

**RESOLUTION ADOPTING AMENDMENT NO. 1  
TO THE  
PHILADELPHIA BAR ASSOCIATION  
PENSION PLAN  
(As Amended and Restated Effective January 1, 2013)**

**WHEREAS**, the Philadelphia Bar Association (the "Association") maintains a pension plan known as the Philadelphia Bar Association Pension Plan (the "Plan"); and

**WHEREAS**, the Association desires to amend the Plan's definition of "Compensation" for purposes of determining employer contributions under the Plan to include short-term disability payments made to an employee under a fully-insured employer paid policy.

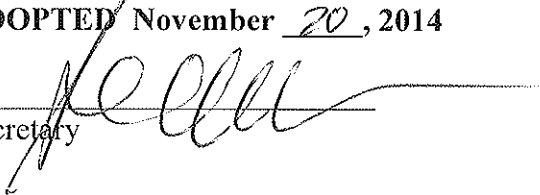
**NOW THEREFORE**, in accordance with the authority granted to them under the Plan, the Board of Governors hereby takes the following actions:

**RESOLVED**, that the Association hereby amends the Plan to adopt the change to the Plan set out in the attached form of Amendment No. 1, effective as of January 1, 2014;

**AND BE IT FURTHER RESOLVED**, that the Association hereby authorizes and directs the Executive Director to take such other and further actions as the Executive Director may deem necessary or appropriate, in consultation with the Pension Committee, including making further amendments to the Plan and its trust, to effectuate the intent of the foregoing resolution.

**PHILADELPHIA BAR ASSOCIATION  
BOARD OF GOVERNORS  
ADOPTED November 20, 2014**

Secretary



**AMENDMENT NO. 1**  
**to the**  
**PHILADELPHIA BAR ASSOCIATION**  
**PENSION PLAN**  
**(As Amended and Restated Effective January 1, 2013)**

Pursuant to the power reserved to it in Section 13.1 of the Philadelphia Bar Association Pension Plan, as amended and restated effective January 1, 2013 (the "Plan"), the Board of Governors hereby amends the Plan effective January 1, 2014, as follows:

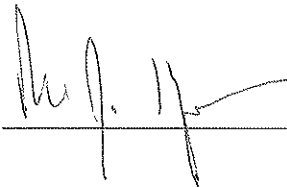
**Section 1.9.1** is hereby amended in its entirety to read as follows:

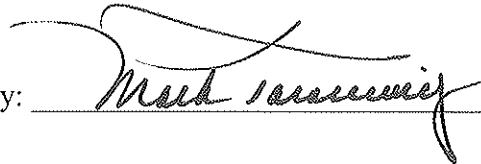
"1.9.1 Participating Employer Contribution. For the purpose of determining participating Employer Contributions, Compensation shall mean wages and salaries, including overtime pay, commissions, bonuses and short-term disability benefit payments under a fully insured Employer-paid policy, paid to an Employee while a Participant during the Plan Year. Compensation shall not include contributions by the Employer to this or any other plan or plans for the benefit of its employees, amounts identified by the Employer as expense allowances or reimbursements, or workers' compensation payments."

\* \* \* \* \*

This Amendment to the Plan is adopted and executed this 10<sup>th</sup> day of November, 2014.

PHILADELPHIA BAR ASSOCIATION

Attest:   
\_\_\_\_\_

By:   
\_\_\_\_\_