RESOLUTION 2001-2

OF THE

SOUTHWEST KANSAS GROUNDWATER MANAGEMENT DISTRICT

APPROVING

SECURITY BENEFIT FLEXIBLE BENEFITS PLAN

Be it resolved, by SOUTHWEST KANSAS GROUNDWATER MANAGEMENT DISTRICT #3 (the "Employer"), that a Plan known as the Security Benefit Flexible Benefits Plan, including a completed Adoption Agreement and a Basic Plan Document, is hereby adopted and a copy of said Plan is attached. The Plan will be provided to certain employees and allows for employees' portion of the contribution for specified insurance/self-funded coverages specified in the Adoption Agreement to the Plan to be made on a pretax basis.

Be it further resolved, if so specified in the Adoption Agreement to the Plan, this Plan establishes Medical Care and/or Dependent Care Reimbursement Plans. An eligible employee may reduce his/her salary for reimbursement of eligible medical care and dependent care expenses under these Plans.

Authorization is hereby granted for an officer of the Company to execute this Plan on behalf of the Employer.

Adopted this 14th day of February, 2001.

Bv

Roger Barnhardt, President

witnessed By:

Kent Dunn, Secretary