

Contract Non-Erisa

INVESTMENT MANAGER AGREEMENT

This AGREEMENT is made as of August 22, 2018, by and between City of Marietta ("Client") and Sage Advisory Services, Ltd. Co., a Texas limited liability company (the "Adviser").

1. **APPOINTMENT:** The Client hereby appoints the Adviser, and the Adviser hereby accepts the appointment and agrees to act as investment manager and adviser with respect to certain assets (the "Account Assets") of the BLW Defined Benefit Pension Plan (the "Portfolio"). The Account Assets shall consist of cash, cash equivalents, bonds and other fixed income securities now or hereafter designated by the Client or which shall become part of the Account Assets as a result of transactions with respect thereto. The Account Assets shall be held by SunTrust, as custodian (the "Custodian"), pursuant to a separate agreement between the Custodian and the Client. Adviser shall supervise and direct, in its full discretion, investments for and on behalf of the Account Assets subject to the terms of written investment policies and guidelines established by Client (the "Investment Policy"), a copy of which is attached hereto as Exhibit A and made a part hereof and any amendments thereto to which Client provides notice in writing to Adviser. Adviser may invest and reinvest the Account Assets in any "Securities" as defined in the Investment Policy.

2. REPRESENTATION AND WARRANTIES:

- a. The Adviser represents that it is registered as an investment adviser under the Investment Advisers Act of 1940 and that it is duly organized, validly existing and in good standing under the laws of the State of Texas. The Adviser represents and warrants (i) that the Adviser, including its personnel, has all rights and authority required to enter into this Agreement, and to perform the services detailed by this Agreement, (ii) that this Agreement shall constitute a valid and binding agreement enforceable in accordance with its terms, and (iii) that the execution, delivery, and performance of this Agreement do not contravene or constitute a default under, or breach of, any provision of applicable law, rule or regulation.
- b. The Client represents and warrants that the Client is duly organized, validly existing and in good standing under the laws of the State of Georgia. The Client further represents and warrants (i) that the Client, including its personnel, has all rights and authority required to enter into this Agreement, (ii) that this Agreement shall constitute a valid and binding agreement enforceable in accordance with its terms, and (iii) that the execution, delivery, and performance of this Agreement do not contravene or constitute a default under, or breach of, any provision of applicable law, rule or regulation.

3. **RESPONSIBILITY OF ADVISER:** The Adviser will act at all times in a fiduciary capacity with respect to the Account Assets. The Adviser shall at no time have custody or physical control of the Account Assets. The Adviser will exercise good faith in negotiating the commissions paid with respect to transactions involving the Account Assets and will seek on behalf of the Client to obtain the best price and best execution for each transaction.

4. **NEGLIGENT CONDUCT:** The Adviser shall not be responsible for any liability or loss, including reasonable counsel fees, occasioned by an act or failure to act of the Client or Custodian or any third party in the handling of the Account Assets or which may be incurred as a result of the negligence or misconduct of the Client or Custodian, but neither the Client nor the Custodian shall assume any fiduciary responsibility for the investment policies or decisions of the Adviser.

5. **PROCEDURES:** All transactions will be consummated by payment to, or delivery by, the Custodian, of all cash, and/or securities due to or from the Portfolio. All instructions given to the Custodian by the Adviser shall be in writing; provided, however that the Custodian may accept oral instructions for the purchase or sale of securities subject to confirmation in writing. The Adviser shall instruct all brokers or dealers executing orders with respect to the Account Assets to forward to the Custodian, to the Client, and to the Adviser, copies of all brokerage confirmations promptly after execution of the transaction. The Adviser agrees to submit to the Client monthly appraisals of the Account Assets at the then fair market value thereof. The Client shall instruct the Custodian to provide the Client and the Adviser with monthly cash statements and, at least quarterly, statements indicating all amounts disbursed from the Custody Account. Adviser may place orders for the execution of transactions with or through such brokers, dealers, or banks as Adviser may select and, complying with Section 28(e) of the Securities Exchange Act of 1934, may pay a commission on transactions in excess of the amount of commission another broker or dealer would have charged.

6. **SERVICES TO OTHER CLIENTS:** The Client acknowledges and understands that the Adviser performs investment management, supervisory and advisory services for various clients and may give advice and take action with respect to any of its other clients which may differ from advice given as to, or the timing or nature of action taken with respect to, the Account Assets. Provided that its advice relates to the particular needs of each client, the Adviser will have no obligation to recommend for purchase or sale any security which Adviser, its principals, affiliates or employees may purchase or sell for themselves or recommend for other clients. The Client recognizes that transactions in a specific security may not be accomplished for all client accounts at the same time or at the same price.

7. **NOTICES.** Any notice or other communication required to be given under this Agreement shall be made in writing and delivered, e-mailed or mailed to the business address for each Party hereto as stated below:

Adviser:

Sage Advisory Services, Ltd. Co.
5900 Southwest Parkway
Building I, Suite 100
Austin, Texas 78735

Tel: (512) 327-5530
Attn: Greg Figaro

Client:

City of Marietta/BLW Defined Benefit Pension Plan
Marietta City Hall
205 Lawrence Street
Marietta, GA 30188

Tel: 770-794-5545
Attn: Sam Lady

8. **FEES:** In consideration of the services to be performed by the Adviser hereunder, the Client shall pay the Adviser quarterly in advance an amount based on the market value of the Account Assets as of the last day of the preceding quarter and calculated in accordance with the Schedule of Fees attached hereto as Exhibit B, which may be amended from time to time by mutual consent in writing.

9. **TERMINATION, AMENDMENT AND ASSIGNMENT:** This Agreement may be terminated at any time by either party upon thirty (30) days written notice. In the event of termination, the Adviser shall provide a final accounting with respect to the Account Assets to the Client. Fees paid in advance hereunder will be pro-rated to the date of termination and any unearned portion thereof will be refunded. No amendment of this Agreement shall be made by either Party without the written consent of all the parties. No assignment (as that term is defined in the Investment Advisers Act of 1940) of this Agreement shall be made by the Adviser without the written consent of the Client.

10. **INVESTMENT MANAGER BROCHURE:** The Client hereby acknowledges that is has received from the Adviser a copy of Part II of Form ADV, at least forty-eight hours prior to entering into this Agreement. The Adviser shall provide a copy of Part II of Form ADV to the Client within seven days after Client's request therefore.

11. **GOVERNING LAW:** This Agreement shall be governed by, and construed in accordance with, the laws of the State of Georgia applicable to contracts made and to be fully performed in the State of Georgia. Venue shall lie in Cobb County.

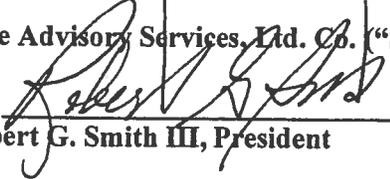
12. **SEVERABILITY.** The invalidity or unenforceability of any provision of this Agreement shall not affect the validity or enforceability of the other provisions of this Agreement, which shall remain in full force and effect. If any of the provisions of this Agreement shall be deemed to be unenforceable by reason of its extent, duration, scope or otherwise, then the parties contemplate that the court making such determination shall enforce the remaining provisions of this Agreement, and shall reduce such extent, duration, scope, or other provision and shall enforce them in their reduced form for all purposes contemplated by this Agreement.

13. **COUNTERPARTS.** This Agreement may be executed in counterparts, each of which shall be deemed to be an original.

[Remainder of this page intentionally left blank. Signature page follows]

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed by their duly authorized representatives on the date first written above.

Sage Advisory Services, Ltd. Co. ("Sage")

By: 

Robert G. Smith III, President

City of Marietta/BLW Defined Benefit Pension Plan ("Client")

By: 

Name: Bobby Moss

Title: Chairman

Tax ID# 58-6000616

EXHIBIT A

Investment Policy Statement



City of Marietta

205 Lawrence Street
Post Office Box 609
Marietta, Georgia 30061

Motion Signature

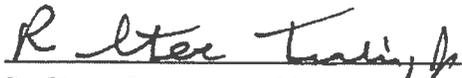
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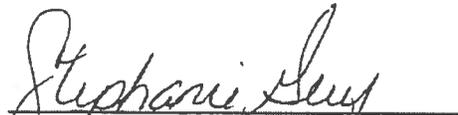
Defined Benefit Pension Plan Investment Policy Statement Approval

Motion approving the updated Defined Benefit Pension Plan Investment Policy Statement (IPS) as forwarded by the Pension Board. The update adds a section of the O.C.G.A. that is followed but has not been formally mentioned in the IPS.

The Pension Board decision to recommend passage was approved May 10, 2017, by a vote of 8-0-0, with one member absent.

Date June 14, 2017


R. Steve Tumlin, Jr., Mayor


Stephanie Guy, City Clerk

CONTRACT/AGREEMENT NO. 4538
CITY OF MARIETTA, GA.
RECORDS

20170504

Investment Policy Statement

City of Marietta/BLW Defined Benefit Pension Plan

May 2017

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FUND DESCRIPTION

Purpose

This Investment Policy Statement has been adopted by the Board of the City of Marietta/BLW Defined Benefit Pension Plan ("Board") to outline the prudent and acceptable investment philosophy of the City of Marietta/BLW Defined Benefit Pension Plan. It will also define the City of Marietta/BLW Defined Benefit Pension Plan's investment management procedures and long-term goals. It is meant to provide a clear understanding between the Board, the Investment Committee, the Investment Consultant and Investment Managers concerning the investment policies and objectives of the Pension Fund.

Fund Leadership (Ordinance 7872)

The pension board shall consist of nine (9) members elected from posts as follows:

- Post 1: City Manager or his designee
- Post 2: Council Member
- Post 3: Council Member
- Post 4: General employee representative
- Post 5: General employee representative
- Post 6: General employee representative
- Post 7: General employee representative
- Post 8: Police department representative
- Post 9: Fire department representative

The police chief and fire chief shall be ex-officio members of the pension board and shall only vote in the absence of the police and fire representatives.

Terms. All members shall be elected as hereinafter provided in November and shall begin service on January 1 for a term of three years.

Selection of council, police, fire and general employee members:

Council Representative (Ordinance 7893): Two (2) members of the council shall serve on the pension board. Effective October 1, 2016, the two members representing council shall be the Chairman of the Personnel/Insurance Committee and the Chairman of the Finance/Investments Committee as provided in Section 1-4-040 V of City Code. If either of the Chairmen or Vice Chairman is unable or declines to serve for any reason, then a member of the applicable committee shall serve in their stead. If a vacancy still exists, then the Mayor with consent of council shall appoint an alternate.

Police Representative. One member of the pension board shall be a representative of the police department. The senior officer in each of the ranks of police deputy chief, police major, police lieutenant, police sergeant, detective and police officer shall serve as a nominating committee for the police department. The highest-ranking officer shall serve as chairman of the nominating committee.

Fire Representative. One member of the pension board shall be a representative of the fire department. The senior officer in each of the ranks of deputy chief, assistant chief, commander, lieutenant, firefighter engineer, and firefighter shall serve as a nominating committee for the fire department. The highest-ranking officer shall serve as a chairman of the nominating committee.

Election of police and fire representatives. The chairperson of each respective nominating committee of police and fire shall call a meeting of the committee in November of the year immediately preceding the termination of the police and fire representatives on January 1 of the next year. The purpose of this meeting will be to nominate three employees from

each of the departments of fire and police. The names of the three employees nominated shall be placed on a ballot with space provided for write-ins. The duration of the election period will not exceed ten business days, including period of early voting. Ballots shall be distributed by the nominating committees to all of the employees in the respective departments of police and fire. When used, paper ballots shall be marked in secret and returned to the nominating committee the same day they are distributed. If electronic voting is used, the method must be certified by the Director of Information Technology as maintaining anonymity. Each employee will vote for one candidate and the candidate receiving a plurality of votes shall be the representative of their respective departments to the pension board. If for any reason the duly elected representative of the police or fire departments cannot fulfill his or her office, the respective nominating committee shall call a meeting to designate a replacement for the duration of the vacated membership.

General Employees. Four (4) members of the pension board shall be representatives of the general employees. A nominating committee consisting of the director of human resources, or a designee thereof; two (2) persons appointed by the director of public works, one (1) of whom cannot be in a supervisory position; three (3) persons appointed by the BLW general manager, one (1) of which cannot be in a supervisory position; two (2) persons appointed by the city manager, one (1) of whom cannot be in a supervisory position; one person appointed by the director of parks and recreation shall nominate the candidates for membership on the pension board. The director of human resources, or the designee thereof, shall act as presiding officer of the nominating committee and call a meeting of the committee in the month of November in the year immediately preceding the end of the current member's term. The purpose of this meeting shall be to nominate two (2) candidates for each expiring term of a member of the pension board represented by the general employees. The names of such employees nominated shall be placed on a ballot with space provided for write-ins. The duration of the election period will not exceed ten business days, including periods of early voting. Ballots shall be distributed to all general employees. When used, paper ballots shall be marked in secret and returned to the nominating committee the same day they are distributed. If electronic voting is used, the method must be certified by the Director of Information Technology as maintaining anonymity. Each employee will vote for as many candidates as there are representative seats of the general employees expiring on January 1. The candidates receiving the highest plurality votes for such seats shall be selected as the representatives of the general employees to the pension board. If for any reason for duly elected representative of the general employees cannot fulfill his or her office, the nominating committee shall call a meeting to designate a replacement for the duration of vacated membership.

Officers. The pension board may elect such officers as it deems necessary. The board shall elect a chairperson and a secretary. The chairperson shall preside at meetings of the board, cast a vote on any issue, call meetings as may be necessary, and do all things necessary to carry on the orderly affairs of the board. The chairperson shall be selected by a majority vote of the board for a one-year term. The board shall designate, in writing, a secretary or other representative who shall have full authority to represent the board in all communications with any provider and the city's employees, including elected and appointed members of the governing authority. The secretary shall keep accurate minutes of all meetings of the board, recording those voting for and against any issue. Minutes shall be distributed to each member of the board, the council of the City of Marietta and shall be posted in a prominent place(s) within the City Government Complex.

Legal Assistance. The city attorney or other attorney appointed by the governing authority shall furnish legal advice to the pension board on any issue before it upon which legal advice is sought.

Meetings. The pension board shall meet at least quarterly. Five members of the board (including the chairperson) shall constitute a quorum. The city manager or his designee shall have authority to approve pension, retirement and disability payments pending a meeting of the board.

Rules of procedure. The pension board shall have the authority to promulgate rules and regulations for its internal operation, as well as the approval of payments within its jurisdiction.

Plan Sponsor Details

City of Marietta/BLW Defined Benefit Pension Plan

Federal Tax Identification Number

58-6000616 TEN

Fiscal Year End

June 30th

Key Contacts for the Pension

Board Chairman
Freddy Morgan

City Manager
Bill Bruton

Finance Director
Sam Lady

Secretary to the Board
Director of Human Resources & Risk Management
Davy Godfrey

Contact Information

Marietta City Hall
205 Lawrence St. NE
Marietta, GA 30060
(770)794-5545
(770)794-5567

Actuary

Cavanaugh Macdonald Consulting
3550 Busbee Pkwy, Suite 250
Kennesaw, GA 30144
Edward Koebel EA, MAAA, FCA
edk@cavmacconsulting.com
678-388-1706

Custodian Bank

SunTrust Bank
303 Peachtree Street, Suite 200
Atlanta, GA 30308
Ken Fillman
Ken.Fillman@SunTrust.com
404-827-6567

Investment Consultant

GAVION LLC
6000 Poplar Avenue, Suite 325
Memphis, TN 38119
(901) 761-8080
Ian Janecek, CAIA
Senior Consultant
ian.janecek@gavionllc.com
Scott Arnwine
Senior Consultant
Scott.arnwine@gavionllc.com

INTRODUCTION

Purpose

This Investment Policy Statement has been adopted by the Board of the City of Marietta/BLW Defined Benefit Pension Plan to outline the prudent and acceptable investment philosophy of the Board, and defines City's investment management procedures and long-term goals. It is meant to provide a clear understanding between the Board, the Investment Consultant and Investment Managers concerning the investment policies and objectives of the Pension Fund.

Justification

The principal reason for developing this long-term investment perspective and for putting it in writing is to protect the Pension Fund from *ad hoc* revisions of a sound long-term perspective. The written investment policy will help maintain a long-term perspective when short-term market movements may be distressing and the conditions seem unfavorable for the attainment of long-term objectives.

The development of this investment policy follows the basic approach underlying financial planning: assessment of the Pension Fund's financial condition, setting of investment objectives, development of a strategy to meet the objectives, implementation of the strategy, regular review of the results and adjustments of the strategy or the implementation as circumstances dictate.

Policy Objectives

The purpose of this Investment Policy Statement (IPS) is to establish a clear understanding regarding the Pension Fund's investment objectives and management practices between the City of Marietta/BLW Defined Benefit Pension Plan, its Investment Consultant and the Investment Managers engaged by the Pension Fund. This Investment Policy Statement will:

1. Establish reasonable expectations, objectives and guidelines for the investment of the assets in the Fund.
2. Create the framework for a well-diversified asset mix that can be expected to generate achievable long-term returns at a level of risk acceptable to the City of Marietta, including:
 - Describing an appropriate risk posture for the investment of the Pension Fund;
 - Specifying broad target asset allocation ranges and constraints;
 - Establishing investment guidelines regarding the selection of investment managers, permissible securities and diversification of assets;
 - Specifying the criteria for evaluating the performance of the Pension Fund's Investment Managers.
3. Ensure this policy and its implementation conforms to OCGA 47-20-82, OCGA 47-20-83 and OCGA 47-20-84.
4. Define the responsibilities of the City of Marietta/BLW Defined Benefit Pension Plan, the Consultant and the Investment Managers.
5. Encourage effective communication between the City of Marietta/BLW Defined Benefit Pension Plan, its Consultant and the Investment Managers.

The investment policies described in this IPS should be dynamic. They should reflect the City of Marietta/BLW Defined Benefit Pension Plan's philosophy and current status regarding the investment of the Pension Fund. These policies will be reviewed and revised periodically to ensure they adequately reflect any changes related to the Pension Fund and capital markets expectations.

Policy Implementation

The following steps were undertaken by the Board, in conjunction and with the assistance of the Consultant:

1. Assess the Pension Fund's financial situation—identify its goals and needs.
2. Determine its tolerance for risk and investment time horizon.
3. Set long term investment objectives.
4. Identify any restrictions on the Fund and its assets, in keeping with all applicable State of Georgia statutes.
5. Determine the asset classes and mix appropriate (the "Asset Allocation") to maximize the likelihood of achieving the investment objectives at an acceptable level of risk, and in keeping with the limitations imposed by the statute.
6. Determine the investment methodology to be used with regard to investment manager selection and retention, rebalancing disciplines, portfolio reviews and reporting, etc.
7. Implement the decisions.

INVESTMENT PHILOSOPHY

The basic tenets under which this Pension Fund will be managed include the following:

1. A recognition of the investment restrictions specified by the State of Georgia in OCGA 47-20-82, OCGA 47-20-83 and OCGA 47-20-84. The Pension Fund shall be managed and overseen by the Board to fully comply with these regulations.
2. Modern Portfolio Theory, as recognized by the 1990 Nobel Prize, will be the primary influence governing the way the portfolio will be structured and how subsequent decisions will be made. The underlying concepts of Modern Portfolio Theory include:
 - Pensions are risk averse. The only acceptable risk is that which is adequately compensated by potential portfolio returns.
 - Traditional equity and bond markets are generally efficient. It is difficult to know ahead of time the next direction of the market as a whole or of any individual security.
 - The portfolio as a whole is more important than an individual security. The appropriate allocation of capital among asset classes: equities (stocks), fixed income (bonds) and cash will have far more influence on long-term portfolio results than the selection of individual securities. Investing for the long term (preferably longer than ten years) becomes critical to investment success because it allows the long-term characteristics of the asset classes to surface.

- For every risk level, there exists an optimal combination of asset classes that will maximize returns. A diverse set of asset classes will be selected to help minimize risk. The proportionality of the mix of asset classes will determine the long-term risk and return characteristics of the portfolio as a whole.
 - The study of historical market behavior is used as a technique in modeling expected risk and returns. The selected time frames used in these models can greatly influence projected risks and returns.
 - Portfolio risk can be decreased by increasing diversification of the portfolio and by lowering the correlation of market behavior among the asset classes selected. (Correlation is the statistical term for the extent to which two asset classes move in tandem or opposition to one another.)
 - Asset diversification spreads the portfolio's investments among different assets to reduce individual investment risk. Asset allocation spreads investments among different classes of assets to reduce market risk. Systematic risk (i.e., market risk, liquidity risk and inflation risk) is common to all securities and cannot be eliminated entirely.
3. Equities offer the potential for higher long-term investment returns than cash or fixed income investments. Equities are also more volatile in their performance. Investors seeking higher rates of return must increase the proportion of equities in their portfolio, while at the same time accepting greater variation of results (including occasional declines in value).
 4. Investing globally helps to minimize overall portfolio risk due to the imperfect correlation between economies of the world. Investing globally has also been shown historically to enhance portfolio returns, although there is no guarantee that it will do so in the future.
 5. The underlying approach to the management of the Pension Fund shall be to optimize the risk/return relationship appropriate to the Pension Fund's needs and objectives. It will use a globally diverse portfolio of a variety of asset classes using institutional money management firms (investment managers) to invest in selected securities and strategies, and to periodically re-optimize (rebalance).

INVESTMENT OBJECTIVES/GOALS

The Board recognizes the importance of establishing investment performance objectives for the Pension Fund. The objectives establish a basis for judging the effectiveness of the Investment Policy Statement and the performance of the Investment Managers. The objectives are to be specific measurable standards that, when achieved, will ensure a well-funded retirement plan for the City of Marietta Employees. The specific investment return objectives for the Pension Fund shall be as follows:

1. Achieve or exceed the 7.25% actuarial rate of return as determined by the Pension Fund's actuary over a rolling five-year time period;
2. To exceed the rate of Inflation (as measured by the Consumer Price Index) by 3% over a rolling three-year time period;
3. To exceed the return of a balanced Market Index comprised of the Standard and Poor's 500 stock index and the Barclays US Aggregate Bond index in the proportions

equal to allowable limits as outlined in the Georgia State Legal Codes OCGA 47-20-82, OCGA 47-20-83 and 47-20-84;

4. For each engaged Investment Manager, realize an investment return, net of all fees, that exceeds their assigned benchmark(s) and the median of their peer group over a rolling five-year time horizon.

TIME HORIZON

This Investment Policy Statement assumes a long-term investment time horizon of ten years. Capital values do fluctuate over shorter periods and the Board recognizes that the possibility of capital loss does exist. However, historical asset class return data suggest that the risk of principal loss over a holding period of at least three to five years can be minimized with the asset diversification mix employed under this Investment Policy Statement.

RISK TOLERANCE

Investment theory and historical capital market return data suggest that, over long periods of time, there is a relationship between the level of risk assumed and the level of return that can be expected in an investment program. In general, higher risk (e.g., volatility of return) is associated with higher return.

Given this relationship between risk and return, a fundamental step in determining the investment policy for the Pension Fund is the determination of an appropriate risk tolerance. While the overall level of risk is governed in total by statutory constraints, within those constraints the City of Marietta/BLW Defined Benefit Pension Plan' risk tolerance is dictated by:

- Financial ability to accept risk within the investment program, and;
- Willingness to accept return volatility.

Taking these two factors into account, the Board rates the City of Marietta/BLW Defined Benefit Pension Plan' risk tolerance as moderate between bond and stock volatility, which historically falls between a 5% to 15% standard deviation, with an 8% to 10% target. The Board recognizes the difficulty of achieving the Fund's investment and financial objectives over the short run in light of the uncertainties of markets, and it accepts the volatility that will be experienced in order to achieve the Fund's long-term objectives. Accordingly, the Board will tolerate infrequent, very moderate negative returns through a market cycle according to each investment style. However, the overall effect of this Policy should be to minimize total volatility while maximizing total portfolio returns through diversification.

ASSET ALLOCATION

Investment Policy Mix

OCGA 47-20-82/83/84 provides guidance for investment policy on the basis of cost of securities when acquired for the portfolio. The following limits on the policy mix (target allocations are shown in the attached appendix) are established to comply with that guidance on a long-term basis.

<u>Asset Class</u>	<u>Minimum</u>	<u>Maximum</u>	<u>Target</u>
1. Equity	20.0%	55.0%	
A. Large Cap	10.0%	55.0%	
B. Small-Mid Cap	0.0%	30.0%	
C. International	0.0%	10.0%	
D. Public Real Estate (REITS)	0.0%	15.0%	
2. Fixed	15.0%	80.0%	
A. Investment Grade	15.0%	80.0%	
B. International	0.0%	7.5%	
3. Alternatives	0.0%	15.0%	
A. Convertible Bonds	0.0%	15.0%	

Permitted Security Types

1. Stocks, Bonds, Marketable Fixed Income Securities, Money Market Funds.
2. Separately Managed Accounts, Unitized Trusts-Commingled Trusts, Mutual Funds, Closed-End Funds.
3. Individual Stocks, as long as they are traded on a major U.S. or International Exchanges.
4. Individual Bonds, as long as they traded on a major U.S. or International exchange.

Categories of Approved Investment Securities

All Investment Managers shall manage their assigned portfolios to comply with Georgia State Legal Codes OCGA 47-20-83 and 47-20-84.

1. Marketable securities issued by, or guaranteed by the governments of the U.S. or Canada.

2. Marketable securities issued by U.S. and non-U.S. based companies, subject to the issuer's market capitalization and financial strength as specified in paragraphs (1), (11) and (12) of OCGA 47-20-83.
3. Mortgage-Backed and Asset-Backed fixed income securities subject to certain credit rating and purpose restrictions as detailed in paragraphs (9), (13) and (15) of OCGA 47-20-83.
4. Non-U.S. government and corporate issued equity and debt securities are allowed subject to the restrictions contained in paragraphs (1), (7) and (10) of OCGA 47-20-83, and paragraph (b) of OCGA 47-20-84.

Rebalancing Procedures

At least quarterly, the City of Marietta/BLW Defined Benefit Pension Plan Board, in conjunction with its Consultant, will review asset levels for each of the asset classes, Investment Managers and strategies, and determine if assets should or must be moved in order to remain within the prescribed Investment Policy limits or to achieve improved performance in the portfolio. On occasions when such moves are warranted, the Investment Consultant will prepare recommendations and rationale for presentation to the Board for their approval and subsequent directions to the City of Marietta/BLW Defined Benefit Pension Plan staff for execution.

Annual Review

At least once each year, the City of Marietta/BLW Defined Benefit Pension Plan, in conjunction with the Investment Consultant, will undertake to review the above asset classes, targets and ranges with respect for expected future performance, taking into consideration capital market expectations and economic forecasts. If warranted, the Consultant will prepare recommendations and rationale for revisions to this Investment Policy Statement to reflect a new Policy Mix for approval by the Board, and subsequent directions to the City of Marietta/BLW Defined Benefit Pension Plan staff for execution.

SELECTION/RETENTION CRITERIA FOR INVESTMENTS

Investment Manager Selection

Assets of the Fund will be managed by Registered Investment Advisers (RIAs) selected by the Board in conjunction with recommendations of the Investment Consultant. Investment Managers will serve as fiduciaries to the Fund and be responsible for prudent and careful selection of securities within their investment mandates.

Investment Managers shall be chosen using the following general criteria:

1. Past performance, considered relative to other investment managers having the same investment objective. Consideration shall be given to both performance rankings over various time frames and consistency of performance.
2. Investment return history is compliant with professional standards, (GIPS) and audited by a qualified audit firm.

3. Costs are comparable to other investment managers with comparable objectives and investment styles, and product structures.
4. Service commitment by the Investment Manager to serve the Fund through effective and honest communications.
5. Size of the proposed investment mandate, relative to the Investment Manager's existing size and capacity.
6. Length of time the Investment Manager has been in existence and length of time the strategy has been under the direction of the current portfolio manager(s), and whether or not there have been material changes in the Investment Manager's organization and personnel.
7. Organizational leadership and commitment of the firm to the portfolio management team.
8. Financial strength of the firm and its ownership stability.
9. Historical return volatility and downside risk of each proposed investment.
10. Complementary perspective to other asset strategies in the Fund.
11. Likelihood of future investment success, compared to other investment managers in consideration.

While the above criteria are definitive in nature, it must be emphasized that these criteria constitute a guideline, and, in the course of evaluating an Investment Manager, other criteria may come to light that is of such a compelling nature as to outweigh certain elements of the above for purposes of selection or de-selection.

Cash Equivalent Vehicles

The City of Marietta/BLW Defined Benefit Pension Plan's objective is to maintain a minimal cash balance and when possible to be fully invested. All cash equivalent investments shall be pooled investment vehicles, such as money market funds, where the Fund's share price is intended to remain constant and the Fund's yield is comparable with the current risk-free rate of return.

Cash Equivalent vehicles shall comply with the OCGA 47-20-83 and 47-20-84.

Fixed Income and Equity Investment Manager Selection and Retention

All Investment Managers shall invest their assigned assets of the Fund in full compliance with the Georgia State Codes 47-20-83 and 47-20-84.

1. Any selected Investment Manager shall invest in vehicles such as: a commingled account, a separate account or a mutual fund.
2. The investment management fees charged by the Investment Manager should be less than the average of their peers in the same investment strategy and structure.
3. The Investment Manager should have an investment track record of no less than three years in the strategy under consideration.
4. The Investment Manager's average annualized return, net of portfolio expenses, over a three-year time period or more, should be in the top half (top

third is the target) of the returns generated by other comparable investment managers as compiled by leading national databases.

5. The Investment Manager will incur investment downside risk no more than 20% above that incurred by comparable investment managers with the same investment objective, as measured by the product composite's "downside standard deviation" over a two-year period.

Once selected, should any engaged Investment Manager's performance fall below the 75th percentile of comparable managers in a large peer universe for a period of two years, the selected Investment Manager will be placed on probation for the subsequent twelve months. If, over the subsequent year, the Investment Manager's average return for the applicable three-year period remains below the 75th percentile, the City of Marietta/BLW Defined Benefit Pension Plan, in conjunction with the Consultant, will make a determination as to whether the Investment Manager's mandate continues to be a prudent and appropriate investment.

Otherwise the Fund's Trustees may place any Investment Manager on probation, or terminate any Investment Manager for any reason they determine to be in the best interest of the Fund.

The City of Marietta/BLW Defined Benefit Pension Plan recognizes that all investments go through cycles and, therefore, there will be periods of time in which the investment objectives are not met or when specific Investment Managers fail to meet their expected performance targets. Recognizing that no Investment Manager is perfect all the time and that good years help to make up for bad ones, the City of Marietta/BLW Defined Benefit Pension Plan acknowledges the principle that Investment Managers must be given an opportunity to make up for poor periods. Unless there are extenuating circumstances, patience will often prove appropriate when performance has been disappointing.

The City of Marietta/BLW Defined Benefit Pension Plan staff and the Investment Consultant shall evaluate the organizational health of each Investment Manager at least annually. The evaluations shall consider the organizational stability and leadership depth of the firm, its investment processes and the operations. Investment Managers will be obligated to report organizational changes within their leadership, ownership and/or in their investment process promptly to the Investment Consultant. The City of Marietta/BLW Defined Benefit Pension Plan shall consider the stability and discipline within each Investment Manager and make investment manager changes when they determine such changes may be in the best interest of the Fund. As a matter of course, the Consultant and the Investment Managers shall keep the City of Marietta/BLW Defined Benefit Pension Plan apprised of any material changes in their outlook, recommended investment strategy and tactics.

Any material event that affects the ownership of the Investment Consultant or the Investment Manager or the management of the assets must be reported immediately to the City of Marietta/BLW Defined Benefit Pension Plan.

FREQUENCY OF REVIEW

Reports

1. The Consultant shall arrange for the Investment Managers to provide the City of Marietta/BLW Defined Benefit Pension Plan with a report each month that shows the market values and returns for the assets under their management.

2. The Consultant shall provide no less frequently than on a monthly basis and within 15 business days within the end of each such month a performance report that meets the requirements of the City of Marietta/BLW Defined Benefit Pension Plan.
3. Each quarter, the Consultant and each Investment Manager shall prepare comprehensive performance reports that accurately report the investment performance of the Fund and each underlying portfolio. The quarterly reports will also include a review of the factors that contributed to the reported performance, and a review of economic and market behavior and conditions.

DUTIES AND RESPONSIBILITIES

The Investment Manager(s)

The Investment Managers are expected to manage their assigned asset style mandates in a manner consistent with this Investment Policy Statement, with their specific policy found in the appendix, and in accordance with the Georgia State Codes (OCGA 47-20-82, 47-20-83 and 47-20-84), Federal law and the Uniform Prudent Investor Act.

The Investment Managers shall:

1. Have full discretion with respect to market timing and security selection.
2. Employ internal controls to assure that the investments will be managed in compliance with all controlling statutes and regulations.
3. Have stated guidelines to establish minimum expectations.
4. Within thirty days of the end of the calendar quarter, provide to the City of Marietta/BLW Defined Benefit Pension Plan and its Consultant a statement indicating:
 - a. The portfolio composition at cost and market value by sector.
 - b. All individually-named securities and their respective market values.
 - c. All cash transactions, including any transfers of Fund assets.
 - d. Adherence to the Investment Policy.
 - e. A list of any securities not in compliance with the list of security restrictions.
 - f. A copy of their proxy voting record for the previous quarter.
5. Each year, provide a copy of their proxy voting policies and procedures.
6. Each year, provide to the Board and the Investment Consultant a copy of Section II of the Investment Manager's Form ADV (registration form filed with the SEC each year).
7. Be expected to produce on request documentation in support of buy, sell and hold decisions.

The Consultant

The Consultant is expected to consult on the Fund in a manner consistent with this Investment Policy Statement and in accordance with the Georgia State Codes, (OCGA 47-20-82, OCGA 47-20-83 and 47-20-84) and Federal

law and the Uniform Prudent Investor Act. The Consultant is a Registered Investment Adviser and shall act as the Investment Consultant to the City of Marietta/BLW Defined Benefit Pension Plan until the City of Marietta/BLW Defined Benefit Pension Plan decides otherwise.

The Consultant shall be responsible for:

1. Designing, recommending and implementing an appropriate asset allocation plan consistent with the investment objectives, time horizon, risk profile, guidelines and constraints outlined in this statement.
2. Recommending an appropriate custodian to safeguard the Fund's assets.
3. Recommending Investment Managers within each asset category.
4. Providing each Investment Manager with a current copy of the IPS.
5. Write manager specific policies as necessary.
6. Monitoring the performance of all selected Investment Managers.
7. Recommending changes to any of the above.
8. Periodically reviewing the suitability of the Fund's investments for the City of Marietta/BLW Defined Benefit Pension Plan.
9. Preparing and presenting appropriate performance reports.

The Consultant will not take title to any assets, nor shall the Consultant exercise discretionary control over any of the Fund's assets. The Consultant shall be responsible only for making recommendations to the City of Marietta/BLW Defined Benefit Pension Plan and to carry out its responsibilities as directed by the City of Marietta/BLW Defined Benefit Pension Plan.

City of Marietta/BLW Defined Benefit Pension Plan

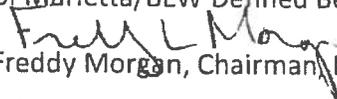
The City of Marietta/BLW Defined Benefit Pension Plan shall be responsible for:

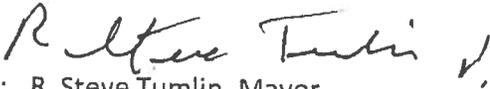
1. The oversight of the Fund.
2. Defining the investment objectives and policies of the Fund.
3. Directing its Consultant to make changes in the Investment Policy, and to oversee and to approve or disapprove the Consultant's recommendations with regard to policy, guidelines, objectives, Investment Manager searches, monitoring and performance oversight on a timely basis.
4. The City of Marietta/BLW Defined Benefit Pension Plan shall provide the Consultant with all relevant information on the City of Marietta/BLW Defined Benefit Pension Plan's financial conditions and risk tolerances, and shall notify the Consultant promptly of any changes to this information.

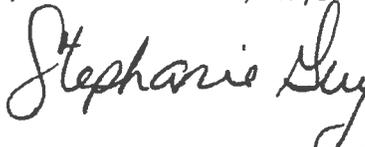
ADOPTION

Adopted by the below signed:

City of Marietta/BLW Defined Benefit Pension Plan

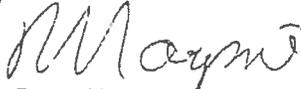

By: Freddy Morgan, Chairman, Pension Board


By: R. Steve Tumlin, Mayor


By: Stephanie Guy, City Clerk

Date: 6-14-17

Approved as to Form:


By: Doug Haynie, City Attorney

Date: 6-14-17

APPENDIX

Allocation target ranges are provided to accommodate fluctuations in market value while providing guidance to the City of Marietta/BLW Defined Benefit Pension Plan and its Consultant regarding the appropriate mix of assets relative to portfolio performance, current capital market expectations and economic conditions. The following policy mix is established to comply with the guidance of OCGA 47-20-82/83/84 on a long-term basis while providing the greatest potential for the portfolio to achieve its investment objectives.

<u>Asset Class</u>	<u>Minimum</u>	<u>Maximum</u>	<u>Target</u>
1. Equity	20.0%	55.0%	50.0%
A. Large Cap	10.0%	55.0%	
B. Small-Mid Cap	0.0%	30.0%	
C. International	0.0%	10.0%	
D. Public Real Estate (REITS)	0.0%	15.0%	
2. Fixed	15.0%	80.0%	40.0%
A. Investment Grade	15.0%	80.0%	
B. International	0.0%	7.5%	
3. Alternatives	0.0%	15.0%	10.0%
A. Convertible Bonds	0.0%	15.0%	

Date Recommended: *May 10, 2017*

City of Marietta/BLW Defined Benefit Pension Plan

By: Freddy Morgan, Chairman, Pension Board

Freddy L Morgan

Exhibit B

SCHEDULE OF FEES

For its services under this Agreement, the Investment Manager shall receive a fee at the annual rate of:

.40 of 1% to \$10 Million
.35 of 1% on next \$15 Million
.25 of 1% over \$25 Million

Such fee shall be payable quarterly in advance of each quarter in an amount equal to one-quarter of the applicable annual rate set forth above of the net asset value of the Account Assets as of the close of business on the last day of the preceding calendar quarter. Payment of such fee shall be made within 15 days following receipt of the quarterly evaluation reports.

As an alternative the Client can give the Custodian written authorization to pay Advisers fees directly from the Account Assets upon receipt of a bill from Adviser showing the amount of any fees charged pursuant hereto, the value of the Account Assets on which the fee is based and the specific manner in which the fee was calculated. Custodian's cash statements shall show the amount paid to the Adviser.

In computing the market value of the Account Assets, each security listed on any national securities exchange shall be valued at the last sale price on the valuation date. Listed securities not traded on such date and any unlisted securities regularly traded in the over-the-counter market shall be valued at the latest available bid price quotation furnished to the Investment Manager by such sources as it may deem appropriate. If such quotations cannot be obtained, any such security shall be valued in a manner determined by you in good faith to reflect its fair market value or cost.

In the event of termination of the Agreement prior to the end of the calendar quarter, the fee for the quarter shall be pro-rated based on the number of days for which services were performed during that quarter.

SAGE ADVISORY SERVICES, LTD. CO.

Initial: _____

Date: _____

CITY OF MARIETTA/BLW DEFINED BENEFIT PENSION PLAN

Initial: LSM

Date: 8-22-18