

RESOLUTIONS OF THE GWINNETT COUNTY
BOARD OF COMMISSIONERS

RESOLUTIONS OF THE GWINNETT COUNTY BOARD OF COMMISSIONERS APPROVING AMENDMENTS TO THE GWINNETT COUNTY DEFINED BENEFIT PLAN MASTER TRUST AGREEMENT, INCLUDING AMENDMENTS TO REFLECT CHANGES DUE TO THE COUNTY'S REORGANIZATION OF THE DEPARTMENT OF FINANCIAL SERVICES AND HUMAN RESOURCES, AND AUTHORIZING THE CHAIRMAN OF THE BOARD OF COMMISSIONERS OR HIS DESIGNEE TO TAKE ANY OTHER ACTIONS NECESSARY TO CARRY OUT THE INTENT OF THESE RESOLUTIONS.

WHEREAS, Gwinnett County (the "County") has adopted and maintains the Gwinnett County Defined Benefit Plan Master Trust Agreement (the "Trust"), which was established effective as of January 1, 2007, for the Gwinnett County Defined Benefit Plan;

WHEREAS, the County now wishes to amend the Trust to reflect changes due to the County's reorganization of the Department of Financial Services and Human Resources; and

WHEREAS, the Retirement Plans Management Committee recommended approval of the proposed amendments to the DB Plan at a meeting held on August 27, 2009;

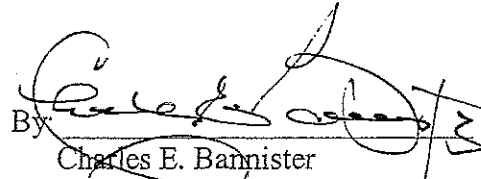
NOW, THEREFORE, BE IT RESOLVED, that the Gwinnett County Board of Commissioners (the "Board of Commissioners") hereby authorizes and approves the adoption of the First Amendment to the Gwinnett County Defined Benefit Plan Master Trust Agreement in the form attached hereto (the "Amendment").

IT IS FURTHER RESOLVED, that the Chairman of the Board of Commissioners or his designee is hereby authorized, empowered and directed to take all actions and to execute and deliver all agreements, instruments, indentures, and documents as he shall deem necessary to carry out the intent of the foregoing resolutions, including, without limitation, the execution and delivery of the Amendment described above.

IT IS FURTHER RESOLVED, that the signature of the Chairman of the Board of Commissioners or any designee on any agreement, instrument, indenture, or document shall be conclusive evidence of his authority.

This resolution is adopted this 6th day of ^{October}~~September~~, 2009.

BOARD OF COMMISSIONERS
GWINNETT COUNTY, GEORGIA

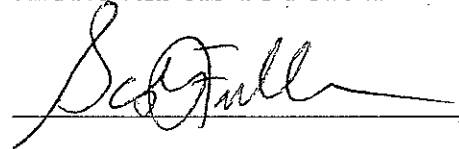
By: 
Charles E. Bannister
Chairman

ATTEST: Diara Kemp



C150538/029443060130

APPROVED AS TO FORM:



**FIRST AMENDMENT TO THE
GWINNETT COUNTY DEFINED BENEFIT PLAN
MASTER TRUST AGREEMENT**

This FIRST AMENDMENT is made as of this 6th day of ^{October}~~September~~, 2009, by the Gwinnett County Board of Commissioners (the "County") and the Retirement Plans Management Committee of the Gwinnett County Public Employees Retirement System, the Trustees of the Gwinnett County Defined Benefit Plan Master Trust (the "Trust").

WITNESSETH:

WHEREAS, the County maintains the Trust, which was established effective as of January 1, 2007, for the Gwinnett County Defined Benefit Plan; and

WHEREAS, the County now wishes to amend the Trust to reflect changes due to the County's reorganization of the Departments of Financial Services and Human Resources;

NOW, THEREFORE, the County and the Trustees do hereby amend the Trust, effective as of the date first above written, by deleting Section 7.10 of the Trust and by substituting therefor the following:

"7.10 Investment Committee

Members of the Investment Committee shall be a Deputy Director of Financial Services of Gwinnett County, the Investment / Debt Manager of Financial Services of Gwinnett County, the Treasury Division Director of Financial Services of Gwinnett County, the County Attorney or any deputy or assistant County Attorney of Gwinnett County (as determined by the County Attorney), and a Department Director of Gwinnett County appointed to a three (3) year limited term by the County Administrator. As of the date any member ceases to hold such position or employment, his membership shall cease. In the event of vacancies, the remaining members shall have full power to act, and a quorum shall be a majority of the remaining Trustees."

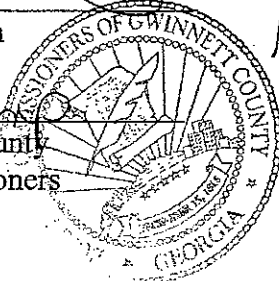
Except as specifically amended hereby, the Trust shall remain in full force and effect prior to this First Amendment.

IN WITNESS WHEREOF, the County and the Trustees have caused this First Amendment to be executed by their duly authorized officers or representatives as of the day and year first above written.

GWINNETT COUNTY BOARD OF COMMISSIONERS

By: [Signature]
Chairman

Attest: [Signature]
Clerk, Gwinnett County
Board of Commissioners



Approved as to Form:
[Signature]

RETIREMENT PLANS MANAGEMENT COMMITTEE, AS TRUSTEES

[Signature]
Trustee

[Signature]
Trustee

[Signature]
Trustee

Jack A. Gannell
Trustee

[Signature]
Trustee

[Signature]
Trustee

[Signature]
Trustee