

**Resolution 16-18**

**Amending Resolution 09-03 County of St. Clair, MI  
457 Deferred Compensation Plan**

I, Bill Kauffman, Administrator/Controller of County of St. Clair (the "Plan Sponsor"), and Jay DeBoyer, County Clerk, hereby certify that the following is a true copy of resolutions duly adopted by the Board of Commissions of the Plan Sponsor at a meeting held on May 19, 2016 at which a quorum was present and acting throughout.

**WHEREAS**, the Plan Sponsor originally adopted the County of St. Clair Michigan 457 Plan, hereinafter called the "Plan", effective as of January 1, 2009 (Resolution 09-03); and

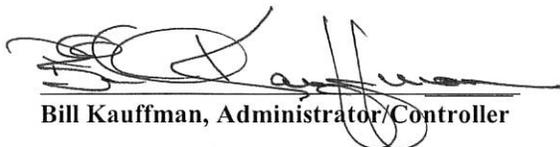
**WHEREAS**, the Plan Sponsor desires to amend and restate the Plan;

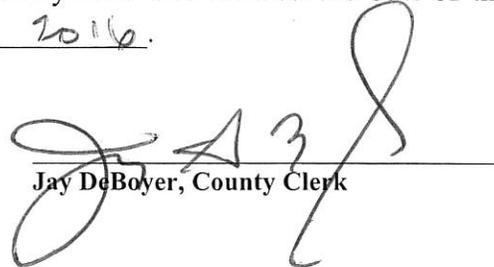
**NOW THEREFORE**, be it resolved, that the Plan Sponsor hereby amends and restates the Plan in the form of the Chemical Bank Plan and Trust, effective as of July 1, 2016;

**NOW THEREFORE**, be it resolved, that effective as of July 1, 2016 the Plan Sponsor removes Talmer Bank and Trust as Trustee and John Hancock as recordkeeper and hereby names Chemical Bank as Successor Trustee and recordkeeper for the Plan;

**RESOLVED**, that the proper officers/commissioners of the Plan Sponsor are and each of them is, hereby authorized and directed in the name of and on behalf of the Plan Sponsor, to execute and deliver the Adoption Agreement and to do all other things, including the execution of any other necessary documents setting forth the terms and conditions of the amended and restated Plan;

**IN WITNESS WHEREOF**, I have hereunto set my hand and affixed the seal of the County of St. Clair on the 19th day of May, 2016.

  
Bill Kauffman, Administrator/Controller

  
Jay DeBoyer, County Clerk

*Corporate Seal*