

NEW YORK CITY WATER BOARD

October 30, 2009

RESOLUTION

WHEREAS, the New York City Water Board (the "Board") established a Governance Committee by Board resolution of September 15, 2006, wherein the Governance Committee's duties include reviewing and recommending changes to the Board's corporate governance principles; and

WHEREAS, the Governance Committee believes the changes reflected in the Amended and Restated Audit Committee Charter, attached hereto as Exhibit A, and the adoption of a Governance Committee Charter, attached hereto as Exhibit B, (collectively, "the Charters") are reasonable and appropriate and has recommended to the Board the adoption of the Charters; and

WHEREAS, the Board has reviewed the Charters as attached hereto and is in agreement with the Governance Committee's recommendation; it is therefore

RESOLVED, that the Board hereby adopts the Charters effective October 30, 2009.