

**SUBMITTAL TO THE FLOOD CONTROL AND
WATER CONSERVATION DISTRICT
BOARD OF SUPERVISORS
COUNTY OF RIVERSIDE, STATE OF CALIFORNIA**



ITEM: 11.5
(ID # 25164)

MEETING DATE:
Tuesday, June 11, 2024

FROM : FLOOD CONTROL DISTRICT

SUBJECT: FLOOD CONTROL DISTRICT: Approve the First Amendment to the Participation Agreement Between the Riverside County Flood Control and Water Conservation District ("District") and JPMorgan Chase Bank Related to the District's 401(a) Plan and 457 Plan, Along With Their Respective Account Numbers for Nationwide Trust Company and VALIC Trust Company, All Districts. [\$0] (Companion Item to MT 24807)

RECOMMENDED MOTION: That the Board of Supervisors:

1. Approve the First Amendment to the Participation Agreement between the District and JPMorgan Chase Bank for Nationwide Trust Company (Attachment A);
2. Approve the First Amendment to the Participation Agreement between the District and JPMorgan Chase Bank for VALIC Trust Company (Attachment B);
3. Authorize the Chair of the District's Board of Supervisors to execute three (3) copies of each of the above-referenced agreements on behalf of the District; and
4. Direct the Clerk of the Board to provide two (2) copies of each fully executed document to the Director of Human Resources for distribution.

ACTION: Policy


Jason Uhley, GENERAL MGR-CHF FLD CNTRL ENG 5/29/2024

MINUTES OF THE BOARD OF SUPERVISORS

On motion of Supervisor Gutierrez, seconded by Supervisor Jeffries and duly carried, IT WAS ORDERED that the above matter is approved as recommended.

Ayes: Jeffries, Spiegel, Washington and Gutierrez
Nays: None
Absent: Perez
Date: June 11, 2024
xc: Flood, H.R.

(Companion Item 3.26)

Kimberly A. Rector
Clerk of the Board
By: 
Deputy

**SUBMITTAL TO THE FLOOD CONTROL AND WATER CONSERVATION DISTRICT BOARD
OF SUPERVISORS
COUNTY OF RIVERSIDE, STATE OF CALIFORNIA**

FINANCIAL DATA	Current Fiscal Year:	Next Fiscal Year:	Total Cost:	Ongoing Cost
COST	\$ 0	\$ 0	\$ 0	\$ 0
NET COUNTY COST	\$ 0	\$ 0	\$ 0	\$ 0
SOURCE OF FUNDS: N/A			Budget Adjustment: No	
			For Fiscal Year: 23/24	

C.E.O. RECOMMENDATION: Approve

BACKGROUND:

Summary

The District provides a Deferred Compensation Program ("Program") to employees governed by Section 457(b) and 401(a) of the Internal Revenue Code. The Program is intended to comply with all applicable laws and regulations. The Program allows participants to defer a portion of their salary from investment options provided through the Program. Participants' earnings from investments are tax deferred until the money is withdrawn from the Program.

The District entered into a Participation Agreement with JPMorgan Chase Bank as of April 18, 2023 (Agenda Items 11.6 and 11.7) to provide for the investment assets related to the Deferred Compensation Plans for the District. These Deferred Compensation Plans consist of the District's 401(a) Money Purchase Plan and 457 Deferred Compensation Plan. The Plans have been placed in a Commingled Pension Trust Fund (Large Cap Growth) of JPMorgan Chase Bank, N.A.

The District and JPMorgan Chase Bank, N.A. desire to amend the terms of the Participation Agreement to provide for additional clarification by completing a separate Exhibit A for each Plan, in that Exhibit A-1 will contain specific information related to the District's 457 Deferred Compensation Plan and Exhibit A-2 will contain specific information related to the District's 401(a) Money Purchase Plan along with reflecting the respective account numbers associated with each.

Impact on Residents and Businesses

There is no direct impact to residents or private businesses in the county of Riverside.

Additional Fiscal Information

Any payments will be funded by the existing Plan assets, so there is no direct effect on the District's budget. The cost of this agreement is \$0.

**SUBMITTAL TO THE FLOOD CONTROL AND WATER CONSERVATION DISTRICT BOARD
OF SUPERVISORS
COUNTY OF RIVERSIDE, STATE OF CALIFORNIA**

ATTACHMENTS:

- Attachment A: First Amendment to the Participation Agreement between the District and JPMorgan Chase Bank for Nationwide Trust Company
- Attachment B: First Amendment to the Participation Agreement between the District and JPMorgan Chase Bank for VALIC Trust Company

DPB:bad
P8/256396



Jason Farin, Principal Management Analyst 6/4/2024



Aaron Gettis, Chief of Deputy County Counsel 5/29/2024

**FIRST AMENDMENT
TO
PARTICIPATION AGREEMENT**

This First Amendment to the Participation Agreement (the "First Amendment") is entered into as of June 11, 2024 between the Board of Directors of the Riverside County Flood Control and Water Conservation District (the "Client") and JPMorgan Chase Bank, N. A. ("JPMCB").

WHEREAS, the County of Riverside Director of Human Resources, acting on behalf of the Client and JPMCB entered into a Participation Agreement, dated as of April 19, 2023 (the "Participation Agreement"), to provide for the investment of some or all of the assets of the Riverside County Flood Control and Water Conservation District 401(a) Plan (the "Flood Control 401(a) Plan") and the Riverside County Flood Control and Water Conservation District 457 Plan (the "Flood Control 457 Plan") (collectively, the Plans") in the Commingled Pension Trust Fund (Large Cap Growth) of JPMorgan Chase Bank, N.A. (the "Fund" or the "JPMCB Large Cap Growth Fund"), as identified on Exhibit A to the Participation Agreement; and

WHEREAS, pursuant to the Participation Agreement, the Client appointed JPMCB as investment manager, with the power to invest, reinvest, and maintain custody of the assets of the Plans invested in the Fund;

WHEREAS, the Flood Control 401(a) Plan is JPMCB Account Number 363080 and the Flood Control 457 Plan is JPMCB Account Number 360840;

WHEREAS, the parties desire to amend the terms of the Participation Agreement to clarify Exhibit A for by completing a separate Exhibit A for each Plan, such that Exhibit A-1 will contain information specific to the Flood Control 401(a) Plan and Exhibit A-2 will contain information specific to the Flood Control 457 Plan, to clarify Exhibit B by reflecting the JPMCB Account Number assigned to the Plans and the plans maintained by related employers, and to clarify the Attachment by reflecting the JPMCB Account Number assigned to the Plans and the plans maintained by related employers; and

NOW, THEREFORE, in consideration of the mutual premises and covenants contained herein and in the Participation Agreement, it is agreed that, effective as of the date first written above, the Participation Agreement is hereby amended as follows:

1. The parties hereby agree that the Exhibit A Account Information & ERISA Disclosures Certification Form to the Participation Agreement is deleted in its entirety and replaced with (i) Exhibit A-1 Account Information & ERISA Disclosures Certification Form for the Riverside County Flood Control and Water Conservation District 401(a) Plan, JPMCB Account Number 36840; and (ii) Exhibit A-2 Account Information & ERISA Certification Form for the Riverside County Flood Control and Water Conservation District 457 Plan, JPMCB Account Number 363080 attached hereto.
2. The parties hereby agree that the Exhibit B Authorized Signers List attached to the Participation Agreement is deleted in its entirety and replaced with the Exhibit B Authorized Signers List attached hereto, and the names and signatures on the Exhibit B are true and accurate as of the date hereof.
3. The parties hereby agree that Attachment: List of County Plan Names is deleted in its entirety and replaced with Attachment 1 attached hereto, which lists each plan name (and its corresponding JPMCB Account Number) maintained by related employers for purposes of meeting the investment minimum aggregate investment for CF-A Class eligibility.
4. Miscellaneous
 - a. This First Amendment constitutes the entire agreement and understanding of the parties with respect to its subject matter and supersedes all oral communication and prior writings (except as otherwise provided herein).

- b. Except as modified herein, the terms and conditions of the Participation Agreement, as amended and renewed, remain unchanged and in full force and effect. All capitalized terms not otherwise defined herein shall have the meaning set forth in the Participation Agreement.
- c. No amendment, modification or waiver in respect of the matters contemplated by this Amendment will be effective unless made in accordance with the terms of the Participation Agreement.
- d. The headings used in this First Amendment are for convenience of reference only and are not to affect the construction of or to be taken into consideration in interpreting this First Amendment.
- e. This First Amendment may be executed in any number of counterparts, each of which will be an original, but all of which together will constitute one instrument. Each party to this First Amendment agrees to the use of electronic signatures, such as digital signatures that meet the requirements of the California Uniform Electronic Transactions Act (“CUETA”) Cal. Civ. Code §§ 1633.1 to 1633.17), for executing this First Amendment. The parties further agree that the electronic signatures of the parties included in this First Amendment are intended to authenticate this writing and to have the same force and effect as manual signatures.

IN WITNESS WHEREOF, the parties hereto have executed this First Amendment effective as of June 11, 2024.

ATTEST:
Clerk of the Board
Kimberly Rector

COUNTY OF RIVERSIDE:

By *Nancy Li*
Deputy

By *Karen S. Spiegel*
Karen Spiegel
Chairman

Date 6/11/2024

Date 6/11/2024

Approved as to Form:
Minh Tran
County Counsel

By *[Signature]*
Deputy County Counsel

Date 29 MAY 24

JPMorgan Chase Bank, N. A.

By: Rene Madden
24BC24CBE227467... (Signature)

Rene Madden
(Printed name)

Its: Executive Director and Relationship Manager

Dated: May 29, 2024 | 11:46 AM EDT

JUN 11 2024 11.5/3.26

EXHIBIT A-1

ACCOUNT INFORMATION & ERISA DISCLOSURES CERTIFICATION FORM

Plan Name:	Riverside County Flood Control and Water Conservation District 401(a) Plan
Plan Three-Digit Number:	002
Plan Sponsor:	Riverside County Flood Control and Water Conservation District
Plan Sponsor EIN:	93-1171062
Address for Plan Contact:	4080 Lemon Street (P.O. Box 1569), Riverside, CA 92502
Phone for Plan Contact:	951-955-3510
Name of Trust:	Nationwide Trust Company
Name of Trustee:	Riverside County Flood Control and Water Conservation District 401(a) Plan Trust
Fiscal Year End of Trust/Plan:	30-Jun
Plan Type:	<p>A. <input checked="" type="checkbox"/> §401(a) Qualified Plan: (<i>specify type</i>) B. <input type="checkbox"/> §414(d) Governmental Plan</p> <p><input type="checkbox"/> Defined Benefit</p> <p><input type="checkbox"/> 401(k) / Profit Sharing C. <input type="checkbox"/> §457(b) Plan</p> <p><input type="checkbox"/> Money Purchase</p>

NOTE: In addition to completing this Certification Form, the Plan must attach a copy of its most recent IRS determination or opinion letter stating the Plan is qualified under IRC section 401(a) and its trust is tax-exempt under IRC section 501(a). A governmental plan that does not have an IRS letter or ruling may in the alternative provide a copy of the applicable statutes or other governing documents regarding the Plan's status.

* * *

Fund(s) selected for inclusion in the Plan:

- Commingled Pension Trust Fund (**Large Cap Growth**) of JPMorgan Chase Bank, N.A.

For the above Fund, Client elects that the Plan shall be invested in the following Class of Units (subject to availability):

- Investment Class (*Note: Investment Class requires execution of a separate fee schedule*)
- CF-A Class (*Note: Requires \$100 million aggregate investment minimum*)
Initial investment amount: **\$136 Million**
- CF-2 Class (*Note: Requires \$50 million aggregate investment minimum*)
Initial investment amount: \$ _____

1. LIST OF RELATED PLANS. Client lists below (or on an attached page) the name and identifying information of each plan that is an investor in the Fund and that is maintained by the same employer or union or other employee organization (collectively the "Employer"). Each such Plan is referred to individually as a "Plan" and collectively as the "Related Plans".

Plan Name	Employer	Employer EIN (if applicable)
See Attachment 1		

2. EMPLOYERS AND CERTAIN AFFILIATES; MULTIEMPLOYER PLAN INFORMATION.

(a)(i) Financial Institutions

Please indicate if any Employer, Subsidiary or 10% Owner (as defined below) is a bank, broker-dealer, insurance company, trust company or similar financial institution (a “**Financial Institution**”).

- No
- Yes. If yes, please list below or on an attached page the name and the Legal Entity Identifier (“LEI”) of each Employer, Subsidiary or 10% Owner that is a Financial Institution.

Name and LEI: _____

(b) Information Regarding Multiemployer Plans

(i) Is any Plan or Related Plan invested in a Fund a Multiemployer Plan?

- No (skip to Question 3)
- Yes.

(ii) If (i) is checked “Yes”, please indicate if any employer’s contributions to the Multiemployer Plan are greater than or equal to 5% of all contributions required to be paid to the Multiemployer Plan for that year either for (1) the two immediately preceding plan years or (2) the first two of the three immediately preceding plan years.

- No (skip to Question 3)
- Yes.

(iii) If (ii) is checked yes, please list below, the name and LEI of each such contributing employer. JPMorgan will contact you if additional information is needed regarding contributing employers that are Issuers or Financial Institutions.

Name and LEI: _____

Definitions
 For purposes of this item 2:

- “**Parent**” means a 50% or more owner of any Employer
- “**Subsidiary**” means any entity 50% or more owned by any Employer or Parent
- “**10% Owner**” means any 10% or more owner of any Employer, Parent or Subsidiary
- “**Multiemployer Plan**” means a single plan which is maintained pursuant to one or more collective bargaining agreements between one or more unions and two or more unrelated Employers or two or more unrelated employers
- “**Related Plan**” means a plan maintained by the same employer or union or other employee organization (collectively the “Employer”). Each such Plan is referred to individually as a “Plan” and collectively as the “Related Plans”.

3. LIST OF FIDUCIARIES.

(a) Was the decision to invest in the Fund (or remain invested in the Fund) made or agreed to by an internal Investment Committee, Board of Trustees or other officer of the Employer?

No

Yes. If Yes, please indicate if the officer or any member of the Investment Committee or Board of Trustees is a director or executive officer of a Financial Institution:

N/A

(b) Was the decision to invest in the Fund (or remain invested in the Fund) made, recommended or agreed to by an external investment manager, consultant or other fiduciary of the Plan (other than JPMorgan or an affiliate) (an "Investing Fiduciary")?

No

Yes. If Yes, please list below the name of the investment manager, consultant or other Investing Fiduciary, and complete Question 3(c) below.

Name and LEI: **Hyas Group**

(c) With respect to the Investing Fiduciary identified in Question 3(b):

(i) Please indicate if the Investing Fiduciary has the ability to appoint or terminate JPMorgan, or negotiate the terms of the Agreement (including renewals, modifications or amendments to such Agreement).

No

Yes

JPMorgan will contact you if additional information is needed to comply with ERISA.

Definitions

For purposes of this item 3:

"Affiliate" means (1) any person (including any entity) directly or indirectly through one or more intermediaries controlling, controlled by, or under common control with the person; and (2) any corporation, partnership trust or unincorporated enterprise of which such person is an officer, director, partner or employee (but only if the employer of such employee is the plan sponsor).

4. EMPLOYER DEBT SECURITIES. Client is responsible for monitoring compliance by the Plan (including each constituent Plan of a Client that is a private investment fund or similar entity) with that portion of Section I(a)(3) of PTE 91-38, which prohibits any of Client's plans from owning more than 25% of the outstanding issue of a debt security issued by an employer. In connection with such monitoring obligation, JPMCB will make reasonable best efforts to provide Client with access to information regarding the underlying holdings of the Fund or additional information regarding the Client's interest in the Fund, as may be requested by the Client.

EXHIBIT A-2

ACCOUNT INFORMATION & ERISA DISCLOSURES CERTIFICATION FORM

Plan Name:	Riverside County Flood Control and Water Conservation District 457 Plan
Plan Three-Digit Number:	001
Plan Sponsor:	Riverside County Flood Control and Water Conservation District
Plan Sponsor EIN:	93-1171062
Address for Plan Contact:	4084 Lemon Street (P.O. Box 1569), Riverside, CA 92502
Phone for Plan Contact:	951-955-3510
Name of Trust:	Nationwide Trust Company
Name of Trustee:	Riverside County Flood Control and Water Conservation District 457 Plan Trust
Fiscal Year End of Trust/Plan:	30-Jun
Plan Type:	A. <input type="checkbox"/> §401(a) Qualified Plan: (specify type) <input type="checkbox"/> Defined Benefit <input type="checkbox"/> 401(k) / Profit Sharing <input type="checkbox"/> Money Purchase B. <input type="checkbox"/> §414(d) Governmental Plan C. <input checked="" type="checkbox"/> §457(b) Plan

NOTE: In addition to completing this Certification Form, the Plan must attach a copy of its most recent IRS determination or opinion letter stating the Plan is qualified under IRC section 401(a) and its trust is tax-exempt under IRC section 501(a). A governmental plan that does not have an IRS letter or ruling may in the alternative provide a copy of the applicable statutes or other governing documents regarding the Plan's status.

* * *

Fund(s) selected for inclusion in the Plan:

Commingled Pension Trust Fund (**Large Cap Growth**) of JPMorgan Chase Bank, N.A.

For the above Fund, Client elects that the Plan shall be invested in the following Class of Units (subject to availability):

- Investment Class (Note: Investment Class requires execution of a separate fee schedule)
- CF-A Class (Note: Requires \$100 million aggregate investment minimum)
Initial investment amount: **\$136 Million**
- CF-2 Class (Note: Requires \$50 million aggregate investment minimum)
Initial investment amount: \$ _____

1. LIST OF RELATED PLANS. Client lists below (or on an attached page) the name and identifying information of each plan that is an investor in the Fund and that is maintained by the same employer or union or other employee organization (collectively the "Employer"). Each such Plan is referred to individually as a "Plan" and collectively as the "Related Plans".

Plan Name	Employer	Employer EIN (if applicable)
See Attachment 1		

2. EMPLOYERS AND CERTAIN AFFILIATES; MULTIEMPLOYER PLAN INFORMATION.

(a)(i) Financial Institutions

Please indicate if any Employer, Subsidiary or 10% Owner (as defined below) is a bank, broker-dealer, insurance company, trust company or similar financial institution (a “**Financial Institution**”).

- No
- Yes. If yes, please list below or on an attached page the name and the Legal Entity Identifier (“LEI”) of each Employer, Subsidiary or 10% Owner that is a Financial Institution.

Name and LEI: _____

(b) Information Regarding Multiemployer Plans

(i) Is any Plan or Related Plan invested in a Fund a Multiemployer Plan?

- No (skip to Question 3)
- Yes.

(ii) If (i) is checked “Yes”, please indicate if any employer’s contributions to the Multiemployer Plan are greater than or equal to 5% of all contributions required to be paid to the Multiemployer Plan for that year either for (1) the two immediately preceding plan years or (2) the first two of the three immediately preceding plan years.

- No (skip to Question 3)
- Yes.

(iii) If (ii) is checked yes, please list below, the name and LEI of each such contributing employer. JPMorgan will contact you if additional information is needed regarding contributing employers that are Issuers or Financial Institutions.

Name and LEI: _____

Definitions

For purposes of this item 2:

- “**Parent**” means a 50% or more owner of any Employer
- “**Subsidiary**” means any entity 50% or more owned by any Employer or Parent
- “**10% Owner**” means any 10% or more owner of any Employer, Parent or Subsidiary
- “**Multiemployer Plan**” means a single plan which is maintained pursuant to one or more collective bargaining agreements between one or more unions and two or more unrelated Employers or two or more unrelated employers
- “**Related Plan**” means a plan maintained by the same employer or union or other employee organization (collectively the “Employer”). Each such Plan is referred to individually as a “Plan” and collectively as the “Related Plans”.

3. LIST OF FIDUCIARIES.

(a) Was the decision to invest in the Fund (or remain invested in the Fund) made or agreed to by an internal Investment Committee, Board of Trustees or other officer of the Employer?

No

Yes. If Yes, please indicate if the officer or any member of the Investment Committee or Board of Trustees is a director or executive officer of a Financial Institution:

N/A

(b) Was the decision to invest in the Fund (or remain invested in the Fund) made, recommended or agreed to by an external investment manager, consultant or other fiduciary of the Plan (other than JPMorgan or an affiliate) (an "Investing Fiduciary")?

No

Yes. If Yes, please list below the name of the investment manager, consultant or other Investing Fiduciary, and complete Question 3(c) below.

Name and LEI: Hyas Group

(c) With respect to the Investing Fiduciary identified in Question 3(b):

(i) Please indicate if the Investing Fiduciary has the ability to appoint or terminate JPMorgan, or negotiate the terms of the Agreement (including renewals, modifications or amendments to such Agreement).

No

Yes

JPMorgan will contact you if additional information is needed to comply with ERISA.

Definitions

For purposes of this item 3:

"**Affiliate**" means (1) any person (including any entity) directly or indirectly through one or more intermediaries controlling, controlled by, or under common control with the person; and (2) any corporation, partnership trust or unincorporated enterprise of which such person is an officer, director, partner or employee (but only if the employer of such employee is the plan sponsor).

4. EMPLOYER DEBT SECURITIES. Client is responsible for monitoring compliance by the Plan (including each constituent Plan of a Client that is a private investment fund or similar entity) with that portion of Section I(a)(3) of PTE 91-38, which prohibits any of Client's plans from owning more than 25% of the outstanding issue of a debt security issued by an employer. In connection with such monitoring obligation, JPMCB will make reasonable best efforts to provide Client with access to information regarding the underlying holdings of the Fund or additional information regarding the Client's interest in the Fund, as may be requested by the Client.

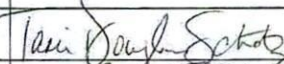

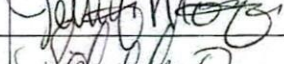
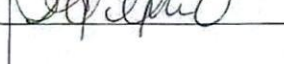
**EXHIBIT B
AUTHORIZED SIGNERS LIST**

Client Name: County of Riverside

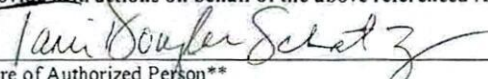
Account Name(s):	Account Number(s):
County of Riverside Deferred Compensation Plan	363000
Riverside County Money Purchase Plan	363010
County of Riverside Supplemental Contribution Plan	363020
County of Riverside 457 Plan	363050
County of Riverside 401(a) Plan	363060
County of Riverside Supplemental Contribution 401(n) Plan	360820
457 Deferred Compensation Plan	363030
Riverside County Department of Waste Resources 457 Plan	363070
Riverside County Department of Waste Resources 401(a) Plan	360830
457 Deferred Compensation Plan	363040
Riverside County Flood Control and Water Conservation District 457 Plan	363080
Riverside County Flood Control and Water Conservation District 401(a) Plan	360840

The below named persons are duly authorized to provide instructions for cash flows and other business related activities for the above referenced Account(s).

PLEASE NOTE: A minimum of two authorized persons is required on the below List.

Name:	Title:	Signature:	Phone Number*:
Tami Douglas-Schatz	Director Human Resources		951-955-4097
Amy Onopas	Ret. Div. Mgr		951-955-2274
Jennifer Moquin	Principal HR Analyst		951-955-8361
Sonia Moreno	Senior HR Analyst		951-955-8696

I certify that the signatures shown above are the legal signatures of those persons who are authorized to sign and provide instructions on behalf of the above referenced Account(s).


 Signature of Authorized Person** 8/8/2024
 Date
 Tami Douglas-Schatz HR Director
 Name Title

*Phone number is required to authenticate certain wire and cash flow instructions
 **Certification of Signature must be provided by a Secretary or other duly authorized officer

ATTACHMENT 1

Account Code	Client Acct #	Plan Name	Plan Sponsor
363000	53677-001	County of Riverside Deferred Compensation Plan	County of Riverside
363010	53677-002	Riverside County Money Purchase Plan	County of Riverside
363020	53677-004	County of Riverside Supplemental Contribution Plan	County of Riverside
363050	38351-001	County of Riverside 457 Plan	County of Riverside
363060	38351-002	County of Riverside 401(a) Plan	County of Riverside
360820	38830-001	County of Riverside Supplemental Contribution 401(a) Plan	County of Riverside
363030	54107-001	457 Deferred Compensation Plan	Riverside County Waste Resources Management District
363070	38352-001	Riverside County Department of Waste Resources 457 Plan	Riverside County Waste Resources Management District
360830	38352-002	Riverside County Department of Waste Resources 401(a) Plan	Riverside County Waste Resources Management District
363040	53924-001	457 Deferred Compensation Plan	Riverside County Flood Control and Water Conservation District
363080	38901-001	Riverside County Flood Control and Water Conservation District 457 Plan	Riverside County Flood Control and Water Conservation District
360840	38901-002	Riverside County Flood Control and Water Conservation District 401(a) Plan	Riverside County Flood Control and Water Conservation District

**FIRST AMENDMENT
TO
PARTICIPATION AGREEMENT**

This First Amendment to the Participation Agreement (the "First Amendment") is entered into as of June 11, 2024 between the Board of Directors of the Riverside County Flood Control and Water Conservation District (the "Client") and JPMorgan Chase Bank, N. A. ("JPMCB").

WHEREAS, the County of Riverside Director of Human Resources, acting on behalf of the Client, and JPMCB entered into a Participation Agreement, dated as of April 19, 2023 (the "Participation Agreement"), to provide for the investment of some or all of the assets of the Riverside County Flood Control and Water Conservation District 457 Deferred Compensation Plan (the "Plan") in the Commingled Pension Trust Fund (Large Cap Growth) of JPMorgan Chase Bank, N.A. (the "Fund" or the "JPMCB Large Cap Growth Fund"), as identified on Exhibit A to the Participation Agreement; and

WHEREAS, pursuant to the Participation Agreement, the Client appointed JPMCB as investment manager, with the power to invest, reinvest, and maintain custody of the assets of the Plans invested in the Fund;

WHEREAS, the Plan is JPMCB Account Number 363040;

WHEREAS, the parties desire to amend the terms of the Participation Agreement to clarify Exhibit A for by completing a revised Exhibit A for the Plan to contain information specific to it, to clarify Exhibit B by reflecting the JPMCB Account Number assigned to the Plan and the plans maintained by related employers, and to clarify the Attachment by reflecting the JPMCB Account Number assigned to the Plan and the plans maintained by related employers; and

NOW, THEREFORE, in consideration of the mutual premises and covenants contained herein and in the Participation Agreement, it is agreed that, effective as of the date first written above, the Participation Agreement is hereby amended as follows:

1. The parties hereby agree that the Exhibit A Account Information & ERISA Disclosures Certification Form to the Participation Agreement is deleted in its entirety and replaced with Exhibit A Account Information & ERISA Disclosures Certification Form for the Riverside County Flood Control and Water Conservation District 457 Deferred Compensation Plan, JPMCB Account Number 363040 attached hereto.
2. The parties hereby agree that the Exhibit B Authorized Signers List attached to the Participation Agreement is deleted in its entirety and replaced with the Exhibit B Authorized Signers List attached hereto, and the names and signatures on the Exhibit B are true and accurate as of the date hereof.
3. The parties hereby agree that Attachment: List of County Plan Names is deleted in its entirety and replaced with Attachment 1 attached hereto, which lists each plan name (and its corresponding JPMCB Account Number) maintained by related employers for purposes of meeting the investment minimum aggregate investment for CF-A Class eligibility.
4. Miscellaneous
 - a. This First Amendment constitutes the entire agreement and understanding of the parties with respect to its subject matter and supersedes all oral communication and prior writings (except as otherwise provided herein).
 - b. Except as modified herein, the terms and conditions of the Participation Agreement, as amended and renewed, remain unchanged and in full force and effect. All capitalized terms not otherwise defined herein shall have the meaning set forth in the Participation Agreement.

- c. No amendment, modification or waiver in respect of the matters contemplated by this Amendment will be effective unless made in accordance with the terms of the Participation Agreement.
- d. The headings used in this First Amendment are for convenience of reference only and are not to affect the construction of or to be taken into consideration in interpreting this First Amendment.
- e. This First Amendment may be executed in any number of counterparts, each of which will be an original, but all of which together will constitute one instrument. Each party to this First Amendment agrees to the use of electronic signatures, such as digital signatures that meet the requirements of the California Uniform Electronic Transactions Act (“CUETA”) Cal. Civ. Code §§ 1633.1 to 1633.17), for executing this First Amendment. The parties further agree that the electronic signatures of the parties included in this First Amendment are intended to authenticate this writing and to have the same force and effect as manual signatures.

IN WITNESS WHEREOF, the parties hereto have executed this First Amendment effective as of June 11, 2024.

ATTEST:

Clerk of the Board
Kimberly Rector

By *Naomy Li*
Deputy

Date 6/11/2024

COUNTY OF RIVERSIDE:

By *Karen S. Spiegel*
Karen Spiegel
Chairman

Date 6/11/2024

Approved as to Form:
Minh Tran
County Counsel

By *[Signature]*
Deputy County Counsel

Date 29 MAY 24

JPMorgan Chase Bank, N. A.

By: **Rene Madden**
24BC24CBE227467... (Signature)

Rene Madden
(Printed name)

Its: Executive Director and Relationship Manager

Dated: May 29, 2024 | 11:49 AM EDT

JUN 11 2024 11.5 13.26

EXHIBIT A

ACCOUNT INFORMATION & ERISA DISCLOSURES CERTIFICATION FORM

Plan Name:	457 Deferred Compensation Plan
Plan Three-Digit Number:	001
Plan Sponsor:	Riverside County Flood Control and Water Conservation District
Plan Sponsor EIN:	93-1171062
Address for Plan Contact:	4080 Lemon Street (P.O. Box 1569), Riverside, CA 92502
Phone for Plan Contact:	951-955-3510
Name of Trust:	VALIC Trust Company Inc.
Name of Trustee:	457 Deferred Compensation Plan Trust
Fiscal Year End of Trust/Plan:	30-Jun
Plan Type:	A. <input type="checkbox"/> §401(a) Qualified Plan: (specify type) <input type="checkbox"/> Defined Benefit <input type="checkbox"/> 401(k) / Profit Sharing <input type="checkbox"/> Money Purchase B. <input type="checkbox"/> §414(d) Governmental Plan C. <input checked="" type="checkbox"/> §457(b) Plan

NOTE: In addition to completing this Certification Form, the Plan must attach a copy of its most recent IRS determination or opinion letter stating the Plan is qualified under IRC section 401(a) and its trust is tax-exempt under IRC section 501(a). A governmental plan that does not have an IRS letter or ruling may in the alternative provide a copy of the applicable statutes or other governing documents regarding the Plan's status.

* * *

Fund(s) selected for inclusion in the Plan:

Commingled Pension Trust Fund (Large Cap Growth) of JPMorgan Chase Bank, N.A.

For the above Fund, Client elects that the Plan shall be invested in the following Class of Units (subject to availability):

- Investment Class (Note: Investment Class requires execution of a separate fee schedule)
- CF-A Class (Note: Requires \$100 million aggregate investment minimum)
Initial investment amount: **\$136 Million**
- CF-2 Class (Note: Requires \$50 million aggregate investment minimum)
Initial investment amount: \$ _____

1. LIST OF RELATED PLANS. Client lists below (or on an attached page) the name and identifying information of each plan that is an investor in the Fund and that is maintained by the same employer or union or other employee organization (collectively the "Employer"). Each such Plan is referred to individually as a "Plan" and collectively as the "Related Plans".

Plan Name	Employer	Employer EIN (if applicable)
See Attachment 1		

2. EMPLOYERS AND CERTAIN AFFILIATES; MULTIEMPLOYER PLAN INFORMATION.

(a)(i) Financial Institutions

Please indicate if any Employer, Subsidiary or 10% Owner (as defined below) is a bank, broker-dealer, insurance company, trust company or similar financial institution (a "**Financial Institution**").

- No
- Yes. If yes, please list below or on an attached page the name and the Legal Entity Identifier ("LEI") of each Employer, Subsidiary or 10% Owner that is a Financial Institution.

Name and LEI: _____

(b) Information Regarding Multiemployer Plans

(i) Is any Plan or Related Plan invested in a Fund a Multiemployer Plan?

- No (skip to Question 3)
- Yes.

(ii) If (i) is checked "Yes", please indicate if any employer's contributions to the Multiemployer Plan are greater than or equal to 5% of all contributions required to be paid to the Multiemployer Plan for that year either for (1) the two immediately preceding plan years or (2) the first two of the three immediately preceding plan years.

- No (skip to Question 3)
- Yes.

(iii) If (ii) is checked yes, please list below, the name and LEI of each such contributing employer. JPMorgan will contact you if additional information is needed regarding contributing employers that are Issuers or Financial Institutions.

Name and LEI: _____

Definitions

For purposes of this item 2:

- "**Parent**" means a 50% or more owner of any Employer
- "**Subsidiary**" means any entity 50% or more owned by any Employer or Parent
- "**10% Owner**" means any 10% or more owner of any Employer, Parent or Subsidiary
- "**Multiemployer Plan**" means a single plan which is maintained pursuant to one or more collective bargaining agreements between one or more unions and two or more unrelated Employers or two or more unrelated employers
- "**Related Plan**" means a plan maintained by the same employer or union or other employee organization (collectively the "Employer"). Each such Plan is referred to individually as a "Plan" and collectively as the "Related Plans".

3. LIST OF FIDUCIARIES.

(a) Was the decision to invest in the Fund (or remain invested in the Fund) made or agreed to by an internal Investment Committee, Board of Trustees or other officer of the Employer?

- No
- Yes. If Yes, please indicate if the officer or any member of the Investment Committee or Board of Trustees is a director or executive officer of a Financial Institution:

N/A

(b) Was the decision to invest in the Fund (or remain invested in the Fund) made, recommended or agreed to by an external investment manager, consultant or other fiduciary of the Plan (other than JPMorgan or an affiliate) (an "Investing Fiduciary")?

No

Yes. If Yes, please list below the name of the investment manager, consultant or other Investing Fiduciary, and complete Question 3(c) below.

Name and LEI: **Hyas Group**

(c) With respect to the Investing Fiduciary identified in Question 3(b):

(i) Please indicate if the Investing Fiduciary has the ability to appoint or terminate JPMorgan, or negotiate the terms of the Agreement (including renewals, modifications or amendments to such Agreement).

No

Yes

JPMorgan will contact you if additional information is needed to comply with ERISA.

Definitions

For purposes of this item 3:

"Affiliate" means (1) any person (including any entity) directly or indirectly through one or more intermediaries controlling, controlled by, or under common control with the person; and (2) any corporation, partnership trust or unincorporated enterprise of which such person is an officer, director, partner or employee (but only if the employer of such employee is the plan sponsor).

4. EMPLOYER DEBT SECURITIES. Client is responsible for monitoring compliance by the Plan (including each constituent Plan of a Client that is a private investment fund or similar entity) with that portion of Section I(a)(3) of PTE 91-38, which prohibits any of Client's plans from owning more than 25% of the outstanding issue of a debt security issued by an employer. In connection with such monitoring obligation, JPMCB will make reasonable best efforts to provide Client with access to information regarding the underlying holdings of the Fund or additional information regarding the Client's interest in the Fund, as may be requested by the Client.

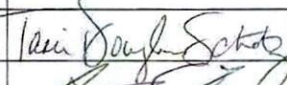
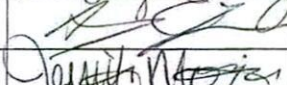
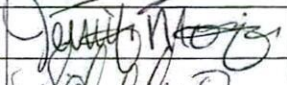
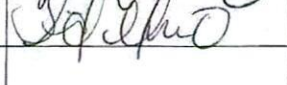
**EXHIBIT B
AUTHORIZED SIGNERS LIST**

Client Name: County of Riverside

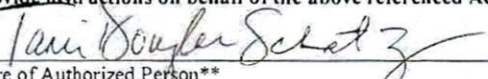
Account Name(s):	Account Number(s):
County of Riverside Deferred Compensation Plan	363000
Riverside County Money Purchase Plan	363010
County of Riverside Supplemental Contribution Plan	363020
County of Riverside 457 Plan	363050
County of Riverside 401(a) Plan	363060
County of Riverside Supplemental Contribution 401(a) Plan	360820
457 Deferred Compensation Plan	363030
Riverside County Department of Waste Resources 457 Plan	363070
Riverside County Department of Waste Resources 401(a) Plan	360830
457 Deferred Compensation Plan	363040
Riverside County Flood Control and Water Conservation District 457 Plan	363080
Riverside County Flood Control and Water Conservation District 401(a) Plan	360840

The below named persons are duly authorized to provide instructions for cash flows and other business related activities for the above referenced Account(s).

PLEASE NOTE: A minimum of two authorized persons is required on the below List.

Name:	Title:	Signature:	Phone Number*:
Tami Douglas-Schatz	Director Human Resources		951-955-4097
Amy Onopas	Ret. Div. Mgr		951-955-2274
Jennifer Moquin	Principal HR Analyst		951-955-8361
Sonia Moreno	Senior HR Analyst		951-955-8696

I certify that the signatures shown above are the legal signatures of those persons who are authorized to sign and provide instructions on behalf of the above referenced Account(s).


8/8/2024
 Signature of Authorized Person** Date
 Tami Douglas-Schatz HR Director
 Name Title

*Phone number is required to authenticate certain wire and cash flow instructions
 **Certification of Signature must be provided by a Secretary or other duly authorized officer

ATTACHMENT 1

Account Code	Client Acct #	Plan Name	Plan Sponsor
363000	53677-001	County of Riverside Deferred Compensation Plan	County of Riverside
363010	53677-002	Riverside County Money Purchase Plan	County of Riverside
363020	53677-004	County of Riverside Supplemental Contribution Plan	County of Riverside
363050	38351-001	County of Riverside 457 Plan	County of Riverside
363060	38351-002	County of Riverside 401(a) Plan	County of Riverside
360820	38830-001	County of Riverside Supplemental Contribution 401(a) Plan	County of Riverside
363030	54107-001	457 Deferred Compensation Plan	Riverside County Waste Resources Management District
363070	38352-001	Riverside County Department of Waste Resources 457 Plan	Riverside County Waste Resources Management District
360830	38352-002	Riverside County Department of Waste Resources 401(a) Plan	Riverside County Waste Resources Management District
363040	53924-001	457 Deferred Compensation Plan	Riverside County Flood Control and Water Conservation District
363080	38901-001	Riverside County Flood Control and Water Conservation District 457 Plan	Riverside County Flood Control and Water Conservation District
360840	38901-002	Riverside County Flood Control and Water Conservation District 401(a) Plan	Riverside County Flood Control and Water Conservation District