

**COMMONWEALTH OF PENNSYLVANIA
STATE EMPLOYEES' RETIREMENT SYSTEM**

SERS #11-020.9

**THIRD AMENDMENT TO THE AMENDED & RESTATED
AGREEMENT FOR GENERAL INVESTMENT CONSULTANT**

This Third Amendment to the Amended & Restated Agreement for General Investment Consultant ("First Amendment"), by and between the **COMMONWEALTH OF PENNSYLVANIA STATE EMPLOYEES' RETIREMENT SYSTEM** ("SERS") and **R.V. KUHNS & ASSOCIATES, INC.** (now known as **RVK, Inc.**), with its principal office and place of business at 1211 SW 5th Avenue, Suite 900, Portland, OR 97204-1911 ("CONSULTANT") is effective as of this 2nd day of April, 2018.

WITNESSETH:

WHEREAS, SERS and CONSULTANT have previously entered into an Amended & Restated Agreement for General Investment Consultant, SERS #11-020.6, dated August 18, 2016 (the "Agreement"); and

WHEREAS, SERS and CONSULTANT wish to expand the general investment consulting services to be provided by CONSULTANT under the Agreement in connection with the State Employees' Retirement Board's administration of the IRS Section 457 Deferred Compensation Plan (the "457 Plan"); and

WHEREAS, SERS and CONSULTANT wish to amend Exhibits B-1 & C-1 of the Agreement to reflect such additional services and the fees associated therewith;

NOW, THEREFORE, in consideration of the foregoing recitals that are incorporated into this Third Amendment as if fully set forth herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. Amendment. Notwithstanding anything in the Agreement to the contrary, from and after the date of this Third Amendment, the Agreement is amended as follows:

A. Exhibit B-1 is hereby deleted in its entirety, and is replaced by Exhibit B-2 (which is attached to this Third Amendment).

B. Exhibit C-1 is hereby deleted in its entirety, and is replaced by Exhibit C-2 (which is attached to this Third Amendment).

2. Capitalized Terms. Capitalized terms used in this Third Amendment and not otherwise defined herein shall have the meanings specified for such terms in the Agreement.

3. Agreement. Except as expressly amended hereby, the Agreement shall remain in full force and effect in accordance with its terms.

4. Governing Law. This Third Amendment shall be governed and construed in accordance with the laws of the Commonwealth of Pennsylvania.

5. Counterparts. The parties may execute and deliver this Third Amendment in one or more counterparts (including by electronic mail submission), each of which shall constitute an original, and all of which together shall constitute one instrument.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the parties hereto, each intending to be legally bound hereby, have caused this Third Amendment to be executed as of the date first written above.

ATTEST:

RVK, INC.

Federal Tax Identification Number: 93-0910652

BY:  4/2/18

NAME: Rebecca A. Gratsinger Date

TITLE: CEO

BY: 

NAME: Rebecca A. Gratsinger, CFA Date April 2, 2018

TITLE: CEO, Sr. Consultant, Principal

**COMMONWEALTH OF PENNSYLVANIA
STATE EMPLOYEES' RETIREMENT SYSTEM**

Federal Tax Identification Number: 25-1790545

BY: 

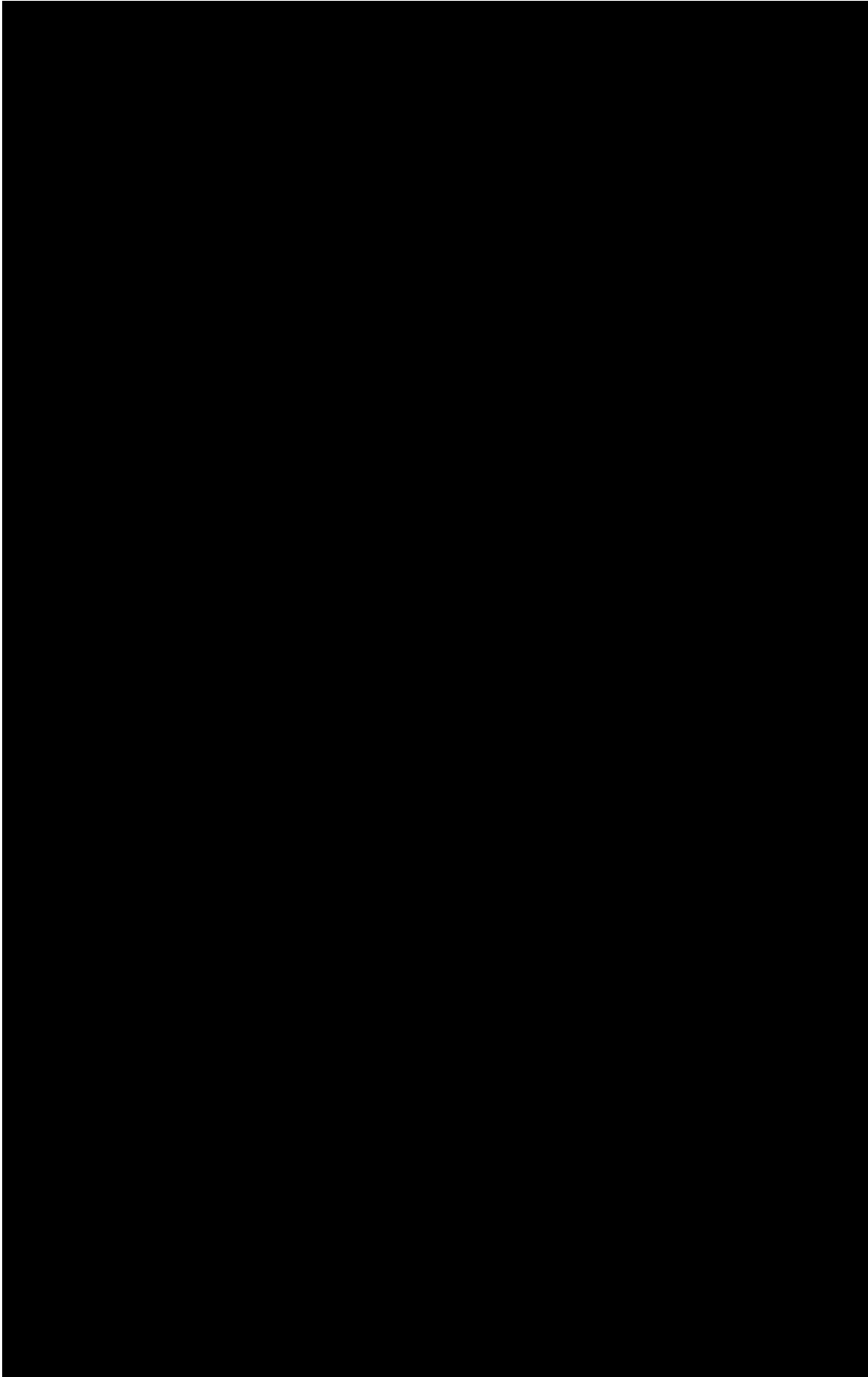
NAME: Anthony J. Faiola

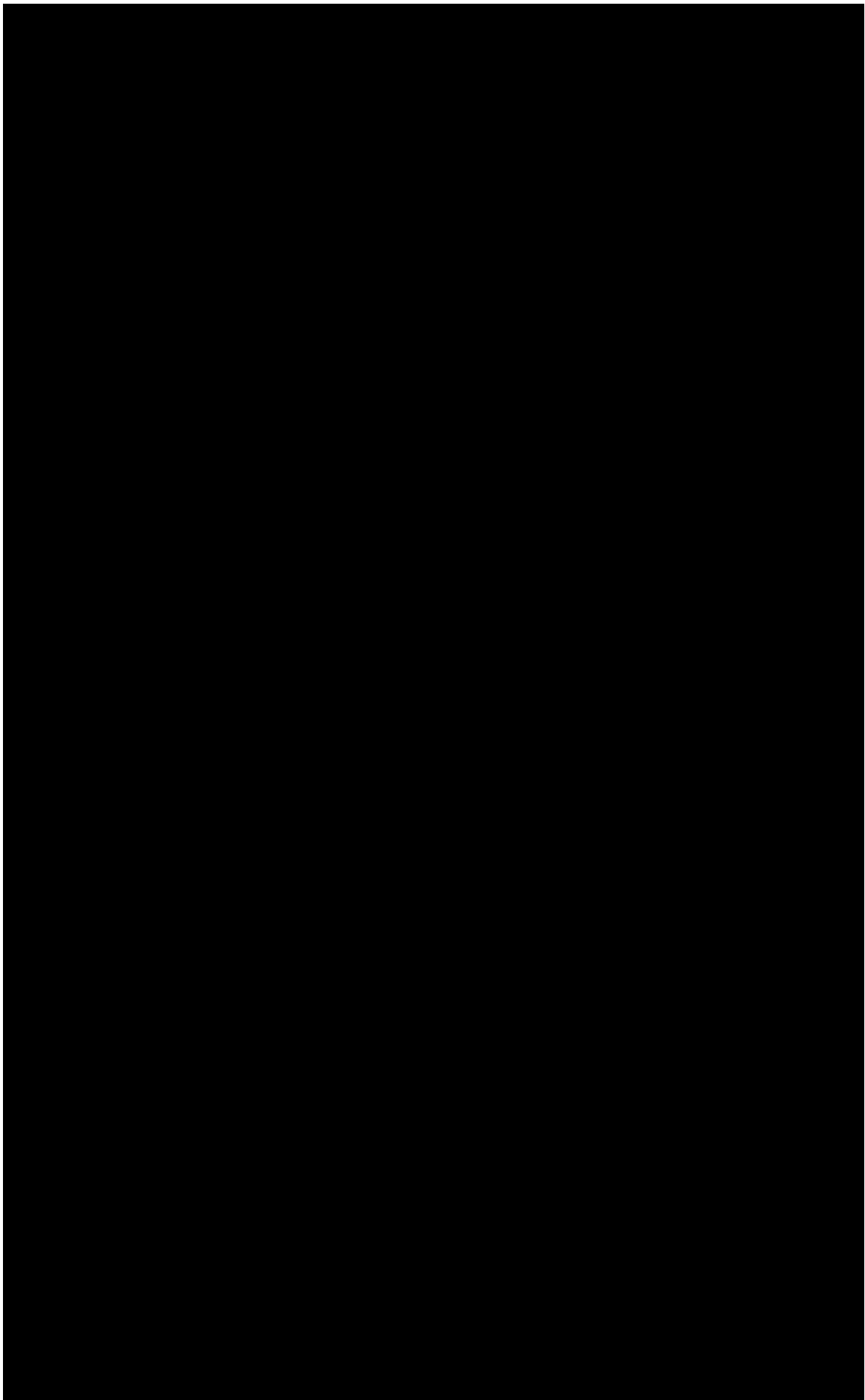
April 2, 2018

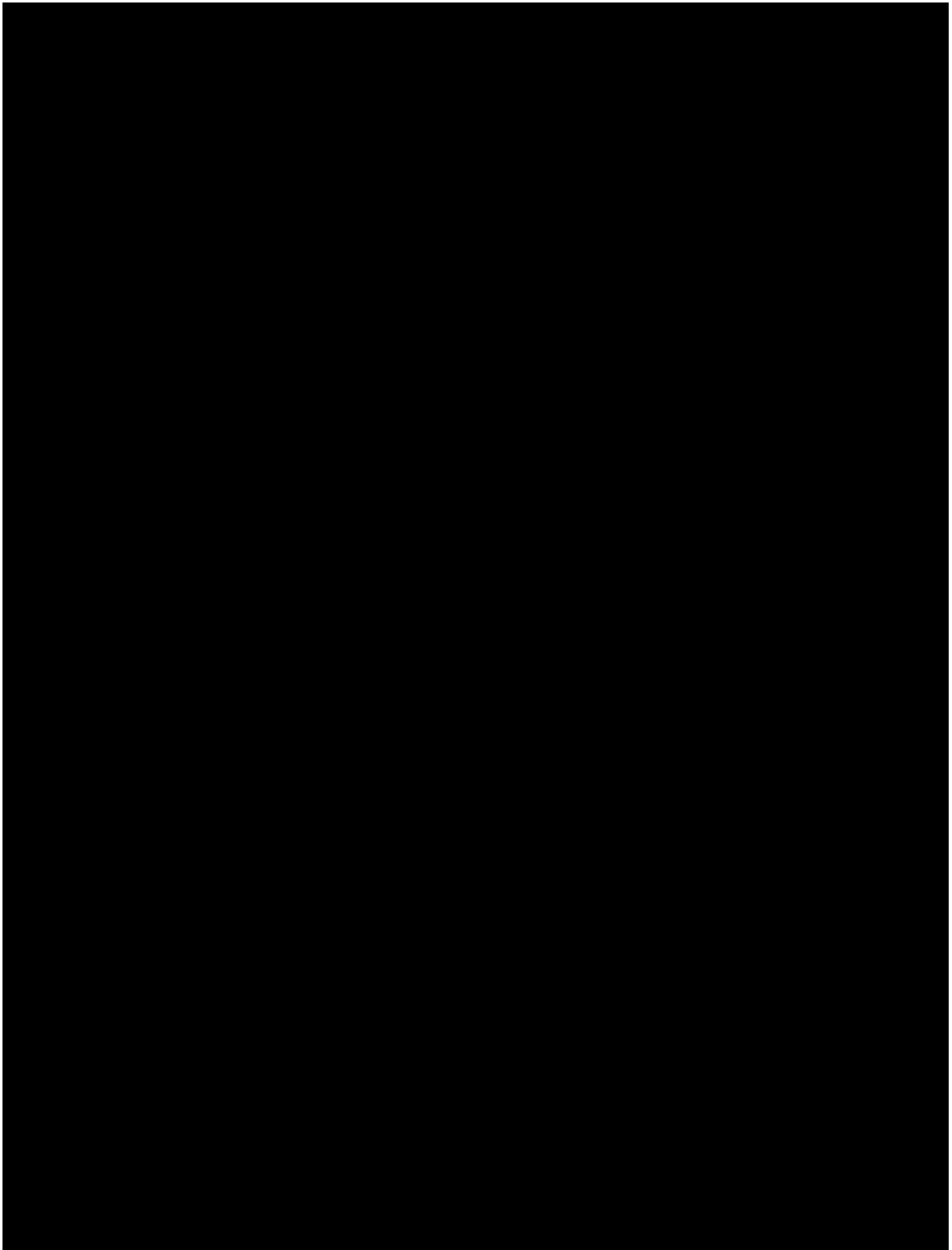
Date

TITLE: Acting Executive Director

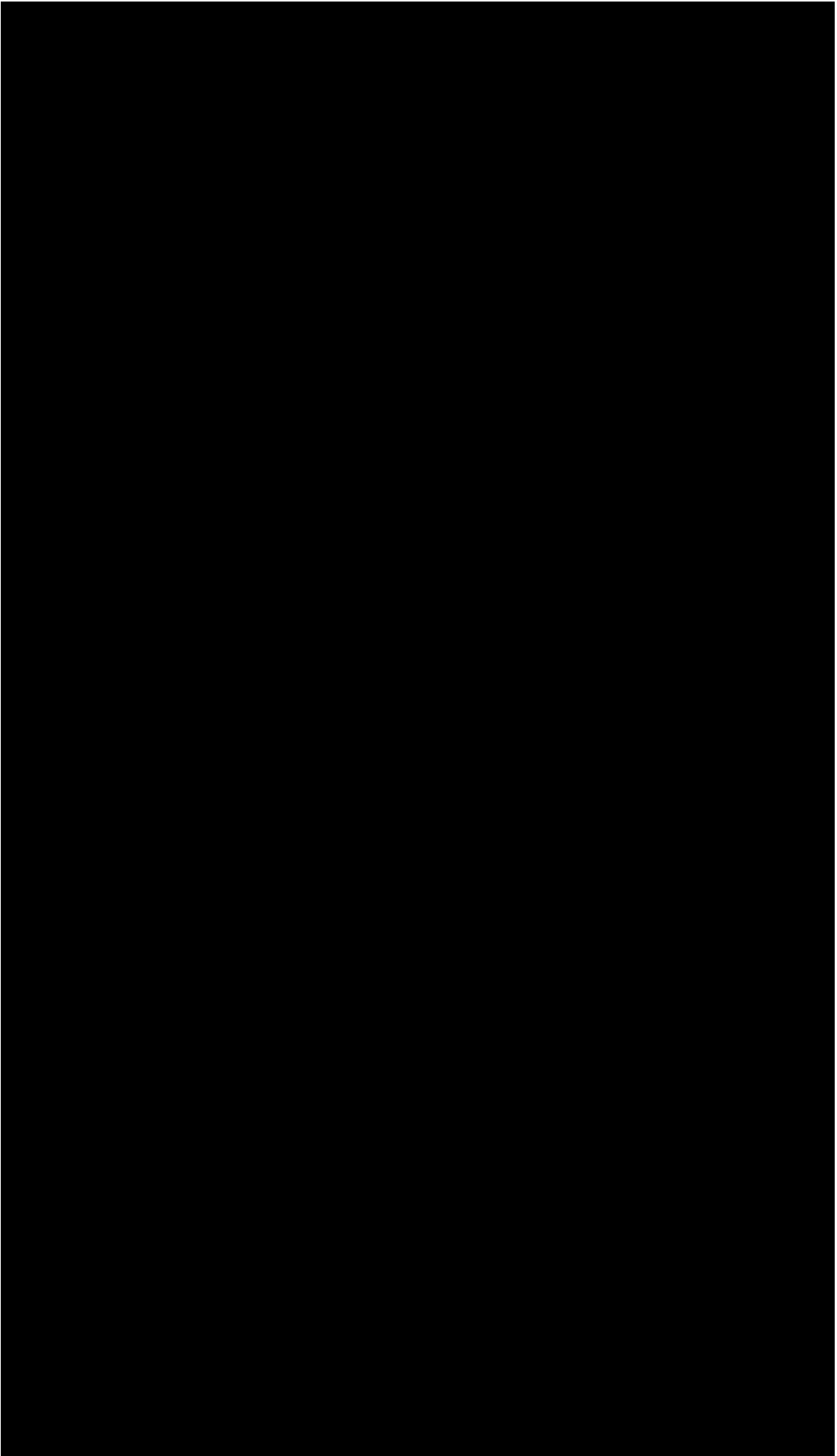
EXHIBIT B-2







B.



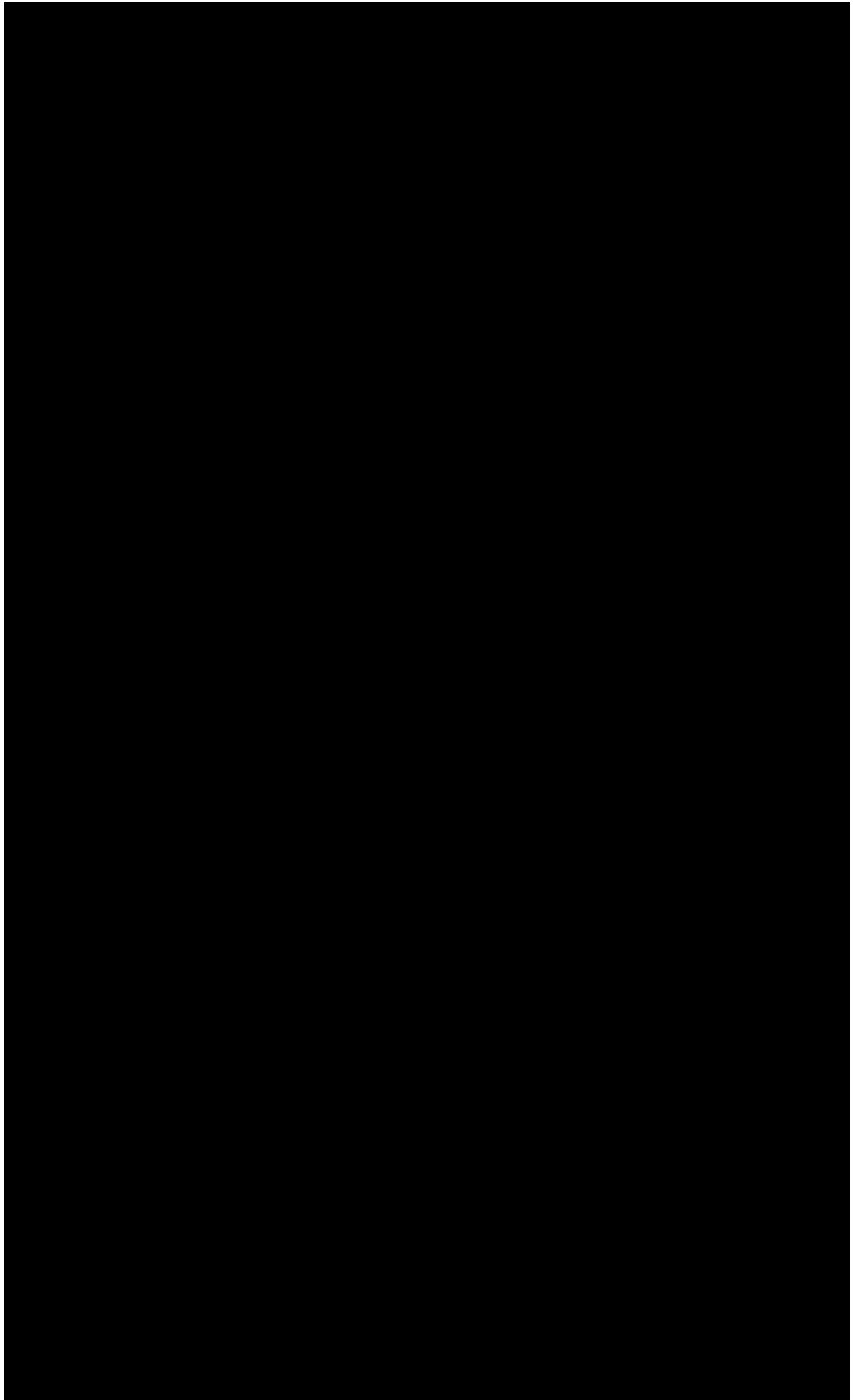


EXHIBIT C-2

RVK, INC.

