

**ADMINISTRATIVE COMMITTEE
FOR THE DEKALB COUNTY 401(a) DEFINED CONTRIBUTION PLAN
AND THE DEKALB COUNTY 457(b) DEFERRED COMPENSATION PLAN**

CHARTER

This Charter sets forth the duties and responsibilities of the Administrative Committee for the DeKalb County 401(a) Defined Contribution Plan (“401(a) Plan”) and the DeKalb County 457(b) Deferred Compensation Plan (“457(b) Plan”) (collectively, the “Plans”), effective August 1, 2017.

1. PURPOSE.

This Charter is the means by which the DeKalb County Governing Authority (the “Governing Authority”) delegates to the Administrative Committee (the “Committee”) all of the Governing Authority’s fiduciary duties related to the Plans, as specified in the Plan documents for those Plans and in applicable laws of the State of Georgia, except the duties (1) to adjust the Committee membership when deemed necessary and confirm that the Committee members are qualified to adequately perform their duties, and (2) to monitor the Committee members’ actual performance via their periodic self-evaluation reports (not less frequently than quarterly) and other documents and reports related to the Plans. This delegation includes, among others, duties related to the investment of the Plans’ assets. The Governing Authority and the Committee will retain in their records an executed copy of this Charter.

2. COMMITTEE MEMBERSHIP AND MEETINGS.

a. The Committee’s membership is as follows:

1. DeKalb County Finance Director (the “Chairperson”)
2. DeKalb County Assistant Director of Finance, appointed by the Finance Director
3. DeKalb County Employee Services Manager
4. DeKalb County Board of Commissioners’ Chief of Staff
5. One elected Public Safety Representative (from Police or Fire Rescue Department)
6. One elected Public Works Representative (from Public Works, Sanitation, Roads & Drainage, or Watershed Management Department)
7. One elected General Employee Representative (from any other department or office in the County government)
8. One investment professional appointed by the DeKalb County Board of Commissioners; and
9. One investment professional appointed by the DeKalb County Chief Executive Officer.

At any time when DeKalb County is without a regular status Finance Director, the position of Chairperson shall be filled by DeKalb County’s Chief Executive Officer (“CEO”) or his designee (who must be a DeKalb County employee), and the CEO or his designee shall choose the Assistant Director of Finance who will serve on the Committee, if the Finance Department then has more than one Assistant Director. For purposes of the two appointed positions on the Committee, an “investment professional” must be a current or former Registered Investment Advisor (RIA), i.e., an advisor engaged in the investment advisory business and registered either with the Securities and Exchange Commission (SEC) or state securities authorities, must not be a current

DeKalb County employee, and must never have been convicted of any criminal conduct related to his/her investment advice work, or any state or federal crime involving fraud or theft.

During the second or third calendar quarter of 2017, the County will conduct an election for Public Safety Representative, Public Works Representative, and General Employee Representative, each of whom must be a group 3 participant in DeKalb County's Defined Benefit Plan. All then-current employees of the DeKalb Police Department or Fire Rescue Department will be eligible to vote in the election for the Public Safety Representative. All then-current employees of DeKalb Public Works, Sanitation, Roads & Drainage, or the Watershed Management Department will be eligible to vote in the election for the Public Works Representative. All participants in DeKalb County's Defined Benefit Plan who are then-current DeKalb employees in departments or offices other than Police, Fire Rescue, Public Works, Sanitation, Roads & Drainage, and Watershed Management will be eligible to vote in the election for the General Employee Representative. Each elected member will be elected to serve a 4-year term.

- b. **Advisory members.** The Chairperson may appoint advisory members as he/she considers appropriate, e.g., investment advisors, legal counsel, accountants, auditors, recordkeepers, third party administrators, etc. Advisory members will not have voting rights.
- c. **Meetings.** The Committee members will hold regular meetings, not less frequently than quarterly, and may hold special meetings as called by the Chairperson. The Chairperson will provide advance notice of each meeting, a meeting agenda, and any documents necessary for discussion, and will ensure compliance with the Open Meetings Act under O.C.G.A. § 50-14-1 *et seq.* The Chairperson will assign a Committee member or other employee to take and prepare written minutes of each regular meeting, and of any special meeting for which he/she determines that minutes are needed. A majority of the voting members of the Committee then in office will constitute a quorum for any motion that the Chairperson submits to the Committee for a vote. Motions will be decided by numerical majority vote. Committee members may attend meetings by telephone or electronic media and may cast votes by telephone or electronic media to the extent permitted by the Open Meetings Act. If circumstances require, the Chairperson may call telephonic or electronic meetings to the extent permitted by the Open Meetings Act. An unelected member of the Committee who is a DeKalb County employee may designate another qualified employee to attend and vote in his/her place by giving written notice of such designation to the other members of the Committee prior to the meeting, so long as that designee is a DeKalb County employee who is known to have sufficient familiarity with the plan that the designee can cast an informed vote on any motion that may be made.
- d. **Elections of Employee Representatives.** After the 2017 election for elected Committee members, the County will hold regular elections every four years to elect a new Public Safety Representative, Public Works Representative, and General Employee Representative. All then-current employees of the Police or Fire Rescue departments will be eligible to vote in the election for the Public Safety Representative. All then-current employees in Public Works, Sanitation, Roads & Drainage, or the Watershed Management Department will be eligible to vote in the election for the Public Works Representative. All participants in the DeKalb County Defined Benefit Plan who are then-current DeKalb employees in departments or offices other than Police, Fire

Rescue, Public Works, Sanitation, Roads & Drainage, and Watershed Management will be eligible to vote in the election for the General Employee Representative. Each elected member will be elected to serve a four-year term. An elected Committee member in the middle of a four-year term will cease to be a Committee member on the date when he/she terminates from the County's employment or transfers to a department outside the group of departments/offices that elected him/her as a member. The County will hold a special election to fill the vacancy for the remainder of the terminated or transferred member's term. Beginning with the 2021 elections, only employees who are vested in their 401(a) Plan account balance will be eligible to be candidates for elected membership on the Committee.

3. DELEGATED AUTHORITY.

The Governing Authority will be obligated to provide the Committee the resources and the authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the engagement and other retention terms of special counsel or other experts or consultants, as it considers appropriate.

The Chairperson may form subcommittees and may delegate authority to any subcommittee as he/she determines appropriate. The Chairperson may delegate authority to one or more designated Committee members to perform any of his/her duties on his/her behalf.

The Committee will have the authority (1) to adopt amendments to the Plans as it considers appropriate and/or necessary to maintain the Plans' tax-exempt or tax-favored status; (2) to submit applications for determination letters to the Internal Revenue Service (the IRS) in the manner and at the times specified in guidance published by the IRS; and (3) to execute and file with the State of Georgia Auditor any financial report, informational return, or other report that may be required. However, the Governing Authority must approve any amendment that would substantially affect the funding or expense of the Plans, or that would significantly change a material feature of either Plan.

4. RESPONSIBILITIES.

The Committee will serve as the official Plan Administrator for the Plans. As such, and in keeping with its authority to select and retain recordkeepers, investment advisors, third party administrators, and other service providers, agents and representatives as it considers appropriate for proper administration of the Plans, the Committee will have primary responsibility for ensuring administration of the Plans in a manner that complies, in written terms and in operation, with all applicable requirements of the Internal Revenue Code (the IRC), 26 U.S.C. § 401(a) *et seq.*, 26 U.S.C. § 501(a) *et seq.*, 26 U.S.C. §457(b) *et seq.*, and all applicable regulations and rulings issued under the IRC, and all other applicable federal and State of Georgia laws that may be in effect from time to time. The Governing Authority may choose to exercise its authority to disapprove or override the Committee's selection of a trustee, investment advisor, recordkeeper, and other third party administrators.

Each member of the Committee will have authority to delegate fiduciary duties to other fiduciaries, and will not be responsible for the acts or omissions of any delegee so long as the delegation was initially prudent and remains prudent, and the Committee monitors the delegee's performance in appropriate ways. Committee members also will have authority to delegate ministerial duties, and to authorize non-fiduciaries to delegate ministerial duties.

The Chairperson will oversee all Committee duties and responsibilities, and will act as the Plan Administrator in connection with (a) any plan audit or investigation by the State of Georgia Department of Audits or Department of Revenue, the Internal Revenue Service, or any other governmental agency; or (b) any legal action involving the Plans, except to the extent that the Chairperson delegates any such duty to another qualified individual.

5. ATTORNEY-CLIENT PRIVILEGE AND ATTORNEY WORK PRODUCT PRIVILEGE.

The County will possess an attorney-client privilege for all communications between the Committee and legal counsel in the course of obtaining legal advice. The County will have an attorney work product privilege for all work product prepared by legal counsel with a view toward potential litigation. The County and the Committee will take all measures that are reasonably necessary to preserve the privileged nature of those communications and work product.

6. STATUTORY IMMUNITY.

Each Committee member will perform his/her duties in a manner to preserve the immunity granted to governmental Committee members under O.C.G.A. § 51-1-20, which states, in pertinent part:

(a) A person serving with or without compensation as a member . . . of any local governmental agency, board, authority, or entity shall be immune from civil liability for any act or any omission to act arising out of such service if such person was acting in good faith within the scope of his or her official actions and duties and unless the damage or injury was caused by the willful or wanton misconduct of such person.

(b) As used in this Code section, the term “compensation” shall not include reimbursement for reasonable expenses related to said services.

(c) This Code section shall not affect any immunity of any person arising from any source, whether or not such person may additionally be subject to and possess an immunity provided by this Code section. The immunity provided by this Code section shall be supplemental to any such existing immunity.

7. REPORTS TO THE GOVERNING AUTHORITY.

The Committee will provide regular and timely information and reports, as appropriate, to the Governing Authority.

8. PERFORMANCE EVALUATION.

The Committee will conduct annual performance self-evaluations in such manner as the Chairperson considers appropriate, and will prepare a written annual report. The evaluation will compare the Committee’s performance with the requirements of this Charter and any Administrative Procedures adopted to achieve the purposes of this Charter. The Chairperson, or a designated Committee member, will review the annual performance evaluation with the Governing Authority. The performance evaluation will recommend to the Governing Authority any amendments to this Charter that the Chairperson considers necessary or desirable.

9. AMENDMENT.

The Committee will revise and update this Charter from time to time as the Chairperson considers appropriate and as the Governing Authority approves. The Charter will be amended only to the extent approved by the Governing Authority, except that the Chairperson will have authority to amend the Charter as appropriate to conform to best plan administration practices and to legal requirements as they come into existence from time to time.

Acceptance of appointment to the Committee is executed by each Committee member on the following page.

By his/her signature placed below, each Committee member accepts his/her appointment or election for service and agrees to comply with all provisions of this Charter that apply to the duties delegated to him/her.

Chairperson (Finance Director, CEO, or CEO's designee)

Date

Assistant Director of Finance

Date

Employee Services Manager

Date

Board of Commissioners' Chief of Staff

Date

Public Safety Representative

Date

Public Works Representative

Date

General Employee Representative

Date

Investment Professional appointed by BOC

Date

Investment Professional appointed by CEO

Date

By his/her signature placed below, the new Committee member, elected or appointed as designated below, accepts his/her appointment and agrees to comply with all provisions of this Charter that apply to the duties delegated to him/her.

Chairperson (Finance Director, CEO, or CEO's designee)

Date

Assistant Director of Finance

Date

Employee Services Manager

Date

Board of Commissioners' Chief of Staff

Date

Public Safety Representative

Date

Public Works Representative

Date

General Employee Representative

Date

Investment Professional appointed by BOC

Date

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