

## AMENDMENT TO THE MASSMUTUAL ADMINISTRATIVE SERVICES AGREEMENT

WHEREAS, Section 6.1 of the Administrative Services Agreement (the "Agreement") between Massachusetts Mutual Life Insurance Company ("MassMutual") and County of San Mateo (the "Plan Sponsor") with respect to the San Mateo County Deferred Compensation Plan, San Mateo County 457 Part Time, Seasonal and Temporary Plan 2, County of San Mateo 401(a) Retirement Plan and County of San Mateo Part Time, Seasonal and Temporary Retirement Plan 4 (each a "Plan" and collectively the "Plans") authorizes the amendment of the Agreement by a written agreement of the parties; and

WHEREAS, MassMutual and the Plan Sponsor agree to amend Section 6.2 to extend the termination date from **March 21, 2021 to March 21, 2023**; NOW, THEREFORE, Section 6.2 will be amended to read as follows:

**6.2 Term and Termination:** This Agreement commences as of the earliest of the date (i) so indicated on the first page; (ii) executed by the plan sponsor; or, (iii) funds are deposited with MassMutual or the trustee/custodian.

This Agreement terminates as of the earliest of the date (i) **March 21, 2023**; (ii) that is at least sixty (60) days after either MassMutual or the Plan Sponsor terminates this Agreement by providing the other party written notice of its intent; or (iii) of appointment of a successor recordkeeper by the Plan Sponsor. If the Plan is funded by a group annuity contract issued by MassMutual, then the group annuity contract terminates coincident with the termination of this Agreement, provided that any limitations, fees or expenses related to payment of the group annuity contract shall continue to apply regardless of the effect of this sentence. Otherwise, the termination is effective sixty (60) days from the date this notice is received by the other party, unless the parties select another date mutually agreeable to both. If the Plan Sponsor is terminating this agreement because it objects to an amendment by MassMutual, it may terminate the Agreement by delivering thirty (30) days notice to MassMutual. MassMutual will continue to provide administrative services through the termination date, will be entitled to fees, and will cooperate in the conversion of the Plan to the new recordkeeper to the extent mutually agreeable to both parties. On and after the termination date, contributions to, withdrawals from, and transfers between funds maintained with respect to this Agreement will not be permitted. As of a date not later than thirty (30) days following the termination date, MassMutual will withdraw the value of the affected participants' accounts from the investments made under this Agreement and will deliver the proceeds of such withdrawal to, or as directed by, the Plan Sponsor provided that MassMutual will first be entitled to deduct from such proceeds any administrative or other fees then due to MassMutual. It shall not be a breach of this Agreement if MassMutual fails to make a withdrawal and/or deliver proceeds, as provided for above, due to an unscheduled market closure or any other event beyond MassMutual's reasonable control, provided MassMutual makes such withdrawal and/or delivers such proceeds as soon as reasonably possible following such event. Termination of any other contract issued to the Plan Sponsor by MassMutual will be governed solely by the terms of such contract.

The Plan Sponsor certifies that it has the power and authority to enter into this Agreement. The person signing below as the Plan Sponsor's representative warrants, as an individual, that he or she is the Plan Sponsor's representative authorized to sign this Agreement and that his or her signature is genuine.

### SIGNATURE(S):

**In Witness Whereof:** MassMutual and the Plan Sponsor have caused this Agreement to be executed by their duly appointed officer or representative effective as of the date executed by both parties.

For Massachusetts Mutual Life Insurance Company:



Paula Edmonds  
Head of Sponsor Services

January 28, 2021  
Date

Legal Name of Plan Sponsor: County of San Mateo

Contract Number: 61869

For the Plan Sponsor:

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

\_\_\_\_\_  
Printed Name and Title