

**Volume Submitter Adoption Agreement for
Governmental 401(a) Special Pay Plan**

**Volume Submitter Adoption Agreement for
GOVERNMENTAL 401(a) SPECIAL PAY PLAN**

The undersigned Employer, which is a part of the government of a State or political subdivision thereof, or by an agency or instrumentality of either of the foregoing, adopts the Governmental 401(a) Special Pay Plan ("Plan") for those Employees who shall qualify as Participants hereunder, to be known as the

Name of Plan: City of Madison Governmental 401(a) Special Pay Plan

The Employer hereby selects the following Plan specifications:

EMPLOYER INFORMATION

Name of Employer: City of Madison

Address: 210 Martin Luther King Jr. Blvd, Room 501
Madison, WI 53703

Telephone Number: (608) 266-4001

Employer Identification Number: 39-6005507

Location of Employer:

State of Wisconsin and the Plan
shall be governed in accordance with retirement plan laws of Wisconsin
.

Employer Fiscal Year:

The 12-consecutive month period ending on December 31. [month and day].

PLAN INFORMATION

Effective Date: This Adoption Agreement of the 401(a) Plan shall:

Establish a new Plan effective as of October 1, 2006 (hereinafter called the "Effective Date").

Plan Year:

The 12-consecutive month period commencing on January 1 [month and day], and ending on December 31 [month and day].

Anniversary Date of Plan (Annual Valuation Date):

December 31.

Name of Plan Administrator:

Employer (use Employer address)

Telephone Number:

Employer Identification Number: 39-6005507

ELIGIBILITY AND VESTING

Eligible Individuals:

All Employees who have satisfied the eligibility requirements other than the following group or groups of Employees elected below:

Employees hourly paid.

NOTE: Eligibility may not be defined as only those employees terminated from service during the plan year. Moreover, the group(s) specified must correspond to a group of the same designation that is defined in statutes, ordinances, rules, regulations, personnel manuals or other authority for the state or local jurisdiction of the Employer.

Eligibility Requirements:

For purposes of this section, the term Employee shall be defined as set forth in the Basic Plan Document, and shall not include any other individual who might be characterized as an employee under the Code.

In order to participate in the Plan, Employees must satisfy the service and age requirements specified below:

x Service Requirement

1/2 year

1 year

Other (specify): none

x Age Requirement

Other (specify): 55, or 50 for protective service employees, and eligible for retirement benefits from the Wisconsin Retirement System.

Effective Date of Participation

An Eligible Individual shall become as Participant as of the:

x First day of the Plan Year in which he met the requirements.

Vesting of Participant's Interest in Employer Contributions and Employer Matching Contributions

The vesting schedule, based on number of years, shall be as follows:

x 100% upon entering Plan

Notwithstanding the foregoing, a Participant will be 100% vested upon attaining Normal Retirement Age, Total and Permanent Disability, termination of the Plan, or the complete discontinuance of Employer Contributions.

CONTRIBUTIONS AND ALLOCATIONS

Compensation: None

Employer Contributions – Conversion of Accumulated Leave: *(If a selection is made here, the employer must also select an Employer Non-Elective Contribution below or one of the first two choices under Code Section 414(h) Pick-Up Contributions below)*

Accrued Accumulated Leave shall be converted to Employer non-elective contributions on behalf of the Participant only in the year in which the Participant terminates employment with the Employer. Such Accumulated Leave shall be computed as *(select one)*:

An amount equal to 100 % percent of the value of the Participant's Accumulated Leave.

Notwithstanding the foregoing, the value of Accumulated Leave that will be the basis for the Employer Contributions under the Plan shall be determined before the time that such Employer Contributions are made.

 % of Compensation

Voluntary Contributions:

Rollover Contributions:

Rollover Contributions shall be permitted under the Plan.

Participant Direction of Investments

Participants shall be permitted to direct the investment of the Employer Contributions Account.

DISTRIBUTIONS

Normal Retirement Age:

The date a Participant attains his 55th, or 50th for protective service employees birthday (not earlier than age 55 nor later than age 65)

Distribution Options for Participants and Beneficiaries:

Lump sum

Installment Payments, performed either monthly or quarterly, in such equal amounts of

at least \$ 500.00 each so as to exhaust the Participant's account balance within the joint life expectancy of the Participant and the Participant's named beneficiary.

MISCELLANEOUS

Loans To Participants:

Loans are not permitted under the Plan.

CERTIFICATION AND SIGNATURE

Employer hereby represents that it is a unit of a State or local government or an agency or instrumentality of one or more units of a State or local government as described in Code Section 414(d). This Volume Submitter Adoption Agreement for Governmental 401(a) Special Pay Plan, the Governmental 401(a) Special Pay Plan Volume Submitter Basic Plan Document, and the Governmental 401(a) Special Pay Plan Volume Submitter Trust Agreement which are incorporated herein by reference and made a part hereof, together constitute the Plan.

The Plan is a volume submitter plan, and has been approved by the IRS. If you are one of our clients, and adopt this volume submitter plan in the pre-approved form, you can rely on the advisory letter issued to the Plan subject to the requirements of Announcement 2001-77. If you make modifications to this volume submitter plan, then the plan is no longer considered to be a volume submitter plan. If you make such changes and desire reliance from the IRS, the Plan could be submitted to the IRS for a determination letter. Moreover, the IRS determination letter deals only with the qualified status of the Plan. It provides no ruling on the taxability to participants of any picked-up contributions.

IN WITNESS WHEREOF, the Employer hereby causes this Plan to be executed on this _____ day of _____, _____.

EMPLOYER:

City of Madison _____

Name of Employer

By: _____

Mayor

City Clerk

APPROVED:

City Comptroller

City Attorney

Further, the Employer hereby appoints the below named as Trustee under the Plan. By signature below the Trustee accepts appointment as Trustee effective the date of the Plan, if a new plan, or the effective date of this Plan amendment, if this is an amendment of an existing Plan.

TRUSTEE:

J.D. Benefits, Inc. _____

Name of Trustee

By: _____

AuthorizedSignature