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8/2/16

PATRICK E. GILL
WOODBURY COUNTY
AUDITOR & RECORDER &
COMM. OF ELECTIONS

INVESTMENT FIDUCIARY SERVICE AGREEMENT

2016 AUG 3 AM 10 07

This Investment Fiduciary Service Agreement ("Agreement") is dated 8-2-2016 ("Effective Date") and is between Jessica Wadley ("Plan Sponsor"), Morningstar Associates, LLC ("Morningstar"), and Nationwide Life Insurance Company ("Nationwide").

1. INTRODUCTION

A Plan Sponsor who elects to use the Investment Fiduciary Service Program (the "Program") must sign this Agreement where indicated below. By signing below, Plan Sponsor acknowledges and agrees that the responsibilities of Nationwide and Morningstar with respect to the Program are as described below. Plan Sponsor also acknowledges that the specific fiduciary support provided by Morningstar and the administrative support provided by Nationwide are conditioned upon the Plan Sponsor's performance of certain duties outlined below.

2. DEFINITIONS

"Fund Universe" refers to the investment options that Nationwide makes available to Morningstar from which Morningstar selects the Fund Lineup. The Fund Universe includes both proprietary and nonproprietary investment offerings. Many investment providers pay Nationwide or its affiliates in return for having their investment vehicles made available to plans for possible selection as plan-designated investment alternatives, as well as for the recordkeeping and related services Nationwide provides. Nationwide may change the investment options in the Fund Universe from time to time.

"Fund Lineup" refers to the investment offerings that Morningstar selects from the Fund Universe for inclusion in the Program.

3. DISCLOSURE AND PROGRAM DESCRIPTION

The Program is designed to provide the Plan Sponsor with a Fund Lineup for the Plan Sponsor's Deferred Compensation Retirement Plan ("Plan") that is appropriate for the Plan and its employees. The Program also contains features - such as the quarterly and annual Morningstar monitoring reports described below - that support the discharge of the Plan Sponsor's duty to demonstrate the prudent selection and ongoing monitoring of Morningstar in its role as a plan fiduciary.

Morningstar acknowledges its role as a fiduciary, as defined in Section 3(21)(A)(ii) of the Employee Retirement Income Security Act of 1974 ("ERISA"), with respect to the selection and ongoing monitoring of the Plan's Fund Lineup. Although ERISA does not apply to governmental plans, Morningstar is agreeing to adhere to the ERISA standard of care with respect to the advisory services provided to the plan.

Nationwide has entered into an agreement with Morningstar to make the Program available to plan sponsors. Nationwide's role is to present the Program and provide ongoing administrative support related to the delivery of Program documentation created by Morningstar, including, but not limited to, Fund Lineup, and quarterly and annual Morningstar monitoring reports, which are posted on the Nationwide Plan Sponsor website.

The investment options available under the Program are set forth under the Fund Lineup, which is created by Morningstar from the Fund Universe. Morningstar has no ability to choose funds that are not made available in the Fund Universe. The Fund Universe, to meet Nationwide product requirements, includes only a Nationwide proprietary option under the target date, target risk and index categories. For other asset categories, Morningstar may select Nationwide proprietary funds or non-proprietary funds. All of the funds included in the Fund Universe provided to Morningstar by Nationwide, whether proprietary to Nationwide or not proprietary to Nationwide, have been screened by Morningstar and selected for use under the Program based on Morningstar's standard proprietary screening process.

The Fund Lineup is established by Morningstar using its proprietary investment methodology, and all funds in the Fund Lineup, including Nationwide's proprietary investment options, must meet Morningstar's established investment criteria. Nationwide is not affiliated with Morningstar and receives no compensation from Morningstar for the Program. The decision of which funds are included in the Fund Lineup is Morningstar's alone. It is Nationwide's intention that its actions with respect to the Program will not cause Nationwide to become a fiduciary to the Plan within the meaning of applicable law. Nationwide will not review and is not responsible, nor shall it be held liable for, the content or accuracy of any materials created solely by Morningstar and provided to the Sponsor by Nationwide.

Using the Program will assist the Plan Sponsor in satisfying one of its key responsibilities, namely, to prudently select and monitor the Plan's investment options. Under the Program, Morningstar will act as a fiduciary to the Plan for that purpose, provided the conditions set forth herein are met, but subject to the following exclusions:

- Employer stock investment options are excluded from the Program;
- Self-directed brokerage investment options are excluded from the Program;
- Money market investment options are excluded from the Program;
- Stable value investment options are excluded from the Program;
- Certificates of Deposit investment options are excluded from the Program;
and
- Liquid Savings Accounts investment options are excluded from the Program

If at any time, Morningstar determines that it no longer approves of an investment option in the Fund Lineup, it shall determine whether a replacement investment option is necessary and select a replacement investment option. When an investment option is removed from the Fund Lineup, Morningstar shall notify Nationwide and Nationwide shall, in turn, notify Plan Sponsor that the investment option(s) are no longer approved and of the replacement investment option. If Plan Sponsor rejects the replacement investment option, the Plan Sponsor shall be removed from the Program. Morningstar shall thereupon cease to have any fiduciary liability or responsibility for investment option(s) available within that Plan Sponsor's Plan except to the limited extent provided in the