

DRAFT
NEW YORK CITY MUNICIPAL WATER
BOARD OF DIRECTORS

A meeting of the Board of Directors (the “Board”) of the New York City Municipal Water Finance Authority (the “Authority”) was held at 255 Greenwich Street, Room 6M4, New York, N.Y. 10007 at 4:33 p.m. on May 28, 2019. The following Directors were present:

Alan Anders (by designation of Authority Director Melanie Hartzog);

Robert Elburn (by designation of Authority Director Basil Seggos);

Jacqueline Gold (by designation of Authority Director Jacques Jiha);

Joseph Murin (by designation of Authority Director Vincent Sapienza, Jr.);

Max Von Hollweg; and

Marc Shaw

constituting a quorum of the Board of Directors. Mr. Anders chaired the meeting, and Deborah Cohen served as Secretary of the meeting.

Approval of Minutes of the Meeting of March 25, 2019

The first item on the agenda was approval of the minutes of the meeting of March 25, 2019. 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 its meeting held on March 25 2019; it is therefore

RESOLVED, that the minutes of the meeting of March 25, 2019 be, and they hereby are, approved.

Approval of Supplemental Resolution No. 144 Authorizing the Issuance of Fiscal 2020 Series AA Second General Resolution Water and Sewer System Bonds

The next item on the agenda was the acceptance of the Finance Committee's recommendation that the Board of Directors approve Supplemental Resolution No. 145, authorizing the issuance of the Authority's Fiscal 2020 Series AA Second General Resolution Water and Sewer System Bonds. Mr. Anders explained that the Finance Committee recommended this action after hearing a presentation by Authority Executive Director Olga Chernat. He noted that the resolution authorized the issuance of up to \$550 million of fixed rate, refunding bonds. There being no discussion, upon motion duly made and seconded, Supplemental Resolution No. 145¹ was adopted.

Approval of Supplemental Resolution No. 146 Authorizing the Issuance of Fiscal 2020 Series BB Second General Resolution Water and Sewer System Bonds

The next item on the agenda was the acceptance of the Finance Committee's recommendation that the Board of Directors approve Supplemental Resolution No. 146, authorizing the issuance of the Authority's Fiscal 2020 Series BB Second General Resolution Water and Sewer System Bonds. Mr. Anders explained that the Finance Committee recommended this action after hearing a presentation by Authority Executive Director Olga Chernat. He noted that the resolution authorized the issuance of up to \$500 million of fixed rate, new money bonds. There being no discussion, upon motion duly made and seconded, Supplemental Resolution No. 146² was adopted.

Approval of Resolution Authorizing the Issuance of Fiscal 2020 Series 1 Bond Anticipation Notes issued to the NYS Environmental Facilities Corporation

The next item on the agenda was the acceptance of the Finance Committee's recommendation that the Board of Directors approve the Resolution authorizing the issuance of Fiscal 2020 Series 1 Bond Anticipation Notes to the New York State Environmental Facilities

¹ Filed with the meeting minutes

² Filed with the meeting minutes

Corporation. Mr. Anders explained that the Finance Committee recommended this action after hearing a presentation by Authority Executive Director Olga Chernat. There being no discussion, upon motion duly made and seconded, the Resolution was adopted.

Approval of Investment Guidelines

The next item on the agenda was the annual review and approval of the Authority's Investment Guidelines. Mr. Anders noted that the Board is required to review the Guidelines annually, and that no changes are proposed at this time. There being no discussion, upon motion duly made and seconded, the following resolution was adopted.

WHEREAS, the New York City Municipal Water Finance Authority (the "Authority"), adopted Investment Guidelines on April 10, 1986 to establish policies for the investment of its funds and subsequently amended the Investment Guidelines; and

WHEREAS, the Authority's staff has reviewed the Guidelines and recommends no changes at this time; and;

WHEREAS, the Board of Directors has reviewed the attached Investment Guidelines and has deemed them to be reasonable and appropriate; it is therefore

RESOLVED, that the Investment Guidelines, a copy of which will be filed with the Minutes of the Meeting, are hereby approved.

Approval of Directors & Officers Insurance Procurement

The final item on the agenda was the authorization of the procurement of Directors & Officers Insurance. Mr. Anders explained that the Authority seeks to procure insurance coverage for directors, officers and employees, in an amount of \$50 million. He noted that the not to exceed fee is \$260,000, which includes a large cushion. Brief discussion ensued. Then, upon motion duly made and seconded, the following resolution was approved.

WHEREAS, despite their diligence and good faith, directors and officers of the New York City Municipal Water Finance Authority (the "Authority") may be subject to potentially large personal financial liability in connection with the Federal securities laws or otherwise arising from their service to the Authority; and

WHEREAS, Article V of the Bylaws of the Authority provides that the Authority shall indemnify each, director and officer, to the fullest extent permitted by law; and

WHEREAS, Directors' and Officers' Liability Insurance is a prudent supplement to such indemnification; it is therefore

RESOLVED, that the Authority is hereby authorized and directed to procure Directors' and Officers' Liability Insurance policies from American International Group ("AIG"), Zurich American Insurance Company ("Zurich"), Liberty Mutual Insurance Company ("Liberty Mutual"), Aspen Insurance ("Aspen" and together with AIG, Zurich, Liberty Mutual, the "Insurers"), or such other substitute insurers as the Executive Director shall determine to be appropriate, providing coverage for the period from June 25, 2019 through June 24, 2020; provided that the annual premium payable by the Authority to the Insurers, plus commission, will not exceed \$260,000, and said policies shall contain such other terms and conditions not inconsistent with the foregoing which the Executive Director or such other officer of the Authority shall deem necessary, desirable or appropriate and that the Executive Director shall be authorized to procure such insurance coverage.

Adjournment

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


ASSISTANT SECRETARY