

THIRD AMENDMENT
TO THE CITY OF FRANKLIN
EMPLOYEES' PENSION PLAN

WHEREAS, the City of Franklin (the "City") has previously established and currently maintains the City of Franklin Employees' Pension Plan (the "Plan"); and

WHEREAS, the City has retained the right to amend the Plan; and

WHEREAS, the Board of Mayor and Aldermen has approved the amendment of the Plan as set forth herein;

NOW, THEREFORE, the Plan is hereby amended as follows:

1. Section 7.3, subparagraph (10) shall be amended and restated in its entirety as follows:

To delegate to one or more investment managers (as defined in Section 3(38) of ERISA) the authority to manage, acquire, or dispose of Plan assets and to regularly monitor the performance of any investment managers so selected, or to invest Plan assets in index funds, limited partnership, or other such passive investments that are not actively managed by an investment manager for the Plan, or unless restricted by law to invest in collective investment trusts or common group trusts that provide for the pooling of assets of employee benefits trusts that meet all the conditions as permitted under Revenue Rulings 81-100 and 2011-1 of the Internal Revenue Service, or subsequent guidance, and that are operated or maintained exclusively for the commingling and collective investment of funds from other trusts. The assets so invested shall be subject to all the provisions of the group trust instruments establishing and governing such trust or trusts. Those instruments of group trusts approved for investment by the Committee, including any subsequent amendments to such trusts, are hereby incorporated by reference and made a part of this Plan and its corresponding trust, or may be incorporated by specific reference in any subscription, adoption, or other agreement investing in such group trust whereupon any such incorporating reference in such subscription, adoption, or other agreement is hereby incorporated by this reference herein.

| IN WITNESS WHEREOF, the City has caused this ~~Second~~Third Amendment to be executed this _____ day of _____, 2015.

CITY OF FRANKLIN

Discussion Draft
August 12, 2015

By: _____

Its: _____

4812-7736-5030, v. 1