

ADOPTING RESOLUTION #2014-02: TOWN OF WINDERMERE DEFERRED
COMPENSATION PLAN TRUSTEE MODIFICATION

The undersigned Town Council of Town of Windermere (the Employer) hereby certifies that the following resolutions were duly adopted by the Employer on February 11, 2014, and that such resolutions have not been modified or rescinded as of the date hereof:

RESOLVED, that Amendment Number TWO to the Deferred Compensation Plan and Trust effective January 1, 2014, presented to this meeting is hereby approved and adopted and that the duly authorized agents of the Employer are hereby authorized and directed to execute and deliver to the Trustee of the Plan one or more counterparts of the amendment.

RESOLVED, that the duly authorized agents of the Employer shall act as soon as possible to notify the employees of the Employer of the adoption of this Amendment Number TWO to the Deferred Compensation Plan by delivering to each employee a copy of the summary description of the changes to the Plan in the form of the Summary Plan Description - Material Modification presented to this meeting, which form is hereby approved.

The undersigned further certifies that attached hereto as Exhibits A and B respectively, are true copies of Amendment Number TWO to Town of Windermere Deferred Compensation Plan and Summary Plan Description - Material Modifications approved and adopted in the foregoing resolutions.



Town Council

February 11, 2014

Date



TOWN OF WINDERMERE DEFERRED COMPENSATION PLAN

SUMMARY PLAN DESCRIPTION MATERIAL MODIFICATIONS

I INTRODUCTION

Town of Windermere has amended your Deferred Compensation Plan as of January 1, 2014.

This is merely a summary of the most important changes to the Plan. It is presented to you as an addition to the Summary Plan Description. If you have any questions, contact the Administrator. A copy of the Plan, including this amendment, is available for your inspection. If there is any discrepancy between the terms of the Plan or the amendment itself and this summary of material modifications, the provisions of the Plan, as amended, will control.

II GENERAL INFORMATION ABOUT THE PLAN

There is certain general information which you may need to know about Amendment Number TWO to the Plan. This information has been summarized for you in this Section.

1. General Plan Information

Town of Windermere Deferred Compensation Plan is the name of the Plan.

The amended provisions of the Plan become effective on January 1, 2014, unless otherwise provided.

2. Employer Information

Your Employer's name, address and identification number are:

Town of Windermere
614 Main Street
Windermere, Florida 34786
59-6020338

3. Administrator Information

The name, address and business telephone number of the Administrator are:

Town of Windermere
614 Main Street
Windermere, Florida 34786
407-876-2563

The Administrator has the complete power, in its sole discretion to determine all questions arising in connection with the administration, interpretation, and application of the Plan (and any related documents and underlying policies). Any such determination by the Administrator is conclusive and binding upon all persons.

4. Trustee Information

All money that is contributed to the Plan is held in a trust fund. The Trustee is responsible for the safekeeping of the trust fund. The trust fund established by the Trustee will be the funding medium used for the accumulation of assets from which benefits will be distributed.

III
SUMMARY OF CHANGES

1. Trust Information

The following removal or addition to the Trustee shall be made:

Linda Bouton, effective January 1, 2014, was removed.

Nora White, effective January 1, 2014, was added.

The Trustees shall collectively be referred to as Trustee throughout the Summary Plan Description.

**AMENDMENT NUMBER TWO TO
TOWN OF WINDERMERE DEFERRED COMPENSATION PLAN**

BY THIS AGREEMENT, Town of Windermere Deferred Compensation Plan (herein referred to as the "Plan") is hereby amended as follows, effective as of January 1, 2014, except as otherwise provided:

1. Under the terms of Town of Windermere Deferred Compensation Plan, a Trustee may resign, be removed or be added at any time.

Now, therefore, the following removal or addition to the Trustee(s) shall be made:

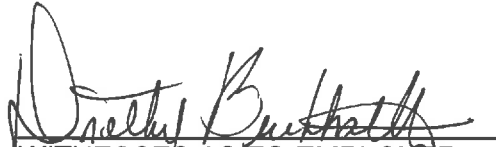
Linda Bouton, effective January 1, 2014, was removed.

Nora White, effective January 1, 2014, was added.

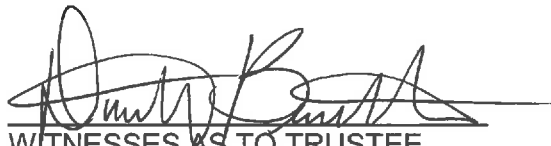
The Trustee added shall become vested with all powers and responsibilities set forth in Town of Windermere Deferred Compensation Plan, and shall have the authority to act under the terms of the Plan.

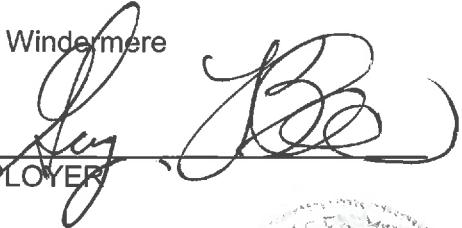
IN WITNESS WHEREOF, this Amendment has been executed this 11th day of February, 2014. The Trustee shall not be required to execute this Amendment unless the Amendment affects the duties of the Trustee.

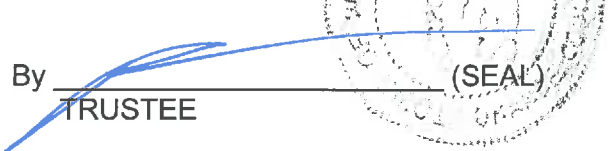
Signed, sealed, and delivered
in the presence of:

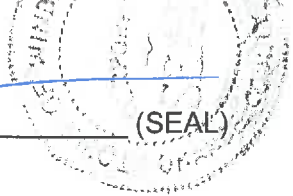

WITNESSES AS TO EMPLOYER


WITNESSES AS TO TRUSTEE


WITNESSES AS TO TRUSTEE

Town of Windermere
By 
EMPLOYER

Robert Smith
By 
TRUSTEE



Nora White
By 
TRUSTEE

