

**GOVERNANCE COMMITTEE OF THE NEW YORK CITY
MUNICIPAL WATER FINANCE AUTHORITY**

A meeting of the Governance Committee (the “Committee”) 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 3:30 p.m. on October 11, 2019.

The following Directors were present:

Max Von Hollweg;

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

and

Marc Shaw,

constituting a quorum of the Committee. Mr. Von Hollweg chaired the meeting, and Deborah Cohen acted as Secretary of the Meeting.

Approval of Minutes of Meeting of October 12, 2019

The first item on the agenda was approval of the minutes of the meeting of October 12, 2018. 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 October 12, 2018; it is therefore

RESOLVED, that the minutes of the Governance Committee meeting of October 12, 2018, are hereby approved.

Self-evaluation and discussion of presentation to Board of Directors

The next item on the agenda was a review of the Committee’s actions in the previous calendar year, and a self-evaluation of the Committee’s

functions. Mr. Von Hollweg noted that, based on the report of the Committee's functions, the proposed resolution would reflect the Committee's opinion that it had conducted itself in a satisfactory manner. He explained that the resolution also authorized him, as Chair, to provide the results of the self-evaluation to the Board of Directors. Then, upon motion duly made and seconded, the following resolution was duly 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 the 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 Directors of the New York City Municipal Water Finance Authority.

Review of Authority Compensation and Benefits Information

The next item on the agenda was a review of the Authority's compensation and benefits information. Mr. Von Hollweg noted that Section III(j) of the Governance Committee Charter requires that the Governance Committee to annually review the Corporation's compensation and benefits expenses. He explained that the report provided to the Committee describes the Authority's personal services expenses for Fiscal Year 2019.

Review of Authority Policy on the Procurement of Goods and Services

The next and final item on the agenda was the review of the Authority's Policy on the Procurement of Goods and Services. Mr. Von Hollweg noted that there were no changes proposed, and no resolution was required for this review.

Adjournment

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

Jeffrey M. Wemyer
Assistant Secretary