I, KRISTIN D. MACHENRY, do certify that I am Assistant Secretary of the Corporation of Cornell University, and in such capacity I have access to the official records of the University and its Board of Trustees.

That, at its meeting on April 9, 2009, the Executive Committee of the Board of Trustees took the following actions:

AMENDMENTS TO THE CORNELL UNIVERSITY RETIREMENT PLAN FOR THE EMPLOYEES OF THE ENDOWED COLLEGES AT ITHACA AND CORNELL UNIVERSITY TAX DEFERRED ANNUITY PLAN: Voted to approve amendments to the Cornell University Retirement Plan for the Employees of the Endowed Colleges at Ithaca and the Cornell University Tax Deferred Annuity Plan (amendments set forth in Appendix A). Additionally, the Committee voted to approve the following resolution:

WHEREAS, Cornell University ("University") maintains the Cornell University Retirement Plan for the Employees of the Endowed Colleges at Ithaca and the Cornell University Tax Deferred Annuity Plan (collectively, the "Plans");

WHEREAS, the University has approved the implementation of early retirement incentive and phased retirement programs for eligible staff employees of the University ("Staff Retirement Programs"), which programs include enhancements to the provisions of the Plans; and

WHEREAS, the University wishes to authorize the officers of the University to amend the Plans to incorporate the applicable provisions of the Staff Retirement Program enhancements to the Plans.

NOW, THEREFORE, BE IT RESOLVED, that the officers of the University, acting individually or as a group, are hereby authorized and directed to take all actions the officers shall consider necessary or appropriate to amend the Plans (in substantially the form of the draft amendments attached to these resolutions) to incorporate the applicable provisions of the Staff Retirement Program enhancements to the Plans; and be it further

RESOLVED, that the officers of the University, acting individually or as a group, are hereby authorized and directed to take all actions the officers shall consider necessary or appropriate to implement the foregoing.

IN WITNESS WHEREOF, I have hereunto set my hand and the corporate seal of Cornell University this 14th day of May in the year 2009.

Kristin D. MacHenry
Assistant Secretary of the Corporation
Appendix A

AMENDMENT #1

CORNELL UNIVERSITY
RETIREMENT PLAN FOR THE
EMPLOYEES OF THE ENDOWED COLLEGES AT ITHACA

This sets forth Amendment #1 to the Cornell University Retirement Plan for the Employees of the Endowed Colleges at Ithaca, as amended and restated as of January 1, 2009 ("Plan"). Effective as of February 27, 2009, the Adoption Agreement for the Plan is amended as follows:

1. The second sentence in the second paragraph in the text under Election 7 of the Adoption Agreement for the Plan is amended and restated to provide in its entirety as follows:

Notwithstanding the foregoing:

(d) an Employee who is employed by the New York State Contract Colleges at Cornell University, who is participating in the State University of New York (SUNY) Optional Retirement Plan, and who is participating in the Employer’s Phased Retirement Program for Tenured Statutory College Faculty (the applicable terms of which are incorporated herein by reference) with an appointment for 50 percent time or more, shall be eligible to participate in this Plan for the limited purpose of receiving the Employer contribution described in paragraph (f) under Election 25 of this Adoption Agreement;

(e) an Employee who is employed by the New York State Contract Colleges at Cornell University, and who is participating in the Cornell University Retirement Incentive Program for Academics and Non-Academic Staff (announced by the Employer on February 27, 2009 and incorporated herein by reference to the extent applicable), shall be eligible to participate in this Plan for the limited purpose of receiving the Employer contribution described in paragraph (g) under Election 25 of this Adoption Agreement; and

(f) an Employee who is employed by the New York State Contract Colleges at Cornell University, and who is participating in the Cornell University Staff Phased Retirement Program (announced by the Employer on February 27, 2009 and incorporated herein by reference to the extent applicable), shall be eligible to participate in this Plan for
the limited purpose of receiving the Employer contribution described in paragraph (h) under Election 25 of this Adoption Agreement.

2. The third paragraph in the text under Election 8 of the Adoption Agreement for the Plan is amended and restated to provide in its entirety as follows:

   For a Participant who has been approved for the Cornell University Phased Retirement Program for Endowed Faculty (the applicable terms of which program are incorporated herein by reference) and who is appointed to perform at least a 50 percent effort, Compensation for purposes of this Section shall be the Participant’s “Full-Time Equivalent Compensation” which shall mean the amount of Compensation that would be paid to the Participant were he or she to be performing a normal load. For a Participant who has been approved for the Cornell University Phased Retirement Program for Endowed Faculty (the applicable terms of which program are incorporated herein by reference) at an effort less than 50 percent, Compensation shall be actual Annual Budgeted Salary paid to the Participant during the Plan Year.

3. The text under Election 8 of the Adoption Agreement for the Plan is amended further by adding the following new paragraph at the end of such text:

   For a Participant who has been approved for and is participating in the Cornell University Staff Phased Retirement Program (announced by the Employer on February 27, 2009 and incorporated herein by reference to the extent applicable), Compensation for purposes of this Section shall be the Participant’s Annual Budgeted Salary in effect immediately prior to the date the Participant commenced the approved phased retirement period.

4. The phrase “the Employer’s Phased Retirement Program”, as it appears in subparagraph (a) of the text under Election 25 of the Adoption Agreement for the Plan, is deleted and replaced by the following:

   the Cornell University Phased Retirement Program for Endowed Faculty (the applicable terms of which program are incorporated herein by reference)

5. The text under Election 25 of the Adoption Agreement for the Plan is further amended by adding new paragraphs (g) and (h) at the end of that text, which new paragraphs provide as follows:
(g) For a Participant who is participating in the Cornell University Retirement Incentive Program for Academics and Non-Academic Staff (announced by the Employer on February 27, 2009 and incorporated herein by reference to the extent applicable), the Employer shall contribute an amount equal to 30 percent of the Participant’s Annual Budgeted Salary. The foregoing contribution shall be made during the Plan Year that ends December 31, 2009. To the extent the contribution for the 2009 Plan Year is limited by the maximum contribution provisions of Code Section 415, the unpaid portion of such contribution shall be paid in the earliest of the five ensuing Plan Years permitted by Code Section 415.

(h) For a Participant who is employed by the New York State Contract Colleges at Cornell University, and who is participating in the Cornell University Staff Phased Retirement Program (announced by the Employer on February 27, 2009 and incorporated herein by reference to the extent applicable), the Employer shall contribute an amount equal to 10 percent of the Participant’s actual base pay in the Phased program. Individuals described in this paragraph (h) shall not be eligible for any other Employer contributions pursuant to this Plan.

6. The text in the second bullet under Election 43 of the Adoption Agreement for the Plan is amended and restated to provide in its entirety as follows:

- **Describe**: Participants who are eligible for and are participating in a phased retirement program of the Employer (the applicable terms of which are incorporated herein by reference) may elect unlimited distributions from all Accounts to the extent permitted by the terms of the Accounts and the Code.

This Amendment #1 has been approved by the Board of Trustees of Cornell University and is hereby executed by the duly authorized officer of Cornell University indicated below on this ____ day of __________ 2009.

CORNELL UNIVERSITY

By: __________________________
AMENDMENT #1
CORNELL UNIVERSITY
TAX-DEFERRED ANNUITY PLAN

This sets forth Amendment #1 to the Cornell University Tax-Deferred Annuity Plan, as amended and restated as of January 1, 2009 ("Plan").

Effective as of February 27, 2009, the text in the fourth bullet under Election 43 of the Adoption Agreement for the Plan is amended and restated to provide in its entirety as follows:

- **Describe:** Participants who are eligible for and are participating in a phased retirement program of the Employer (the applicable terms of which are incorporated herein by reference) may elect unlimited distributions from all Accounts to the extent permitted by the terms of the Accounts and the Code.

This Amendment #1 has been approved by the Board of Trustees of Cornell University and is hereby executed by the duly authorized officer of Cornell University indicated below on this _____ day of __________ 2009.

CORNELL UNIVERSITY

By: __________________________