Exhibit C

**RESOLUTION NO 03-004**
**LONE STAR GROUNDWATER CONSERVATION DISTRICT**

**RESOLUTION RELATING TO A 457 DEFERRED COMPENSATION PLAN**

**ACCOUNT NUMBER: 305585**

WHEREAS, the Lone Star Groundwater Conservation District, a political subdivisions of the State of Texas, has employees rendering valuable services; and

WHEREAS, the establishment of a deferred compensation plan for such employees serves the interests of the Employer by enabling it to provide reasonable retirement security for its employees, by providing increased flexibility in its personnel management system, and by assisting in the attraction and retention of competent personnel;

WHEREAS, the Lone Star Groundwater Conservation District has determined that the establishment of a deferred compensation plan to be administered by the ICMA Retirement Corporation serves the above objectives; and

WHEREAS, the Lone Star Groundwater Conservation District desires that its deferred compensation plan be administered by the ICMA Retirement Corporation, and that some of all of the funds held under such plan by invested in the Vantage Trust Company, a trust established by public employers for the collective investment of funds held under their retirement and deferred compensation plans;

NOW THEREFORE, BE IT RESOLVED that the Lone Star Groundwater Conservation District hereby adopts the deferred compensation plan (the "Plan") in the form of:

The ICMA Retirement Corporation Deferred Compensation Plan and Trust, referred to as Appendix A.

BE IT FURTHER RESOLVED that the Lone Star Groundwater Conservation District hereby executes the Declaration of Trust of the Vantage Trust Company, attached hereto as Appendix B, intending this execution to be operative with respect to any retirement or deferred compensation plan subsequently established by the Employer, if the assets of the plan are to be invested in the Vantage Trust Company.

BE IT FURTHER RESOLVED that the assets of the Plan shall be held in trust, with the Lone Star Groundwater Conservation District serving as trustee, for the exclusive benefit of the Plan participants and their beneficiaries, and the assets shall not be diverted to any other purpose.

BE IT FURTHER RESOLVED that the Plan will permit loans.

BE IT FURTHER RESOLVED that the Lone Star Groundwater Conservation District hereby agrees to serve as trustee under the Plan.

Exhibit C

BE IT FURTHER RESOLVED that the General Manager shall be the coordinator for the Plan; shall receive reports, notices, etc., from the ICMA Retirement Corporation or the ICMA Retirement Trust; shall cast, on behalf of the Employer, any required votes under the ICMA Retirement Trust, may delegate any administrative duties relating to the Plan to appropriate departments; and is authorized to execute all necessary agreements with the ICMA Retirement Corporation incidental to the administration of the Plan.

AND IT IS SO ORDERED.
PASSED AND APPROVED THIS 17th day of September, 2003.

Richard J. Tramm, President,

I, the undersigned, Paula J. Hargis, Secretary of the Lone Star Groundwater Conservation District, a political subdivision of the State of Texas organized and existing under the laws of the State of Texas, do hereby certify that the following resolutions were duly adopted by the Board of Directors of said political subdivision on September 17, 2003 and are now in full force and effect:

IN WITNESS WHEREOF, I have hereunto set my hand and seal of said political subdivision the 17th day of September, 2003.

Paula J. Hargis, Secretary

THE STATE OF TEXAS §

COUNTY OF MONTGOMERY §

This instrument was acknowledged before me on the 17th day of September, 2003, by Paula J. Hargis, Secretary of the Lone Star Groundwater Conservation District, a political subdivision of the State of Texas, on behalf of said political subdivision.

MARLA E. BREWER NOTARY PUBLIC STATE OF TEXAS EXPIRES 05-20-2006

Marla E. Brewer, Notary Public
My commission expires: 5/20/06