

RESOLUTION OF THE GOVERNING BOARD OF  
COLORADO COUNTY OFFICIALS AND EMPLOYEES  
RETIREMENT ASSOCIATION

(Portability of Funds of Employees Currently  
Employed by a Participating Employer)

RESOLUTION NO. 5, SERIES OF 2005  
AMENDING RESOLUTION NO. 2, SERIES OF 2004

WHEREAS, from time to time during the existence of CCOERA a few participating employers have investigated terminating their participation in CCOERA's §401(a) Retirement Plan (hereinafter the "Plan") and establishing another retirement plan for their employees;

WHEREAS, under the current provisions of the Plan, once an employer ceases to participate in the Plan, each Participant becomes one hundred per cent vested in his/her §401(a) retirement account;

WHEREAS, in addition to becoming one hundred per cent vested in his/her §401(a) retirement account, each Participant, pursuant to the Plan is prohibited from transferring his/her retirement account to another tax-qualified plan until (s)he has a distributable event as required by the Plan and the Internal Revenue Code even though his/her current employer (CCOERA's former participating employer) has begun to participate in another tax-qualified retirement plan not sponsored by CCOERA;

WHEREAS, this provision of the Plan restricting transfer of a retirement account to another tax-qualified plan has worked a hardship on those employees of the former participating employer who would like to transfer his/her CCOERA retirement funds to his/her employer's new tax-qualified retirement plan;

WHEREAS, the Governing Board of CCOERA has determined that, due to the way that CCOERA's Book Value Fund is and will be managed in the future, CCOERA can accommodate, with certain restrictions and limitations, the withdrawal of retirement funds on deposit in regard to employees of a former participating employer and transfer his/her account balances to another tax-qualified plan;

WHEREAS, pursuant to 24-54-106 C.R.S. any participating employer may withdraw from its participation in and contributions to CCOERA upon fulfillment of the requirements of applicable state and federal law and

WHEREAS, the Governing Board has received a written legal opinion stating that amending the Retirement Plan to accommodate such transfers to another tax-qualified plan will not jeopardize the tax qualified status of CCOERA's Plan.

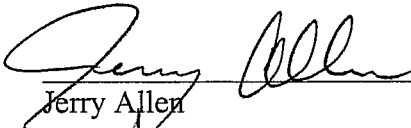
NOW THEREFORE, be it unanimously resolved that the Plan be amended as set forth below.

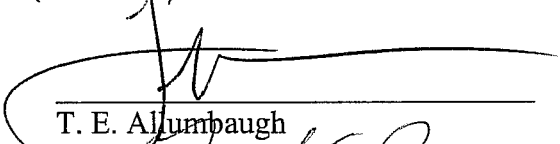
The amendments to the Plan are as follows:

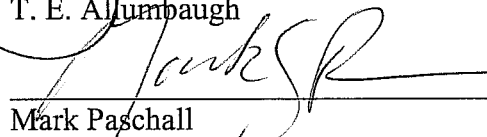
1. If a participating employer has determined that it wishes to withdraw from its participation in and contributions to CCOERA, it shall comply fully with 24-54-106 C.R.S. Upon completion of its compliance with 24-54-106 C.R.S., it shall give written notice to the Governing Board of that compliance along with the election results held amongst its active members participating in CCOERA.
2. Upon receipt of the written notice from the participating employer of the approval by its active participants of its withdrawal from its participation in and contributions to CCOERA and conditioned upon the participating employer having established or joined another tax-qualified retirement plan for its employees, CCOERA shall make a trustee to trustee transfer of retirement funds on deposit with it of the funds of all active employees of that former participating employer. Such trustee to trustee transfer shall be made in one Plan Year (July 1 through June 30) and CCOERA shall have up to three Plan Years after the written notice in this paragraph is received by CCOERA and the participating employer has ceased contributions to CCOERA to complete such trustee to trustee transfer.
3. The Governing Board from time to time shall set a reasonable transfer fee for these plan-to-plan transfers. Such fee shall be established by the Governing Board from time to time and shall have as its purpose the offsetting of CCOERA's direct and indirect expenses incurred as a result of these plan-to-plan transfers.
4. If at any time, in the sole discretion of the Governing Board, it is determined that these transfers are not in the best interest of the remaining participants of CCOERA, the Governing Board shall have the right to suspend or modify these provisions until, in the Governing Board's sole discretion, such transfers do not adversely impact the best interest of those remaining participants of CCOERA.
5. These amendments to the Plan shall be considered and interpreted in conjunction with the simultaneous amendments (RESOLUTION NO. 1, SERIES OF 2004) being made to the Plan in regard to former participating employers who wish to have a plan-to-plan transfer made of all deposits with CCOERA in regard to their current employees.

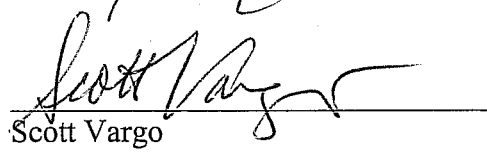
Dated this 21<sup>st</sup> day of January, 2005

APPROVED:

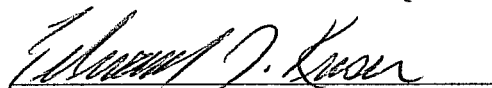
  
Jerry Allen

  
T. E. Allumbaugh

  
Mark Paschall

  
Scott Vargo

Reviewed and Approved:

  
Edward J. Krisor  
CCOERA Attorney