

**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 11:48 a.m. on Friday, June 16, 2017. The following Directors were present:

Alan Anders (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);

Marc Shaw;

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

Approval of Minutes of the Meeting of March 31, 2017

The first item on the agenda was approval of the minutes of the meeting of March 31, 2017. 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 March 31, 2017; it is therefore

RESOLVED, that the minutes of the meeting of March 31, 2017 be, and they hereby are, approved.

Approval of Appointment of Officers

The next item on the agenda was the approval of new officers of the Authority. Mr. Anders explained that the Authority had been in the process of restructuring after the departure

of the Authority's former Executive Director, Thomas Paolicelli, and was proposing the appointment of Olga Chernat as Executive Director, Sanna Wong-Chen as Deputy Executive Director, and Laura Tarbox and Jason Rhee as Assistant Treasurers. Mr. Anders explained the process for these selections and noted that biographies of each proposed officer was included in the Board's folders for review. Discussion ensued. Then, upon motion duly made and seconded, the following resolution was adopted.

WHEREAS, the Board of Directors (the "Board") is duly authorized pursuant to Section 1045-d(7) of the New York City Municipal Water Finance Authority Act to appoint such officers and employees as it may require for the performance of its duties; and

WHEREAS, the Board believes Olga Chernat, whose biography is attached hereto, is highly qualified to assume the duties of Executive Director; and

WHEREAS, the Board believes that Sanna Wong-Chen, whose biography is attached hereto, is highly qualified to assume the duties of Deputy Executive Director; and

WHEREAS, the Board believes Laura Tarbox, whose biography is attached hereto, is highly qualified to assume the duties of Assistant Treasurer; and

WHEREAS, the Board believes Jason Rhee, whose biography is attached hereto, is highly qualified to assume the duties of Assistant Treasurer; it is therefore

RESOLVED, that Olga Chernat, Sanna Wong-Chen, Laura Tarbox and Jason Rhee are hereby appointed Executive Director, Deputy Executive Director, and Assistant Treasurers, respectively, of the Authority.

Approval of Supplemental Resolution No. 128 Authorizing the Issuance of Fiscal 2018 Series AA Second General Resolution Water and Sewer System Bonds

The next item on the agenda was the approval of Supplemental Resolution No. 128 Authorizing the Issuance of Fiscal 2018 Series AA Second General Resolution Water and Sewer

System Bonds, as recommended by the Finance Committee. There being no discussion, upon motion duly made and seconded, the Resolution was approved.¹

Approval of extension of Fiscal 2015 Series 1 Ban

The next item on the agendas was the approval of the extension of the Authorities of Fiscal 2015 Series 1 Ban, as recommended by the Finance Committee. There being no discussion, upon motion duly made and seconded, the Resolution was approved.²

Ratification and Approval of Directors & Officers Insurance

The next item on the agenda was the ratification and approval of Directors & Officers Insurance. Mr. Anders explained that the Authority's previous Directors & Officers Insurance contract, brokered through Wells Fargo, expired on May 25, 2017. To ensure there was no lapse in coverage, the Authority executed a 30 day extension with its previous insurance providers of American Insurance Company, Zurich, Liberty Mutual Insurance Company and Aspen for \$14,281. Mr. Anders explained that the proposed resolution would ratify that extension, and authorize the Authority to enter into a one year contract with these same insurers for a total annual premium not to exceed \$250,000. He noted that this amount includes a cushion. Then, upon motion duly made and seconded, the below resolution was adopted:

WHEREAS, despite their diligence and good faith, directors and officers of the New York City Municipal Water Finance Authority (the "Authority") may be subject to potentially large personal financial liability in connection with the Federal securities laws or otherwise arising from their service to the Authority; and

WHEREAS, Article V of the Bylaws of the Authority provides that the Authority shall indemnify each, director and officer, to the fullest extent permitted by law; and

¹ Filed with the meeting minutes.

² Filed with the meeting minutes.

WHEREAS, Directors' and Officers' Liability Insurance is a prudent supplement to such indemnification; and

WHEREAS, to ensure there was no lapse in coverage, the Authority entered into a thirty (30) day extension of the Authority's previously approved Directors & Officers insurance contracts; it is therefore

RESOLVED, that the Authority hereby ratifies the extension of the Authority's previous Directors & Officers Insurance contract, for a fee of \$14,281, and hereby approves the procurement of Directors' and Officers' Liability Insurance policies from American International Group ("AIG"), Zurich American Insurance Company ("Zurich"), Liberty Mutual Insurance Company ("Liberty Mutual"), Aspen Insurance ("Aspen" and together with AIG, Zurich, Liberty Mutual, the "Insurers"), or such other substitute insurers as the Executive Director shall determine, providing coverage for the period from June 25, 2017 through June 24, 2018; provided that the annual premium payable by the Authority to the Insurers, plus commission, will not exceed \$250,000, and said policies shall contain such other terms and conditions not inconsistent with the foregoing which the Executive Director or such other officer of the Authority shall deem necessary, desirable or appropriate and that the Executive Director shall be authorized to procure such insurance coverage.

Approval of Mission Statement and Performance Measures and Authorization to Publish Measurement Report

The next and final item on the agenda was the approval of the Authority's Mission Statement and Performance Measurements, and the authorization to publish the completed Measurement Report. Mr. Anders explained that this is a requirement of the public authorities law. Brief discussion ensued. Then, upon motion duly made and seconded, the following resolution was approved.

WHEREAS, pursuant to Section 2800 of the Public Authorities Law (the "PAL"), the Board of Directors (the "Board") of the New York City Municipal Water Finance Authority (the "Authority") previously adopted a mission statement on October 1, 2007 and amended it on March 29, 2010 to add a list of measures by which performance of the Authority and the achievement of its goals may be evaluated; and

WHEREAS, the Authority is required to annually review and approve its Mission Statement and Performance Measures ("Mission Statement"); and

WHEREAS, the Authority is also required to issue an annual Measurement Report based on the Performance Measures; and

WHEREAS, the Board has reviewed its Mission Statement³, and the completed Measurement Report⁴, and finds them to be reasonable; it is hereby

RESOLVED, that Board accepts the Mission Statement and authorizes the completed Measurement Report to be published

Adjournment

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



ASSISTANT SECRETARY

³ Filed with the meeting minutes

⁴ Filed with the meeting minutes