

DRAFT MINUTES
COMBINED PENSION BOARDS/COMMITTEE MEETING
February 4, 2013

A meeting of the Town of Westport Pension Boards and Committees listed below was held on Monday, February 4, 2013 at 8:30 A.M. in the Town Hall Auditorium:

Fire Pension Board
Municipal Employees Pension Committee
Non-Union Non-Supervisory Pension Committee
Non-Union Supervisory Pension Committee
Police Pension Board
Public Works Pension Board – Minutes approved 3/27/13

PRESENT: Avi Kaner, President of all Pension Boards and Committees and Chairman of the Board of Finance; Gordon Joseloff, First Selectman, Fire/Police/Public Works Pension Boards and Non-Union Pension Boards; Gary Conrad, Finance Director and Acting Personnel Director, Fire/Police/Public Works Pension Boards & Municipal Employees Pension Committee; Patricia Strauss, Town Clerk , Fire/Police/Public Works Pension Boards and Recording Secretary; Andrew Kingsbury, Fire Chief, Fire Pension Board; Richard Stone, Fire Department Union Representative; Phil Hessberger, Fire Department Union Representative; Sean Kelley, Police Department Union Representative; Steve Edwards, Director of Public Works, Public Works Pension Board; Edward Brennan, Municipal Employees Pension Committee, Non-Union Pension Boards; Joseph Arciola, AFSCME Rep, Municipal Employees Pension Committee; Diana Christiano, WAES Rep, Municipal Employees Pension Committee; Susan Reynolds, WMEA Rep, Municipal Employees Pension Committee

ABSENT: Dale Call, Police Chief, Police Pension Board; John Rocke, Police Union Representative; Joseph Bottone & Dale Wehmhoff , Public Works Union Representatives; Gail Bernstein, Secretary, Municipal Employees Pension Committee & Non-Union Pension Boards; Peggy Klein, Non-Union Supervisory Pension Board

Chairman Kaner called the meeting to order.

1. To take such action as the meeting may determine to approve the amendments needed for each of the above six (6) Pension Plans in order to receive a favorable determination letter from the IRS regarding favorable tax treatment of our Pension Plans.

NOTE: More information can be found by going to the IRS website and reading the pdf. www.irs.gov/pub/irs-pdf/p794.pdf

The Fire Pension Board hereby APPROVED unanimously 7-0 the following action:

**AMENDMENT No. 1 TO 2006 RESTATEMENT OF
FIRE PENSION FUND
OF THE TOWN OF WESTPORT**

The TOWN OF WESTPORT, CONNECTICUT hereby further amends the Fire Pension Fund of the Town of Westport, as amended and restated on January 19, 2006 (the "Plan"), as follows:

1. *The following sentence shall be added to the definition of "Compensation" in Section 1.3 of the Plan effective July 1, 2007:*

Effective for Limitation Years beginning after July 1, 2007, there shall be included in a Participant's Compensation for purposes of Subsections (a) and/or (b) above, as the case may be, any payment after termination of his employment only if such payment (i) is regular compensation for services during his regular working hours, or compensation for services outside such regular working hours (such as overtime), bonuses or other similar payments; (ii) would have been paid to him before termination of employment if he had continued in employment with the Employer and if so paid, would have been included in "Compensation" under said Subsections (a) and/or (b), as the case may be; and (iii) is paid by the later of 2½ months after termination of employment or the end of the Limitation Year including the date of termination of employment.

2. *Section 1.12B of the Plan is re-numbered to be Section 1.12C and a new Section 1.12B is added to the Plan to read as follows effective January 1, 2007:*

1.12B "Qualified Military Service" means any service in the "uniformed services" (as defined in Chapter 43 of Title 38, United States Code) by any individual if such individual is entitled to reemployment rights under such chapter as to such service.

3. *The following sentence is added to Section 4.9(d) of the Plan effective January 1, 2007:*

Effective for distributions after 2006, the term “Eligible Rollover Distribution” shall also include a direct trustee-to-trustee transfer of all or any portion of a distribution from the Plan from the benefit of a deceased Participant to an individual retirement account described in Code Section 408(a), or an individual retirement annuity described in Code Section 408(b) (other than an endowment contract), established for the purposes of receiving such distribution or portion thereof on behalf of an individual who is a Designated Beneficiary, within the meaning of Section 5A.6(b), who is not the surviving spouse of such Participant.

4. *Section 4.10 of the Plan is deleted and the following is substituted in its place effective January 1, 2007:*

4.10 Qualified Military Service:

- (a) Effective December 12, 1994, notwithstanding any provision of this Plan to the contrary, contributions, benefits and service credit as to Qualified Military Service shall be provided in accordance with Section 414(u) of the Code.
- (b) Effective as to deaths occurring on or after January 1, 2007, in the case of a Participant who dies while performing Qualified Military Service, his survivors shall be entitled to any additional benefits (other than benefit accruals related to the period of Qualified Military Service) that may be provided under the Plan had he then resumed and terminated employment on account of death.

5. *The reference to “Treasury Regulation Section 1.401(a)(9)-1, Q&A-4” in Section 5A.6(b) of the Plan is changed to “Treasury Regulation Section 1.401(a)(9)-4, Q&A-1” effective January 1, 2009.*

6. *The second sentence of Section 7.1A of the Plan is deleted and the following is substituted in its place effective November 1, 2005:*

If the employment of a Participant shall be terminated for any reason before his Normal Retirement Date and after completing ten (10) but less than twenty (20) years of continuous Credited Service, he may elect to receive his contributions accumulated with

3% interest per annum through June 30, 1985 and 5% interest per annum beginning July 1, 1985 to his date of termination.

**The Municipal Employees Pension Committee hereby APPROVED
unanimously 6-0 the following action:**

**AMENDMENT No. 1 TO 2006 RESTATEMENT OF
RETIREMENT PLAN FOR MUNICIPAL EMPLOYEES
OF THE TOWN OF WESTPORT, CONNECTICUT**

The TOWN OF WESTPORT, CONNECTICUT hereby further amends the Retirement Plan for Municipal Employees of the Town of Westport, Connecticut, as amended and restated on July 25, 2006 (the "Plan"), as follows:

1. *The following sentence shall be added to the definition of "Compensation" in Section 1.4 of the Plan effective July 1, 2007:*

Effective for Limitation Years beginning after July 1, 2007, there shall be included in a Participant's Compensation for purposes of Subsections (a) and/or (b) above, as the case may be, any payment after termination of his employment only if such payment (i) is regular compensation for services during his regular working hours, or compensation for services outside such regular working hours (such as overtime), bonuses or other similar payments; (ii) would have been paid to him before termination of employment if he had continued in employment with the Employer and if so paid, would have been included in "Compensation" under said Subsections (a) and/or (b), as the case may be; and (iii) is paid by the later of 2½ months after termination of employment or the end of the Limitation Year including the date of termination of employment.

2. *Section 1.19A is added to the Plan to read as follows effective January 1, 2007:*

1.19A **"Qualified Military Service"** means any service in the "uniformed services" (as defined in Chapter 43 of Title 38, United States Code) by any individual if such individual is entitled to reemployment rights under such chapter as to such service.

3. *The following sentence is added to Section 5.4(d) of the Plan effective January 1, 2007:*

Effective for distributions after 2006, the term "Eligible Rollover Distribution" shall also

include a direct trustee-to-trustee transfer of all or any portion of a distribution from the Plan from the benefit of a deceased Participant to an individual retirement account described in Code Section 408(a), or an individual retirement annuity described in Code Section 408(b) (other than an endowment contract), established for the purposes of receiving such distribution or portion thereof on behalf of an individual who is a Designated Beneficiary, within the meaning of Section 5A.7(b), who is not the surviving spouse of such Participant.

4. *Section 5.5 of the Plan is deleted and the following is substituted in its place effective January 1, 2007:*

5.5 Qualified Military Service:

- (a) Effective December 12, 1994, notwithstanding any provision of this Plan to the contrary, contributions, benefits and service credit as to Qualified Military Service shall be provided in accordance with Section 414(u) of the Code.
- (b) Effective as to deaths occurring on or after January 1, 2007, in the case of a Participant who dies while performing Qualified Military Service, his survivors shall be entitled to any additional benefits (other than benefit accruals related to the period of Qualified Military Service) that may be provided under the Plan had he then resumed and terminated employment on account of death.

5. *The reference to “Treasury Regulation Section 1.401(a)(9)-1, Q&A-4” in Section 5A.7(b) of the Plan is changed to “Treasury Regulation Section 1.401(a)(9)-4, Q&A-1” effective January 1, 2009.*

6. *The prefatory clause at the beginning of Section 7.1 of the Plan is deleted and the following is substituted in its place effective July 1, 2011:*

Upon receipt of proof, satisfactory to the Pension Committee of the death of a Participant prior to beginning retirement benefits under Article 5 and on or after the date he completed 10 or more years of Credited Service or 15 or more years of non-continuous Credited Service, the death benefit shall be as follows:

7. *Section 13.9 of the Plan is added to the Plan to read as follows effective July 1, 2003:*

13.9 For any Limitation Year, the Annual Additions on behalf of any Participant shall not exceed, in the aggregate, the lesser of (i) 100% of such Participant's Compensation for such Limitation Year; or (ii) \$40,000 [subject to cost-of-living adjustments under Section 415(d)(1)(C) of the Code]. The term "Annual Addition" shall mean, for purposes of this Section 13.9, the sum of the following:

- (a) Employer contributions allocable to such Participant for such Limitation Year under any qualified defined contribution plan maintained by the Employer;
- (b) Forfeitures, if any, allocable to such person for such Limitation Year under any qualified defined contribution plan maintained by the Employer;
- (c) Such person's voluntary non-deductible contributions under any other qualified plan of the Employer for such Limitation Year;
- (d) Amounts allocated, after March 31, 1984, to an individual medical account, as defined in Section 415(1)(2) of the Code, which is part of a pension or annuity plan maintained by the Employer; and
- (e) Amounts derived from contributions paid or accrued after December 31, 1985, in taxable years ending after said date, which are attributable to post-retirement medical benefits allocated to the separate account of such Participant, under a welfare benefit fund, as defined in Section 419(e) of the Code, maintained by the Employer.

The term "Compensation," for purposes of this Section 13.9, shall mean "Compensation" within the meaning of Section 1.4(b) of the Plan.

The Non-Union and Non-Supervisory Pension Committee hereby APPROVED unanimously 3-0 the following action:

**AMENDMENT No. 1 TO 2008 RESTATEMENT OF
RETIREMENT PLAN FOR NON-UNION AND NON-SUPERVISORY SUPERVISORY
EMPLOYEES OF THE TOWN OF WESTPORT, CONNECTICUT**

The TOWN OF WESTPORT, CONNECTICUT hereby further amends the Retirement Plan for Non-Union and Non-Supervisory Employees of the Town of Westport, Connecticut, as amended and restated on December 2, 2008 (the "Plan"), as follows:

1. *The following sentence shall be added to the definition of "Compensation" in Section 1.4 of the Plan effective July 1, 2007:*

Effective for Limitation Years beginning after July 1, 2007, there shall be included in a Participant's Compensation for purposes of Subsections (A) and/or (B) above, as the case may be, any payment after termination of his employment only if such payment (i) is regular compensation for services during his regular working hours, or compensation for services outside such regular working hours (such as overtime), bonuses or other similar payments; (ii) would have been paid to him before termination of employment if he had continued in employment with the Employer and if so paid, would have been included in "Compensation" under said Subsections (A) and/or (B), as the case may be; and (iii) is paid by the later of 2½ months after termination of employment or the end of the Limitation Year including the date of termination of employment.

2. *The third sentence of Section 1.5(A) of the Plan is deleted and the following sentence is substituted in its place effective July 1, 2012:*

Such waiver shall be filed with the Town's Personnel Department no later than the later to occur of (1) 90 days after the Effective Date or (2) the date such Participant begins participation in this Plan.

3. *Section 1.20A is added to the Plan to read as follows effective January 1, 2007:*

1.20A "Qualified Military Service" means any service in the "uniformed services" (as defined in Chapter 43 of Title 38, United States Code) by any individual if such individual is entitled to reemployment rights under such chapter as to such service.

4. *Section 2.1(C) is added to the Plan to read as follows effective January, 2012:*

(C) Notwithstanding the preceding provisions of this Section 2.1, no Employee who is hired on or after January 1, 2012 shall become a Participant.

5. *The following sentence is added to Section 5.5(D) of the Plan effective January 1, 2007:*

Effective for distributions after 2006, the term “Eligible Rollover Distribution” shall also include a direct trustee-to-trustee transfer of all or any portion of a distribution from the Plan from the benefit of a deceased Participant to an individual retirement account described in Code Section 408(a), or an individual retirement annuity described in Code Section 408(b) (other than an endowment contract), established for the purposes of receiving such distribution or portion thereof on behalf of an individual who is a Designated Beneficiary, within the meaning of Section 7A.7(B), who is not the surviving spouse of such Participant.

6. *Section 5.6 of the Plan is deleted and the following is substituted in its place effective January 1, 2007:*

5.6 QUALIFIED MILITARY SERVICE

(A) Effective December 12, 1994, notwithstanding any provision of this Plan to the contrary, contributions, benefits and service credit as to Qualified Military Service shall be provided in accordance with Section 414(u) of the Code.

(B) Effective as to deaths occurring on or after January 1, 2007, in the case of a Participant who dies while performing Qualified Military Service, his survivors shall be entitled to any additional benefits (other than benefit accruals related to the period of Qualified Military Service) that may be provided under the Plan had he then resumed and terminated employment on account of death.

7. *The reference to “Treasury Regulation Section 1.401(a)(9)-1, Q&A-4” in Section 7A.7(B) of the Plan is changed to “Treasury Regulation Section 1.401(a)(9)-4, Q&A-1” effective January 1, 2009.*

8. *Section 11.9 of the Plan is added to the Plan to read as follows effective November 1, 2005:*

11.9 For any Limitation Year, the Annual Additions on behalf of any Participant shall not exceed, in the aggregate, the lesser of (i) 100% of such Participant's Compensation for such Limitation Year; or (ii) \$40,000 [subject to cost-of-living adjustments under Section 415(d)(1)(C) of the Code]. The term "Annual Addition" shall mean, for purposes of this Section 11.9, the sum of the following:

- (a) Employer contributions allocable to such Participant for such Limitation Year under any qualified defined contribution plan maintained by the Employer;
- (b) Forfeitures, if any, allocable to such person for such Limitation Year under any qualified defined contribution plan maintained by the Employer;
- (c) Such person's voluntary non-deductible contributions under any other qualified plan of the Employer for such Limitation Year;
- (d) Amounts allocated, after March 31, 1984, to an individual medical account, as defined in Section 415(1)(2) of the Code, which is part of a pension or annuity plan maintained by the Employer; and
- (e) Amounts derived from contributions paid or accrued after December 31, 1985, in taxable years ending after said date, which are attributable to post-retirement medical benefits allocated to the separate account of such Participant, under a welfare benefit fund, as defined in Section 419(e) of the Code, maintained by the Employer.

The term "Compensation," for purposes of this Section 11.9, shall mean "Compensation" within the meaning of Section 1.4(B) of the Plan.

**The Non-Union Supervisory Pension Committee hereby APPROVED
unanimously 3-0 the following action:**

**AMENDMENT No. 1 TO 2008 RESTATEMENT OF
RETIREMENT PLAN FOR NON-UNION SUPERVISORY EMPLOYEES
OF THE TOWN OF WESTPORT, CONNECTICUT**

The TOWN OF WESTPORT, CONNECTICUT hereby further amends the Retirement Plan for Non-Union Supervisory Employees of the Town of Westport, Connecticut, as amended and restated on December 2, 2008 (the "Plan"), as follows:

1. *The following sentence shall be added to the definition of "Compensation" in Section 1.4 of the Plan effective July 1, 2007:*

Effective for Limitation Years beginning after July 1, 2007, there shall be included in a Participant's Compensation for purposes of Subsections (A) and/or (B) above, as the case may be, any payment after termination of his employment only if such payment (i) is regular compensation for services during his regular working hours, or compensation for services outside such regular working hours (such as overtime), bonuses or other similar payments; (ii) would have been paid to him before termination of employment if he had continued in employment with the Employer and if so paid, would have been included in "Compensation" under said Subsections (A) and/or (B), as the case may be; and (iii) is paid by the later of 2½ months after termination of employment or the end of the Limitation Year including the date of termination of employment.

2. *The third sentence of Section 1.5(A) of the Plan is deleted and the following sentence is substituted in its place effective July 1, 2012:*

Such waiver shall be filed with the Town's Personnel Department no later than the later to occur of (1) 90 days after the Effective Date or (2) the date such Participant begins participation in this Plan.

3. *Section 1.20A is added to the Plan to read as follows effective January 1, 2007:*

1.20A "Qualified Military Service" means any service in the "uniformed services" (as defined in Chapter 43 of Title 38, United States Code) by any individual if such individual is entitled to reemployment rights under such chapter as to such service.

4. *Section 2.1(C) is added to the Plan to read as follows effective January, 2012:*

(C) Notwithstanding the preceding provisions of this Section 2.1, no Employee who is hired on or after January 1, 2012 shall become a Participant.

5. *The following sentence is added to Section 5.5(D) of the Plan effective January 1, 2007:*

Effective for distributions after 2006, the term “Eligible Rollover Distribution” shall also include a direct trustee-to-trustee transfer of all or any portion of a distribution from the Plan from the benefit of a deceased Participant to an individual retirement account described in Code Section 408(a), or an individual retirement annuity described in Code Section 408(b) (other than an endowment contract), established for the purposes of receiving such distribution or portion thereof on behalf of an individual who is a Designated Beneficiary, within the meaning of Section 7A.7(B), who is not the surviving spouse of such Participant.

6. *Section 5.6 of the Plan is deleted and the following is substituted in its place effective January 1, 2007:*

5.6 QUALIFIED MILITARY SERVICE

(A) Effective December 12, 1994, notwithstanding any provision of this Plan to the contrary, contributions, benefits and service credit as to Qualified Military Service shall be provided in accordance with Section 414(u) of the Code.

(B) Effective as to deaths occurring on or after January 1, 2007, in the case of a Participant who dies while performing Qualified Military Service, his survivors shall be entitled to any additional benefits (other than benefit accruals related to the period of Qualified Military Service) that may be provided under the Plan had he then resumed and terminated employment on account of death.

7. *The reference to “Treasury Regulation Section 1.401(a)(9)-1, Q&A-4” in Section 7A.7(B) of the Plan is changed to “Treasury Regulation Section 1.401(a)(9)-4, Q&A-1” effective January 1, 2009.*

8. *Section 11.9 of the Plan is added to the Plan to read as follows effective November 1, 2005:*

11.9 For any Limitation Year, the Annual Additions on behalf of any Participant shall not exceed, in the aggregate, the lesser of (i) 100% of such Participant's Compensation for such Limitation Year; or (ii) \$40,000 [subject to cost-of-living adjustments under Section 415(d)(1)(C) of the Code]. The term "Annual Addition" shall mean, for purposes of this Section 11.9, the sum of the following:

- (a) Employer contributions allocable to such Participant for such Limitation Year under any qualified defined contribution plan maintained by the Employer;
- (b) Forfeitures, if any, allocable to such person for such Limitation Year under any qualified defined contribution plan maintained by the Employer;
- (c) Such person's voluntary non-deductible contributions under any other qualified plan of the Employer for such Limitation Year;
- (d) Amounts allocated, after March 31, 1984, to an individual medical account, as defined in Section 415(1)(2) of the Code, which is part of a pension or annuity plan maintained by the Employer; and
- (e) Amounts derived from contributions paid or accrued after December 31, 1985, in taxable years ending after said date, which are attributable to post-retirement medical benefits allocated to the separate account of such Participant, under a welfare benefit fund, as defined in Section 419(e) of the Code, maintained by the Employer.

The term "Compensation," for purposes of this Section 11.9, shall mean "Compensation" within the meaning of Section 1.4(B) of the Plan.

The Police Pension Board hereby APPROVED 5-0 unanimously the following action:

**AMENDMENT No. 1 TO 2006 RESTATEMENT OF
POLICE PENSION FUND
OF THE TOWN OF WESTPORT**

The TOWN OF WESTPORT, CONNECTICUT hereby further amends the Police Pension Fund of the Town of Westport, as amended and restated on January 19, 2006 (the "Plan"), as follows:

1. *The following sentence shall be added to the definition of "Compensation" in Section 1.3 of the Plan effective July 1, 2007:*

Effective for Limitation Years beginning after July 1, 2007, there shall be included in a Participant's Compensation for purposes of Subsections (a) and/or (b) above, as the case may be, any payment after termination of his employment only if such payment (i) is regular compensation for services during his regular working hours, or compensation for services outside such regular working hours (such as overtime), bonuses or other similar payments; (ii) would have been paid to him before termination of employment if he had continued in employment with the Employer and if so paid, would have been included in "Compensation" under said Subsections (a) and/or (b), as the case may be; and (iii) is paid by the later of 2½ months after termination of employment or the end of the Limitation Year including the date of termination of employment.

2. *Section 1.12B of the Plan is re-numbered to be Section 1.12C and a new Section 1.12B is added to the Plan to read as follows effective January 1, 2007:*

1.12B "Qualified Military Service" means any service in the "uniformed services" (as defined in Chapter 43 of Title 38, United States Code) by any individual if such individual is entitled to reemployment rights under such chapter as to such service.

3. *The following sentence is added to Section 4.9(d) of the Plan effective January 1, 2007:*

Effective for distributions after 2006, the term "Eligible Rollover Distribution" shall also include a direct trustee-to-trustee transfer of all or any portion of a distribution from the Plan from the benefit of a deceased Participant to an individual retirement account described in Code Section 408(a), or an individual retirement annuity described in Code Section 408(b) (other than an endowment contract), established for the purposes of

receiving such distribution or portion thereof on behalf of an individual who is a Designated Beneficiary, within the meaning of Section 5A.6(b), who is not the surviving spouse of such Participant.

4. *Section 4.10 of the Plan is deleted and the following is substituted in its place effective January 1, 2007:*

4.10 Qualified Military Service:

- (a) Effective December 12, 1994, notwithstanding any provision of this Plan to the contrary, contributions, benefits and service credit as to Qualified Military Service shall be provided in accordance with Section 414(u) of the Code.
- (b) Effective as to deaths occurring on or after January 1, 2007, in the case of a Participant who dies while performing Qualified Military Service, his survivors shall be entitled to any additional benefits (other than benefit accruals related to the period of Qualified Military Service) that may be provided under the Plan had he then resumed and terminated employment on account of death.

5. *The reference to “Treasury Regulation Section 1.401(a)(9)-1, Q&A-4” in Section 5A.6(b) of the Plan is changed to “Treasury Regulation Section 1.401(a)(9)-4, Q&A-1” effective January 1, 2009.*

6. *The second sentence of Section 7.1A of the Plan is deleted and the following is substituted in its place effective November 1, 2005:*

If the employment of a Participant shall be terminated for any reason before his Normal Retirement Date and after completing ten (10) but less than twenty (20) years of continuous Credited Service, he may elect to receive his contributions accumulated with 3% interest per annum through June 30, 1985 and 5% interest per annum beginning July 1, 1985 to his date of termination.

The Public Works Pension Board hereby APPROVED 5-0 unanimously the following action:

**AMENDMENT No. 1 TO 2006 RESTATEMENT OF
PUBLIC WORKS EMPLOYEES' PENSION FUND
OF THE TOWN OF WESTPORT**

The TOWN OF WESTPORT, CONNECTICUT hereby further amends the Public Works Employees' Pension Fund of the Town of Westport, as amended and restated on March 22, 2006 (the "Plan"), as follows:

1. *The following sentence shall be added to the definition of "Compensation" in Section 2.1 of the Plan effective July 1, 2007:*

Effective for Limitation Years beginning after July 1, 2007, there shall be included in a Participant's Compensation for purposes of Subsections (a) and/or (b) above, as the case may be, any payment after termination of his employment only if such payment (i) is regular compensation for services during his regular working hours, or compensation for services outside such regular working hours (such as overtime), bonuses or other similar payments; (ii) would have been paid to him before termination of employment if he had continued in employment with the Employer and if so paid, would have been included in "Compensation" under said Subsections (a) and/or (b), as the case may be; and (iii) is paid by the later of 2½ months after termination of employment or the end of the Limitation Year including the date of termination of employment.

2. *The following is added to Section 2.1 of the Plan effective January 1, 2007:*

QUALIFIED MILITARY SERVICE means any service in the "uniformed services" (as defined in Chapter 43 of Title 38, United States Code) by any individual if such individual is entitled to reemployment rights under such chapter as to such service.

3. *The following sentence is added to Section 3.1 of the Plan:*

Notwithstanding the preceding sentence, no individual who first commenced employment with the Town after April 30, 2012 as an Employee shall become a Participant.

4. *The following sentence is added to Section 5.7(d) of the Plan effective January 1, 2007:*

Effective for distributions after 2006, the term “Eligible Rollover Distribution” shall also include a direct trustee-to-trustee transfer of all or any portion of a distribution from the Plan from the benefit of a deceased Participant to an individual retirement account described in Code Section 408(a), or an individual retirement annuity described in Code Section 408(b) (other than an endowment contract), established for the purposes of receiving such distribution or portion thereof on behalf of an individual who is a Designated Beneficiary, within the meaning of Section 6A.6(b), who is not the surviving spouse of such Participant.

5. *Section 5.8 of the Plan is deleted and the following is substituted in its place effective January 1, 2007:*

5.8 Qualified Military Service:

- (a) Effective December 12, 1994, notwithstanding any provision of this Plan to the contrary, contributions, benefits and service credit as to Qualified Military Service shall be provided in accordance with Section 414(u) of the Code.
- (b) Effective as to deaths occurring on or after January 1, 2007, in the case of a Participant who dies while performing Qualified Military Service, his survivors shall be entitled to any additional benefits (other than benefit accruals related to the period of Qualified Military Service) that may be provided under the Plan had he then resumed and terminated employment on account of death.

6. *The reference to “Treasury Regulation Section 1.401(a)(9)-1, Q&A-4” in Section 6A.6(b) of the Plan is changed to “Treasury Regulation Section 1.401(a)(9)-4, Q&A-1” effective January 1, 2009.*

7. *Section 13.9 of the Plan is added to the Plan to read as follows effective July 1, 1999:*

13.9 For any Limitation Year, the Annual Additions on behalf of any Participant shall not exceed, in the aggregate, the lesser of (i) 100% of such Participant’s Compensation for such Limitation Year; or (ii) \$40,000 [subject to cost-of-living adjustments under Section 415(d)(1)(C) of the Code]. The term “Annual Addition” shall mean, for purposes of this Section 13.9, the sum of the following:

- (a) Employer contributions allocable to such Participant for such Limitation Year under any qualified defined contribution plan maintained by the Employer;
- (b) Forfeitures, if any, allocable to such person for such Limitation Year under any qualified defined contribution plan maintained by the Employer;
- (c) Such person's voluntary non-deductible contributions under any other qualified plan of the Employer for such Limitation Year;
- (d) Amounts allocated, after March 31, 1984, to an individual medical account, as defined in Section 415(1)(2) of the Code, which is part of a pension or annuity plan maintained by the Employer; and
- (e) Amounts derived from contributions paid or accrued after December 31, 1985, in taxable years ending after said date, which are attributable to post-retirement medical benefits allocated to the separate account of such Participant, under a welfare benefit fund, as defined in Section 419(e) of the Code, maintained by the Employer.

The term "Compensation," for purposes of this Section 13.9, shall mean "Compensation" within the meaning of Clause (b) of the definition of "Compensation" in Article 2 of the Plan.

2. To hear the Pension Plans performance overviews for the Calendar year ending December 31, 2012.

Gary Conrad reviewed the Pension Plans 2012 performance.

ATTEST:

Patricia Strauss
Recording Secretary