

**FIRST AMENDMENT TO THE
GWINNETT COUNTY DEFERRED COMPENSATION PLAN**

This FIRST AMENDMENT is made as of this 15th day of December, 2009, by Gwinnett County (the "County").

WITNESSETH:

WHEREAS, the County maintains the Gwinnett County Deferred Compensation Plan (the "Plan") by the adoption of the Section 457(b) Eligible Deferred Compensation Plan for Governmental Employers (the "Basic Plan Document") and the Adoption Agreement for the Section 457(b) Eligible Deferred Compensation Plan for Governmental Employers (the "Adoption Agreement"); and

WHEREAS, the County now wishes to amend the Plan to assign the duty to review appeals of denials of benefit claims to the Retirement Plans Management Committee or its delegate.

NOW, THEREFORE, the County does hereby amend the Plan, effective as of July 21, 2009, by adding the following new Sections 9.08 and 9.09 to the Basic Plan Document:

"9.08 Application for Benefits. All applications for benefits under the Plan shall be submitted to and processed by the Administrator. Applications for benefits must be in writing on forms acceptable to the Administrator. The Administrator reserves the right to require the Participant to furnish proof of his or her age and the age of the Participant's Beneficiary(s) before processing any application. Each application shall be acted upon and approved or disapproved by the Administrator within ninety days following receipt by the Administrator (or within 180 days if special circumstances require and notice is given to the applicant before the end of the ninety-day period informing the applicant of the circumstances requiring the extension of time and the date by which the Administrator expects to render a decision).

If any application for benefits is denied, in whole or in part, the Administrator shall notify the applicant in writing of such denial and of the applicant's right to a review of the decision as set forth below and shall set forth, in a manner calculated to be understood by the applicant, the specific reasons for such denial, the specific references to pertinent Plan provisions on which the denial is based, a description of any additional material or information necessary for the applicant to perfect the application, an explanation of why such material or information is necessary, an explanation of the Plan's review procedure and the time limits applicable to such procedures, a statement that any appeal the applicant wishes to make of the adverse determination must be in writing to the Retirement Plans Management Committee of the Gwinnett County Public Employee Retirement System (the 'RPMC'), or its delegate, within sixty (60) days after receipt of the Administrator's written notice of denial; and a statement that failure to provide the written appeal of the adverse determination to the RPMC or its delegate in

writing within the sixty (60) day period will render the Administrator's determination final, binding and conclusive.

9.09 Review. Any person whose application for benefits is denied in whole or in part may appeal to the Administrator for review of the decision by submitting, within sixty days after receiving notice of the denial of the claim, a written statement to the RPMC or its delegate that:

- (a) requests a review of the application for benefits;
- (b) sets forth all of the grounds upon which the request for review is based and any facts in support of such request; and
- (c) sets forth any issues or comments that the applicant deems pertinent to the application.

In addition, an applicant may submit written comments, documents, records, and other information in support of the appeal, and the applicant shall be provided, free of charge, reasonable access to and copies of all documents, records and other information relevant to the applicant's claim for benefits.

The RPMC, or such committee that the RPMC establishes under its bylaws to review appeals for the denial of benefits, shall review appeals of denials of applications for benefits submitted to it. The RPMC or its delegate shall act upon each appeal within sixty days after receipt of the applicant's request for review by the RPMC or its delegate. The RPMC or its delegate shall make a full and fair review of each application and any written material submitted by the applicant in connection with such review, without regard to whether such information was submitted or considered in the initial benefit determination. If the RPMC or its delegate determines that special circumstances require an extension of time for processing an appeal, it may extend the initial period, in which case written notice of the extension shall be furnished to the applicant before the end of the initial period indicating the special circumstances requiring an extension and the date by which the RPMC or its delegate expects to render a determination on review. In no event shall such extension exceed a period of sixty days from the end of the initial period. Based on this review, the RPMC or its delegate shall make an independent determination of the applicant's eligibility for benefits under the Plan.

In the case of a denial of any appeal, the RPMC or its delegate shall notify the applicant in writing of such determination and shall set forth, in a manner calculated to be understood by the applicant, the specific reasons for the adverse determination, references to the specific Plan provisions on which the determination is based, a statement that the applicant is entitled to receive, upon request and free of charge, reasonable access to and copies of all documents, records and other information relevant to the applicant's claim for benefits.

The decision of the RPMC or its delegate on any application for benefits shall be final and conclusive upon all persons.”

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

IN WITNESS WHEREOF, the County has caused this First Amendment to be executed as of the day and year first above written.

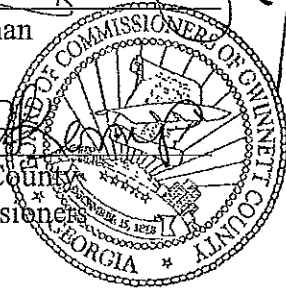
GWINNETT COUNTY BOARD OF COMMISSIONERS

By: _____

Chairman

Attest: _____

Clerk, Gwinnett County
Board of Commissioners



Approved as to Form:

[Signature]