

ORANGE COUNTY LIBRARY DISTRICT**PROPOSED RESOLUTION**

WHEREAS, the Orange County Library District (the "Employer") has employees rendering valuable services; and

WHEREAS, the Employer has established and continues to sponsor the Defined Contribution Plan and Trust for Employees of Orange County Library District (the "Plan") to provide retirement benefits for its employees; and

WHEREAS, the Plan's Trustee is currently First Union National Bank of Florida; and

WHEREAS, the Employer desires that the Plan be administered by the ICMA Retirement Corporation ("ICMA") and that the Plan's funds be permitted to be invested in the Vantage Trust, a trust established by public employers for the collective investment of funds held under their retirement and deferred compensation plans; and

WHEREAS, in connection with the permitted investment of the Plan's funds in the Vantage Trust, the Employer wishes to appoint Mary Anne Hodel, Robert Tessier and Carla Fountain as successor Trustees of the Plan, in place of First Union National Bank of Florida, effective June 15, 2002; and

WHEREAS, the permitted investment of Plan assets, and the change in Trustees, have been incorporated into the First Amendment to the Plan.

NOW THEREFORE BE IT RESOLVED, that pursuant to Section 11.2(a) of the Plan, effective June 15, 2002 the Vantage Trust is authorized as an investment for assets held in the Plan's trust, in accordance with the Declaration of Trust (including any subsequent amendments of such Declaration of Trust) executed by ICMA, which established the Vantage Trust; and

BE IT FURTHER RESOLVED, that pursuant to Section 10.1 of the Plan, First Union National Bank of Florida is removed as Trustee of the Plan, effective June 15, 2002, and Mary Anne Hodel, Robert Tessier and Carla Fountain are appointed as successor Trustees of the Plan, effective June 15, 2002; and

BE IT FURTHER RESOLVED, that the First Amendment to the Plan, which implements the foregoing changes to the Plan, is hereby approved, and the appropriate officer of the Employer is directed to execute the First Amendment on behalf of the Employer; and

BE IT FURTHER RESOLVED, that the Comptroller of the Employer shall be the coordinator for the Plan; shall receive reports, notices, and other communications from the ICMA Retirement Corporation or the Vantage Trust; shall cast, on behalf of the Employer, any required votes under the Vantage Trust; may delegate any administrative duties relating to the Plan; and is authorized to execute all necessary agreements with the ICMA Retirement Corporation incidental to the administration of the Plan.

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CERTIFICATE OF ADOPTION OF RESOLUTION

The resolution was offered by Trustee Tom Kohler and supported by Trustee Phyllis Hudson. Motion carried 3-0.

I, Milinda Neusaenger, Secretary of the Orange County Library District, do hereby certify that the attached resolution relating to the Defined Contribution Plan and Trust for Employees of Orange County Library District, was duly passed and adopted by the Trustees of the Orange County Library District at a regular meeting thereof held on the 9th day of May, 2002.

Dated

Milinda Neusaenger

Orlando:45202.1
5/9/02 11:41 AM