

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

This SECOND AMENDMENT is made as of this 26th day of April, 2011, 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 certain County departments and various job titles;

NOW, THEREFORE, the County and the Trustees do hereby amend the Trust, effective as of February 15, 2011, as follows:

1. By deleting Section 7.01 of the Trust and by substituting therefor the following:

"7.01 General

A Trustee shall be the County Administrator (or County Manager if so designated) of Gwinnett County, an appointed citizen of Gwinnett County, the Chief Financial Officer for Gwinnett County, the Director of Human Resources of Gwinnett County, an appointee of the County Administrator of Gwinnett County, and two appointed Gwinnett County employee representatives."

2. By deleting Section 7.02(a) of the Trust and by substituting therefor the following:

"(a) The County Administrator, the Chief Financial Officer, and the Director of Human Resources shall serve as Trustees during, and only during, the holding of such positions. In the event any Trustee holding such a position dies, becomes incapable of acting hereunder, resigns, retires, or is removed from the position, the person named to fill that position, whether in an acting capacity or otherwise, shall serve as Trustee without further action by an appointing authority."

3. By deleting Section 7.09 of the Trust and by substituting therefor the following:

"7.09 Audit Committee

Members of the Audit Committee shall be an appointed member of the RPMC, the Director or Deputy Director of the Finance Department of Gwinnett County (who is not serving on any other RPMC Committee), the Accounting Division

Director of the Finance Department of Gwinnett County, the Deputy Director or Section Manager of Benefits and Retirement Plans of the Human Resources Department of Gwinnett County, and a Department Director or Deputy/Assistant 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.”

4. 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 Director or Deputy Director of the Finance Department of Gwinnett County (who is not serving on any other RPMC Committee), the Investment Manager of Finance Department of Gwinnett County, the Treasury Division Director of the Finance Department 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 Second Amendment.

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IN WITNESS WHEREOF, the County and the Trustees have caused this Second 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: Charlotte J. Nantz
Chairman

Attest: Diane K. Smith
Clerk, Gwinnett County
Board of Commissioners

Approved as to Form: Scott Fuller



RETIREMENT PLANS MANAGEMENT COMMITTEE, AS TRUSTEES

<u>[Signature]</u> Trustee	<u>[Signature]</u> Trustee
<u>[Signature]</u> Trustee	<u>[Signature]</u> Trustee
<u>[Signature]</u> Trustee	<u>[Signature]</u> Trustee
<u>[Signature]</u> Trustee	<u>[Signature]</u> Trustee