

NEW YORK CITY WATER BOARD

December 21, 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, the Board authorized the execution and delivery of a contract between the Board and Neil Cartusciello to provide assistance to DEP in conducting investigations of employees’ claims of alleged directions or orders in violation of EHS law or probation, or of alleged retaliation for reporting EHS concerns; and,

WHEREAS, on November 9, 2005, the Board entered into a Consulting Agreement (the “Agreement”) with Neil Cartusciello (“the Consultant”) to provide such assistance; and,

WHEREAS, on November 8, 2006, the Board extended the Agreement until November 2007; and,

WHEREAS, because of an underestimation of the level of effort that would be required to fulfill the mandate of the investigatory portion of the DEP Employee Concerns Program, approximately Two Hundred Thousand Dollars (\$200,000)

in excess of the allocation under that Agreement has now been invoiced by the Consultant for services rendered through November 2007; and,

WHEREAS, DEP has also identified the need to execute a further Agreement with the Consultant for a term of one year for an amount not to exceed Three Hundred Thousand Dollars (\$300,000); and,

WHEREAS, the Board has reviewed a memorandum from Robin Levine, General Counsel of DEP, which indicates that it is advisable to retain the services of the Consultant so that important investigative services will continue to be available to DEP, and which requests Board approval of both the payment of Two Hundred Thousand Dollars (\$200,000) in excess of the allocation under the previous Agreement with the Consultant and the execution of a further agreement for a term of one year with an allocation in the amount of Three Hundred Thousand Dollars (\$300,000); and,

WHEREAS, the Board has determined that such action is necessary and appropriate and in accordance with the Water Board's Policy on Procurement of Goods and Services, in particular, Section 5.i (prior Board approval of contracts in which the cumulative value exceeds \$100,000) and Section 6.iv (waiver of competitive solicitation when the procurement is a continuation of existing services and it is desirable for purposes of continuity and compatibility); 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 permit payment of \$200,000 in invoices in excess of the amount allocated in the Agreement with the Consultant that expired on November 8, 2007, and to execute and deliver a further consulting agreement with the Consultant, for a term not to exceed one year, and for total compensation not to exceed Three Hundred Thousand Dollars (\$300,000), in order to provide DEP with the services identified in the memo; and be it further,

RESOLVED, that 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 other 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.