

**SECOND AMENDMENT TO THE  
UNIVERSITY BANKING SERVICES AGREEMENT**

This Second Amendment to the University Banking Services Agreement, ("Second Amendment"), is made and entered into this 13<sup>th</sup> day of January, 2019 (the "Second Amendment Effective Date") by and between Youngstown State University ("University") and PNC Bank, National Association ("PNC Bank"). All capitalized terms used in this Second Amendment shall have the meaning given them in the Agreement unless the context hereof clearly requires otherwise.

WHEREAS, University and PNC Bank entered into a Banking Services Agreement effective January 1, 2016, subsequently amended by the First Amendment effective March 24, 2016 ("Agreement"); and

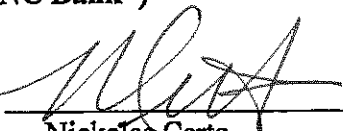
WHEREAS, the parties hereto wish to make certain changes to the Agreement as reflected in this Second Amendment, to allow for an additional PNC Bank ATM on University premises.

NOW THEREFORE, in consideration of the mutual covenants herein contained and intended to be legally bound, the parties hereby agree as follows:

1. A new Schedule A-3 to Exhibit A ("Master License Agreement") of the Agreement is hereby added, in the form attached hereto.
2. All provisions of the Agreement not specifically mentioned in this Second Amendment are hereby ratified and reconfirmed and the Agreement remains in full force and effect.

**IN WITNESS WHEREOF**, intending to be legally bound, each party hereto has caused its duly authorized representative to execute this Second Amendment on its behalf, as of the Second Amendment Effective Date.

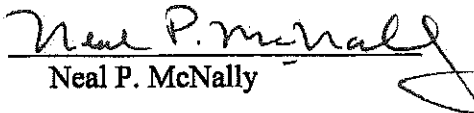
**PNC Bank, National Association  
("PNC Bank")**

By:   
Nickolas Certo

Title: Senior Vice President

Date: 2-1-19


**Youngstown State University  
("University")**

By:   
Neal P. McNally

Title: Vice President for Finance / CFO

Date: 1-25-19

**OFFICE OF THE GENERAL COUNSEL  
YOUNGSTOWN STATE UNIVERSITY**  
Reviewed and Approved for  
Legal Form and Sufficiency

By:   
Date: 1-17-19

**SCHEDULE A-3  
TO "EXHIBIT A"  
LICENSE AGREEMENT**

University hereby licenses to PNC Bank, National Association or its nominee, as appropriate, the right to install, maintain, service, repair, replace and operate an Automated Teller Machine ("ATM") together with related Equipment and Installations subject to the terms and conditions set forth herein.

1. Location for ATMs to be Installed After the Effective Date:

Youngstown State University Bookstore  
One University Plaza  
Youngstown, OH 44555

2. University's Interest in Location:

Owner

3. Identity of owner(s) of record of the Location:

Youngstown State University

(a) Are there any mortgage liens on the Location? Yes \_\_\_\_ No X

If Yes, list all holders of a mortgage lien. \_\_\_\_\_  
\_\_\_\_\_

(b) Are there any security interests in the fixtures, machinery, and equipment installed at the Location? Yes \_\_\_\_ No X

If Yes, list all holders of a security interest. \_\_\_\_\_  
\_\_\_\_\_

4. Other:

By execution hereof, there are incorporated and made a part hereof for all purposes as though set forth herein at length each and all of the terms, conditions and provisions of the Master License Agreement dated January 1, 2016 between PNC Bank and University.

University: Neil P. McNally

PNC Bank: [Signature]