

NEW YORK CITY WATER BOARD

September 15, 2006

RESOLUTION

WHEREAS, pursuant to the New York City Watershed Memorandum of Agreement, dated January 21, 1997 (the “MOA”), the City of New York (the “City”), acting by and through the New York City Department of Environmental Protection (“DEP”), is engaged in a land acquisition program in the New York City Watershed; and

WHEREAS, pursuant to such program, the City is seeking to acquire fee title to, or conservation easements on, sensitive watershed lands to better protect the quality of the City’s drinking water; and

WHEREAS, pursuant to the MOA, the City agreed to grant conservation easements to the New York State Department of Environmental Conservation (“NYSDEC”) on lands acquired in fee under such program, all as more fully described in and subject to the terms of Paragraph 82 of the MOA; and

WHEREAS, the granting of such conservation easements constitutes the granting of an interest in real property subject to the Agreement of Lease, dated as of July 1, 1985, as amended (as so amended, the “Lease”), between the City and the New York City Water Board (the “Board”); and

WHEREAS, pursuant to Section 11.1(d)(ii) of the Lease, the City may, with the prior written consent of the Board, grant interests in the Leased property which, in the reasonable judgment of the Board, do not interfere with the operation and maintenance of the System and the collection of revenues from the System; and

WHEREAS, by resolution adopted on June 19, 2003, the Board consented to give standing authorization to DEP for the granting of such conservation easements by the City

to NYSDEC, in substantially the form of Attachment 1 annexed to such resolution, for a period of one year, and on the condition that a report on the land acquisition program be submitted to the Board together with any request to extend such consent; and

WHEREAS, by resolution adopted on May 7, 2004, the Board consented to the granting of such conservation easements by the City to NYSDEC, in substantially the form as approved by the Board on June 19, 2003, for an additional period of two years, and on the condition that a report on the land acquisition program be submitted to the Board together with any request to extend such consent; and

WHEREAS, DEP has submitted a report on the progress of the land acquisition program together with a request to extend such consent for an additional period of two years; it is therefore

RESOLVED, that the Board hereby gives its consent, for an additional period of two years from the date hereof, to the granting of conservation easements by the City to NYSDEC, substantially in the form as approved by the Board on June 19, 2003, on lands acquired in fee under the City's watershed land acquisition program, as and when required pursuant to the terms of the MOA; and be it further

RESOLVED, that a report be submitted to the Board on the progress of the City's land acquisition program together with any request to extend such consent beyond such two year period; and be it further

RESOLVED, that the officers of the Board be, and each of them hereby is, authorized and empowered, in the name and on behalf of the Board, to execute such agreements and other instruments, and to take such other and further actions, as they or any of them deem necessary or appropriate to effectuate the foregoing resolutions.