

RESOLUTION OF THE GOVERNING BOARD OF
COLORADO COUNTY OFFICIALS AND EMPLOYEES
RETIREMENT ASSOCIATION
(Amendments & Restatements to the Plan)

RESOLUTION NO. 6, SERIES OF 2005

WHEREAS, CCOERA originally established the Colorado County Officials and Employees Retirement Plan (the "Plan") effective as of July 1, 1968; and

WHEREAS, CCOERA amended and restated the Plan effective as of January 1, 2001, and subsequently amended and restated the Plan effective as of January 1, 2003; and

WHEREAS, the Board has determined that it is in the best interest of CCOERA and the Plan's Participating Employers and their Employees to amend the Plan taking into account certain qualification requirements under the Internal Revenue Code and other desirable design changes, and restate the Plan to incorporate Plan changes since the last Internal Revenue Service submission; and

WHEREAS, CCOERA is authorized to amend the Plan pursuant to Section 13.1 of the Plan; and

WHEREAS, under the terms of the Plan, a Participating Employer is prohibited from maintaining any other formal qualified retirement plan, any eligible deferred compensation plans under Code Section 457(b), and any qualified plan in lieu of social security benefits established pursuant to Colorado Revised Statute Section 24-54-101(5), without first obtaining the written consent and approval of the Executive Director; and

WHEREAS, there are Participating Employers who have maintained another formal qualified retirement plan, an eligible deferred compensation plans under Code Section 457(b), or a qualified plan in lieu of social security benefits established pursuant to Colorado Revised Statute Section 24-54-101(5), without first obtaining the written consent and approval of the Executive Director; and

WHEREAS, the Board has determined to consent to and ratify the Participating Employers' act of maintaining another formal qualified retirement plan, any eligible deferred compensation plans under Code Section 457(b), and any qualified plan in lieu of social security benefits established pursuant to Colorado Revised Statute Section 24-54-101(5), without first obtaining the written consent and approval of the Executive Director; and

WHEREAS, CCOERA originally established the Colorado County Officials and Employees Deferred Compensation Plan (the "Deferred Compensation Plan") effective as of January 1, 1979; and

WHEREAS, CCOERA amended and restated the Deferred Compensation Plan effective as of January 2, 1993, subsequently amended and restated the Plan effective as of December 4, 1996; subsequently amended and restated the Plan effective as of August 27, 1997, subsequently amended and restated the Plan effective as of May 11, 2001 and subsequently amended and restated the Plan effective as of August 16, 2002; and

WHEREAS, the Board has determined that it is in the best interest of CCOERA and the Deferred Compensation Plan's Participating Employers and their Employees to amend the Deferred Compensation Plan taking into account certain requirements under the Internal Revenue Code and other desirable design changes, and restate the Deferred Compensation Plan to incorporate such necessary and desirable changes; and

WHEREAS, CCOERA is authorized to amend the Plan pursuant to Section 9.1 of the Plan.

NOW THEREFORE, be it resolved that effective as of July 1, 2004 the Colorado County Officials and Employees Retirement Plan (Amended and Restated Effective July 1, 2004) (the "Amended and Restated Plan") is hereby approved and adopted.

FURTHER RESOLVED that the Executive Director is hereby authorized to execute the Amended and Restated Plan and that the proper officer or officers of CCOERA be and they hereby are authorized to do all other acts and things necessary and proper to keep the Amended and Restated Plan and its Trust in full force and effect and to make such further amendments and changes, if any, as may be necessary to maintain the qualification of the Plan and its Trust under the applicable sections of the Internal Revenue Code of 1986 (the "Code"), as amended from time to time.

FURTHER RESOLVED that the proper officer or officers of the Board are hereby authorized to submit the Amended and Restated Plan and this resolution to the appropriate District Director of the Internal Revenue Service in support of a request for a favorable determination letter that the Plan and the Trust continue to qualify under Sections 401(a) and 501(a) of the Code.

FURTHER RESOLVED that an announcement shall be made to all Participating Employers and Employees covered by the Plan concerning the adoption of the Amended and Restated Plan.

FURTHER RESOLVED that the Board consents and ratifies the Participating Employers' act of maintaining another formal qualified retirement plan, any eligible deferred compensation plans under Code Section 457(b), and any qualified plan in lieu of social security benefits established pursuant to Colorado Revised Statute Section 24-54-101(5), without first obtaining the written consent and approval of the Executive Director.

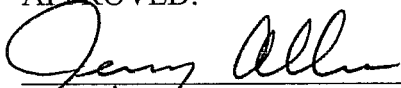
FURTHER RESOLVED that effective as of January 1, 2005 the Colorado County Officials and Employees Deferred Compensation Plan (Amended and Restated Effective January 1, 2005) (the "Amended and Restated Deferred Compensation Plan") is hereby approved and adopted.

FURTHER RESOLVED that the Executive Director is hereby authorized to execute the Amended and Restated Deferred Compensation Plan and that the proper officer or officers of CCOERA be and they hereby are authorized to do all other acts and things necessary and proper to keep the Amended and Restated Deferred Compensation Plan and its Trust in full force and effect and to make such further amendments and changes, if any, as may be necessary to maintain the qualification of the Plan and its Trust under the applicable sections of the Internal Revenue Code of 1986 (the "Code"), as amended from time to time.

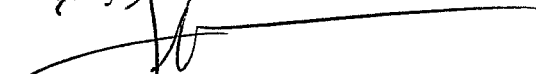
No further actions are hereby consented to or taken.

Dated this 21st day of January, 2005

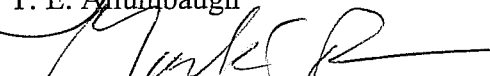
APPROVED:




Jerry Allen



T. E. Allumbaugh

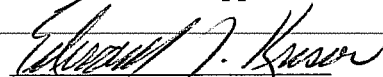


Mark Paschall



Scott Vargo

Reviewed and Approved.



Edward J. Krisor
CCOERA Attorney