City and County of Denver
457(b) Deferred Compensation Plan
Investment Policy Statement

SUMMIT
SAVINGS
Get With the Plan

Approved by the
457(b) Deferred Compensation Committee

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SECTION I - INTRODUCTION

The 457(b) Deferred Compensation Trust (the "Plan") is to provide an opportunity for Participants in the Plan to set aside additional retirement income for the future, while providing current tax advantages. The Plan constitutes an agreement solely between the City and County of Denver (the "City") and participating employees, officers, and elected officials. The Plan is established and shall be maintained for the exclusive benefit of eligible Participants and their Beneficiaries.

The 457(b) Deferred Compensation Committee (the "Committee") was established to administer and represent the City in all matters concerning the Plan. The committee shall consist of nine (9) voting members, two (2) of whom shall be plan retirees; and one (1) of whom shall have working knowledge or experience with retirement plans. All appointed committee members shall be participants of the plan. Six (6) of the committee members shall be appointed by the mayor, and serve at the mayor's pleasure. Two (2) of the committee members shall be appointed by and serve at the pleasure of city council, one (1) of whom shall be a plan retiree. The manager of finance or the manager's designee, shall be the ninth member. The Committee will designate one or more Recordkeeper(s)/Administrator(s) to assist the committee in the administration of the plan and be responsible for the functions outlined in Section II – Roles and Responsibilities.

The intent of the Investment Policy Statement is to establish the Committee's policy to aid in meeting the Committee's fiduciary responsibility by effectively constructing, supervising, and evaluating the investment program.

Objectives of the Investment Policy:

- Make clear distinction between responsibilities among all parties: Committee, Investment Management Consultant, Recordkeeper/Administrators, and Participants;
- Ensure that a broad range of investment options are offered to Plan Participants with varying degrees of risk and return characteristics;
- Identify appropriate benchmarks for each investment category; and
- Establish formal criteria for investment fund selection, evaluation, reporting, monitoring, and removal.
- Formalize the Committee's process to establish, monitor and evaluate fees.
- Outline fiduciary responsibility, prudence and due diligence requirements that experienced fund managers and other fiduciaries would utilize in managing and overseeing retirement plan assets.

The Committee shall review the status of the Plan at least quarterly and shall review the Investment Policy (the "Policy") on an annual basis. Modifications to the Investment Policy shall take place when deemed appropriate and approved by a quorum.

SECTION II – ROLES and RESPONSIBILITIES

Committee: To act with diligence, prudence, skill, and care on behalf of the Participants and Beneficiaries. Know and adhere to the rules and regulations governing the Plan. Approve only investment options authorized in Article 5 of the Plan document. Construct, supervise/monitor, evaluate, and act as a prudent investor with regard to the investment categories and guidelines as outlined in Sections 3 and 4 of this Investment Policy. Create, modify, and implement this Investment Policy.

Investment Management Consultant: This consultant may assist the Committee in establishing investment policy, objectives and guidelines; selecting funds and fund managers; reviewing such funds and fund managers over time; measuring and evaluating investment performance; market outlook, updates and trends; and all support and guidance in all areas, as necessary to facilitate compliance with this investment policy. The Investment Management Consultant is required to be a co-fiduciary.

Recordkeeper/Administrator(s): Generally, to assist the Committee in fulfilling their responsibility as indicated above. Perform administrative services in support of the Plan, including but not limited to: enrollments, record keeping, account statements, monitoring of deferral limits, Participant correspondence, regulatory compliance, Plan documentation, internal or external audit coordination, and payroll coordination; provide education and appropriate information to plan participants, to assist them in selecting their respective investments through seminars, individual meetings, correspondence, and web-based tools, among other methods.

Custodian Bank: A custodian bank will physically (or through agreement with a sub-custodian) maintain possession of securities owned by the Plan, collect dividends and interest payments, redeem maturing securities, and effect receipt and delivery following purchases and sales. The custodian may also perform regular accounting of all assets owned, purchased or sold, as well as movement of assets into and out of the Plan's accounts. These services may be bundled with those of the third-party administrator/recordkeeper.

Additional specialists: Additional specialists such as attorneys, auditors, actuaries and others may be employed by the Board to assist in meeting its responsibilities and obligations to administer the Plan assets prudently. Such experts may also be deemed to be fiduciaries; they must acknowledge such in writing either by contract or prospectus. All expenses for such experts must be customary and reasonable, and may be borne by the Plan as deemed appropriate and necessary.

Plan Participant: Are granted the right to choose how their individual accounts are to be allocated among the different investment options. Although this policy will establish options to be made available, individual selection and investment of funds in one or more of these options, retirement planning, and management of the Participant's individual performance are solely at the discretion and the responsibility of the Participant. Plan Participants should seek education and training to assist them in understanding the different investment options available and how individual options fit within their own unique time horizon, risk tolerance, return expectation, and asset class preferences.

Conflicts of Interest: All Committee members and the investment management consultant will refrain from personal business activity that could create an appearance of impropriety, that could conflict with the proper execution and management of the retirement plan program, or that could impair their ability to make impartial Plan decisions.

SECTION III – CORE INVESTMENT CATEGORIES

The Committee recognizes the diverse backgrounds, risk tolerances, and return objectives among the Participants, and will select and maintain a diversified set of investment fund options to meet the diversification needs of the Participants. To ensure proper diversification, the Committee will provide at least one investment option in each of the investment categories. The Committee may add, delete, or replace a particular investment category if the Committee deems it appropriate to do so.

Investment Categories

Money Market
Stable Value
Socially Responsible
Fixed Income
Large Cap Value Equity
Large Cap Blend Equity
Large Cap Growth Equity
Mid Cap Value Equity
Mid Cap Blend Equity
Mid Cap Growth Equity
Small Cap Value Equity
Small Cap Blend Equity
Small Cap Growth Equity
International Equity
Target Retirement Series
Self-Directed Brokerage Accounts

Funds will be evaluated using the peer groups and benchmarks defined in Exhibit A.

Performance Expectations:

Over a full market cycle, the goal of each active investment option's overall annualized total return should perform above their benchmark and/or at or above the median of portfolios of similar style and passive options should track their respective index. The Committee will continually monitor and review funds against this expectation.

SECTION IV – POLICY GUIDELINES OF INVESTMENT OPTIONS

Investment Selection:

The Committee's investment selection guidelines were designed to encompass a variety of funds but not be overly restrictive in order to meet the ever changing business environments. The fund requirements herein are minimum standards and are subject to additional requirements as deemed appropriate by the Committee. The Investment Management Consultant will present the eligible investment funds, which comply with the following minimum requirements, to the Committee for final approval of the investment fund.

Minimum Requirements at the Time of Inclusion

- A fund must have a minimum of five years of measurable operating history and at least $200 million in net assets;
- A fund cannot have either front or back-end load fees that are applicable;
- A fund must have an expense ratio no greater than 120% of the peer group's median; and
- A fund must have a management team/manager with at least a four year tenure.

The following minimum criteria must be met:

- The fund options will be managed by a bank, insurance company, investment management company or investment adviser as defined by the Registered Investment Advisers Act of 1940.
- Historical quarterly performance numbers, calculated on a time-weighted basis based on a composite of all fully discretionary accounts of similar investment style, will be utilized for performance screening.
- Performance evaluation reports that illustrate the risk/return profile of the manager relative to other managers of like investment style will be utilized.
- Detailed information on the history of the fund management firm, its key personnel, and associated costs will be analyzed.
- Each fund's investment strategy must be described, and successful adherence to that strategy over time must be documented.
- Fund managers must compare favorably against a comparable peer group for selection.
- Each fund manager will acknowledge, through the fund prospectus, the following duties and responsibilities.
    - o Exercise investment discretion, including holding cash equivalents as an alternative, within stated investment constraints, objectives and guidelines.
    - o Promptly inform, by prospectus, all significant and/or material matters and changes pertaining to the investment of assets, especially as they relate to its stated investment philosophy and investment management decision process. These factors include, but are not limited to:
        - Investment strategy
        - Portfolio structure
        - Tactical approaches
        - Ownership
        - Organizational structure
        - Financial condition
        - Professional staff
        - Recommendations for guideline changes
        - Internal expenses and management costs
        - All legal material, SEC and other regulatory agency proceedings affecting the firm
    - o Utilize the same care, skill, prudence and due diligence under the circumstances then prevailing that experienced investment professionals acting in a like capacity and fully

familiar with such matters would use in like activities with like aims in accordance and compliance with IRS regulations and all applicable laws, rules and regulations from local, state, federal and international political entities pertaining to fiduciary duties and responsibilities.

- The Committee and its Investment Management Consultant will determine the appropriateness of each mutual fund manager based on the objectives and guidelines stated in the IPS.

Investment Evaluation and Monitoring:

In the interim of each quarterly board meeting, the Investment Management Consultant will monitor the selected investment funds, and report to the Committee the Watch List measures outlined herein. Investment performance will be reviewed to determine the continued feasibility of achieving the investment objectives and the continued appropriateness of the IPS for achieving those objectives. Progress toward attainment of the performance expectations of the IPS will be examined; emphasis will be placed on peer group comparisons with managers employing similar styles. It is understood that there are likely to be short-term periods during which performance deviates from appropriate indices and peer comparisons. The Committee will exercise its prerogative to take corrective action by replacing a manager at the appropriate time, if so determined.

At the Committee's quarterly meeting, the Committee/Board will consider:

- Manager's consistency with the style mandate expressed in the prospectus;
- Material changes in the manager's organization, investment philosophy and/or personnel;
- Comparison of the manager's results to the appropriate benchmark
- The risk associated with each manager's portfolio, as measured by the variability of quarterly returns (standard deviation), compared with the benchmark index;
- The manager's performance relative to its peers (managers of like investment style or strategy).

As the Committee becomes aware of major organizational changes, it may warrant immediate review of the fund manager. These include, but are not necessarily limited to, the following events:

- Change in management structure
- Significant account losses
- Significant growth of new business
- Change in ownership
- Change in process/philosophy/style
- Change in cost

The investment fund will be held to the standard of maintaining all of the minimum requirements and Watch List measures. In addition, the Investment Management Consultant will present market conditions during its quarterly report and will make recommendations regarding selection and retention of a particular investment option.

Watch List Measures-

1. Organization – firm ownership and litigation will be monitored for material changes, such as initial public offerings or insider trading.

2. People – tenure and quality of the investment management team will remain stable, monitoring any material changes to the portfolio management team or firm-wide resources.

3. Performance –an investment which fails to outperform the median peer of its peer group and its benchmark over three and five year cumulative periods and as well as fails to outperform the median manager in less than five or more of the last seven calendar year and rolling three-year timeframes will be placed on the watchlist.

4. Assets Under Management (AUM) – investments with outflows greater than 30% for a quarter, six months, or one year timeframe or with inflows greater than 50% for a quarter, six month, or one year timeframe will be placed on the watchlist.

5. Investment guidelines, process, and style – the investment funds' application of a consistent and repeatable process, as well as deviation from the intended investment mandate will remain stable.

Watch List and Removal:

A Watch List will be created for those funds that fail to maintain the minimum requirements and/or underperform the funds Watch List measures established in the Investment Evaluation and Monitoring guidelines. The Committee's procedures for inclusion of an investment fund to the Watch List and the Removal of an investment fund from the Plan will include the following steps:

1. The Committee shall be briefed by the Investment Management Consultant at least annually regarding all Funds, and advised at each quarterly meeting on any fund not currently fulfilling the minimum requirements and Watch List measures.

2. Any investment fund that fails to comply with one or more of the Watch List measures will be placed on the Watch List, and shall be reevaluated the following quarter.

3. A fund may remain on watch status until the Committee decides to take further action. At the request of the Committee the Investment Management Consultant will create and present a Watch List Report. The Watch List Report shall address the outstanding concerns for the strategy and a recommendation on what action to take. The committee will then determine whether the investment fund shall then be removed from the Plan, frozen to new investments, or remain on the Watch List.

Monitoring and Selecting Target-Date Retirement Portfolios:

Target-Date Retirement Portfolios, also known as lifecycle or age-based funds, are designed to provide a simple investment solution through a portfolio whose asset allocation mix becomes more conservative over time. Because of the nature of how such portfolios are designed and allocated, they are not only subject to the selection and monitoring criteria listed in other sections of this IPS, but also the additional criteria listed below:

1. Glidepath. Evaluation will include an understanding of the Target-Date Retirement Portfolio glidepath, including when the glidepath will reach its most conservative asset allocation and whether that will occur at or after the target date.

2. Asset Allocation. Evaluation will include understanding the fund's investments – the allocation in different asset classes and sub-asset classes and how these will change over time.

3. Underlying Investments. Consideration will be given to the stability and continuity of the underlying investments included in the Target-Date Retirement Portfolio.

SECTION V – SELF-DIRECTED BROKERAGE ACCOUNTS

The self-directed brokerage option is designed for a sophisticated, experienced and knowledgeable investor. The City, the Committee, Investment Management Consultant and its Recordkeeper/Administrators have no expressed or implied responsibility for the evaluation, selection and/or monitoring of the continued offering of the investment options in any self-directed brokerage account program by the Plan, including no duty to supervise or monitor the Participants' or Beneficiaries' investment experience in the self-directed brokerage account program(s). Participants and Beneficiaries selecting this option will be required to abide by all requirements set forth in the D.R.M.C. and the Plan. The following list is only a brief overview of those conditions:

1. The Participant understands and accepts any and all risks associated with this selection;

2. The Participant understands and accepts that none of the mutual funds available in the self-directed brokerage option have been reviewed by the Committee;

3. The Participant agrees to hold the Plan and the Committee harmless for any negative consequences resulting from use of the self-directed brokerage option; and

4. Any Participant-related disputes or controversies involving self-directed brokerage accounts shall be resolved in accordance with the Plan.

SECTION VI – FEES

The Committee acknowledges that any decision to have Plan fees paid as authorized by the enabling ordinance constitutes a fiduciary action. The Committee will not engage in any prohibited transactions or create any conflicts of interest as defined under ERISA (even though the plan is not subject to ERISA) or other applicable law by virtue of the actions it takes with respect to the allocation and payment of Plan fees and expenses. Additionally, it is the Committee's intention to ensure that any fees paid from Plan assets are reasonable and transparent. The Committee retains all discretion and authority necessary to determine the way Plan fees will be paid, including the extent to which the Plan Sponsor will subsidize the cost of the Plan by directly paying Plan expenses and/or the extent to which Plan expenses will be paid from the Plan participant accounts.

Fees Allocated to Plan Sponsor

The Plan Sponsor will pay all fees related to "settlor" functions (e.g., decisions regarding the formation, design, or termination of the Plan). Settlor expenses are not permitted to be paid by the Plan. In addition, the Plan Sponsor may pay certain Plan-related expenses. Plan fees allocated to and paid by, the Plan Sponsor will not be paid from Plan assets.

Plan Fees

Reasonable expenses related to the administration of the Plan may be charged to Plan assets. If Plan fees are to be paid from Plan assets, such fees must meet the criteria below. Fees paid from Plan assets:

- Must relate to services that are necessary for the recordkeeping and administration of the Plan;
- Would not have been incurred but for the recordkeeping and administration of the Plan;
- May not be related to the Plan Sponsor’s non-Plan business operational functions;
- May not be settlor expenses;
- Must be reasonable in light of the services being performed; and
- Must relate to services furnished under a contract or arrangement which is reasonable.

In addition to any Plan fees allocated to Plan assets that may be paid from participant Plan accounts, as applicable, fees associated with participant transactional requests or optional participant services may be allocated to the requesting or electing participant’s Plan account, including brokerage account transaction fees for those participants electing the brokerage window.

Specific Plan fees that are allocated to Plan assets are more fully described in Schedule B of this document.

Monitoring Costs

The Committee will review the service contracts and costs associated with the Plan on an ongoing basis. Areas to be reviewed include:

- Fund Managers
- Investment Management Consultant
- Custodian Bank
- Recordkeeper/Third Party Administrator

Fee Disclosure

The Committee will require that all vendors providing services to the Plan fully disclose any and all fees related to their services to the Plan, as well as all vendor income derived from plan assets, such as a revenue share.

Fee Benchmarking

The Committee will periodically conduct a fee benchmarking study to determine:

1. The current total amount of fees paid under the Plan;
2. The expenses of the investments available in the plan including any revenue sharing provided by the investments such as 12(b)(1), Sub TA or Service Fees ;
3. How current Plan fees compare to the marketplace at large relative to the services being provided to the Plan.

The Committee will use the results of its fee benchmarking study to determine fee reasonableness, understanding that the goal is not simply to achieve the lowest possible Plan cost relative to the marketplace as a whole.

EXHIBIT A Investment Benchmark & Peer Groups:

Asset Class	Investment Category	Benchmark	Peer Group/Style Universe
Domestic Equity	All Cap Equity	Russell 3000 Index	U.S. Multi Cap Core Equity
	Large Cap Core Passive Equity	S&P 500 Index	U.S. Large Cap Core Equity
	Large Cap Value Equity	S&P 500 Value Index	U. S. Large Cap Value Equity
	Large Cap Growth Equity	S&P 500 Growth Index	U.S. Large Cap Growth Equity
	Mid Cap Core Passive Equity	CRSP U.S. Mid Cap TR Index	U.S. Mid Cap Core Equity
	Mid Cap Value Equity	Russell Midcap Value Index	U.S. Mid Cap Value Equity
	Mid Cap Growth Equity	Russell Midcap Growth Index	U.S. Mid Cap Growth Equity
	Small Cap Core Passive Equity	CRSP US Small Cap TR Index	U.S. Small Cap Core Equity
	Small Cap Value Equity	Russell 2000 Value Index	U.S. Small Cap Value Equity
	Small Cap Growth Equity	Russell 2000 Growth Index	U.S. Small Cap Growth Equity
	Socially Responsible Large Cap Core Equity	S&P 500 Index	U.S. Large Cap Core Equity
International Equity	International Core Equity	FTSE Global ex USA All Cap Index	International Multi-Cap Core Equity
	International Value Equity	MSCI EAFE Value Index (Net)	International Large Cap Value Equity
	International Growth Equity	MSCI EAFE Growth Index (Net)	International Large Cap Growth Equity
Emerging Markets Equity	Emerging Markets Equity	MSCI Emerging Markets Index (Net)	Emerging Markets Equity
Fixed Income	Core Fixed Income	Bloomberg U.S. Aggregate Bond Index	U.S. Broad Market Core Fixed Income
Stable Value	Stable Value	Ryan 3 Year GIC Master Index	U.S. GIC/Stable Value
Target Date Retirement Portfolios	Target Date Retirement Funds	Vanguard Target (date specific) Composite Index	Mixed-Asset Target

EXHIBIT B - FEES

Fee Type	Amount	Method of Allocation	Timing of Allocation
Recordkeeping and Administrative Fee paid to Nationwide Retirement Services	0.075% of assets annually	Paid quarterly by Plan participants based on each participants quarterly account balance.	Quarterly
Annual plan per participant fee: Pays for Innovest Portfolio Solutions LLC fee of $$85,563 annually, plan audit, and Committee training and education.	$12 per participant	Per capita amount of $14 for accounts with a balance	Annual
Participant Loan Fee	$75 loan application fee ($125 for principal residence loan application fee)	Deducted from participant's account	As incurred
QDRO Fee	No fee		
Unforeseen Emergency Withdrawal Fee	No fee		
Brokerage Account Fee	$50 one time fee	Deducted from participant’s account	At account establishment
Brokerage Account Fee	$50 per year maintenance fee plus transaction costs	Deducted from participant’s account	As incurred

VII. SIGNATURES

457(b) Deferred Compensation Committee

Zlatko Letica
Zlatko Letica– Chairman

11/28/2022
Date

Innovest Portfolio Solutions LLC

11/28/2022
Date