

**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 255 Greenwich Street, Room 6M4, New York, N.Y. 10007 at 10:04 a.m. on Tuesday, June 26, 2018. The following Directors were present: ¹

Olga Chernat (by designation of Authority Director Melanie Hartzog);

Jacqueline Gold (by designation of Authority Director Jacques Jiha);

Robert Elburn (by designation of Authority Director Basil Seggos);

Joseph Murin (by designation of Authority Director Vincent Sapienza);

Marc Shaw; and

Max Von Hollweg;

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

Approval of Minutes of the Meeting of May 31, 2018

The first item on the agenda was approval of the minutes of the meeting of May 31, 2018. 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 31, 2018; it is therefore

RESOLVED, that the minutes of the meeting of May 31, 2018 be, and they hereby are, approved.

Approval of Supplemental Resolution No. 136 Authorizing the Issuance of Fiscal 2018 Series 1 Second General Resolution Water and Sewer System Bonds

The next item on the agenda was the approval of Supplemental Resolution No. 136, authorizing the Issuance of the Authority's Fiscal 2018 Series 1 Second General Resolution Water and Sewer System Bonds. Ms. Chernat noted that this action had been recommended by the Finance Committee, and that the resolution would authorize the issuance of up to \$385 million of bonds to the New York State Environmental Facilities Corporation. There being no discussion, upon motion duly made and seconded, the resolution was approved.²

Approval of Extension of Bond Counsel Contract

The next item on the agenda was the extension of the Authority's contract with Orrick, Herrington & Sutcliffe, LLP as Bond Counsel to the Authority for work done on the Fiscal 2018 Series 1 issuance. Ms. Chernat noted that the Authority's competitive request for proposals process seeking bond counsel and other counsel services was nearly complete, but that an extension of the current contract was needed to ensure work could be completed on this issuance. Mr. Elburn asked for clarification regarding the rates of the extension, and Ms. Chernat confirmed that the extension of the contract was for the same rates as previously approved. There being no further discussion, upon motion duly made and seconded, the below resolution was approved:

WHEREAS, the New York City Municipal Water Finance Authority (the "Authority") is authorized, pursuant to Section 1045-d of the New York City Municipal Water Finance Authority Act, to retain or employ bond counsel; and

WHEREAS, the Board of Directors of the Authority previously authorized the Authority to enter into an agreement with Orrick, Herrington & Sutcliffe, LLP ("Orrick") to serve as bond counsel to the Authority, and such agreement expired December 31, 2016; and

WHEREAS, the Board previously authorized the Authority to extend such agreement through June 30, 2018 while the Authority completed a competitive request for proposals process; and

² Filed with the meeting minutes

WHEREAS, to ensure there is no lapse in service, the Authority seeks to extend such extension of Orrick’s contract to serve as bond counsel to the Authority for work done on the Authority’s Fiscal 2019 Series 1 Bond issuance pursuant to Section 6(iv) of the Authority’s Procurement Policy, which allows the Authority to award a contract on a non-competitive basis if the continuation of existing services is desirable for purposes of continuity or compatibility; it is therefore

RESOLVED, that the Board of Directors of the Authority hereby approves the extension of Orrick’s contract to serve as bond counsel to the Authority for work done on the Authority’s Fiscal 2019 Series 1 Bond issuance at a rate, inclusive of expenses, not to exceed \$200,000.

Approval of Extension of Disclosure Counsel Contract

Ms. Chernat explained that the next item on the agenda is similarly related to the Fiscal 2019 Series 1 Issuance, and would extend the Authority’s contract with Nixon Peabody to serve as disclosure counsel on special projects for the work done on this issuance. She noted that as with the bond counsel extension, the rates in this extension were the same as previously approved. There being no further discussion, upon motion duly made and seconded, the below resolution was approved:

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 Board of Directors of the Authority (the “Board”) previously authorized entering into a contract with Nixon Peabody LLP (“Nixon”) to serve as disclosure counsel in certain cases in which the Authority must produce an official statement or offering memorandum where there is no underwriters’ counsel, such as the issuance of bonds to the New York State Environmental Facilities Corporation and the issuance of commercial paper notes; and

WHEREAS, the Authority seeks to extend said contract with Nixon while a competitive request for proposals process is completed, it is therefore

RESOLVED, that the Board of Directors of the Authority hereby ratifies and approves of an extension with Nixon for work done on the Authority's Fiscal 2019 Series 1 Bond issuance for the rates previously approved, listed below in Schedule I.

Schedule I

Fee	Task
\$25,000	Per bond issuance to the New York State Environmental Facilities Corporation
\$10,000	Annually to update commercial paper memoranda

Report of the Executive Director

The final item on the agenda was a report by Ms. Chernat as Executive Director of the Authority. Ms. Chernat explained that the Authority's newly appointed Trustee, US Bank NA, had made a scheduled debt service payment late by one business day, due to their own internal administrative error. She noted that the Authority worked with US Bank to ensure bondholders were promptly paid for the missed payment and interest due to the delay in payment, and to ensure such a problem would never occur again. Discussion ensued. Ms. Chernat noted that the Authority would be filing a notice to the Electronic Municipal Market Access database of the issue, as required by law, and that a draft of such Notice was provided to the Board of Directors.

Adjournment

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


ASSISTANT SECRETARY