

RESOLUTION NO. 2009- 117

A RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS OF NASSAU COUNTY, FLORIDA, MODIFYING CERTAIN PROVISIONS OF RESOLUTION NO. 2009-115 OF THE COUNTY; PROVIDING THAT THE CLERK OF COURT, EX OFFICIO CLERK OF THE BOARD OF COUNTY COMMISSIONERS SHALL BE REGISTRAR AND PAYING AGENT WITH RESPECT TO THE COUNTY'S GAS TAX REVENUE BONDS, SERIES 2009; AND PROVIDING AN EFFECTIVE DATE.

WHEREAS, the Board of County Commissioners of Nassau County, Florida (the "County") did on May 20, 2009 adopt its Resolution No. 2009-115 (the "Bond Resolution") authorizing the issuance of its Gas Tax Revenue Bonds, Series 2009 (the "Bonds"); and

WHEREAS, the Bond Resolution provides that The Bank of New York Mellon Trust Company, National Association, shall act as registrar and paying agent with respect to the Bonds; and

WHEREAS, the County desires to modify the Bond Resolution to provide that the registrar and paying agent for the Series 2009 Bonds shall instead be the Clerk of the Circuit Court, ex officio Clerk of the Board of County Commissioners;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF NASSAU COUNTY, FLORIDA as follows:

SECTION 1. The Bond Resolution is hereby amended to provide that the registrar and paying agent for the Bonds shall be the Clerk of the Circuit Court, ex officio Clerk of the Board of County Commissioners of Nassau County, Florida. All references to the registrar and/or paying agent contained in the Bond Resolution shall be deemed to refer to said Clerk.

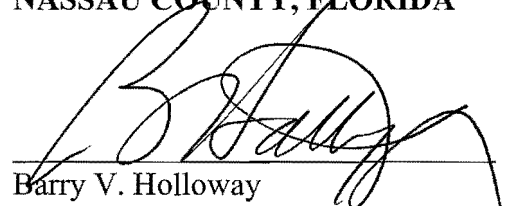
SECTION 2. Except as amended hereby, the Bond Resolution shall remain in full force and effect.

SECTION 3. This Resolution shall take effect immediately upon its adoption.


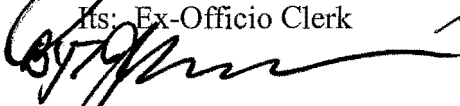
PASSED AND ADOPTED by the Board of County Commissioners of Nassau County, Florida this 8th day of June, 2009.

NASSAU COUNTY, FLORIDA


(SEAL)


Barry V. Holloway
Chairman

Attest as to Chairman's signature:


JOHN A. CRAWFORD
Its: Ex-Officio Clerk *EAK 6/9/09*


APPROVED AS TO FORM BY THE
NASSAU COUNTY ATTORNEY:


DAVID A. HALLMAN

CONSENT OF BONDHOLDER

The undersigned, as registered owner of the Nassau County, Florida Gas Tax Revenue Bonds, Series 2009, hereby consent to the foregoing amendment to the Bond Resolution.

**BRANCH BANKING AND TRUST
COMPANY**

By: *Michael C. Smith*
Michael C. Smith
Banking Officer