

**SECOND AMENDMENT
TO THE
CITY OF SEATTLE
VOLUNTARY DEFERRED COMPENSATION PLAN AND TRUST**

THIS AMENDMENT to the City of Seattle Voluntary Deferred Compensation Plan and Trust is adopted by the Plan Committee pursuant to its authority under Plan Section 3.5(e). This Amendment is effective January 1, 2015.

1. The Plan Committee wishes to clarify the scope of the City's indemnification of the Plan Committee members, the Plan's Trustees and City staff who provide services to the Plan. Accordingly, current Plan Sections 3.4 and 5.20 are deleted in their entirety and replaced as follows:

3.4 Limits of Liability. The City will indemnify, defend and hold harmless all current and former Trustees, all current and former members of the Plan Committee and all current and former City staff members who provide services to the Plan, and each of them, from and against any and all loss resulting from liability to which the Trustee, member of the Plan Committee or City staff member may be subjected by reason of any act or conduct (except willful misconduct) in their official capacities in the administration of this Plan or Trust, including attorneys' fees and all other expenses reasonably incurred in their defense, in case the City fails to provide such defense. The Trustee, Plan Committee member or City staff member will promptly notify the City of any claims which may require indemnification or defense under these provisions and will consult with the City Attorney on choice of legal defense counsel. The indemnification provisions of this Section 3.4 apply to a Trustee, Plan Committee member or City staff member who is a City employee, retiree or union representative. However, these provisions do not apply to any outside Trustee, custodian, third party administrator, or other compensated Plan service provider except to the extent provided in a written agreement executed by such person and the City.

5.20 Limits of Liability. The limits of liability for Plan Trustees are described in Section 3.4.


2. The Plan Committee also wishes to acknowledge that the "City of Seattle Personnel Department" has been renamed the "Seattle Department of Human Resources," a department of the City of Seattle. Accordingly, all Plan references to the Personnel Department shall denote the Seattle Department of Human Resources.

In all other respects, the Plan shall remain unchanged and in full force and effect.

DATED this 20th day of November, 2015.

CITY OF SEATTLE

By:


TeriAnne S. Allen
Plan Committee Chair