

EL DORADO COUNTY, CALIFORNIA  
DEFERRED COMPENSATION PLAN  
ADMINISTRATION AGREEMENT  
AMENDMENT I

The El Dorado County Deferred Compensation Plan Administration Agreement (the "Agreement") entered into by and between the County of El Dorado, California, a political subdivision of the State of California (hereinafter referred to as the "Employer"), and Nationwide Retirement Solutions, Inc., an indirect subsidiary of Nationwide Financial Services, Inc. (hereinafter referred to as "NRS"), with an effective date of April 10, 2007, is hereby amended, effective this \_\_\_\_\_ day of \_\_\_\_\_, 2009, as set forth below. NRS is a Delaware corporation with its principal place of business at 5900 Parkwood Drive, Dublin, Ohio, 43016, and it is duly qualified to conduct business in the State of California.

WHEREAS, NRS is one of the administrators of the El Dorado County, California Deferred Compensation Plan (the "Plan");

WHEREAS, Washington Mutual Bank, FA ("WAMU") currently provides certificates of deposit and liquid savings accounts (the "WAMU Products") as investment options under the Plan;

WHEREAS, WAMU no longer wishes to provide the WAMU Products as investment options under the Plan;

WHEREAS, Nationwide Bank ("NW Bank") offers certificates of deposit and liquid savings accounts similar in form to the WAMU products (the "NW Bank Products"), and has offered to provide the NW Bank Products as investment options under the Plan; and

WHEREAS, the Employer has instructed NRS to replace the WAMU Products with the NW Bank Products and accordingly transition all funds from the WAMU Products to the NW Bank Products;

NOW, THEREFORE, the Employer and NRS hereby agree that the Agreement is to be amended to reflect the above as follows:

I.

Effective [\_\_\_\_\_], 2009, subsections A. and B. of Section 3. of the Agreement are hereby deleted, and the remaining subsections of Section 3. of the Agreement shall be renumbered accordingly.

II.

Effective [\_\_\_\_\_], 2009, Exhibit A to the Agreement is hereby deleted and replaced with the attached, updated Exhibit B to the Agreement.

Except as set forth herein, all other terms and conditions of the Agreement shall remain in full force and effect; provided, however, in the event of any conflict between the terms of this Amendment and the Agreement, the terms of this Amendment shall control. No amendment or

modification of this Amendment shall be effective unless signed by authorized representatives of both the Employer and NRS.

IN WITNESS WHEREOF, the undersigned have executed this Amendment this \_\_\_\_ day of \_\_\_\_\_, 2009:

EL DORADO COUNTY, CALIFORNIA

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_\_

NATIONWIDE RETIREMENT SOLUTIONS, INC.

By: Paula Spence

Name: Paula Spence

Title: Regional Vice President

Date: 2/19/09

**Exhibit B  
NRS PART  
INVESTMENT OPTIONS**

This Exhibit is hereby made part of the Agreement.

The investment options set forth below are the investment options available under the NRS Part. EMPLOYER and NATIONWIDE mutually agree to add new fund options to the NRS Part and/or replace existing fund options on such frequency as agreed to in writing by EMPLOYER and NATIONWIDE.

<u>Asset Class</u>	<u>Proposed Fund</u>
Asset Allocation Funds	Nationwide Investor Destinations – Aggressive
Asset Allocation Funds	Nationwide Investor Destinations – Mod Aggressive
Asset Allocation Funds	Nationwide Investor Destinations – Moderate
Asset Allocation Funds	Nationwide Investor Destinations – Conservative
Asset Allocation Funds	Nationwide Investor Destinations – Mod Conservative
Asset Allocation Funds	Nationwide Destination 2015 Inst Svc
Asset Allocation Funds	Nationwide Destination 2020 Inst Svc
Asset Allocation Funds	Nationwide Destination 2025 Inst Svc
Asset Allocation Funds	Nationwide Destination 2030 Inst Svc
Asset Allocation Funds	Nationwide Destination 2035 Inst Svc
Asset Allocation Funds	Nationwide Destination 2040 Inst Svc
Asset Allocation Funds	Nationwide Destination 2045 Inst Svc
Asset Allocation Funds	Nationwide Destination 2050 Inst Svc
Asset Allocation Funds	Nationwide Retire Inc Inst Svc
International Stocks	EuroPacific Growth Fund
International Stocks	Nationwide International Value Inst Svc
International Stocks	Oppenheimer Global Fund A
Small Cap Stocks	Allianz NFJ Small Cap Value Fund
Small Cap Stocks	DFA US Micro Cap Port
Small Cap Stocks	Brown Capital Management Inc. Small Co.*
Mid Cap Stocks	Dreyfus Mid Cap Index
Mid Cap Stocks	Federated Kaufmann Fund
Large Cap Stocks	Davis NY Venture Fund
Large Cap Stocks	Fidelity Contrafund
Large Cap Stocks	Growth Fund of America, Inc
Large Cap Stocks	Nationwide Fund A
Large Cap Stocks	Van Kampen Growth & Income
Large Cap Stocks	Vanguard 500 Index Fund*
Large Cap Stocks	Vanguard Institutional Index Port
Large Cap Stocks	DWS Dreman High Return Equity Fund A*
Balanced	Income Fund of America, Inc
Bonds	Bond Fund of America, Inc
Bonds	Vanguard Total Bond Index Signal
Short-Term Investments	Stable Value Fund C
Short-Term Investments	Nationwide Bank Liquid Savings
Short-Term Investments	Nationwide Bank 1, 3 and 5 year Certificates of Deposit
Short-Term Investments	Washington Mutual 1, 3 and 5 year Certificates of Deposit*

\* closed to new investments