

RESOLUTION 2014 - 107

**RESOLUTION BY THE BOARD OF COUNTY COMMISSIONERS
OF ST. JOHNS COUNTY, FLORIDA AUTHORIZING THE
COUNTY ADMINISTRATOR, OR DESIGNEE, TO EXECUTE A
CONSENT TO DEEMED ASSIGNMENT OF INVESTMENT
ADVISORY AGREEMENT WITH THE PFM GROUP**

WHEREAS, the County contracts with The PFM Group ("PFM") to provide investment advisory services for the OPEB Trust Fund; and

WHEREAS, the current contract expires on December 31, 2014, and includes the option to renew for up to two additional one-year terms; and

WHEREAS, the contract further provides that PFM may not assign, sell or transfer any of the rights contained therein, or associated with the contract, without prior approval by the County; and

WHEREAS, PFM and its affiliates are currently owned through a holding company by its senior management ("Managing Directors") and a group of institutional investors led by ICV Partners ("Institutional Investors") as equity participants in the holding company; and

WHEREAS, PFM's Managing Directors have unanimously agreed to a transaction that will create a new capital structure whereby the firm's Managing Directors will acquire all of the ownership interests from the Institutional Investors, and as a result own all of the firm's equity (the "Transaction"); and

WHEREAS, the Transaction is expected to close on or before June 30, 2014; and

WHEREAS, once closed, under applicable law, the Transaction will be treated as a change in control of PFM, resulting in a constructive or "deemed" assignment of the current contract with the County; and

WHEREAS, in accordance with the terms of the contract, PFM requests that the County execute the form Consent to Deemed Assignment of Investment Advisory Agreement (attached hereto and incorporated herein) prior to the expected Transaction closing date.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF ST. JOHNS COUNTY, FLORIDA, AS FOLLOWS:

Section 1. Incorporation of Recitals.

The above Recitals are hereby incorporated into the body of this Resolution, and are adopted as Findings of Fact.

Section 2. Authority to Execute.

The Board of County Commissioners hereby authorizes the County Administrator, or designee, to execute the attached Consent to Deemed Assignment of Investment Advisory Agreement with PFM.

Section 3. Correction of Errors.

To the extent that there are typographical, administrative or scrivener's errors that to do not change the tone, tenor or concept of this Resolution, then this Resolution may be revised without further action by the Board of County Commissioners.

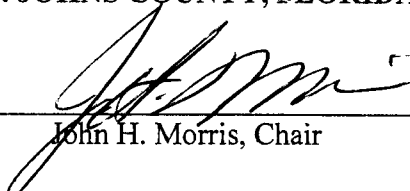
Section 4. Effective Date.

This Resolution shall be effective upon its execution.

PASSED AND ADOPTED by the Board of County Commissioners of St. Johns County, State of Florida, and this 20th day of May 2014.

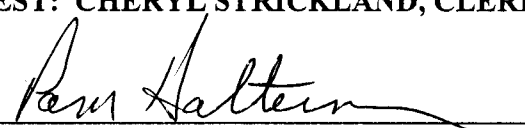
**BOARD OF COUNTY COMMISSIONERS
OF ST. JOHNS COUNTY, FLORIDA**

By: _____

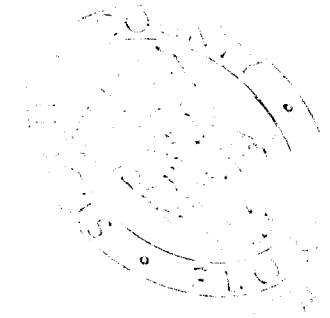

John H. Morris, Chair

ATTEST: CHERYL STRICKLAND, CLERK

By: _____


Deputy Clerk

RENDITION DATE 5/22/14



**CONSENT TO DEEMED ASSIGNMENT OF
INVESTMENT ADVISORY AGREEMENT[S] WITH
PFM ASSET MANAGEMENT LLC**

The below named Investor hereby consents to the deemed assignment of all Investment Advisory Agreements between such Investor and PFM Asset Management LLC ("PFM") upon the change in control of the holding company of PFM.

The undersigned officer is duly authorized by such Investor to execute and deliver this consent.

County of St. Johns, Board of County Commissioners

OPEB Trust Funds

Name of Investor

Florida

State

Signature of Authorized Officer

Michael D. Wanchick

Name of Authorized Officer

County Administrator

Title of Authorized Officer

Date

Attest: (If required)