

INVESTMENT POLICY STATEMENT



CITY OF KNOXVILLE

**City of Knoxville Deferred Compensation Plan
August 2019
(revised May 2020)**

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Investment Policy Statement

Purpose of the Investment Policy Statement

This Investment Policy Statement establishes the policies and guidelines for the City of Knoxville Deferred Compensation Plan (the “Plan”) and is intended to assist the Retirement Plan Committee (the “Committee”) in effectively selecting, monitoring and evaluating investment alternatives made available to participants under the Plan. It outlines and prescribes a prudent and acceptable investment philosophy, and sets out the investment management procedures.

Purpose of the Plan

The Plan was established to provide a retirement savings program for eligible employees of City of Knoxville (the “Plan Sponsor”). The Plan is maintained for the exclusive purpose of benefiting the Plan participants and their beneficiaries. The Plan intends to operate in accordance with all applicable state and federal laws and regulations.

The goal of the Plan is to provide a framework for eligible employees of the Plan Sponsor to establish a savings and investment program for their retirement. While Plan participants are ultimately responsible for their own investment decisions, the Plan Sponsor, in conjunction with SageView Advisory Group, (the “Investment Consultant”), will endeavor to provide an appropriate range of investment options, allowing each individual participant to invest in accordance with his or her own time horizons, risk tolerance, and retirement goals.

In evaluating the investment options for the Plan, the Plan Sponsor will take into account all Plan demographics.

The Plan is specifically intended to:

- Promote retirement savings while encouraging a high overall participation rate and consistent saving habits
- Provide Plan participants with a wide and suitable range of asset categories and investment options that are intended to help participants meet their retirement goals and investment objectives
- Attract and retain outstanding employees
- Obtain Plan investment options at reasonable costs

Statement of Responsibilities

The following parties associated with the Plan, appointed by the Plan Sponsor, shall discharge their respective responsibilities in accordance with all applicable fiduciary standards as follows: (1) in the sole interest of the Plan participants and beneficiaries; (2) with the care, skill, prudence and diligence under the circumstances then prevailing that a prudent person acting in like capacity and familiar with such matters would use in the conduct of an enterprise of a like character and of like aims.

- A. Retirement Plan Committee: The members of the Retirement Plan Committee (“the Committee”) are Plan fiduciaries and supervise the investment of the assets of the Plan, and make decisions concerning investment options available under the Plan. In adopting

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this Investment Policy Statement, it is the intention of the Committee that the oversight of the investment portion of the Plan will be the responsibility of the Committee. The Committee, along with the Investment Consultant, shall be responsible for the Plan-level investment selection process, as set forth in this Investment Policy Statement, but is not responsible for the individual fund performance and does not guarantee positive investment results.

- B. Trustee/Custodian: The Trustee/Custodian of the Plan is charged with safekeeping the securities as well as collecting and disbursing the Plan assets and periodic accounting statements.
- C. Recordkeeper: The Recordkeeper has responsibilities that include, but are not limited to, the following: maintaining participant records, administering participant directions, reporting to the Plan Sponsor, reporting to participants, allocating contributions, administering loans, and preparing the required regulatory documents.
- D. Investment Consultant: The Investment Consultant, SageView Advisory Group, is charged with the responsibility of advising the Committee on investment policy, advising on the selection of investment options, providing performance analysis and monitoring services, and educating the Committee on economic and investment trends that may impact the performance of the selected and available investment options. The Investment Consultant, along with the Committee, shall be responsible for the Plan-level investment selection process, as set forth in this Investment Policy Statement, but is not responsible for the individual fund performance and does not guarantee investment results.

Investment Choices

The Plan intends to provide a broad range of investment alternatives. This includes having, at a minimum, three diversified investment alternatives that are sufficient in permitting the participants to materially affect the potential return and degree of risk on their accounts, and to minimize the risk of large losses. Diversification, however, does not ensure a profit or protect against loss in a declining market.

All investment choices will be publicly available mutual funds, institutional trusts, or similar vehicles. All investments being offered will fluctuate in value with market conditions and, when redeemed, may be worth more or less than the amount originally invested. The chosen investment options were selected on the basis of their compatibility with Plan participants' needs and regulatory recommendations. Each of the chosen investment options is designed to follow a specific stated investment objective.

Qualified Default Investment Alternative (QDIA)

Although the Committee intends that participants will direct the investment of their assets held under the Plan, there may be circumstances under which participants do not provide direction regarding the investment of their individual accounts. In such instances, participant accounts will be invested in the Plan's default investment alternative. The Committee's intention is for the Plan to comply with the Pension Protection Act of 2006 by offering a default investment option that complies with all of the conditions required of a QDIA investment option.

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The Committee may elect to utilize a multi-asset class investment option, such as target-date funds, as the QDIA. Periodically, as participant demographics or market conditions require, the Committee shall review and document the process for monitoring and selecting the QDIA, taking into account such factors as the philosophy and goals of the Plan Sponsor as well as the needs and abilities of the participants and beneficiaries.

The Plan's QDIA is the GoalMaker Moderate with Age Migration. The specific target date portfolio for a participant or beneficiary who fails to make an investment election will be based on the participant's or beneficiary's date of birth and an assumed normal retirement date of age 65.

Selection of Investment Options

The Investment Consultant takes a two-tiered approach to fund selection. Quantitative and qualitative screens are used as follows:

Quantitative Screening (including but not limited to):

- Investment track record
- Investment risk
- Investment risk/return
- Investment style analysis
- Performance consistency
- Investment cost
- Turnover ratio

Qualitative Screening (Investments that pass the quantitative screens will be reviewed for characteristics that include but are not limited to):

- Investment-style variations
- Portfolio concentration
- Asset size and growth

Interviews with portfolio managers and/or analysts will also be conducted if deemed necessary.

Selected options will be reviewed by the Investment Consultant to ensure that there are no additional factors that would make them unsuitable for inclusion in the Plan. Each option will also be examined to ensure that it appropriately complements the overall diversification and risk and return parameters of the entire Plan investment lineup.

In addition to diversification and risk tolerance considerations, fund expenses will be considered in the selection of investment alternatives. The Committee will regularly review all costs associated with the management of the Plan's investment program. These costs include the following:

- Expense ratios of each investment option against the appropriate peer group
- Trustee/custodial fees for holding assets, collecting income and paying disbursements
- Plan administrative fees, including record keeping fees and other fees associated with services the Plan receives, such as compliance testing fees, audit fees, fees for communication services, etc.

Evaluation Methodology

The Committee anticipates the Investment Manager using the following criteria in selecting and monitoring Plan investment alternatives. Each Plan investment alternative should be evaluated on an ongoing basis using several measures that quantify the expenses, returns and risk-adjusted performance of each investment alternative within its peer group.

Each Plan investment alternative should be reviewed at least annually against its peer group and benchmark index to assess the performance and quality of each offering. The list of criteria that may be used for evaluation is included as Appendix B of this document and may be updated by the Committee, as necessary.

As noted in Appendix A, each fund is benchmarked to a specific market index, and fund performance is evaluated and compared to a relevant peer group using Morningstar category classifications. A fund is given a peer group ranking in each criterion, shown as a percentage. A ranking of 10% indicates a fund is in the top 10% of its peer group for this criterion. The rankings for all criteria are then weighted and averaged to give a fund its average ranking score. The lower the average ranking score, the better. For example, a fund with an average ranking score of 25% would, in general, be more attractive than a comparable fund with a ranking score of 50%. Each evaluation measure requires a three-year history to ensure an accurate evaluation of the fund. Therefore, any fund with fewer than three years of history will not be evaluated using this method.

An overall ranking score is used to indicate where a fund places in relation to the scores of the other funds in its category. Generally, funds are divided into categories of deciles and quartiles.

In addition to the quantitative methodology described above, many qualitative criteria and possible warning signs are monitored in order to highlight a fund's potential exposure to risk that may make it unsuitable as a retirement Plan investment option. The warning signs may include (but are not limited to):

- Above-average operating expenses
- Above-average style drift (as determined by returns-based and holdings-based analyses)
- High degrees of portfolio concentration among individual holdings
- High degrees of portfolio concentration among economic sectors
- Above-average performance volatility
- Above-average portfolio turnover
- Below-average Alpha
- Below-average manager tenure and/or above-average turnover
- Rapid growth in fund assets
- Significantly positive or negative cash flows
- Unusual levels of corporate scrutiny; poor public perception
- For bond portfolios, very low average credit quality relative to peers
- For bond portfolios, significantly above- or below-average portfolio durations
- Recent changes to or concerns with the firm structure / ownership
- Recent changes to or concerns with the corporate management team structure

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Other Investment Evaluation Criteria

The Committee recognizes that certain investment options present challenges in monitoring, given the nature of the investment option's portfolio and peer group. Thus, there are several instances where investment options will not fit neatly into the monitoring framework set forth herein. Therefore, the Committee must consider additional or different factors when evaluating certain investments. The following are common examples of investments requiring a different point of view, whether the Committee has included them in the current menu or may consider doing so in the future.

Multi-asset class investments: For multi-asset class investment options, such as target-date funds, the asset allocation and glide path should be evaluated taking into account factors such as generally accepted investment theories and prevailing investment industry practices, and goals of the plan, the philosophy of the fiduciaries regarding asset class diversification and the desired relationship of risk (or volatility) and potential return, and the needs and abilities of the participants and beneficiaries. The Committee will engage in a process to identify and consider those goals, preferences, needs and abilities and to select a default investment consistent with that analysis.

As the analysis techniques effective for comparing multi-asset class investments including target-date funds differ from the analysis used for other investment selections in several respects, criteria listed elsewhere in this Investment Policy Statement may not apply.

Index funds: The goal of an index fund is to closely mirror the performance of a predetermined index at a reasonable cost. Each index fund is evaluated based on four factors (see Appendix C for definitions of each of the following criteria):

1. Expense ratio
2. Tracking error
3. R-squared
4. Beta

Each index fund is compared to a standard index for its respective category classification and assigned a ranking in each of the four criterion. The rankings for all criteria are then weighted and averaged to give a fund its average ranking score. The top 75% of the funds in a category are given a passing score (Pass), while the bottom 25% are given a failing score (Fail).

Stable value investments: The goal of a stable value fund is to preserve capital. Stable value investments come in several structures: pooled/comingled funds, insurance separate accounts, and guaranteed investment contracts (GICs)/insurance general accounts or derivatives thereof. One investment characteristic of these products is their investment in various sectors of the bond market. Thus, part of the evaluation will hinge on the evaluation of the underlying bond portfolio. The other important characteristic is financial credit worthiness of the insurance companies that issue wrap contracts to protect the book value of the bond portfolios. Some additional unique (albeit not exhaustive) metrics and characteristics that warrant evaluation include market-to-book value ratio, participant /plan sponsor withdrawal restrictions, crediting

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rate and wrap structure. For insurance general accounts, the Committee should at a minimum review the crediting rate, withdrawal restrictions, and credit worthiness ratings of the insurer.

Monitoring of Investment Policy and Investment Performance

The Committee, with the assistance of the Investment Consultant, will review the Plan's Investment Policy and monitor each investment option on an ongoing basis. The Committee will periodically evaluate the investment results of the investment options.

In addition, the Committee shall maintain a "Watch List" for investment options that are not meeting certain objectives. An investment option will be placed on the "Watch List" when the Committee and/or the Investment Consultant determines that the fund selected for the Plan fails to meet the performance benchmarks set forth above in the Evaluation Methodology for some period of time to be determined by the Investment Consultant and Committee.

At a minimum, the Committee should follow the below procedure:

Whenever an investment option falls into the 3rd quartile based on SageView's scoring system, it should be placed on the Watch List. The option will be monitored and remain on the Watch List for four consecutive quarters, even if its performance improves. If the option remains in the 3rd quartile for four consecutive quarters, a detailed review of the option should be made and a recommendation to replace or retain the option should be presented to the Committee. The option may be reviewed sooner at the Committee's discretion.

Whenever an investment option falls into the 4th quartile based on SageView's scoring system, a detailed review of the option should be made as soon as possible, or at the next Committee meeting, and a recommendation to replace (or retain) the fund should be presented.

Investment options that fail to meet qualitative criteria (i.e.: manager changes, fund company reorganizations, strategy changes) will be put on the Watch List by the Committee.

The Committee shall have the authority to establish, modify, amend, or adjust acceptable performance measurement standards by which each investment option is to be evaluated. Final selection, replacement and/or removal of an investment option shall be completed only after conducting a thorough review of the identified investment option.

Proxy Voting

Should the Committee elect to participate in a proxy vote, the Committee shall be required to provide a detailed analysis of voting activities on an annual basis (calendar year). When voting proxies, the Committee will vote to the best of their abilities in the best interest of the Plan's participants. The Committee is not required to participate in all proxy votes related to the investments in the Plan. SageView is able to offer general guidance and provide clarification with respect to the process of voting by proxy, but will not be responsible for making vote decisions.

Note: The provisions of this Investment Policy Statement are guidelines only. The fiduciaries are not required to follow them. Instead, fiduciaries are expected to exercise independent judgment for the benefit of the participants.

APPENDIX A – Categories and Benchmarks

Investment categories are defined based on their Morningstar category classifications, which also serve as the peer groups against which investment are assessed. The following list of investment categories and their corresponding benchmarks which may be used in the investment alternative evaluation process, includes but is not limited to:

| Investment Alternative Category | Benchmark/Index |
|--|--|
| Money Market-Taxable | ICE Bank of America Merrill Lynch 3-Month Treasury Bill Index |
| Stable Value | ICE Bank of America Merrill Lynch 3-Month Treasury Bill Index Bloomberg Barclays Stable Income Market Index |
| Guaranteed Account | ICE Bank of America Merrill Lynch 3-Month Treasury Bill Index Bloomberg Barclays Stable Income Market Index |
| Bond | |
| Ultrashort Bond | Bloomberg Barclays US Govt/Credit 1-3 Yr TR USD |
| Short-Term Bond | Bloomberg Barclays US Govt/Credit 1-3 Yr TR USD |
| Short Government | Bloomberg Barclays Government 1-5 Yr TR USD |
| Intermediate Government | Bloomberg Barclays US Govt/Mortgage TR USD |
| Intermediate Core Bond | Bloomberg Barclays US Agg Bond TR USD |
| Intermediate Core-Plus Bond | Bloomberg Barclays US Agg Bond TR USD |
| Long Government | Bloomberg Barclays US Government Long TR USD |
| Long-Term Bond | Bloomberg Barclays US Govt/Credit Long TR USD |
| Inflation-Protected Bond | Bloomberg Barclays US Treasury US TIPS TR USD |
| Corporate Bond | Bloomberg Barclays US Credit TR USD |
| Multisector Bond | Bloomberg Barclays US Agg Bond TR USD |
| High Yield Bond | Bloomberg Barclays US HY 2% Issuer Cap TR USD |
| Bank Loan | Credit Suisse Leveraged Loan TR USD |
| World Bond | Bloomberg Barclays Global Aggregate TR USD |
| Emerging Markets Bond | JPM EMBI Global TR USD |
| Nontraditional Bond | Wilshire Liquid Alts TR |
| Large Cap | |
| Large Value | Russell 1000 Value TR USD |
| Large Blend | S&P 500 Index Russell 3000 Index CRSP U.S. Total Market Index |
| Large Growth | Russell 1000 Growth TR USD |
| Mid-Cap | |
| Mid-Cap Value | Russell Mid Cap Value TR USD |
| Mid-Cap Blend | Russell Mid Cap TR USD S&P Mid Cap 400 Index MSCI U.S. Mid Cap 450 Index CRSP U.S. Mid Cap Index S&P Completion Index DJ US Completion Total Stock Market Index |
| Mid-Cap Growth | Russell Mid Cap Growth TR USD |

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| Investment Alternative Category | Benchmark/Index |
|--|---|
| Small-Cap | |
| Small Value | Russell 2000 Value TR USD |
| Small Cap Blend | Russell 2000 TR USD S&P Small Cap 600 Index MSCI U.S. Small Cap 1750 Index CRSP U.S. Small Cap Index |
| Small Growth | Russell 2000 Growth TR USD |
| World Stock | |
| World Stock | MSCI ACWI NR USD |
| International | |
| Foreign Large Value | MSCI ACWI ex USA Value NR USD |
| Foreign Large Blend | MSCI ACWI ex USA NR USD |
| Foreign Large Growth | MSCI ACWI ex USA Growth NR USD |
| Foreign Small/Mid Value | MSCI ACWI ex USA SMID Value NR USD |
| Foreign Small/Mid Blend | MSCI ACWI ex USA SMID NR USD |
| Foreign Small/Mid Growth | MSCI ACWI ex USA SMID Growth NR USD |
| Diversified Emerging Markets | MSCI EM NR USD |
| Target Date | |
| Target Date | S&P Target Date Indexes |
| Risk-based/Hybrid | |
| Allocation—15% to 30% Equity | 23% Russell 3000 TR USD/77% Bloomberg Barclays US Agg Bond TR USD |
| Allocation—30% to 50% Equity | 40% Russell 3000 TR USD/60% Bloomberg Barclays US Agg Bond TR USD |
| Allocation 50% to 70% Equity | 60% Russell 3000 TR USD/40% Bloomberg Barclays US Agg Bond TR USD |
| Allocation—70% to 85% Equity | 78% Russell 3000 TR USD/22% Bloomberg Barclays US Agg Bond TR USD |
| Allocation—85%+ Equity | 93% Russell 3000 TR USD/7% Bloomberg Barclays US Agg Bond TR USD |
| World Allocation | 60% MSCI ACWI NR/40% Bloomberg Barclays Global Agg TR |
| Specialty | |
| Real Estate | FTSE NAREIT Equity REITs TR USD |
| Global Real Estate | FTSE EPRA/NAREIT Developed NR USD |
| Commodities Broad Basket | Bloomberg Commodity TR USD |
| Long-Short Equity | Barclay Hedge Fund Index |
| Market Neutral | BofAML US Treasury Bill 3 Mon TR USD |
| Multialternative | Wilshire Liquid Alts TR |
| Natural Resources | S&P North American Natural Resources TR |
| Tactical Allocation | 50% MSCI ACWI NR / 50% Bloomberg Barclays US Agg Bond TR USD |

Appendix updated: February 2020

APPENDIX B – SageView Investment Ranking Criteria

The criteria used to evaluate each plan investment alternative, except as otherwise noted in the Investment Policy Statement, may include, but not limited to, the following:

1. **Total Return (trailing 1, 3, 5 and 10 year returns)** – measures the performance of an investment over a given period, including income from dividends and interest, plus any appreciation or depreciation in the market value of the investment. Total return values longer than 1 year are typically annualized for ease of comparison.
2. **Rolling Period Returns** – A single period return measures performance over one specified time frame, such as five years. A rolling period return divides a longer time frame into smaller time periods. A rolling 12-month return over five years would start out by calculating a single period return over the first twelve months. Next, it would calculate the 12-month return for months 2-13. The process would continue until finally reaching the 12-month period spanning months 48-60. The final rolling 12-month return figure would reflect the average of all of the rolling periods returns over that five-year time period.
3. **Batting Average** – Batting average is calculated by (1) tallying the number of months in a given observation window where the investment return is greater than the return of the peer group median return and (2) dividing this amount by the total number of months in the observation window. The result is a ratio that ranges between 0 and 1. A batting average of greater than 0.50 signifies that the investment has outperformed the peer group more frequently than it has underperformed, irrespective of the magnitude of any outperformance or underperformance. A 10-year observation window is used in calculating batting average, unless the investment does not have sufficient performance history, in which case an inception-to-date figure is calculated.
4. **Modified Sharpe Ratio** – The standard Sharpe Ratio calculation is calculated by subtracting the risk-free rate of return (the US Treasury Bill is typically used) from the portfolio return and dividing the result by the portfolio's standard deviation. A higher Sharpe ratio indicates that the portfolio was able to generate a higher return per unit of risk. Modified Sharpe Ratio is a related statistic that is equal to the Sharpe Ratio under normal circumstances. However, the Modified Sharpe calculation adds an exponent to the denominator that effectively raises the denominator to the -1 power in circumstances in which an investment's excess return is negative. This modification ensures that investments with both negative excess returns and higher standard deviations rank lower than investment with negative excess returns and lower standard deviations. Under the standard Sharpe Ratio calculation, the opposite is true.
5. **Alpha** – A risk-adjusted measure of performance, that is equal to the difference between a portfolio's actual return and its expected performance given its level of risk as measured by beta. Alpha can also be viewed as an abnormal level of return in excess of what might be predicted by an equilibrium pricing model like the Capital Asset Pricing Model (CAPM).
6. **Up Market Capture Ratio** – A ratio that measures the overall performance of a portfolio during rising markets. This measure analyzes how well a portfolio (or an investment

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manager) performed relative to its benchmark index during periods when the benchmark rose. For example, an up-market capture ratio of 108% (for a given period of time) means that the portfolio gained 8% more than its benchmark during the specified time period.

7. **Down Market Capture Ratio** – A ratio that measures the overall performance of a portfolio during falling markets. This measure analyzes how well a portfolio (or an investment manager) performed relative to its benchmark index during periods when the benchmark fell. For example, a down-market capture ratio of 95% (for a given period of time) means that the portfolio lost 5% less than its benchmark during the specified time period.
8. **R-Squared (style consistency)** – A statistical measure that ranges from zero to 100 and measures the percentage of portfolio's performance that is explained by the movement of its benchmark index. R-Squared is helpful in assessing the reliability of alpha and beta in explaining a portfolio risk and return characteristics. An r-squared of 100 would mean that the portfolio's performance movements are perfectly correlated with those of the benchmark over time and would suggest that alpha and beta may be relied upon with a high degree of confidence.
9. **Expense Ratio** – The percentage of investment alternative assets, net of reimbursements, used to pay for operating expenses and management fees, including 12b-1 fees, administrative fees, and all other asset-based costs incurred by the investment alternative, except brokerage costs. Investment alternative expenses are reflected in the alternative's NAV. Sales charges are not included in the expense ratio. The Prospectus Net Expense Ratio is collected annually from an alternative's prospectus.

APPENDIX C –SageView Index Funds Ranking Criteria

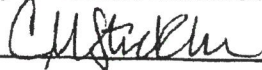
The criteria used to evaluate each Index Fund alternative may include, but not limited to, the following:

1. **Expense Ratio** – The percentage of investment alternative assets, net of reimbursements, used to pay for operating expenses and management fees, including 12b-1 fees, administrative fees, and all other asset-based costs incurred by the investment alternative, except brokerage costs. Investment alternative expenses are reflected in the alternative's NAV. Sales charges are not included in the expense ratio. The Prospectus Net Expense Ratio is collected annually from an alternative's prospectus.
2. **Tracking Error** – A measure of the difference in returns between an investment and a benchmark. Tracking error is reported as a standard deviation of the difference between the returns of an investment and its benchmark.
3. **R-Squared** – A statistical metric that ranges from zero to 100 and measures the percentage of portfolio's performance that is explained by the movement of its benchmark index. R-Squared is helpful in assessing the reliability of alpha and beta in explaining a portfolio risk and return characteristics. An r-squared of 100 would mean that the portfolio's performance movements are perfectly correlated with those of the benchmark over time and would suggest that alpha and beta may be relied upon with a high degree of confidence.
4. **Beta** – A measure of the volatility, or systematic risk, of an investment in comparison to a market index as a whole. Beta is calculated using regression analysis. Beta represents the tendency of an investment's returns to respond to moves in the market or index that it's calculated against. A beta of 1 indicates that the investment's price moves with the market. A beta of less than 1 means that the investment is theoretically less volatile than the market. A beta of greater than 1 indicates that the investment's price is theoretically more volatile than the market. The reliability of an investment's beta is a function of the investment's r-squared value in relation to the benchmark. A high r-squared value signifies that the beta measures is reliable, while a low r-squared signifies that it is potentially inaccurate.

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ADOPTION

City of Knoxville Retirement Plan Committee Members:

x 

Christine Stickler

8.20.2020
(Date)

x 

Kristi Paczkowski

8/20/2020
(Date)

x 

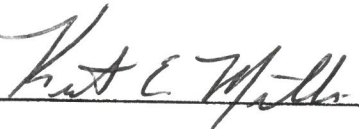
Lisa Hatfield

08-20-2020
(Date)

x 

Christopher Karnes

ck
8-9-4-2020
(Date)

x 


Kenny Miller

10/14/20
(Date)

x 

Kittrin Smith

8/20/2020
(Date)

x 

Connie Spicer

9/3/2020
(Date)