

NEW YORK CITY WATER BOARD

January 19, 2007

RESOLUTION

WHEREAS, the water and wastewater systems (the “Systems”) of the City of New York (the “City”) have been leased by the City to the New York City Water Board (the “Board”), pursuant to an Agreement of Lease, dated as of July 1, 1985, as amended, between the City and the Board; and

WHEREAS, the New York City Department of Environmental Protection (“DEP”) operates and maintains the Systems; and,

WHEREAS, the Board and DEP both wish to ensure that the Systems are operated and maintained in a manner that complies with all applicable laws, rules and regulations; and,

WHEREAS, in furtherance of this important objective, on December 7, 2001, the Board authorized the execution and delivery of a contract between the Board and Duke Engineering & Services, Inc., later known as Framatome ANP DE&S (“Framatome”), and now known as Areva NP (“Areva”), to provide assistance to DEP in designing and implementing effective compliance programs to detect and prevent violations of environmental laws and worker health & safety laws, as they pertain to the operation and maintenance of the Systems; and

WHEREAS, on January 28, 2002, the Board entered into a Consulting Agreement with Areva (the “Consulting Agreement” – fully executed on February 5, 2002) to provide such assistance; and

WHEREAS, such assistance had been focused on developing appropriate compliance programs for DEP’s Bureaus of Water Supply and Water & Sewer Operations, which together operate the City’s water supply system; and

WHEREAS, pursuant to a contract change order, Areva is currently developing a Compliance Action Plan (“CAP”) and performing High Priority Assessments (“HPAs”) of DEP facilities so as to enable DEP to expand its compliance programs to the Bureau of Wastewater Treatment and DEP’s other Bureaus and units; and

WHEREAS, the Consulting Agreement provided for a term of three years with an option for one two-year extension, which option was exercised on June 14, 2005; and

WHEREAS, Areva has not completed the work provided for in a February 14, 2006 Change Order to the Consulting Agreement; and

WHEREAS, DEP requests that the Board authorize an additional one-year extension of the term of that Consulting Agreement, without allocation of additional funds, so that Areva may provide the additional services DEP requires; and

WHEREAS the Board has determined that it is necessary and appropriate to extend the term of the Consulting Agreement so that additional required services may be provided; it is therefore

RESOLVED, that the Executive Director be, and he hereby is, authorized and empowered, in the name and on behalf of the Board, to execute and deliver a time extension to the Consulting Agreement with Areva, for a term not to exceed one year, in order to provide DEP with the services already identified in a February 14, 2006 Change Order to that Agreement; and be it further

RESOLVED, that the Executive Director, the Treasurer and the Secretary of the Board be, and they each hereby are, authorized and empowered, in the name and on behalf of the Board, to execute such agreements and instruments, and to take such other and further actions, as they or any of them deem necessary or appropriate in order to effectuate the foregoing resolution.