

**RESOLUTION TO ESTABLISH TRUST FOR
OTHER POST-EMPLOYMENT BENEFITS**

WHEREAS, in connection with the employment of the officers and other employees needed to carry out the functions of the County of Southampton, Virginia (the "County"), the County has established certain plans to provide post-employment benefits other than pensions ("Other Post-Employment Benefits"), as defined in Section 15.2-1545 of the Code of Virginia of 1950, as amended (the "Virginia Code"), to individuals who have terminated their service to the County and to the beneficiaries of such individuals; and

WHEREAS, Article 8, Chapter 15, Subtitle II of Title 15.2 of the Virginia Code (§§ 15.2-1544 *et seq.*) provides that a governing body of any county, city, or town may establish a trust for its active and former employees for the purpose of accumulating and investing assets to fund Other Post-Employment Benefits and may fund such trust.

NOW, THEREFORE, BE IT RESOLVED by the Board of Supervisors of the County of Southampton, Virginia that:

Section 1. The County authorizes and directs the establishment of a trust pursuant to Section 15.2-1544 of the Virginia Code for the purpose of accumulating and investing assets to fund Other Post-Employment Benefits under the terms and conditions of a trust agreement between the County and the Trustee (as defined below).

Section 2. The County does hereby appoint the following individuals to the local finance board pursuant to Section 15.2-1547 of the Virginia Code to serve as the trustee (the "Trustee") with respect to the trust fund: the County Treasurer, the County Finance Director, and Michael W. Johnson, in his capacity as a citizen of the Commonwealth with proven integrity, business ability, and demonstrated experience in cash management and in investments. Mr. Johnson is appointed for a term of two years expiring on June 22, 2011.

Section 3. The Chairman and Vice Chairman of the Board of Supervisors, or either of them, are authorized to execute on behalf of the County the trust agreement, and, if required, the Clerk or Deputy or Assistant Clerk of the Board of Supervisors is authorized and directed to affix or to cause to be affixed the seal of the County to the trust agreement and to attest such seal. Such officers or their designees are authorized to execute and deliver on behalf of the County such instruments, documents or certificates, and to do and perform such things and acts, as they shall deem necessary or appropriate to carry out the transactions authorized by this resolution or contemplated by the trust agreement; and all of the foregoing, previously done or performed by such officers or agents of the County, are in all respects approved, ratified and confirmed.

Section 4. This resolution shall be in full force and effect on and after its passage.

ADOPTED JUNE 22, 2009

A COPY TESTE:

A handwritten signature in black ink, appearing to read "Michael W. Johnson", written over a horizontal line.

Michael W. Johnson, Clerk
Southampton County Board of Supervisors

§ 15.2-1547. Creation of local finance boards to manage the assets of postemployment benefits trust or equivalent arrangement; composition of such boards; alternatives to such boards; liability; and removal from office.

Except as otherwise provided herein, the governing body of any county, city, or town that establishes a trust, trusts, or equivalent arrangements for postemployment benefits other than pensions pursuant to this article also shall create a finance board to serve as trustee of such a trust, trusts, or equivalent arrangements and to manage and invest the assets of that trust, trusts, or equivalent arrangements. Such a finance board shall be composed of at least three members who shall include the chief financial officer of the locality, the treasurer of the locality, and at least one other additional person who shall be a citizen of the Commonwealth with proven integrity, business ability, and demonstrated experience in cash management and in investments. If the locality does not have a chief financial officer or a treasurer, then that position may be filled by the chief administrative officer of the locality or by a citizen who meets the qualifications set forth above. The citizen member shall be appointed initially by the governing body of the locality for a term of two years and if more than one citizen is appointed to serve on any such board, then the local governing body may appoint those citizens for staggered terms of one and two years. Subsequent appointments shall be for two-year terms or to fill the balance of any unexpired term. The finance board shall annually elect one of its members as chairman and another as vice-chairman. The finance board shall meet at least four times a year, and a majority of the members shall constitute a quorum.

Any school board of a local school division or the governing body of any other political subdivision that establishes its own postemployment benefits trust, trusts, or equivalent arrangements pursuant to this article shall create a finance board to serve as trustee of such a trust, trusts, or equivalent arrangements and to manage and invest the assets of that trust, trusts, or equivalent arrangements. Such a finance board shall be composed of at least three members consisting of the chief administrative officer of the entity, the chief financial officer of the entity, and at least one additional person who shall be a citizen of the Commonwealth and who meets the qualifications set forth above. The citizen member shall be appointed initially by the governing body of the locality for a term of two years and if more than one citizen is appointed to serve on any such board, then the local governing body may appoint those citizens for staggered terms of one and two years. Subsequent appointments shall be for two-year terms or to fill the balance of any unexpired term. The finance board shall annually elect one of its members as chairman and another as vice-chairman. The finance board shall meet at least four times a year, and a majority of the members shall constitute a quorum.

Alternatively, and in lieu of establishing the finance board as described in this section, the governing body of any county, city, or town, school division or other political subdivision that has established a retirement board or deferred compensation board to manage pension benefits provided to or for its active and former employees may designate that retirement board or deferred compensation board to serve as trustee and to manage the assets of a trust or equivalent arrangement established pursuant to this article. Any such retirement board or deferred compensation board shall have all the powers and duties of the finance board described in this article, mutatis mutandis.

Except in the case of gross negligence or intentional misconduct, any member of a finance board established pursuant to this section, any director of finance or another appointed official with a similarly named position, or any member of a retirement board, who is acting in accordance with the provisions of this article, shall not incur any liability for investment losses suffered by a trust established pursuant to this article. Members of any such finance board shall be subject to removal from office as set forth in §§ [24.2-230](#) through [24.2-238](#).

(2007, c. [710](#).)