

**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 4:30 p.m. on August 14, 2008.

The following Directors were present:

Mark Page;

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

William Kusterbeck (by designation of Authority Director Emily Lloyd);

Peter Kenny; and

Arthur Hill

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

Approval of Minutes of Meeting of July 14, 2008

The first item on the agenda was approval of the minutes of the meeting of July 14, 2008. 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 July 14, 2008; it is therefore

RESOLVED, that the minutes of the meeting of July 14, 2008 be, and hereby are, approved.

Appointment of Executive Director – Thomas G. Paolicelli

The next item on the agenda was the appointment of Thomas G. Paolicelli as Executive Director to succeed Patrick McCoy who resigned to rejoin the MTA. Alan Anders,

Chief Executive Officer, described the search process for Mr. McCoy's replacement and Mr. Paolicelli's qualifications. There being no discussion, upon motion duly made and seconded, the following resolution was unanimously adopted:

WHEREAS, the Board is duly authorized pursuant to Section 1045-d(7) of the New York City Municipal Water Finance Authority Act to appoint such officers and employees as it may require for the performance of its duties; and

WHEREAS, Patrick McCoy, who had served as Executive Director of the Authority since March of 2007, has submitted his resignation to the Board; and

WHEREAS, the staff of the Authority has conducted a search for candidates for the position of Executive Director and has selected Thomas G. Paolicelli¹ as the most qualified candidate; and

WHEREAS, the Board believes that Thomas G. Paolicelli, who previously served as Deputy Treasurer of the Authority from 2000 to 2002 and Treasurer from 2002 through 2005, is highly qualified to assume the duties of Executive Director; it is therefore

RESOLVED, that Thomas G. Paolicelli is hereby appointed Executive Director of the Authority.

Appointment of Treasurer – Olga Chernat

The next item on the agenda was the promotion of Deputy Treasurer Olga Chernat to the vacant position of Treasurer. Mr. Anders described Ms. Chernat's qualifications. There being no discussion, upon motion duly made and seconded, the following resolution was unanimously adopted:

WHEREAS, the Board is duly authorized pursuant to Section 1045-d(7) of the New York City Municipal Water Finance Authority Act to appoint such officers and employees as it may require for the performance of its duties; and

WHEREAS, the position of Treasurer of the Authority is currently vacant; and

¹ Mr. Paolicelli's Resume is filed with the Minutes of the Meeting.

WHEREAS, the staff of the Authority has had extensive experience working with Olga Chernat, who has served as Deputy Treasurer since 2006, and has worked for the Authority since 2005, and believes that she is qualified to assume the duties of Treasurer; and

WHEREAS, the Board believes that Olga Chernat is highly qualified to assume the duties of Treasurer; it is therefore

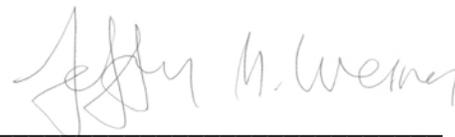
RESOLVED, that Olga Chernat is hereby appointed Treasurer of the Authority.

Authorization of Additional Series of Commercial Paper Notes (Series 8)

The next item on the agenda was authorization of the Extendable Maturity Commercial Paper Notes (Series 8) (the “Notes”). A brief discussion of the resolution ensued. There being no further discussion, upon motion duly made and seconded, the Extendable Maturity Commercial Paper Note Resolution (Series 8) authorizing the issuance of the Notes was unanimously adopted.

Adjournment

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



Assistant Secretary