



Cornell University
Office of University Counsel
and Secretary of the Corporation

Board of Trustees
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CERTIFICATE

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

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: _____