

**NEW YORK CITY MUNICIPAL WATER
FINANCE AUTHORITY**

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 4:35 p.m. on November 29, 2012.

The following Directors were present:

Alan Anders (by designation of Authority Director Mark Page);

Richard Carroll (by designation of Authority Director David M. Frankel);

Robert Elburn (by designation of Authority Director Joseph Martens);

Steven Lawitts (by designation of Authority Director Carter Strickland);

Marc Shaw; and

Max Von Hollweg,

constituting a quorum of the Board of Directors. Mr. Anders chaired the meeting, and Albert F. Moncure, Jr. served as Secretary of the meeting.

Election of Acting Chair

The first item on the agenda was the election of an Acting Chair to chair the meeting in the absence of Board Chair, Mark Page.

Upon motion duly made and seconded, Alan Anders was unanimously elected as Acting Chair for the meeting.

Approval of Minutes of the Meeting of October 10, 2012.

The next item on the agenda was approval of the minutes of the meeting of October 10, 2012. There being no discussion, upon duly made and seconded, the following resolution was unanimously adopted:

WHEREAS, the Board of Directors has reviewed the minutes of its meeting held October 10, 2012; it is therefore

RESOLVED, that the minutes of the meeting of October 10, 2012, be, and they hereby are, approved.

Approval of Fiscal 2013 Series BB Bonds

The next item on the agenda was the proposed approval and authorization of the Authority's Fiscal 2013 Series BB Second General Resolution Revenue Bonds for new money purposes, which had been recommended by the Finance Committee.

There being no discussion, upon motion duly made and seconded, Supplemental Resolution No. 94 to the Authority's Water and Sewer System Second General Revenue Bond Resolution authorizing the issuance of up to \$550 million Second General Resolution Revenue Bonds, Fiscal 2013 Series BB was unanimously adopted.

Approval of Bond Counsel

The next item on the agenda was the approval of a Bond Counsel contract with Orrick, Herrington & Sutcliffe, LLP. Mr. Anders explained that the recommended firm was selected pursuant to a competitive Request for Proposals process conducted jointly with the City and certain of the City's related issuers. A request for proposals was issued, proposals were reviewed, and interviews were conducted with proposing firms. Members of Authority staff, the Office of Management and Budget, and the City Comptroller's Office served on the evaluation committee. Mr. Anders described the terms of the proposed contract. There being no discussion, upon motion duly made and seconded, the following resolution was unanimously adopted:

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, in conjunction with other issuers, including the City of New York (the “City”), the Authority issued a request for proposals for bond counsel on January 31, 2012;

WHEREAS, the selection committee, consisting of representatives of the Authority, the Office of Management and Budget and the Office of the Comptroller, has recommended the retention of Orrick, Herrington & Sutcliffe, LLP (“Orrick”) as bond counsel to the Authority; it is hereby

RESOLVED, that the Board of Directors of the Authority hereby approves the retention of Orrick to serve as bond counsel to the Authority for the period from January 1, 2013 through December 31, 2014 with a two-year extension at the option of the Authority without further action by the Board of Directors at a rate, inclusive of expenses, not to exceed \$150,000 per bond transaction, except transactions within three weeks of another transaction that will be charged at a rate not to exceed \$50,000 with special projects not to exceed the following hourly rates:

Fiscal Year	Partners	Associates	Paralegals
2013	\$505	\$377	\$159
2014	\$531	\$396	\$167
2015	\$558	\$416	\$176
2016	\$586	\$437	\$185

Approval of Disclosure Counsel

The next item on the agenda was approval of a contract with Nixon, Peabody, LLP, counsel for the Authority’s underwriters, to serve as disclosure counsel to the Authority in connection with Authority financings which do not involve the sale of Authority securities to underwriters. Such transactions include commercial paper transactions and the Authority’s sale of its bonds directly to the New York State Environmental Facilities Corporation without use of an underwriter as intermediary. Mr. Anders said that Nixon Peabody was selected pursuant to the same Request for Proposals process employed in the selection of bond counsel. He then described the terms of the contract. There being no discussion, upon motion duly made and seconded, the following resolution was unanimously 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, Nixon Peabody LLP is typically selected by the Authority’s underwriters as their counsel in connection with Authority bond issuances; and

WHEREAS, the underwriters’ counsel oversees the process of drafting an official statement for each bond issuance; and

WHEREAS, in certain cases 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; it is therefore

RESOLVED, that the Board of Directors of the Authority hereby authorizes the retention of Nixon Peabody LLP in the name and on behalf of the Authority as disclosure counsel for the period from January 1, 2013 through December 31, 2014 with a two -year extension at the option of the Authority without further action by the Board of Directors, at the rates set forth in Schedule 1 hereof.

Schedule 1

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

Adjournment

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


Assistant Secretary