

**FIRST AMENDMENT TO AGREEMENT WITH THE BOYS AND GIRLS CLUB OF
NASSAU COUNTY FOUNDATION, INC.**

THIS AGREEMENT made and entered into this 23rd day of February, 2009, by and between the County of Nassau, a political subdivision of the State of Florida, hereinafter referred to as COUNTY, and the Boys and Girls Club of Nassau County Foundation, Inc., P.O. Box 16003, Fernandina Beach, Florida 32035, hereinafter referred to as FOUNDATION.

WHEREAS, the Boys and Girls Club of Nassau County Foundation, Inc., will provide funding to the Boys and Girls Club of Northeast Florida, Inc., for services for children in Nassau County; and

WHEREAS, the County desires to revise Section 2 of the Agreement dated November 19, 2008, regarding the audit requirements of this agreement; and

NOW, THEREFORE, for and in consideration of the promises and mutual covenants and understanding contained herein, the parties hereto do mutually agree as follows:

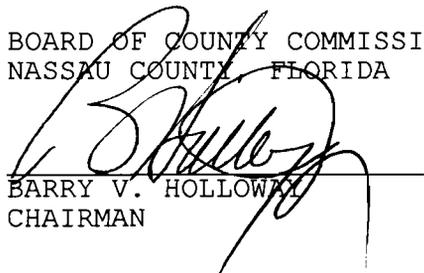
1. Section 2 shall now read: Boys and Girls Club of Nassau County Foundation, Inc. shall submit simultaneously to the County Coordinator and the Clerk an annual accounting acceptable to the Clerk on or before May 1st of each fiscal year in which Boys and Girls Club of Nassau County Foundation, Inc. received funding from the County. Additionally, Boys and Girls Club of Nassau County Foundation, Inc. shall make its books available for inspection by a designee of the County upon reasonable notice. Failure of Boys and Girls Club of Nassau County Foundation, Inc. to provide the annual accounting record by

the time specified shall result in the revocation of granting of further funds and reimbursement of funds distributed during the year for which no report was submitted.

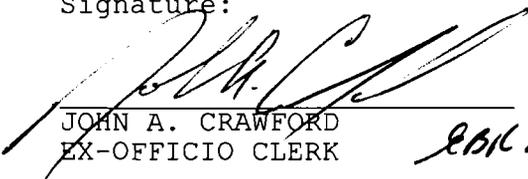
2. This Agreement shall be amended in writing from time to time by mutual consent of parties.

IN WITNESS WHEREOF, the effective date of this Agreement shall be the date of its being signed by the Chair of the Board of County Commissioners of Nassau County, Florida this 23rd day of February, 2009.

BOARD OF COUNTY COMMISSIONERS
NASSAU COUNTY, FLORIDA

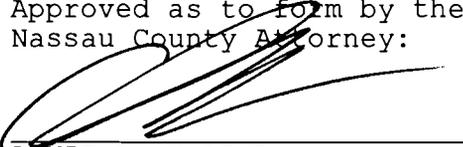

BARRY V. HOLLOWAY
CHAIRMAN

ATTEST as to Chairman's
Signature:


JOHN A. CRAWFORD
EX-OFFICIO CLERK

EBK 2/25/09

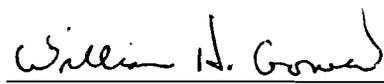
Approved as to form by the
Nassau County Attorney:


DAVID A. HALLMAN

SIGNED, SEALED, & DELIVERED
IN THE PRESENCE OF:


2-4-9

BOYS AND GIRLS CLUB OF NASSAU
COUNTY FOUNDATION, INC.


WILLIAM H. GOWER

Its: PRESIDENT

2-4-9