ROTH CONTRIBUTION AMENDMENT
TO THE DEFERRED COMPENSATION PLAN FOR PUBLIC EMPLOYEES
457 GOVERNMENTAL PLAN AND TRUST

PREAMBLE

1.1 Adoption and effective date of amendment. The Employer adopts this Amendment to reflect Code Section 402A, as amended by the Small Business Jobs Act of 2010 ("SBJA"). This Amendment is intended as good faith compliance with the requirements of Code Section 402A and guidance issued thereunder, and this Amendment shall be interpreted in a manner consistent with such guidance. This Amendment shall be effective as of the date selected below.

1.2 Eligible governmental 457 plan. The Employer is an eligible employer as defined in Code §457(e)(1)(A).

1.3 Supersession of inconsistent provisions. This Amendment shall supersede the provisions of the Plan to the extent those provisions are inconsistent with the provisions of this Amendment.

ARTICLE II
ADOPTION AGREEMENT ELECTIONS

2.1 **Effective Date.** Designated Roth Contributions are permitted under the Plan as of the date this Amendment is executed below, which is no earlier than January 1, 2011.

2.2 **Unforeseeable emergency.** If the Plan permits distributions of Elective Deferrals on account of an unforeseeable emergency, Designated Roth Contributions may be withdrawn on account of an unforeseeable emergency subject to the same qualifications that apply to Pre-tax Elective Deferrals.

ARTICLE III
DESIGNATED ROTH CONTRIBUTIONS

3.1 Designated Roth Contributions are permitted. The Plan's definitions and terms shall be amended as follows to allow for Designated Roth Contributions as of the Effective Date. Designated Roth Contributions shall be treated in the same manner as Deferral Contributions for all Plan purposes except as provided in Article II of this amendment. The Employer may, in operation, implement deferral election procedures provided such procedures are communicated to Participants and permit Participants to modify their elections at least once each Plan Year.

3.2 Deferral Contributions. The Plan's definition of Deferral Contributions at Section 1.08 is deleted and replaced as follows: "Deferral Contributions" means Salary Reduction Contributions, Nonelective Contributions, Matching Contributions and Designated Roth Contributions. The Employer or the Administrative Services Provider (if applicable) in applying the Code § 457(b) limit will take into account Deferral Contributions in the Taxable Year in which contributed. The Employer or Administrative Services Provider (if applicable) in determining the amount of a Participant's Deferral Contributions disregards the net income, gain and loss attributable to Deferral Contributions.

3.3 Salary Reduction Contributions. The Plan's definition of Salary Reduction Contributions at Section 1.27 is deleted and replaced as follows: "Salary Reduction Contributions " means a Participant's Elective Deferrals which are not includible in the Participant's gross income at the time deferred and have been irrevocably designated as Salary Reduction Contributions by the Participant in his or her

deferral election. A Participant's Salary Reduction Contributions will be separately accounted for, as will net income, gain or loss, attributable to those Salary Reduction Contributions. All Deferral Contributions prior to this amendment are Salary Reduction Contributions.

3.4 Designated Roth Contributions. "Designated Roth Contributions" means a Participant's Deferral Contributions that are includible in the Participant's gross income at the time deferred and have been irrevocably designated as Designated Roth Contributions by the Participant in his or her deferral election. A Participant's Designated Roth Contributions will be separately accounted for, as will gains and losses attributable to those Designated Roth Contributions. However, forfeitures may not be allocated to such account. The Plan must also maintain a record of a Participant's investment in the contract (i.e., designated Roth contributions that have not been distributed) and the year in which the Participant first made a Designated Roth Contribution.

3.5 Distribution Rule. Withdrawals (including, but not limited to, withdrawals on account of an unforeseeable emergency) from Participant's accounts may be directed by the Participant from either Salary Reduction Contributions, Designated Roth Contributions or pro rata from Salary Reduction Contributions and Designated Roth Contributions.

3.6 Corrective distributions attributable to Designated Roth Contributions. For any Plan Year in which a Participant may make both Designated Roth Contributions and Salary Reduction Contributions, the corrective distribution from the Participant's accounts will be taken pro rata from a Participant's Salary Reduction Contributions and Designated Roth Contributions. Furthermore, such procedure may permit the Participant to elect which type of Deferral Contributions shall be distributed first.

3.7 Loans. If Participant loans are permitted under the Plan, the loan policy or program is amended to provide the ability by a Participant to borrow from, or use as security, a Participant's Designated Roth Contribution account. Additionally, the loan policy or program is modified to provide that, with respect to the default of a loan which is attributable to Salary Reduction Contributions and Designated Roth Contributions, such default will be attributed to the Participant's Salary Reduction Contribution and Designated Roth Contribution accounts on a pro rata basis.

3.8 Rollovers. A direct rollover of a distribution from Designated Roth Contributions shall only be made to a Plan which includes Designated Roth Contributions as described in Code Section 402A(e)(1) or to a Roth IRA as described in Code Section 408A, and only to the extent the rollover is permitted under the rules of Code Section 402(c).

3.8.1 The Plan shall accept a rollover contribution of Designated Roth Contributions only if it is a direct rollover from another Plan which permits Designated Roth Contributions as described in Code Section 402A(e)(1) and only to the extent the rollover is permitted under the rules of Code Section 402(c). The Employer, operationally and on a uniform and nondiscriminatory basis, may decide whether to accept any such rollovers.

3.8.2 The Plan shall not provide for a direct rollover (including an automatic rollover) for distributions from a Participant's Designated Roth Contribution account if the amount of the distributions that are eligible rollover distributions are reasonably expected to total less than $200 during a year. In addition, any distribution from a Participant's Designated Roth Contributions are not taken into account in determining whether distributions from a Participant's other accounts are reasonably expected to total less than $200 during a year. Furthermore, the Plan will treat a Participant's Designated Roth Contribution account and the Participant's other accounts as held under two separate plans for purposes of applying the automatic rollover rules. However, eligible rollover distributions of a Participant's Designated Roth Contributions are taken into account in determining whether the total amount of the Participant's account balances under the Plan exceed the Plan's limits for purposes of mandatory distributions from the Plan.

3.9 Operational Compliance. The Plan and the Administrative Services Provider will administer Designated Roth Contributions in good faith with applicable regulations or other binding authority not reflected in this amendment. Any applicable regulations or other binding authority shall supersede any contrary provisions of this Amendment

This Amendment has been executed and effective this _____ day of _____, 20____.

By: _____
Signature

Title: _____

Name of Plan: _____

Plan Number: _____