

RESOLUTION NO. 2012 - 20

VILLAGE OF SHOREWOOD FLEXIBLE BENEFIT PLAN AMENDMENT

WHEREAS, Village of Shorewood (the "Company") maintains the Village of Shorewood Flexible Benefit Plan (the "Plan") for the benefit of certain of its employees; and

WHEREAS, Pursuant to Section 8.01 of the Plan, the Company is required to amend the Plan;

NOW, THEREFORE, the Plan is hereby amended by substituting the following in the Adoption Agreement, effective as of 01/01/2013:

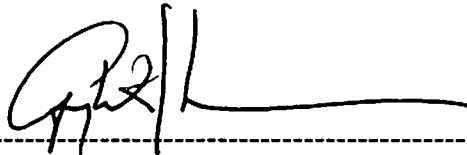
C. BENEFITS

Health Care Reimbursement

- 2b. If C.2a is "Other amount specified in C.2b", enter the maximum salary reduction amount that can be contributed to a Health Care Reimbursement Account in any Plan Year: \$2,500.
NOTE: As of January 1, 2013, C.2 may not exceed the maximum permitted under Code section 125(i) (\$2,500 in 2013).

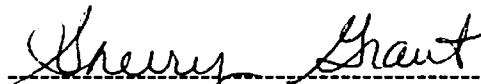
IN WITNESS WHEREOF, the Company has caused this Amendment to be executed this 4th day of September, 2012.

VILLAGE OF SHOREWOOD:



Guy Johnson, President

Countersigned:



Sherry Grant, Village Clerk

**VILLAGE OF SHOREWOOD
FORMAL RECORD OF ACTION**

The following is a formal record of action taken by the governing body of Village of Shorewood (the "Company").

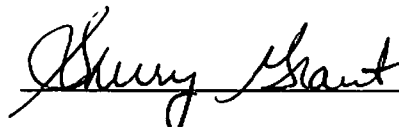
With respect to the amendment of the Village of Shorewood Flexible Benefit Plan (the "Plan"), the following resolutions are hereby adopted:

RESOLVED: That the Plan be amended in the form attached hereto, which amendment is hereby adopted and approved;

RESOLVED FURTHER: That the appropriate officers of the Company be, and they hereby are, authorized and directed to execute said amendment on behalf of the Company;

RESOLVED FURTHER: That the officers of the Company be, and they hereby are, authorized and directed to take any and all actions and execute and deliver such documents as they may deem necessary, appropriate or convenient to effect the foregoing resolutions including, without limitation, causing to be prepared and filed such reports documents or other information as may be required under applicable law.

Dated this 4th day of September, 2012.



Village Clerk/Treasurer.