

**Amendment for Roth 403(b) Provision to the
Union College Defined Contribution Retirement Plan**

IN WITNESS WHEREOF, Union College herein amends its Union College Defined Contribution Retirement Plan, effective January 1, 2009, as follows:

The following Article is added to the Plan, at the end thereof:

ROTH ELECTIVE DEFERRALS

Section 1. General Application.

1.1 This article will apply to contributions beginning January 1, 2009.

1.2 As of the effective date under section 1.1, this Plan will accept Roth Elective Deferrals made by Participants. A Participant's Roth Elective Deferrals will be allocated to a separate account maintained for such deferrals as described in section 2.

1.3 Unless specifically stated otherwise, Roth Elective Deferrals will be treated as Elective Deferrals for all purposes under this Plan.

Section 2. Separate Accounting

2.1 Contributions and withdrawals of Roth Elective Deferrals will be credited and debited to the Roth Elective Deferral Account maintained for each Participant.

2.2 The Plan will maintain a record of the amount of Roth Elective Deferrals in each Participant's account.

2.3 Gains, losses, and other credits or charges must be separately allocated on a reasonable and consistent basis to each Participant's Roth Elective Deferral account and the Participant's other accounts under the Plan.

2.4 No contributions other than Roth Elective Deferrals and properly attributable earnings will be credited to each Participant's Roth Elective Deferral account.

Section 3. Direct Rollovers

3.1 Notwithstanding any other Section of this Plan, a direct rollover of a distribution from a Roth Elective Deferral account under this Plan will only be made to another Roth Elective Deferral account under an applicable retirement plan described in Code §402A(e) or to a Roth IRA described in Code §408A, and only to the extent the rollover is permitted under the rules of Code §402(c).

3.2 Notwithstanding any other Section of this Plan, this Plan will accept a rollover contribution to a Roth Elective Deferral account only if it is a direct rollover from another Roth Elective Deferral account under an applicable retirement plan described in Code §402A(e) and only to the extent the rollover is permitted under the rules of Code §402(c).

Section 4. Definition of Roth Elective Deferral

4.1 A Roth Elective Deferral is an Elective Deferral that is: **(a)** Designated irrevocably by the Participant at the time of Elective Deferral as a Roth Elective Deferral that is being made in lieu of all or a portion of the pre-tax Elective Deferrals the Participant is otherwise eligible to make; and is **(b)** Treated by the Institution as being includible in the Participant's income at the time the Participant would have received that amount in cash if the Participant had not made an Elective Deferral election.

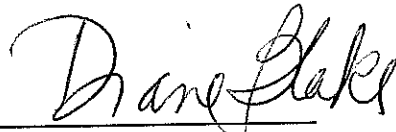
OFFICER'S CERTIFICATE REGARDING THE AMENDMENT OF
THE
Union College Defined Contribution Retirement Plan

The undersigned, being a duly authorized officer of **Union College** (the "Institution") acting pursuant to the authority granted to the officers of the Institution by the resolutions of the Union College Board of Trustees adopted on October 15, 1994, hereby approves and adopts the following resolution:

RESOLVED that, effective as of the dates set forth in the following amendment, the Union College Defined Contribution Retirement Plan is hereby amended substantially in the form attached hereto; and

RESOLVED that, the officers of the Institution be, and each of them hereby is, authorized and directed to take such further action as may be necessary or advisable to effectuate the foregoing resolution, including, but not limited to, providing notification to certain interested parties of such amendments.

IN WITNESS WHEREOF, I have executed this document on the 21st day of July 2009.



Diane T. Blake
Vice President for Finance & Administration