

**GOVERNANCE COMMITTEE OF THE NEW YORK CITY
MUNICIPAL WATER FINANCE AUTHORITY**

A meeting of the Governance 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 1:00 p.m. on May 31, 2018.

The following Directors were present:

Max Von Hollweg;

Robert Elburn (by designation of Authority Director Marc Gerstman);

and

Marc Shaw,

constituting a quorum of the Committee. Mr. Von Hollweg chaired the meeting, and Deborah Cohen acted as Secretary of the Meeting.

Approval of Minutes of Meeting of October 19, 2017

The first item on the agenda was approval of the minutes of the meeting of October 19, 2017. There being no discussion, upon motion duly made and seconded, the following resolution was unanimously adopted:

WHEREAS, the Governance Committee of the New York City Municipal Water Finance Authority has reviewed the minutes of the previous meeting of the Governance committee held on October 19, 2017; it is therefore

RESOLVED, that the minutes of the Governance Committee meeting of October 19, 2017, are hereby approved.

Annual Self-Evaluation of the Governance Committee

The second item on the agenda was the Committee’s annual self-evaluation. Mr. Von Hollweg noted that a report of the Committee’s actions for

the calendar year 2017 was included in the Committee's packets. He explained that the resolution would reflect the Committee's belief that it had conducted itself in a satisfactory manner, and authorize him presenting a report of the Committee's self-evaluation to the Board of Directors. Upon motion duly made and seconded, the below resolution was approved:

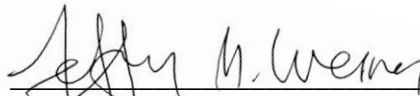
WHEREAS, Section III(g) of the Governance Committee Charter requires the Governance Committee to conduct an annual self-evaluation of its functions; and

WHEREAS, the Governance Committee finds its functioning and performance to be satisfactory, effective, and in compliance with the Governance Committee Charter; it is therefore

RESOLVED, that the Governance Committee finds its functioning to be satisfactory and the Chair of the Governance Committee shall present the Committee's findings to the Board of Directors of the New York City Municipal Water Finance Authority.

Adjournment

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


Assistant Secretary