

AMENDMENT TO THE RESTATED AGREEMENT AND DECLARATION OF TRUST
WISCONSIN LABORERS HEALTH FUND

RESOLVED, Effective February 1, 2007, Article III, Sections 3.1, 3.2, and 3.3 of the Restated Agreement and Declaration of Trust of the Wisconsin Laborers Health Fund be, and hereby is amended to read as follows:

Section 3.1 Number, Appointment, Term.

(a) The Fund shall be administered by ~~twelve (12)~~
fourteen (14) Trustees.

(b) To be eligible to serve as a Trustee of this Fund, any Trustee ~~appointed or assuming office as Trustee after January 1, 1991~~ must be a resident of, and be domiciled in, the state of Wisconsin and have, or have had his principal employment with an Employer, Association, the Wisconsin Laborers' District Council or Local Union having its principal place of business in the State of Wisconsin. Trustees whose principal employment with an Employer, Association, Local Union or Wisconsin Laborers' District Council has ceased, shall not be permitted to serve as a Trustee longer than three (3) years. An Employee Trustee other than a Trustee who is the elected Business Manager of the Wisconsin Laborers' District Council, must also be an individual who has worked in the State of Wisconsin for two (2) or more years under a collective bargaining agreement entered into with a Wisconsin Local Union affiliated with the Wisconsin Laborers' District Council. Any Employee Trustee must be or have been a Participant of the Fund. A Local Union that principally employs an Employee Trustee must be a Union representing Employees within the meaning of Section 1.3 hereunder. No more than two (2) current and former employees of a Local Union may simultaneously serve as Employee Trustees.

(c) ~~Six (6)~~ Seven (7) of the Fund's Trustees shall be appointed by a majority vote of the elected Business Manager Executive Board of the Wisconsin Laborers' District Council and shall act as Employee Trustees.

(d) ~~Six (6)~~ Seven (7) of the Fund's Trustees shall be designated as follows and shall act as Employer Trustees:

~~Four (4)~~ Five (5) of the Fund's Trustees shall be appointed by the Association and shall act as Employer Trustees.

One (1) of the Fund's Trustees shall be appointed by the Allied Construction Employers Association (ACEA) and shall act as an Employer Trustees.

One (1) of the Fund's Trustees shall be appointed by the Wisconsin Underground Contractors Association (WUCA) and shall act as an Employer Trustees.

(e) The respective Trustees shall serve without compensation, but they shall be reimbursed for all reasonable and necessary expenses properly and actually incurred by them in connection with the performance of their official duties as such.

(f) Each Employee Trustee shall serve at the will of the ~~elected Business Manager~~ Executive Board of the Wisconsin Laborers' District Council. Each Employer Trustee shall serve at the will of the association appointing him.

(g) The ~~elected Business Manager~~ Executive Board of the Wisconsin Laborers' District Council shall select a Successor Trustee whenever a vacancy or vacancies occur amongst the Employee Trustees. A vacancy shall occur whenever a Trustee resigns or when a Trustee is removed by the party which appointed him, or by reason of death or incapacity.

(h) The association involved shall select a Successor Trustee whenever a vacancy or vacancies occurs among their respective appointees. A vacancy shall occur whenever a Trustee resigns or when a Trustee is removed by the party which appointed him, or by reason of death or incapacity.

Section 3.2 Resignation and Removal.

(a) A Trustee may resign and become and remain fully discharged from all further duty or responsibility hereunder upon giving thirty (30) days' notice in writing to the remaining Trustees and to the party by whom he was appointed, or such shorter notice as the remaining Trustees may accept as sufficient, in which notice there shall be stated a date on which such resignation shall take effect; and such resignation shall take effect on the date specified in the notice unless a successor Trustee shall have been appointed at an earlier date, in which event such resignation shall take effect immediately upon the appointment of such successor Trustee.

(b) Any Trustee may be removed by action of the body appointing him. Written notice of such action is to be delivered to the Trustee and to the Chairman and Secretary-Treasurer of the

Trustees serving at that time.

(c) An Employee Trustee may be removed as a Trustee at any time by action of the ~~elected Business Manager~~ Executive Board of the Wisconsin Laborers' District Council.

~~(d) The Employee Trustee who holds such trusteeship by virtue of his appointment by the elected Business Manager of the Wisconsin Laborers' District Council may be removed as a Trustee at any time by action of the elected Business Manager of the Wisconsin Laborers' District Council.~~

(ed) An Employer Trustee may be removed from office at any time by action of the Board of Directors of the association appointing him.

(fe) Employer Trustees appointed by the ACEA and WUCA may be removed by a majority vote of the Employer Trustees upon the Employer Trustees determining, in their sole discretion, that the Employer Trustee failed to fulfill his fiduciary obligations in an appropriate manner.

Section 3.3 Successor Trustees, Appointment.

(a) If any Employer Trustee shall die, become incapable of acting hereunder, resign, or be removed, a Successor Employer Trustee shall be immediately appointed by the Board of Directors of the association appointing him, such appointment to be in writing and to be delivered to the Chairman and Secretary-Treasurer of the Trustees serving at that time.

(b) If any Employee Trustee shall die, become incapable of acting hereunder, resign, or be removed, a Successor Employee Trustee shall immediately be appointed by the ~~elected Business Manager of the Wisconsin Laborers' District Council~~, or if he is not able to do so, a successor shall be appointed by the Executive Board of the Wisconsin Laborers' District Council. Written notice of such action to be delivered to the Chairman and Secretary-Treasurer of the Trustees serving at that time.

(c) It is the intention hereof that the Fund shall at all times be administered in an equal number of Employer Trustees and Employee Trustees. The written appointment shall state the term, if any, during which the Trustee is to serve, consistent with Section 3.1 of this Article.

Dated: 2/22/07.

CHAIRMAN:

SECRETARY-TREASURER

Michael R Ryan

Thomas E. Fish

CONSENTED TO AND APPROVED BY THE ASSOCIATED GENERAL CONTRACTORS
OF WISCONSIN, INC.

BY: Robert J. Barber

CONSENTED TO AND APPROVED BY THE WISCONSIN LABORERS DISTRICT
COUNCIL

BY: Thomas E. Fish

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AMENDMENT TO THE RESTATED AGREEMENT AND DECLARATION OF TRUST
WISCONSIN LABORERS HEALTH FUND

RESOLVED, Article III, Sections 3.1, 3.2, and 3.3 of the Restated Agreement and Declaration of Trust of the Wisconsin Laborers Health Fund be, and hereby is amended to read as follows:

Section 3.1 Number, Appointment, Term.

(a) The Fund shall be administered by ~~eighteen~~ twelve (~~18~~) Trustees.

(b) To be eligible to serve as a Trustee of this Fund, any Trustee appointed or assuming office as Trustee after January 1, 1991 must be a resident of, and be domiciled in, the state of Wisconsin and have his principal employment with an Employer, Association or Local Union having its principal place of business in the State of Wisconsin. ~~An Employee Trustee whose Trusteeship is derived from his office as Business Manager of one of the twelve (12) local unions listed in Section 3.1(c) of this Article, other than a Trustee who is the elected Business Manager of the Wisconsin Laborers' District Council, or, who is appointed by the elected Business Manager of the Wisconsin Laborers District Council in accordance with the designation procedures of Section 3.1(c), must also be an individual who has worked in the State of Wisconsin for two (2) or more years under a collective bargaining agreement entered into with a Wisconsin Local Union listed in Section 3.1(d) of this Article affiliated with the Wisconsin Laborers' District Council.~~

(c) ~~Nine~~ Six (~~9~~) of the Fund's Trustees shall be ~~designated as follows~~ appointed by the elected Business Manager of the Wisconsin Laborers' District Council and shall act as Employee Trustees.

~~The Business Managers of five (5) of the following ten (10) Local Unions shall be Employee Trustees:~~

~~— Laborers Local 140 LaCrosse
— Laborers Local 317 Eau Claire
— Laborers Local 464 Madison
— Laborers Local 539 Green Bay
— Laborers Local 931 Appleton
— Laborers Local 1050 Superior
— Laborers Local 1086 Fond du Lac~~

~~Laborers Local 1407 Wisconsin Rapids~~
~~Laborers Local 1359 Wausau~~
~~Laborers Local 1440 Janesville~~

~~The elected Business Manager of the Wisconsin Laborers' District Council shall determine which five (5) Business Managers shall serve as Employee Trustees of the Fund (a "Local Union Business Manager-Employee Trustee"). One (1) Trustee shall be appointed by the elected Business Manager of the Wisconsin Laborers' District Council provided such appointee meets the general Trustee qualification requirements specified in the first sentence of Section 3.1(b) of this Article.~~

~~The Business Managers of the following Local Unions shall be Employee Trustees:~~

~~Laborers Local 113 Milwaukee~~
~~Laborers Local 392 Waukesha~~

~~In addition, one (1) Trustee shall be appointed by the elected Business Manager of the Wisconsin Laborers District Council from a list of one or more candidates recommended by the Business Manager of Laborers Local 113, whose appointment shall not unreasonably be withheld.~~

~~A Business Manager of a Local Union who serves as an Employee Trustee of the Health Fund may not simultaneously serve as an Employee Trustee of the Wisconsin Laborers' Pension Trust Fund.~~

~~(d) In the event a Business Manager of a Local Union listed in subsection (c) who would be a Trustee under the designation procedure of this Section 3.1 refuses to accept appointment as Employee Trustee, the Executive Board of the District Council will appoint an Employee Trustee from a list of one or more candidates recommended by the Executive Board of the Local Union of whom he is Business Manager, whose appointment shall not unreasonably be withheld. An appointee under this subsection (d) must meet the general Trustee qualification requirements specified in the first sentence of Section 3.1(b).~~

~~(ed) Nine six (96) of the Fund's Trustees shall be designated as follows and shall act as Employer Trustees:~~

~~Six four (64) of the Fund's Trustees shall be appointed by the Association and shall act as Employer Trustees.~~

~~Two One (21) of the Fund's Trustees shall be appointed by the Allied Construction Employers Association (ACEA) and shall act as~~

an Employer Trustees.

One (1) of the Fund's Trustees shall be appointed by the Wisconsin Underground Contractors Association (WUCA) and shall act as an Employer Trustees. Ru

(fe) The respective Trustees shall serve without compensation, but they shall be reimbursed for all reasonable and necessary expenses properly and actually incurred by them in connection with the performance of their official duties as such.

(gf) ~~The appointee~~ Each Employee Trustee of the elected Business Manager of the District Council shall serve at the will of such the elected Business Manager of the Wisconsin Laborers' District Council. ~~All other Employee Trustees shall serve at the will of the Executive Board of the District Council, subject to Section 3.2(c).~~ Each Employer Trustee shall serve at the will of the association appointing him.

(hg) ~~The Executive Board~~ elected Business Manager of the Wisconsin Laborers' District Council shall select a Successor Trustee ~~in accordance with the provisions of subsection (d) whenever a vacancy or vacancies occur amongst the Employee Trustees, unless there is a Business Manager of a Local Union, or appointee of the elected Business Manager of the Wisconsin Laborers District Council who would be a Trustee under the designation procedures in this Section 3.1(c).~~ A vacancy shall occur whenever a Trustee resigns or when a Trustee is removed by the party which appointed him, or by reason of death or incapacity.

(ih) The association involved shall select a Successor Trustee whenever a vacancy or vacancies occurs among their respective appointees. A vacancy shall occur whenever a Trustee resigns or when a Trustee is removed by the party which appointed him, or by reason of death or incapacity.

Section 3.2 Resignation and Removal.

(a) A Trustee may resign and become and remain fully discharged from all further duty or responsibility hereunder upon giving thirty (30) days' notice in writing to the remaining Trustees and to the party by whom he was appointed, or such shorter notice as the remaining Trustees may accept as sufficient, in which notice there shall be stated a date on which such resignation shall take effect; and such resignation shall take effect on the date specified in the notice unless a successor Trustee shall have been appointed at an earlier date,

in which event such resignation shall take effect immediately upon the appointment of such successor Trustee.

(b) Any Trustee may be removed by action of the body appointing him. Written notice of such action is to be delivered to the Trustee and to the Chairman and Secretary-Treasurer of the Trustees serving at that time.

(c) ~~An Local Union Business Manager-Employee Trustee may be removed as a Trustee at any time by action of the Executive Board of the elected Business Manager of the Wisconsin Laborers' District Council. Upon resignation as a Local Union Business Manager, a Local Union Business Manager-Employee Trustee shall automatically be removed effective as of the date he ceases to be the Business Manager of the Local Union.~~

(d) The Employee Trustee who holds such trusteeship by virtue of his appointment by the elected Business Manager of the Wisconsin Laborers' District Council may be removed as a Trustee at any time by action of the elected Business Manager of the Wisconsin Laborers' District Council.

(e) An Employer Trustee may be removed from office at any time by action of the Board of Directors of the association appointing him.

(f) Employer Trustees appointed by the ACEA and WUCA may be removed by a majority vote of the Employer Trustees upon the Employer Trustees determining, in their sole discretion, that the Employer Trustee failed to fulfill his fiduciary obligations in an appropriate manner.

Section 3.3 Successor Trustees, Appointment.

(a) If any Employer Trustee shall die, become incapable of acting hereunder, resign, or be removed, a Successor Employer Trustee shall be immediately appointed by the Board of Directors of the association appointing him, such appointment to be in writing and to be delivered to the Chairman and Secretary-Treasurer of the Trustees serving at that time.

~~(b) If a Local Union Business Manager/Employee Trustee shall die, become incapable of acting hereunder, resign, or be removed, the Successor Business Manager of the Local Union of the thus terminated Trustee shall immediately be appointed in accordance with the designation procedures of Section 3.1(c) or, if such Successor Business Manager refuses to or, cannot accept said appointment, a successor shall be appointed in accordance~~

~~with the procedure specified in Section 3.1(d) of this Article. Written notice of such action is to be delivered to the Chairman and Secretary-Treasurer of the Trustees serving at the time.~~

~~(cb) If any Employee Trustee the appointee of the elected Business Manager of the Wisconsin Laborers' District Council shall die, become incapable of acting hereunder, resign, or be removed, a Successor Employee Trustee shall immediately be appointed by the elected Business Manager of the Wisconsin Laborers' District Council, or if he is not able to do so, a successor shall be appointed in accordance with the procedure specified in Section 3.1(d) of this Article by the Executive Board of the Wisconsin Laborers' District Council. Written notice of such action to be delivered to the Chairman and Secretary-Treasurer of the Trustees serving at that time.~~

~~(d) If an Employee Trustee appointed in accordance with the procedure specified in Section 3.1(d) of this Article shall die, become incapable of acting hereunder, resign, or be removed, a Successor Employee Trustee shall immediately be appointed in accordance with the procedure specified in such Section 3.1(d) of this Article. Written notice of such action to be delivered to the Chairman and Secretary-Treasurer of the Trustees serving at that time.~~

(eg) It is the intention hereof that the Fund shall at all times be administered in an equal number of Employer Trustees and Employee Trustees. The written appointment shall state the term, if any, during which the Trustee is to serve, consistent with Section 3.1 of this Article.

Dated: 8/5/04.

EMPLOYEE TRUSTEES:

Kevin D. Lee
Berton & Sunseth
Michael P. Ryan
John Schmitt

EMPLOYER TRUSTEES:

Thomas V. Rosen
James J. Gendron
Kent Smith

Thomas E. Fisher

Mike Westens

Edward J. Keayler

Julian Kuhn

CONSENTED TO AND APPROVED BY THE ASSOCIATED GENERAL CONTRACTORS
OF WISCONSIN, INC.

BY: Robert J. Barker

CONSENTED TO AND APPROVED BY THE WISCONSIN LABORERS DISTRICT
COUNCIL

BY: Michael R. Ryan

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AMENDMENT TO THE RESTATED AGREEMENT AND DECLARATION OF TRUST
WISCONSIN LABORERS HEALTH FUND

RESOLVED, Effective June 1, 2002, Article III, Sections 3.1, 3.2, and 3.3 of the Restated Agreement and Declaration of Trust of the Wisconsin Laborers Health Fund be, and hereby is amended to read as follows:

Section 3.1 Number, Appointment, Term.

(a) The Fund shall be administered by eighteen (18) Trustees.

(b) To be eligible to serve as a Trustee of this Fund, any Trustee appointed or assuming office as Trustee after January 1, 1991 must be a resident of, and be domiciled in, the state of Wisconsin and have his principal employment with an Employer, Association or Local Union having its principal place of business in the State of Wisconsin. An Employee Trustee whose Trusteeship is derived from his office as Business Manager of one of the twelve (12) local unions listed in Section 3.1(c) of this Article, or, who is appointed by the elected Business Manager of the Wisconsin Laborers District Council in accordance with the designation procedures of Section 3.1(c), must also be an individual who has worked in the State of Wisconsin for two (2) or more years under a collective bargaining agreement entered into with a Local Union listed in Section 3.1(d) of this Article.

(c) Nine (9) of the Fund's Trustees shall be designated as follows and shall act as Employee Trustees:

The Business Managers of five (5) of the following ten (10) Local Unions shall be Employee Trustees:

Laborers Local 140 LaCrosse
Laborers Local 317 Eau Claire
Laborers Local 464 Madison
Laborers Local 539 Green Bay
Laborers Local 931 Appleton
Laborers Local 1050 Superior
Laborers Local 1086 Fond du Lac

Laborers Local 1407 Wisconsin Rapids
Laborers Local 1359 Wausau
Laborers Local 1440 Janesville

The elected Business Manager of the Wisconsin Laborers' District Council shall determine which five (5) Business Managers shall serve as Employee Trustees of the Fund (a "Local Union Business Manager-Employee Trustee"). One (1) Trustee shall be appointed by the elected Business Manager of the Wisconsin Laborers' District Council provided such appointee meets the general Trustee qualification requirements specified in the first sentence of Section 3.1(b) of this Article.

The Business Managers of the following Local Unions shall be Employee Trustees:

Laborers Local 113 Milwaukee
Laborers Local 392 Waukesha

In addition, one (1) Trustee shall be appointed by the elected Business Manager of the Wisconsin Laborers District Council from a list of one or more candidates recommended by the Business Manager of Laborers Local 113, whose appointment shall not unreasonably be withheld.

A Business Manager of a Local Union who serves as an Employee Trustee of the Health Fund may not simultaneously serve as an Employee Trustee of the Wisconsin Laborers' Pension Trust Fund.

(d) In the event a Business Manager of a Local Union listed in subsection (c) who would be a Trustee under the designation procedure of this Section 3.1 refuses to accept appointment as Employee Trustee, the Executive Board of the District Council will appoint an Employee Trustee from a list of one or more candidates recommended by the Executive Board of the Local Union of whom he is Business Manager, whose appointment shall not unreasonably be withheld. An appointee under this subsection (d) must meet the general Trustee qualification requirements specified in the first sentence of Section 3.1(b).

(e) Nine (9) of the Fund's Trustees shall be designated as follows and shall act as Employer Trustees:

Six (6) of the Fund's Trustees shall be appointed by the Association and shall act as Employer Trustees.

Two (2) of the Fund's Trustees shall be appointed by the Allied Construction Employers Association (ACEA) and shall act as Employer Trustees.

One (1) of the Fund's Trustees shall be appointed by the Wisconsin Underground Contractors Association (ACEA) and shall act as Employer Trustees.

(f) The respective Trustees shall serve without compensation, but they shall be reimbursed for all reasonable and necessary expenses properly and actually incurred by them in connection with the performance of their official duties as such.

(g) The appointees of the elected Business Manager of the District Council shall serve at the will of such elected Business Manager. All other Employee Trustees shall serve at the will of the Executive Board of the District Council, subject to Section 3.2(c). Each Employer Trustee shall serve at the will of the association appointing him.

(h) The Executive Board of the District Council shall select a Successor Trustee in accordance with the provisions of subsection (d) whenever a vacancy or vacancies occur amongst the Employee Trustees, unless there is a Business Manager of a Local Union, or appointee of the elected Business Manager of the Wisconsin Laborers District Council who would be a Trustee under the designation procedures in this Section 3.1(c). A vacancy shall occur whenever a Trustee resigns or when a Trustee is removed by the party which appointed him, or by reason of death or incapacity.

(i) The association involved shall select a Successor Trustee whenever a vacancy or vacancies occurs among their respective appointees. A vacancy shall occur whenever a Trustee resigns or when a Trustee is removed by the party which appointed him, or by reason of death or incapacity.

Section 3.2 Resignation and Removal.

(a) A Trustee may resign and become and remain fully discharged from all further duty or responsibility hereunder upon

giving thirty (30) days' notice in writing to the remaining Trustees and to the party by whom he was appointed, or such shorter notice as the remaining Trustees may accept as sufficient, in which notice there shall be stated a date on which such resignation shall take effect; and such resignation shall take effect on the date specified in the notice unless a successor Trustee shall have been appointed at an earlier date, in which event such resignation shall take effect immediately upon the appointment of such successor Trustee.

(b) Any Trustee may be removed by action of the body appointing him. Written notice of such action is to be delivered to the Trustee and to the Chairman and Secretary-Treasurer of the Trustees serving at that time.

(c) A Local Union Business Manager-Employee Trustee may be removed as a Trustee at any time by action of the Executive Board of the Wisconsin Laborers' District Council. Upon resignation as a Local Union Business Manager, a Local Union Business Manager-Employee Trustee shall automatically be removed effective as of the date he ceases to be the Business Manager of the Local Union.

(d) The Employee Trustee who holds such trusteeship by virtue of his appointment by the elected Business Manager of the Wisconsin Laborers' District Council may be removed as a Trustee at any time by action of the elected Business Manager of the Wisconsin Laborers' District Council.

(e) An Employer Trustee may be removed from office at any time by action of the Board of Directors of the association appointing him.

(f) Employer Trustees appointed by the ACEA and WUCA may be removed by a majority vote of the Employer Trustees upon the Employer Trustees determining, in their sole discretion, that the Employer Trustee failed to fulfill his fiduciary obligations in an appropriate manner.

Section 3.3 Successor Trustees, Appointment.

(a) If any Employer Trustee shall die, become incapable of acting hereunder, resign, or be removed, a Successor Employer

Trustee shall be immediately appointed by the Board of Directors of the association appointing him, such appointment to be in writing and to be delivered to the Chairman and Secretary-Treasurer of the Trustees serving at that time.

(b) If a Local Union Business Manager/Employee Trustee shall die, become incapable of acting hereunder, resign, or be removed, the Successor Business Manager of the Local Union of the thus terminated Trustee shall immediately be appointed in accordance with the designation procedures of Section 3.1(c) or, if such Successor Business Manager refuses to or, cannot accept said appointment, a successor shall be appointed in accordance with the procedure specified in Section 3.1(d) of this Article. Written notice of such action is to be delivered to the Chairman and Secretary-Treasurer of the Trustees serving at the time.

(c) If the appointee of the elected Business Manager of the Wisconsin Laborers' District Council shall die, become incapable of acting hereunder, resign, or be removed, a Successor Employee Trustee shall immediately be appointed by the elected Business Manager of the Wisconsin Laborers' District Council, or if he is not able to do so, a successor shall be appointed in accordance with the procedure specified in Section 3.1(d) of this Article. Written notice of such action to be delivered to the Chairman and Secretary-Treasurer of the Trustees serving at that time.

(d) If an Employee Trustee appointed in accordance with the procedure specified in Section 3.1(d) of this Article shall die, become incapable of acting hereunder, resign, or be removed, a Successor Employee Trustee shall immediately be appointed in accordance with the procedure specified in such Section 3.1(d) of this Article. Written notice of such action to be delivered to the Chairman and Secretary-Treasurer of the Trustees serving at that time.

(e) It is the intention hereof that the Fund shall at all times be administered in an equal number of Employer Trustees and Employee Trustees. The written appointment shall state the term, if any, during which the Trustee is to serve, consistent with Section 3.1 of this Article.

Dated: 11/7/02.

EMPLOYEE TRUSTEES:

Michael R Ryan

Sharon Brumack

Chuck Demerke

Robert Boguski

Mrs. Mestas

EMPLOYER TRUSTEES:

Teresa Mueller

Edith Demery

Ernie J. Jaramila

Arthur M. [Signature]

CONSENTED TO AND APPROVED BY THE ASSOCIATED GENERAL CONTRACTORS OF WISCONSIN, INC.

BY: Teresa Mueller

CONSENTED TO AND APPROVED BY THE WISCONSIN LABORERS DISTRICT COUNCIL

BY: Michael R Ryan

AMENDMENT TO THE RESTATED AGREEMENT AND DECLARATION OF TRUST
WISCONSIN LABORERS HEALTH FUND

RESOLVED, Article III, Sections 3.1, 3.2, and 3.3 of the Restated Agreement and Declaration of Trust of the Wisconsin Laborers Health Fund be, and hereby is amended to read as follows:

Section 3.1 Number, Appointment, Term.

(a) The Fund shall be administered by twelve (12) Trustees.

(b) To be eligible to serve as a Trustee of this Fund, any Trustee appointed or assuming office as Trustee after January 1, 1991 must be a resident of, and be domiciled in, the state of Wisconsin and have his principal employment with an Employer, Association or Local Union having its principal place of business in the State of Wisconsin. An Employee Trustee whose Trusteeship is derived from his office as Business Manager of one of the ten (10) local unions listed in Section 3.1(c) of this Article, must also be an individual who has worked in the State of Wisconsin for two (2) or more years under a collective bargaining agreement entered into with a Local Union listed in Section 3.1(d) of this Article.

(c) Six (6) of the Fund's Trustees shall be designated as follows and shall act as Employee Trustees:

The Business Managers of five (5) of the following ten (10) Local Unions shall be Employee Trustees:

Laborers Local 140 LaCrosse
Laborers Local 317 Eau Claire
Laborers Local 464 Madison
Laborers Local 539 Green Bay
Laborers Local 931 Appleton
Laborers Local 1050 Superior
Laborers Local 1086 Fond du Lac
Laborers Local 1407 Wisconsin Rapids
Laborers Local 1359 Wausau
Laborers Local 1440 Janesville

The elected Business Manager of the Wisconsin Laborers' District Council shall determine which five (5) Business Managers shall serve as Employee Trustees of the Fund (a "Local Union Business Manager-Employee Trustee"). One (1) Trustee shall be appointed by the elected Business Manager of the Wisconsin Laborers' District Council provided such appointee meets the general Trustee qualification requirements specified in the first sentence of Section 3.1(b) of this Article.

A Business Manager of a Local Union who serves as an Employee Trustee of the Health Fund may not simultaneously serve as an Employee Trustee of the Wisconsin Laborers' Pension Trust Fund.

(d) In the event a Business Manager of a Local Union listed in subsection (c) who would be a Trustee under the designation procedure of this Section 3.1 refuses to accept appointment as Employee Trustee, the Executive Board of the District Council will appoint an Employee Trustee from a list of one or more candidates recommended by the Executive Board of the Local Union of whom he is Business Manager, whose appointment shall not unreasonably be withheld. An appointee under this subsection (d) must meet the general Trustee qualification requirements specified in the first sentence of Section 3.1(b).

(e) Six (6) of the Fund's Trustees shall be appointed by the Association and shall act as Employer Trustees.

(f) The respective Trustees shall serve without compensation, but they shall be reimbursed for all reasonable and necessary expenses properly and actually incurred by them in connection with the performance of their official duties as such.

(g) The appointee of the elected Business Manager of the District Council shall serve at the will of such elected Business Manager. All other Employee Trustees shall serve at the will of the Executive Board of the District Council, subject to Section 3.2(c). Each Employer Trustee shall serve at the will of the Association.

(h) The Executive Board of the District Council shall select a Successor Trustee in accordance with the provisions of subsection (d) whenever a vacancy or vacancies occur amongst the Employee Trustees, unless there is a Business Manager of a Local

Union, or appointee of the elected Business Manager of the Wisconsin Laborers District Council who would be a Trustee under the designation procedures in this Section 3.1(c). A vacancy shall occur whenever a Trustee resigns or when a Trustee is removed by the party which appointed him, or by reason of death or incapacity.

(i) The Association shall select a Successor Trustee whenever a vacancy or vacancies occur amongst the Employer Trustees. A vacancy shall occur whenever a Trustee resigns or when a Trustee is removed by the party which appointed him, or by reason of death or incapacity.

Section 3.2 Resignation and Removal.

(a) A Trustee may resign and become and remain fully discharged from all further duty or responsibility hereunder upon giving thirty (30) days' notice in writing to the remaining Trustees and to the party by whom he was appointed, or such shorter notice as the remaining Trustees may accept as sufficient, in which notice there shall be stated a date on which such resignation shall take effect; and such resignation shall take effect on the date specified in the notice unless a successor Trustee shall have been appointed at an earlier date, in which event such resignation shall take effect immediately upon the appointment of such successor Trustee.

(b) Any Trustee may be removed by action of the body appointing him. Written notice of such action is to be delivered to the Trustee and to the Chairman and Secretary-Treasurer of the Trustees serving at that time.

(c) A Local Union Business Manager-Employee Trustee may be removed as a Trustee at any time by action of the Executive Board of the Wisconsin Laborers' District Council. Upon resignation as a Local Union Business Manager, a Local Union Business Manager-Employee Trustee shall automatically be removed effective as of the date he ceases to be the Business Manager of the Local Union.

(d) The Employee Trustee who holds such trusteeship by virtue of his appointment by the elected Business Manager of the Wisconsin Laborers' District Council may be removed as a Trustee at any time by action of the elected Business Manager of the Wisconsin

Laborers' District Council.

(e) An Employer Trustee may be removed from office at any time by action of the Board of Directors of the Association.

Section 3.3 Successor Trustees, Appointment.

(a) If any Employer Trustee shall die, become incapable of acting hereunder, resign, or be removed, a Successor Employer Trustee shall be immediately appointed by the Board of Directors of the Association, such appointment to be in writing and to be delivered to the Chairman and Secretary-Treasurer of the Trustees serving at that time.

(b) If a Local Union Business Manager/Employee Trustee shall die, become incapable of acting hereunder, resign, or be removed, the Successor Business Manager of the Local Union of the thus terminated Trustee shall immediately be appointed in accordance with the designation procedures of Section 3.1(c) or, if such Successor Business Manager refuses to or, cannot accept said appointment, a successor shall be appointed in accordance with the procedure specified in Section 3.1(d) of this Article. Written notice of such action is to be delivered to the Chairman and Secretary-Treasurer of the Trustees serving at the time.

(c) If the appointee of the elected Business Manager of the Wisconsin Laborers' District Council shall die, become incapable of acting hereunder, resign, or be removed, a Successor Employee Trustee shall immediately be appointed by the elected Business Manager of the Wisconsin Laborers' District Council, or if he is not able to do so, a successor shall be appointed in accordance with the procedure specified in Section 3.1(d) of this Article. Written notice of such action to be delivered to the Chairman and Secretary-Treasurer of the Trustees serving at that time.

(d) If an Employee Trustee appointed in accordance with the procedure specified in Section 3.1(d) of this Article shall die, become incapable of acting hereunder, resign, or be removed, a Successor Employee Trustee shall immediately be appointed in accordance with the procedure specified in such Section 3.1(d) of this Article. Written notice of such action to be delivered to the Chairman and Secretary-Treasurer of the Trustees serving at that

time.

(e) It is the intention hereof that the Fund shall at all times be administered in an equal number of Employer Trustees and Employee Trustees. The written appointment shall state the term, if any, during which the Trustee is to serve, consistent with Section 3.1 of this Article.

Dated: November 8, 2001.

EMPLOYEE TRUSTEES:

EMPLOYER TRUSTEES:

Conrad R Umentum

[Signature]

Thomas Brennan

Jack J. Gandy

Miles Mentors

Thomas V. Harkin

Cliff Lomack

Luther Jensen

Robert Bogust

Teresa Mueller

Michael R Ryan

CONSENTED TO AND APPROVED BY THE WISCONSIN CHAPTER, THE ASSOCIATED GENERAL CONTRACTORS OF AMERICA, INC.

BY: Teresa Mueller

CONSENT TO AND APPROVED BY THE WISCONSIN LABORERS DISTRICT COUNCIL

BY: Michael R Ryan

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AMENDMENT TO THE RESTATED AGREEMENT AND DECLARATION OF TRUST
WISCONSIN LABORERS HEALTH FUND

RESOLVED, Article III, Section 3.1, 3.2, and 3.3 of the Restated Agreement and Declaration of Trust of the Wisconsin Laborers Health Fund be, and hereby is amended to read as follows:

Section 3.1 Number, Appointment, Term.

(a) The Fund shall be administered by twelve (12) Trustees.

(b) To be eligible to serve as a Trustee of this Fund, any Trustee appointed or assuming office as Trustee after Jan. 1, 1991 must be a resident of, and be domiciled in, the State of Wisconsin and have his principal employment with an Employer, Association or Local Union having its principal place of business in the State of Wisconsin. An Employee Trustee whose Trusteeship is derived from his office as Business Manager of one of the five (5) local unions listed in Section 3.1 (c) of this Article, must also be an individual who has worked in the State of Wisconsin for two (2) more years under a collective bargaining agreement entered into with a Local Union listed in Section 3.1 (d) of this Article.

(c) Six (6) of the Fund's Trustees shall be designated as follows and shall act as Employee Trustees:

The Business Manager of each of the following Local Unions shall be an Employee Trustee:

Laborers Local 317 Eau Claire
Laborers Local 539 Green Bay
Laborers Local 931 Appleton
Laborers Local 1086 Fond du Lac
Laborers Local 1359 Wausau

In addition, one (1) Trustee shall be appointed by the elected Business Manager of the Wisconsin Laborers' District Council provided such appointee meets the general Trustee qualification requirements specified in the first sentence of Section 3.1 (b) of this Article.

(d) In the event a Local Union listed in subsection (c) does not have a Business Manager or the Wisconsin Laborers' District Council does not have an elected Business Manager, or if for any other reason there is a vacancy or there are vacancies in Employee trusteeships, two-thirds (2/3) of the remaining Business Managers from the following Local Unions shall designate the Employee Trustee(s) to fill the vacancy or vacancies:

Laborers Local	140	La Crosse
Laborers Local	317	Eau Claire
Laborers Local	464	Madison
Laborers Local	539	Green Bay
Laborers Local	931	Appleton
Laborers Local	1050	Superior
Laborers Local	1086	Fond du Lac
Laborers Local	1359	Wausau
Laborers Local	1407	Wisconsin Rapids
Laborers Local	1440	Janesville

(e) Six (6) of the Fund's Trustees shall be appointed by the Association and shall act as Employer Trustees.

(f) The respective Trustees shall serve without compensation, but they shall be reimbursed for all reasonable and necessary expenses properly and actually incurred by them in connection with the performance of their official duties as such.

(g) Each Business Manager-Employee Trustee shall serve at the will of the Local Union of whom he is Business Manager. The appointee of the elected Business Manager of the District Council shall serve at the will of such elected Business Manager. Each Employee Trustee designated by the Business Managers in accordance with the provisions of subsection (d) of this Section 3.1 shall serve at the will of the group appointing him. Each Employer Trustee shall serve at the will of the Association.

(h) The respective Business Managers of the Local Unions listed in subsection (d) of this Section 3.1 shall select a Successor Trustee whenever a vacancy or vacancies occur amongst the Employee Trustees unless there is a Business Manager or appointee of the elected Business Manager of the Wisconsin Laborers' District Council who would be a Trustee under the designation procedures in this Section 3.1, which Business Manager or appointee of the elected Business Manager is not otherwise incapable or disqualified from serving. A vacancy shall occur whenever a Trustee resigns or when a Trustee is removed by the party which appointed him, or by reason of death or incapacity.

(i) The Association shall select a Successor Trustee whenever a vacancy or vacancies occur amongst the Employer Trustees. A vacancy shall occur whenever a Trustee resigns or when a Trustee is removed by the party which appointed him, or by reason

of death or incapacity.

Section 3.2 Resignation and Removal.

(a) A Trustee may resign and become and remain fully discharged from all further duty or responsibility hereunder upon giving thirty (30) days' notice in writing to the remaining Trustees and to the party by whom he was appointed, or such shorter notice as the remaining Trustees may accept as sufficient, in which notice there shall be stated a date on which such resignation shall take effect; and such resignation shall take effect on the date specified in the notice unless a successor Trustee shall have been appointed at an earlier date, in which event such resignation shall take effect immediately upon the appointment of such successor Trustee.

(b) Any Trustee may be removed by action of the body appointing him. Written notice of such action is to be delivered to the Trustee and to the Chairman and Secretary-Treasurer of the Trustees serving at that time.

(c) A Business Manager-Employee Trustee may be removed from office at any time by action of the Local Union of whom he is Business Manager.

(d) The Employee Trustee who holds such trusteeship by virtue of his appointment by the elected Business Manager of the Wisconsin Laborers' District Council may be removed as a Trustee at any time by action of the elected Business Manager of the Wisconsin Laborers' District Council.

(e) An Employee Trustee designated by the Business Managers in accordance with subsection (d) of Section 3.1 of this Article may be removed from office at any time by action of the group appointing him.

(f) An Employer Trustee may be removed from office at any time by action of the Board of Directors of the Association.

Section 3.3 Successor Trustees, Appointment.

(a) If any Employer Trustee shall die, become incapable of acting hereunder, resign, or be removed, a Successor Employer Trustee shall be immediately appointed by the Board of Directors of the Association, such appointment to be in writing and to be delivered to the Chairman and Secretary-Treasurer of the Trustees serving at that time.

(b) If a Business Manager/Employee Trustee shall die, become incapable of acting hereunder, resign, or be removed, the Successor Business Manager of the Local Union of the thus terminated Trustee shall immediately be appointed by the Local Union of whom he is Business Manager or, if they are not able to do so, a successor shall be appointed in accordance with the procedure

specified in Section 3.1(d) of this Article. Written notice of such action is to be delivered to the Chairman and Secretary-Treasurer of the Trustees serving at that time.

(c) If the appointee of the elected Business Manager of the Wisconsin Laborers' District Council shall die, become incapable of acting hereunder, resign, or be removed, a Successor Employee Trustee shall immediately be appointed by the elected Business Manager of the Wisconsin Laborers' District Council or, if he is not able to do so, a successor shall be appointed in accordance with the procedure specified in Section 3.1(d) of this Article. Written notice of such action to be delivered to the Chairman and Secretary-Treasurer of the Trustees serving at that time.

(d) If an Employee Trustee appointed in accordance with the procedure specified in Section 3.1(d) of this Article shall die, become incapable of acting hereunder, resign, or be removed, a Successor Employee Trustee shall immediately be appointed in accordance with the procedure specified in such Section 3.1(d) of this Article. Written notice of such action to be delivered to the Chairman and Secretary-Treasurer of the Trustees serving at that time.

(e) It is the intention hereof that the Fund shall at all times be administered by an equal number of Employer Trustees and Employee Trustees. The written appointment shall state the term, if any, during which the Trustee is to serve, consistent with Section 3.1 of this Article.

BE IT FURTHER RESOLVED, that the Restated Agreement and Declaration of Trust of the Wisconsin Laborers Health Fund be, and the same hereby is, further amended by deleting any reference to the State Laborers' Health and Welfare and Pension Funds Conference of Wisconsin any time there is reference to such Conference in the Restated Trust Agreement of the Wisconsin Laborers Health Fund.

BE IT FURTHER RESOLVED, that Article IX of the Restated Agreement and Declaration of Trust of the Wisconsin Laborers Health Fund be, and the same hereby is, further amended as follows:

Subsections (a) and (c) of Section 9.3 are amended by substituting the term "Wisconsin Laborers' District Council" for the word "Conference" where it appears therein.

Section 9.5 is amended by substituting the term "Wisconsin Laborers' District Council" for the word "Conference" where it appears therein.

Section 9.7 is amended by substituting the term "Wisconsin Laborers' District Council" for the word "Conference" where it appears therein.

Section 9.12 is amended by substituting the term "Wisconsin Laborers' District Council" for the word "Conference" where it appears therein.

Dated July 20, 1991.

EMPLOYEE TRUSTEES:

Thomas M. Klein
Dennis Henrichs
Ronald Cronin
Jon Welke
Allan E. Hill
Conrad R. Umentum

EMPLOYER TRUSTEES:

Raymond B. Hahn
John E. LaSalle
Thomas J. Pagan
James E. Kuntz
Joseph J. [unclear]

CONSENTED TO AND APPROVED BY THE WISCONSIN CHAPTER, THE ASSOCIATED GENERAL CONTRACTORS OF AMERICA, INC. BY: John E. LaSalle

CONSENTED TO AND APPROVED BY THE STATE LABORERS HEALTH AND WELFARE AND PENSION FUNDS CONFERENCE OF WISCONSIN

BY: CHAIRMAN Dennis Henrichs

RESOLUTION AMENDING RESTATED TRUST AGREEMENT
WISCONSIN LABORERS HEALTH FUND

RESOLVED, that Section 4.2 of Article IV of the Restated Trust Agreement be, and the same hereby is, amended to read as follows:

Section 4.2 Employee Contributions. Participants (i) who cease to perform work for an Employer for which work Employer contributions were required to be paid to this Fund as provided in Section 4.1 of this Article and (ii) who, at the time they last performed such work, had been eligible and qualified to receive benefits under a plan of benefits established by the Trustees under this Fund and (iii) who are members of such a class of such Participants as to whom the Trustees, consistent with applicable law, have in their sole discretion determined to provide continued eligibility for benefits of such type and amount and for such period of time and on such terms as the Trustees in their discretion may wish to make available to such class (and which benefits may be discontinued at any time in whole or in part), shall make periodic contributions or payments to the Trust Fund in such amounts and at such times and subject to such conditions, requirements, limitations and rules as the Trustees in their sole discretion may establish and impose with respect to such class of such Participants.

ADOPTED 7/19/84 BY TRUSTEES
Notified 7/19/84 by A.S.C.
and WE Conference of Trustees

RESOLUTION AMENDING
TRUST AGREEMENT OF WISCONSIN LABORERS HEALTH FUND
(FICA and FUTA Taxes)

RESOLVED, that Section 5.2 of the Restated Trust Agreement be, and the same hereby is, amended by creating a new subsection (g) to read as follows:

(g) To pay the Employers' portion of FICA taxes on sick pay pursuant to Section 3(b)(1) of P.L. 97-123 and the FUTA taxes on such sick pay, to the extent permitted by the Act and the regulations issued thereunder.

BE IT FURTHER RESOLVED, that Section 5.10 of the Restated Trust Agreement be, and the same hereby is, amended by creating a new subsection (g) to read as follows:

(g) To receive and hold, as agents for contributing Employers, contributions by Employers to be used for paying the Employers' portion of FICA taxes on sick pay pursuant to Section 3(b)(1) of P.L. 97-123, for paying, on behalf of Employers, FUTA taxes and possibly-required State unemployment taxes on such sick pay and for paying reasonable compensation to the Trustees for acting as such paying agents. Such employer contributions shall not become part of the Trust Fund.

RESOLUTION AMENDING

TRUST AGREEMENT OF WISCONSIN LABORERS HEALTH FUND

RESOLVED, that Section 1.4 of Article I of the Trust Agreement of the Wisconsin Laborers Health Fund be, and the same hereby is, amended to read as follows:

Section 1.4. Participant. (a) Except for the purposes specified in subsections (b) and (c) of this Section, the term "Participant" as used herein shall mean any Employee or former Employee of an Employer who is or may become eligible to receive a benefit of any type from this Fund or whose Beneficiaries may be eligible to receive any such benefit.

(b) For the purposes of Sections 101(a) and 104(b)(1) of the Act and of Subpart F of 29 C.F.R. Part 2520, the term "Participant" as used herein shall mean (1) any Employee or former Employee of an Employer who is eligible to receive any benefit from this Fund (including a benefit subject to occurrence of the contingency for which the benefit is provided) in accordance with the Eligibility Rules or other regulations as may be established from time to time by the Trustees and (2), after the death of any such Employee or former Employee and if and as authorized by the Eligibility Rules or other regulations established from time to time by the Trustees, his surviving dependents who continue to be eligible to receive any such benefits from this Fund.

(c) For the purposes of Sections 101(a) and 104(b)(1) of the Act and of Subpart F of 29 C.F.R. Part 2520, an individual shall cease to be a Participant, as that term is used herein, on the earliest date on which such individual is ineligible to receive any benefit from this Fund even if the contingency for which such benefit is provided should occur.

Adopted & Resolved 11/19/71