

FIRST AMENDMENT TO THE 2008 RESTATEMENT OF THE
MARION COUNTY 401(k) EMPLOYEE SAVINGS PLAN

The Marion County 401(k) Employee Savings Plan as amended and restated effective January 1, 2008 (the "2008 Restatement") is amended as follows:

1. Article 2 of the 2008 Restatement is amended effective January 1, 2010, to delete the definitions of "Benefiting" and "Highly Compensated Employee" and to replace "Section 10.1" with "Section 11.1" in the definition of "Plan Administrator."
2. Article 4 of the 2008 Restatement is amended effective January 1, 2010, to replace "as" in Section 4.3(a) with "as".
3. Article 5 of the 2008 Restatement is amended effective for Plan Years beginning after December 31, 2007, to:
 - a. Add "through the end of such calendar year" immediately before the period at the end of Section 5.3(b);
 - b. Delete Sections 5.4(b) and 5.5(c) and renumber Section 5.4(c) (as numbered immediately after the deletion of Section 5.4(b)) as Section 5.4(b);
 - c. Replace "Combined Period prescribed above" with "Plan Year" in Section 5.5(b)(i); and
 - d. Delete the following from Section 5.5(b):
 - i. ", and for the gap period pertaining to the Plan Year (the 'Combined Period'),"; and
 - ii. ", as the case may be,".
4. Article 5 of the 2008 Restatement is amended effective January 1, 2010, to delete Sections 5.4 and 5.5.
5. Article 7 of the 2008 Restatement is amended effective January 1, 2010, to delete the last sentence of Section 7.2(b) (which last sentence reads: "A direct rollover of a distribution by a non-spouse beneficiary is not subject to the direct rollover requirements of Code Section 401(a)(31), the notice requirements of Code Section 402(f), or the mandatory withholding requirements of Code Section 3405(c).").
6. Section 10.1 of the 2008 Restatement is amended effective January 1, 2010, to read:

10.1 Funding Medium. The assets of the Plan shall at all times be held in or under one or more of the following:

(a) A trust qualified under Code Section 401; or

(b) An annuity contract issued by an insurance company qualified to do business in the State of Oregon, or a custodial account with a bank or other qualified financial institution, but only if the contract or account is described in Code Section 401(f).

Subsection (a) above (allowing the assets of the Plan to be held in a trust qualified under Code Section 401) is effective January 1, 2010.

Elective 401(k) Contributions shall be transferred to the appropriate trustee, insurance company, or custodian, for addition to the trust, contract, or account, within a period that is not longer than is reasonable for the proper administration of Participants' Accounts. This requirement is deemed satisfied if Elective 401(k) Contributions are so transferred within 15 business days following the month in which these amounts would otherwise have been paid to the Participant.

7. Section 12.1 of the 2008 Restatement is amended effective January 1, 2010, to read:

12.1 Amendment or Termination.

(a) The Employer reserves the right to amend this Plan at any time to take effect retroactively or otherwise, in any manner which it deems desirable including, but not by way of limitation, the right to increase or diminish contributions to be made by the Employer hereunder, to change or modify the method of allocation of its contributions, to change any provision relating to the distribution or payment, or both, of any assets of this Plan. The Employer further reserves the right to terminate this Plan at any time.

(b) Any termination shall be made by an instrument in writing reflecting that the termination has been authorized by the Board of Commissioners. Any amendment shall be made by an instrument in writing reflecting that the amendment has been authorized by the Board of Commissioners or the Employer's Chief Administrative Officer. However, the Chief Administrative Officer may amend this Plan only to:

(i) Clarify this Plan;

(ii) Facilitate the administration of this Plan; or

(iii) Make changes adapting this Plan to the requirements of law, changes in law, or the terms of a collective bargaining agreement,

all as determined in the discretion of the Chief Administrative Officer. Any amendment or termination is effective as of the date specified in said instrument, or, if no date is so specified, as of the date of execution or adoption of said instrument. An instrument executed by a member of the Board of Commissioners is conclusive evidence of the adoption and effectiveness of the instrument.

MARION COUNTY, OREGON

By: 
Chair of the Board of Commissioners

Signed this 29th day of December, 2010