

**A RESOLUTION OF THE UNIVERSITY OF WEST
FLORIDA BOARD OF TRUSTEE ADOPTED IN
CONNECTION WITH THE UNIVERSITY OF WEST
FLORIDA CODE SECTION 401(A) DEFINED
CONTRIBUTION RETIREMENT PLAN AND TRUST**

WHEREAS, the University of West Florida Board of Trustees ("Board") established the University of West Florida Code Section 401(a) Defined Contribution Retirement Plan and Trust (the "Plan"), effective as of July 1, 2007, and amended from time to time thereafter; and

WHEREAS, the Board wishes to designate Martha D. Saunders, Ph.D. as a Participant in the Plan, pursuant to a revised Attachment A to the Plan, in the form attached hereto; and

WHEREAS, the Variable Annuity Life Insurance Company, Houston, Texas ("VALIC") serves as Trustee under the Plan; and

WHEREAS, the Board wishes to adopt the University of West Florida 415(m) Plan (the "415(m) Plan") as a portion of the Plan, effective January 1, 2017, in the form attached hereto;

NOW THEREFORE BE IT RESOLVED, that Martha D. Saunders, Ph.D. is hereby designated as a Participant in the Plan on the terms set forth in Exhibit A hereto, which shall hereby be made Attachment A to the Plan ("Exhibit A"), and the Chair of the Board or, in his absence, the Vice Chair, is hereby authorized to execute said Exhibit A in substantially the form attached hereto, with such modifications as may be approved by the Chair and acceptable to Dr. Saunders, with execution of Exhibit A by such authorized officers to constitute approval of such modifications.

BE IT FURTHER RESOLVED, that the 415(m) Plan attached hereto as Exhibit B ("Exhibit B") is hereby approved as a portion of the Plan and the Chair of the Board or, in his absence, the Vice Chair, is hereby authorized to execute said Exhibit B in substantially the form attached hereto, with such modifications as may be approved by the Chair and acceptable to Dr. Saunders, with execution of Exhibit B by such authorized officers to constitute approval of such modifications.

BE IT FURTHER RESOLVED, that the University's Benefits Manager is hereby authorized and directed to execute necessary and appropriate service agreements with VALIC in connection with the provisions hereof.

BE IT FURTHER RESOLVED, that this resolution be spread upon the minutes of this meeting this the ____ day of _____, 2016.

UNIVERSITY OF WEST FLORIDA BOARD OF
TRUSTEES

By: _____
Chair

Exhibit A

Participant Name	Participation Date	Vesting Schedule	Annual Contribution Amount
Martha D. Saunders	January 1, 2017	100% at all times	<i>18.9% of base salary during each year of service as President, subject to the limits under Internal Revenue Code Section 415(c), with any portion of the annual contribution amount that cannot be contributed to the Plan due to the applicable limits to be contributed instead to the University of West Florida 415(m) Plan, established as a portion of this Plan.</i>

UNIVERSITY OF WEST FLORIDA BOARD OF TRUSTEES

By: _____
Chair