

COUNTY COMMISSIONERS OF CHARLES COUNTY, MARYLAND

RESOLUTION NO. 2012-30

Resolutions of the Commissioners relating to assignment and delegation of responsibilities under the Commissioners of Charles County Retiree Health Plan and the Retiree Benefit Trust of Charles County.

RECITALS

WHEREAS, the Commissioners established the Commissioners of Charles County Retiree Health Plan (the "Plan") to provide health and welfare benefits to eligible retirees and, in certain instances, their survivors and dependents.

WHEREAS, the Commissioners created the Retiree Benefit Trust of Charles County (the "Trust") in order to establish of a reserve to pay health and welfare benefits under the Plan.

WHEREAS, under Article V of the Plan, the County has specified powers and responsibilities that the County may delegate in writing to one or more officers, employees or other individuals.

WHEREAS, the Commissioners wish to delegate certain powers and responsibilities described in Article V of the Plan to a committee to be called the "OPEB Committee" and to permit the OPEB Committee to either allocate the delegated powers and responsibilities among its members or further delegate such powers and responsibilities.

WHEREAS, under Section 3.3 of the Trust, the County has specified administrative responsibilities.

WHEREAS, the Commissioners wish to assign certain of the administrative responsibilities described in Section 3.3 of the Trust to the OPEB Committee.

WHEREAS, the Commissioners of Charles County are the Trustees of the Trust.

WHEREAS, Section 4.2 of the Trust Agreement provides that the Trustees may delegate all or any part of its investment authority to any person, committee or board that agrees in writing to accept the delegated duties.

WHEREAS, as permitted by Section 4.2, the Commissioners wish to delegate certain of their duties under Article IV of the Trust Agreement to the OPEB Committee.

WHEREAS, each member of the OPEB Committee has accepted in writing the duties assigned pursuant to these resolutions.

NOW, THEREFORE, BE IT RESOLVED

1. The members of the OPEB Committee to which Commissioners are making this assignment and delegation are the individuals serving from time-to-time the following roles, or in a similarly-titled or successor position:
 - a) County Administrator, as Chairperson
 - b) Director, Department of Fiscal & Administrative Services
 - c) Director, Department of Human Resources
 - d) Sheriff (or designee)
 - e) An employee appointed by the Commissioners

2. The Commissioners hereby assign the following powers and responsibilities under the Plan to the OPEB Committee:
 - a) To interpret the provisions of the Plan and decide questions of eligibility to participate.
 - b) To establish rules and prescribe any forms necessary or desirable for the administration of the Plan.
 - c) To appoint individuals or committees to assist in the administration of the Plan and to engage any other agents it deems advisable.
 - d) To take such action as may be necessary to cause direct payment of any participant contributions required under the Plan.
 - e) To correct errors and to make equitable adjustments for mistakes made in the administration of the Plan.

3. The Commissioners hereby confirm the assignment of the following powers and responsibilities under the Plan to the OPEB Committee:
 - a) To prescribe procedures to be followed by participants in making elections under the Plan and in filing claims under the Plan.
 - b) To prepare and distribute information explaining the Plan to participants.
 - c) To receive from participants and beneficiaries such information as shall be necessary for the proper administration of the Plan.
 - d) To keep records of elections, claims, disbursements for claims under the Plan, and any other information required by the Health Insurance Portability and Accountability Act of 1996 ("HIPAA") or the Code.
 - e) To appoint individuals or committees to assist in the administration of the Plan and to engage any other agents it deems advisable.
 - f) To make recommendations to the Commissioners regarding the purchase any insurance deemed necessary for providing benefits under the Plan.
 - g) To accept, modify or reject participant elections under the Plan.
 - h) To promulgate election forms and claim forms to be used by participants.
 - i) To prepare and file any reports or returns with respect to the Plan required by the Internal Revenue Code or any other laws.
 - j) To administer all contracts relating to the Plan.

4. The Commissioners hereby assign the following administrative responsibilities relating to the Trust to the OPEB Committee:

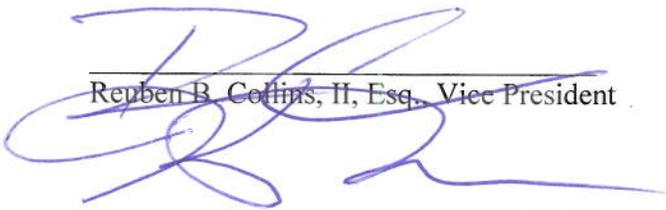
- a) To make recommendations to the Commissioners regarding the funding policy for the Trust; provided, however, that the Commissioners shall have final authority with regard to the adoption of the funding policy.
 - b) To the extent that insurance premiums are paid from the Trust, to arrange for the timely payment of all premiums due to insurers under policies.
 - c) To maintain all necessary records and accounts for the proper administration of the Trust.
 - d) To prepare and file all reports, returns and other documents required by law.
 - e) To furnish the Commissioners with such information and reports that may be required by law or by the terms of the Trust.
 - f) To advise the Commissioners regarding the future liquidity needs in order that the Commissioners may invest accordingly.
 - g) To administer all contracts relating to the administration of the Trust.
5. The Commissioners hereby delegate the following responsibilities relating to investments in the Trust to the OPEB Committee:
- a) To make recommendations to the Commissioners regarding the investment policy for the Trust; provided, however, that the Commissioners shall have final authority with regard to the adoption of the investment policy.
 - b) To make recommendations to the Commissioners regarding the appointment of an investment consultant and investment managers; provided, however, that the Commissioners shall have final authority with regard to the appointment of investment managers and consultants.
 - c) To review recommendations made by the investment consultant regarding investment or reinvestment of trust assets and communicate those recommendations to the Commissioners.
 - d) To represent the Commissioners as needed in correspondence to any insurance companies, investment managers, advisors or consultants of the Trust.
 - e) To supervise and monitor the investment managers and report to the Commissioners any violations of policies or regulations adopted by the Commissioners.
 - f) To administer all contracts related to the investment of the assets of the Trust.
6. The OPEB Committee may allocate to one or more of its members specific powers and responsibilities delegated to the OPEB Committee pursuant to paragraphs 3 through 5 of these resolutions or may further delegate to employees of Charles County any such powers and responsibilities. Any such allocation or delegation shall be in writing.
7. The OPEB Committee shall act in accordance with the attached bylaws as they may be amended from time-to-time by the Commissioners.
8. The OPEB Committee shall not have any of the following powers:
- a) To determine the amount of participant contributions.
 - b) To enter into agreements with health insurance providers,
 - c) To amend or terminate the Plan or the Trust Agreement,
 - d) To determine the amount of any County contributions to the Plan or the Trust,

- e) To exercise authority to direct any investment manager with respect to investments in the fund, other than a direction to rebalance,
 - f) To affect the employer-employee relationship between the County and any employee.
9. Pursuant to Section 5.2 of the Trust Agreement, the County will indemnify and hold harmless the members of the OPEB Committee from the effects and consequences of his or her acts, omissions and conduct in his or her official capacity with respect to the Plan or the Trust, except to the extent that such effects and consequences shall result from his or her own willful misconduct or gross negligence. The OPEB Committee shall procure and maintain insurance to indemnify the present and former members of the OPEB Committee.

NOW, THEREFORE be it resolved that this Resolution is ADOPTED this 8th day of May, 2012.

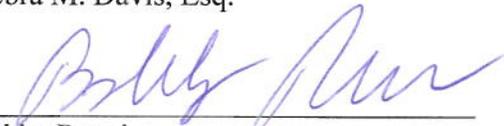
COUNTY COMMISSIONERS OF
CHARLES COUNTY, MARYLAND


Candice Quinn Kelly, President


Reuben B. Collins, II, Esq., Vice President

Ken Robinson


Debra M. Davis, Esq.


Bobby Rucci

ATTEST:

Denise Ferguson, Clerk

BYLAWS OF THE CHARLES COUNTY OPEB COMMITTEE

ARTICLE 1

MEMBERS

Section 1. General Provisions. The members of the OPEB Committee ("Committee") are the County Administrator, the Director, Department of Fiscal and Administrative Services, the Director, Department of Human Resources, the Sheriff (or designee), and an employee appointed by the Commissioners. Each member shall hold office until the member's successor is duly elected or appointed and qualifies or until the member's death, resignation or removal.

Section 2. Committee Chairperson. The Chairperson of the Committee shall be the County Administrator. The Chairperson presides over meetings of the Committee, implements Trust policies as determined by the Committee, and administers the business affairs of the Committee.

Section 3. Vice-Chairperson. The Vice-Chairperson shall be selected from among the members of the Committee by a majority vote of the members. The Vice-Chairperson shall serve as Chairperson in the event that the Chairperson is temporarily unable to perform his or her duties. The Vice-Chairperson shall serve as such until a successor is elected by the Committee or until he or she is no longer a member of the Committee, whichever comes sooner.

Section 4. Secretary. The majority of the members of the Committee shall select from among the members a Secretary who will perform the following duties:

- (a) Keep written minutes of Committee proceedings.
- (b) See that all notices are given as required by these bylaws or by law.
- (c) Keep a list of the post office addresses of each Committee member. Members are required to provide current addresses to the Secretary.
- (d) Perform other duties assigned by the Committee.

The Secretary, with the approval of a majority of the Committee, may appoint a recording secretary, who need not be a member of the Committee, to assist in the performance of his or her duties.

ARTICLE 2
COMMITTEE MEETING, QUORUM, VOTING

Section 1. Periodic Meetings. The periodic meetings of the Committee are called by the Chairperson.

Section 2. Special Meetings. Any member may call for a special meeting of the Committee. However, a special meeting may not be called to consider matters voted on by the Committee in the preceding 12 months. This limitation does not apply if newly enacted legislation (or government policy) requires the Committee to reconsider a matter voted on in the 12 month period.

Section 3. Notice to Members. The Chairperson must provide notice to each voting member between 5 and 30 days before each meeting of the Committee. The notice must be in writing and state the time, date and place of the meeting. In the case of a periodic meeting, the notice must state in general terms the matters proposed to be acted upon at the meeting. In the case of a special meeting, the notice must include the particular purpose of the meeting.

Meeting notices may be delivered personally or by electronic mail to each member or mailed to the member's address (as it appears on the records of the Committee.)

Section 4. Notice to the Public. The Chairperson will provide notice to the public of all meetings between 5 and 30 days before each meeting of the Committee. The notice will be in writing, will state the time, date and place of the meeting and will include a statement indicating whether any part of the meeting might be conducted in a closed session. Notices to the public will be posted in a public location at or near the place of the meeting.

Section 5. Quorum. A quorum exists when three Committee members are present at a Committee meeting. If a quorum does not exist, the voting members present may cancel or adjourn the meeting and reconvene on another date. Notice of the reconvened meeting shall be given in accordance with the notice provisions contained in Section 3. If the reconvened meeting is a periodic meeting, any business properly before the meeting may be acted upon. If the reconvened meeting is a special meeting, the Committee may only act upon the business scheduled for the adjourned special meeting.

Section 6. Proxies. A member may vote either in person or by a proxy executed in writing by the member to another member of the Committee. Every proxy must be filed with the Chairperson of the Committee before or at the time of the meeting. Proxies may be general or specific to one or more issues, but must be limited in duration to 30 days.

Section 7. Conduct of Meetings. Committee meetings shall be open to the public unless the Committee determines in accordance with the procedures of Section 8 below that all or a portion of the meeting shall not be open to the public. Any member of the public may attend any open meeting of the Committee, but shall not participate in any discussions unless requested to participate by the Chairperson or by a majority of the members who are present.

Meetings of the Committee shall not be audio or video recorded except under the direction of the Chairperson and with the consent of a majority of the members present.

Section 8. Closed Sessions.

a. Purposes. The Committee may meet in closed sessions (or adjourn an open session to a closed session) for any of the following reasons:

- (1) To discuss any personnel matter that affects one or more specific individuals - SG § 10-508(a)(1)(ii);
- (2) To protect the privacy or reputation of individuals with respect to any matter which is not related to public business - SG § 10-508(a)(2);
- (3) To consult with counsel to obtain legal advice - SG § 10-508(a)(7); or
- (4) To consult with staff, consultants or other individuals about pending or potential litigation - SG § 10-508(a)(8).

b. Procedures - Before going into closed session, the Chairperson shall conduct a recorded vote on the closing of the session and make a statement of the reason for closing the meeting including a citation of authority and a listing of topics to be discussed. As an example, the Chairperson may state that the Committee will go into closed session to discuss a personnel matter affecting one or more specific individuals as authorized under SG § 10-508(a)(ii).

c. Minutes. The Committee shall keep separate minutes of actions taken in closed session. If the Committee meets in a closed session, the minutes of the next open meeting must include:

- (1) A statement of the time, place and purpose of the closed session;
- (2) A record of the vote of each member as to closing the session.

- (3) A citation of the authority for closing the meeting under the Open Meetings Act, and
- (4) A listing of the topics of discussion, persons present and each action taken during the session.

Section 9. Voting. Each Committee member is entitled to one vote on any matter which is properly before the Committee. Approval by a majority of the votes cast by its members present at a meeting of the Committee, duly called and at which a quorum is present shall be sufficient to approve any matter which is properly before the meeting, unless more than a majority is required by the Plan.

Section 10. Action by Committee without Meeting. The Committee may take action without meeting provided:

- (a) The action is described in a written consent document provided to all Committee members.
- (b) Each Committee member eligible to vote approves in writing (including approval by electronic mail) the consent to take action without meeting, and records his or her vote
- (c) The consents are filed with the minutes of Committee proceedings.

Section 11. Voting by Ballot. The Committee may take voice votes unless the Chairperson or any member demands voting by ballot.

Section 12. Minutes. The Secretary shall keep written minutes of Committee proceedings. Minutes of open meetings (or portions of meetings which are open) shall be open to inspection by the public, during the regular business hours of the County.

ARTICLE 3 CONTRACTS

From time to time, the Committee will recommend the execution of contracts or other instruments by the County. The Chairperson will present the information to the Commissioners on behalf of the Committee per the normal purchasing procedures of the County.

ARTICLE 4
INDEMNIFICATION

Section 1. General. The Plan shall indemnify any present or former member of the Committee made a party to any proceeding by reason of service in his or her capacity as a member of the Committee, unless it is established that:

(a) The act or omission of the member was material to the matter giving rise to the proceeding; and

1. Was the result of his or her own willful misconduct; or
2. Was the result of his or her own gross negligence.

(b) The member actually received an improper personal benefit in money, property or services; or

(c) In the case of any criminal proceeding, the member had reasonable cause to believe that the act was unlawful.

Indemnification may be against judgments, penalties, fines, settlements, and reasonable expenses actually incurred by a member in connection with the proceeding.

The Committee shall procure and maintain insurance to indemnify the Commissioners and the present members and former members of the Committee as provided herein.

Section 2. Advancement of Expenses. The Committee may recommend or authorize the payment or reimbursement of reasonable expenses of a member (or agent or employee) who is made a party to any proceeding, suit or action. This includes a threatened, pending or completed civil, criminal, administrative or investigative proceeding. Reimbursement or payment may be made before the proceeding is completed.

ARTICLE 5
WAIVER OF NOTICE

When a notice is required to be given, according to the Trust, Committee Bylaws or applicable law, a waiver of the notice will be considered the same as giving the notice. The following applies to such waiver.

- a. The waiver must be in writing and signed by the person(s) entitled to the notice.

- b. The waiver may be signed before or after the time stated in the notice.
- c. The waiver does not have to state the purpose or business to be transacted at a meeting, unless this is required by the Plan or Committee procedures.
- d. If a person attends a meeting, this waives notice of the meeting. The exception is if the person is attending specifically to object to the meeting because it was not properly called or convened.

ARTICLE 6
AMENDMENT OF BYLAWS

These Bylaws may be amended to repealed, or new Bylaws may be made and adopted by the Commissioners.

The foregoing are certified as the Bylaws of the OPEB Committee adopted by the Commissioners on May 8, 2012.

Charles J. Kelly
President