

GREAT-WEST RETIREMENT SERVICES

**SECTION 457(b) ELIGIBLE DEFERRED COMPENSATION PLAN
FOR GOVERNMENTAL EMPLOYERS**

The Employer named below hereby establishes (or, as applicable, amends and restates) a Deferred Compensation Plan for eligible Employees as provided in this Adoption Agreement and the accompanying Great-West Retirement Services section 457(b) Eligible Deferred Compensation Plan Document dated May 2005.

A. EMPLOYER INFORMATION.

1. EMPLOYER'S NAME AND ADDRESS:

City of Wichita Employees' Deferred Compensation Plan

City Hall-12th Floor, 455 N. Main St.

Wichita, KS 67202

2. TELEPHONE NUMBER: (316) 268-4544

3. TAX ID NUMBER: 48-6000653

4. NAME OF PLAN: City of Wichita Employees' Deferred Compensation Plan

5. NAME OF PLAN ADMINISTRATOR (the Employer unless another person(s) is appointed as set forth in section 9.01 of the Plan):

Deferred Compensation Management Board of Trustees

B. EFFECTIVE DATE. (Check box 1 OR box 2 and fill in the blank(s).)

1. This is a new Plan having an effective date of _____.

2. This is an amended and restated Plan.

The effective date of the original Plan was July 23, 1991.

Except as otherwise noted in this Adoption Agreement, the effective date of the amended and restated Plan is January 1, 2002.

C. CUSTODY OF ASSETS.

(Check each box that applies.)

Internal Revenue Code ("Code") §457(g) shall be satisfied by setting aside Plan assets for the exclusive benefit of Participants and Beneficiaries, as follows:

1. in a Trust pursuant to the provisions of Article VII of the Plan. The Employer, or certain employees (or holders of certain positions with Employer) as named in this Adoption Agreement shall be the Trustee.
2. in a Trust pursuant to a separate written trust agreement entered into between the Employer and the bank or trust company named in this Adoption Agreement.
3. in one or more annuity contracts meeting the requirements of Code §401(f).
4. in a custodial account meeting the requirements of Code §401(f), pursuant to a separate written agreement with the Custodian named in this Adoption Agreement.

D. ELIGIBLE EMPLOYEES.

(Check each box that applies.)

"Employee" shall mean:

1. any full-time employee
2. any permanent part-time employee
3. any seasonal, temporary or similar part-time employee
4. any elected or appointed official
5. any independent contractor
6. other employees: _____

who performs services for and receives any type of compensation from the Employer (or any agency, department, subdivision or instrumentality of the Employer) for whom services are rendered. If Box D.4 is not checked, elected or appointed officials will not be treated as Employees and will not be eligible to participate in the Plan, without regard to whether they are treated as common-law employees or independent contractors for other purposes.

The following are the additional requirements or limitations, if any, for one or more of the specified class(es) of employees to be eligible to participate in the Plan:

E. PARTICIPANT LOANS. Effective date if later than January 1, 2002: _____
(Check Box 1 OR Box 2.)

1. The Administrator MAY direct the Trustee to make Participant loans in accordance with Article IV of the Plan.
2. The Administrator MAY NOT direct the Trustee to make Participant loans in accordance with Article IV of the Plan.

F. DISTRIBUTION OF SMALL ACCOUNT BALANCES effective March 28, 2005.
(Check Box 1, 2 or 3.)

1. The Administrator SHALL direct the Trustee to distribute account balances of \$1,000 or less meeting the requirements of section 5.03(b) without Participant consent.
2. The Administrator SHALL direct the Trustee to distribute account balances in excess of \$1,000 but not exceeding \$5,000 meeting the requirements of section 5.03 without Participant consent.
3. The Administrator SHALL NOT direct the Trustee distribute any account balances without Participant consent.

G. IN-SERVICE DE MINIMIS DISTRIBUTIONS effective March 28, 2005.
(Check Box 1, 2 or 3.)

1. The Administrator SHALL direct the Trustee to distribute account balances of \$1,000 or less meeting the requirements of section 5.04(b) without Participant consent.
2. The Administrator SHALL direct the Trustee to distribute account balances in excess of \$1,000 but not exceeding \$5,000 meeting the requirements of section 5.04(b) without Participant consent.
3. The Administrator SHALL NOT direct the Trustee to distribute any account balances without Participant consent.

H. ROLLOVERS. Effective date if later than January 1, 2002: _____
(Check each box that applies.)

1. Rollovers from eligible Code §457(b) plans SHALL BE allowed pursuant to section 6.01.
2. Rollovers from plans qualified under Code §§401(a), 401(k), 403(a) and 403(b) SHALL BE allowed pursuant to section 6.01.
3. Rollovers from Individual Retirement Accounts and Annuities described in Code §§408(a) and (b) SHALL BE allowed pursuant to section 6.01.

I. QUALIFIED DOMESTIC RELATIONS ORDERS. Effective date if later than January 1, 2002: _____ (Check Box 1 OR Box 2.)

1. The Plan SHALL accept qualified domestic relations orders as provided in section 13.02 of the Plan.
2. The Plan SHALL NOT accept qualified domestic relations orders as provided in section 13.02 of the Plan.

J. FICA REPLACEMENT ("3121") PLAN.

Check each box that applies if this Plan is a retirement system providing FICA replacement retirement benefits pursuant to regulations under Code §3121(b)(7)(F).

1. Eligible Employees (check each box that applies):
 - a. full-time employees and/or
 - b. part-time employees, and complete the following.
2. Contributions (check each box that applies):
 - a. The Employer shall make an annual contribution to each Participant's account equal to 0 percent of such Participant's Compensation.
 - b. Each Participant is required to make an annual contribution of 7.5 percent of Compensation.

(Note: The total percentage of a and b must equal at least 7.5%.)

In the event that this Plan is a retirement system providing FICA replacement retirement benefits as described above, all references to In-Service De Minimis Distributions and Unforeseeable Emergency distributions in the Plan Document shall be null and void.

This Adoption Agreement and the Plan Document attached hereto are duly executed on behalf of the Employer.

EMPLOYER'S AUTHORIZED SIGNORS:

By: _____ By: _____

Title: _____ Title: _____

Date: _____ Date: _____

CUSTODIAN

[Complete this section only if box C.4. was checked.]

Employer has elected to meet the trust requirement of Code §457(g) by setting Plan assets aside for the exclusive benefit of Participants and Beneficiaries in a custodial account meeting the requirements of Code §401(f). The bank or trust company custodian named below shall be the "deemed trustee" of Plan assets held pursuant to the custodial agreement.

A. Effective _____, the following named bank or trust company is hereby appointed as custodian of all or a portion of the assets of the Employer's §457(b) Deferred Compensation Plan:

B. **INDIVIDUAL(S) AUTHORIZED TO ISSUE INSTRUCTIONS TO CUSTODIAN/TRUSTEE:**

This appointment is duly signed on behalf of the Employer and the Custodian.

EMPLOYER

[Signature]

[Title]

[Date]

CUSTODIAN

[Signature]

[Title]

[Date]

TRUSTEE

A. Effective _____, the following is hereby appointed as Trustee for and accepts the Trust created by the Employer's §457(b) Deferred Compensation Plan:

1. Complete this section only if box C. 1. was checked.

- The Employer or
 The following named employees:

2. Complete this section only if box C. 2. was checked.

- The following named bank or trust company:

B. NAME(S) OF EMPLOYEE(S) AUTHORIZED TO ISSUE INSTRUCTIONS TO TRUSTEE:

Barbara Ketteaman, Toni Wenger, Carla Palmer, Carole Ochs, LeeAnn Casey

This Trustee appointment is duly signed on behalf of the Employer and the Trustee.

EMPLOYER

TRUSTEE

[Signature]

[Signature]

[Title]

[Title]

[Date]

[Date]

TRUSTEE

TRUSTEE

[Signature]

[Signature]

[Title]

[Title]

[Date]

[Date]

APPROVED AS TO FORM:

By: Doug E. Reberly, Esq. PXX
City Attorney