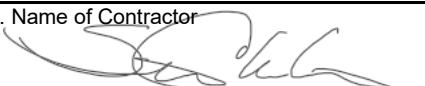



<b>AMENDMENT OF SOLICITATION / MODIFICATION OF CONTRACT</b>			1. Contract Number CFOPD-23-C-016	Page of Pages 1   2			
2. Amendment/Modification Number Modification 2	3. Effective Date See 16 C below	4. Requisition/Purchase Request No.	5. Solicitation Caption OPEB Outsourced Chief Investment Officer (OCIO) Services				
6. Issued by: Office of the Chief Financial Officer Office of Contracts 1100 4 <sup>th</sup> Street, S.W. Suite E620 Washington, D.C. 20024 (202) 442-7012 (main)		Code	7. Administered by (If other than line 6)				
8. Name and Address of Contractor (No. street, city, county, state and zip code)  NEPC, LLC 255 State Street Boston, MA 02109 Attn: Steven Charlton, CFA, Partner Email: <a href="mailto:scharlton@nepc.com">scharlton@nepc.com</a> Phone: (617) 314-3151  Code Facility		9A. Amendment of Solicitation No.		9B. Dated (See Item 11)			
		10A. Modification of Contract/Order No.  CFOPD-23-C-016		10B. Dated (See Item 13) January 20, 2023			
		X					
11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS							
<input type="checkbox"/> The above numbered solicitation is amended as set forth in item 14. The hour and date specified for receipt of Offers <input type="checkbox"/> is extended. <input type="checkbox"/> is not extended. Offers must acknowledge receipt of this amendment prior to the hour and date specified in the solicitation or as amended, by one of the following methods: (a) By completing Items 8 and 15, and returning _____ copies of the amendment; (b) By acknowledging receipt of this amendment on each copy of the offer submitted; or (c) BY separate letter or fax which includes a reference to the solicitation and amendment number. FAILURE OF YOUR ACKNOWLEDGMENT TO BE RECEIVED AT THE PLACE DESIGNATED FOR THE RECEIPT OF OFFERS PRIOR TO THE HOUR AND DATE SPECIFIED MAY RESULT IN REJECTION OF YOUR OFFER. If by virtue of this amendment you desire to change an offer already submitted, such may be made by letter or fax, provided each letter or telegram makes reference to the solicitation and this amendment, and is received prior to the opening hour and date specified.							
12. Accounting and Appropriation Data (If Required)							
13. THIS ITEM APPLIES ONLY TO MODIFICATIONS OF CONTRACTS/ORDERS, IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14							
X	A. This change order is issued pursuant to (Specify Authority): 27 DCMR Chapters 2008 and 3603 and Sections F.2 – Option to Extend the Term of the Contract and I.8 – Changes, contained in the contract. The changes set forth in Item 14 are made in the contract/order no. in item 10A.						
	B. The above numbered contract/order is modified to reflect the administrative changes (such as changes in paying office, appropriation data etc.) set forth in item 14, pursuant to the DC Financial Responsibility and Management Assistance Authority.						
	C. This supplemental agreement is entered into pursuant to authority of:						
	D. Other (Specify type of modification and authority)						
<b>E. IMPORTANT:</b> Contractor <input type="checkbox"/> is not <input checked="" type="checkbox"/> is required to sign this document or return any copies to the issuing office.							
14. Description of Amendment/Modification (Organized by UCF Section headings, including solicitation/contract subject matter where feasible.)  The District intends to achieve the following with Modification 2:  The contract identified in Block 10A above is hereby modified as described on Page 2.  All other terms and conditions shall remain unchanged.							
Except as provided herein, all terms and conditions of the document is referenced in Item 9A or 10A remain unchanged and in full force and effect.							
15A. Name and Title of Signer (Type or print)  Steven Charlton, Partner		16A. Name of Contracting Officer  Dorothy Whisler Fortune, Esq., CPPO, Drakus Wiggins, CPPB, CPPO or Anthony A. Stover, CPPO					
15B. Name of Contractor   (Signature of person authorized to sign)		15C. Date Signed  1/10/2024		16B. District of Columbia   (Signature of Contracting Officer)			
				16C. Date Signed  01/18/2024			

Other Post Employment Benefits (OPEB) Outsourced  
Chief Investment Officer (OCIO) Services  
Contract No. CFOPD-23-C-016  
Modification 2

A. Section B.3.5 is hereby replaced as follows to replace the CLIN with the basis points (bps):

B.3.5 The Contractor's price shall be based on the unit price of 7 bps (0.07%) on the first \$200 million AUM, the unit price of 4 bps (0.04%) on the next \$500 million AUM, and the unit price of 2.5 bps (0.025%) on the balance, remaining AUM.

B. Section B.4.1 is hereby replaced as follows to remove the table and replace with it with the Contract's not to exceed amount:

B.4.1 The Total Estimated Price, not to exceed amount of the Contract, including any Option Periods, if exercised is \$849,600.

C. Pursuant to Section F.2 – Option to Extend the Term of the Contract, contained in the contract, the District hereby exercises Option Year 1 for the period of January 20, 2024 through January 19, 2025. The funding for this period is not to exceed \$849,600.00. The cumulative value of the contract is increased by \$849,600.00 to an amount not to exceed \$1,464,600.00.

D. All other terms and conditions shall remain unchanged.