

**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 9:30 a.m. on October 12, 2018.

The following Directors were present:

Max Von Hollweg;

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

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 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 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 May 31, 2018; it is therefore

RESOLVED, that the minutes of the Governance Committee meeting of May 31, 2018, are hereby approved.

Review of Authority Compensation and Benefits Information

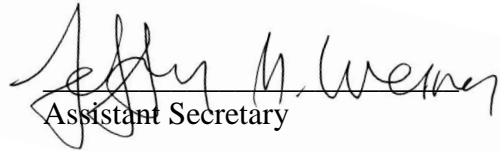
The next and final item on the agenda was a review of the Authority’s compensation and benefits information. Mr. Von Hollweg noted that Section III(j) of the Governance Committee Charter requires that the Governance Committee to annually review the Corporation’s

compensation and benefits expenses. He explained that the report provided to the Committee describes the Authority's personal services expenses for Fiscal Year 2018

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Adjournment

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



Assistant Secretary