

TAB 2

**AMENDMENT TO CITIGROUP GLOBAL MARKETS INC.
FIDUCIARY SERVICES UNAFFILIATED MANAGER PROGRAM AGREEMENT**

WHEREAS, Citigroup Global Markets Inc. through its Smith Barney division ("SB"), together with the City of Palmetto General Employees' Retirement System ("Client"), have entered into an agreement dated 6/1/09 ~~2008~~ as amended (the "Agreement").

WHEREAS, on June 1, 2009 Citigroup Inc. and Morgan Stanley announced the creation of a new joint venture, in which they formed a new investment advisory firm named Morgan Stanley Smith Barney LLC ("MSSB"), and as a result of such joint venture, the Agreement was transferred to the new entity; and

WHEREAS, the Agreement sets forth, among other things, the consulting services to be provided to Client and the compensation paid to MSSB by Client for such services; and

WHEREAS, MSSB and Client hereby desire to amend the Agreement, but retain all other terms, conditions, provisions and sections of the Agreement;

NOW THEREFORE, Paragraph 6 is stricken and replaced with the following:

"Fiduciary Status. By execution of this Agreement, the Monitor acknowledges that it is a fiduciary of the Plan within the meaning of Section 112.656, Florida Statutes. Although the Plan is not covered by the Employee Retirement Income Security Act of 1974 (ERISA), the Monitor shall be a fiduciary of the Plan as if the Plan were subject to ERISA.

Client acknowledges receipt of a copy of the MSSB Consulting Group Descriptive Brochure (Schedule H of Form ADV) dated June 2009.

All other terms, conditions, provisions and sections of the Agreement remain in effect and are hereby incorporated herein by reference.

Agreed to this _____, day _____, 2010.

City of Palmetto General Employees' Retirement System

By: _____

Its: _____

Accepted this _____, day _____, 2010.

MORGAN STANLEY SMITH BARNEY, LLC

By: _____

Henry Kaplan, Managing Director
Associate Director of Consulting Group
2000 Westchester Avenue - 2nd Floor
Purchase, New York 10577

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Associate Director of Consulting Group
2000 Westchester Avenue - 2nd Floor
Purchase, New York 10577

Paul F. Gallagher
Executive Director
Associate General Counsel

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March 25, 2010

Scott Christiansen, Esq.
Christiansen & Dehner
63 Sarasota Center Blvd.
Suite 107
Sarasota, FL 34240-9385


Subject: City of Palmetto General Employees' Retirement System

Dear Mr. Christiansen,

This will confirm our discussion of earlier this morning with respect to the contracts between Morgan Stanley Smith Barney, LLC ("MSSB") and the City of Palmetto General Employees Retirement System.

Specifically, MSSB represents that it is not its intent to construe or extend the provisions of the wrapper agreements with respect to PA Stable Value Fund, LTD. to the relationships governed by the previously executed agreements with the City of Palmetto General Employees Retirement System (which has one agreement in place for our Fiduciary Services program and one for our institutional consulting program). Each of the previously executed contracts stands on its own and will be governed by the terms and conditions set forth therein. Please call me at (302) 888-4177 if you would like to discuss this issue in greater detail.

Sincerely,



Paul Gallagher
Executive Director, Legal Department

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APR 02 2010
Consulting Group

BY:.....

Morgan Stanley
Smith Barney