

**RESOLUTION AUTHORIZING
AMENDMENT AND RESTATEMENT OF RETIREMENT PLAN
VIA ADOPTION OF VALIC GOVERNMENTAL VOLUME SUBMITTER PLAN**

WHEREAS, City of Lebanon (hereinafter, the "Employer"), previously established the Bencorp Plan/Special Pay Plan (hereinafter, the "Plan") for the exclusive benefit of its employees and their beneficiaries, which Plan was originally effective as of January 1, 2002; and

WHEREAS, the Employer retained the power to amend and/or terminate the Plan; and

WHEREAS, the Employer now desires to amend and restate the Plan by adopting a plan document which meets the requirements of Internal Revenue Code ("Code") section 401(a) that are applicable to governmental plans; and

NOW THEREFORE, BE IT RESOLVED that the Employer hereby amends and restates that Plan, effective September 1, 2005 by adopting the document titled "The Variable Annuity Life Insurance Company Governmental Volume Submitter Plan," in the form and substance as the document heretofore presented to the governing body of the Employer; and

RESOLVED FURTHER, that, although such amendment and restatement shall not constitute a termination of the plan for purposes of the Code, it may nevertheless constitute a termination of an existing prototype or volume submitter arrangement followed by a transfer to this new arrangement; and

RESOLVED FURTHER, that the appropriate representatives of the Employer be, and the same hereby are, authorized and directed to: (i) execute the adoption agreement to the VALIC Governmental Volume Submitter Plan document as approved; (ii) execute all other documents and to do all other things as may be necessary or appropriate to make the VALIC Governmental Volume Submitter Plan document effective, including the execution of any amendments required by the Internal Revenue Service in order to continue and maintain the qualified and exempt status of the Plan; and (iii) execute any other documents required to obtain reliance on advisory letters issued to the VALIC Governmental Volume Submitter Plan by the Internal Revenue Service.

CERTIFICATION

I, John E. Hitt, do hereby certify that the above resolutions were unanimously adopted by the governing body of the Employer at a meeting duly held at Lebanon, Oregon, on the 24 day of August, 2005.

Signed: John E. Hitt

Name: John E. Hitt

Title: City Administrator

Date: Aug. 26, 2005