

NEW YORK CITY WATER BOARD

February 29, 2008

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 April 7, 2006, the Board authorized the execution and delivery of a contract between the Board and Blasland, Bouck & Lee, Inc. (“BBL”), now known as Arcadis, to provide technical assistance to DEP in implementing Environmental, Health and Safety (EHS) Compliance Programs of all operations and activities conducted by the DEP Bureau of Wastewater Treatment and the Mission Support Bureaus personnel and facilities in which such activities are performed; and

WHEREAS, on May 16, 2006, the Board entered into a Consulting Agreement with BBL (the “Agreement”) to provide such assistance for an amount not to exceed \$12,000,000; and

WHEREAS, on January 25, 2008 upon the recommendation of DEP, the Board authorized an amendment to the Agreement in an amount not to exceed \$700,000 to provide for additional necessary services from Arcadis in the implementation of EHS Compliance Programs that were underestimated or not previously identified; and

WHEREAS, DEP has identified a need for further technical assistance from Arcadis with respect to said EHS Compliance Programs, and has requested that the Board authorize a second amendment to the Agreement to enable Arcadis to provide such assistance; and

WHEREAS, the Board at its meeting held on January 25, 2008, reviewed a memorandum from Robin Levine, DEP General Counsel, dated January 15, 2008, which detailed the additional required services and set forth a recommendation that the Board authorize an amendment to the Agreement with Arcadis to provide such services to DEP; and

WHEREAS, in addition to reviewing the January 15, 2008 memorandum, the Board has been provided a presentation which addresses and resolves certain concerns expressed by Members at its meeting of January 25, 2008; and

WHEREAS, in accordance with the Water Board's Policy on the Procurement of Goods and Services, in particular, Section 5.i. (prior approval of contracts where the cumulative value exceeds \$100,000) and Section 6.iv. (waiver of competitive solicitation where the procurement is a continuation of existing services and it is desirable for purposes of continuity and compatibility), the Board finds such justification reasonable and appropriate in the present circumstances; it is therefore

RESOLVED, that the Executive Director is hereby authorized and empowered, in the name and on behalf of the Board, to execute and deliver an amendment to the Agreement, upon such terms and conditions as he may deem reasonable and appropriate, so as to extend the term of the Agreement to February 28, 2009, provide additional required technical services and increase the maximum compensation payable to Arcadis by \$6,000,000 to an amended amount not to exceed \$18,700,000; 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.