MATRIX TRUST COMPANY
COLLECTIVE INVESTMENT TRUSTS FOR
EMPLOYEE BENEFIT PLANS

STARTRACK RETIREMENT INCOME FUND™	***STARCORE I FUND ™***	***STARCORE US FUND™***
STARTRACK 2030 FUND™	***STARCORE II FUND™***	***STARCORE INTERNATIONAL FUND™***
STARTRACK 2040 FUND™	***STARCORE III FUND™***	
STARTRACK 2050 FUND™	***STARCORE IV FUND™***	
STARTRACK 2060 FUND™	***STARCORE GLOBAL VALUE FUND™***	

(the "Funds" and each a "Fund" or "StarTrack" or "StarCore", as the case may be, collectively the "StarPath Funds")

FUND DECLARATION

Pursuant to Article 2 of the Amended and Restated Declaration of Trust of the Matrix Trust Company Collective Investment Trusts for Employee Benefit Plans (the "Declaration of Trust"), Matrix Trust Company (the "Trustee"), hereby establishes this Fund Declaration of the Funds (listed above). The terms of the Declaration of Trust are expressly incorporated herein. The Trustee agrees that it will hold, administer and deal with all money and property received by it as Trustee of the Funds in accordance with the terms of the Declaration of Trust, subject to the additional terms and conditions set forth in this Fund Declaration. Capitalized terms used and not otherwise defined shall have the meanings set forth in the Declaration of Trust.

1. **Effective Date of the Fund Declaration:**

   August 31, 2022

2. **Sub-Advisor:**

   The Trustee has retained Rogers Wealth Group (the "Sub-Advisor") to provide investment advice to the Trustee with respect to the Trustee's investment decisions on behalf of, and for the benefit of, the Funds, and to assist the Trustee in its administration of the Funds.

3. **Investment Objectives and Strategy of the Funds**

   The STARPATH FUNDS™ (each a "Fund" and together the "Funds") seek to add value through "asset class" investing rather than through an actively managed stock selection or a simple index approach. The Sub-Advisor's investment methodology does not depend on market timing, individual stock selection, or economic forecasting, as these approaches typically prove to be more costly in terms of fees and tend to underperform the market. Instead, each STARPATH FUND™ utilizes "asset class" investing through institutional asset class mutual funds offered primarily by Dimensional Funds.

The Sub-Advisor's investment philosophy is based on Nobel Prize-winning research rooted in financial academia. Their core beliefs for equity investing include:

- Diversification reduces risk.
- Markets are efficient.
- Asset allocation is the key determinate of portfolio returns.
- Passive management is superior to active management.
- Asset class investing is superior to indexing.
- The Sub-Advisor's' core beliefs for Fixed-Income investing include:
- Invest in high quality investment grade fixed-income securities.
- Keep durations and maturities short to intermediate.

Under normal market conditions, the STARPATH FUNDS™ are diversified in accordance with each Fund's investment objective. The STARPATH FUNDS™ offer two major collective investment trust groups: The STARTRACK FUNDS™ and the STARCORE FUNDS™.

- **STARTRAK FUNDS™**

  The STARTRACK FUNDS™ are "target date" funds that each invest in an allocation of U.S. equities, U.S. fixed income, global equities, and global fixed income securities by investing in passively managed mutual funds, collective investment trusts, exchange-traded funds, and other pooled investment vehicles. The Funds will generally follow an asset allocation "glidepath" that gradually reduces the exposures to equity markets in favor of more conservative fixed income investments as the Fund approaches the "target retirement date" reflected in each Fund's name. Initially**,** the Funds will be invested in equity mutual funds to be broadly diversified across and within domestic, international and emerging markets asset classes**.** The Funds will strive to maintain such an asset mix, depending on the prevailing market conditions, until approximately 10-20 years before the stated target date. Once a Fund is within the final 10-20 years of the target date, the Fund will seek to reduce risk on a periodic basis by adjusting the Fund's ratio of equity to fixed-income mutual funds downward as the target date approaches. Upon the target date, the Fund will seek to achieve an asset allocation of 30% equity mutual funds and 70% fixed-income mutual funds. As each of the StarTrack Funds reaches its target retirement date, it is merged into the StarTrack Retirement Fund.

  The current allocation, as listed in the most recent fact sheet, can be found at https://www.broadridge.com/cit/_assets/pdf/starpath/fact-sheets-startrack-retirement-income-fund.pdf.

- **STARTRACK RETIREMENT INCOME FUND™**

  The STARTRACK RETIREMENT INCOME FUND™ was originally established as the StarTrack 2010 fund. As the target date approached, risk was reduced on a periodic basis by adjusting the fund's ratio of equity to fixed income mutual funds. Since reaching its target date the Fund has maintained an asset allocation of 30% equity mutual funds and 70% fixed income mutual funds. As the StarTrack Funds reach their target retirement dates, they are merged into the StarTrack Retirement Fund.

- **STARCORE I FUND™**

  The STARCORE I FUND™ seeks to be the most conservative of the STARCORE FUNDS™, placing a greater emphasis on current income than on growth. Under normal circumstances, the Fund will invest 60% of its assets in fixed-income mutual funds and 40% of its assets in equity mutual funds. The fixed-income portion of the Fund will primarily consist of fixed-income mutual funds that invest in high quality investment grade fixed-income securities with durations and maturities in the short- to intermediate-term range. The equity portion of the Fund will consist of 65-85% U.S. equity mutual funds and 15-35% international equity mutual funds.

- **STARCORE II FUND™**

  The STARCORE II FUND™ seeks to maintain an asset allocation of 60% equity mutual funds and 40% fixed-income mutual funds. While the Fund seeks to benefit from an increased equity allocation, it also seeks to mitigate potential short-term return volatility through bond exposure. Under normal circumstances, the equity portion of the Fund will consist of 65-85% U.S. equity mutual funds and 15-35% international equity mutual funds.

- **STARCORE III FUND™**

  The STARCORE III FUND™ seeks more aggressive wealth enhancement through increased exposure to equity positions, while maintaining a smaller allocation of fixed-income mutual funds. The Fund will seek to invest 80% of its assets in equity mutual funds and 20% of its assets in fixed-income mutual funds. Under normal circumstances, the equity portion of the Fund will consist of 65-85% U.S. equity mutual funds and 15-35% international equity mutual funds.

- **STARCORE IV FUND™**

  The STARCORE IV FUND™ is a globally-diversified equity fund designed for long-term investors who are willing to experience potentially increased short-term volatility. The Fund seeks to be broadly diversified across and within domestic, international and emerging markets asset classes. This Fund also seeks to capture the benefits of long-term global stock market appreciation.

- **STARCORE GLOBAL VALUE FUND™**

  The STARCORE GLOBAL VALUE FUND™ seeks global diversification across all market capitalizations with a focus on value. Under normal circumstances, this Fund seeks to invest up to 98% of its assets in equity mutual funds. The Fund will primarily invest in domestic value, international value, and emerging markets value mutual funds. The Fund will strive to increase potential expected long-term returns by favoring value over a more traditional "blended" markets or growth-oriented approach. This Fund may be appropriate for long-term investors seeking to be invested in the Fund for ten years or more.

- **STARCORE U.S. FUND™**

  The STARCORE U.S. FUND™ seeks to be invested solely in US equity asset class mutual funds. The Fund seeks diversification among all market capitalizations, as well as among value, growth, and blended styles. Under normal circumstances, the Fund will invest up to 98% of its assets in equity mutual funds. The Fund will strive to capture the potential benefits of investing broadly in the US stock market through domestic mutual funds.

- **STARCORE INTERNATIONAL FUND™**

  The STARCORE INTERNATIONAL FUND™ seeks to invest in non-US/Canada securities in regions of Europe, Australia and Asia, including developed and emerging markets. Under normal circumstances, the Fund will invest up to 98% of its assets in equity mutual funds. The Fund will seek to diversify amongst all market capitalizations and styles, with the intention of gaining the potential benefits of investment opportunities outside the US and Canada.

THERE IS NO GUARANTEE THAT THESE INVESTMENT OBJECTIVES OF THE FUNDS WILL BE ACHIEVED. UNITS IN THE FUND ARE NOT GUARANTEED OR INSURED BY THE TRUSTEE, ANY SUB-ADVISOR (AS DEFINED BELOW) OR ANY OTHER FINANCIAL INSTITUTION AND ARE NOT GUARANTEED OR INSURED BY ANY GOVERNMENT AGENCY. AN INVESTMENT IN THE FUND MAY LOSE VALUE.

4. **Permitted Categories of Assets and Investment Strategy of the Fund:**

The Fund is structured as a "fund of funds" which means that Fund seeks to achieve its investment objective by investing in underlying funds and pooled investment vehicles which, in turn, invest in portfolios of investment securities according to their own investment strategies. The underlying funds will be a mix of US equity funds, international equity funds, bond funds and short-term income funds. The Fund will primarily invest in:

Mutual Funds – Mutual Funds are open-end investment companies that are registered with and regulated the US Securities and Exchange Commission ("SEC") and, generally, issue fund units to and redeem fund units from investors on any day that the US exchanges are open.

- **Exchange Traded Funds** – Exchange Traded Funds (ETFs) are SEC-registered investment companies whose units are bought and sold by investors on a stock exchange rather than purchased directly from or redeemed directly by the ETF. Only certain "authorized participants" can purchase or redeem blocks of units directly with the ETF. ETFs rely on market makers and the authorized participants to keep the stock exchange price for the ETF units in line with the actual per unit net asset value of the ETF.

- **Collective Investment Trusts** – Collective Investment Trusts (CITs) are pooled trust funds maintained by US banks and trust companies exclusively for the investment of funds from retirement plans qualified under Section 501(a) of the Internal Revenue Code of 1986 certain other tax-exempt retirement plans. CITs are not registered with or regulated by the SEC.

5. **Investment Risks of the Funds.**

The factors that the Trustee currently believes are most likely to have a material effect on the Fund's portfolio as a whole are called "principal risks." The Fund may be subject to additional risks other than those described below. Set forth below are the principal risks of the Funds identified by the Trustee and the Sub-Advisor. Each Fund's exposure to these investment risks will vary because the types of investments made by the underlying funds in which the Funds invest will change over time as each Fund progresses along its "glide path" towards its target retirement date.

Asset and Sector Allocation Risk. The Funds are subject to risks resulting from the Sub-Advisor's asset allocation recommendations to the Trustee. The selection of underlying funds and the allocation of the Fund's assets among various asset classes could cause the Fund to lose value or its results to lag relevant benchmarks or other funds with similar objectives. When a Fund invests an underlying fund with significant assets in the securities of issuers in one or more market sectors or asset classes, volatility in those sector(s) or asset class(es) will have a greater impact on the Fund than it would on a fund that has securities representing a broader range of investments. A Fund's weightings among different asset classes and/or sectors may change over time, and the risks of investing in that Fund will vary substantially depending upon the mix of stocks, debt securities and money market securities in its portfolio.

Investing in Other Funds. The Funds bear all risks of investment strategies employed by the underlying funds, including the risk that the underlying funds will not meet their investment objectives. The Funds' investors will bear not only their proportionate share of the Funds' direct expenses (including operating expenses and the fees of the Trustee), but they also indirectly bear similar expenses of the underlying funds in which the Funds invest. A Fund may be limited to purchasing a particular share class of underlying funds. In certain cases, an investor may be able to purchase lower-cost shares of such underlying funds separately, and therefore be able to construct, and maintain over time, a similar portfolio of investments while incurring lower overall expenses.

Market Risk. Some or all of the securities the Funds hold may decline in value due to factors affecting securities markets generally. Such values may also decline due to factors affecting particular industries, such as competitive conditions within an industry, increased production costs or labor shortages. The value of a particular security may also decline due to general market conditions that are not related to a particular company issuer, such as changes in interest or currency rates, future expectations or investor confidence or real or perceived economic conditions. Additionally, the ability of the Fund to dispose of or accurately value a security may be adversely affected by economic or market conditions.

CIT Risk. Units in CITs are not deposits or obligations of, or endorsed or guaranteed by, the Trustee or its affiliates, and the units are not insured by the Federal Deposit Insurance Corporation ("FDIC") or any other independent organization. There is no assurance that the stated objective of a particular CIT will be achieved. The CITs are not mutual funds registered under the Investment Company Act of 1940, as amended, ("1940 Act"), and CIT unit holders are not entitled to the protections of the 1940 Act. In addition, the CITs' units are not securities required to be registered under the Securities Act of 1933, as amended ("Securities Act"), or applicable securities laws of any state or other jurisdiction.

Credit Risk. Investments in debt obligations are subject to the risk of non-payment of scheduled principal and interest. Changes in economic conditions or other circumstances may reduce the capacity of the party obligated to make principal and interest payments on such instruments and may lead to defaults. Such non-payments and defaults may reduce the value and income distributions of the affected underlying fund(s), which in turn would adversely affect the value of the Funds. The value of a debt obligation also may decline because of concerns about the issuer's ability to make principal and interest payments. In addition, the credit ratings of income securities and bank loans may be lowered if the financial condition of the party obligated to make payments with respect to such instruments' changes. Credit ratings assigned by rating agencies are based on a number of factors and do not necessarily reflect the issuer's current financial condition or the volatility or liquidity of the security. In the event of bankruptcy of the issuer of income securities and bank loans, the affected underlying fund(s) could experience delays or limitations with respect to its ability to realize the benefits of any collateral securing the instrument. In order to enforce its rights in the event of a default, bankruptcy or similar situation, the affected underlying fund(s) may be required to retain legal or similar counsel. This may increase the affected underlying fund's operating expenses and adversely affect the underlying funds, and consequently the Fund's net asset value.

Cybersecurity Risk. As the use of technology becomes more prevalent in the course of business, Funds become more susceptible to operational, financial and information security risks resulting from cyber-attacks and/or technological malfunctions. Cyber-attacks have occurred and will continue to occur. Cyber-attacks include, among other things, the attempted theft, loss, misuse, improper release, corruption or destruction of, or unauthorized access to, confidential or highly restricted data relating to a Fund and its shareholders; and attempted compromises or failures of systems, networks, devices and applications relating to the operations of a Fund and its service providers. Cybersecurity breaches may result from unauthorized access to digital systems (e.g., through "hacking" or malicious software coding) or from outside attacks, such as denial-of-service attacks on websites (i.e., efforts to make network services unavailable to intended users). Successful cyber-attacks and/or technological malfunctions affecting a Fund or its service providers (including, but not limited to, its investment advisor, sub-advisor, administrator, transfer agent, and custodian or their agents) can result in: financial losses to the Fund and its shareholders; the inability of the Fund to transact business with its shareholders; delays or mistakes in the calculation of the Fund's net asset value or other materials provided to shareholders; the inability to process transactions with shareholders or other parties; the release of private shareholder information or confidential Fund information; violations of privacy and other laws; regulatory fines, penalties and reputational damage; and compliance and remediation costs, legal fees and other expenses. Similar types of cybersecurity risks are also present for issuers of securities in which an underlying fund may invest, which could result in material adverse consequences for such issuers and may cause the Fund's investment there in to lose value. While measures have been developed which are designed to reduce the risks associated with cybersecurity, there are inherent limitations in such measures and there is no guarantee those measures will be effective, particularly since each Fund does not directly control the cybersecurity measures of its service providers, financial intermediaries, or companies in which it invests or with which it does business.

Equity Securities Risk. Equity securities represent ownership in a corporation and their prices fluctuate for a number of reasons including issuer-specific events, market perceptions and general movements in the equity markets. Reasons related directly to the issuer include the performance of its management, financial leverage, or reduced demand for the issuer's goods and services. General movements in the equity markets occur in response to broader economic events, like changing interest rates and monetary policy. The resulting fluctuation in the price of equity securities may take the form of a drastic movement or a sustained trend. If an issuer is liquidated or declares bankruptcy, the claims of owners of bonds will take precedence over the claims of owners of common stocks. Historically, the prices of equity securities have fluctuated more than bond prices. A Fund may be sensitive to stock market volatility and the stocks in which the underlying funds invest may be more volatile than the stock market as a whole. The value of equity investments and related instruments may decline in response to conditions affecting the general economy; overall market changes; local, regional or global political, social or economic instability; and currency, interest rate and commodity price fluctuations, as well as issuer- or sector-specific events. Market conditions may affect certain types of stocks to a greater extent than other types of stocks. If the stock market declines, the value of the Fund will also likely decline and although stock values can rebound, there is no assurance that values will return to previous levels. Preferred stocks may also be sensitive to changes in interest rates. When interest rates rise, the value of preferred stocks will generally fall.

Foreign and Emerging Market Risk. Investing in foreign markets can involve a greater level of risk, as there is often a lower degree of market volume and liquidity than in the US markets, and this may result in higher price volatility. The performance of foreign securities can be adversely affected by the different political, regulatory and economic environments in countries where the Fund invests, and fluctuations in foreign currency exchange rates may also adversely affect the value of foreign securities. In addition, emerging markets tend to be more volatile than the US market or developed foreign markets. Emerging market investments often are subject to speculative trading, which typically contributes to volatility. Trading in foreign and emerging markets typically involves higher expense than trading in the United States. An underlying fund may have difficulties enforcing its legal or contractual rights in a foreign country, which could adversely affect the value of the Fund. The value of investments denominated in foreign currencies can be adversely affected by changes in foreign currency exchange rates. Depositary receipts are subject to many of the risks associated with investing directly in foreign securities including political, economic and market risks.

Government Securities Risk. The US government may not provide financial support to U.S. government agencies, instrumentalities or sponsored enterprises if it is not obligated to do so by law. Certain US government securities purchased by an underlying fund are not backed by the full faith and credit of the US and are neither issued nor guaranteed by the US Treasury. For example, although certain US government-sponsored agencies (such as the Federal Home Loan Mortgage Corporation and the Federal National Mortgage Association) may be chartered or sponsored by acts of Congress, their securities are neither issued nor guaranteed by the US Treasury. The maximum potential liabilities of the instrumentalities that issue some US government securities may exceed the current resources of such instrumentalities, including their legal right to receive support from the US Treasury. Consequently, although such instruments are US government securities, it is possible that these issuers will not have the funds to meet their payment obligations in the future. Even securities that are backed by the full faith and credit of the US may be adversely affected as to market prices and yields if the long-term sovereign credit rating of the US is further downgraded, as it was by Standard & Poor's in 2011. US government securities, such as Treasuries, are subject to inflation risk and interest rate risk. If there is inflation in the US economy, return on principal of such instruments could be worth less than the initial investment. Similarly, such instruments will lose value in a rising interest rate environment.

Inflation and Deflation Risk. The market price of the Funds' debt securities generally falls as inflation increases because the purchasing power of the future income and repaid principal is expected to be worth less when received by the Funds. Debt securities (excluding inflation-indexed securities) are subject to long-term erosion in purchasing power and such erosion may exceed any return received by an underlying fund with respect to a debt security. Debt securities that pay a fixed rather than variable interest rate are especially vulnerable to inflation risk because interest rates on variable rate debt securities may increase as inflation increases. Deflation risk is the risk that prices throughout the economy decline over time. Deflation may have an adverse effect on the creditworthiness of issuers and may make issuer default more likely, which may result in a decline in the value of the Fund's portfolio.

Interest Rate and Reinvestment Risk. The income on and market price of debt securities fluctuate with changes in interest rates. When interest rates rise, the market prices of the debt securities an underlying fund owns usually decline. This occurs because new debt securities are likely to be issued with higher yields as interest rates rise, making the old or outstanding debt securities less attractive. Rising interest rates may also cause an underlying fund's income from certain asset-backed securities and high-yield debt securities (also known as "junk" bonds) to fall because the rate of default and delayed payment on underlying obligations generally increases as underlying borrowers must pay higher interest rates. When interest rates fall, the market prices of debt securities usually increase, but the Fund's income tends to decline. Such decline follows quickly for most variable rate securities and eventually for fixed rate securities as underlying funds must reinvest the proceeds they receive from existing investments (upon their maturity, prepayment, buy-back, call, etc.) at a lower rate of interest or return. Generally, the market price of debt securities with longer durations or fixed rates of return will fluctuate more in response to changes in interest rates than the market price of shorter-term securities or variable rate debt securities, respectively.

Investment Style Risk. An underlying fund's investments in growth stocks can be volatile. Growth companies usually invest a high portion of earnings in their businesses and may lack the dividends of value stocks that may cushion declining stock prices in a falling market. The prices of growth stocks are based largely on projections of the issuer's future earnings and revenues. If a company's earnings or revenues fall short of expectations, its stock price may fall dramatically. Growth stocks may also be more expensive relative to their earnings or assets compared to value or other stocks. Alternatively, an underlying fund may pursue a "value style" of investing. Value investing focuses on companies whose stocks appear undervalued in light of factors such as the company's earnings, book value, revenues or cash flow. If the assessment of a company's value or prospects for exceeding earnings expectations or market conditions is wrong, the Fund could suffer losses or produce poor performance relative to funds. In addition, "value stocks" can continue to be undervalued by the market for long periods of time.

Market Disruption Risk. Significant market disruptions, such as those caused by pandemics, natural or environmental disasters, war, acts of terrorism, or other events, can adversely affect local and global markets and normal market operations. The outbreak of respiratory disease caused by the coronavirus COVID-19 has had, and is expected to continue to have, a severely adverse impact on the economies of many nations, individual companies and the market in general. MTC does not know how long or the extent to which the securities markets and economies will continue to be affected by these events. MTC also cannot predict the likelihood of occurrence or the effects of similar pandemics and epidemics in the future on the US and other economies, or the investments in a Fund's portfolio or the potential for success of a Fund. The effects of a pandemic, including the COVID-19 pandemic, and epidemics may cause one or more Funds to fail to meet their respective investment objectives. Pandemics and other market disruptions may exacerbate political, social, and economic risks discussed in this document and in the offering documents of the underlying funds. Additionally, market disruptions may result in increased market volatility; regulatory trading halts; closure of domestic or foreign exchanges, markets, or governments; or market participants operating pursuant to business continuity plans for indeterminate periods of time. Such events can be highly disruptive to economies and markets and significantly impact individual companies, sectors, industries, markets, currencies, interest and inflation rates, credit ratings, investor sentiment, and other factors affecting the value of a Fund's investments and operation of a Fund. These events could also result in the closure of businesses that are integral to a fund's operations or otherwise disrupt the ability of employees of fund service providers to perform essential tasks on behalf of a Fund.

Reliance on Service Providers, Data, and Technology Risk. The Funds and underlying funds rely upon the performance of service providers to execute several key functions, which may include functions integral to a fund's operations. Failure by any service provider to carry out its obligations to a fund could disrupt the business of the Fund and could have an adverse effect on the Fund's performance. A Fund's service providers' reliance on certain technology or information vendors (e.g., trading systems, investment analysis tools, benchmark analytics, and tax and accounting tools) could also adversely affect a Fund and its shareholders. For example, a Fund's investment advisor or sub-advisor may use models and/or data to screen potential investments for the Fund. When models or data prove to be incorrect or incomplete, any decisions made in reliance upon such models or data expose a Fund to potential risks.

6. **Operating Features:**

Each Business Day shall be a Valuation Date.

Earnings of the Funds will be reinvested and the Funds' values will be adjusted accordingly. No income will be distributed via dividend.

7. **Permitted Classes of Units, Fees and Expenses:**

Each Fund will be charged an annual audit fee and such other fees and expenses as are permitted by the Declaration of Trust.

Each Fund will incur expenses borne by the various assets in which it invests including the management fees and other expenses of the underlying funds in which the Funds invest. The Trustee will calculate and report on a blend of the expenses on a *pro rata* basis for each class of Units of the Funds.

Class-specific fees are disclosed on the Funds' Class Descriptions.

The Trustee shall have the authority to establish from time to time unlimited Classes of Units of a Fund and to issue from time to time an unlimited number of Units of any such Class of a Fund, each of which shall have the rights, privileges and obligations set forth in the Class Description for such Class. The Trustee may in its discretion from time to time add, delete, amend or otherwise modify a Class of Units of a Fund, and the Trustee shall not be obligated or required to notify any Participants in a Fund of such addition, deletion, amendment or modification, other than the then-current Participants in the affected Class as required in Section 2.2 of the Declaration of Trust. Each Participant in the Fund will only receive a copy of the Class Description for the Class in which such Participant participates.

Each Class of Units of a Fund will be charged such fees and expenses as are permitted by the Declaration of Trust and as are described in the Class Description for such Class. Each Class of Units of a Fund will also be charged its allocable share of the fees and expenses borne by the Fund that are not allocable to a specific Class.

8. **Conflicts of Interest:**

The Trustee is a subsidiary of Broadridge Financial Solutions, Inc., a diversified global financial services firm ("Broadridge"). The Funds are subject to a number of actual and potential conflicts of interest involving the Trustee, Broadridge, and their affiliated companies. Participating Trusts should understand that (i) the relationships between and among the Fund, the Trustee, and other accounts sponsored, managed, and/or advised by the Trustee, Broadridge and their affiliates are complex and dynamic and (ii) as the Trustee's and Broadridge's businesses change over time, the Fund will, in certain circumstances, be exposed to new or additional conflicts of interest.

The Trustee has implemented policies and procedures designed to prevent conflicts of interest from arising and, when a conflict does arise, to ensure that it affects transactions for clients in a manner that is consistent with its fiduciary duty to their clients and in accordance with applicable law. The Trustee seeks to ensure that potential or actual conflicts of interest are appropriately resolved taking into consideration the overriding best interest of the client. Notwithstanding its policies and procedures being reasonably designed, conflicts of interest will from time to time nonetheless arise. There is no assurance that any particular conflict of interest will be resolved in favor of the Funds or Participating Trusts.

The management of other accounts by the Trustee, Broadridge or their affiliates, including those with investment objectives similar to the investment objective of the Funds, will from time to time cause conflicts of interest between investors in the Fund and those other accounts. Although the Funds and other accounts may follow a similar or the same investment program, specific investments and investment results vary among the Fund and any such other accounts for a number of reasons, including without limitation, subscriptions and withdrawals being made at different times and in different amounts, different cash availability, different expenses associated with such accounts, different taxes and regulatory considerations, and different client-imposed restrictions on accounts. The Trustee is permitted to give advice and recommend securities to, or buy securities for, other accounts, which advice or securities differs from advice given to, or securities recommended or bought for, the Funds, even though the investment objectives of some of such other accounts are the same or similar to that of the Funds. The Trustee will not have any obligation to purchase or sell for the Funds any investment that the Trustee, Broadridge or their affiliates purchase or sell, or recommend for purchase or sale, for other accounts, for the account of any other fund or for the account of any client. The Funds do not have any rights of first refusal, co-investment or other rights in respect of the investments made by the Trustee, for any other account, or in any fees, profits or other income earned or otherwise derived from them.

If both the Funds and other accounts invest in the same or similar securities of the same issuer, the allocation among such investors of investment opportunities could present certain conflicts of interest. For example, in cases where the Trustee receives greater fees or other compensation (including a performance-based fee) with respect to the services they provide to such other accounts (or vice versa), the Trustee could be incentivized to favor the other accounts from which they will receive the most compensation.

In addition, the Funds could be disadvantaged because of the investment activities conducted by the Trustee for other accounts conflict with the investments, investment strategies, and/or trading activities employed by the Trustee in managing the Funds' portfolio. Such investment activities have the potential to adversely affect the value of the positions so held and the availability of the securities and other instruments in which the Funds invest to the detriment of the Funds, or to result in other Accounts having an interest in an issuer adverse to that of the Funds.

MATRIX TRUST COMPANY

By: /s/ Stephen Sturgeon
Name: Stephen Sturgeon
Title: Vice President of Operations

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AMENDMENT TO THE FUND DECLARATION

Pursuant to Section 7.1 (Amendment) of the Amended and Restated Declaration of Trust for the Matrix Trust Company Collective Investment Trusts for Employee Benefit Plans (the "Declaration of Trust"), Matrix Trust Company (the "Trustee"), hereby amends the Fund Declaration of the Fund(s) listed above (the "Fund Declaration"). The terms of the Declaration of Trust are expressly incorporated herein. The Trustee agrees that it will hold, administer and deal with all money and property received by it as Trustee of the Funds in accordance with the terms of the Declaration of Trust, subject to the additional terms and conditions set forth in the Fund Declaration, as amended by this Amendment to the Fund Declaration (the "Amendment"). Capitalized terms used and not otherwise defined shall have the meanings set forth in the Declaration of Trust and the Fund Declaration.

1. **Effective Date of the Amendment:**

   December 1, 2023

2. **Amendment Provisions:**

   The Fund Declaration is hereby amended to add a new section titled, "Voting of Proxies", with the following provisions:

   "In accordance with paragraph (o) under Section 4.9 (Management and Administrative Powers), the Trustee has implemented the Matrix Trust Company Proxy Voting Policies and Procedures for Plan Adoption (the "Trustee's Proxy Voting Policies"), as attached hereto. Also attached hereto, if applicable, are the proxy voting policies and procedures of the Sub-Advisor to the Fund(s).

   "As a condition of participation in the Fund(s), each Participating Trust shall adopt the Trustee's Proxy Voting Policies with respect to the portfolio investments collectively held in the Fund(s). Accordingly, the Participating Trust will not vote any proxies with respect to the portfolio investments collectively held in the Fund(s), but instead will defer to the Trustee regarding the disposition of such proxies."

3. **Effect of Amendment:**

Except as specifically modified hereby, the Fund Declaration shall remain in full force and effect and in the event of a conflict between the Fund Declaration and this Amendment the terms of this Amendment shall prevail.

MATRIX TRUST COMPANY

By: /s/ Stephen Sturgeon
Stephen Sturgeon
Vice President of Operations
September 21, 2023

MATRIX TRUST COMPANY
PROXY VOTING POLICIES AND PROCEDURES FOR PLAN ADOPTION

Matrix Trust Company ("MTC") has adopted these Proxy Voting Policies and Procedures for Plan Adoption to ensure that it satisfies its fiduciary obligations as the Trustee for the Matrix Trust Company Collective Investment Trusts for Employee Benefit Plans (the "Trust") and each collective investment trust thereunder (each a "CIT"). As a fiduciary under applicable law and as Trustee for the Trust, MTC is responsible for voting proxies on securities held by each CIT in the Trust.[1] Having accepted this responsibility, MTC has adopted the following policies and procedures which are to be followed in connection with the voting of all proxies:

A. General

All proxies must be voted solely in the best interests of the CITs and their investors. MTC is responsible for voting all proxies on behalf of the CITs. In carrying out this responsibility, MTC personnel involved in voting proxies are obligated to (i) know each affected CIT, (ii) review each proxy and the related materials, and (iii) determine what vote represents such CIT's best interests. Although MTC personnel may utilize outside research, information and/or services to assist them in understanding and analyzing a specific proxy issue and to administer the proxy voting process, MTC is responsible for voting each proxy in a timely manner and for the exclusive purpose of providing benefits to the applicable CIT(s) and its participating plan investors. In this regard, it is expected that MTC generally will, consistent with its fiduciary role, seek to enhance the value of the affected CIT's portfolio by voting each company proxy in a manner that is designed to maximize the security's value.

B. Specific Guidelines

Each proxy vote is different, and MTC should evaluate each proxy in light of the affected CIT's best interests. The following guidelines will be employed in determining how to vote proxies.

1. Proxies for Mutual Funds and ETFs held by the CITs

The majority of the CITs currently invest primarily or wholly in underlying investment funds, primarily SEC-registered mutual funds and ETFs that are not required to have annual proxies. These underlying mutual funds and ETFs will have infrequent proxies when they need to elect new directors/trustee, when they are seeking to change a fundamental investment policy, or when there is a reorganization or merger proposal impacting the funds. With respect these fund and ETF proxies, after review of the materials and consultation with the affected sub-advisors, MTC vote the proxies in the manner it believes is in the best interests of the CIT and its participating plan investors.

2. Proxies on Individual Equities held by the CITs

Certain of the CITs invest in individual securities, including individual exchange-traded equity securities. These equity securities are required by exchange listing standards and other regulatory requirements to have annual shareholder meetings and votes. For these CITs, it is MTC's policy to delegate proxy voting responsibility to that CITs sub-adviser. MTC believes this delegation is appropriate because the sub-

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[1] These policies and procedures also apply to the Short Term Investment Funds ("STIFs") and the Stable Value Funds ("SVFs", and together with the STIFs, the "Funds") under the Matrix Trust Company Short Term and Stable Value Collective Investment Funds for Employee Benefit Plans to the extent that such Funds are directly invested in investments having votable proxies, which at present no there is no Fund having any direct investments for which proxies would be voted.

adviser, in most cases, will be more familiar with the equity's issuer and better able to determine how to vote in the best interests of the CIT and its participating plan investors. Prior to delegating proxy voting responsibility to a CITs sub-adviser, MTC will review the sub-adviser's proxy voting policy and procedures to determine whether such policies and procedures are consistent with fiduciary standards and regulatory requirements applicable to the sub-adviser and the CITs. The sub-advisers with delegated proxy voting authority will periodically be required to report to MTC's on their operation and performance with respect to the voting of proxies. In the event that MTC is, for any reason, unable to delegate to the CIT's sub-advisor the authority to vote certain proxies that MTC would have otherwise delegated to such sub-advisor, MTC will exercise its authority to vote such proxies in accordance with these policies and procedures.

3. Abstentions

MTC may abstain from voting any proxy if MTC concludes that the effect on a CIT's economic interests or the value of the portfolio holding is indeterminable or insignificant. MTC also may abstain from voting a proxy for cost reasons (*e.g,* costs associated with voting proxies of non-U.S. securities). In accordance with its fiduciary duties, MTC will weigh the costs and benefits of voting proxy proposals relating to foreign securities and make an informed decision with respect to whether voting a given proxy proposal is prudent. MTC's decision will take into account the effect that the vote of the CITs, either by itself or together with other votes, is expected to have on the value of the CITs' investment and whether this expected effect would outweigh the cost of voting.

C. Use of Proxy Voting Service

MTC may use an electronic proxy voting service to manage the process of voting the CITs' proxies. The service is programmed to vote each proxy in accordance with the proxy voting guidelines set forth above, unless an authorized MTC employee overrides it.

D. Material Conflicts of Interest

These Proxy Voting Policies and Procedures are designed to ensure that CIT proxies are properly voted, material conflicts are avoided and fiduciary obligations are fulfilled. However, certain conflicts of interest may arise, such as in the case of a proxy vote solicited by the employer sponsor of a pension plan that is invested in a CIT, or if a MTC officer or employee is a candidate for election to the board of a company. In the event that (i) a specific CIT proxy is not addressed by any of the guidelines above; and (ii) MTC or any of its personnel has a material conflict with the CIT, Legal and Compliance must be consulted and MTC shall (A) prohibit any conflicted MTC personnel from participating in and/or having any influence on MTC's evaluation of the proxy vote; or (B) follow the proxy voting recommendations of an independent third-party proxy voting specialist.

E. Amendment of Proxy Voting Policies and Procedures

These Proxy Voting Policies and Procedures may be amended from time-to-time by the Trustee upon sixty (60) days' prior written notice (or such shorter time frame if required by changes in law or regulation).

MATRIX TRUST COMPANY
COLLECTIVE INVESTMENT TRUSTS FOR
EMPLOYEE BENEFIT PLANS

STARTRACK RETIREMENT INCOME FUND™	***STARCORE I FUND™***	***STARCORE US FUND™***
STARTRACK 2030 FUND™	***STARCORE II FUND™***	***STARCORE INTERNATIONAL FUND™***
STARTRACK 2040 FUND™	***STARCORE III FUND™***	
STARTRACK 2050 FUND™	***STARCORE IV FUND™***	
STARTRACK 2060 FUND™	***STARCORE GLOBAL VALUE FUND™***	

CLASS DESCRIPTION
(Class I)

Pursuant to Article 2.2 of Declaration of Trust for the Amended and Restated Declaration of Trust of the Matrix Trust Company Collective Investment Trusts for Employee Benefit Plans, which authorizes Matrix Trust Company (the "Trustee") to divide a Fund established thereunder, including the Funds, into one or more Classes of Units representing beneficial interests in such Funds with differing fee and expense obligations, the Trustee hereby declares that each Fund shall have the authority to issue Units in the following Class ("Class I"). Class I shall have the rights, privileges and obligations set in the Declaration of Trust and as set forth below. Capitalized terms used and not otherwise defined shall have the meanings set forth in the Declaration of Trust.

Eligibility to Invest in Class: Any Qualifying Trust may invest in the Funds

Class Specific Fees and Expenses: Class I will be charged the fees and expenses as described below:

Trustee Fee: The total Trustee Fee will be as follows for each Fund:

Trustee Fee	Sub-Advisor/Unitholder Servicing Fee	Class I Assets
0.50%	0.42%	Up to $400,000,000
0.50%	0.43%	$400,000,001 - $500,000,000
0.50%	0.45%	$500,000,001 and greater

The total Trustee Fee will be paid as indicated in the above chart. This fee will accrue on a daily basis and is payable monthly in arrears. The Sub-Advisor Fee, as indicated in the chart above will be paid out of the Trustee fee either to the Sub-Advisor or to a qualified custodian for unit holder servicing and administrative services. Such services may include, but are not limited to, recordkeeping, unit holder communication, transmission of purchase and redemption orders, and other services with respect to the administration of units of each Fund. The Trustee may serve as such a qualified custodian, in which case the qualified custodian fee will be paid directly to the accounts of Participating Trusts.

Servicing Fee: None[1]

Class I will not accrue or pay a fee to third-party service providers.

Other Fees and Expenses:

Class I will also be charged its allocable share of the fees and expenses borne by the Fund, including the fees and expenses of the Fund's annual independent audit, that are not specially allocated to one or more other Classes as are permitted by the Declaration of Trust. Class I will also bear its *pro rata* share of the expenses of each Fund's investments in the underlying funds, including its *pro rata* share of the of the total expense ratio of each such underlying fund investment.

Participating Trusts investing in Class I Units may also be charged a separate investment advisory fee for advisory services to such Participating Trust that are in addition to the sub-advisory services provided by the Sub-Advisor to the Funds.

MATRIX TRUST COMPANY

By: /s/ Stephen Sturgeon
Name: Stephen Sturgeon
Title: Vice President of Operations

[1] The Sub-Advisor Fee, as indicated in the chart above, will be paid out of the Trustee fee either to the Sub-Advisor or to a qualified custodian for unit holder servicing and administrative services (as discussed above).