

**NEW YORK CITY MUNICIPAL WATER
FINANCE AUTHORITY**

A meeting of the Board of Directors of the New York City Municipal Water Finance Authority (the "Authority") was held at 75 Park Place, Room 6M4, New York, N.Y. at 3:30 p.m. on February 17, 2009.

The following Directors were present:

Stuart Klein (by designation of Authority Director Mark Page);

Richard Carroll (by designation of Authority Director Martha Stark);

William Kusterbeck (by designation of Authority Director Steven Lawitts);

Arthur Hill; and

Marc Shaw,

constituting a quorum of the Board. Mr. Klein chaired the meeting, and Albert F. Moncure, Jr. served as Secretary of the meeting.

Approval of Minutes of Meeting of January 21, 2009

The first item on the agenda was approval of the minutes of the meeting of January 21, 2009. There being no discussion, upon motion duly made and seconded, the following resolution was unanimously adopted:

WHEREAS, the Board of Directors has reviewed the minutes of the meeting held on January 21, 2009; it is therefore

RESOLVED, that the minutes of the meeting of January 21, 2009 be, and hereby are, approved.

Approval of Fiscal 2009 Series FF Bonds

The next item on the agenda was approval of the Authority's Fiscal 2009 Series FF Bonds. Thomas Paolicelli, Executive Director, briefly described the details of the proposed financing. Discussion ensued. There being no further discussion, upon motion duly made and seconded, Supplemental Resolution No. 59 to the Authority's Water and Sewer System Second General Revenue Bond Resolution authorizing issuance of up to \$500 million Water and Sewer System Second General Resolution Revenue Bonds Fiscal 2009 Series FF was unanimously adopted.

Approval of Extension of Financial Advisor Contracts

The next item on the agenda was the approval of a 1-year extension of the Authority's contracts with its Financial Advisors, Lamont Financial Services Corporation and Ramirez & Co. Inc. Mr. Paolicelli explained that the existing contracts, each provide for three 1-year renewals at the Authority's option, the first of which has been exercised by the Authority with respect to each contract. It is now proposed to exercise a second 1-year renewal option with respect to each contract. He observed that the Authority's management is satisfied with the performance of the Financial Advisors and recommends exercise of the renewal options. There being no discussion, upon motion duly made and seconded, the following resolution was unanimously adopted:

WHEREAS, the Authority is authorized, pursuant to Section 1045-d(7) of the New York City Municipal Water Finance Authority Act, to retain or employ counsel, auditors, engineers and other private consultants for rendering professional or technical services and advice; and

WHEREAS, pursuant to such authority and authorization by the Board of Directors, the Authority previously retained Lamont Financial Services Corporation ("Lamont") and Ramirez & Co., Inc. ("Ramirez") as its financial advisors after conducting an RFP; and

WHEREAS, the existing contracts for each firm provide for three one-year optional extensions ending March 14, 2009, 2010 and 2011; it is therefore

RESOLVED, that the Executive Director of the Authority is hereby authorized and directed to extend the existing agreement in the name of the Authority whereby Lamont will serve as Financial Advisor to the Authority upon such terms as the Executive Director deems reasonable and appropriate, provided however that such agreement shall be effective from March 15, 2009 to March 14, 2010 or upon its earlier termination as provided therein, provided that compensation to Lamont shall be a fixed fee of \$376,990.82 per year (or a pro-rated portion thereof) and such amount shall be increased by 3% on January 1, 2010 for the pro-rated period until the end of the term of the extension; and

FURTHER RESOLVED, that the Executive Director of the Authority is hereby authorized and directed to enter into an agreement in the name of the Authority whereby the firm of Ramirez will serve as Financial Advisor to the Authority upon such terms as the Executive Director deems reasonable and appropriate, provided however that such agreement shall be effective from March 15, 2009 to March 14, 2010 or upon its earlier termination as provided therein, provided that compensation to Ramirez shall be a fixed fee of \$196,690.86 per year (or a pro-rated portion thereof) and such amount shall be increased by 3% on January 1, 2010 for the pro-rated period until the end of the term of the extension.

Adjournment

There being no further business to come before the Board, upon motion duly made and seconded, the meeting was duly adjourned.



Assistant Secretary