

**NEW YORK CITY MUNICIPAL WATER  
FINANCE AUTHORITY – GOVERNANCE COMMITTEE**

A meeting of the Governance Committee (the “Committee”) of the Board of Directors of the New York City Municipal Water Finance Authority (the “Authority”) was held at 75 Park Place, New York, N.Y. at 2:30 p.m. on October 7, 2009.

The following Committee members were present:

Jack McKeon (by designation of Committee member Alexander B. Grannis);

Arthur Hill, and

Marc Shaw;

constituting a quorum. Mr. Shaw chaired the meeting, and Albert F. Moncure, Jr., served as secretary of the meeting.

**Election of Acting Chair**

Upon motion duly made and seconded, Mr. Shaw unanimously elected as Acting Chair in the absence of Committee Chair Peter Kenny.

**Adoption of Minutes**

The next item on the agenda was the approval of the Minutes of the Committee’s Meeting on March 30, 2009. There being no discussion, upon motion duly made and seconded, the following resolution was unanimously adopted:

**WHEREAS**, the Governance Committee of the New York City Municipal Water Finance Authority has reviewed the minutes of the previous meeting of the Governance Committee held on March 20, 2009; it is therefore

**RESOLVED**, that the minutes of the Governance Committee meeting of March 20, 2009, be and they hereby are approved.

**Recommendation of Adoption by the Board of Directors of the Amended and Restated Audit Committee Charter**

The next item on the agenda was the recommendation to the full Board of Directors of the Amended and Restated Audit Committee Charter. Authority Comptroller Michele Levine explained that the Charter is being amended to comply with the New York City Comptroller's Directive 22. A brief discussion ensued.

There being no further discussion, upon motion duly made and seconded, the following resolution was unanimously adopted:

**WHEREAS**, pursuant to Section III(a)(ii) of the Governance Committee Charter, the Governance Committee of the New York City Municipal Water Finance Authority (the "Authority") may periodically review the Audit Committee Charter and recommend changes to the Board of Directors of the Authority; and

**WHEREAS**, the Governance Committee of the Authority has reviewed the Amended and Restated Audit Committee Charter as attached hereto as Exhibit A; and

**WHEREAS**, the Governance Committee believes the changes as reflected in the Amended and Restated Audit Committee Charter, including a change made to conform to the amended Directive 22 of the Office of the Comptroller of the City of New York, are reasonable and appropriate; it is therefore

**RESOLVED**, that the Governance Committee hereby recommends that the Board of Directors of the Authority adopt the Amended and Restated Audit Committee Charter, that will become effective upon adoption by the Water Board, a copy of which shall be filed with the minutes of the Governance Committee.

## **Self-Evaluation and Discussion of Report to the Board of Directors**

The next item on the agenda was a discussion of the Committee's Annual Self-Evaluation and Report to the Board of Directors. Mr. Shaw led the Committee in its Self-Evaluation and reviewed the Committee's findings. Upon motion duly made and seconded, the following resolution was unanimously adopted.

**WHEREAS**, Section III(g) of the Governance Committee Charter requires the Governance Committee to conduct an annual self-evaluation of its functions; and

**WHEREAS**, the Governance Committee finds its functioning and performance to be satisfactory, effective, and in compliance with the Governance Committee Charter; it is therefore

**RESOLVED**, that that Governance Committee finds its functioning to be satisfactory and the Chair of the Governance Committee shall present the Committee's findings to the Board of Director's of the New York City Municipal Water Finance Authority. .

## **Review of Compensation and Benefits**

The next item on the agenda was a review of the Authority's compensation and benefit expenses, including the salary of the Executive Director, who works exclusively for the Authority, as described in a report presented to Committee members and attached hereto. The Committee expressed its approval of the salary and benefit information provided to it.

## **Adjournment**

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



Assistant Secretary