

**NEW YORK CITY MUNICIPAL WATER
BOARD OF DIRECTORS**

A meeting of the Board of Directors (the “Board”) of the New York City Municipal Water Finance Authority (the “Authority”) was held at was held at 255 Greenwich Street, Room 6M4, New York, N.Y. 10007 at 12:07 p.m. on Thursday, June 9, 2016. The following Directors were present:

Alan Anders (by designation of Authority Director Dean Fuleihan);

Jacqueline Gold (by designation of Authority Director Jacques Jiha)

Robert Elburn (by designation of Authority Director Basil Seggos)

Steven Lawitts;

Max Von Hollweg; and

Marc Shaw

constituting a quorum of the Board of Directors. Mr. Anders chaired the meeting, and Deborah Cohen served as Secretary of the meeting.

Approval of Minutes of the Meeting of May 6, 2016

The first item on the agenda was approval of the minutes of the meeting of May 6, 2016. There being no discussion, upon motion duly made and seconded, the following resolution was unanimously adopted:

WHEREAS, the Board of Directors has reviewed the minutes of its meeting held on May 6, 2016; it is therefore

RESOLVED, that the minutes of the meeting of May 6, 2016 be, and they hereby are, approved.

Supplemental Resolution No. 118 Authorizing the Issuance of Fiscal 2016 Series 5 Water and Sewer System Second General Resolution Revenue Bonds

The next item on the agenda was the Approval of Supplemental Resolution No. 118 Authorizing the Issuance of Fiscal 2016 Series 5 Water and Sewer System Second General Resolution Revenue Bonds. Mr. Anders noted that the Finance Committee of the Authority had recommended the Board of Directors approve the proposed issuance. He explained that the Resolution authorizes the issuance of up to \$600 million of Second General Resolution Water and Sewer System Bonds, which would be issued to the NYS Environmental Facilities Corporation (“EFC”). Then, without further discussion, upon motion duly made and seconded, Supplemental Resolution No. 118 Authorizing the Issuance of Fiscal 2016 Series 5 Water and Sewer System Second General Resolution Revenue Bonds¹ was unanimously approved.

Supplemental Resolution No. 119 Authorizing the of the Issuance of Fiscal 2016 Series 6 Water and Sewer System Second General Resolution Bonds

The next item on the agenda was the Approval of Supplemental Resolution No. 119 Authorizing the Issuance of Fiscal 2016 Series 6 Water and Sewer System Second General Resolution Bonds. Mr. Anders noted that this resolution was also recommended by the Finance Committee. He explained that the proposed resolution would authorize the issuance of up to \$375,000,000 to EFC, but that the Authority expects to issue \$277,631,000 at this time. Then, upon motion duly made and seconded, Supplemental Resolution No. 119 Authorizing the Issuance of Fiscal 2016 Series 6 Water and Sewer System Second General Resolution Bonds² was approved.

¹ Filed with the Minutes of the Meeting.

² Filed with the Minutes of the Meeting.

Approval of Independent Auditor

The next item on the agenda was the approval of the Authority's Independent Auditor. Mr. Anders explained that the Authority, in conjunction with the City of New York, and the New York City Water Board (the "Water Board"), issued a competitive request for proposals for independent auditor services, and selected Marks, Paneth to audit the Water and Sewer System's Audited Financial Statements for the fiscal years ending June 30, 2016, with the option to renew for the fiscal years ending June 30, 2017, 2018 and 2019. He noted that this action was recommended to both the Authority and the Water Board by the Joint Audit Committee of the Authority and Water Board, and the Water Board is expected to approve this contract at its June 17, 2016 meeting. Brief discussion ensued. Then, upon motion duly made and seconded, the following resolution was adopted:

WHEREAS, the New York City Municipal Water Finance Authority (the "Authority") is authorized, pursuant to Section 1045-d(7) of the New York City Municipal Water Finance Authority Act, to retain or employ counsel, auditors, engineers and other private consultants for rendering professional or technical services and advice; and

WHEREAS, the Authority, in conjunction with the City of New York (the "City"), issued a competitive Request for Proposals for independent auditor services; and

WHEREAS, Marks Paneth, LLC ("Marks Paneth") was selected based on their proven record of quality of service, and their familiarity with the Water and Sewer System (the "System"); and

WHEREAS, the Joint Audit Committee of the Authority and the New York City Water Board has recommended the selection of Marks Paneth as independent auditor; it is hereby

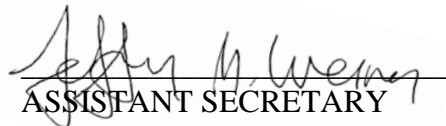
RESOLVED, that the Board of Directors of the Authority authorizes the management of the Authority and the Water Board to enter into a contract and sign engagement letters with Marks Paneth as the independent auditors for the System's financial statements for the fiscal year ending June 30, 2016, with an option to renew for fiscal years ended June 30, 2017, 2018 and 2019 at the option of the Authority without further Board action required for the fees listed in Schedule I, as well as any other documents necessary to effectuate the retention of the independent auditors, pending the approval of the Water Board, expected on June 17, 2016.

Report of Audit Committee Chair

The final item on the agenda was the Report of the Audit Committee Chair, Max Von Hollweg. Mr. Von Hollweg reported that the Joint Audit Committee of the Authority and Water Board had met on May 20, 2016 and at that meeting conducted a self-evaluation of its performance, and found that it had conducted itself in a satisfactory manner. He noted that a report of the Committee's actions in Fiscal Year 2016 was provided for the Board today.

Adjournment

There being no further business to come before the Board, upon motion duly made and seconded, the meeting was duly adjourned.


ASSISTANT SECRETARY