral | 0.04% |
| 9229 | American Funds American Mutual R4 | 0.64% | --> | 1990 | American Funds Washington Mutual R6 | 0.30% |
| 572 | American Funds Growth Fund of Amer R4 | 0.68% | --> | 1724 | American Funds Growth Fund of Amer R6 | 0.33% |
| 1560 | Voya Russell Mid Cap Index Port I | 0.43% | --> | 756 | Vanguard Mid Cap Index Admiral | 0.06% |
| 7007 | AMG Managers Fairpointe Mid Cap N | 1.12% | --> | 6305 | American Century Mid Cap Value R6 | 0.61% |
| 1563 | Voya Russell Small Cap Index Port I | 0.45% | --> | 757 | Vanguard Small Cap Index Adm | 0.06% |
| 752 | VY® JPMorgan Small Cap Core Equity S | 1.10% | --> | 9753 | DFA US Small Cap I | 0.37% |
| 1019 | VY® Clarion Real Estate S | 0.98% | --> | 802 | Vanguard REIT Index Admiral | 0.12% |
| 573 | American Funds Europacific Growth R4 | 0.85% | --> | 1723 | American Funds Europacific Growth R6 | 0.50% |
| 432 | VY® Oppenheimer Global I | 0.75% | --> | 1899 | American Funds New Perspective R6 | 0.45% |

FOR SBBC

SIGNATURE PAGE TO INVESTMENT OPTIONS LISTING

(Corporate Seal)


THE SCHOOL BOARD OF BROWARD
COUNTY, FLORIDA

ATTEST:

By _____
Nora Rupert, Chair

Robert W. Runcie, Superintendent of Schools

Approved as to Form and Legal Content:



Office of the General Counsel

FOR VRIAC
SIGNATURE PAGE TO INVESTMENT OPTIONS LISTING

(Corporate Seal)

VOYA RETIREMENT INSURANCE
AND ANNUITY COMPANY

By [Signature]
David Linney, Senior Vice President

ATTEST:

_____, Secretary

-or-

[Signature]
Witness David R. Bowman

[Signature]
Witness Mary Alice Quinones

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 10th day of
October, 2018 by David Linney of Voya Retirement Insurance and Annuity 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: 02/02/2022

[Signature]
Signature - Notary Public

(SEAL)

Sarah Beth Hudson
Printed Name of Notary

733707-2
Notary's Commission No.



SIGNATURE PAGE TO PLAN SPONSOR DIRECTION AND ACKNOWLEDGEMENT FORM AND AMENDMENT TO
COMPANY AGREEMENT, PLAN SPONSOR SUBMISSION FORMS AND PLAN SERVICES AGREEMENTS
VRIAC