

**NEW YORK CITY WATER BOARD
GOVERNANCE COMMITTEE**

October 30, 2009

RESOLUTION

WHEREAS, the New York City Water Board (the "Board") established a Governance Committee by Board resolution of September 15, 2006, wherein the Governance Committee's duties include reviewing and recommending changes to the Board's corporate governance principles; and

WHEREAS, the Board and the New York City Municipal Water Finance Authority (the "Authority") established a Joint Audit Committee and Audit Committee Charter in light of their joint role in the financial operations of the water and wastewater system of the City of New York; and

WHEREAS, staff of the Board and the Authority have recommended various changes to the Audit Committee Charter, including a change to the timing of the Joint Audit Committee's annual report; and

WHEREAS, the Board of Directors of the Authority adopted the Amended and Restated Audit Committee Charter ("the Charter") on October 7, 2009 contingent on its approval by the Board; and

WHEREAS, the Governance Committee has reviewed the changes to the Charter and believes they are reasonable and appropriate; it is therefore

RESOLVED, that the Governance Committee hereby recommends adoption of the Charter by the Board, a copy of which shall be filed with the minutes of this meeting.