

**NEW YORK CITY MUNICIPAL WATER FINANCE AUTHORITY
FINANCE COMMITTEE
September 14, 2016**

A meeting of the Finance Committee (the “Committee”) 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 10:00 a.m. on Wednesday, September 14, 2016. The following Directors were present:

Thomas Paolicelli (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)

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

Max Von Hollweg; and

Marc Shaw

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

Approval of Minutes of Meeting of June 9, 2016

The first item on the agenda was the approval of the minutes of the Finance Committee meeting of June 9, 2016. There being no discussion, upon motion duly made and seconded, the following resolution was unanimously adopted:

WHEREAS, the Finance Committee of the New York City Municipal Water Finance Authority has reviewed the minutes of the previous meeting of the Finance Committee held on June 9, 2016; it is therefore

RESOLVED, that the minutes of the Finance Committee meeting of June 9, 2016 are hereby approved.

Recommendation to the Board of Directors – Approval of Supplemental Resolution 120 Authorizing the Issuance of Fiscal 2017 Series AA Water and Sewer System Second General Resolution Revenue Bonds

The next item on the agenda was the recommendation to the Board of Directors of the Authority that approve of Supplemental Resolution 120 Authorizing the Issuance of Fiscal 2017 Series AA Water and Sewer System Second General Resolution Revenue Bonds. Mr. Paolicelli explained that the proposed resolution authorizes up to \$300 million of fixed-rate, new money bonds. Mr. Paolicelli noted that Authority expects to issue \$200 million of the bonds sold by competitive sale, but has built in a cushion of \$100 million. The expected true interest cost is 3.7% with a not to exceed true interest cost of 4.25%, and the expected pricing date is September 20, 2016 with the expected closing date being October 6, 2016. There being no questions, upon motion duly made and seconded, the following resolution was adopted

WHEREAS, pursuant to the New York Public Authorities Law, the Finance Committee of the New York City Municipal Water Finance Authority (the “Authority”) is charged with reviewing proposals for the issuance of debt by the Authority and making recommendations to the Board; and

WHEREAS, the Finance Committee has received and reviewed a proposal for the approval of Supplemental Resolution 120 Authorizing the Issuance of Fiscal 2017 Series AA Water and Sewer System Second General Resolution Revenue Bonds and finds it to be reasonable and prudent; it is therefore

RESOLVED, that the Finance Committee recommends to the Board of Directors the approval of Supplemental Resolution 120 Authorizing the Issuance of Fiscal 2017 Series AA Water and Sewer System Second General Resolution Revenue Bonds.

Recommendation to the Board of Directors – Approval of Supplemental Resolution 121 Authorizing the Issuance of Fiscal 2017 Water and Sewer System Second General Resolution Adjustable Rate Revenue Bonds

The next item on the agenda was the recommendation to the Board of Directors of the Authority that it approve Supplemental Resolution 121 Authorizing the Issuance of Fiscal

2017 Water and Sewer System Second General Resolution Adjustable Rate Revenue Bonds. Mr. Paolicelli explained that the proposed resolution would authorize the issuance of up to \$300 million of variable rate new money bonds, but the Authority expects to issue \$289,500,000 at this time. He noted the pricing date is expected to be October 5, 2016 and the pricing October 6, 2016. Then, upon motion duly made and seconded, the following resolution was unanimously adopted:

WHEREAS, pursuant to the New York Public Authorities Law, the Finance Committee of the New York City Municipal Water Finance Authority (the “Authority”) is charged with reviewing proposals for the issuance of debt by the Authority and making recommendations to the Board; and

WHEREAS, the Finance Committee has received and reviewed a proposal for the approval of Supplemental Resolution 121 Authorizing the Issuance of Fiscal 2017 Water and Sewer System Second General Resolution Adjustable Rate Revenue Bonds and finds it to be reasonable and prudent; it is therefore

RESOLVED, that the Finance Committee recommends to the Board of Directors the approval of Supplemental Resolution 121 Authorizing the Issuance of Fiscal 2017 Water and Sewer System Second General Resolution Adjustable Rate Revenue Bonds

Recommendation to the Board of Directors – Approval of Amendment of Fiscal 2012 Series 1 Bond Anticipation Note with NYS EFC

The next item on the agenda was the recommendation to the Board of Directors of the Authority that it approve the Amendment of the Fiscal 2012 Series 1 Bond Anticipation Note with the New York State Environmental Facilities Corporation (“EFC”). Mr. Paolicelli explained that the proposed resolution extends the maturity date of the Authority’s Fiscal 2012 Series 1 Bond Anticipation Note with EFC from September 29, 2016 to September 28, 2018. Then, upon motion duly made and seconded, the following resolution was unanimously adopted:

WHEREAS, pursuant to the New York Public Authorities Law, the Finance Committee of the New York City Municipal Water Finance Authority (the “Authority”) is charged with reviewing proposals for the issuance of debt by the Authority and making recommendations to the Board; and

WHEREAS, the Finance Committee has received and reviewed a proposal for the approval of the Amendment of the Fiscal 2012 Series 1 Bond Anticipation Note with the New York State Environmental Facilities Corporation (“EFC”) and finds it to be reasonable and prudent; it is therefore

RESOLVED, that the Finance Committee recommends to the Board of Directors the approval of the Amendment of the Fiscal 2012 Series 1 Bond Anticipation Note with EFC.

Recommendation to the Board of Directors - Approval of Issuance of Fiscal 2017 Series 1A and 1B Bond Anticipation Notes to NYS EFC

The next item on the agenda was the recommendation to the Board of Directors that it approve the issuance of Fiscal 2017 Series 1A and 1B Bond Anticipation Notes to EFC. Mr. Paolicelli explained the resolution authorizes Bond Anticipation Notes to be issued to NYS EFC for an aggregate principal amount of \$129,882,261. Brief discussion ensued. Then, upon motion duly made and seconded, the following resolution was unanimously adopted:

WHEREAS, pursuant to the New York Public Authorities Law, the Finance Committee of the New York City Municipal Water Finance Authority (the “Authority”) is charged with reviewing proposals for the issuance of debt by the Authority and making recommendations to the Board; and

WHEREAS, the Finance Committee has received and reviewed a proposal for the Approval of the Issuance of Fiscal 2017 Series 1A and 1B Bond Anticipation Notes to the New York State Environmental Facilities Corporation (“EFC”) and finds it to be reasonable and prudent; it is therefore

RESOLVED, that the Finance Committee recommends to the Board of Directors the Approval of the Issuance of Fiscal 2017 Series 1A and 1B Bond Anticipation Notes to EFC.

Recommendation to the Board of Directors - Regarding NYS EFC Grant Agreements

The next item on the agenda was the recommendation to the Board of Directors regarding EFC Grant Agreements. Mr. Paolicelli explained the proposed resolution authorizes the Authority to participate in EFC’s Storm Mitigation Loan Program and receive grants

pursuant to such program. Then, upon motion duly made and seconded, the following resolution was unanimously adopted:

WHEREAS, pursuant to the New York Public Authorities Law, the Finance Committee of the New York City Municipal Water Finance Authority (the “Authority”) is charged with reviewing proposals for the issuance of debt by the Authority and making recommendations to the Board; and

WHEREAS, the Finance Committee has received and reviewed a proposal regarding EFC Grant Agreements and finds it to be reasonable and prudent; it is therefore

RESOLVED, that the Finance Committee recommends to the Board of Directors the Resolution regarding EFC Grant Agreements.

Recommendation to the Board of Directors - Approval of Amendment of Supplemental Resolution No. 42 relating to the Authority’s Fiscal 2007 Series CC-1 & CC-2 Bonds

The next item on the agenda was a recommendation to the Board of Directors that it approve of the Amendment of Supplemental Resolution No. 42 relating to the Authority’s Fiscal 2007 Series CC-1 & CC-2 Bonds. Mr. Paolicelli explained the proposed resolution authorizes the Authority to substitute the current Liquidity Facility Provider for the Fiscal 2007 CC-1 and CC-2 Water and Sewer System Second General Resolution Adjustable Rate Bonds and modernizes the Supplemental Resolution which authorized the issuance of such bonds to reflect current practices in place. Brief discussion ensued. Then, upon motion duly made and seconded, the following resolution was unanimously adopted:

WHEREAS, pursuant to the New York Public Authorities Law, the Finance Committee of the New York City Municipal Water Finance Authority (the “Authority”) is charged with reviewing proposals for the issuance of debt by the Authority and making recommendations to the Board; and

WHEREAS, the Finance Committee has received and reviewed a proposal regarding the approval of amendments to Supplemental Resolution No. 42 authorizing the issuance of the Authority’s Fiscal 2007 CC-1 & CC-2 Water and Sewer System Second General Resolution Adjustable Rate Bonds and finds the resolution to be reasonable and prudent; it is therefore

RESOLVED, that the Finance Committee recommends to the Board of Directors the approval

of amendments to Supplemental Resolution No. 42 authorizing the issuance of the Authority's Fiscal 2007 CC-1 & CC-2 Water and Sewer System Second General Resolution Adjustable Rate Bonds.

Recommendation to the Board of Directors - Approval of Amendment of Supplemental Resolution No. 54 relating to the Authority's Fiscal 2009 Series BB Bonds

The next item on the agenda was a recommendation to the Board of Directors that it approve of the Amendment of Supplemental Resolution No. 54 relating to the Authority's Fiscal 2009 Series BB Bonds. Mr. Paolicelli explained the proposed resolution authorizes the Authority to amend Supplemental Resolution No. 54, which authorized the issuance of the Authority's Fiscal 2009 Series BB Water and Sewer System Second General Resolution Adjustable Rate Bonds, to modernize it to reflect current practices in place. Brief discussion ensued. Then, upon motion duly made and seconded, the following resolution was unanimously adopted:

WHEREAS, pursuant to the New York Public Authorities Law, the Finance Committee of the New York City Municipal Water Finance Authority (the "Authority") is charged with reviewing proposals for the issuance of debt by the Authority and making recommendations to the Board; and

WHEREAS, the Finance Committee has received and reviewed a proposal regarding the approval of amendments to Supplemental Resolution No. 54 authorizing the issuance of the Authority's Fiscal 2009 Series BB Water and Sewer System Second General Resolution Adjustable Rate Revenue Bonds and finds it to be reasonable and prudent; it is therefore

RESOLVED, that the Finance Committee recommends to the Board of Directors the approval of amendments to Supplemental Resolution No. 54 authorizing the issuance of the Authority's Fiscal 2009 Series BB Water and Sewer System Second General Resolution Adjustable Rate Revenue Bonds.

Recommendation to the Board of Directors - Approval of Amendment of Supplemental Resolution No. 65 relating to the Authority's Fiscal 2010 Series CC Bonds

The next item on the agenda was a recommendation to the Board of Directors that it approve of the Amendment of Supplemental Resolution No. 65 relating to the Authority's

Fiscal 2010 Series CC Bonds. Mr. Paolicelli explained the proposed resolution authorizes the Authority to amend Supplemental Resolution No. 65 which authorized the issuance of the Authority's Fiscal 2010 Series CC Water and Sewer System Second General Resolution Adjustable Rate Bonds, to modernize it to reflect current practices in place. Brief discussion ensued. Then, upon motion duly made and seconded, the following resolution was unanimously adopted:

WHEREAS, pursuant to the New York Public Authorities Law, the Finance Committee of the New York City Municipal Water Finance Authority (the "Authority") is charged with reviewing proposals for the issuance of debt by the Authority and making recommendations to the Board; and

WHEREAS, the Finance Committee has received and reviewed a proposal regarding the approval of amendments to Supplemental Resolution No. 65 authorizing the issuance of the Authority's Fiscal 2010 Series CC Water and Sewer System Second General Resolution Adjustable Rate Revenue Bonds and finds it to be reasonable and prudent; it is therefore

RESOLVED, that the Finance Committee recommends to the Board of Directors the approval of amendments to Supplemental Resolution No. 65 authorizing the issuance of the Authority's Fiscal 2010 Series CC Water and Sewer System Second General Resolution Adjustable Rate Revenue Bonds.

Recommendation to the Board of Directors - Approval of Amendment of Supplemental Resolutions adopted prior to September 14, 2016

The next item on the agenda was a recommendation to the Board of Directors that it approve of the Amendment of Supplemental Resolutions adopted prior to September 14, 2016. Mr. Paolicelli explained that the proposed resolution authorizes the Authority to amend Supplemental Resolutions relating to adjustable rate bonds which were adopted prior to September 14, 2016. The amendments would revise the provision of the resolutions which deals with credit rating requirements for successor remarketing agents. Brief discussion ensued. Then, upon motion duly made and seconded, the following resolution was unanimously adopted:

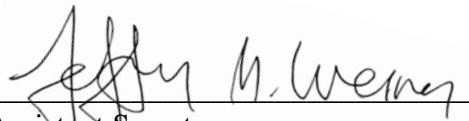
WHEREAS, pursuant to the New York Public Authorities Law, the Finance Committee of the New York City Municipal Water Finance Authority (the “Authority”) is charged with reviewing proposals for the issuance of debt by the Authority and making recommendations to the Board; and

WHEREAS, the Finance Committee has received and reviewed a proposal regarding the approval of amendments to the Authority’s Supplemental Resolutions adopted prior to September 14, 2016 and finds it to be reasonable and prudent; it is therefore

RESOLVED, that the Finance Committee recommends to the Board of Directors the approval of amendments to the Authority’s Supplemental Resolutions adopted prior to September 14, 2016.

Adjournment

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


Assistant Secretary