

**Metropolitan Transportation Authority  
Subsidiary Report, 2024**

**Pursuant to New York State Public Authorities Law §2827-a**



## Introduction

The Metropolitan Transportation Authority (MTA), a public benefit corporation of the State of New York, has the responsibility for developing and implementing a unified mass transportation policy for the City of New York (the City) and Dutchess, Nassau, Orange, Putnam, Rockland, Suffolk, and Westchester counties (collectively with the City, the MTA Commuter Transportation District). The MTA carries out these responsibilities directly and through its subsidiaries and affiliates,<sup>1</sup> which are also public benefit corporations. The following entities, listed by their legal names, are subsidiaries of the MTA.

- The Long Island Rail Road Company
- Metro-North Commuter Railroad Company
- Staten Island Rapid Transit Operating Authority
- MTA Bus Company
- MTA Construction & Development
- First Mutual Transportation Assurance Company
- Metropolitan Suburban Bus Authority<sup>2</sup>
- Grand Central Madison Concourse Operating Company

The Chair and CEO of the MTA, pursuant to statute, serves as the Chair of each of the MTA subsidiaries. Also pursuant to statute, the 23 members of the MTA Board serve as the members of the Boards of the MTA subsidiaries. The following are the members of the MTA Board of Directors, as of December 31, 2024:

- Janno Lieber, Chair and CEO
- Andrew B. Albert
- Gerard Bringmann
- Norman Brown
- Samuel Chu
- Michael Fleischer
- Daniel Garodnick
- Randolph Glucksman

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<sup>1</sup>Triborough Bridge and Tunnel Authority (“MTA Bridges & Tunnels”) and New York City Transit Authority (“MTA New York City Transit”) and its subsidiary, the Manhattan and Bronx Surface Transit Operating Authority (“MaBSTOA”), are affiliates rather than subsidiaries of the MTA.

<sup>2</sup> Metropolitan Suburban Bus Authority (“MTA Long Island Bus”) ceased operations effective Dec. 31, 2011, and is engaged now only in wind-down activities.

- Marc Herbst
- David R. Jones
- Meera Joshi
- Blanca P. López, M.S.
- David S. Mack
- Haeda B. Mihaltses
- John-Ross Rizzo
- John Samuelson
- Lisa Sorin
- Vincent Tessitore, Jr.
- Midori Valdivia
- Neal Zuckerman

## Subsidiary Descriptions

The following table lists the legal names, popular names, addresses, and contact information for the MTA subsidiaries.

Legal Name	Popular Name	Address	Contact
The Long Island Rail Road Company	MTA Long Island Rail Road	93-02 Sutphin Blvd. Jamaica, NY 11435	Haley Stein, VP Gen. Counsel & Secretary
Metro-North Commuter Railroad Company	MTA Metro-North Railroad	420 Lexington Ave. New York, NY 10170	Susan Sarch, VP & General Counsel
Staten Island Rapid Transit Operating Authority	MTA Staten Island Railway	60 Bay Street Staten Island, NY 10301	Kevin Coughlin, Senior Director, Capital and Engineering
MTA Bus Company	MTA Bus	2 Broadway New York, NY 10004	David Farber, VP & General Counsel
MTA Construction & Development	MTA C&D	2 Broadway New York, NY 10004	Steven Loehr, Chief of Staff
Grand Central Madison Operating Company	Grand Central Madison	2 Broadway New York, NY 10004	Paul Grether, Chief
First Mutual Transportation Assurance Company	N/A	2 Broadway New York, NY 10004	Claudia Reuben, VP & Secretary
Metropolitan Suburban Bus Authority	MTA Long Island Bus	2 Broadway New York, NY 10004	David Farber, VP & General Counsel



## **The Long Island Rail Road Company**

### **Legal Name, Address, and Contact Information**

The Long Island Rail Road Company  
93-02 Sutphin Blvd.  
Jamaica, NY 11435

Contact: Haley Stein, Vice President-General Counsel & Secretary  
93-02 Sutphin Blvd.  
Jamaica, NY 11435

### **Structure & Organization**

The President of the Long Island Rail Road Company and senior management reporting to the President are listed below.

Rob Free  
President, LIRR

Thomas Kost  
Senior VP-Operations

Paul Dietlin  
VP Maintenance of Way

Beth Sullivan  
VP Operational Support &  
Organizational Planning

Neville Perkins  
VP Capital Program Delivery &  
Oversight

Lori Ebbighausen  
VP Corporate Safety

Jenine Mehm  
Deputy Chief People Officer

Hector Garcia  
Chief of Staff

### **Purpose & Mission**

MTA Long Island Rail Road (LIRR) was originally incorporated as a privately held railroad company in 1834. In 1966, the MTA acquired all of the capital stock of LIRR from its parent corporation, the Pennsylvania Railroad Company. In February 1980, LIRR's Certificate of Incorporation was amended to convert it into a subsidiary public benefit corporation of the MTA organized pursuant to the MTA Act.

The purpose and mission of LIRR is to provide highly efficient commuter rail service between New York City and points throughout Long Island. LIRR is the nation's oldest railroad operating under its original name and charter.

## **Operations**

LIRR is the business commuter railroad in North America, carrying over 200,000 customers each weekday. For more details, see LIRR's monthly operations reports posted on the MTA website at <https://new.mta.info/transparency/board-and-committee-meetings>. Performance metrics for LIRR operations are regularly updated and posted on the MTA metrics website at [metrics.mta.info](https://metrics.mta.info).

## **Projects Summary**

For more details on LIRR's capital projects, view the MTA Capital Program Dashboard at <http://web.mta.info/capitaldashboard/CPDHome.html>

## **Statement of Justification**

As the nation's busiest commuter railway at the center of the New York metropolitan region, LIRR serves a transportation function of economic significance not only to the region but to the State of New York and the nation. It links millions of passengers and daily commuters with the nation's foremost urban center and its outbound transit and transportation hubs, including subways, buses, railroads, and JFK International Airport. For many Long Island residents, LIRR offers the only regional transit connection and provides an energy-efficient alternative to automobile travel.

## **Metro-North Commuter Railroad Company**

### **Legal Name, Address, and Contact Information**

Metro-North Commuter Railroad Company  
420 Lexington Avenue, 11th Floor,  
New York, NY 10170

Contact: Susan Sarch, Vice President & General Counsel  
420 Lexington Avenue, 11th Floor  
New York, NY 10170

### **Structure & Organization**

The President of the Long Island Rail Road Company and senior management reporting to the President are listed below.

Catherine Rinaldi  
President, Metro-North

Justin Vonashek  
Executive VP, Chief Operating Officer

Nathan Gilbertson  
Vice President – Organizational  
Resiliency & Chief Strategic Officer

Shelley Prettyman  
VP, System Safety

Mayra Bell  
Dir of Diversity / EEO  
Officer

Paul Lucas  
Sr. Advisor, Capital Program Delivery  
& Oversight

Yvonne Hill-Donald  
Chief Administrative Officer

Michael Metz  
Chief Security Officer

### **Purpose & Mission**

Metro-North Commuter Railroad Company (Metro-North) is a New York State public benefit corporation and a subsidiary of the MTA, a New York State public authority. Metro-North was founded in 1983 as an MTA subsidiary when the MTA assumed control of Conrail commuter operations in the states of New York and Connecticut. Most of Metro-North's trackage east of the Hudson River was originally owned by the New York Central Railroad, which began in the 1830s as horse-drawn cars connecting Harlem and Lower Manhattan, then later operated rail trains running

out of Grand Central Terminal. Metro-North's New Haven Line was originally owned by the New York, New Haven & Hartford Railroad.

As stated in Metro-North's Articles of Incorporation, the purposes of Metro-North are acquiring, owning, leasing, establishing, constructing, effectuating, operating, maintaining, renovating, improving, extending, and repairing railroad, omnibus, and other transportation facilities and facilities related thereto. The mission of Metro-North is to be a safe, reliable, and efficient railroad, providing regional mobility and excellent service to its customers. The vision of Metro-North, through the agency's Strategic Plan, is to provide superior customer service by setting the standard for safety, reliability, and innovation, through an engaged and empowered workforce.

## **Operations**

Metro-North serves customers throughout New York and Connecticut on the Harlem, Hudson, New Haven, Port Jervis, and Pascack Valley lines. For more details, see Metro-North's monthly operations reports posted on the MTA website at <https://new.mta.info/transparency/board-and-committee-meetings>. Performance metrics for Metro-North operations are regularly updated and posted on the MTA metrics website at [metrics.mta.info](https://metrics.mta.info).

## **Projects Summary**

For more details on Metro-North's capital projects, view the MTA Capital Program Dashboard at <http://web.mta.info/capitaldashboard/CPDHome.html>

## **Statement of Justification**

The services provided by Metro-North are essential to the economic viability of the regions served. The cessation of these services would be detrimental to the City of New York, the counties surrounding New York City, and the states of New York and Connecticut.

## **Staten Island Rapid Transit Operating Authority**

### **Legal Name, Address, and Contact Information**

Staten Island Rapid Transit Operating Authority  
MTA New York City Transit  
2 Broadway, New York, NY 10004

Contact: Kevin Coughlin, Senior Director, Capital and Engineering  
845 Bay Street  
Staten Island, NY 10304

### **Structure & Organization**

Staten Island Rapid Transit Operating Authority (SIRTOA) is a subsidiary of the MTA and is operated by New York City Transit (NYCT). The President of NYCT also serves as the President of SIRTOA. The Vice President and Chief Officer of SIRTOA reports to the Senior Vice President, NYCT Department of Subways. In addition to those senior officials, direct reports to SIRTOA's Vice President and Chief Officer are listed below.

Frank Farrell  
Vice President and Chief Officer

Pam Noonan  
Senior Director,  
Operations Support

Kobie Grant  
Assistant Chief Officer,  
Operations

Kevin Coughlin  
Senior Director,  
Capital and Engineering

Joseph Pepe  
Assistant Chief Officer,  
Maintenance

### **Purpose & Mission**

SIRTOA was created as a public benefit corporation subsidiary of MTA in 1970. SIRTOA's purpose and mission is to provide customers with safe, reliable, and convenient public transportation in a cost-effective manner.

### **Operations**

SIRTOA operates Staten Island Railway, the rapid transit line in the borough of Staten Island. The railway runs the length of Staten Island and allows riders to connect with the New York City Transit system through the Staten Island Ferry. For more details, see NYCT's monthly operations reports

posted on the MTA website at <https://new.mta.info/transparency/board-and-committee-meetings>. Performance metrics for Staten Island Railway operations are regularly updated and posted on the MTA metrics website at [metrics.mta.info](https://metrics.mta.info).

### **Projects Summary**

For more details on Staten Island Railway's capital projects, view the MTA Capital Program Dashboard at <http://web.mta.info/capitaldashboard/CPDHome.html>

### **Statement of Justification**

As operator of the only rapid transit line in the borough of Staten Island, SIRTOA provides residents with a rapid, energy-efficient alternative to automobile travel and, through the Staten Island Ferry, a vital link to the broader MTA transportation system and other transportation hubs.

## **MTA Bus Company**

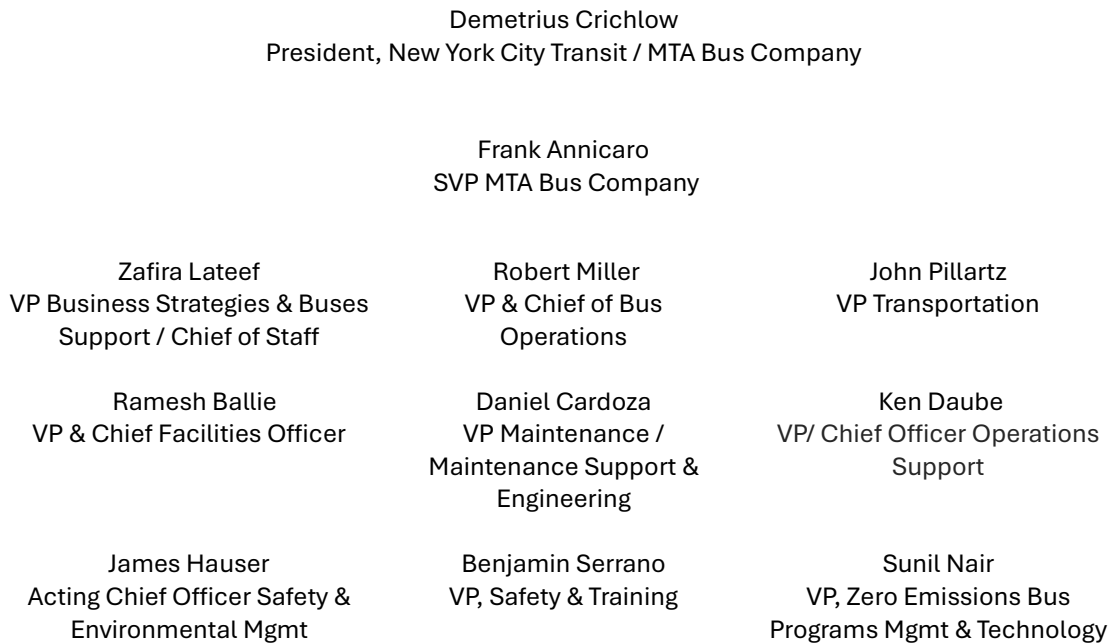
### **Legal Name, Address, and Contact Information**

MTA Bus Company  
2 Broadway  
New York, NY 10004

Contact: David Farber, Vice President & General Counsel  
2 Broadway  
New York, NY 10004

### **Structure & Organization**

The President of the MTA Bus Company is also the President of New York City Transit. The current organizational structure is shown below.



### **Purpose & Mission**

The MTA Bus Company (MTA Bus) was created as a public benefit corporation subsidiary of MTA in 2004 to integrate the bus operations previously served by seven private bus companies, pursuant to franchises granted by New York City. MTA Bus completed the consolidation of the seven bus lines in

the first quarter of 2006. The purpose and mission of MTA Bus is to provide safe, economical, and dependable public transportation to customers in New York City.

## **Operations**

MTA Bus has thousands of buses and operates dozens of local, Select Bus, and express bus routes. For more details on MTA Bus operations, see the performance metrics for MTA Bus operations on the MTA metrics website at [metrics.mta.info](https://metrics.mta.info).

## **Projects Summary**

For further details on MTA Bus capital projects, view the MTA Capital Program Dashboard at <http://web.mta.info/capitaldashboard/CPDHome.html>.

## **Statement of Justification**

Prior to the creation of MTA Bus, private bus service was irregular, maintenance was substandard, vehicle reliability was poor, and passenger dissatisfaction was high. Today, MTA Bus provides uniform, integrated bus service to a pre-pandemic average hundreds of thousand of daily riders. Many of these riders live in areas with few other public transportation options and a lack of local transit services. The agency's round-the-clock service is coordinated with the transportation services provided by other MTA agencies, making MTA Bus a vital link in regional transportation, an energy-efficient alternative to automobile travel, and a key contributor to the metropolitan area's economy.



## **MTA Construction & Development Company**

### **Legal Name, Address, and Contact Information**

MTA Construction & Development Company  
2 Broadway  
New York, NY 10004

Contact: Steven Loehr, Chief of Staff  
2 Broadway  
New York, NY 10004

### **Structure & Organization**

The MTA Chief Development Officer and President of MTA Construction & Development Company (C&D) and the executive management of MTA C&D are listed below.

Jamie Torres-Springer  
MTA Chief Development Officer  
and President, MTA C&D

Alyssa Cobb Konon  
Deputy CDO – Planning

Mark Roche  
Deputy CDO – Delivery

Evan Eisland  
EVP, Gen. Counsel & Sect

Steven Loehr  
Deputy CDO – Development  
(acting)

Shawn Moore  
Chief Administrative Officer

Steven Loehr  
Chief of Staff

Rosalyn Green  
Chief, Diversity

### **Purpose & Mission**

MTA Construction & Development Company (C&D) was created as an MTA subsidiary in 2003, originally known as MTA Capital Construction. It was repurposed and renamed as MTA C&D in December 2019 as part of the MTA's Transformation Plan. C&D plans, rebuilds, improves, and expands the MTA's extensive network of subway, bus, commuter rail, bridge, and tunnel infrastructure. This includes not only large integrated projects, such as Penn Station Access and Second Avenue Subway, but also signal modernization projects, station improvements and accessibility upgrades, line structure, track, power, communications, and other infrastructure work.

## **Operations**

C&D plans, develops, contracts, and executes all capital construction projects from initial project identification through completion. C&D also creates and oversees the Capital Program for the MTA. For more details, see C&D's monthly reports posted on the MTA website under Board and Committee meetings at: <https://new.mta.info/transparency/board-and-committee-meetings>.

## **Projects Summary**

A complete list of MTA capital projects may be accessed at the MTA Capital Programs Dashboard on the MTA website at <http://web.mta.info/capitaldashboard/CPDHome.html>.

## **Statement of Justification**

C&D provides an essential service to the city and region it serves. It coordinates internal forces and external contractors to plan, develop, and execute all MTA capital infrastructure construction projects, on an enormous scale in a safe and timely manner. Its oversight of the Capital Program ensures that MTA investments are strategic, benefiting New York for decades to come.

## **MTA Grand Central Madison Operating Company**

### **Legal Name, Address, and Contact Information**

MTA Construction & Development Company  
2 Broadway  
New York, NY 10004

Contact: Paul Grether, Chief  
2 Broadway  
New York, NY 10004

### **Structure & Organization**

The President and executive management of MTA Grand Central Madison Operating Company are listed below.

Paul Grether  
Chief, MTA GCMC

Joseph Christen  
SVP, Safety and Compliance

Amil Patel  
SVP Facilities Maintenance

### **Purpose & Mission**

MTA Grand Central Madison Operating Company (GCMOC) was created in December 2021 as an MTA subsidiary agency. The sole purpose of the organization is to manage the operations and maintenance of assets constructed by the MTA under the “East Side Access” project, including the Grand Central Madison (GCM) terminal station, tunnels and Mid-Day Storage Yard. Certain railroad assets are operated and maintained by LIRR and others by third party contractors. Additional operating support functions are provided by Metro-North, MTA IT and MTA Real Estate.

### **Operations**

Grand Central Madison opened in January 2023, with a new 690,000 square foot facility that include a 350,000 square foot concourse, an 8-track station over 150 feet below street level and an 18,000-foot multi-track rail tunnel and a large surface storage rail yard.

Since opening, GCMOC oversees the entire 3.5-mile commuter rail connection between the Long Island Rail Road Mainline and Port Washington branch in Queens into the new 350,000-square-foot concourse beneath Grand Central Terminal, along with the facility and retail tenant operations.

In 2024 the MTA awarded a five-year, turnkey, performance-based contract for GCM territory facilities maintenance and operations to George S. Hall, Inc. Following a mobilization period, this Facilities Maintenance contractor is now fully engaged and responsible for GCM elevators and escalators, deep tunnel ventilation, cleaning and janitorial, steam and chiller-based HVAC systems, fire alarm and fire prevention systems maintenance, facility power, and technical support of LIRR and other MTA agency maintenance.

GCMOC is minimally staffed and currently has five full-time employees, with five additional hires contemplated. All support services required by GCMOC, including human resources, legal, finance, procurement, and IT, are provided by the MTA's consolidated functions.

## **Projects Summary**

GCMOC performs two primary functions.

The first is the oversight of the turnkey Facilities Operations and Maintenance contractor. This is a new approach to operations and maintenance by the MTA. Since this is a fixed-price, performance-based contract, it requires specific targeted oversight of contractor performance, including development of key performance indicators (which include financial incentives/disincentives), auditing of contractor maintenance and repair obligations and scheduling contractor work support to access areas on and about the LIRR operated tracks.

The second is the coordination of the safe operations of the GCM territory. The overlap between various organizations with operating responsibilities is unique in the MTA portfolio and requires regular proactive coordination to ensure safe and successful operations each day. Stakeholders include the Facility Maintainer contractor, various LIRR departments including Transportation, Engineering, Maintenance of Equipment, Security, Office of the Fire Marshal, and Stations, the MNR Fire Brigade and Grand Central Terminal Facilities Department, MTA Police Department, MTA IT, private building owners that operate and maintain entrances to GCM, MTA Construction and Development Code Compliance Unit and contractors and New York City Transit with whom GCMOC shares the 63<sup>rd</sup> Street tunnel.

**Statement of Justification**

GCMOC provides the appropriate legal structure and protections to manage the Grand Central Madison (formerly “East Side Access”) assets on behalf of the MTA. It coordinates internal forces and external contractors to plan, develop, and execute the operations and maintenance of Grand Central Madison, on an enormous scale in a safe and timely manner. Its oversight of Grand Central Madison ensures that MTA investments are strategic, benefiting New York for decades to come.

## **First Mutual Transportation Assurance Company**

### **Legal Name, Address, and Contact Information**

First Mutual Transportation Assurance Company  
2 Broadway  
New York, NY 10004

Contact: Claudia Reuben, President  
2 Broadway  
New York, NY 10004

### **Structure & Organization**

The company is a captive insurance company administered by MTA's Department of Risk and Insurance Management, with the management assistance of Marsh Management Services, Inc.

Claudia Reuben  
President

Laudwin Pemberton  
SVP

Robin Cooper  
VP & Secretary

### **Purpose & Mission**

First Mutual Transportation Assurance Corporation (FMTAC), established in 1997 as a captive insurance company, was created to address the insurance needs of the MTA and its agencies and subsidiaries.

The mission of FMTAC is to engage in the business of a pure captive insurance company under Section 7005 of the Insurance Law and Section 1266 subdivision 5 of the Public Authorities Law of the State of New York. FMTAC's mission is to continue, develop, and improve the insurance and risk management needs as required by the MTA. FMTAC was established to maximize the flexibility and effectiveness of the MTA's insurance program.

FMTAC is licensed in New York State as both a direct insurer and as a reinsurer. When FMTAC is a direct insurer, it may reinsure all or a portion of its potential liabilities with commercial reinsurers. FMTAC retains independent entities to handle the claims administration process. FMTAC may deposit certain of its assets in trust with third parties in order to secure its insurance or reinsurance obligations under some of the insurance policies.

## **Operations**

The MTA agencies and subsidiaries maintain insurance coverage through MTA's captive insurance company subsidiary, FMTAC, and through the commercial marketplace. MTA Risk & Insurance Management, which also serves as the staff of FMTAC, sets the insurance premiums for the MTA agencies and subsidiaries at levels that are expected to be sufficient to purchase the commercial insurance or reinsurance, or permit FMTAC to pay the claims and costs for claims administration. Since its creation, FMTAC, with funding from the MTA agencies and subsidiaries, has assumed greater responsibility for the direct insurance and reinsurance risk of those agencies and subsidiaries.

## **Projects Summary**

As the main provider of MTA insurance needs, FMTAC's projects parallel the operations and capital construction projects of the MTA and its other subsidiaries.

## **Statement of Justification**

As the operator of North America's largest transit system, with broad public responsibilities, extensive properties and capital stock, as well as many of the nation's largest, ongoing constructions projects, the MTA agencies have unique insurance needs that would be difficult to fulfill through the private insurance market alone. As such, FMTAC provides a service that is essential to MTA operations and capital projects, to the public the MTA serves, and to the entire regional and New York State economy.

## **Metropolitan Suburban Bus Authority (MTA Long Island Bus)**

### **Legal Name, Address, and Contact Information**

Metropolitan Suburban Bus Authority (MTA Long Island Bus)  
c/o MTA Bus Company  
2 Broadway  
New York, NY 10004

Contact: David Farber, Vice President & General Counsel, MTA Bus Company  
2 Broadway  
New York, NY 10004

### **Structure & Organization**

The President of the MTA Metropolitan Suburban Bus Authority and senior management are listed below.

Demetrius Crichlow  
President, MTA Bus Company

David Farber  
VP & General Counsel

### **Purpose & Mission**

MTA Long Island Bus ceased operations effective December 31, 2011, and is engaged now only in wind-down activities. Prior to December 31, 2011, pursuant to a Lease and Operating Agreement with Nassau County, MTA Long Island Bus for decades provided bus services to Nassau County. In April 2011, the MTA Board authorized the termination of the Lease and Operating Agreement, and thereafter Nassau County entered into a contract with a private operator, which assumed responsibility for the services previously provided by MTA Long Island Bus, commencing January 1, 2012.

### **Operations**

None, see above.

### **Projects Summary**

None, see above.

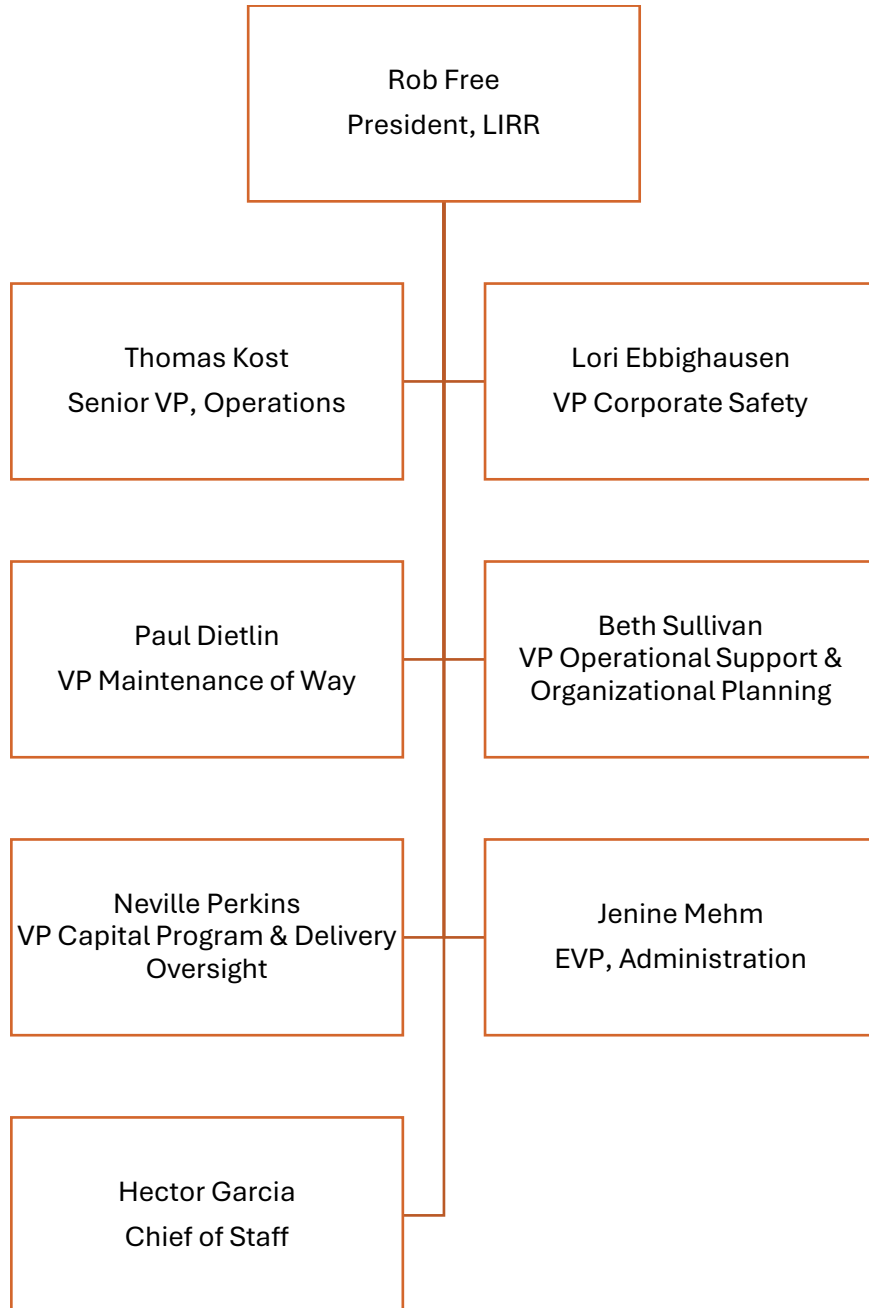


**Statement of Justification**

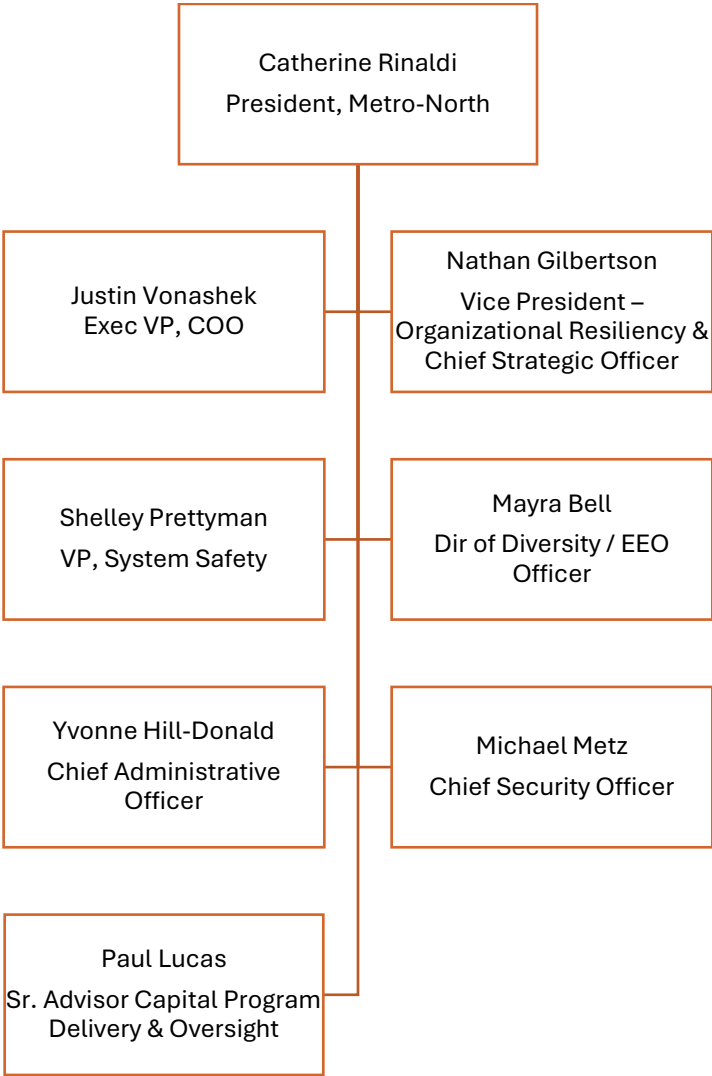
None, see above.

# Attachment A: MTA Subsidiary Organizational Charts

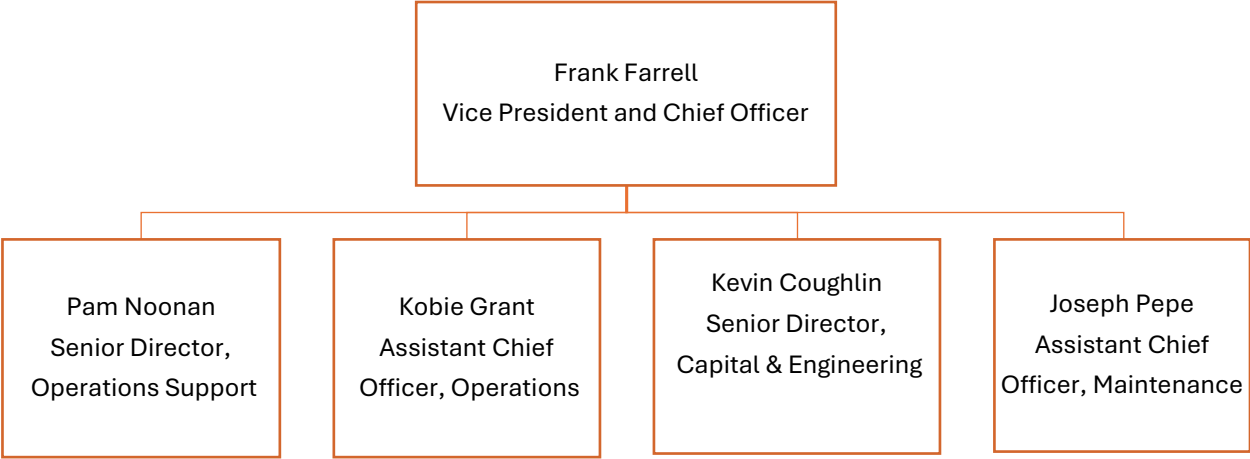
## The Long Island Rail Road Company



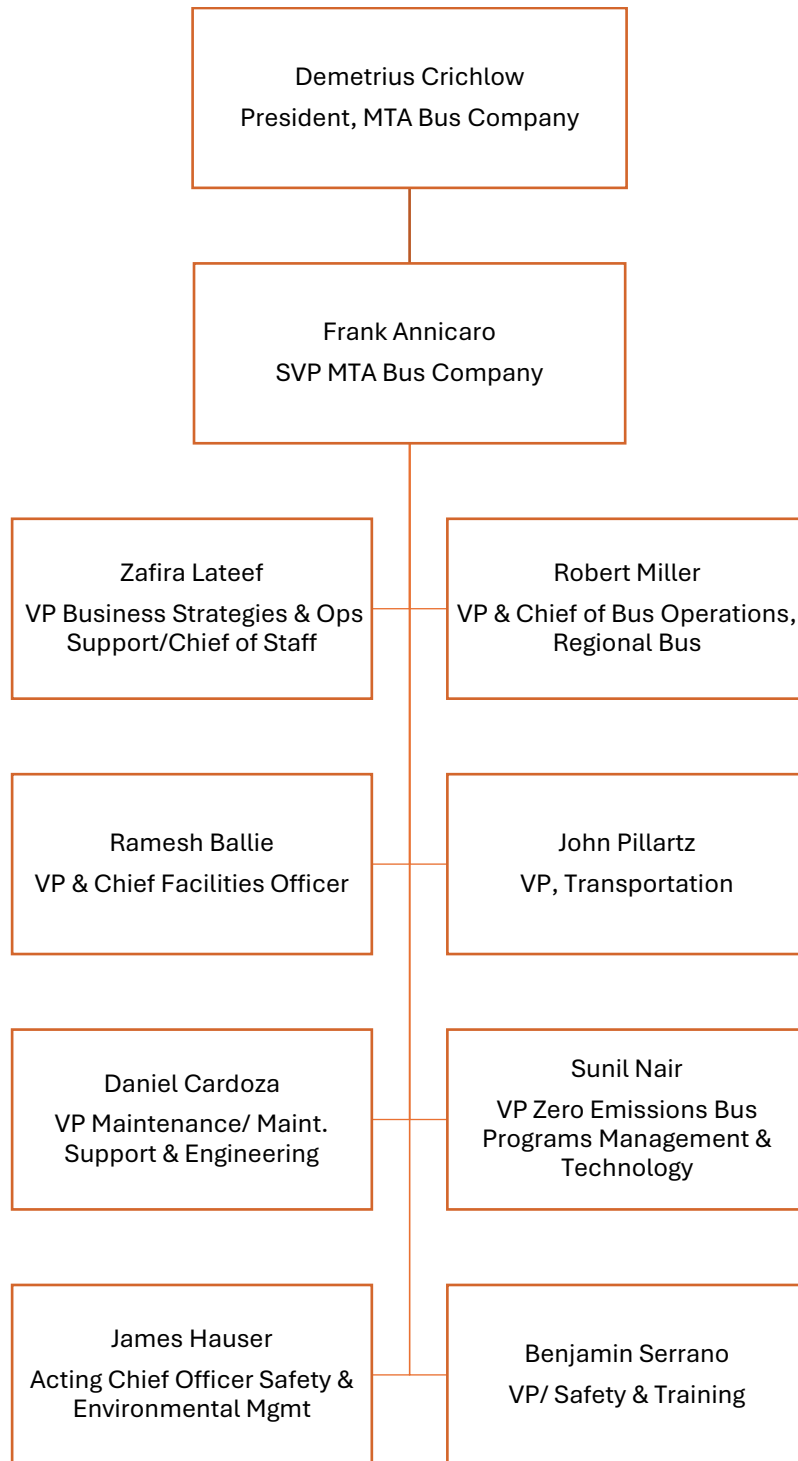
**Metro-North Commuter Railroad Company**



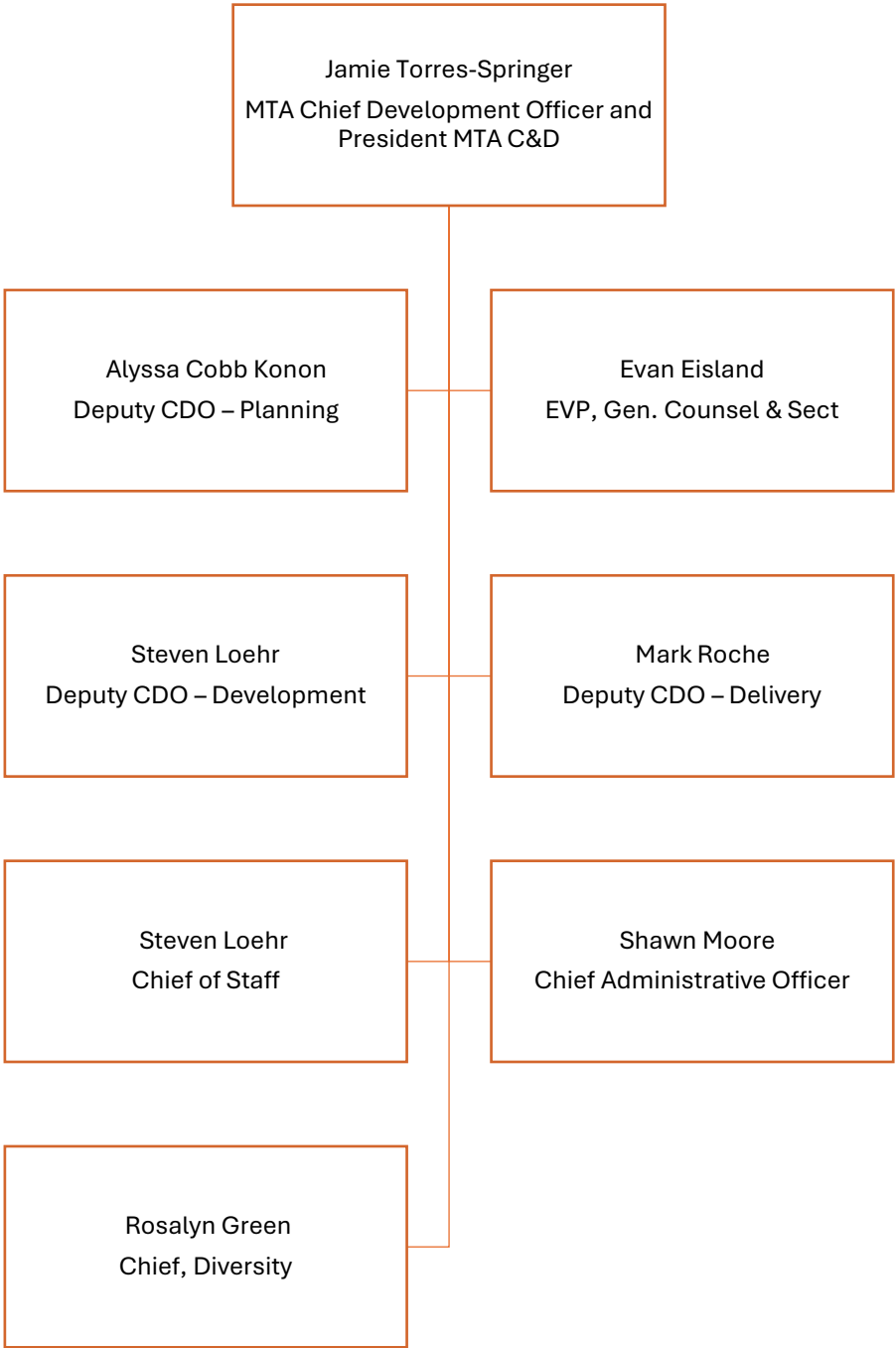
**Staten Island Rapid Transit Operating Authority**



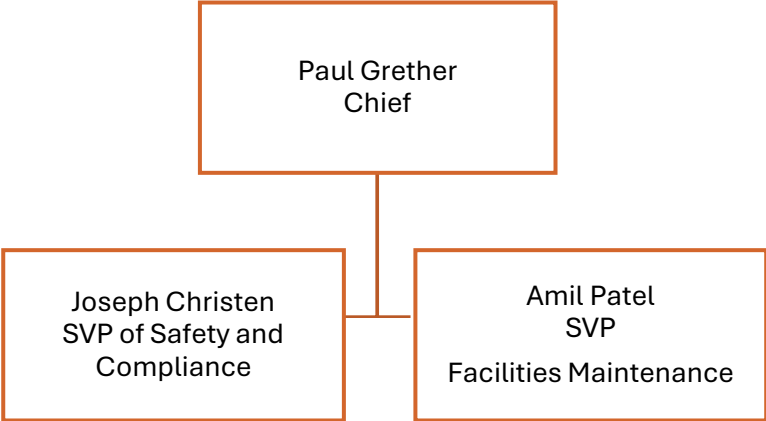
## MTA Bus Company



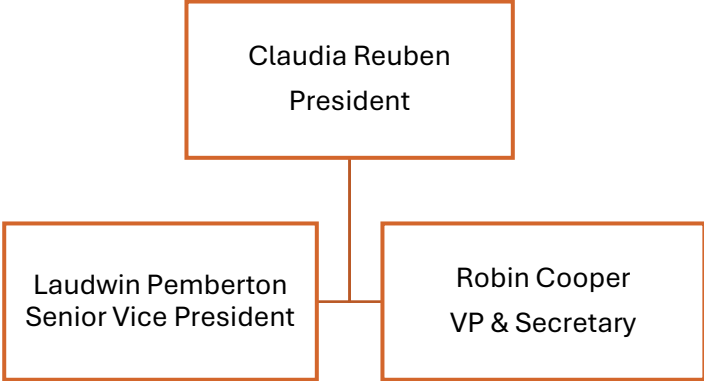
**MTA Construction & Development Company**



**MTA Grand Central Madison Operating Company**



**First Mutual Transportation Assurance Company**





**Attachment B: MTA Subsidiary By-Laws**

# **BY-LAWS METROPOLITAN TRANSPORTATION AUTHORITY**

## **ARTICLE 1. OFFICES**

The principal office of the Metropolitan Transportation Authority (the "Authority") shall be located in the City of New York, County of New York. The Authority may have such other offices as the board may designate or as the business of the Authority may require from time to time.

## **ARTICLE II. THE BOARD**

**Section 1. General Affairs.** The business and affairs of the Authority shall be managed by its board.

**Section 2. Number, Tenure and Qualifications.** The Authority ("the board" or "the board of the Authority") as used herein shall consist of all of those persons who from time to time hold office as Board Chair or members of the Metropolitan Transportation Authority pursuant to §1263 of the Public Authorities Law of the State of New York. Each member shall hold office for the term established by law and until his or her successor shall have been appointed and qualified. Members shall meet all requirements of law respecting their qualification for office.

**Section 3. Regular Meetings.** Regular meetings of the board shall be held without other notice than these by-laws at 10:00 A.M. on the fourth Wednesday of each month except that there shall be no regular meeting in the month of August and except that in the months of November and December the regular meetings shall be held on the third Wednesday of the month. The board may provide by resolution for the time and place for the holding of additional regular meetings without other notice than such resolution. The chairman may adjust the date and time of any regular meeting by written notice provided to members at least forty-eight hours prior to such adjusted date and time. Such written notice shall be provided to members by the same means required by Section 4(b) of Article II of these by-laws for delivery of notice to members of special meetings.

**Section 4. Special Meetings.** (a) Special meetings of the board may be called by the Board Chair or, in his or her absence or in case of his or her disability, a vice chair. In addition, a special meeting of the board shall be called by the secretary or in his or her absence by an assistant secretary upon the request of any two members. The person or persons authorized to call special meetings of the board may fix the time and any place within the City of New York as the place for holding any special meeting of the board called or requested by them.

(b) Written notice of each special meeting shall be given by the Board Chair or secretary or by an assistant secretary, specifying the time and place of

the meeting. Such notice shall be addressed to each member at the member's postal address on record with the Authority and deposited with the U.S. Postal Service at least forty-eight hours prior to the time fixed for such meeting, and in addition, sent by facsimile or email to each member having a facsimile number or email address on record with the Authority at least forty-eight hours prior to the time fixed for such special meeting. Such notice shall state the purpose of such meeting, and no business other than that stated in the notice shall be transacted at such special meeting unless every member of the Authority then in office is present, and it is unanimously agreed to consider matters other than those specifically provided for in the notice of such meeting. Notwithstanding the foregoing, in the event of an emergency the Board Chair may call a special meeting without advance notice and by means other than the delivery of a writing to the members.

**Section 5. Open Meetings.** All meetings of the board shall be conducted in compliance with the provisions of the Open Meetings Law, being Chapter 511 of the Laws of 1976, as amended, and with all rules and regulations promulgated thereunder.

**Section 6. Quorum.** A majority of the whole number of voting members of the board as defined in §1263 (1) (a) of the Public Authorities Law of the State of New York then in office shall constitute a quorum for the transaction of any business or the exercise of any power of the Authority. Those members of the board appointed upon the recommendation of the chief executive officers of Dutchess, Orange, Putnam and Rockland counties (the "Hudson Valley Member" or "Hudson Valley Members") shall be considered to be a single member, and the presence of that member for purposes of determining a quorum shall be ascertained pursuant to section 10 of this article. Except as otherwise specified by law, for the transaction of any business or exercise of any power of the Authority, the Authority shall have power to act by a majority of the voting members of the board present at any meeting at which a quorum is in attendance with the Board Chair having one additional vote in the event of a tie vote. For purposes of determining a tie vote, an abstention shall be counted as a vote against a motion. If a meeting is validly called but a quorum is not present, a majority of the members of the board then present may adjourn the meeting from time to time without further notice.

**Section 7. Attendance at Meetings.** (a) Any one or more members of the board or of a committee thereof may attend a meeting of such board or committee by means of a conference telephone or similar communications equipment allowing all persons attending the meeting to hear each other at the same time; however, attendance by such means shall not constitute presence at a meeting for the purposes of section 6, section 8 or section 10 of this Article.

(b) Notwithstanding the provisions of Section 7(a), a member's attendance by means of videoconferencing shall constitute presence at a meeting for any

purposes of this Article, *provided* (i) the public notice given for such a meeting of such board or committee states that videoconferencing would be used to conduct the meeting and identifies each location at which members may attend the meeting; and (ii) at each such location, opportunity for public attendance at the meeting is provided.

**Section 8. Presumption of Assent.** A member of the board who is present at a meeting of the board at which action on any matter is taken shall be presumed to have assented to the action taken unless his or her abstention or dissent is stated at the meeting, which dissent or abstention shall be duly entered in the minutes of the meeting.

**Section 9. Committees.**

(a) The Board Chair may establish one or more committees of the board, each committee to consist of one or more of the members and each of which committees shall have and may exercise the powers conferred upon it by the Board Chair. Such committees shall have such names as shall be given them by the Board Chair. The Board Chair shall also establish such committees of the board as shall be mandated by law.

(b) Once a year the Board Chair shall invite, in writing, input from the board regarding the composition of board committees.

(c) The Board Chair shall notify the board in writing of any changes to committee assignments.

(d) Except in an emergency, the Board Chair and each board member shall be given advance written notice of the time and place of any meeting of any committee of the board.

**Section 10. Quorum and Voting for members of the Board from the counties of Dutchess, Orange, Putnam and Rockland.**

(a) The Hudson Valley Members shall be considered to be a single member. For the purposes of determining a quorum, such single voting member shall be considered present if one or more Hudson Valley Members is present.

(b) The single collective vote of the Hudson Valley Members shall be determined as follows:

(i) if at least three Hudson Valley Members are then in office: (A) if one such member is present, the single collective vote shall be recognized; (B) if two or more such members are present but only one such member votes, the single collective vote shall be recognized as the vote of such member; (C) if two or more such members are present and two or more such members vote, the

majority vote shall be recognized as the single collective vote; and (D) if two or more such members are present and two or more of such members vote but no majority is achieved, the single collective vote shall not be recognized; and

(ii) if two or one Hudson Valley Member(s) are then in office: (A) if one such member is present, the single collective vote shall be recognized as the vote of such voting member; (B) if two such members are present but only one such member votes, the single collective vote shall be recognized as the vote of such voting member; and (C) if two such members are present and both vote, only a unanimous vote shall be recognized as the single collective vote.

To evidence the single collective vote, each such member that is present may be polled as to his or her vote and such poll shall be recorded in the minutes.

### **ARTICLE III. OFFICERS**

**Section 1. Number.** The officers of the Authority shall be a Board Chair, one or more vice chairs (the number and exact designation thereof and the separate functions to be determined by the board if there is more than one), an executive director, if one is appointed by the Board Chair, a counsel, other senior officials (the number and exact designation thereof and the separate functions to be determined by the Board Chair), and a secretary. The Board Chair shall be appointed and shall serve as provided by law. The vice chairmen shall be appointed by the board, upon recommendation by the Board Chair, and shall serve at its pleasure. The executive director, if one is appointed by the Board Chair, shall serve at the pleasure of the Board Chair. Other senior officials, the counsel, and the secretary shall be appointed by the Board Chair and shall serve at the pleasure of the Board Chair. Such other officials or employees as may be deemed necessary may be appointed by the Board Chair, and each shall serve at the pleasure of the Board Chair.

**Section 2. Board Chair.** (a) The Board Chair shall serve as the Board Chair of the board of the Authority and as the chief executive officer of the Authority. The Board Chair shall be responsible for providing leadership to the board as it oversees the management of the Authority. The Board Chair shall preside at all meetings of the board. The Board Chair may delegate any or all of his or her powers relating to the leadership of the board to a vice-chair. In the event of a tie vote, the Board Chair may cast an additional vote.

(b) The Board Chair shall also serve as the chief executive officer of the Authority. As chief executive officer of the Authority, the Board Chair shall be responsible for the discharge of the executive and administrative functions and powers of the Authority.

**Section 3. The Vice Chair.** In the event of the Board Chair's death or inability to act, or in the event the position of Board Chair is for any other reason vacant,

a vice chair designated by the board shall perform the duties of the Board Chair and when so acting, shall have all the powers of and be subject to all the restrictions upon the Board Chair. Such powers and duties shall terminate upon the appointment by the Governor of a successor Board Chair as provided by law or upon the cessation of the Board Chair's inability to act.

**Section 4. Such Other Officials and Employees.** The Board Chair may, in his or her judgment, appoint such other officials and employees, including an executive director, as shall in his or her judgment be needed to discharge the executive and administrative functions and powers of the Authority. The Board Chair may delegate such of his or her powers relating to the discharge of the executive and administrative functions, including the administration and day to day operations of the Authority as the Board Chair may deem appropriate to such other officials and employees.

**Section 5. The Agency Presidents.** The presidents of the subsidiary and affiliate agencies of the Authority are primarily responsible for the general management and operation of their agencies.

**Section 6. The Secretary.** The secretary shall keep the minutes of the proceedings of the board, see that all notices are duly given as required by law, be custodian of the corporate records and of the seal of the Authority, see to it that the seal of the Authority is affixed to all documents the execution of which on behalf of the Authority under its seal is duly authorized, and in general shall perform all duties incident to the office of secretary. The Board Chair may appoint one or more assistant secretaries who may perform the duties of the secretary in the event of the absence, disability or incapacity of the secretary.

**Section 7. Salaries.** The salaries fixed by the Board Chair for those officers and employees appointed by the Board Chair shall at all times be within the amounts budgeted therefore by the board.

#### **ARTICLE IV. CONTRACTS, LOANS, CHECKS AND DEPOSITS**

**Section 1. Contracts.** The board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Authority, and such authority may be general or confined to specific instances.

**Section 2. Loans.** No loans shall be contracted on behalf of the Authority and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the board. Such authority may be general or confined to specific instances.

**Section 3. Checks, Drafts, etc.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name

of the Authority shall be signed by such officer or officers, agent or agents of the Authority and in such manner as shall from time to time be determined by resolution of the board.

**Section 4. Deposits.** All funds of the Authority not otherwise employed shall be deposited from time to time to the credit of the Authority in such banks, trust companies or other depositories as the board may select.

#### **ARTICLE V. FISCAL YEAR**

The fiscal year of the Authority shall begin on the first day of January and end on the thirty-first day of December in each year.

#### **ARTICLE VI. CORPORATE SEAL**

The board shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Authority and the words "Corporate Seal".

#### **ARTICLE VII. INDEMNIFICATION**

The Authority shall save harmless and indemnify any person (or his or her estate) who shall have served as a member, officer or employee of the Authority or of a subsidiary of the Authority against financial loss, including punitive damages, or litigation expense incurred in connection with any claim, demand, suit, action or proceeding, whether civil or criminal, or the defense thereof, and arising out of (a) any transaction of the Authority or of a subsidiary of the Authority, or (b) any act or failure to act by any such member, officer or employee while engaged in the discharge of his or her duties on behalf of the Authority or its subsidiaries, or the discharge of his or her duties as a fiduciary of a benefit plan for Authority employees or employees of a subsidiary of the Authority. In the event any such claim, demand, suit, action or proceeding shall occur, such member, officer or employee shall be saved harmless and indemnified as herein provided unless such individual is determined by the Authority or its designee not to have acted, in good faith, for a purpose which he or she reasonably believed to be in the best interests of the Authority or of its subsidiaries or affiliates, and, in criminal actions or proceedings, in addition, not to have had reasonable cause to believe that his or her conduct was lawful. The provisions of this Article shall inure only to the members, officers and employees of the Authority or of its subsidiaries, and to their estates, shall not enlarge or diminish the rights of any other party, and shall not impair, limit or modify the rights and obligations of any insurer under any policy of insurance. The foregoing shall be conditional on (a) the prompt delivery to the Authority of a copy of the summons, complaint, process, notice, demand or pleading commencing any such claim, demand, suit, action or proceeding; and, in civil cases only, (b) a contemporaneous offer to name counsel to the Authority as counsel to the member, officer or employee in

the defense of such claim, demand, suit, action or proceeding; (c) the full cooperation of the member, officer or employee, in the event the offer is accepted, in making of such defense; and (d) an agreement that the Authority may enter into a settlement on behalf of the member, officer or employee. If the Authority or its designee determines that the defense shall not be provided by counsel for the Authority because of a conflict of interests or other grounds warranting separate counsel, the member, officer or employee may select another attorney and the Authority shall pay reasonable attorney's fees and expenses incurred by or on behalf of such member, officer or employee represented by outside counsel. The Authority's payment of such fees and expenses may be conditioned upon the member, officer or employee's agreement that more than one member, officer or employee shall be represented by the same counsel. The provisions of Section 18 of the Public Officers Law relating to defense and indemnification shall supplement and be available in addition to the provisions of this Article; provided, however, that in the event of any conflict between the substantive provisions of this Article and those of Section 18 of the Public Officers Law, the provisions that afford the greater protection to such members, officers and employees shall control. In the event that the Board Chair or other member requests indemnification under this by-law, the counsel for the Authority shall review and act upon such request; provided that if upon review, the counsel believes that the facts and circumstances warrant denial of such request or raise serious question as to whether the requestor is entitled to indemnification under the by-law, such request shall be submitted to the board for determination. In the event that an officer or employee, other than the Board Chair, requests indemnification under this by-law, the counsel for the Authority shall review and act upon such request; provided that if upon review, the counsel believes that the facts and circumstances warrant denial of such request or raise serious question as to whether the requestor may be entitled to indemnification under the by-law, such request shall be submitted to the Board Chair or his or her designee for determination. The provisions of this Article replace and supersede the provisions of the prior Article VII governing Indemnification, and govern any claim, demand, suit, action or proceeding that is pending as of the date of the adoption of this Article.

### **Article VIII. Governing Documents: Order of Precedence**

In case of any conflict between or among governing documents and/or statutory provisions, the following order of precedence applies:

- Statutes;
- Articles of Incorporation;
- By-Laws;
- Committee Charters; and
- Governance Guidelines.



## **ARTICLE IX. AMENDMENTS**

These by-laws may be altered, amended or repealed and new by-laws may be adopted by the board at any regular or special meeting as to which the nature of the proposed alterations, amendments or repeals have been sent in writing to the members of the board together with the notice of meeting if it is a special meeting or if at a regular meeting at least seventy-two hours in advance of such regular meeting.

# BY-LAWS LONG ISLAND RAIL ROAD COMPANY

## ARTICLE 1. OFFICES

The principal office of the Long Island Rail Road Company (the "Rail Road") shall be located at Jamaica Station, 93-02 Sutphin Boulevard, Borough and County of Queens, City of New York. The Rail Road may have such other offices as the board may designate or as the business of the Rail Road may require from time to time.

## ARTICLE II. THE BOARD

**Section 1. General Affairs.** The business and affairs of the Rail Road shall be managed by its board.

**Section 2. Number, Tenure and Qualifications.** The Rail Road ("the board" or "the board of the Rail Road") as used herein shall consist of all of those persons who from time to time hold office as chairman or members of the Metropolitan Transportation Authority pursuant to §1263 of the Public Authorities Law of the State of New York. Each member shall hold office for the term established by law and until his successor shall have been appointed and qualified. Members shall meet all requirements of law respecting their qualification for office.

**Section 3. Regular Meetings.** Regular meetings of the board shall be held without other notice than these by-laws at 10:00 A.M. on the fourth Wednesday of each month except that there shall be no regular meeting in the month of August and except that in the months of November and December the regular meetings shall be held on the third Wednesday of the month. The board may provide by resolution for the time and place for the holding of additional regular meetings without other notice than such resolution. The chairman may adjust the date and time of any regular meeting by written notice provided to members at least forty-eight hours prior to such adjusted date and time. Such written notice shall be provided to members by the same means required by Section 4(b) of Article II of these by-Laws for delivery of notice to members of special meetings.

**Section 4. Special Meetings.** (a) Special meetings of the board may be called by the chairman or, in his or her absence or in case of his or her disability, a vice chairman. In addition, a special meeting of the board shall be called by the secretary or in his or her absence by an assistant secretary upon the request of any two members. The person or persons authorized to call special meetings of the board may fix the time and any place within the City of New York as the place for holding any special meeting of the board called or requested by them.

(b) Written notice of each special meeting shall be given by the chairman or secretary or by an assistant secretary, specifying the time and place

of the meeting. Such notice shall be addressed to each member at the member's postal address on record with the Rail Road and deposited with the U.S. Postal Service at least forty-eight hours prior to the time fixed for such meeting, and in addition, sent by facsimile or email to each member having a facsimile number or email address on record with the Rail Road at least forty-eight hours prior to the time fixed for such special meeting. Such notice shall state the purpose of such meeting, and no business other than that stated in the notice shall be transacted at such special meeting unless every member of the Rail Road then in office is present, and it is unanimously agreed to consider matters other than those specifically provided for in the notice of such meeting. Notwithstanding the foregoing, in the event of an emergency the chairman may call a special meeting without advance notice and by means other than the delivery of a writing to the members.

**Section 5. Open Meetings.** All meetings of the board shall be conducted in compliance with the provisions of the Open Meetings Law, being Chapter 511 of the Laws of 1976, as amended, and with all rules and regulations promulgated thereunder.

**Section 6. Quorum.** A majority of the whole number of voting members of the board as defined in §1263 (1) (a) of the Public Authorities Law of the State of New York then in office shall constitute a quorum for the transaction of any business or the exercise of any power of the Rail Road. Those members of the board appointed upon the recommendation of the chief executive officers of Dutchess, Orange, Putnam and Rockland counties (the "Hudson Valley Member" or "Hudson Valley Members") shall be considered to be a single member, and the presence of that member for purposes of determining a quorum shall be ascertained pursuant to section 10 of this article. Except as otherwise specified by law, for the transaction of any business or exercise of any power of the Rail Road, the Rail Road shall have power to act by a majority of the voting members of the board present at any meeting at which a quorum is in attendance with the chairman having one additional vote in the event of a tie vote. For purposes of determining a tie vote, an abstention shall be counted as a vote against a motion. If a meeting is validly called but a quorum is not present, a majority of the members of the board then present may adjourn the meeting from time to time without further notice.

**Section 7. Attendance at Meetings.** (a) Any one or more members of the board or of a committee thereof may attend a meeting of such board or committee by means of a conference telephone or similar communications equipment allowing all persons attending the meeting to hear each other at the same time; however, attendance by such means shall not constitute presence at a meeting for the purposes of section 6, section 8 or section 10 of this Article.

(b) Notwithstanding the provisions of Section 7(a), a member's attendance by means of videoconferencing shall constitute presence at a

meeting for any purposes of this Article, *provided* (i) the public notice given for such a meeting of such board or committee states that videoconferencing would be used to conduct the meeting and identifies each location at which members may attend the meeting; and (ii) at each such location, opportunity for public attendance at the meeting is provided.

**Section 8. Presumption of Assent.** A member of the board who is present at a meeting of the board at which action on any matter is taken shall be presumed to have assented to the action taken unless his abstention or dissent is stated at the meeting, which dissent or abstention shall be duly entered in the minutes of the meeting.

**Section 9. Committees.** The chairman may establish one or more committees of the board, each committee to consist of one or more of the members and each of which committees shall have and may exercise the powers conferred upon it by the chairman. Such committees shall have such names as shall be given them by the chairman. The chairman shall also establish such committees of the board as shall be mandated by law. Except in an emergency, the chairman and each board member shall be given advance written notice of the time and place of any meeting of any committee of the board.

**Section 10. Quorum and Voting for members of the Board from the counties of Dutchess, Orange, Putnam and Rockland.**

(a) The Hudson Valley Members shall be considered to be a single member. For the purposes of determining a quorum, such single voting member shall be considered present if one or more Hudson Valley Members is present.

(b) The single collective vote of the Hudson Valley Members shall be determined as follows:

(i) if at least three Hudson Valley Members are then in office: (A) if one such member is present, the single collective vote shall be recognized; (B) if two or more such members are present but only one such member votes, the single collective vote shall be recognized as the vote of such member; (C) if two or more such members are present and two or more such members vote, the majority vote shall be recognized as the single collective vote; and (D) if two or more such members are present and two or more of such members vote but no majority is achieved, the single collective vote shall not be recognized; and

(ii) if two or one Hudson Valley Member(s) are then in office: (A) if one such member is present, the single collective vote shall be recognized as the vote of such voting member; (B) if two such members are present but only one such member votes, the single collective vote shall be recognized as the vote of such voting member; and (C) if two such members are present and both vote, only a unanimous vote shall be recognized as the single collective vote.

To evidence the single collective vote, each such member that is present may be polled as to his vote and such poll shall be recorded in the minutes.

### **ARTICLE III. OFFICERS**

**Section 1. Number.** The officers of the Rail Road shall be a chairman, one or more vice chairmen (the number and exact designation thereof and the separate functions to be determined by the board if there is more than one), an executive director, if one is appointed by the chairman, a president, a counsel, other senior officials (the number and exact designation thereof and the separate functions to be determined by the chairman), and a secretary. The chairman shall be appointed and shall serve as provided by law. The vice chairmen shall be appointed by the board, upon recommendation by the Chairman, and shall serve at its pleasure. The executive director, if one is appointed by the chairman, and the president shall serve at the pleasure of the chairman. Other senior officials, the counsel, and the secretary shall be appointed by the chairman and shall serve at the pleasure of the chairman. Such other officials or employees as may be deemed necessary may be appointed by the chairman, and each shall serve at the pleasure of the chairman.

**Section 2. Chairman.** (a) The chairman shall serve as the chairman of the board of the Rail Road and as the chief executive officer of the Rail Road. The chairman shall be responsible for providing leadership to the board as it oversees the management of the Rail Road. The chairman shall preside at all meetings of the board. The chairman may delegate any or all of his or her powers relating to the leadership of the board to a vice-chairman. In the event of a tie vote, the chairman may cast an additional vote.

(b) The chairman shall also serve as the chief executive officer of the Rail Road. As chief executive officer of the Rail Road, the chairman shall be responsible for the discharge of the executive and administrative functions and powers of the Rail Road.

**Section 3. The Vice Chairman.** In the event of the chairman's death or inability to act, or in the event the position of chairman is for any other reason vacant, a vice chairman designated by the board shall perform the duties of the chairman and when so acting, shall have all the powers of and be subject to all the restrictions upon the chairman. Such powers and duties shall terminate upon the appointment by the Governor of a successor chairman as provided by law or upon the cessation of the chairman's inability to act.

**Section 4. Such Other Officials and Employees.** The chairman may, in his or her judgment, appoint such other officials and employees, including an executive director, as shall in his or her judgment be needed to discharge the executive and administrative functions and powers of the Rail Road. The chairman may

delegate such of his or her powers relating to the discharge of the executive and administrative functions, including the administration and day to day operations of the Rail Road as the chairman may deem appropriate to such other officials and employees.

**Section 5. The President.** The president shall have primary responsibility for the general management and operation of the Rail Road and shall have such additional executive and administrative functions and powers as may be delegated to him or her by the chairman.

**Section 6. The Secretary.** The secretary shall keep the minutes of the proceedings of the board, see that all notices are duly given as required by law, be custodian of the corporate records and of the seal of the Rail Road, see to it that the seal of the Rail Road is affixed to all documents the execution of which on behalf of the Rail Road under its seal is duly authorized, and in general shall perform all duties incident to the office of secretary. The chairman may appoint one or more assistant secretaries who may perform the duties of the secretary in the event of the absence, disability or incapacity of the secretary.

**Section 7. Salaries.** The salaries fixed by the chairman for those officers and employees appointed by the chairman shall at all times be within the amounts budgeted therefore by the board.

#### **ARTICLE IV. CONTRACTS, LOANS, CHECKS AND DEPOSITS**

**Section 1. Contracts.** The board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Rail Road, and such authority may be general or confined to specific instances.

**Section 2. Loans.** No loans shall be contracted on behalf of the Rail Road and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the board. Such authority may be general or confined to specific instances.

**Section 3. Checks, Drafts, etc.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Rail Road shall be signed by such officer or officers, agent or agents of the Rail Road and in such manner as shall from time to time be determined by resolution of the board.

**Section 4. Deposits.** All funds of the Rail Road not otherwise employed shall be deposited from time to time to the credit of the Rail Road in such banks, trust companies or other depositories as the board may select.

## **ARTICLE V. FISCAL YEAR**

The fiscal year of the Rail Road shall begin on the first day of January and end on the thirty-first day of December in each year.

## **ARTICLE VI. CORPORATE SEAL**

The board shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Rail Road and the words "Corporate Seal".

## **ARTICLE VII. INDEMNIFICATION**

The Rail Road shall save harmless and indemnify any person (or his or her estate) who shall have served as a member, officer or employee of the Rail Road or of a subsidiary of the Rail Road against financial loss, including punitive damages, or litigation expense incurred in connection with any claim, demand, suit, action or proceeding, whether civil or criminal, or the defense thereof, and arising out of (a) any transaction of the Rail Road or of a subsidiary of the Rail Road, or (b) any act or failure to act by any such member, officer or employee while engaged in the discharge of his or her duties on behalf of the Rail Road or its subsidiaries, or the discharge of his or her duties as a fiduciary of a benefit plan for Rail Road employees or employees of a subsidiary of the Rail Road. In the event any such claim, demand, suit, action or proceeding shall occur, such member, officer or employee shall be saved harmless and indemnified as herein provided unless such individual is determined by the Rail Road or its designee not to have acted, in good faith, for a purpose which he or she reasonably believed to be in the best interests of the Rail Road or of its subsidiaries or affiliates, and, in criminal actions or proceedings, in addition, not to have had reasonable cause to believe that his or her conduct was lawful. The provisions of this Article shall inure only to the members, officers and employees of the Rail Road or of its subsidiaries, and to their estates, shall not enlarge or diminish the rights of any other party, and shall not impair, limit or modify the rights and obligations of any insurer under any policy of insurance. The foregoing shall be conditional on (a) the prompt delivery to the Rail Road of a copy of the summons, complaint, process, notice, demand or pleading commencing any such claim, demand, suit, action or proceeding; and, in civil cases only, (b) a contemporaneous offer to name counsel to the Rail Road as counsel to the member, officer or employee in the defense of such claim, demand, suit, action or proceeding; (c) the full cooperation of the member, officer or employee, in the event the offer is accepted, in the making of such defense; and (d) an agreement that the Rail Road may enter into a settlement on behalf of the member, officer or employee. If the Rail Road or its designee determines that the defense shall not be provided by counsel for the Rail Road because of a conflict of interests or other grounds warranting separate counsel, the member, officer or employee may select another attorney and the Rail Road shall pay reasonable attorney's

fees and expenses incurred by or on behalf of such member, officer or employee represented by outside counsel. The Rail Road's payment of such fees and expenses may be conditioned upon the member, officer or employee's agreement that more than one member, officer or employee shall be represented by the same counsel. The provisions of Section 18 of the Public Officers Law relating to defense and indemnification shall supplement and be available in addition to the provisions of this Article; provided, however, that in the event of any conflict between the substantive provisions of this Article and those of Section 18 of the Public Officers Law, the provisions that afford the greater protection to such members, officers and employees shall control. In the event that the chairman or other member requests indemnification under this section, such request shall be submitted to the board for its determination. In the event that the chairman or other member requests indemnification under this by-law, the counsel for the Authority shall review and act upon such request; provided that if upon review, the counsel believes that the facts and circumstances warrant denial of such request or raise serious question as to whether the requestor is entitled to indemnification under the by-law, such request shall be submitted to the board for determination. In the event that an officer or employee, other than the chairman, requests indemnification under this by-law, the counsel for the Authority shall review and act upon such request; provided that if upon review, the counsel believes that the facts and circumstances warrant denial of such request or raise serious question as to whether the requestor may be entitled to indemnification under the by-law, such request shall be submitted to the chairman or his or her designee for determination. The provisions of this Article replace and supersede the provisions of the prior Article VII governing Indemnification, and govern any claim, demand, suit, action or proceeding that is pending as of the date of the adoption of this Article.

## **ARTICLE VIII. AMENDMENTS**

These by-laws may be altered, amended or repealed and new by-laws may be adopted by the board at any regular or special meeting as to which nature of the proposed alterations, amendments or repeals have been sent in writing to the members of the board together with the notice of meeting if it is a special meeting or if at a regular meeting at least seventy-two hours in advance of such regular meeting.



# **BY-LAWS METRO-NORTH COMMUTER RAILROAD**

## **ARTICLE 1. OFFICES**

The principal office of the Metro-North Commuter Railroad (the "Railroad") shall be located in the City of New York, County of New York. The Railroad may have such other offices as the board may designate or as the business of the Railroad may require from time to time.

## **ARTICLE II. THE BOARD**

**Section 1. General Affairs.** The business and affairs of the Railroad shall be managed by its board.

**Section 2. Number, Tenure and Qualifications.** The Railroad ("the board" or "the board of the Railroad") as used herein shall consist of all of those persons who from time to time hold office as chairman or members of the Metropolitan Transportation Authority pursuant to §1263 of the Public Authorities Law of the State of New York. Each member shall hold office for the term established by law and until his successor shall have been appointed and qualified. Members shall meet all requirements of law respecting their qualification for office.

**Section 3. Regular Meetings.** Regular meetings of the board shall be held without other notice than these by-laws at 10:00 A.M. on the fourth Wednesday of each month except that there shall be no regular meeting in the month of August and except that in the months of November and December the regular meetings shall be held on the third Wednesday of the month. The board may provide by resolution for the time and place for the holding of additional regular meetings without other notice than such resolution. The chairman may adjust the date and time of any regular meeting by written notice provided to members at least forty-eight hours prior to such adjusted date and time. Such written notice shall be provided to members by the same means required by Section 4(b) of Article II of these by-Laws for delivery of notice to members of special meetings.

**Section 4. Special Meetings.** (a) Special meetings of the board may be called by the chairman or, in his or her absence or in case of his or her disability, a vice chairman. In addition, a special meeting of the board shall be called by the secretary or in his or her absence by an assistant secretary upon the request of any two members. The person or persons authorized to call special meetings of the board may fix the time and any place within the City of New York as the place for holding any special meeting of the board called or requested by them.

(b) Written notice of each special meeting shall be given by the chairman or secretary or by an assistant secretary, specifying the time and place of the meeting. Such notice shall be addressed to each member at the

member's postal address on record with the Railroad and deposited with the U.S. Postal Service at least forty-eight hours prior to the time fixed for such meeting, and in addition, sent by facsimile or email to each member having a facsimile number or email address on record with the Railroad at least forty-eight hours prior to the time fixed for such special meeting. Such notice shall state the purpose of such meeting, and no business other than that stated in the notice shall be transacted at such special meeting unless every member of the Railroad then in office is present, and it is unanimously agreed to consider matters other than those specifically provided for in the notice of such meeting. Notwithstanding the foregoing, in the event of an emergency the chairman may call a special meeting without advance notice and by means other than the delivery of a writing to the members.

**Section 5. Open Meetings.** All meetings of the board shall be conducted in compliance with the provisions of the Open Meetings Law, being Chapter 511 of the Laws of 1976, as amended, and with all rules and regulations promulgated thereunder.

**Section 6. Quorum.** A majority of the whole number of voting members of the board as defined in §1263 (1) (a) of the Public Authorities Law of the State of New York then in office shall constitute a quorum for the transaction of any business or the exercise of any power of the Railroad. Those members of the board appointed upon the recommendation of the chief executive officers of Dutchess, Orange, Putnam and Rockland counties (the "Hudson Valley Member" or "Hudson Valley Members") shall be considered to be a single member, and the presence of that member for purposes of determining a quorum shall be ascertained pursuant to section 10 of this article. Except as otherwise specified by law, for the transaction of any business or exercise of any power of the Railroad, the Railroad shall have power to act by a majority of the voting members of the board present at any meeting at which a quorum is in attendance with the chairman having one additional vote in the event of a tie vote. For purposes of determining a tie vote, an abstention shall be counted as a vote against a motion. If a meeting is validly called but a quorum is not present, a majority of the members of the board then present may adjourn the meeting from time to time without further notice.

**Section 7. Attendance at Meetings.** (a) Any one or more members of the board or of a committee thereof may attend a meeting of such board or committee by means of a conference telephone or similar communications equipment allowing all persons attending the meeting to hear each other at the same time; however, attendance by such means shall not constitute presence at a meeting for the purposes of section 6, section 8 or section 10 of this Article.

(b) Notwithstanding the provisions of Section 7(a), a member's attendance by means of videoconferencing shall constitute presence at a meeting for any purposes of this Article, *provided* (i) the public notice given for

such a meeting of such board or committee states that videoconferencing would be used to conduct the meeting and identifies each location at which members may attend the meeting; and (ii) at each such location, opportunity for public attendance at the meeting is provided.

**Section 8. Presumption of Assent.** A member of the board who is present at a meeting of the board at which action on any matter is taken shall be presumed to have assented to the action taken unless his abstention or dissent is stated at the meeting, which dissent or abstention shall be duly entered in the minutes of the meeting.

**Section 9. Committees.** The chairman may establish one or more committees of the board, each committee to consist of one or more of the members and each of which committees shall have and may exercise the powers conferred upon it by the chairman. Such committees shall have such names as shall be given them by the chairman. The chairman shall also establish such committees of the board as shall be mandated by law. Except in an emergency, the chairman and each board member shall be given advance written notice of the time and place of any meeting of any committee of the board.

**Section 10. Quorum and Voting for members of the Board from the counties of Dutchess, Orange, Putnam and Rockland.**

(a) The Hudson Valley Members shall be considered to be a single member. For the purposes of determining a quorum, such single voting member shall be considered present if one or more Hudson Valley Members is present.

(b) The single collective vote of the Hudson Valley Members shall be determined as follows:

(i) if at least three Hudson Valley Members are then in office: (A) if one such member is present, the single collective vote shall be recognized; (B) if two or more such members are present but only one such member votes, the single collective vote shall be recognized as the vote of such member; (C) if two or more such members are present and two or more such members vote, the majority vote shall be recognized as the single collective vote; and (D) if two or more such members are present and two or more of such members vote but no majority is achieved, the single collective vote shall not be recognized; and

(ii) if two or one Hudson Valley Member(s) are then in office: (A) if one such member is present, the single collective vote shall be recognized as the vote of such voting member; (B) if two such members are present but only one such member votes, the single collective vote shall be recognized as the vote of such voting member; and (C) if two such members are present and both vote, only a unanimous vote shall be recognized as the single collective vote.

To evidence the single collective vote, each such member that is present may be polled as to his vote and such poll shall be recorded in the minutes.

### **ARTICLE III. OFFICERS**

**Section 1. Number.** The officers of the Railroad shall be a chairman, one or more vice chairmen (the number and exact designation thereof and the separate functions to be determined by the board if there is more than one), an executive director, if one is appointed by the chairman, a president, a counsel, other senior officials (the number and exact designation thereof and the separate functions to be determined by the chairman), and a secretary. The chairman shall be appointed and shall serve as provided by law. The vice chairmen shall be appointed by the board, upon recommendation by the Chairman, and shall serve at its pleasure. The executive director, if one is appointed by the chairman, and the president shall serve at the pleasure of the chairman. Other senior officials, the counsel, and the secretary shall be appointed by the chairman and shall serve at the pleasure of the chairman. Such other officials or employees as may be deemed necessary may be appointed by the chairman, and each shall serve at the pleasure of the chairman.

**Section 2. Chairman.** (a) The chairman shall serve as the chairman of the board of the Railroad and as the chief executive officer of the Railroad. The chairman shall be responsible for providing leadership to the board as it oversees the management of the Railroad. The chairman shall preside at all meetings of the board. The chairman may delegate any or all of his or her powers relating to the leadership of the board to a vice-chairman. In the event of a tie vote, the chairman may cast an additional vote.

(b) The chairman shall also serve as the chief executive officer of the Railroad. As chief executive officer of the Railroad, the chairman shall be responsible for the discharge of the executive and administrative functions and powers of the Railroad.

**Section 3. The Vice Chairman.** In the event of the chairman's death or inability to act, or in the event the position of chairman is for any other reason vacant, a vice chairman designated by the board shall perform the duties of the chairman and when so acting, shall have all the powers of and be subject to all the restrictions upon the chairman. Such powers and duties shall terminate upon the appointment by the Governor of a successor chairman as provided by law or upon the cessation of the chairman's inability to act.

**Section 4. Such Other Officials and Employees.** The chairman may, in his or her judgment, appoint such other officials and employees, including an executive director, as shall in his or her judgment be needed to discharge the executive and administrative functions and powers of the Railroad. The chairman may delegate such of his or her powers relating to the discharge of the executive and

administrative functions, including the administration and day to day operations of the Railroad as the chairman may deem appropriate to such other officials and employees.

**Section 5. The President.** The president shall have primary responsibility for the general management and operation of the Railroad and shall have such additional executive and administrative functions and powers as may be delegated to him or her by the chairman.

**Section 6. The Secretary.** The secretary shall keep the minutes of the proceedings of the board, see that all notices are duly given as required by law, be custodian of the corporate records and of the seal of the Railroad, see to it that the seal of the Railroad is affixed to all documents the execution of which on behalf of the Railroad under its seal is duly authorized, and in general shall perform all duties incident to the office of secretary. The chairman may appoint one or more assistant secretaries who may perform the duties of the secretary in the event of the absence, disability or incapacity of the secretary.

**Section 7. Salaries.** The salaries fixed by the chairman for those officers and employees appointed by the chairman shall at all times be within the amounts budgeted therefore by the board.

#### **ARTICLE IV. CONTRACTS, LOANS, CHECKS AND DEPOSITS**

**Section 1. Contracts.** The board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Railroad, and such authority may be general or confined to specific instances.

**Section 2. Loans.** No loans shall be contracted on behalf of the Railroad and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the board. Such authority may be general or confined to specific instances.

**Section 3. Checks, Drafts, etc.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Railroad shall be signed by such officer or officers, agent or agents of the Railroad and in such manner as shall from time to time be determined by resolution of the board.

**Section 4. Deposits.** All funds of the Railroad not otherwise employed shall be deposited from time to time to the credit of the Railroad in such banks, trust companies or other depositories as the board may select.

## **ARTICLE V. FISCAL YEAR**

The fiscal year of the Railroad shall begin on the first day of January and end on the thirty-first day of December in each year.

## **ARTICLE VI. CORPORATE SEAL**

The board shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Railroad and the words "Corporate Seal".

## **ARTICLE VII. INDEMNIFICATION**

The Railroad shall save harmless and indemnify any person (or his or her estate) who shall have served as a member, officer or employee of the Railroad or of a subsidiary of the Railroad against financial loss, including punitive damages, or litigation expense incurred in connection with any claim, demand, suit, action or proceeding, whether civil or criminal, or the defense thereof, and arising out of (a) any transaction of the Railroad or of a subsidiary of the Railroad, or (b) any act or failure to act by any such member, officer or employee while engaged in the discharge of his or her duties on behalf of the Railroad or its subsidiaries, or the discharge of his or her duties as a fiduciary of a benefit plan for Railroad employees or employees of a subsidiary of the Railroad. In the event any such claim, demand, suit, action or proceeding shall occur, such member, officer or employee shall be saved harmless and indemnified as herein provided unless such individual is determined by the Railroad or its designee not to have acted, in good faith, for a purpose which he or she reasonably believed to be in the best interests of the Railroad or of its subsidiaries or affiliates, and, in criminal actions or proceedings, in addition, not to have had reasonable cause to believe that his or her conduct was lawful. The provisions of this Article shall inure only to the members, officers and employees of the Railroad or of its subsidiaries, and to their estates, shall not enlarge or diminish the rights of any other party, and shall not impair, limit or modify the rights and obligations of any insurer under any policy of insurance. The foregoing shall be conditional on (a) the prompt delivery to the Railroad of a copy of the summons, complaint, process, notice, demand or pleading commencing any such claim, demand, suit, action or proceeding; and, in civil cases only, (b) a contemporaneous offer to name counsel to the Railroad as counsel to the member, officer or employee in the defense of such claim, demand, suit, action or proceeding; (c) the full cooperation of the member, officer or employee, in the event the offer is accepted, in making of such defense; and (d) an agreement that the Railroad may enter into a settlement on behalf of the member, officer or employee. If the Railroad or its designee determines that the defense shall not be provided by counsel for the Railroad because of a conflict of interests or other grounds warranting separate counsel, the member, officer or employee may select another attorney and the Railroad shall pay reasonable attorney's fees and expenses incurred by or on behalf of such member, officer or employee represented by outside counsel. The Railroad's payment of such fees

and expenses may be conditioned upon the member, officer or employee's agreement that more than one member, officer or employee shall be represented by the same counsel. The provisions of Section 18 of the Public Officers Law relating to defense and indemnification shall supplement and be available in addition to the provisions of this Article; provided, however, that in the event of any conflict between the substantive provisions of this Article and those of Section 18 of the Public Officers Law, the provisions that afford the greater protection to such members, officers and employees shall control. In the event that the chairman or other member requests indemnification under this by-law, the counsel for the Authority shall review and act upon such request; provided that if upon review, the counsel believes that the facts and circumstances warrant denial of such request or raise serious question as to whether the requestor is entitled to indemnification under the by-law, such request shall be submitted to the board for determination. In the event that an officer or employee, other than the chairman, requests indemnification under this by-law, the counsel for the Authority shall review and act upon such request; provided that if upon review, the counsel believes that the facts and circumstances warrant denial of such request or raise serious question as to whether the requestor may be entitled to indemnification under the by-law, such request shall be submitted to the chairman or his or her designee for determination. The provisions of this Article replace and supersede the provisions of the prior Article VII governing Indemnification, and govern any claim, demand, suit, action or proceeding that is pending as of the date of the adoption of this Article.

## **ARTICLE VIII. AMENDMENTS**

These by-laws may be altered, amended or repealed and new by-laws may be adopted by the board at any regular or special meeting as to which nature of the proposed alterations, amendments or repeals have been sent in writing to the members of the board together with the notice of meeting if it is a special meeting or if at a regular meeting at least seventy-two hours in advance of such regular meeting.

# **BY-LAWS**

## **STATEN ISLAND RAPID TRANSIT OPERATING AUTHORITY**

### **ARTICLE 1. OFFICES**

The principal office of the Staten Island Rapid Transit Operating Authority (the "Authority") shall be located in the City of New York, County of Kings. The Authority may have such other offices as the board may designate or as the business of the Authority may require from time to time.

### **ARTICLE II. THE BOARD**

**Section 1. General Affairs.** The business and affairs of the Authority shall be managed by its board.

**Section 2. Number, Tenure and Qualifications.** The Authority ("the board" or "the board of the Authority") as used herein shall consist of all of those persons who from time to time hold office as chairman or members of the Metropolitan Transportation Authority pursuant to §1263 of the Public Authorities Law of the State of New York. Each member shall hold office for the term established by law and until his successor shall have been appointed and qualified. Members shall meet all requirements of law respecting their qualification for office.

**Section 3. Regular Meetings.** Regular meetings of the board shall be held without other notice than these by-laws at 10:00 A.M. on the fourth Wednesday of each month except that there shall be no regular meeting in the month of August and except that in the months of November and December the regular meetings shall be held on the third Wednesday of the month. The board may provide by resolution for the time and place for the holding of additional regular meetings without other notice than such resolution. The chairman may adjust the date and time of any regular meeting by written notice provided to members at least forty-eight hours prior to such adjusted date and time. Such written notice shall be provided to members by the same means required by Section 4(b) of Article II of these by-Laws for delivery of notice to members of special meetings.

**Section 4. Special Meetings.** (a) Special meetings of the board may be called by the chairman or, in his or her absence or in case of his or her disability, a vice chairman. In addition, a special meeting of the board shall be called by the secretary or in his or her absence by an assistant secretary upon the request of any two members. The person or persons authorized to call special meetings of the board may fix the time and any place within the City of New York as the place for holding any special meeting of the board called or requested by them.

(b) Written notice of each special meeting shall be given by the chairman or secretary or by an assistant secretary, specifying the time and place of the meeting. Such notice shall be addressed to each member at the



member's postal address on record with the Authority and deposited with the U.S. Postal Service at least forty-eight hours prior to the time fixed for such meeting, and in addition, sent by facsimile or email to each member having a facsimile number or email address on record with the Authority at least forty-eight hours prior to the time fixed for such special meeting. Such notice shall state the purpose of such meeting, and no business other than that stated in the notice shall be transacted at such special meeting unless every member of the Authority then in office is present, and it is unanimously agreed to consider matters other than those specifically provided for in the notice of such meeting. Notwithstanding the foregoing, in the event of an emergency the chairman may call a special meeting without advance notice and by means other than the delivery of a writing to the members.

**Section 5. Open Meetings.** All meetings of the board shall be conducted in compliance with the provisions of the Open Meetings Law, being Chapter 511 of the Laws of 1976, as amended, and with all rules and regulations promulgated thereunder.

**Section 6. Quorum.** A majority of the whole number of voting members of the board as defined in §1263 (1) (a) of the Public Authorities Law of the State of New York then in office shall constitute a quorum for the transaction of any business or the exercise of any power of the Authority. Those members of the board appointed upon the recommendation of the chief executive officers of Dutchess, Orange, Putnam and Rockland counties (the "Hudson Valley Member" or "Hudson Valley Members") shall be considered to be a single member, and the presence of that member for purposes of determining a quorum shall be ascertained pursuant to section 10 of this article. Except as otherwise specified by law, for the transaction of any business or exercise of any power of the Authority, the Authority shall have power to act by a majority of the voting members of the board present at any meeting at which a quorum is in attendance with the chairman having one additional vote in the event of a tie vote. For purposes of determining a tie vote, an abstention shall be counted as a vote against a motion. If a meeting is validly called but a quorum is not present, a majority of the members of the board then present may adjourn the meeting from time to time without further notice.

**Section 7. Attendance at Meetings.** (a) Any one or more members of the board or of a committee thereof may attend a meeting of such board or committee by means of a conference telephone or similar communications equipment allowing all persons attending the meeting to hear each other at the same time; however, attendance by such means shall not constitute presence at a meeting for the purposes of section 6, section 8 or section 10 of this Article.

(b) Notwithstanding the provisions of Section 7(a), a member's attendance by means of videoconferencing shall constitute presence at a meeting for any purposes of this Article, *provided* (i) the public notice given for

such a meeting of such board or committee states that videoconferencing would be used to conduct the meeting and identifies each location at which members may attend the meeting; and (ii) at each such location, opportunity for public attendance at the meeting is provided.

**Section 8. Presumption of Assent.** A member of the board who is present at a meeting of the board at which action on any matter is taken shall be presumed to have assented to the action taken unless his abstention or dissent is stated at the meeting, which dissent or abstention shall be duly entered in the minutes of the meeting.

**Section 9. Committees.** The chairman may establish one or more committees of the board, each committee to consist of one or more of the members and each of which committees shall have and may exercise the powers conferred upon it by the chairman. Such committees shall have such names as shall be given them by the chairman. The chairman shall also establish such committees of the board as shall be mandated by law. Except in an emergency, the chairman and each board member shall be given advance written notice of the time and place of any meeting of any committee of the board.

**Section 10. Quorum and Voting for members of the Board from the counties of Dutchess, Orange, Putnam and Rockland.**

(a) The Hudson Valley Members shall be considered to be a single member. For the purposes of determining a quorum, such single voting member shall be considered present if one or more Hudson Valley Members is present.

(b) The single collective vote of the Hudson Valley Members shall be determined as follows:

(i) if at least three Hudson Valley Members are then in office: (A) if one such member is present, the single collective vote shall be recognized; (B) if two or more such members are present but only one such member votes, the single collective vote shall be recognized as the vote of such member; (C) if two or more such members are present and two or more such members vote, the majority vote shall be recognized as the single collective vote; and (D) if two or more such members are present and two or more of such members vote but no majority is achieved, the single collective vote shall not be recognized; and

(ii) if two or one Hudson Valley Member(s) are then in office: (A) if one such member is present, the single collective vote shall be recognized as the vote of such voting member; (B) if two such members are present but only one such member votes, the single collective vote shall be recognized as the vote of such voting member; and (C) if two such members are present and both vote, only a unanimous vote shall be recognized as the single collective vote.

To evidence the single collective vote, each such member that is present may be polled as to his vote and such poll shall be recorded in the minutes.

### **ARTICLE III. OFFICERS**

**Section 1. Number.** The officers of the Authority shall be a chairman, one or more vice chairmen (the number and exact designation thereof and the separate functions to be determined by the board if there is more than one), an executive director, if one is appointed by the chairman, a president, a counsel, other senior officials (the number and exact designation thereof and the separate functions to be determined by the chairman), and a secretary. The chairman shall be appointed and shall serve as provided by law. The vice chairmen shall be appointed by the board, upon recommendation by the Chairman, and shall serve at its pleasure. The executive director, if one is appointed by the chairman, and the president shall serve at the pleasure of the chairman. Other senior officials, the counsel, and the secretary shall be appointed by the chairman and shall serve at the pleasure of the chairman. Such other officials or employees as may be deemed necessary may be appointed by the chairman, and each shall serve at the pleasure of the chairman.

**Section 2. Chairman.** (a) The chairman shall serve as the chairman of the board of the Authority and as the chief executive officer of the Authority. The chairman shall be responsible for providing leadership to the board as it oversees the management of the Authority. The chairman shall preside at all meetings of the board. The chairman may delegate any or all of his or her powers relating to the leadership of the board to a vice-chairman. In the event of a tie vote, the chairman may cast an additional vote.

(b) The chairman shall also serve as the chief executive officer of the Authority. As chief executive officer of the Authority, the chairman shall be responsible for the discharge of the executive and administrative functions and powers of the Authority.

**Section 3. The Vice Chairman.** In the event of the chairman's death or inability to act, or in the event the position of chairman is for any other reason vacant, a vice chairman designated by the board shall perform the duties of the chairman and when so acting, shall have all the powers of and be subject to all the restrictions upon the chairman. Such powers and duties shall terminate upon the appointment by the Governor of a successor chairman as provided by law or upon the cessation of the chairman's inability to act.

**Section 4. Such Other Officials and Employees.** The chairman may, in his or her judgment, appoint such other officials and employees, including an executive director, as shall in his or her judgment be needed to discharge the executive and administrative functions and powers of the Authority. The chairman may delegate such of his or her powers relating to the discharge of the executive and

administrative functions, including the administration and day to day operations of the Authority as the chairman may deem appropriate to such other officials and employees.

**Section 5. The President.** The president shall have primary responsibility for the general management and operation of the Authority and shall have such additional executive and administrative functions and powers as may be delegated to him or her by the chairman.

**Section 6. The Secretary.** The secretary shall keep the minutes of the proceedings of the board, see that all notices are duly given as required by law, be custodian of the corporate records and of the seal of the Authority, see to it that the seal of the Authority is affixed to all documents the execution of which on behalf of the Authority under its seal is duly authorized, and in general shall perform all duties incident to the office of secretary. The chairman may appoint one or more assistant secretaries who may perform the duties of the secretary in the event of the absence, disability or incapacity of the secretary.

**Section 7. Salaries.** The salaries fixed by the chairman for those officers and employees appointed by the chairman shall at all times be within the amounts budgeted therefore by the board.

#### **ARTICLE IV. CONTRACTS, LOANS, CHECKS AND DEPOSITS**

**Section 1. Contracts.** The board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Authority, and such authority may be general or confined to specific instances.

**Section 2. Loans.** No loans shall be contracted on behalf of the Authority and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the board. Such authority may be general or confined to specific instances.

**Section 3. Checks, Drafts, etc.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Authority shall be signed by such officer or officers, agent or agents of the Authority and in such manner as shall from time to time be determined by resolution of the board.

**Section 4. Deposits.** All funds of the Authority not otherwise employed shall be deposited from time to time to the credit of the Authority in such banks, trust companies or other depositories as the board may select.

expenses incurred by or on behalf of such member, officer or employee represented by outside counsel. The Authority's payment of such fees and expenses may be conditioned upon the member, officer or employee's agreement that more than one member, officer or employee shall be represented by the same counsel. The provisions of Section 18 of the Public Officers Law relating to defense and indemnification shall supplement and be available in addition to the provisions of this Article; provided, however, that in the event of any conflict between the substantive provisions of this Article and those of Section 18 of the Public Officers Law, the provisions that afford the greater protection to such members, officers and employees shall control. In the event that the chairman or other member requests indemnification under this by-law, the counsel for the Authority shall review and act upon such request; provided that if upon review, the counsel believes that the facts and circumstances warrant denial of such request or raise serious question as to whether the requestor is entitled to indemnification under the by-law, such request shall be submitted to the board for determination. In the event that an officer or employee, other than the chairman, requests indemnification under this by-law, the counsel for the Authority shall review and act upon such request; provided that if upon review, the counsel believes that the facts and circumstances warrant denial of such request or raise serious question as to whether the requestor may be entitled to indemnification under the by-law, such request shall be submitted to the chairman or his or her designee for determination. The provisions of this Article replace and supersede the provisions of the prior Article VII governing Indemnification, and govern any claim, demand, suit, action or proceeding that is pending as of the date of the adoption of this Article.

## **ARTICLE VIII. AMENDMENTS**

These by-laws may be altered, amended or repealed and new by-laws may be adopted by the board at any regular or special meeting as to which nature of the proposed alterations, amendments or repeals have been sent in writing to the members of the board together with the notice of meeting if it is a special meeting or if at a regular meeting at least seventy-two hours in advance of such regular meeting.

# **BY-LAWS MTA BUS COMPANY**

## **ARTICLE 1. OFFICES**

The principal office of the MTA Bus Company (the "Company") shall be located in the City of New York, County of New York. The Company may have such other offices as the board may designate or as the business of the Company may require from time to time.

## **ARTICLE II. THE BOARD**

**Section 1. General Affairs.** The business and affairs of the Company shall be managed by its board.

**Section 2. Number, Tenure and Qualifications.** The Company ("the board" or "the board of the Company") as used herein shall consist of all of those persons who from time to time hold office as chairman or members of the Metropolitan Transportation Authority pursuant to §1263 of the Public Authorities Law of the State of New York. Each member shall hold office for the term established by law and until his successor shall have been appointed and qualified. Members shall meet all requirements of law respecting their qualification for office.

**Section 3. Regular Meetings.** Regular meetings of the board shall be held without other notice than these by-laws at 10:00 A.M. on the fourth Wednesday of each month except that there shall be no regular meeting in the month of August and except that in the months of November and December the regular meetings shall be held on the third Wednesday of the month. The board may provide by resolution for the time and place for the holding of additional regular meetings without other notice than such resolution. The chairman may adjust the date and time of any regular meeting by written notice provided to members at least forty-eight hours prior to such adjusted date and time. Such written notice shall be provided to members by the same means required by Section 4(b) of Article II of these by-Laws for delivery of notice to members of special meetings.

**Section 4. Special Meetings.** (a) Special meetings of the board may be called by the chairman or, in his or her absence or in case of his or her disability, a vice chairman. In addition, a special meeting of the board shall be called by the secretary or in his or her absence by an assistant secretary upon the request of any two members. The person or persons authorized to call special meetings of the board may fix the time and any place within the City of New York as the place for holding any special meeting of the board called or requested by them.

(b) Written notice of each special meeting shall be given by the chairman or secretary or by an assistant secretary, specifying the time and place of the meeting. Such notice shall be addressed to each member at the

member's postal address on record with the Company and deposited with the U.S. Postal Service at least forty-eight hours prior to the time fixed for such meeting, and in addition, sent by facsimile or email to each member having a facsimile number or email address on record with the Company at least forty-eight hours prior to the time fixed for such special meeting. Such notice shall state the purpose of such meeting, and no business other than that stated in the notice shall be transacted at such special meeting unless every member of the Company then in office is present, and it is unanimously agreed to consider matters other than those specifically provided for in the notice of such meeting. Notwithstanding the foregoing, in the event of an emergency the chairman may call a special meeting without advance notice and by means other than the delivery of a writing to the members.

**Section 5. Open Meetings.** All meetings of the board shall be conducted in compliance with the provisions of the Open Meetings Law, being Chapter 511 of the Laws of 1976, as amended, and with all rules and regulations promulgated thereunder.

**Section 6. Quorum.** A majority of the whole number of voting members of the board as defined in §1263 (1) (a) of the Public Authorities Law of the State of New York then in office shall constitute a quorum for the transaction of any business or the exercise of any power of the Company. Those members of the board appointed upon the recommendation of the chief executive officers of Dutchess, Orange, Putnam and Rockland counties (the "Hudson Valley Member" or "Hudson Valley Members") shall be considered to be a single member, and the presence of that member for purposes of determining a quorum shall be ascertained pursuant to section 10 of this article. Except as otherwise specified by law, for the transaction of any business or exercise of any power of the Company, the Company shall have power to act by a majority of the voting members of the board present at any meeting at which a quorum is in attendance with the chairman having one additional vote in the event of a tie vote. For purposes of determining a tie vote, an abstention shall be counted as a vote against a motion. If a meeting is validly called but a quorum is not present, a majority of the members of the board then present may adjourn the meeting from time to time without further notice.

**Section 7. Attendance at Meetings.** (a) Any one or more members of the board or of a committee thereof may attend a meeting of such board or committee by means of a conference telephone or similar communications equipment allowing all persons attending the meeting to hear each other at the same time; however, attendance by such means shall not constitute presence at a meeting for the purposes of section 6, section 8 or section 10 of this Article.

(b) Notwithstanding the provisions of Section 7(a), a member's attendance by means of videoconferencing shall constitute presence at a meeting for any purposes of this Article, *provided* (i) the public notice given for

such a meeting of such board or committee states that videoconferencing would be used to conduct the meeting and identifies each location at which members may attend the meeting; and (ii) at each such location, opportunity for public attendance at the meeting is provided.

**Section 8. Presumption of Assent.** A member of the board who is present at a meeting of the board at which action on any matter is taken shall be presumed to have assented to the action taken unless his abstention or dissent is stated at the meeting, which dissent or abstention shall be duly entered in the minutes of the meeting.

**Section 9. Committees.** The chairman may establish one or more committees of the board, each committee to consist of one or more of the members and each of which committees shall have and may exercise the powers conferred upon it by the chairman. Such committees shall have such names as shall be given them by the chairman. The chairman shall also establish such committees of the board as shall be mandated by law. Except in an emergency, the chairman and each board member shall be given advance written notice of the time and place of any meeting of any committee of the board.

**Section 10. Quorum and Voting for members of the Board from the counties of Dutchess, Orange, Putnam and Rockland.**

(a) The Hudson Valley Members shall be considered to be a single member. For the purposes of determining a quorum, such single voting member shall be considered present if one or more Hudson Valley Members is present.

(b) The single collective vote of the Hudson Valley Members shall be determined as follows:

(i) if at least three Hudson Valley Members are then in office: (A) if one such member is present, the single collective vote shall be recognized; (B) if two or more such members are present but only one such member votes, the single collective vote shall be recognized as the vote of such member; (C) if two or more such members are present and two or more such members vote, the majority vote shall be recognized as the single collective vote; and (D) if two or more such members are present and two or more of such members vote but no majority is achieved, the single collective vote shall not be recognized; and

(ii) if two or one Hudson Valley Member(s) are then in office: (A) if one such member is present, the single collective vote shall be recognized as the vote of such voting member; (B) if two such members are present but only one such member votes, the single collective vote shall be recognized as the vote of such voting member; and (C) if two such members are present and both vote, only a unanimous vote shall be recognized as the single collective vote.



To evidence the single collective vote, each such member that is present may be polled as to his vote and such poll shall be recorded in the minutes.

### **ARTICLE III. OFFICERS**

**Section 1. Number.** The officers of the Company shall be a chairman, one or more vice chairmen (the number and exact designation thereof and the separate functions to be determined by the board if there is more than one), an executive director, if one is appointed by the chairman, a president, a counsel, other senior officials (the number and exact designation thereof and the separate functions to be determined by the chairman), and a secretary. The chairman shall be appointed and shall serve as provided by law. The vice chairmen shall be appointed by the board, upon recommendation by the Chairman, and shall serve at its pleasure. The executive director, if one is appointed by the chairman, and the president shall serve at the pleasure of the chairman. Other senior officials, the counsel, and the secretary shall be appointed by the chairman and shall serve at the pleasure of the chairman. Such other officials or employees as may be deemed necessary may be appointed by the chairman, and each shall serve at the pleasure of the chairman.

**Section 2. Chairman.** (a) The chairman shall serve as the chairman of the board of the Company and as the chief executive officer of the Company. The chairman shall be responsible for providing leadership to the board as it oversees the management of the Company. The chairman shall preside at all meetings of the board. The chairman may delegate any or all of his or her powers relating to the leadership of the board to a vice-chairman. In the event of a tie vote, the chairman may cast an additional vote.

(b) The chairman shall also serve as the chief executive officer of the Company. As chief executive officer of the Company, the chairman shall be responsible for the discharge of the executive and administrative functions and powers of the Company.

**Section 3. The Vice Chairman.** In the event of the chairman's death or inability to act, or in the event the position of chairman is for any other reason vacant, a vice chairman designated by the board shall perform the duties of the chairman and when so acting, shall have all the powers of and be subject to all the restrictions upon the chairman. Such powers and duties shall terminate upon the appointment by the Governor of a successor chairman as provided by law or upon the cessation of the chairman's inability to act.

**Section 4. Such Other Officials and Employees.** The chairman may, in his or her judgment, appoint such other officials and employees, including an executive director, as shall in his or her judgment be needed to discharge the executive and administrative functions and powers of the Company. The chairman may delegate such of his or her powers relating to the discharge of the executive and

administrative functions, including the administration and day to day operations of the Company as the chairman may deem appropriate to such other officials and employees.

**Section 5. The President.** The president shall have primary responsibility for the general management and operation of the Company and shall have such additional executive and administrative functions and powers as may be delegated to him or her by the chairman.

**Section 6. The Secretary.** The secretary shall keep the minutes of the proceedings of the board, see that all notices are duly given as required by law, be custodian of the corporate records and of the seal of the Company, see to it that the seal of the Company is affixed to all documents the execution of which on behalf of the Company under its seal is duly authorized, and in general shall perform all duties incident to the office of secretary. The chairman may appoint one or more assistant secretaries who may perform the duties of the secretary in the event of the absence, disability or incapacity of the secretary.

**Section 7. Salaries.** The salaries fixed by the chairman for those officers and employees appointed by the chairman shall at all times be within the amounts budgeted therefore by the board.

#### **ARTICLE IV. CONTRACTS, LOANS, CHECKS AND DEPOSITS**

**Section 1. Contracts.** The board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Company, and such authority may be general or confined to specific instances.

**Section 2. Loans.** No loans shall be contracted on behalf of the Company and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the board. Such authority may be general or confined to specific instances.

**Section 3. Checks, Drafts, etc.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Company shall be signed by such officer or officers, agent or agents of the Company and in such manner as shall from time to time be determined by resolution of the board.

**Section 4. Deposits.** All funds of the Company not otherwise employed shall be deposited from time to time to the credit of the Company in such banks, trust companies or other depositories as the board may select.

## **ARTICLE V. FISCAL YEAR**

The fiscal year of the Company shall begin on the first day of January and end on the thirty-first day of December in each year.

## **ARTICLE VI. CORPORATE SEAL**

The board shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Company and the words "Corporate Seal".

## **ARTICLE VII. INDEMNIFICATION**

The Company shall save harmless and indemnify any person (or his or her estate) who shall have served as a member, officer or employee of the Company or of a subsidiary of the Company against financial loss, including punitive damages, or litigation expense incurred in connection with any claim, demand, suit, action or proceeding, whether civil or criminal, or the defense thereof, and arising out of (a) any transaction of the Company or of a subsidiary of the Company, or (b) any act or failure to act by any such member, officer or employee while engaged in the discharge of his or her duties on behalf of the Company or its subsidiaries, or the discharge of his or her duties as a fiduciary of a benefit plan for Company employees or employees of a subsidiary of the Company. In the event any such claim, demand, suit, action or proceeding shall occur, such member, officer or employee shall be saved harmless and indemnified as herein provided unless such individual is determined by the Company or its designee not to have acted, in good faith, for a purpose which he or she reasonably believed to be in the best interests of the Company or of its subsidiaries or affiliates, and, in criminal actions or proceedings, in addition, not to have had reasonable cause to believe that his or her conduct was lawful. The provisions of this Article shall inure only to the members, officers and employees of the Company or of its subsidiaries, and to their estates, shall not enlarge or diminish the rights of any other party, and shall not impair, limit or modify the rights and obligations of any insurer under any policy of insurance. The foregoing shall be conditional on (a) the prompt delivery to the Company of a copy of the summons, complaint, process, notice, demand or pleading commencing any such claim, demand, suit, action or proceeding; and, in civil cases only, (b) a contemporaneous offer to name counsel to the Company as counsel to the member, officer or employee in the defense of such claim, demand, suit, action or proceeding; (c) the full cooperation of the member, officer or employee, in the event the offer is accepted, in making of such defense; and (d) an agreement that the Company may enter into a settlement on behalf of the member, officer or employee. If the Company or its designee determines that the defense shall not be provided by counsel for the Company because of a conflict of interests or other grounds warranting separate counsel, the member, officer or employee may select another attorney and the Company shall pay reasonable

attorney's fees and expenses incurred by or on behalf of such member, officer or employee represented by outside counsel. The Company's payment of such fees and expenses may be conditioned upon the member, officer or employee's agreement that more than one member, officer or employee shall be represented by the same counsel. The provisions of Section 18 of the Public Officers Law relating to defense and indemnification shall supplement and be available in addition to the provisions of this Article; provided, however, that in the event of any conflict between the substantive provisions of this Article and those of Section 18 of the Public Officers Law, the provisions that afford the greater protection to such members, officers and employees shall control. In the event that the chairman or other member requests indemnification under this by-law, the counsel for the Authority shall review and act upon such request; provided that if upon review, the counsel believes that the facts and circumstances warrant denial of such request or raise serious question as to whether the requestor is entitled to indemnification under the by-law, such request shall be submitted to the board for determination. In the event that an officer or employee, other than the chairman, requests indemnification under this by-law, the counsel for the Authority shall review and act upon such request; provided that if upon review, the counsel believes that the facts and circumstances warrant denial of such request or raise serious question as to whether the requestor may be entitled to indemnification under the by-law, such request shall be submitted to the chairman or his or her designee for determination. The provisions of this Article replace and supersede the provisions of the prior Article VII governing Indemnification, and govern any claim, demand, suit, action or proceeding that is pending as of the date of the adoption of this Article.

## **ARTICLE VIII. AMENDMENTS**

These by-laws may be altered, amended or repealed and new by-laws may be adopted by the board at any regular or special meeting as to which nature of the proposed alterations, amendments or repeals have been sent in writing to the members of the board together with the notice of meeting if it is a special meeting or if at a regular meeting at least seventy-two hours in advance of such regular meeting.

# **BY-LAWS**

## **MTA CONSTRUCTION AND DEVELOPMENT COMPANY**

### **ARTICLE 1. OFFICES**

The principal office of the MTA Construction and Development Company (the "Company") shall be located in the City of New York, County of New York. The Company may have such other offices as the board may designate or as the business of the Company may require from time to time.

### **ARTICLE II. THE BOARD**

**Section 1. General Affairs.** The business and affairs of the Company shall be managed by its board.

**Section 2. Number, Tenure and Qualifications.** The Company ("the board" or "the board of the Company") as used herein shall consist of all of those persons who from time to time hold office as chairman or members of the Metropolitan Transportation Authority pursuant to §1263 of the Public Authorities Law of the State of New York. Each member shall hold office for the term established by law and until his successor shall have been appointed and qualified. Members shall meet all requirements of law respecting their qualification for office.

**Section 3. Regular Meetings.** Regular meetings of the board shall be held without other notice than these by-laws at 10:00 A.M. on the fourth Wednesday of each month except that there shall be no regular meeting in the month of August and except that in the months of November and December the regular meetings shall be held on the third Wednesday of the month. The board may provide by resolution for the time and place for the holding of additional regular meetings without other notice than such resolution. The chairman may adjust the date and time of any regular meeting by written notice provided to members at least forty-eight hours prior to such adjusted date and time. Such written notice shall be provided to members by the same means required by Section 4(b) of Article II of these by-Laws for delivery of notice to members of special meetings.

**Section 4. Special Meetings.** (a) Special meetings of the board may be called by the chairman or, in his or her absence or in case of his or her disability, a vice chairman. In addition, a special meeting of the board shall be called by the secretary or in his or her absence by an assistant secretary upon the request of any two members. The person or persons authorized to call special meetings of the board may fix the time and any place within the City of New York as the place for holding any special meeting of the board called or requested by them.

(b) Written notice of each special meeting shall be given by the chairman or secretary or by an assistant secretary, specifying the time and place of the meeting. Such notice shall be addressed to each member at the

member's postal address on record with the Company and deposited with the U.S. Postal Service at least forty-eight hours prior to the time fixed for such meeting, and in addition, sent by facsimile or email to each member having a facsimile number or email address on record with the Company at least forty-eight hours prior to the time fixed for such special meeting. Such notice shall state the purpose of such meeting, and no business other than that stated in the notice shall be transacted at such special meeting unless every member of the Company then in office is present, and it is unanimously agreed to consider matters other than those specifically provided for in the notice of such meeting. Notwithstanding the foregoing, in the event of an emergency the chairman may call a special meeting without advance notice and by means other than the delivery of a writing to the members.

**Section 5. Open Meetings.** All meetings of the board shall be conducted in compliance with the provisions of the Open Meetings Law, being Chapter 511 of the Laws of 1976, as amended, and with all rules and regulations promulgated thereunder.

**Section 6. Quorum.** A majority of the whole number of voting members of the board as defined in §1263 (1) (a) of the Public Authorities Law of the State of New York then in office shall constitute a quorum for the transaction of any business or the exercise of any power of the Company. Those members of the board appointed upon the recommendation of the chief executive officers of Dutchess, Orange, Putnam and Rockland counties (the "Hudson Valley Member" or "Hudson Valley Members") shall be considered to be a single member, and the presence of that member for purposes of determining a quorum shall be ascertained pursuant to section 10 of this article. Except as otherwise specified by law, for the transaction of any business or exercise of any power of the Company, the Company shall have power to act by a majority of the voting members of the board present at any meeting at which a quorum is in attendance with the chairman having one additional vote in the event of a tie vote. For purposes of determining a tie vote, an abstention shall be counted as a vote against a motion. If a meeting is validly called but a quorum is not present, a majority of the members of the board then present may adjourn the meeting from time to time without further notice.

**Section 7. Attendance at Meetings.** (a) Any one or more members of the board or of a committee thereof may attend a meeting of such board or committee by means of a conference telephone or similar communications equipment allowing all persons attending the meeting to hear each other at the same time; however, attendance by such means shall not constitute presence at a meeting for the purposes of section 6, section 8 or section 10 of this Article.

(b) Notwithstanding the provisions of Section 7(a), a member's attendance by means of videoconferencing shall constitute presence at a meeting for any purposes of this Article, *provided* (i) the public notice given for

such a meeting of such board or committee states that videoconferencing would be used to conduct the meeting and identifies each location at which members may attend the meeting; and (ii) at each such location, opportunity for public attendance at the meeting is provided.

**Section 8. Presumption of Assent.** A member of the board who is present at a meeting of the board at which action on any matter is taken shall be presumed to have assented to the action taken unless his abstention or dissent is stated at the meeting, which dissent or abstention shall be duly entered in the minutes of the meeting.

**Section 9. Committees.** The chairman may establish one or more committees of the board, each committee to consist of one or more of the members and each of which committees shall have and may exercise the powers conferred upon it by the chairman. Such committees shall have such names as shall be given them by the chairman. The chairman shall also establish such committees of the board as shall be mandated by law. Except in an emergency, the chairman and each board member shall be given advance written notice of the time and place of any meeting of any committee of the board.

**Section 10. Quorum and Voting for members of the Board from the counties of Dutchess, Orange, Putnam and Rockland.**

(a) The Hudson Valley Members shall be considered to be a single member. For the purposes of determining a quorum, such single voting member shall be considered present if one or more Hudson Valley Members is present.

(b) The single collective vote of the Hudson Valley Members shall be determined as follows:

(i) if at least three Hudson Valley Members are then in office: (A) if one such member is present, the single collective vote shall be recognized; (B) if two or more such members are present but only one such member votes, the single collective vote shall be recognized as the vote of such member; (C) if two or more such members are present and two or more such members vote, the majority vote shall be recognized as the single collective vote; and (D) if two or more such members are present and two or more of such members vote but no majority is achieved, the single collective vote shall not be recognized; and

(ii) if two or one Hudson Valley Member(s) are then in office: (A) if one such member is present, the single collective vote shall be recognized as the vote of such voting member; (B) if two such members are present but only one such member votes, the single collective vote shall be recognized as the vote of such voting member; and (C) if two such members are present and both vote, only a unanimous vote shall be recognized as the single collective vote.

To evidence the single collective vote, each such member that is present may be polled as to his vote and such poll shall be recorded in the minutes.

### **ARTICLE III. OFFICERS**

**Section 1. Number.** The officers of the Company shall be a chairman, one or more vice chairmen (the number and exact designation thereof and the separate functions to be determined by the board if there is more than one), an executive director, if one is appointed by the chairman, a president, a counsel, other senior officials (the number and exact designation thereof and the separate functions to be determined by the chairman), and a secretary. The chairman shall be appointed and shall serve as provided by law. The vice chairmen shall be appointed by the board, upon recommendation by the Chairman, and shall serve at its pleasure. The executive director, if one is appointed by the chairman, and the president shall serve at the pleasure of the chairman. Other senior officials, the counsel, and the secretary shall be appointed by the chairman and shall serve at the pleasure of the chairman. Such other officials or employees as may be deemed necessary may be appointed by the chairman, and each shall serve at the pleasure of the chairman.

**Section 2. Chairman.** (a) The chairman shall serve as the chairman of the board of the Company and as the chief executive officer of the Company. The chairman shall be responsible for providing leadership to the board as it oversees the management of the Company. The chairman shall preside at all meetings of the board. The chairman may delegate any or all of his or her powers relating to the leadership of the board to a vice-chairman. In the event of a tie vote, the chairman may cast an additional vote.

(b) The chairman shall also serve as the chief executive officer of the Company. As chief executive officer of the Company, the chairman shall be responsible for the discharge of the executive and administrative functions and powers of the Company.

**Section 3. The Vice Chairman.** In the event of the chairman's death or inability to act, or in the event the position of chairman is for any other reason vacant, a vice chairman designated by the board shall perform the duties of the chairman and when so acting, shall have all the powers of and be subject to all the restrictions upon the chairman. Such powers and duties shall terminate upon the appointment by the Governor of a successor chairman as provided by law or upon the cessation of the chairman's inability to act.

**Section 4. Such Other Officials and Employees.** The chairman may, in his or her judgment, appoint such other officials and employees, including an executive director, as shall in his or her judgment be needed to discharge the executive and administrative functions and powers of the Company. The chairman may delegate such of his or her powers relating to the discharge of the executive and



administrative functions, including the administration and day to day operations of the Company as the chairman may deem appropriate to such other officials and employees.

**Section 5. The President.** The president shall have primary responsibility for the general management and operation of the Company and shall have such additional executive and administrative functions and powers as may be delegated to him or her by the chairman.

**Section 6. The Secretary.** The secretary shall keep the minutes of the proceedings of the board, see that all notices are duly given as required by law, be custodian of the corporate records and of the seal of the Company, see to it that the seal of the Company is affixed to all documents the execution of which on behalf of the Company under its seal is duly authorized, and in general shall perform all duties incident to the office of secretary. The chairman may appoint one or more assistant secretaries who may perform the duties of the secretary in the event of the absence, disability or incapacity of the secretary.

**Section 7. Salaries.** The salaries fixed by the chairman for those officers and employees appointed by the chairman shall at all times be within the amounts budgeted therefore by the board.

#### **ARTICLE IV. CONTRACTS, LOANS, CHECKS AND DEPOSITS**

**Section 1. Contracts.** The board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Company, and such authority may be general or confined to specific instances.

**Section 2. Loans.** No loans shall be contracted on behalf of the Company and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the board. Such authority may be general or confined to specific instances.

**Section 3. Checks, Drafts, etc.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Company shall be signed by such officer or officers, agent or agents of the Company and in such manner as shall from time to time be determined by resolution of the board.

**Section 4. Deposits.** All funds of the Company not otherwise employed shall be deposited from time to time to the credit of the Company in such banks, trust companies or other depositories as the board may select.

## **ARTICLE V. FISCAL YEAR**

The fiscal year of the Company shall begin on the first day of January and end on the thirty-first day of December in each year.

## **ARTICLE VI. CORPORATE SEAL**

The board shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Company and the words "Corporate Seal".

## **ARTICLE VII. INDEMNIFICATION**

The Company shall save harmless and indemnify any person (or his or her estate) who shall have served as a member, officer or employee of the Company or of a subsidiary of the Company against financial loss, including punitive damages, or litigation expense incurred in connection with any claim, demand, suit, action or proceeding, whether civil or criminal, or the defense thereof, and arising out of (a) any transaction of the Company or of a subsidiary of the Company, or (b) any act or failure to act by any such member, officer or employee while engaged in the discharge of his or her duties on behalf of the Company or its subsidiaries, or the discharge of his or her duties as a fiduciary of a benefit plan for Company employees or employees of a subsidiary of the Company. In the event any such claim, demand, suit, action or proceeding shall occur, such member, officer or employee shall be saved harmless and indemnified as herein provided unless such individual is determined by the Company or its designee not to have acted, in good faith, for a purpose which he or she reasonably believed to be in the best interests of the Company or of its subsidiaries or affiliates, and, in criminal actions or proceedings, in addition, not to have had reasonable cause to believe that his or her conduct was lawful. The provisions of this Article shall inure only to the members, officers and employees of the Company or of its subsidiaries, and to their estates, shall not enlarge or diminish the rights of any other party, and shall not impair, limit or modify the rights and obligations of any insurer under any policy of insurance. The foregoing shall be conditional on (a) the prompt delivery to the Company of a copy of the summons, complaint, process, notice, demand or pleading commencing any such claim, demand, suit, action or proceeding; and, in civil cases only, (b) a contemporaneous offer to name counsel to the Company as counsel to the member, officer or employee in the defense of such claim, demand, suit, action or proceeding; (c) the full cooperation of the member, officer or employee, in the event the offer is accepted, in making of such defense; and (d) an agreement that the Company may enter into a settlement on behalf of the member, officer or employee. If the Company or its designee determines that the defense shall not be provided by counsel for the Company because of a conflict of interests or other grounds warranting separate counsel, the member, officer or employee may select another attorney and the Company shall pay reasonable

attorney's fees and expenses incurred by or on behalf of such member, officer or employee represented by outside counsel. The Company's payment of such fees and expenses may be conditioned upon the member, officer or employee's agreement that more than one member, officer or employee shall be represented by the same counsel. The provisions of Section 18 of the Public Officers Law relating to defense and indemnification shall supplement and be available in addition to the provisions of this Article; provided, however, that in the event of any conflict between the substantive provisions of this Article and those of Section 18 of the Public Officers Law, the provisions that afford the greater protection to such members, officers and employees shall control. In the event that the chairman or other member requests indemnification under this by-law, the counsel for the Authority shall review and act upon such request; provided that if upon review, the counsel believes that the facts and circumstances warrant denial of such request or raise serious question as to whether the requestor is entitled to indemnification under the by-law, such request shall be submitted to the board for determination. In the event that an officer or employee, other than the chairman, requests indemnification under this by-law, the counsel for the Authority shall review and act upon such request; provided that if upon review, the counsel believes that the facts and circumstances warrant denial of such request or raise serious question as to whether the requestor may be entitled to indemnification under the by-law, such request shall be submitted to the chairman or his or her designee for determination. The provisions of this Article replace and supersede the provisions of the prior Article VII governing Indemnification, and govern any claim, demand, suit, action or proceeding that is pending as of the date of the adoption of this Article.

## **ARTICLE VIII. AMENDMENTS**

These by-laws may be altered, amended or repealed and new by-laws may be adopted by the board at any regular or special meeting as to which nature of the proposed alterations, amendments or repeals have been sent in writing to the members of the board together with the notice of meeting if it is a special meeting or if at a regular meeting at least seventy-two hours in advance of such regular meeting.

# BY-LAWS

## FIRST MUTUAL TRANSPORTATION ASSURANCE COMPANY

### ARTICLE 1. OFFICES

The principal office of the First Mutual Transportation Assurance Company (the "Company") shall be located in the City of New York, County of New York. The Company may have such other offices as the board may designate or as the business of the Company may require from time to time.

### ARTICLE II. THE BOARD

**Section 1. General Affairs.** The business and affairs of the Company shall be managed by its board.

**Section 2. Number, Tenure and Qualifications.** The Company ("the board" or "the board of the Company") as used herein shall consist of all of those persons who from time to time hold office as chairman or members of the Metropolitan Transportation Authority pursuant to §1263 of the Public Authorities Law of the State of New York. Each member shall hold office for the term established by law and until his successor shall have been appointed and qualified. Members shall meet all requirements of law respecting their qualification for office.

**Section 3. Regular Meetings.** Regular meetings of the board shall be held without other notice than these by-laws at 10:00 A.M. on the fourth Wednesday of each month except that there shall be no regular meeting in the month of August and except that in the months of November and December the regular meetings shall be held on the third Wednesday of the month. The board may provide by resolution for the time and place for the holding of additional regular meetings without other notice than such resolution. The chairman may adjust the date and time of any regular meeting by written notice provided to members at least forty-eight hours prior to such adjusted date and time. Such written notice shall be provided to members by the same means required by Section 4(b) of Article II of these by-Laws for delivery of notice to members of special meetings. At least one meeting of the board in each year shall be held in New York State.

**Section 4. Special Meetings.** (a) Special meetings of the board may be called by the chairman or, in his or her absence or in case of his or her disability, a vice chairman. In addition, a special meeting of the board shall be called by the secretary or in his or her absence by an assistant secretary upon the request of any two members. The person or persons authorized to call special meetings of the board may fix the time and any place within the City of New York as the place for holding any special meeting of the board called or requested by them.

(b) Written notice of each special meeting shall be given by the chairman or secretary or by an assistant secretary, specifying the time and place

of the meeting. Such notice shall be addressed to each member at the member's postal address on record with the Company and deposited with the U.S. Postal Service at least forty-eight hours prior to the time fixed for such meeting, and in addition, sent by facsimile or email to each member having a facsimile number or email address on record with the Company at least forty-eight hours prior to the time fixed for such special meeting. Such notice shall state the purpose of such meeting, and no business other than that stated in the notice shall be transacted at such special meeting unless every member of the Company then in office is present, and it is unanimously agreed to consider matters other than those specifically provided for in the notice of such meeting. Notwithstanding the foregoing, in the event of an emergency the chairman may call a special meeting without advance notice and by means other than the delivery of a writing to the members.

**Section 5. Open Meetings.** All meetings of the board shall be conducted in compliance with the provisions of the Open Meetings Law, being Chapter 511 of the Laws of 1976, as amended, and with all rules and regulations promulgated thereunder.

**Section 6. Quorum.** A majority of the whole number of voting members of the board as defined in §1263 (1) (a) of the Public Authorities Law of the State of New York then in office shall constitute a quorum for the transaction of any business or the exercise of any power of the Company. Those members of the board appointed upon the recommendation of the chief executive officers of Dutchess, Orange, Putnam and Rockland counties (the "Hudson Valley Member" or "Hudson Valley Members") shall be considered to be a single member, and the presence of that member for purposes of determining a quorum shall be ascertained pursuant to section 10 of this article. Except as otherwise specified by law, for the transaction of any business or exercise of any power of the Company, the Company shall have power to act by a majority of the voting members of the board present at any meeting at which a quorum is in attendance with the chairman having one additional vote in the event of a tie vote. For purposes of determining a tie vote, an abstention shall be counted as a vote against a motion. If a meeting is validly called but a quorum is not present, a majority of the members of the board then present may adjourn the meeting from time to time without further notice.

**Section 7. Attendance at Meetings.** (a) Any one or more members of the board or of a committee thereof may attend a meeting of such board or committee by means of a conference telephone or similar communications equipment allowing all persons attending the meeting to hear each other at the same time; however, attendance by such means shall not constitute presence at a meeting for the purposes of section 6, section 8 or section 10 of this Article.

(b) Notwithstanding the provisions of Section 7(a), a member's attendance by means of videoconferencing shall constitute presence at a

meeting for any purposes of this Article, *provided* (i) the public notice given for such a meeting of such board or committee states that videoconferencing would be used to conduct the meeting and identifies each location at which members may attend the meeting; and (ii) at each such location, opportunity for public attendance at the meeting is provided.

**Section 8. Presumption of Assent.** A member of the board who is present at a meeting of the board at which action on any matter is taken shall be presumed to have assented to the action taken unless his abstention or dissent is stated at the meeting, which dissent or abstention shall be duly entered in the minutes of the meeting.

**Section 9. Committees.** The chairman may establish one or more committees of the board, each committee to consist of one or more of the members and each of which committees shall have and may exercise the powers conferred upon it by the chairman. Such committees shall have such names as shall be given them by the chairman. The chairman shall also establish such committees of the board as shall be mandated by law. Except in an emergency, the chairman and each board member shall be given advance written notice of the time and place of any meeting of any committee of the board.

**Section 10. Quorum and Voting for members of the Board from the counties of Dutchess, Orange, Putnam and Rockland.**

(a) The Hudson Valley Members shall be considered to be a single member. For the purposes of determining a quorum, such single voting member shall be considered present if one or more Hudson Valley Members is present.

(b) The single collective vote of the Hudson Valley Members shall be determined as follows:

(i) if at least three Hudson Valley Members are then in office: (A) if one such member is present, the single collective vote shall be recognized; (B) if two or more such members are present but only one such member votes, the single collective vote shall be recognized as the vote of such member; (C) if two or more such members are present and two or more such members vote, the majority vote shall be recognized as the single collective vote; and (D) if two or more such members are present and two or more of such members vote but no majority is achieved, the single collective vote shall not be recognized; and

(ii) if two or one Hudson Valley Member(s) are then in office: (A) if one such member is present, the single collective vote shall be recognized as the vote of such voting member; (B) if two such members are present but only one such member votes, the single collective vote shall be recognized as the vote of such voting member; and (C) if two such members are present and both vote, only a unanimous vote shall be recognized as the single collective vote.

To evidence the single collective vote, each such member that is present may be polled as to his vote and such poll shall be recorded in the minutes.

### **ARTICLE III. OFFICERS**

**Section 1. Number.** The officers of the Company shall be a chairman, one or more vice chairmen (the number and exact designation thereof and the separate functions to be determined by the board if there is more than one), an executive director, if one is appointed by the chairman, a president, a counsel, other senior officials (the number and exact designation thereof and the separate functions to be determined by the chairman), and a secretary. The chairman shall be appointed and shall serve as provided by law. The vice chairmen shall be appointed by the board, upon recommendation by the Chairman, and shall serve at its pleasure. The executive director, if one is appointed by the chairman, and the president shall serve at the pleasure of the chairman. Other senior officials, the counsel, and the secretary shall be appointed by the chairman and shall serve at the pleasure of the chairman. Such other officials or employees as may be deemed necessary may be appointed by the chairman, and each shall serve at the pleasure of the chairman.

**Section 2. Chairman.** (a) The chairman shall serve as the chairman of the board of the Company and as the chief executive officer of the Company. The chairman shall be responsible for providing leadership to the board as it oversees the management of the Company. The chairman shall preside at all meetings of the board. The chairman may delegate any or all of his or her powers relating to the leadership of the board to a vice-chairman. In the event of a tie vote, the chairman may cast an additional vote.

(b) The chairman shall also serve as the chief executive officer of the Company. As chief executive officer of the Company, the chairman shall be responsible for the discharge of the executive and administrative functions and powers of the Company.

**Section 3. The Vice Chairman.** In the event of the chairman's death or inability to act, or in the event the position of chairman is for any other reason vacant, a vice chairman designated by the board shall perform the duties of the chairman and when so acting, shall have all the powers of and be subject to all the restrictions upon the chairman. Such powers and duties shall terminate upon the appointment by the Governor of a successor chairman as provided by law or upon the cessation of the chairman's inability to act.

**Section 4. Such Other Officials and Employees.** The chairman may, in his or her judgment, appoint such other officials and employees, including an executive director, as shall in his or her judgment be needed to discharge the executive and administrative functions and powers of the Company. The chairman may

delegate such of his or her powers relating to the discharge of the executive and administrative functions, including the administration and day to day operations of the Company as the chairman may deem appropriate to such other officials and employees.

**Section 5. The President.** The president shall have primary responsibility for the general management and operation of the Company and shall have such additional executive and administrative functions and powers as may be delegated to him or her by the chairman.

**Section 6. The Secretary.** The secretary shall keep the minutes of the proceedings of the board, see that all notices are duly given as required by law, be custodian of the corporate records and of the seal of the Company, see to it that the seal of the Company is affixed to all documents the execution of which on behalf of the Company under its seal is duly authorized, and in general shall perform all duties incident to the office of secretary. The chairman may appoint one or more assistant secretaries who may perform the duties of the secretary in the event of the absence, disability or incapacity of the secretary.

**Section 7. Salaries.** The salaries fixed by the chairman for those officers and employees appointed by the chairman shall at all times be within the amounts budgeted therefore by the board.

#### **ARTICLE IV. CONTRACTS, LOANS, CHECKS AND DEPOSITS**

**Section 1. Contracts.** The board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Company, and such authority may be general or confined to specific instances.

**Section 2. Loans.** No loans shall be contracted on behalf of the Company and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the board. Such authority may be general or confined to specific instances.

**Section 3. Checks, Drafts, etc.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Company shall be signed by such officer or officers, agent or agents of the Company and in such manner as shall from time to time be determined by resolution of the board.

**Section 4. Deposits.** All funds of the Company not otherwise employed shall be deposited from time to time to the credit of the Company in such banks, trust companies or other depositories as the board may select.



## **ARTICLE V. FISCAL YEAR**

The fiscal year of the Company shall begin on the first day of January and end on the thirty-first day of December in each year.

## **ARTICLE VI. CORPORATE SEAL**

The board shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Company and the words "Corporate Seal".

## **ARTICLE VII. INDEMNIFICATION**

The Company shall save harmless and indemnify any person (or his or her estate) who shall have served as a member, officer or employee of the Company or of a subsidiary of the Company against financial loss, including punitive damages, or litigation expense incurred in connection with any claim, demand, suit, action or proceeding, whether civil or criminal, or the defense thereof, and arising out of (a) any transaction of the Company or of a subsidiary of the Company, or (b) any act or failure to act by any such member, officer or employee while engaged in the discharge of his or her duties on behalf of the Company or its subsidiaries, or the discharge of his or her duties as a fiduciary of a benefit plan for Company employees or employees of a subsidiary of the Company. In the event any such claim, demand, suit, action or proceeding shall occur, such member, officer or employee shall be saved harmless and indemnified as herein provided unless such individual is determined by the Company or its designee not to have acted, in good faith, for a purpose which he or she reasonably believed to be in the best interests of the Company or of its subsidiaries or affiliates, and, in criminal actions or proceedings, in addition, not to have had reasonable cause to believe that his or her conduct was lawful. The provisions of this Article shall inure only to the members, officers and employees of the Company or of its subsidiaries, and to their estates, shall not enlarge or diminish the rights of any other party, and shall not impair, limit or modify the rights and obligations of any insurer under any policy of insurance. The foregoing shall be conditional on (a) the prompt delivery to the Company of a copy of the summons, complaint, process, notice, demand or pleading commencing any such claim, demand, suit, action or proceeding; and, in civil cases only, (b) a contemporaneous offer to name counsel to the Company as counsel to the member, officer or employee in the defense of such claim, demand, suit, action or proceeding; (c) the full cooperation of the member, officer or employee, in the event the offer is accepted, in making of such defense; and (d) an agreement that the Company may enter into a settlement on behalf of the member, officer or employee. If the Company or its designee determines that the defense shall not be provided by counsel for the Company because of a conflict of interests or other grounds warranting separate counsel, the member, officer or employee may select another attorney and the Company shall pay reasonable

attorney's fees and expenses incurred by or on behalf of such member, officer or employee represented by outside counsel. The Company's payment of such fees and expenses may be conditioned upon the member, officer or employee's agreement that more than one member, officer or employee shall be represented by the same counsel. The provisions of Section 18 of the Public Officers Law relating to defense and indemnification shall supplement and be available in addition to the provisions of this Article; provided, however, that in the event of any conflict between the substantive provisions of this Article and those of Section 18 of the Public Officers Law, the provisions that afford the greater protection to such members, officers and employees shall control. In the event that the chairman or other member requests indemnification under this by-law, the counsel for the Authority shall review and act upon such request; provided that if upon review, the counsel believes that the facts and circumstances warrant denial of such request or raise serious question as to whether the requestor is entitled to indemnification under the by-law, such request shall be submitted to the board for determination. In the event that an officer or employee, other than the chairman, requests indemnification under this by-law, the counsel for the Authority shall review and act upon such request; provided that if upon review, the counsel believes that the facts and circumstances warrant denial of such request or raise serious question as to whether the requestor may be entitled to indemnification under the by-law, such request shall be submitted to the chairman or his or her designee for determination. The provisions of this Article replace and supersede the provisions of the prior Article VII governing Indemnification, and govern any claim, demand, suit, action or proceeding that is pending as of the date of the adoption of this Article.

## **ARTICLE VIII. AMENDMENTS**

These by-laws may be altered, amended or repealed and new by-laws may be adopted by the board at any regular or special meeting as to which nature of the proposed alterations, amendments or repeals have been sent in writing to the members of the board together with the notice of meeting if it is a special meeting or if at a regular meeting at least seventy-two hours in advance of such regular meeting.

**BY-LAWS  
MTA GRAND CENTRAL MADISON  
CONCOURSE OPERATING COMPANY**

**ARTICLE 1. OFFICES**

The principal office of the MTA Grand Central Madison Concourse Operating Company (the "Company") shall be located in the City of New York, County of New York. The Company may have such other offices as its board may designate or as the business of the Company may require from time to time.

**ARTICLE II. THE BOARD**

**Section 1. General Affairs.** The business and affairs of the Company shall be managed by its board.

**Section 2. Number, Tenure and Qualifications.** The Company ("the board" or "the board of the company") as used herein shall consist of all of those persons who from time to time hold office as chairman or members of the Metropolitan Transportation Authority pursuant to §1263 of the Public Authorities Law of the State of New York. Each member shall hold office for the term established by law and until his successor shall have been appointed and qualified. Board members shall meet all requirements of law respecting their qualification for office.

**Section 3. Regular Meetings.** Regular meetings of the board shall be held without other notice than these by-laws at 10:00 A.M. on the fourth Wednesday of each month except that there shall be no regular meeting in the month of August and except that in the months of November and December the regular meetings shall be held on the third Wednesday of the month. The board may provide by resolution for the time and place for the holding of additional regular meetings without other notice than such resolution. The chairman may adjust the date and time of any regular meeting by written notice provided to members at least forty-eight hours prior to such adjusted date and time. Such written notice shall be provided to members by the same means required by Section 4(b) of Article II of these by-Laws for delivery of notice to members of special meetings.

**Section 4. Special Meetings.** Special meetings of the board may be called by the chairman or, in their absence or in case of their disability, a vice chairman. In addition, a special meeting of the board shall be called by the secretary or in their absence by an assistant secretary upon the request of any two members. The person or persons authorized to call special meetings of the board may fix the time and any place within the City of New York as the place for holding any special meeting of the board called or requested by them.

Written notice of each special meeting shall be given by the chairman, secretary or by assistant secretary, specifying the time and place of the meeting. Such notice shall be addressed to each member at the member's postal address on record with the Company and deposited with the U.S. Postal Service, reputable overnight delivery service or hand delivered to the members at least forty-eight hours prior to the time fixed for such meeting. In addition, the notice shall be sent by email to each member having an email address on record with the Company and such email shall be sent at least forty-eight hours prior to the time fixed for such special meeting. The notice shall state the purpose of the special meeting. No business other than that stated in the notice shall be transacted at the special meeting unless every member of the Company then in office is present and it is unanimously agreed to consider matters other than those specifically provided for in the notice of such meeting. Notwithstanding the foregoing, in the event of an emergency, the chairman may call a special meeting without advance notice and by means other than the delivery of a writing to the members.

**Section 5. Open Meetings.** All meetings of the board shall be conducted in compliance with the provisions of the Open Meetings Law, being Chapter 511 of the Laws of 1976, as amended, and with all rules and regulations promulgated thereunder.

**Section 6. Quorum.** A majority of the whole number of voting members of the board, as defined in §1263 (1) (a) of the Public Authorities Law of the State of New York, then in office shall constitute a quorum for the transaction of any business or the exercise of any power of the Company. Those members of the board appointed upon the recommendation of the chief executive officers of Dutchess, Orange, Putnam and Rockland counties (the "Hudson Valley Member" or "Hudson Valley Members") shall be considered to be a single member, and the presence of that member for purposes of determining a quorum shall be ascertained pursuant to section 10 of this article. Except as otherwise specified by law, for the transaction of any business or exercise of any power of the Company, the Company shall have power to act by a majority of the voting members of the board present at any meeting at which a quorum is in attendance with the chairman having one additional vote in the event of a tie vote. For purposes of determining a tie vote, an abstention shall be counted as a vote against a motion. If a meeting is validly called but a quorum is not present, a majority of the members of the board then present may adjourn the meeting from time to time without further notice.

**Section 7. Attendance at Meetings.** Any one or more members of the board or of a committee thereof may attend a meeting of such board or committee by means of a conference telephone or similar communications equipment allowing all persons attending the meeting to hear each other at the same time; however, attendance by such means shall not constitute presence at a meeting for the purposes of section 6, section 8 or section 10 of this Article.

Notwithstanding the aforementioned language, a member's attendance by means of videoconferencing shall constitute presence at a meeting for any purposes of this Article provided: (i) the public notice given for such a meeting of such board or committee states that videoconferencing would be used to conduct the meeting and identifies each location at which members may attend the meeting; and (ii) at each such location, opportunity for public attendance at the meeting is provided.

**Section 8. Presumption of Assent.** A member of the board who is present at a meeting of the board at which action on any matter is taken shall be presumed to have assented to the action taken unless their abstention or dissent is stated at the meeting, which dissent or abstention shall be duly entered in the minutes of the meeting.

**Section 9. Committees.** The chairman may establish one or more committees of the board, each committee to consist of one or more of the members and each of which committees shall have and may exercise the powers conferred upon it by the chairman. Such committees shall be named by the chairman. The chairman shall also establish such committees of the board as shall be mandated by law. Except in an emergency, the chairman and each board member shall be given advance written notice of the time and place of any meeting of any committee of the board.

**Section 10. Quorum and Voting for members of the Board from the counties of Dutchess, Orange, Putnam and Rockland.** The Hudson Valley Members shall be considered to be a single member. For the purposes of determining a quorum, such single voting member shall be considered present if one or more Hudson Valley Members is present.

The single collective vote of the Hudson Valley Members shall be determined as follows:

(i) if at least three Hudson Valley Members are then in office: (a) if one such member is present, the single collective vote shall be recognized; (b) if two or more such members are present but only one such member votes, the single collective vote shall be recognized as the vote of such member; (c) if two or more such members are present and two or more such members vote, the majority vote shall be recognized as the single collective vote; and (d) if two or more such members are present and two or more of such members vote but no majority is achieved, the single collective vote shall not be recognized; and

(ii) if two or one Hudson Valley Member(s) are then in office: (a) if one such member is present, the single collective vote shall be recognized as the vote of such voting member; (b) if two such members are present but only one such member votes, the single collective vote shall be recognized as the vote of

such voting member; and (c) if two such members are present and both vote, only a unanimous vote shall be recognized as the single collective vote.

To evidence the single collective vote, each such member that is present may be polled as to his vote and such poll shall be recorded in the minutes.

### **ARTICLE III. OFFICERS**

**Section 1. Number.** The officers of the Company shall be a chairman, one or more vice chairmen (the number and exact designation thereof and the separate functions to be determined by the board if there is more than one), an executive or managing director, if one is appointed by the chairman, a president, a counsel, other senior officials (the number and exact designation thereof and the separate functions to be determined by the chairman), and a secretary. The chairman shall be appointed and shall serve as provided by law. The vice chairmen shall be appointed by the board, upon recommendation by the Chairman, and shall serve at its pleasure. The executive or managing director, if one is appointed by the chairman, and the president shall serve at the pleasure of the chairman. Other senior officials, the counsel, and the secretary shall also be appointed by the chairman and shall serve at the pleasure of the chairman. Such other officials or employees as may be deemed necessary may be appointed by the chairman, and each shall serve at the pleasure of the chairman.

**Section 2. Chairman.** (a) The chairman shall serve as the chairman of the board of the Company and as the chief executive officer of the Company. The chairman shall be responsible for providing leadership to the board as it oversees the management of the Company. The chairman shall preside at all meetings of the board. In the event of a tie vote, the chairman may cast an additional vote.

(b) The chairman shall also serve as the chief executive officer of the Company. As chief executive officer of the Company, the chairman shall be responsible for the discharge of the executive and administrative functions and powers of the Company.

**Section 3. The Vice Chairman.** In the event of the chairman's death or inability to act, or in the event the position of chairman is for any other reason vacant, a vice chairman designated by the board shall perform the duties of the chairman and when so acting, shall have all the powers of and be subject to all the restrictions upon the chairman. Such powers and duties shall terminate upon the appointment by the Governor of a successor chairman as provided by law or upon the cessation of the chairman's inability to act.

**Section 4. Such Other Officials and Employees.** The chairman may, in their judgment, appoint such other officials and employees, including an executive or managing director, as shall in their judgment be needed to discharge the executive and administrative functions and powers of the Company. The chairman may delegate such of their powers relating to the discharge of the executive and administrative functions, including the administration and day to day operations of the Company as the chairman may deem appropriate to such other officials and employees.

**Section 5. The President.** The president shall have primary responsibility for the general management and operation of the Company and shall have such additional executive and administrative functions and powers as may be delegated to him or her by the chairman.

**Section 6. The Secretary.** The secretary shall keep the minutes of the proceedings of the board, see that all notices are duly given as required by law, be custodian of the corporate records and of the seal of the Company, see to it that the seal of the Company is affixed to all documents the execution of which on behalf of the Company under its seal is duly authorized, and in general shall perform all duties incident to the office of secretary. The chairman may appoint one or more assistant secretaries who may perform the duties of the secretary in the event of the absence, disability or incapacity of the secretary.

**Section 7. Salaries.** The salaries fixed by the chairman for those officers and employees appointed by the chairman shall at all times be within the amounts budgeted therefore by the board.

#### **ARTICLE IV. CONTRACTS, LOANS, CHECKS AND DEPOSITS**

**Section 1. Contracts.** The board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Company, and such authority may be general or confined to specific instances.

**Section 2. Loans.** No loans shall be contracted on behalf of the Company and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the board. Such authority may be general or confined to specific instances.

**Section 3. Checks, Drafts, and Orders for the Payment of Money or Evidences of Indebtedness.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Company shall be signed by such officer or officers, agent or agents of the Company and in such manner as shall from time to time be determined by resolution of the board.

**Section 4. Deposits.** All funds of the Company not otherwise employed shall be deposited from time to time to the credit of the Company in such banks, trust companies or other depositories as the board may select.

## **ARTICLE V. FISCAL YEAR**

The fiscal year of the Company shall begin on the first day of January and end on the thirty-first day of December in each year.

## **ARTICLE VI. CORPORATE SEAL**

The board shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Company and the words "Corporate Seal".

## **ARTICLE VII. INDEMNIFICATION**

The Company shall save harmless and indemnify any person (or their estate) who shall have served as a member, officer or employee of the Company or of a subsidiary of the Company against financial loss, including punitive damages, or litigation expense incurred in connection with any claim, demand, suit, action or proceeding, whether civil or criminal, or the defense thereof, and arising out of: (a) any transaction of the Company or of a subsidiary of the Company; or (b) any act or failure to act by any such member, officer or employee while engaged in the discharge of their duties on behalf of the Company or its subsidiaries, or the discharge of their duties as a fiduciary of a benefit plan for Company employees or employees of a subsidiary of the Company. In the event any such claim, demand, suit, action or proceeding shall occur, such member, officer or employee shall be saved harmless and indemnified as herein provided unless such individual is determined by the Company or its designee not to have acted, in good faith, for a purpose which they reasonably believed to be in the best interests of the Company or of its subsidiaries or affiliates, and, in criminal actions or proceedings, in addition, not to have had reasonable cause to believe that their conduct was lawful. The provisions of this Article shall inure only to the members, officers and employees of the Company or of its subsidiaries, and to their estates, shall not enlarge or diminish the rights of any other party, and shall not impair, limit or modify the rights and obligations of any insurer under any policy of insurance. The foregoing shall be conditional on: (a) the prompt delivery to the Company of a copy of the summons, complaint, process, notice, demand or pleading commencing any such claim, demand, suit, action or proceeding; and, in civil cases only; (b) a contemporaneous offer to name counsel to the Company as counsel to the member, officer or employee in the defense of such claim, demand, suit, action or proceeding; (c) the full cooperation of the member, officer or employee, in the event the offer is accepted, in making of such defense; and (d) an agreement that the Company may enter into a settlement on behalf of



the member, officer or employee. If the Company determines that the defense shall not be provided by counsel for the Company because of a conflict of interests or other grounds warranting separate counsel, the member, officer or employee may select another attorney and the Company shall pay reasonable attorneys' fees and expenses incurred by or on behalf of such member, officer or employee represented by outside counsel. The Company's payment of such fees and expenses may be conditioned upon the member, officer or employee's agreement that more than one member, officer or employee shall be represented by the same counsel. The provisions of Section 18 of the Public Officers Law relating to defense and indemnification shall supplement and be available in addition to the provisions of this Article; provided, however, that in the event of any conflict between the substantive provisions of this Article and those of Section 18 of the Public Officers Law, the provisions that afford the greater protection to such members, officers and employees shall control. In the event that the chairman or other member requests indemnification under this by-law, the counsel for the Authority shall review and act upon such request; provided that if upon review, the counsel believes that the facts and circumstances warrant denial of such request or raise serious question as to whether the requestor is entitled to indemnification under the by-law, such request shall be submitted to the board for determination. In the event that an officer or employee, other than the chairman, requests indemnification under this by-law, the counsel for the Authority shall review and act upon such request; provided that if upon review, the counsel believes that the facts and circumstances warrant denial of such request or raise serious question as to whether the requestor may be entitled to indemnification under the by-law, such request shall be submitted to the chairman for determination. The provisions of this Article replace and supersede the provisions of the prior Article VII governing Indemnification, and govern any claim, demand, suit, action or proceeding that is pending as of the date of the adoption of this Article.

#### **ARTICLE VIII. AMENDMENTS**

These by-laws may be altered, amended or repealed and new by-laws may be adopted by the board at any special or regular meeting. For special meetings, the proposed alterations, amendments or repeals should be sent, in writing, to the members of the board, together with the notice of meeting. For regular meetings, the same requirements apply, but the sending must occur at least seventy-two hours in advance of such regular meeting.

**Attachment C: Certificates of Incorporation**

**MTA**



**Metropolitan Transportation Authority**

New York City Transit  
Long Island Rail Road  
Long Island Bus  
Metro-North Railroad  
Bridges and Tunnels

Albany Office:  
111 Washington Avenue  
Albany, New York 12210  
Phone: (518) 434-0158  
Fax: (518) 434-0467

# Fax Cover Sheet

Date: 4-28  
To: Roberta Bender  
Fax Number: x 7398  
From: Maureen E. Pasquini  
Number of Pages Including Cover: 19

MTA - no  
Certificate in Albany  
at Dept. of State. Attached  
is the copy of the filing.  
DM

04/20/98 THE STATE OF NY FOR THE STATE OF NY  
MIA ALBANI 4002

METROPOLITAN TRANSPORTATION AUTHORITY  
347 MADISON AVE  
ATT M PASQUINI  
NEW YORK NY 10017

Enclosed is the information you requested. Your payment of  
\$35.00 is hereby acknowledged.

If the name on the enclosed document(s) does not match exactly  
with the name of the entity you requested, this office does not  
have a record of the exact name you requested. The document(s)  
provided appear(s) to be of sufficient similarity to be the  
entity requested.

200504270392 61

x 7398

04/20/05 110 02.10 100010 404 0407 MIA ALDANI 000

State of New York }  
Department of State } ss:

*I hereby certify that the annexed copy has been compared with the original document filed by the Department of State and that the same is a true copy of said original.*

*Witness my hand and seal of the Department of State on*

**April 27, 2005**



A handwritten signature in black ink, appearing to read "R. A. S.", is written over the printed name of the Secretary of State.

*Secretary of State*



## CHAPTER 324

AN ACT to amend the public authorities law and the state finance law, in relation to the creation of the metropolitan commuter transportation authority and making an appropriation therefor

Became a law June 1, 1965, with the approval of the Governor. Passed by a majority vote, three-fifths being present

*The People of the State of New York, represented in Senate and Assembly, do enact as follows:*

Section 1. Legislative findings and declaration of purpose. It is hereby found and declared that:

1. Efficient and adequate transportation of commuters within the New York metropolitan area is of vital importance to the commerce, defense and general welfare of the people of the New York metropolitan area, the state, and the nation.
  2. The continued deterioration of the financial situation and physical condition of the Long Island Rail Road, the New York, New Haven and Hartford Railroad and other companies providing rail commuter transportation services constitutes a serious threat to the economic well-being of the state.
  3. This deterioration of rail commuter service has continued despite action by this state to provide modern commuter car equipment, substantial real property tax relief and station maintenance programs for eligible rail commuter transportation systems and despite intensive regional planning and programs conducted in concert with neighboring states and the pursuit of federal aid.
  4. The federal government, the state, and local governments have spent billions of dollars in recent years to provide limited access highways in the New York metropolitan area. The diminution or discontinuance of rail commuter transportation services would necessitate even greater expenditures for highways at great expense to the taxpayers and great inconvenience to the commuters and the people working or residing in the area.
  5. In order to help insure a healthy economy for the state and the New York metropolitan area, the provision of adequate commuter facilities for the transportation of persons must be assured.
  6. The urgent and immediate need for the stabilization, strengthening and improvement of commuter services for the transportation of persons in the metropolitan area can be met by the creation of a public authority to serve as the state's instrument for the carrying out of programs designed to continue and improve commuter services.
  7. Through such public authority the state could deal flexibly and efficiently with the differing financial, managerial and operational problems involved in insuring the continuation of such essential commuter services as those presently being provided by the Long Island Rail Road and the New York, New Haven and Hartford Railroad.
  8. It is declared to be the policy of the state that the preservation, strengthening and improvement of commuter services is an essential public purpose, and that it is in the public interest for the state and its political subdivisions, in cooperation with other levels of government, to take appropriate measures and assume responsibilities for the preservation of such essential services.
- § 2. Sections twelve hundred fifty through twelve hundred seventy-two of the public authorities law, comprising title seven-a of article five of such law, are hereby renumbered to be sections twelve hundred thirty through twelve hundred fifty-two, respectively.
- § 3. Article five of such law is hereby amended by adding a new title thereto, to be title eleven, to read as follows:



TITLE II.

METROPOLITAN COMMUTER TRANSPORTATION AUTHORITY

- Section 1260. Short title.  
1261. Definitions.  
1262. Metropolitan commuter transportation district.  
1263. Metropolitan commuter transportation authority.  
1264. Purposes of the authority.  
1265. General powers of the authority.  
1266. Special powers of the authority.  
1267. Acquisition and disposition of real property.  
1268. Co-operation and assistance of other agencies.  
1269. Notes and bonds of the authority.  
1270. Reserve funds and appropriations.  
1271. Agreement of the state.  
1272. Right of state to require redemption of bonds.  
1273. Remedies of noteholders and bondholders.  
1274. Notes and bonds as legal investment.  
1275. Exemption from taxation.  
1276. Actions against the authority.  
1277. Station operation and maintenance.  
1278. Title not affected if in part unconstitutional or ineffective.

§ 1260. Short title. This title may be cited as the "Metropolitan Commuter Transportation Authority Act."

§ 1261. Definitions. As used or referred to in this title, unless a different meaning clearly appears from the context:

1. "Authority" shall mean the corporation created by section twelve hundred sixty-three of this title.

2. "Authority facilities" shall mean the authority's railroad, omnibus, marine and aviation facilities and operations pursuant to joint service arrangements.

3. "Comptroller" shall mean the comptroller of the state of New York.

4. "Equipment" shall mean rolling stock, omnibuses, vehicles, air, marine or surface craft, motors, boilers, engines, wires, ways, conduits and mechanisms, machinery, tools, implements, materials, supplies, instruments and devices of every nature whatsoever used or useful for transportation purposes or for the generation or transmission of motive power including but not limited to all power houses, and all apparatus and all devices for signalling, communications and ventilation as may be necessary, convenient or desirable for the operation of a transportation facility.

5. "Federal government" shall mean the United States of America, and any officer, department, board, commission, bureau, division, corporation, agency or instrumentality thereof.

6. "Governor" shall mean the governor of the state of New York.

7. "Joint service arrangements" shall mean agreements between or among the authority and any common carrier or freight forwarder, the state, any state agency, the federal government, any other state or agency or instrumentality thereof, any public authority of this or any other state, or any political subdivision or municipality of the state, relating to property, buildings, structures, facilities, services, rates, fares, classifications, divisions, allowances or charges (including charges between operators of railroad, omnibus, marine and aviation facilities), or rules or regulations pertaining thereto, for or in connection with or incidental to transportation in part in or upon railroad, omnibus, marine or aviation facilities and in part in or upon railroad, omnibus, marine or aviation facilities of others described herein.

8. "Marine and aviation facilities" shall mean equipment and craft for the transportation of passengers, mail and cargo between points within the district or pursuant to joint service arrangements, by marine craft and aircraft of all types including but not limited to hydrofoils, ferries, lighters, tugs, barges, helicopters, amphibians,



seaplanes or other contrivances now or hereafter used in navigation or movement on waterways or in the navigation of or flight in airspace. It shall also mean any airport facility within the transportation district but outside the port of New York district as defined in chapter one hundred fifty-four of the laws of nineteen hundred twenty-one, including but not limited to any facility or real property necessary, convenient or desirable for the landing, taking off, accommodation or servicing of such aircraft.

9. "Omnibus facilities" shall mean motor vehicles, of the type operated by carriers subject to the jurisdiction of the public service commission, engaged in the transportation of passengers and their baggage, express and mail between points within the district or pursuant to joint service arrangements, and equipment, property, buildings, structures, improvements, loading or unloading areas, parking areas or other facilities, necessary, convenient or desirable for the accommodation of such motor vehicles or their passengers, including but not limited to buildings, structures and areas notwithstanding that portions may not be devoted to any omnibus purpose other than the production of revenues available for the costs and expenses of all or any facilities of the authority.

10. "Railroad facilities" shall mean right of way and related truckage, rails, cars, locomotives, other rolling stock, signal, power, fuel, communication and ventilation systems, power plants, stations, terminals, storage yards, repair and maintenance shops, yards, equipment and parts, offices and other real estate or personality used or held for or incidental to the operation, rehabilitation or improvement of any railroad operating or to operate between points within the district or pursuant to joint service arrangements, including but not limited to buildings, structures, and areas notwithstanding that portions thereof may not be devoted to any railroad purpose other than the production of revenues available for the costs and expenses of all or any facilities of the authority.

11. "Real property" shall mean lands, structures, franchises and interests in land, waters, lands under water, riparian rights and air rights and any and all things and rights included within said term and includes not only fees simple absolute but also any and all lesser interests including but not limited to easements, rights of way, uses, leases, licenses and all other incorporeal hereditaments and every estate, interest or right, legal or equitable, including terms for years and liens thereon by way of judgments, mortgages or otherwise.

12. "State" shall mean the state of New York.

13. "State agency" shall mean any officer, department, board, commissioner, bureau, division, public benefit corporation, agency or instrumentality of the state.

14. "Transportation facility" shall mean any railroad, omnibus, marine or aviation facility and any person, firm, partnership, association or corporation which owns, leases or operates any such facility or any other facility used for service in the transportation of passengers, United States mail or personal property as a common carrier for hire and any portion thereof and the rights, leaseholds or other interest therein together with routes, tracks, extensions, connections, parking lots, garages, warehouses, yards, storage yards, maintenance and repair shops, terminals, stations and other related facilities thereof, the devices, appurtenances, and equipment thereof and power plants and other instrumentalities used or useful therefor or in connection therewith.

15. "Transportation district" and "district" shall mean the metropolitan commuter transportation district created by section twelve hundred sixty-two of this title.

§ 1262. Metropolitan commuter transportation district. There is hereby created and established a commuter transportation district to be known as the metropolitan commuter transportation district which shall embrace the city of New York and the counties of Dutchess, Nassau, Orange, Putnam, Rockland, Suffolk and Westchester.

§ 1263. Metropolitan commuter transportation authority. 1. There is hereby created the "metropolitan commuter transportation



authority." The authority shall be a body corporate and politic constituting a public benefit corporation. The authority shall consist of a chairman and four other members appointed by the governor by and with the advice and consent of the senate. No more than two of the members may be non-residents of the district. The chairman and each of the members shall be appointed for a term of eight years, provided however, that the chairman first appointed shall serve for a term ending June thirtieth, nineteen hundred seventy-three, and of the other members first appointed, one shall serve for a term ending June thirtieth, nineteen hundred sixty-seven, one shall serve for a term ending June thirtieth, nineteen hundred sixty-nine, one shall serve for a term ending June thirtieth, nineteen hundred seventy-one, and one shall serve for a term ending June thirtieth, nineteen hundred seventy-three. Vacancies occurring otherwise than by expiration of term shall be filled in the same manner as original appointments for the balance of the unexpired term.

2. The chairman shall be paid a salary of forty-five thousand dollars a year; the other members shall be entitled to a fee of one hundred fifty dollars per day when rendering service as a member, provided that the aggregate of such fees to any one member in any one fiscal year shall not exceed the sum of fifteen thousand dollars. Each member, including the chairman, shall be entitled to reimbursement for his actual and necessary expenses incurred in the performance of his official duties.

3. Three members of the authority shall constitute a quorum for the transaction of any business or the exercise of any power of the authority. Except as hereinafter specified, for the transaction of any business or the exercise of any power of the authority, the authority shall have power to act by a majority of the members present at any meeting at which a quorum is in attendance.

4. The chairman shall be the chief executive officer of the authority and shall be responsible for the discharge of the executive and administrative functions of the authority.

5. The authority shall be a "state agency" for the purposes of sections seventy-three and seventy-four of the public officers law.

6. Notwithstanding any inconsistent provisions of this or any other law, general, special or local, no officer or employee of the state, or of any civil division thereof, shall be deemed to have forfeited or shall forfeit his office or employment or any benefits provided under the retirement and social security law by reason of his acceptance of membership or chairmanship of the authority; provided, however, a member or chairman who holds such other public office or employment shall receive no additional compensation for services rendered pursuant to this title, but shall be entitled to reimbursement for his actual and necessary expenses incurred in the performance of such services.

7. The governor may remove any member for inefficiency, neglect of duty or misconduct in office after giving him a copy of the charges against him and an opportunity to be heard, in person or by counsel in his defense, upon not less than ten days' notice. If any member shall be so removed, the governor shall file in the office of the department of state a complete statement of charges made against such member, and his findings thereon, together with a complete record of the proceedings.

8. The authority shall continue so long as it shall have bonds or other obligations outstanding and until its existence shall be terminated by law. Upon the termination of the existence of the authority, all its rights and properties shall pass to and be vested in the state.

§ 1264. Purposes of the authority. 1. The purposes of the authority shall be the continuance, further development and improvement of commuter transportation and other services related thereto within the metropolitan commuter transportation district, including but not limited to such transportation by railroad, omnibus, marine and air, in accordance with the provisions of this title.



2. It is hereby found and declared that such purposes are in all respects for the benefit of the people of the state of New York and the authority shall be regarded as performing an essential governmental function in carrying out its purposes and in exercising the powers granted by this title.

§ 1265. General powers of the authority. Except as otherwise limited by this title, the authority shall have power:

1. To sue and be sued;
2. To have a seal and alter the same at pleasure;
3. To borrow money and issue negotiable notes, bonds or other obligations and to provide for the rights of the holders thereof;
4. To invest any funds held in reserve or sinking funds, or any monies not required for immediate use or disbursement, at the discretion of the authority, in obligations of the state or the United States government or obligations the principal and interest of which are guaranteed by the state or the United States government;
5. To make and alter by-laws for its organization and internal management, and rules and regulations governing the exercise of its powers and the fulfillment of its purposes under this title;
6. To enter into contracts and leases and to execute all instruments necessary or convenient;
7. To acquire, hold and dispose of real or personal property in the exercise of its powers;
8. To appoint such officers and employees as it may require for the performance of its duties, and to fix and determine their qualifications, duties, and compensation and to retain or employ counsel, auditors, engineers and private consultants on a contract basis or otherwise for rendering professional or technical services and advice;
9. (a) Notwithstanding section one hundred thirteen of the retirement and social security law or any other general or special law, the authority and any of its subsidiary corporations may continue or provide to its affected officers and employees any retirement, disability, death or other benefits provided or required for railroad personnel pursuant to federal or state law.  
(b) The authority and any of its subsidiary corporations may be a "participating employer" in the New York state employees' retirement system with respect to one or more classes of officers and employees of such authority or any such subsidiary corporation, as may be provided by resolution of such authority or any such subsidiary corporation, as the case may be, or any subsequent amendment thereof, filed with the comptroller and accepted by him pursuant to section thirty-one of the retirement and social security law. In taking any action pursuant to this paragraph (b), the authority and any of its subsidiary corporations shall consider the coverages and benefits continued or provided pursuant to paragraph (a) of this subdivision;
10. To make plans, surveys, and studies necessary, convenient or desirable to the effectuation of the purposes and powers of the authority and to prepare recommendations in regard thereto;
11. To enter upon such lands, waters or premises as in the judgment of the authority may be necessary, convenient or for the purpose of making surveys, soundings, borings and examinations to accomplish any purpose authorized by this title, the authority being liable for actual damage done;
12. The authority may conduct investigations and hearings in the furtherance of its general purposes, and in aid thereof have access to any books, records or papers relevant thereto; and if any person whose testimony shall be required for the proper performance of the duties of the authority shall fail or refuse to aid or assist the authority in the conduct of any investigation or hearing, or to produce any relevant books, records or other papers, the authority is authorized to apply for process of subpoena, to issue out of any court of general original jurisdiction whose process can reach such person, upon due cause shown;



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13. To do all things necessary, convenient or desirable to carry out its purposes and for the exercise of the powers granted in this title.

§ 1266. Special powers of the authority. In order to effectuate the purposes of this title:

1. The authority may acquire, by purchase, gift, grant, transfer, contract or lease, any transportation facility, wholly or partially within the metropolitan commuter transportation district, or any part thereof, or the use thereof, and may enter into any joint service arrangements as hereinafter provided. Any such acquisition or joint service arrangement shall be authorized only by resolution of the authority approved by not less than three members of the authority.

2. The authority may on such terms and conditions as the authority may determine necessary, convenient or desirable itself establish, construct, effectuate, operate, maintain, renovate, improve, extend or repair any such transportation facility, or may provide for such establishment, construction, effectuation, operation, maintenance, renovation, improvement, extension or repair by contract, lease or other arrangement on such terms as the authority may deem necessary, convenient or desirable with any person, including but not limited to any common carrier or freight forwarder, the state, any state agency, the federal government, any other state or agency or instrumentality thereof, any public authority of this or any other state, the port of New York authority or any political subdivision or municipality of the state. In connection with the operation of any such transportation facility, the authority may establish, construct, effectuate, operate, maintain, renovate, improve, extend or repair or may provide by contract, lease or other arrangement for the establishment, construction, effectuation, operation, maintenance, renovation, improvement, extension or repair of any related services and activities it deems necessary, convenient or desirable, including but not limited to the transportation and storage of freight and the United States mail, feeder and connecting transportation, parking areas, transportation centers, stations and related facilities.

3. The authority may establish, levy and collect such fares, tolls, rentals, rates, charges and other fees as it may deem necessary, convenient or desirable for the use and operation of any transportation facility and related services operated by the authority or under contract, lease or other arrangement with the authority. Any such fares, tolls, rentals, rates, charges or other fees for the transportation of passengers shall be established and changed only by resolution of the authority approved by not less than three members of the authority and only after a public hearing, provided however, that fares, tolls, rentals, rates, charges or other fees for the transportation of passengers on any transportation facility which are in effect at the time that operation of such transportation facility is commenced by the authority or under contract, lease or other arrangement with the authority may be continued in effect without such a hearing. Such fares, tolls, rentals, rates, charges and other fees shall be established as may in the judgment of the authority be necessary to maintain the operations of the authority on a self-sustaining basis. The operations of the authority shall be deemed to be on a self-sustaining basis as required by this title, when the authority is able to pay from revenue and any other funds or property actually available to the authority as the same shall become due, the principal of and interest on the bonds and notes of the authority together with the maintenance of proper reserves therefor, in addition to paying as the same shall become due the expenses of operation of the authority. The authority may contract with the holders of bonds and notes with respect to the exercise of the powers authorized by this section.

4. The authority may establish such schedules and standards of operations and such other rules and regulations including but

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not limited to rules and regulations governing the conduct and safety of the public as it may deem necessary, convenient or desirable for the use and operation of any transportation facility and related services operated by the authority or under contract, lease or other arrangement with the authority. Such rules and regulations shall be filed with the department of state in the manner provided by section one hundred two of the executive law. In the case of any conflict between any such rule or regulation of the authority governing the conduct or safety of the public and any local law, ordinance, rule or regulation, such rule or regulation of the authority shall prevail. Violation of any such rule or regulation of the authority governing the conduct or the safety of the public in or upon any facility of the authority shall constitute an offense and shall be punishable by a fine not exceeding fifty dollars or imprisonment for not more than thirty days or both.

5. The authority may acquire, own, lease, establish, construct, effectuate, operate, maintain, renovate, improve, extend or repair any of its facilities through one or more wholly owned subsidiary corporations of the authority and may transfer to or from any such corporation any moneys, real property or other property for any of the purposes of this title. If the authority determines from time to time to form such a subsidiary corporation, it shall do so by executing and filing with the secretary of state of New York a certificate of incorporation, which may be amended from time to time by similar filing, and which shall set forth the name of such subsidiary corporation, its duration, the location of its principal office, and any or all of the purposes of acquiring, owning, leasing, establishing, constructing, effectuating, operating, maintaining, renovating, improving, extending or repairing one or more facilities of the authority. Such subsidiary corporation shall be a body politic and corporate constituting a public benefit corporation.\* The directors of such subsidiary corporation shall be the same persons holding the offices of members of the authority. Such subsidiary corporation shall have all the powers vested in the authority itself for the purposes of this title except that it shall not have the power to contract indebtedness. Such subsidiary corporation and any of its property, functions and activities shall have all of the privileges, immunities, tax exemptions and other exemptions of the authority and of the authority's property, functions and activities. Such subsidiary corporation shall be subject to the restrictions and limitations to which the authority may be subject. Such subsidiary corporation shall be subject to suit in accordance with section twelve hundred seventy-six of this title as if such subsidiary corporation were the authority itself. The employees of any such subsidiary corporation, except those who are also employees of the authority, shall not be deemed employees of the authority.

Whenever any state, political subdivision, municipality, commission, agency, officer, department, board, division or person is authorized and empowered for any of the purposes of this title to co-operate and enter into agreements with the authority such state, political subdivision, municipality, commission, agency, officer, department, board, division or person shall have the same authorization and power for any of such purposes to co-operate and enter into agreements with such subsidiary corporation.

6. The authority, in its own name or in the name of the state, may apply for and receive and accept grants of property, money and services and other assistance offered or made available to it by any person, government or agency whatever, which it may use to meet capital or operating expenses and for any other use within the scope of its powers, and to negotiate for the same upon such terms and conditions as the authority may determine to be necessary, convenient or desirable.

7. The authority may lease railroad cars for use in its passenger service pursuant to the provisions of chapter six hundred thirty-eight of the laws of nineteen hundred fifty-nine.

\* So in original. [Word misspelled.]



8. The authority may do all things it deems necessary, convenient or desirable to manage, control and direct the maintenance and operation of transportation facilities, equipment or real property operated by or under contract, lease or other arrangement with the authority. Except as hereinafter specially provided, no municipality or political subdivision, including but not limited to a county, city, village, town or school or other district shall have jurisdiction over any facilities of the authority or any of its activities or operations. The local laws, resolutions, ordinances, rules and regulations of a municipality or political subdivision, heretofore or hereafter adopted, conflicting with this title or any rule or regulation of the authority, shall not be applicable to the facilities, activities or operations of the authority. Each municipality or political subdivision, including but not limited to a county, city, village, town or district in which any facilities of the authority are located shall provide for such facilities police, fire and health protection services of the same character and to the same extent as those provided for residents of such municipality or political subdivision.

The jurisdiction, supervision, powers and duties of the public service commission or of the department of public service of the state under the public service law shall not extend to the authority in the exercise of any of its powers under this title. The authority may agree with the state department of public works for the execution by such department of any grade crossing elimination project or any grade crossing separation reconstruction project along any railroad facility operated by the authority or under contract, lease or other arrangement with the authority. Any such project shall be executed as provided in the grade crossing elimination act and the railroad law, respectively, and the costs of any such project shall be borne as provided in such laws, except that the authority's share of such costs shall be borne by the state.

§ 1267. Acquisition and disposition of real property. 1. In addition to the powers provided in section twelve hundred sixty-six of this title to acquire transportation facilities, equipment and real property, the authority may acquire, by condemnation pursuant to the condemnation law, any real property it may deem necessary, convenient or desirable to effectuate the purposes of this title, provided however, that any such condemnation proceedings shall be brought only in the supreme court and the compensation to be paid shall be ascertained and determined by the court without a jury.

2. Nothing herein contained shall be construed to prevent the authority from bringing any proceedings to remove a cloud on title or such other proceedings as it may, in its discretion, deem proper and necessary or from acquiring any such property by negotiation or purchase.

3. Where a person entitled to an award in the proceedings to condemn any real property for any of the purposes of this title remains in possession of such property after the time of the vesting of title in the condemnor, the reasonable value of his use and occupancy of such property subsequent to such time as fixed by agreement or by the court in such proceedings or by any court of competent jurisdiction shall be a lien against such award subject only to the liens of record at the time of vesting of title in the condemnor.

4. Title to all property acquired under this act shall vest in the authority.

5. The authority may, whenever it determines that it is in the interest of the authority, dispose of any real property or property other than real property, which it determines is not necessary, convenient or desirable for its purposes.

6. The authority may, whenever it shall determine that it is in the interest of the authority, rent, lease, or grant easements or other rights in, any land or property of the authority.



§ 1268. Co-operation and assistance of other agencies. To avoid duplication of effort and in the interests of economy, the authority may make use of existing studies, surveys, plans, data and other materials in the possession of any state agency or any municipality or political subdivision of the state. Each such agency, municipality or subdivision is hereby authorized to make the same available to the authority and otherwise to assist it in the performance of its functions. At the request of the authority, each such agency, municipality or subdivision which is engaged in highway or other transportation activities or in land use or development planning, or which is charged with the duty of providing or regulating any transportation facility or any other public facility, is further authorized to provide the authority with information regarding its plans and programs affecting the transportation district so that the authority may have available to it current information with respect thereto. The officers and personnel of such agencies, municipalities or subdivisions, and of any other government or agency whatever, may serve at the request of the authority upon such advisory committees as the authority shall determine to create and such officers and personnel may serve upon such committees without forfeiture of office or employment and with no loss or diminution in the compensation, status, rights and privileges which they otherwise enjoy.

§ 1269. Notes and bonds of the authority. 1. (a) The authority shall have power and is hereby authorized from time to time to issue its negotiable bonds and notes in such principal amount, as, in the opinion of the authority, shall be necessary to provide sufficient funds for achieving its purposes, including the acquisition, establishment, construction, effectuation, operation, maintenance, renovation, improvement, extension or repair of any transportation facility, the payment of interest on bonds and notes of the authority, establishment of reserves to secure such bonds and notes, the provision of working capital and all other expenditures of the authority incident to and necessary or convenient to carry out its purposes and powers;

(b) The authority shall have power, from time to time, to issue renewal notes, to issue bonds to pay notes and whenever it deems refunding expedient, to refund any bonds by the issuance of new bonds, whether the bonds to be refunded have or have not matured, and to issue bonds partly to refund bonds then outstanding and partly for any other purpose. The refunding bonds shall be sold and the proceeds applied to the purchase, redemption or payment of the bonds to be refunded;

(c) Except as may otherwise be expressly provided by the authority, every issue of its notes or bonds shall be general obligations of the authority payable out of any revenues or monies of the authority, subject only to any agreements with the holders of particular notes or bonds pledging any particular receipts or revenues;

(d) Whether or not the notes or bonds are of such form and character as to be negotiable instruments under article eight of the uniform commercial code, the notes or bonds shall be and hereby are made negotiable instruments within the meaning of and for all the purposes of article eight of the uniform commercial code, subject only to the provisions of the notes or bonds for registration.

2. The notes and bonds shall be authorized by resolution approved by not less than three members of the authority, shall bear such date or dates, and shall mature at such time or times, in the case of any such note or any renewals thereof not exceeding five years from the date of issue of such original note, and in the case of any such bond not exceeding fifty years from the date of issue, as such resolution or resolutions may provide. The notes and bonds shall bear interest at such rate or rates, be in such denominations, be in such form, either coupon or registered, carry such registration privileges, be executed in such manner,



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be payable in such medium of payment, at such place or places and be subject to such terms of redemption as such resolution or resolutions may provide. The notes and bonds of the authority may be sold by the authority, at public or private sale, at such price or prices as the authority shall determine. No notes or bonds of the authority may be sold by the authority at private sale, however, unless such sale and the terms thereof have been approved in writing by (a) the comptroller, where such sale is not to the comptroller, or (b) the director of the budget, where such sale is to the comptroller.

3. Any resolution or resolutions authorizing any notes or bonds or any issue thereof may contain provisions, which shall be a part of the contract with the holders thereof, as to:

(a) pledging all or any part of the fares, tolls, rentals, rates, charges and other fees made or received by the authority or any of its subsidiary corporations, and other monies received or to be received, to secure the payment of the notes or bonds or of any issue thereof, subject to such agreements with bondholders or noteholders as may then exist;

(b) pledging all or any part of the assets of the authority or of any of its subsidiary corporations to secure the payment of the notes or bonds or of any issue of notes or bonds, subject to such agreements with noteholders or bondholders as may then exist;

(c) the use and disposition of fares, tolls, rentals, rates, charges and other fees made or received by the authority or any of its subsidiary corporations;

(d) the setting aside of reserves or sinking funds and the regulation and disposition thereof;

(e) limitations on the purpose to which the proceeds of sale of notes or bonds may be applied and pledging such proceeds to secure the payment of the notes or bonds or of any issue thereof;

(f) limitations on the issuance of additional notes or bonds; the terms upon which additional notes or bonds may be issued and secured; the refunding of outstanding or other notes or bonds;

(g) the procedure, if any, by which the terms of any contract with noteholders or bondholders may be amended or abrogated, the amount of notes or bonds the holders of which must consent thereto, and the manner in which such consent may be given;

(h) limitations on the amount of monies to be expended by the authority or any of its subsidiary corporations for operating, administrative or other expenses of the authority or any of its subsidiary corporations;

(i) vesting in a trustee or trustees such property, rights, powers and duties in trust as the authority may determine, which may include any or all of the rights, powers and duties of the trustee appointed by the bondholders pursuant to this title, and limiting or abrogating the right of the bondholders to appoint a trustee under this article or limiting the rights, powers and duties of such trustee;

(j) any other matters, of like or different character, which in any way affect the security or protection of the notes or bonds.

4. In addition to the powers herein conferred upon the authority to secure its notes and bonds, the authority shall have power in connection with the issuance of notes and bonds to enter into such agreements as the authority may deem necessary, convenient or desirable concerning the use or disposition of its monies or property or the monies or property of any of its subsidiary corporations, including the mortgaging of any such property and the entrusting, pledging or creation of any other security interest in any such monies or property and the doing of any act (including refraining from doing any act) which the authority would have the right to do in the absence of such agreements. The authority shall have power to enter into amendments of any such agreements within the powers granted to the authority by this title and to perform such agreements. The provisions of any such agreements may be made a part of the contract with the holders of the notes and bonds of the authority.

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5. It is the intention hereof that any pledge, mortgage or security instrument made by the authority shall be valid and binding from the time when the pledge, mortgage or security instrument is made: that the monies or property so pledged, mortgaged and entrusted and thereafter received by the authority shall immediately be subject to the lien of such pledge, mortgage or security instrument without any physical delivery thereof or further act; and that the lien of any such pledge, mortgage or security instrument shall be valid and binding as against all parties having claims of any kind in tort, contract or otherwise against the authority, irrespective of whether such parties have notice thereof. Neither the resolution nor any mortgage, security instrument or other instrument by which a pledge, mortgage lien or other security is created need be recorded or filed and the authority shall not be required to comply with any of the provisions of the uniform commercial code.

6. Neither the members of the authority nor any person executing the notes or bonds shall be liable personally on the notes or bonds or be subject to any personal liability or accountability by reason of the issuance thereof.

7. The authority, subject to such agreements with noteholders or bondholders as may then exist, shall have power out of any funds available therefor to purchase notes or bonds of the authority, which shall thereupon be cancelled, at a price not exceeding (a) if the notes or bonds are then redeemable, the redemption price then applicable plus accrued interest to the next interest payment date thereon, or (b) if the notes or bonds are not then redeemable, the redemption price applicable on the first date after such purchase upon which the notes or bonds become subject to redemption plus accrued interest to such date.

8. The state shall not be liable on notes or bonds of the authority and such notes and bonds shall not be a debt of the state, and such notes and bonds shall contain on the face thereof a statement to such effect.

§ 1270. Reserve funds and appropriations. 1. The authority may create and establish one or more reserve funds to be known as debt service reserve funds and may pay into such debt service reserve funds (a) any monies appropriated and made available by the state for the purposes of such funds, (b) any proceeds of sale of notes or bonds, to the extent provided in the resolution of the authority authorizing the issuance thereof, and (c) any other monies which may be made available to the authority for the purpose of such funds from any other source or sources. The monies held in or credited to any debt service reserve fund established under this section, except as hereinafter provided, shall be used solely for the payment of the principal of bonds of the authority secured by such debt service reserve fund as the same mature, the purchase of such bonds of the authority, the payment of interest on such bonds of the authority or the payment of any redemption premium required to be paid when such bonds are redeemed prior to maturity; provided however, that the authority shall have power to provide that monies in any such fund shall not be withdrawn therefrom at any time in such amount as would reduce the amount of such fund to less than the maximum amount of principal and interest maturing and becoming due in any succeeding calendar year or years not exceeding two such years on the bonds of the authority then outstanding and secured by such debt service reserve fund, except for the purpose of paying principal of and interest on such bonds of the authority secured by such debt service reserve fund maturing and becoming due and for the payment of which other monies of the authority are not available. Any income or interest earned by, or increment to, any such debt service reserve fund due to the investment thereof may be transferred by the authority to any other fund or account of the authority and the authority shall have power to provide that any such transfer shall not reduce the amount of such debt service reserve fund below the maximum amount of principal and interest maturing and becoming due in any succeeding calendar year or years not exceeding two such years on all bonds of the authority then outstanding and secured by such debt service reserve fund.



2. The authority shall have power to provide that it shall not issue bonds at any time if the maximum amount of principal and interest maturing and becoming due in any succeeding calendar year or years not exceeding two such years on the bonds outstanding and then to be issued and secured by a debt service reserve fund will exceed the amount of such debt service reserve fund at the time of issuance, unless the authority, at the time of the issuance of such bonds, shall deposit in such debt service reserve fund from the proceeds of the bonds so to be issued, or otherwise, an amount which, together with the amount then in such debt service reserve fund, will be not less than the maximum amount of principal and interest maturing and becoming due in any such succeeding calendar year or years not exceeding two such years on the bonds then to be issued and on all other bonds of the authority then outstanding and secured by such debt service reserve fund.

3. To assure the continued operation and solvency of the authority for the carrying out of the public purposes of this title, provision is made in subdivision one of this section for the accumulation in each debt service reserve fund of an amount equal to the maximum amount of principal and interest maturing and becoming due in any succeeding calendar year or years not exceeding two such years as determined by the authority on all bonds of the authority then outstanding and secured by such debt service reserve fund. In order further to assure the maintenance of such debt service reserve funds in the respective amounts provided therefor by the authority in the issuance of its bonds secured thereby, there shall be annually apportioned and paid to the authority for deposit in each such debt service reserve fund such amount, if any, as shall be certified by the chairman of the authority to the governor and director of the budget as necessary to restore such debt service reserve fund to an amount equal to the amount provided therefor by the authority as aforesaid. The chairman of the authority shall annually, on or before December first, make and deliver to the governor and director of the budget his certificate stating the amount, if any, required to restore each debt service reserve fund to the amount aforesaid and the amount or amounts so certified, if any, shall be apportioned and paid to the authority during the then current state fiscal year.

4. In computing the amount of any debt service reserve fund for the purposes of this section, securities in which all or a portion of such fund shall be invested shall be valued at par, or if purchased at less than par, at their cost to the authority.

§ 1271. Agreement of the state. The state does hereby pledge to and agree with the holders of any notes or bonds issued under this title, that the state will not limit or alter the rights hereby vested in the authority to fulfill the terms of any agreements made with the holders thereof, or in any way impair the rights and remedies of such holders until such notes or bonds, together with the interest thereon, with interest on any unpaid installments of interest, and all costs and expenses for which the authority is liable in connection with any action or proceeding by or on behalf of such holders, are fully met and discharged. The authority is authorized to include this pledge and agreement of the state in any agreement with the holders of such notes or bonds.

§ 1272. Right of state to require redemption of bonds. Notwithstanding and in addition to any provisions for the redemption of bonds which may be contained in any contract with the holders of the bonds, the state may, upon furnishing sufficient funds therefor, require the authority to redeem, prior to maturity, as a whole, any issue of bonds on any interest payment date not less than twenty years after the date of the bonds of such issue at one



twenty-five per centum of their face value and accrued interest or at such lower redemption price as may be provided in the bonds in case of the redemption thereof as a whole on the redemption date. Notice of such redemption shall be published in at least two newspapers publishing and circulating respectively in the cities of Albany and New York at least twice, the first publication to be at least thirty days before the date of redemption.

§ 1273. Remedies of noteholders and bondholders. 1. In the event that the authority shall default in the payment of principal or interest on any issue of notes or bonds after the same shall become due, whether at maturity or upon call for redemption, and such default shall continue for a period of thirty days, or in the event that the authority shall fail or refuse to comply with the provisions of this title or shall default in any agreement made with the holders of any issue of notes or bonds, the holders of twenty-five per centum in aggregate principal amount of the notes or bonds of such issue then outstanding, by instrument or instruments filed in the office of the clerk of any county in which the authority operates and has an office and proved or acknowledged in the same manner as a deed to be recorded, may appoint a trustee to represent the holders of such notes or bonds for the purposes herein provided.

2. Such trustee may, and upon written request of the holders of twenty-five per centum in principal amount of such notes or bonds then outstanding shall, in his or its own name:

(a) by suit, action or proceeding in accordance with the civil practice law and rules, enforce all rights of the noteholders or bondholders, including the right to require the authority to collect fares, tolls, rentals, rates, charges and other fees adequate to carry out any agreement as to, or pledge of, such fares, tolls, rentals, rates, charges and other fees and to require the authority to carry out any other agreements with the holders of such notes or bonds and to perform its duties under this title;

(b) bring suit upon such notes or bonds;

(c) by action or suit, require the authority to account as if it were the trustee of an express trust for the holders of such notes or bonds;

(d) by action or suit, enjoin any acts or things which may be unlawful or in violation of the rights of the holders of such notes or bonds;

(e) declare all such notes or bonds due and payable, and if all defaults shall be made good, then, with the consent of the holders of twenty-five per centum of the principal amount of such notes or bonds then outstanding, to annul such declaration and its consequences.

3. Such trustee shall in addition to the foregoing have and possess all of the powers necessary or appropriate for the exercise of any functions specifically set forth herein or incident to the general representation of bondholders or noteholders in the enforcement and protection of their rights.

4. The supreme court shall have jurisdiction of any suit, action or proceeding by the trustee on behalf of such noteholders or bondholders. The venue of any such suit, action or proceeding shall be laid in the county in which the instrument or instruments are filed in accordance with subdivision one of this section.

5. Before declaring the principal of notes or bonds due and payable, the trustee shall first give thirty days' notice in writing to the governor, to the authority, to the comptroller and to the attorney general of the state.

§ 1274. Notes and bonds as legal investment. The notes and bonds of the authority are hereby made securities in which all public officers and bodies of the state and all municipalities and political subdivisions, all insurance companies and associations and other persons carrying on an insurance business, all banks, bankers, trust companies, savings banks and savings associations, including savings and loan associations, building and loan associations, investment companies and other persons carrying on a banking busi-



ness, all administrators, guardians, executors, trustees and other fiduciaries, and all other persons whatsoever who are now or who may hereafter be authorized to invest in bonds or other obligations of the state, may properly and legally invest funds including capital in their control or belonging to them. Notwithstanding any other provisions of law, the bonds of the authority are also hereby made securities which may be deposited with and shall be received by all public officers and bodies of this state and all municipalities and political subdivisions for any purpose for which the deposit of bonds or other obligations of the state is now or may hereafter be authorized.

§ 1275. *Exemption from taxation.* It is hereby found, determined and declared that the creation of the authority and the carrying out of its purposes is in all respects for the benefit of the people of the state of New York and for the improvement of their health, welfare and prosperity and is a public purpose, and that the authority will be performing an essential governmental function in the exercise of the powers conferred upon it by this title, and that the authority shall be required to pay no fees, taxes or assessments, whether state or local, including but not limited to fees, taxes or assessments on real estate, franchise taxes, sales taxes or other excise taxes, upon any of its property, or upon the use thereof, or upon its activities in the operation and maintenance of its facilities or on any fares, tolls, rentals, rates, charges or other fees, revenues or other income received by the authority and that the bonds of the authority and the income therefrom shall at all times be exempt from taxation, except for gift and estate taxes and taxes on transfers. This section shall constitute a covenant and agreement with the holders of all bonds issued by the authority.

§ 1276. *Actions against the authority.* 1. As a condition to the consent of the state to such suits against the authority, in every action against the authority for damages, for injuries to real or personal property or for the destruction thereof, or for personal injuries or death, the complaint shall contain an allegation that at least thirty days have elapsed since the demand, claim or claims upon which such action is founded were presented to a member of the authority or other officer designated for such purpose and that the authority has neglected or refused to make an adjustment or payment thereof.

2. An action against the authority founded on tort shall not be commenced more than one year after the cause of action therefor shall have accrued, nor unless a notice of claim shall have been served on the authority within the time limited by and in compliance with all the requirements of section fifty-e of the general municipal law.

3. The authority shall be liable, and shall assume the liability to the extent that it shall save harmless any duly appointed officer or employee of the authority, for the negligence of such officer or employee, in the operation of a vehicle or other facility of transportation owned or otherwise under the jurisdiction and control of the authority in the discharge of a duty imposed upon such officer or employee at the time of the accident, injury or damages complained of, while otherwise acting in the performance of his duties and within the scope of his employment.

4. The authority may require any person, presenting for settlement an account or claim for any cause whatever against the authority, to be sworn before a member, counsel or an attorney, officer or employee of the authority designated for such purpose, concerning such account or claim and when so sworn to answer orally as to any facts relative to such account or claim. The authority shall have power to settle or adjust all claims in favor of or against the authority.

5. The rate of interest to be paid by the authority upon any judgment for which it is liable shall not exceed four per centum per annum.



§ 1277. *Station operation and maintenance.* The operation, maintenance and use of passenger stations shall be public purposes of the city of New York and the counties within the district. The total cost to the authority of operation, maintenance and use of each passenger station within the district serviced by one or more railroad facilities of the authority, including the buildings, appurtenances, platforms, lands and approaches incidental or adjacent thereto, shall be borne by the city of New York if such station is located in such city or, if not located in such city, by such county within the district in which such station is located. On or before June first of each year, the authority shall determine and certify to the city of New York and to each such county the total cost to the authority, for the twelve-month period ending the preceding March thirty-first, of operation, maintenance and use of each such passenger station within such city and each such county, respectively. On or before the following September first, of each year, such city and each such county shall pay to the authority such cost so certified to it on or before the preceding June first. If for any such twelve-month period the authority determines that the total revenues of any railroad facility will be such as not to require payment for the full amount of the costs of operation, maintenance and use of the passenger stations served by such facility, the authority in its discretion may reduce by a uniform percentage of established costs the amounts required of the city of New York, if such city is served by such facility, and each county so served, provided however, that the amount required of such city or any such county shall not be reduced for any such twelve-month period below the total cost to the authority so certified of maintenance and use of such passenger stations so served in such city or such county. Such city and each such county shall have power to finance such costs to it by the issuance of budget notes pursuant to section 29.00 of the local finance law.

§ 1278. *Title not affected if in part unconstitutional or ineffective.* If any provision of any section of this title or the application thereof to any person or circumstance shall be adjudged invalid by a court of competent jurisdiction, such order or judgment shall be confined in its operation to the controversy in which it was rendered, and shall not affect or invalidate the remainder of any provision of any section of this title or the application of any part thereof to any other person or circumstance and to this end the provisions of each section of this title are hereby declared to be severable.

§ 4. Subdivision eleven of section ninety-eight of the state finance law is hereby amended by adding a new paragraph thereto, to be paragraph ee, to read as follows:

cc. *Metropolitan Commuter Transportation Authority.*

§ 5. Paragraph b of subdivision two of section one hundred five of such law, as last separately amended by chapter three hundred forty-five of the laws of nineteen hundred sixty-three and chapter nine hundred thirty-two of the laws of nineteen hundred sixty-three, is hereby amended to read as follows:

b. In lieu of such surety bond, with the permission of the comptroller and the commissioner of taxation and finance, deposit with the comptroller outstanding unmatured

(1) bonds or notes of the United States of America, or obligations, the payment of which is guaranteed by the United States of America, or

(2) bonds or notes of the state of New York, or

(3) bonds of any county, town, city, village or school districts in the state of New York authorized to be issued by law, or

(4) bonds of the Port of New York Authority of any year, or

(5) bonds of the Buffalo and Fort Erie Public Bridge Authority,

or

- (6) bonds of the Triborough bridge and tunnel authority, or
- (7) bonds or notes of the New York state thruway authority, or
- (8) bonds, notes or other obligations of any municipal housing authority in the state of New York authorized to be issued by law, provided such bonds, notes or other obligations qualify under the provisions of section forty-nine of the public housing law, or
- (9) bonds or notes of the Power Authority of the state of New York, or
- (10) bonds or notes of the Niagara Frontier Port Authority, or
- (11) bonds or notes of the Dormitory Authority of the state of New York, [for which the commissioner of taxation and finance and the comptroller shall deliver a certificate of deposit containing the conditions of such deposit;] or
- [(11)] (12) bonds or notes of the New York state bridge authority, or
- [(12)] (13) bonds or notes issued for any of the corporate purposes of the New York state housing finance agency, [for which the commissioner of taxation and finance and the comptroller shall deliver a certificate of deposit containing the conditions of such deposit;] or
- (14) bonds or notes of the Metropolitan Commuter Transportation Authority, for which the commissioner of taxation and finance and the comptroller shall deliver a certificate of deposit containing the conditions of such deposit, or

§ 6. The sum of five million dollars (\$5,000,000) or so much thereof as may be necessary is hereby appropriated from the capital construction fund for the corporate purposes of the metropolitan commuter transportation authority as created by this chapter. The moneys hereby appropriated when made available pursuant to a certificate of approval of availability issued by the director of the budget shall be paid from the capital construction fund on the audit and warrant of the comptroller on vouchers approved by the chairman of the metropolitan commuter transportation authority.

§ 7. This act shall take effect immediately.



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\*\*\* THIS SECTION IS CURRENT THROUGH CH. 13, 03/10/2004 \*\*\*  
\*\*\* WITH THE EXCEPTION OF CHS. 1-3 and 12 \*\*\*

PUBLIC AUTHORITIES LAW  
ARTICLE 5. PUBLIC UTILITY AUTHORITIES  
TITLE 11. METROPOLITAN COMMUTER TRANSPORTATION AUTHORITY

**GO TO CODE ARCHIVE DIRECTORY FOR THIS JURISDICTION**

*NY CLS Pub A § 1263 (2004)*

§ 1263. Metropolitan transportation authority

1. (a) [Until Jan 1, 2006]

(1) There is hereby created the "metropolitan transportation authority." The authority shall be a body corporate and politic constituting a public benefit corporation. The authority shall consist of a chairman [fig 1], sixteen other voting members, and two non-voting and four alternate non-voting members, as described in subparagraph two of this paragraph appointed by the governor by and with the advice and consent of the senate. Four of the sixteen voting members other than the chairman shall be appointed on the written recommendation of the mayor of the city of New York; and each of seven other voting members other than the chairman shall be appointed after selection from a written list of three recommendations from the chief executive officer of the county in which the particular member is required to reside pursuant to the provisions of this subdivision. Of the members appointed on recommendation of the chief executive officer of a county, one such member shall be, at the time of appointment, a resident of the county of Nassau; one a resident of the county of Suffolk; one a resident of the county of Westchester; and one a resident of the county of Dutchess, one a resident of the county of Orange, one a resident of the county of Putnam and one a resident of the county of Rockland, provided that the term of any member who is a resident of a county that has withdrawn from the metropolitan commuter transportation district pursuant to section twelve hundred seventy-nine-b of this article shall terminate upon the effective date of such county's withdrawal from such district. Of the five voting members, other than the chairman, appointed by the governor without recommendation from any other person, three shall be, at the time of appointment, residents of the city of New York and two shall be, at the time of appointment, residents of such city or of any of the aforementioned counties in the metropolitan commuter transportation district. The chairman and each of the members shall be appointed for a term of six years, provided however, that the chairman first appointed shall serve for a term ending June thirtieth, nineteen hundred eighty-one, and the sixteen other members first appointed shall serve for the following terms: The members from the counties of Nassau and Westchester shall each serve for a term ending June thirtieth, nineteen hundred eighty-five; the members from the county of Suffolk and from the counties of Dutchess, Orange, Putnam and Rockland shall each serve for a term ending June thirtieth, nineteen hundred ninety-two; two of the members appointed on recommendation of the mayor of the city of New York shall each serve for a term ending June thirtieth, nineteen hundred eighty-four and, two shall each serve for a term ending June thirtieth, nineteen hundred eighty-one; two of the members appointed by the governor without the recommendation of any other person shall each serve for a term ending June thirtieth, nineteen hundred eighty-two, two shall each serve for a term ending June thirtieth, nineteen hundred eighty and one shall serve for a term ending June thirtieth, nineteen hundred eighty-five. The two non-voting and four alternate non-voting members shall serve until January first, two thousand one. The members from the counties of Dutchess, Orange, Putnam and Rockland shall cast one collective vote.



1. (a) [Eff Jan 1, 2006] There is hereby created the "metropolitan transportation authority." The authority shall be a body corporate and politic constituting a public benefit corporation. The authority shall consist of a chairman and sixteen other members appointed by the governor by and with the advice and consent of the senate. Four of the sixteen members other than the chairman shall be appointed on the written recommendation of the mayor of the city of New York; and each of seven other members other than the chairman shall be appointed after selection from a written list of three recommendations from the chief executive officer of the county in which the particular member is required to reside pursuant to the provisions of this subdivision. Of the members appointed on recommendation of the chief executive officer of a county, one such member shall be, at the time of appointment, a resident of the county of Nassau; one a resident of the county of Suffolk; one a resident of the county of Westchester; and one a resident of the county of Dutchess, one a resident of the county of Orange, one a resident of the county of Putnam and one a resident of the county of Rockland, provided that the term of any member who is a resident of a county that has withdrawn from the metropolitan commuter transportation district pursuant to section twelve hundred seventy-nine-b of this article shall terminate upon the effective date of such county's withdrawal from such district. Of the five members, other than the chairman, appointed by the governor without recommendation from any other person, three shall be, at the time of appointment, residents of the city of New York and two shall be, at the time of appointment, residents of such city or of any of the aforementioned counties in the metropolitan commuter transportation district. The chairman and each of the members shall be appointed for a term of six years, provided however, that the chairman first appointed shall serve for a term ending June thirtieth, nineteen hundred eighty-one, and the sixteen other members first appointed shall serve for the following terms: The members from the counties of Nassau and Westchester shall each serve for a term ending June thirtieth, nineteen hundred eighty-five; the members from the county of Suffolk and from the counties of Dutchess, Orange, Putnam and Rockland shall each serve for a term ending June thirtieth, nineteen hundred ninety-two; two of the members appointed on recommendation of the mayor of the city of New York shall each serve for a term ending June thirtieth, nineteen hundred eighty-four and, two shall each serve for a term ending June thirtieth, nineteen hundred eighty-one; two of the members appointed by the governor without the recommendation of any other person shall each serve for a term ending June thirtieth, nineteen hundred eighty-two, two shall each serve for a term ending June thirtieth, nineteen hundred eighty and one shall serve for a term ending June thirtieth, nineteen hundred eighty-five. The members from the counties of Dutchess, Orange, Putnam and Rockland shall cast one collective vote.

(2) (Added, L 1994) There shall be two non-voting members and four alternate non-voting members of the authority, as referred to in subparagraph one of this paragraph.

The first non-voting member shall be a regular mass transit user of the facilities of the authority and be recommended to the governor by the New York city transit authority advisory council. The first alternate non-voting member shall be a regular mass transit user of the facilities of the authority and be recommended to the governor by the Metro-North commuter council. The second alternate non-voting member shall be a regular mass transit user of the facilities of the authority and be recommended to the governor by the Long Island Rail Road commuter's council.

The second non-voting member shall be recommended to the governor by the labor organization representing the majority of employees of the Long Island Rail Road. The third alternate non-voting member shall be recommended to the governor by the labor organization representing the majority of employees of the New York city transit authority. The fourth alternate non-voting member shall be recommended to the governor by the labor organization representing the majority of employees of the Metro-North Commuter Railroad Company. The chairman of the authority, at his direction, may exclude such non-voting member or alternate non-voting member from attending any portion of a meeting of the authority or of any committee established pursuant to paragraph (b) of subdivision four of this section held for the purpose of discussing negotiations with labor organizations.

The non-voting member and the two alternate non-voting members representing the New York city transit authority advisory council, the Metro-North commuter council, and the Long Island Rail Road commuter's council shall serve eighteen month rotating terms, after which time an alternate non-voting member shall become the non-voting member and the rotation shall continue until each alternate member has served at least one eighteen month term as a non-voting member. The other non-voting member and alternate non-voting members representing the New York city transit authority, Metro-North Commuter Railroad Company, and the Long Island Rail Road labor organizations shall serve eighteen month rotating terms, after which time an alternate non-voting member shall become the non-voting member and the rotation shall continue until each alternate member has served at least one eighteen month term as a non-voting member. The transit authority and the commuter railroads shall not be represented concurrently by the two non-voting members during any such eighteen month period.

(a-1) (Added, L 1990) The mayor of the city of New York shall, no later than April first, nineteen hundred ninety-one, develop and submit to the governor, the temporary president of the senate and the speaker of the assembly, a plan



detailing how the four appointments to the metropolitan transportation authority board made by the governor upon the written recommendation of the mayor can be utilized to ensure that each county within the city of New York is represented on such board.

(b) Vacancies occurring otherwise than by expiration of term shall be filled in the same manner as original appointments for the balance of the unexpired term.

2. The chairman and the first vice chairman shall be paid a salary in the amount determined by the authority; the other members shall [fig 1] not receive a salary or other compensation. Each member, including the chairman and the first vice chairman, shall be entitled to reimbursement for [fig 2] actual and necessary expenses incurred in the performance of his or her official duties.

3. (a) A majority of the whole number of members of the authority then in office shall constitute a quorum for the transaction of any business or the exercise of any power of the authority. Except as otherwise specified in this title, for the transaction of any business or the exercise of any power of the authority, the authority shall have power to act by a majority vote of the members present at any meeting at which a quorum is in attendance and except further, that in the event of a tie vote the chairman shall cast one additional vote.

(b) For purposes of determining the presence of a quorum, and for purposes of participation on any committee or subcommittee, those members who collectively cast a single vote pursuant to the provisions of paragraph (a) of subdivision one of this section shall be considered to be a single member, and the presence of such member shall be determined as provided in this subdivision. Except as otherwise provided in a by-law adopted as hereinafter provided, such single member constituting those members entitled to a collective vote shall be deemed present only if all the members then in office entitled to cast such collective vote are present, and such collective vote shall not be cast except in accordance with their unanimous agreement. To evidence the existence of such unanimous agreement among the members entitled to a collective vote, each such member shall be polled as to his vote and such poll shall be recorded in the minutes. Nothing herein shall limit the right of an individual member to participate, other than for purposes of voting or determination of a quorum, in board meetings or in other activities of the authority. At any meeting of the authority at which there is a quorum including all the members then in office entitled to cast a collective vote, the authority may adopt a by-law or by-laws regulating the casting of such collective vote, provided all members then in office entitled to cast a collective vote affirmatively approve such by-law or by-laws. Such by-law or by-laws may provide for the casting of the collective vote by less than all of the members then in office entitled to cast a collective vote and for the presence of the single member constituting those members entitled to a collective vote to be determined by the presence of less than all of such members, provided that the presence of at least half of the number of such members then in office shall be required for such purpose. Any action taken by the authority in accordance with any such by-law or by-laws adopted pursuant to the provisions of this paragraph shall take effect in the same manner as any other action of the authority. Any such by-law or by-laws shall not provide for the casting of any fractional vote or the presence of a quorum consisting of less than a whole number of members. Nor shall such a by-law or by-laws provide for the amendment, repeal or adoption in the future of such a by-law or by-laws in a manner other than that set forth in this paragraph.

(c) No provision of paragraph (b) of this subdivision relating to the adoption of certain by-laws by the authority shall affect the manner in which by-laws of the authority are adopted concerning any subject other than the voting and presence for quorum purposes of the members from the counties of Dutchess, Putnam, Orange and Rockland.

(d) Notwithstanding the provisions of paragraph (a) of subdivision one of this section, any member appointed from the county of Dutchess, Orange, Putnam or Rockland prior to the increase in the number of members of the authority to include a member from each such county shall continue in office as the member from such counties pursuant to section five of the public officers law until the appointment and confirmation of all of the new members from such counties pursuant to the provisions of this section, and no individual member exercising a collective vote appointed and confirmed pursuant to paragraph (a) of subdivision one of this section shall take office until all such new members are appointed and confirmed.

4. The chairman shall be the chief executive officer of the authority and shall be responsible for the discharge of the executive and administrative functions and powers of the authority.

(a) On recommendation of the chairman, the authority shall appoint an executive director who shall be responsible for the administration and the day-to-day operations of the authority and who shall not be a member of the authority.



The chairman shall be empowered to delegate any one or more of his functions or powers to the executive director, provided, however, that the chairman shall delegate to the executive director such functions and powers, including, without limitation, that of appointment, discipline and removal of officers or employees, as are necessary for the executive director to discharge his responsibilities.

(b) [Until Jan 1, 2006] The chairman shall establish committees to assist him in the performance of his duties and shall appoint members of the authority to such committees. Among such committees, there shall be a committee on operations of the New York city transit authority, the Manhattan and Bronx surface transit operating authority and the Staten Island rapid transit operating authority; a committee on operations of the Long Island Rail Road and the metropolitan suburban bus authority; a committee on operations of the Metro-North commuter railroad; a committee on operations of the Triborough bridge and tunnel authority; a committee on finance; and a committee on capital program oversight. In addition to such appointed members, each of the non-voting members referred to in subparagraph two of paragraph (a) of subdivision one of this section shall serve on the committee on capital program oversight, the committee on finance, the committee on operations of the Triborough bridge and tunnel authority, and the operations committee relevant to the commuter council that recommended such member. The alternate non-voting members shall each serve on the respective operations committee relevant to the commuter council that recommended each member. The committee on capital program oversight shall include not less than three members, and shall include the chairpersons of the committee on operations of the New York city transit authority, the Manhattan and Bronx surface transit operating authority and the Staten Island rapid transit operating authority, the committee on operations of the Long Island Rail Road and the metropolitan suburban bus authority, and the committee on operations of the Metro-North commuter railroad. Such committee shall, with respect to any approved or proposed capital program plans, (i) monitor the current and future availability of funds to be utilized for such plans approved or proposed to be submitted to the metropolitan transportation capital program review board as provided in section twelve hundred sixty-nine-b of this title; (ii) monitor the contract awards of the metropolitan transportation authority and the New York city transit authority to insure that such awards are consistent with (A) provisions of law authorizing United States content and New York state content; (B) collective bargaining agreements; (C) provisions of law providing for participation by minority and women-owned businesses; (D) New York state labor laws; (E) competitive bidding requirements including those regarding sole source contracts; and (F) any other relevant requirements established by law; (iii) monitor the award of contracts to determine if such awards are consistent with the manner in which the work was traditionally performed in the past provided, however, that any such determination shall not be admissible as evidence in any arbitration or judicial proceeding; (iv) review the relationship between capital expenditures pursuant to each such capital program plan and current and future operating budget requirements; (v) monitor the progress of capital elements described in each capital program plan approved as provided in section twelve hundred sixty-nine-b of this title; (vi) monitor the expenditures incurred and to be incurred for each such element; and (vii) identify capital elements not progressing on schedule, ascertain responsibility therefor and recommend those actions required or appropriate to accelerate their implementation. The committee shall issue a quarterly report on its activities and findings, and shall in connection with the preparation of such quarterly report, consult with the state division of the budget, the state department of transportation, the members of the metropolitan transportation authority capital program review board and any other group the committee deems relevant, including public employee organizations, and, at least annually, with a nationally recognized independent transit engineering firm. Such report shall be made available to the members of the authority, to the members of the metropolitan transportation authority capital program review board, and the directors of the municipal assistance corporation for the city of New York.

(b) [Eff Jan 1, 2006] The chairman shall establish committees to assist him in the performance of his duties and shall appoint members of the authority to such committees. Among such committees, there shall be a committee on operations of the New York city transit authority, the Manhattan and Bronx surface transit operating authority and the Staten Island rapid transit operating authority; a committee on operations of the Long Island Rail Road and the metropolitan suburban bus authority; a committee on operations of the Metro-North commuter railroad; a committee on operations of the Triborough bridge and tunnel authority; a committee on finance; and a committee on capital program oversight. The committee on capital program oversight shall include not less than three members, and shall include the chairpersons of the committee on operations of the New York city transit authority, the Manhattan and Bronx surface transit operating authority and the Staten Island rapid transit operating authority, the committee on operations of the Long Island Rail Road and the metropolitan suburban bus authority, and the committee on operations of the Metro-North commuter railroad. Such committee shall, with respect to any approved or proposed capital program plans, (i) monitor the current and future availability of funds to be utilized for such plans approved or proposed to be submitted to the metropolitan transportation capital program review board as provided in section twelve hundred sixty-nine-b of this



title; (ii) monitor the contract awards of the metropolitan transportation authority and the New York city transit authority to insure that such awards are consistent with (A) provisions of law authorizing United States content and New York state content; (B) collective bargaining agreements; (C) provisions of law providing for participation by minority and women-owned businesses; (D) New York state labor laws; (E) competitive bidding requirements including those regarding sole source contracts; and (F) any other relevant requirements established by law; (iii) monitor the award of contracts to determine if such awards are consistent with the manner in which the work was traditionally performed in the past provided, however, that any such determination shall not be admissible as evidence in any arbitration or judicial proceeding; (iv) review the relationship between capital expenditures pursuant to each such capital program plan and current and future operating budget requirements; (v) monitor the progress of capital elements described in each capital program plan approved as provided in section twelve hundred sixty-nine-b of this title; (vi) monitor the expenditures incurred and to be incurred for each such element; and (vii) identify capital elements not progressing on schedule, ascertain responsibility therefor and recommend those actions required or appropriate to accelerate their implementation. The committee shall issue a quarterly report on its activities and findings, and shall in connection with the preparation of such quarterly report, consult with the state division of the budget, the state department of transportation, the members of the metropolitan transportation authority capital program review board and any other group the committee deems relevant, including public employee organizations, and, at least annually, with a nationally recognized independent transit engineering firm. Such report shall be made available to the members of the authority, to the members of the metropolitan transportation authority capital program review board, and the directors of the municipal assistance corporation for the city of New York.

(c) (Added, Laws 1990) The chairman shall ensure that at every meeting of the board and at every meeting of each committee the public shall be allotted a period of time, not less than thirty minutes, to speak on any topic on the agenda.

5. The authority shall be a "state agency" for the purposes of sections seventy-three and seventy-four of the public officers law.

6. Notwithstanding any inconsistent provisions of this or any other law, general, special or local, no officer or employee of the state, or of any public corporation as defined in the general corporation law, shall be deemed to have forfeited or shall forfeit his office or employment or any benefits provided under the retirement and social security law or under any public retirement system maintained by the state or any of its subdivisions by reason of his acceptance of membership on or chairmanship of the authority; provided, however, a member or chairman who holds such other public office or employment shall receive no additional compensation for services rendered pursuant to this title, but shall be entitled to reimbursement for his actual and necessary expenses incurred in the performance of such services.

7. The governor may remove any member for inefficiency, neglect of duty or misconduct in office after giving him a copy of the charges against him and an opportunity to be heard, in person or by counsel in his defense, upon not less than ten days' notice. If any member shall be so removed, the governor shall file in the office of the department of state a complete statement of charges made against such member, and his findings thereon, together with a complete record of the proceedings.

8. The authority shall continue so long as it shall have bonds or other obligations outstanding and until its existence shall be terminated by law. Upon the termination of the existence of the authority, all its rights and properties shall pass to and be vested in the state.

9. (Added, L 1991) Whenever the authority causes notices of hearings on proposed changes in services or fares to be posted pursuant to this section or any statute, regulation, or authority policy, or where it voluntarily posts such notices, such notices shall: (a) be written in a clear and coherent manner using words with common and every day meaning; (b) be captioned in large point type bold lettering with a title that fairly and accurately conveys the basic nature of such change or changes; (c) where such change involves a proposed change in levels of fare, include in its title the range of amounts of fare changes under consideration; (d) contain, to the extent practicable, a concise description of the specific nature of the change or changes, including but not limited to a concise description of those changes that affect the largest number of passengers; (e) where such change involves a change in the nature of a route, contain, to the extent practicable, a clear graphic illustration of such change or changes; and (f) where such change involves a partial or complete station closing, such notice shall be posted at the affected station with a clear graphic illustration depicting the nature of any closing for such station.



**HISTORY:** Add, L 1965, ch 324, § 3, eff June 1, 1965.

Former § 1263, add, L 1959, ch 789; renumbered § 1243, L 1965, ch 324, § 2, eff June 1, 1965.

Section heading, amd, L 1967, ch 717, § 83, eff March 1, 1968.

Sub 1, amd, L 1967, ch 717, § 83, L 1970, ch 139, L 1979, ch 275, § 1, L 1979, ch 727, § 1, eff Nov 2, 1979.

Sub 1, par (a), so designated, L 1979, ch 275, § 1; amd, L 1986, ch 669, § 2, L 1986, ch 900, § 1, Aug 5, 1986, L 1986, ch 929, § 25, eff Dec 31, 1986.

Sub 1, par (b), so designated, L 1979, ch 275, § 1, eff July 1, 1979.

Sub 2, amd, L 1968, ch 420, § 185, L 1980, ch 278, § 1, L 1984, ch 999, § 13, eff Dec 18, 1984.

Sub 3, amd, L 1967, ch 717, § 83, L 1979, ch 727, § 2, eff Nov 2, 1979.

Sub 3, par (a), formerly entire sub, so designated L 1986, ch 929, § 26, eff Dec 31, 1986.

Sub 3, par (b), add, L 1986, ch 929, § 26, eff Dec 31, 1986.

Sub 3, par (c), add, L 1986, ch 929, § 26, eff Dec 31, 1986.

Sub 3, par (d), add, L 1986, ch 929, § 26, deemed eff Aug 5, 1986.

Sub 4, amd, L 1967, ch 717, § 83, L 1979, ch 275, § 1, eff July 1, 1979.

Sub 4, par (a), formerly part of subdivision, so lettered and amd, L 1979, ch 275, § 1, eff July 1, 1979.

Sub 4, par (b), add, L 1979, ch 275, § 1; amd, L 1986, ch 929, § 27, eff Dec 31, 1986.

Sub 6, amd, L 1967, ch 717, § 83, eff March 1, 1968.

Sub 1, par (a), redesignated sub 1, par (a), subpar (1) and amd, L 1994, ch 549, § 1, eff Jan 1, 1995, expires and repealed Jan 1, 2006 (see 1994 note below).

Sub 1, par (a), subpar (1), formerly entire sub 1, par (a), redesignated sub 1, par (a), subpar (1) and amd, L 1994, ch 549, § 1, eff Jan 1, 1995, expires and repealed Jan 1, 2006 (see 1994 note below).

The 1994 act deleted at fig 1 "and"

Sub 1, par (a), subpar (2), add, L 1994, ch 549, § 1, eff Jan 1, 1995, expires and repealed Jan 1, 2006 (see 1994 note below).

Sub 1, par (a-1), add, L 1990, ch 367, § 1, eff July 2, 1990.

Sub 2, amd, L 1992, ch 55, § 199, eff May 10, 1992.

The 1992 act deleted at fig 1 "be entitled to a fee of one hundred fifty dollars per day when rendering service as a member, provided that the aggregate of such fees to any one member in any one fiscal year shall not exceed the sum of fifteen thousand dollars" and at fig 2 "his"

Sub 4, par (b), amd, L 1990, ch 494, § 5, eff July 18, 1990, L 1994, ch 549, § 2, eff Jan 1, 1995, expires and repealed Jan 1, 2006 (see 1994 note below).

Sub 4, par (c), add, L 1990, ch 247, § 1, eff Sept 1, 1990.

Sub 9, add, L 1991, ch 464, § 2, eff Sept 1, 1991.

**NOTES:****EDITOR'S NOTES:**

See 1965 note under Title 11.

See 1967 note under § 551.

Laws 1979, ch 275, § 4, provides as follows:

§ 4. Notwithstanding any other provision of law, the board constituting the authority on the effective date of this act is abolished and the terms of office of its then members terminated. Pending the making of appointments pursuant to section one of this act, the members of the board of the authority in office immediately prior to July first, nineteen hundred seventy-nine, shall be the members of the reconstituted board without further act and shall hold office without term until individually replaced or reappointed pursuant to this act by the governor, by and with the advice and consent of the senate. The board of the authority, as reconstituted by this act, shall be the successor in law of the predecessor board in every respect. All of the obligations and duties of such predecessor board shall be obligations and duties of the board of the authority as reconstituted by this act. Any acts of such predecessor board which are in force and effect as of July first, nineteen hundred seventy-nine, shall continue in force and effect until modified or abrogated in accordance with the law by the board of the authority as reconstituted by this act.

Laws 1986, ch 669, § 13, provides as follows:

§ 13. If any provision of this act shall be adjudged by any court of competent jurisdiction to be invalid, such judgment shall not affect, impair or invalidate the remainder of this act, but such judgment shall be confined in its operation to the provision directly involved in the controversy in which such judgment shall have been rendered.

Laws 1994, ch 549, § 3, eff Jan 1, 1995, provides as follows:



§ 3. This act shall take effect January 1, 1995 and shall expire and be deemed repealed on January 1, 2006 and upon such date the provisions of law amended by this act shall revert to and be read as if the provisions of this act had not been enacted. (Amd, L 2000, ch 516, § 1, eff Oct 4, 2000.)

CROSS REFERENCES:

This section referred to in § § 551, 1200, 1225-b, 1261

Payment to Authority of moneys paid to county recording officer on account of certain taxes, *CLS Tax § 261*

CODES, RULES AND REGULATIONS:

Public access to records of Metropolitan Transportation Authority. *21 NYCRR § § 1001.1 et seq*

RESEARCH REFERENCES AND PRACTICE AIDS:

*87 NY Jur 2d, Public Securities § 8*

*89 NY Jur 2d, Rail Transportation § 85*

*1 Am Jur 2d, Administrative Law § § 60-68*

*13 Am Jur 2d, Carriers § § 25-32*

CASE NOTES

The establishment of the Metropolitan Commuter Transportation Authority was essentially for a governmental purpose. *People v Witherspoon (1966) 52 Misc 2d 320, 275 NYS2d 592.*

State was entitled to dismissal of complaint alleging that claimant was assaulted by 2 Metro North Commuter Railroad police officers, as Court of Claims lacked subject matter jurisdiction; claim lay (if at all) against Metropolitan Transportation Authority and Metro North in courts of general jurisdiction pursuant to *CLS Pub A § § 1263, 1265 and 1267.* *Hampton v State (1995, Ct Cl) 168 Misc 2d 1036, 646 NYS2d 66.*

Notice of a public hearing regarding financial plans of the Metropolitan Transportation Authority (MTA) and the New York City Transit Authority (NYCTA) did not have to state that cost savings from one fiscal year would be allocated to the next two fiscal years, rather than to just one fiscal year; neither *N.Y. Pub. Auth. Law § 1205(7)* nor *N.Y. Pub. Auth. Law § 1263(9)* required such detailed financial disclosures by the MTA and the NYCTA in a notice of public hearing regarding proposed changes in fares. *N.Y.P.I.R.G. Straphangers Campaign, Inc. v Metro. Transp. Auth. (2003, App Div, 1st Dept) 763 NYS2d 13.*

Upon enactment of chapter 900 of the Laws of 1986, the members of the Metropolitan Transportation Authority's board selected under prior law to represent the Counties of Dutchess, Orange, Putnam and Rockland cease to hold over in office. 1986 Op Atty Gen No. 86-F13.

Proposed public/private joint venture to further implement and market automated fare collection network developed by Metropolitan Transportation Authority Card Company (MTACC), which was subsidiary of Metropolitan Transportation Authority (MTA), could be established without violating *CLS Pub O § § 73 and 74*; salaried and uncompensated members of MTA board of directors and employees of MTA Group could serve without compensation on governing body of joint venture, as long as joint venture was not incorporated. State Ethics Comm Adv Op No. 95-4.

In connection with proposed public/private joint venture for further implementation and marketing of automated fare collection network developed by Metropolitan Transportation Authority Card Company (MTACC), which was subsidiary of Metropolitan Transportation Authority (MTA), 2-year bar provision of *CLS Pub O § 73(8)* would not prohibit MTACC employees from becoming employees of joint venture or appearing before MTA Group as MTACC was disbanded. State Ethics Comm Adv Op No. 95-4.

In connection with proposed public/private joint venture for further implementation and marketing of automated fare collection network developed by Metropolitan Transportation Authority Card Company (MTACC), which was subsidiary of Metropolitan Transportation Authority (MTA), lifetime bar of *CLS Pub O § 73(8)* would apply to those MTACC employees who would be rendering services for compensation for joint venture on any matter in which they personally participated or were directly concerned or which they actively considered while employee of MTA Group, with individual decisions to be made on case-by-case basis. State Ethics Comm Adv Op No. 95-4.

In connection with proposed public/private joint venture for further implementation and marketing of automated fare collection network developed by Metropolitan Transportation Authority Card Company (MTACC), which was



subsidiary of Metropolitan Transportation Authority (MTA), neither CLS *Pub O* § 73 nor § 74 would prevent MTA Group from lending employees to joint venture. State Ethics Comm Adv Op No. 95-4.

Metropolitan Transportation Authority board members are not subject to CLS *Pub O* § 73(8). State Ethics Comm Adv Op No. 95-33.

For purposes of CLS *Pub O* § 73(8), officers other than Metropolitan Transportation Authority (MTA) board members, MTA employees other than certain senior employees, and officers and employees of any MTA affiliate or subsidiary, are officers or employees only of entity where such officer or employee works. State Ethics Comm Adv Op No. 95-33.

For purposes of CLS *Pub O* § 73(8), chair and first vice-chair of board of Metropolitan Transportation Authority (MTA) and executive director of MTA, by virtue of their statutory designations, are considered to be officers and employees of MTA and all MTA system affiliates and subsidiaries; any other officer or employee who holds title, whether by statute or otherwise, with another MTA entity and whose current responsibilities include actively and routinely managing significant projects or matters involving that MTA entity will be deemed to be officer or employee of each such MTA entity. State Ethics Comm Adv Op No. 95-33.

For purposes of CLS *Pub O* § 73(8), heads of 11 departments of Metropolitan Transportation Authority (MTA) and directors who are their immediate subordinates, whose current responsibilities include actively and routinely managing significant projects or matters involving one or more MTA affiliates or subsidiaries, may be considered to be employee of MTA and other MTA entity, with such determination being made on case-by-case basis. State Ethics Comm Adv Op No. 95-33.

At such time as senior staff member at Metropolitan Transportation Authority (MTA) were to leave his current position, 2-year bar of CLS *Pub O* § 73(8)(a)(i) would preclude his appearing, practicing or rendering services for compensation before MTA and all of MTA's affiliates and subsidiaries. State Ethics Comm Adv Op No. 95-33.



**LIRR**



CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

OF

THE LONG ISLAND RAIL ROAD COMPANY

Under section 1266, subdivision 5, of the  
Public Authorities Law

The undersigned, Metropolitan Transportation Authority, acting pursuant to section 1266, subdivision 5 of the Public Authorities Law, does hereby certify that the certificate of incorporation of The Long Island Rail Road Company, created by Chapter 178 of the Laws of 1834 and now a wholly-owned subsidiary of Metropolitan Transportation Authority, shall be and is amended to be in its entirety as follows:

1. The name of the corporation is THE LONG ISLAND RAIL ROAD COMPANY.
2. The duration of the corporation is:  
So long as Metropolitan Transportation Authority shall continue and no longer, subject to earlier dissolution by action of Metropolitan Transportation Authority.
3. The office of the corporation shall be located in the County of New York, City of New York.
4. The purposes of the corporation are:  
Acquiring, owning, leasing, establishing, constructing, effectuating, operating, maintaining, renovating, improving, extending and repairing railroad, omnibus and other transportation facilities and facilities related thereto, all as a public benefit corporation.

A6-43306



5. The powers of the corporation are:

All those powers vested in Metropolitan Transportation Authority by the provisions of Article 5, Title 11 of the Public Authorities Law, as amended from time to time, except the power to contract indebtedness.

IN WITNESS WHEREOF, the undersigned has executed, signed and acknowledged this certificate of amendment on February 7, 1980.

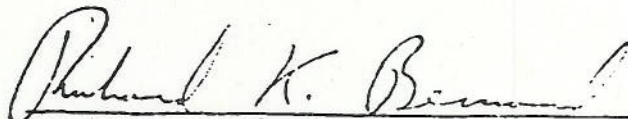
METROPOLITAN TRANSPORTATION AUTHORITY

By   
Richard Ravitch, Chairman

347 Madison Avenue  
New York, New York

STATE OF NEW YORK )  
: ss.:  
COUNTY OF NEW YORK )

On this 7<sup>th</sup> day of February, 1980, before me personally came Richard Ravitch, known to me and known by me to be Chairman of Metropolitan Transportation Authority, and he acknowledged to me that he had executed the above instrument for the purposes therein stated.

  
Notary Public

RICHARD K. BERNARD  
NOTARY PUBLIC, State of New York  
No. 31-5293400  
Qualified in New York County  
Commission Expires March 30, 1982

A643306

ASS'D  
7/14/66  
NYC, QUEENS Co  
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ORIG: THE LONG-ISLAND RAIL-ROA.  
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CERTIFICATE OF AMENDMENT OF  
CERTIFICATE OF INCORPORATION  
OF

455739

THE LONG ISLAND RAIL ROAD COMPANY

STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED FEB 8 - 1980

AMT OF CHECK \$ None  
FILING FEE \$ None  
TAX \$ None  
COPY \$ \_\_\_\_\_  
CERT \$ \_\_\_\_\_  
REFUND \$ \_\_\_\_\_

BY: \_\_\_\_\_  
*(Signature)*

SEWARD & KISSEL  
63 WALL STREET  
NEW YORK, N.Y. 10005

*p/104 - mt 100*

State of New York



**Metropolitan  
Transportation  
Authority**

347 Madison Avenue  
New York, New York 10017  
212 878-7000

**Members of the Board**

Robert R. Kiley  
*Chairman*  
Lawrence R. Bailey  
Daniel T. Scannell  
*Vice Chairmen*  
Carol Bellamy  
Stephen Berger  
David W. Brown  
Jane K. Butcher  
Herbert J. Libert  
John F. McAlevy  
Ronay Menschel  
Constantine Sidamon-Eristoff  
Robert F. Wagner, Jr.  
Robert T. Waldbauer  
Alfred E. Werner  
**Executive Director**  
David Z. Plavin

February 9, 1984

Reid A. Curtis, Esq.  
Curtis, Hart & Zaklukiewicz  
Mayfair Professional Building  
124 N. Merrick Avenue  
Merrick, NY 11566

Dear Reid:

Enclosed are copies of the LIRR Amended Certificate of Incorporation and the MTA Board Resolution authorizing filing of the Certificate.

Sincerely,

Billie J. Cape  
Deputy General Counsel

Enclosures



Minutes of Special Meeting  
Metropolitan Transportation Authority

Monday, February 4, 1980

Meeting Held At  
Two World Trade Center  
44th Floor  
New York, NY

6:30 P.M.

The following were present:

Hon. Richard Ravitch, Chairman  
Hon. Stephen Berger  
Hon. Herbert J. Libert  
Hon. Ronay Menschel  
Hon. Daniel T. Scannell  
Hon. William J. Sheridan  
Hon. Constantine Sidamon-Eristoff  
Hon. Robert F. Wagner, Jr.

The following were absent:

Hon. Lawrence R. Bailey  
Hon. Carol Bellamy  
Hon. David W. Brown  
Hon. Jane K. Butcher  
Hon. John F. McAlevy  
Hon. Robert T. Waldbauer

John D. Simpson, Executive Director, acted as Secretary of the meeting.

The Chairman advised the meeting that he had requested the Governor to introduce legislation to have the employees of the LIRR deemed public employees for the purposes of the state's Taylor Law. At present, he explained, it could be argued that they are not public employees by reason of the provisions of paragraph (a) of subdivision 9 of Section 1265 of the Public Authorities Law (which provides that employees of subsidiary corporations of the Authority which are not public benefit corporations are not public employees). Thus, the Taylor Law, on its face, may not be applicable to the LIRR. In response to that request, the Chairman noted, the Governor's Counsel, Judge Brown, recommended that the Authority seek Taylor Law coverage of LIRR employees by

administrative rather than legislative action. Accordingly, the Chairman requested authorization to take such administrative action, pursuant to subdivision 5 of Section 1266 of the Public Authorities Law, as may be necessary or desirable to reconstitute the LIRR from a stock corporation to a public benefit corporation. Thereupon, after discussion and upon motion duly made and seconded, the following resolutions were adopted with Mr. Libert voting in opposition (because he felt the timing of this action might be provocative in the light of the pendency of collective bargaining negotiations with the LIRR forces):

RESOLVED, That the Chairman be, and he hereby is, authorized to take all steps that he deems necessary or desirable to assure that the transportation facilities of The Long Island Rail Road Company are operated by a public benefit subsidiary corporation of this Authority, including, if he deems it necessary, the making and filing with the Secretary of State of the State of New York of the certificate of the Chairman as contemplated by subdivision 5 of Section 1266 of the Public Authorities Law, such public benefit subsidiary corporation to have the following purposes, powers, duration and office:

(1) Purposes: Acquiring, owning, leasing, establishing, constructing, effectuating, operating, maintaining, renovating, improving, extending and repairing railroad, omnibus and other transportation facilities and facilities related thereto, all as a public benefit corporation;

(2) Powers: All those powers vested in Metropolitan Transportation Authority by the provisions of Article 5, Title 11 of the Public Authorities Law, as amended from time to time, except the power to contract indebtedness;

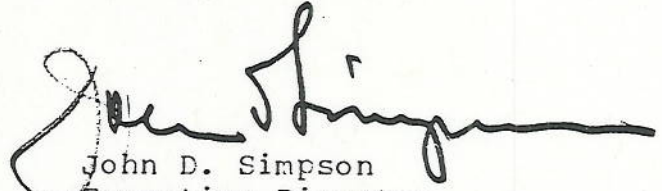
(3) Duration: So long as Metropolitan Transportation Authority shall continue and no longer, subject to earlier dissolution by action of Metropolitan Transportation Authority; and



(4) Location of Office: County of New York, City of New York; and be it further

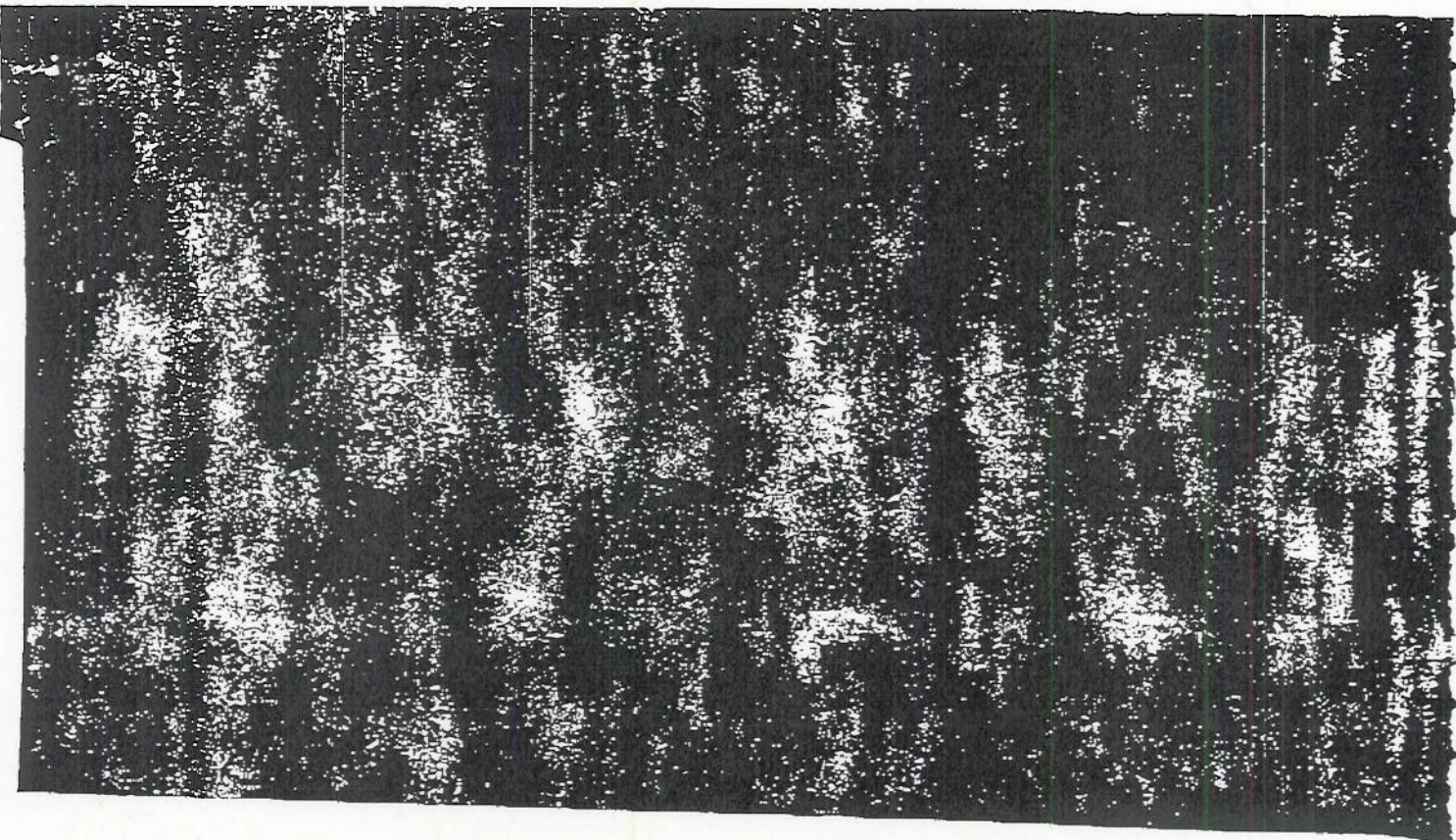
RESOLVED, That the Chairman be, and he hereby is, authorized to take all such further steps and execute and deliver any and all instruments, agreements, deed and other documents which he deems necessary or desirable to effectuate the purpose of the immediately foregoing resolution including, if and in such manner as he deems fit, the transfer of the business, assets and liabilities of The Long Island Rail Road Company to a new public benefit subsidiary corporation; and be it further

RESOLVED, That the foregoing resolutions have been adopted by those present in their capacity as members of Metropolitan Transportation Authority and in their capacity as the board of directors of The Long Island Rail Road Company.



John D. Simpson  
Executive Director





State of New York }  
Department of State } ss:

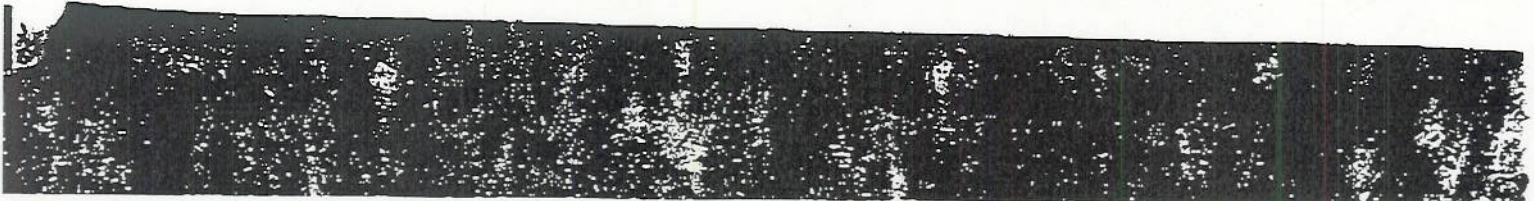
022923

*I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.*

*Witness my hand and seal of the Department of State on*

APR 10 1991

Secretary of State





CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF

F91031888152

THE LONG ISLAND RAIL ROAD COMPANY

Under section 1266, subdivision 5, of the  
Public Authorities Law

The undersigned, Metropolitan Transportation Authority, acting pursuant to section 1266, subdivision 5 of the Public Authorities Law, does hereby certify that the certificate of incorporation of The Long Island Rail Road Company, created by Chapter 178 of the Laws of 1834, and having been amended by a certificate of incorporation filed by the Department of State, February 8, 1980, and now a wholly-owned subsidiary of Metropolitan Transportation Authority, shall be and is amended to change the location of the principal office so that the certificate provides as follows:

1. The name of the corporation is THE LONG ISLAND RAIL ROAD COMPANY.
2. The duration of the corporation is:
  - a. So long as Metropolitan Transportation Authority shall continue and no longer, subject to earlier dissolution by action of Metropolitan Transportation Authority.
3. The office of the corporation shall be located in the County of Queens, City of New York.
4. The purposes of the corporation are:
 

Acquiring, owning, leasing, establishing, constructing, effectuating, operating, maintaining, renovating, improving, extending and repairing railroad, omnibus and other transportation facilities and facilities related thereto, all as a public benefit corporation.



5. The powers of the corporation are:

All those powers vested in Metropolitan Transportation Authority by the provisions of Article 5, Title 11 of the Public Authorities Law, as amended from time to time, except the power to contract indebtedness.

IN WITNESS WHEREOF, the undersigned has executed, signed and acknowledged this certificate of amendment on March 11, 1991.

METROPOLITAN TRANSPORTATION AUTHORITY  
THE LONG ISLAND RAIL ROAD COMPANY

By: *Daniel T. Scannell*  
RUB

347 Madison Avenue  
New York, New York

STATE OF NEW YORK )  
                          ) ss.:  
COUNTY OF NEW YORK)

On this 11<sup>th</sup> day of March, 1991, before me personally came DANIEL T. SCANNELL, known to me and known by me to be Acting Chairman of Metropolitan Transportation Authority and The Long Island Rail Road Company, and he acknowledged to me that he had executed the above instrument for the purposes therein stated.

*Richard K. Bernard*  
Notary Public

RICHARD K. BERNARD  
Notary Public, State of New York  
No. 265293400  
Qualified in Kings County  
Commission Expires June 15, 1992

F910318000152

MT

Clerk's Office No. Year 19

CERTIFICATE OF AMENDMENT			
OF			
CERTIFICATE OF INCORPORATION			
OF			
THE LONG ISLAND RAIL ROAD COMPANY			
THOMAS H. TABARTO Attorney for			
Jamaica Station, Jamaica, N.Y. 11435			
(718) 990-8297			
Service of a copy of this certificate			
is hereby admitted.			
Dated,			
Attorney for			

M

Mar 10 2 37 PM '91

STATE OF NEW YORK  
 DEPARTMENT OF STATE  
 FILED MAR 18 1991  
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 BY: 82 \_\_\_\_\_

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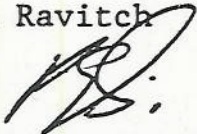
# METRO-NORTH



# Memorandum

DATE: September 13, 1982

TO: Chairman Richard Ravitch

FROM: Peter E. Stangl 

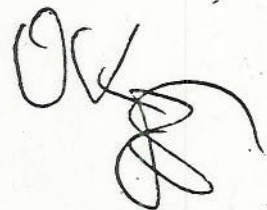
RE: Incorporation of Metro-North Railroad Company

Per our discussions and as we have planned over the past several months, it would be desirable to incorporate as the Metro-North Railroad at this time. With less than four months remaining prior to the contemplated commencement of railroad operations, Metro-North must develop its organization, open bank accounts and enter into the numerous contracts required by both the transition process and future operation needs.

Attached hereto are a proposed Resolution and Certificate of Incorporation for use by the MTA Board in connection with this action.

As these papers indicate, we propose to incorporate Metro-North as a subsidiary public benefit corporation of MTA in accordance with the provisions of Section 1266(5) of the Public Authorities Law. As such, Metro-North will possess all those powers vested in MTA except the power to contract indebtedness. Thus Metro-North and its property, functions and activities will enjoy all of the privileges, immunities, tax exemptions and other exemptions of MTA and, among other things, will be eligible to be a "participating employer" under the New York State Employees' Retirement System. The subsidiary public benefit corporation is the only form of organization which will enable Metro-North to enjoy these advantages which far exceed those available to private railroad corporations under New York law. The proposed form of organization is identical to the present structure of the Long Island Rail Road.

If you have no problems with this, please place it on the agenda for consideration by the Board at the September meeting.





RESOLVED, subject to the making and filing with the Secretary of State of the State of New York of the certificate of the Chairman, that there is hereby created a public benefit subsidiary corporation of this Authority, to be known as METRO-NORTH RAILROAD COMPANY, which corporation shall have the following purposes, powers, duration and office:

(1) Purposes: Acquiring, owning, leasing, establishing, constructing, effectuating, operating, maintaining, renovating, improving, extending and repairing railroad, omnibus, and other transportation facilities and facilities related thereto.

(2) Powers: All those powers vested in Metropolitan Transportation Authority by the provisions of Article 5, Title 11 of the Public Authorities Law, as amended from time to time, except the power to contract indebtedness.

(3) Duration: So long as the said Metropolitan Transportation Authority shall continue and no longer, subject to earlier dissolution by action of the said Metropolitan Transportation Authority.

(4) Location of Office: County of New York, City of New York.

State of New York



**Metropolitan  
Transportation  
Authority**

347 Madison Avenue New York, New York 10017 Phone 212 878-7000

**Members of the Board**

Richard Ravich  
*Chairman*

Lawrence R. Bailey  
Daniel T. Scannell  
*Vice Chairmen*

Carol Bellamy  
Stephen Berger  
David W. Brown  
Jane K. Butcher  
Herbert J. Libert  
John F. McAlevy  
Ronay Menschel  
William J. Sheridan  
Constantine Sidamon-Eristoff  
Robert F. Wagner, Jr.  
Robert T. Waldbauer

**Executive Director**  
David Z. Plavin

September 16, 1982

Division of Corporations  
Secretary of State  
162 Washington Avenue  
Albany, New York 12231

Dear Sir or Madam:

In accordance with Section 1266(5) of the Public Authorities Law, we have enclosed for filing with your office, the certificate of incorporation for the Metro-North Commuter Railroad Company. Metro-North is to be a wholly-owned public benefit subsidiary corporation of Metropolitan Transportation Authority in accordance with §1266(5).

We would appreciate your prompt attention to filing the Certificate. Please send the appropriate documentation indicating that the Certificate has been duly filed as soon as possible.

Please call if you have any questions. Thank you very much for your help.

Sincerely,

Walter E. Zullig, Jr.  
Counsel--Metro North Commuter  
Rail Division

bcc: M. P. Bass, Esq.  
B. J. Cape, Esq.  
N. Groberg, Esq.  
P. E. Stangl  
C. Ussak  
A. F. Wilde

SEP 17 1982



CERTIFICATE OF INCORPORATION

OF

METRO-NORTH COMMUTER RAILROAD COMPANY

Under Section 1266, Subdivision 5, of the  
Public Authorities Law

The undersigned, Metropolitan Transportation Authority, for the purpose of forming a public benefit corporation pursuant to section 1266, subdivision 5 of the Public Authorities Law, does hereby certify and set forth:

1. The name of the corporation is METRO-NORTH COMMUTER RAILROAD COMPANY.

2. The duration of the corporation is:

So long as Metropolitan Transportation Authority shall continue and no longer, subject to earlier dissolution by action of Metropolitan Transportation Authority.

3. The office of the corporation shall be located in the County of New York, City of New York.

4. The purposes of the corporation are:

Acquiring, owning, leasing, establishing, constructing, effectuating, operating, maintaining, renovating, improving, extending and repairing railroad, omnibus, and other transportation facilities and facilities related thereto.


5. The powers of the corporation are:

All those powers vested in the Metropolitan Transportation Authority by the provisions of Article 5, Title 11 of the Public Authorities Law, as amended from time to time, except the power to contract indebtedness.

IN WITNESS WHEREOF, the undersigned has executed, signed

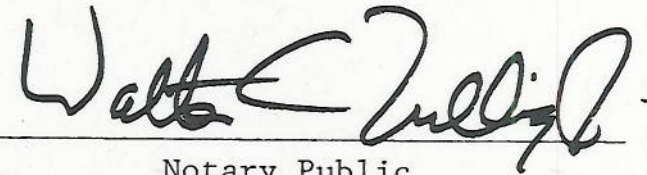
and acknowledged this certificate of incorporation September **16**, 1982.

METROPOLITAN TRANSPORTATION AUTHORITY

By:   
Richard Ravitch, Chairman  
347 Madison Avenue  
New York, New York 10017

STATE OF NEW YORK    )  
                                  ) ss. :  
COUNTY OF NEW YORK )

On this **16<sup>th</sup>** day of September, 1982, before me personally came Richard Ravitch, known to me and known by me to be Chairman of Metropolitan Transportation Authority, and he acknowledged to me that he had executed the above instrument for the purposes therein stated.

  
Notary Public

WALTER E. ZULLIG, JR.  
Notary Public, State of New York  
No. 60-9820426  
Qualified in Westchester County  
Commission Expires March 30, 1984



FILING RECEIPT

MISCELLANEOUS FILINGS (NOT FOR PROFIT)

CORPORATION NAME

METRO-NORTH COMMUTER RAILROAD COMPANY

DATE FILED

09/22/82

DURATION & COUNTY CODE

NEW

FILM NUMBER

A905004-3

CASH NUMBER

072113

NUMBER AND KIND OF SHARES

LOCATION OF PRINCIPAL OFFICE

NEW YORK

COMMENTS:

SEC. 1266 SUBDIVISION 5 OF THE PA LAW

ADDRESS FOR PROCESS

REGISTERED AGENT

FEES AND/OR TAX PAID AS FOLLOWS:

AMOUNT OF CHECK \$

AMOUNT OF MONEY ORDER \$

AMOUNT OF CASH \$

\$ DOLLAR FEE TO COUNTY

FILER NAME AND ADDRESS

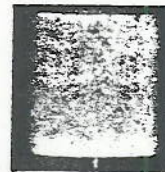
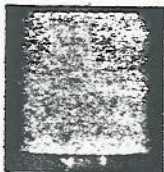
METROPOLITAN TRANSPORTATION  
WALTER E. ZULLIG, JR.  
347 MADISON AVE.  
NEW YORK NY 10017

TOTAL PAYMENT \$ 000000.00

REFUND OF \$

FILING TAX  
CERTIFIED COPY  
CERTIFICATE

TO FOLLOW



**SIRTOA**

CERTIFICATE OF INCORPORATION  
OF  
STATEN ISLAND RAPID TRANSIT OPERATING AUTHORITY

Under section 1266, subdivision 5, of the  
Public Authorities Law

The undersigned, for the purpose of forming a public benefit corporation pursuant to section 1266, subdivision 5 of the Public Authorities Law, does hereby certify and set forth:

1. The name of this corporation is  
STATEN ISLAND RAPID TRANSIT OPERATING AUTHORITY
  
2. The purposes for which this corporation is formed are as follows, to wit:  
Acquiring, owning, leasing, establishing,  
constructing, effectuating, operating,  
maintaining, renovating, improving,  
extending and repairing any facility of  
Metropolitan Transportation Authority,  
a public benefit corporation of the  
State of New York, including without  
limitation that railroad facility known  
as the Staten Island Rapid Transit railway.
  
3. The powers of this corporation are as follows,  
to wit:  
All those powers vested in Metropolitan



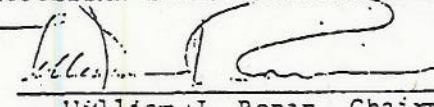
Transportation Authority by ~~the provisions~~  
of Article 5, Title 11 of the Public  
Authorities Law, as amended from time  
to time, except the power to contract  
indebtedness.

4. The duration of this corporation is:  
So long as the said Metropolitan  
Transportation Authority shall continue  
and no longer, subject to earlier  
dissolution by action of the said  
Metropolitan Transportation Authority

5. The office of this corporation shall be located in  
the City of New York.

IN WITNESS WHEREOF, the undersigned has executed, signed  
and acknowledged this certificate of incorporation this 29th  
day of June, 1970.

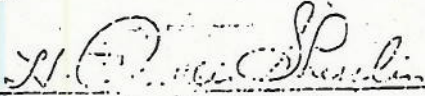
METROPOLITAN TRANSPORTATION AUTHORITY

By:   
William J. Ronan, Chairman

1700 Broadway  
New York, New York 10019

STATE OF NEW YORK )  
: ss.:  
COUNTY OF NEW YORK)

On this 29th day of June, 1970; before me personally  
came William J. Ronan, known to me and known by me to be  
Chairman of Metropolitan Transportation Authority, and he  
acknowledged to me that he had executed the within instrument  
for the purposes therein stated.

  
Notary Public



STATE OF NEW YORK DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS AND STATE RECORDS  
ALBANY

FILING RECEIPT

TYPE OF CERTIFICATE <b>Incorporation (Business)</b>		<b>M</b>	
CORPORATION NAME <b>STATEN ISLAND RAPID TRANSIT OPERATING AUTHORITY</b>		DATE FILED <b>8/5/70</b>	
DURATION & CO. CODE <b>P 43</b>	FILM NO. <b>850607-3</b>		
NO. AND KIND OF SHARES <b>NONE</b>			
LOCATION OF PRIN. OFFICE <b>NYC RICHMOND CO.</b>		COMMENT <b>SEC. 1266 SUBD. 5 PUBLIC AUTHORITY LAW</b>	
ADDRESS FOR SERVICE OF PROCESS <b>NONE</b>			
REGISTERED AGENT, IF ANY			
FILER AND ADDRESS <b>ROBERT R. PRINCE 1700 BROADWAY NEW YORK N.Y. 10019</b>			
DOLLAR FEE TO COUNTY			
FEES AND/OR TAX PAID AS FOLLOWS:			
<input type="checkbox"/> CHK.	<input type="checkbox"/> M.O.	<input type="checkbox"/> CASH	\$ <b>NONE</b>

\$ NONE FILING  
\$ NONE TAX  
\$ CERTIFIED COPY  
\$ CERTIFICATE

TOTAL \$ none  
REFUND OF \$ TO FOLLOW

JOHN P. LOMENZO  
SECRETARY OF STATE

CO-518 (REV. 3/66)



CROSS REFERENCE: MTA Minutes  
June 26, 1970

Minutes of Meeting  
Metropolitan Transportation Authority

Friday, June 26, 1970

The following members were present:

- Dr. William J. Ronan, Chairman
- Hon. Lawrence R. Bailey
- Hon. Leonard Braun
- Hon. William L. Butcher
- Hon. Justin N. Feldman
- Hon. Mortimer J. Gleeson
- Hon. William A. Shea

Also present were:

- Dr. Edward M. Kresky, Secretary to the Authority
- Mr. Robert R. Prince, Counsel
- Mr. James B. Huff, Controller
- Mr. Sidney J. Frigand, Director of Community Relations

1. The Chairman recommended to the meeting that a public benefit subsidiary corporation of the Authority be created to take over the Staten Island Rapid Transit Railway service upon the acquisition of that line of railroad by the City of New York.

Thereupon, after discussion and upon motion duly made and seconded, the following resolution was unanimously adopted:

RESOLVED, subject to the making and filing with the Secretary of State of the State of New York of the certificate of the Chairman, that there is hereby created a public benefit subsidiary corporation of this Authority, to be known as STATEN ISLAND RAPID TRANSIT OPERATING AUTHORITY, which corporation shall have the following purposes, powers, duration and office:



(1) Purposes: Acquiring, owning, leasing, establishing, constructing, effectuating, operating, maintaining, renovating, improving, extending and repairing any facility of Metropolitan Transportation Authority, a public benefit corporation of the State of New York, including without limitation that railroad facility known as the Staten Island Rapid Transit railway.

(2) Powers: All those powers vested in Metropolitan Transportation Authority by the provisions of Article 5, Title 11 of the Public Authorities Law, as amended from time to time, except the power to contract indebtedness.

(3) Duration: So long as the said Metropolitan Transportation Authority shall continue and no longer, subject to earlier dissolution by action of the said Metropolitan Transportation Authority.

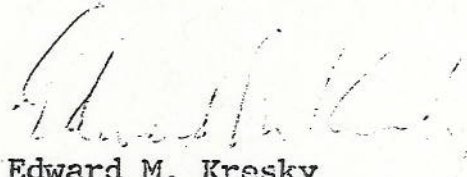
(4) Location of Office: City of New York.

2. The Chairman reported to the meeting that the Department of Defense had requested that the Authority resubmit its application for transfer of title to it of certain property comprising the former Stewart Air Force Base pursuant to the provisions of the Surplus Property Act of 1944, rather than Section 16 of the Federal Airport Act as was previously done and approved at the board's December 12, 1969 meeting. The Chairman advised that by instrument dated June 5, 1970 he had made such application to the General Services Administration as provided in the Surplus Property Act of 1944.

Thereupon, after discussion and upon motion duly made and seconded, the following resolutions were unanimously adopted:

RESOLVED, That the Authority hereby ratifies and confirms the action of its Chairman in requesting by application dated June 5, 1970, transfer, under the provisions of the Surplus Property Act of 1944, as amended, of certain property comprising the former Stewart Air Force Base; and be it further

RESOLVED, That the Chairman of this Authority be, and he hereby is, authorized in the name of the Authority to accept the conveyance of the said Air Force base subject to those covenants, and those rights of use of and rights of reversion in the United States, if any, he deems acceptable.

  
Edward M. Kresky  
Secretary



# **MTA BUS COMPANY**

**CERTIFICATE OF INCORPORATION****MTA BUS COMPANY**

The undersigned, Metropolitan Transportation Authority, for the purposes of forming a public benefit corporation pursuant to section 1266, subdivision 5 of the New York State Public Authorities Law, does hereby certify and set forth:

1. The name of the corporation is MTA Bus Company.
2. The duration of the corporation is:

So long as the Metropolitan Transportation Authority shall continue and no longer, subject to earlier dissolution by action of the Metropolitan Transportation Authority.

3. The location of the corporation's principal office shall be:

341 Madison Avenue  
New York, New York 10017

4. The purposes of the corporation are:

Acquiring, owning, leasing, establishing, constructing, effectuating, operating, maintaining, renovating, improving, extending and repairing omnibus facilities.

5. The powers of the corporation are:

Those powers vested in the Metropolitan Transportation Authority by the provisions of New York law, including Title 11 of Article 5 and any successor provisions of the Public Authorities Law, as amended from time to time, except the power to contract indebtedness.

IN WITNESS WHEREOF, the undersigned has executed, signed and acknowledged this certificate of incorporation this October 14, 2004.

Metropolitan Transportation Authority

By



Peter S. Kalikow, Chairman

# **MTA Construction and Development**

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

OF

MTA CAPITAL CONSTRUCTION COMPANY

Under Section 1266, Subdivision 5, of the Public Authorities Law

Filed by: Diane M. Nardi  
(Name)

2 Broadway, 8<sup>th</sup> Floor, MTA Capital Construction  
(Mailing address)

Ny, Ny 10004  
(City, state and zip code)



**CERTIFICATE OF AMENDMENT  
OF THE  
CERTIFICATE OF INCORPORATION  
OF  
MTA CAPITAL CONSTRUCTION COMPANY  
Under Section 1266, Subdivision 5, of the  
Public Authorities Law**

The undersigned, Metropolitan Transportation Authority, acting pursuant to Section 1266, Subdivision 5 of the Public Authorities Law of the State of New York, does hereby certify that the certificate of incorporation of MTA Capital Construction Company shall be and is amended as follows:

Paragraph 1 of the Certificate of Incorporation relating to the name of the corporation is amended to read in its entirety as follows:


1. The name of the corporation is MTA Construction and Development Company.
2. The date of filing of the certificate of incorporation with the Department of State is August 7, 2003.

IN WITNESS WHEREOF, the undersigned has executed, signed and executed this certificate of amendment on 12/20 2019.

Metropolitan Transportation Authority

MTA Capital Construction Company

By:

  
Patrick J. Foye, Chairman

STATE OF NEW YORK )

COUNTY OF NEW YORK )

ss.: NY

On this 20<sup>th</sup> day of Dec. 2019, before me personally came Patrick J. Foye, known to me and known by me to be Chairman of Metropolitan Transportation Authority, and he acknowledged to me that he has executed the above instrument for the purposes therein stated.

  
Notary Public

JANET TANON  
NOTARY PUBLIC, STATE OF NEW YORK  
NO:01TA6245144  
QUALIFIED IN RICHMOND COUNTY  
COMMISSION EXPIRES JULY 18, 2023

**FIRST MUTUAL TRANSPORTATION ASSURANCE  
COMPANY**

THE PEOPLE OF THE STATE OF NEW YORK, by NEIL D. LEVIN,  
Superintendent of Insurance, pursuant to Section 7005 of the Insurance Law, do  
hereby certify that

FIRST MUTUAL TRANSPORTATION ASSURANCE COMPANY  
having complied with the requirements of said Law to become a body corporate, is  
hereby declared to be incorporated effective December 5, 1997.



In Witness Whereof, I have hereunto set  
my hand and affixed the official seal of this  
Department at the City of Albany, this 3rd  
day of December, 1997.

NEIL D. LEVIN  
Superintendent of Insurance

By *Frank M. DiCenzo*  
Special Deputy Superintendent

It is hereby certified that the annexed copy of the Declaration and Charter of FIRST MUTUAL TRANSPORTATION ASSURANCE COMPANY, of the County of New York, State of New York, as filed with this Department December 3, 1997, to be effective December 5, 1997,

has been compared with the original on file in this Department and that it is a correct transcript therefrom and of the whole of said original.



In Witness Whereof, I have hereunto set my hand and affixed the official seal of this Department at the City of Albany, this 3rd day of December 1997.

*Frank M. Plemico*  
Special Deputy Superintendent



**FIRST MUTUAL TRANSPORTATION ASSURANCE COMPANY**

**Home Office Address**      **New York, New York**

**Organized under the Laws of**      **New York**

**has complied with the necessary requirements of or pursuant to law, it is hereby**

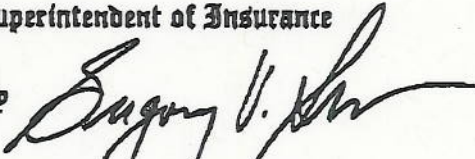
**licensed to do within this State as a pure captive insurance company the business of**

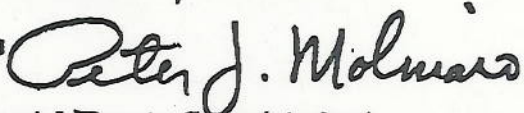
**the kinds of insurance authorized by Section 1113(a) and Section 1114 of the New York Insurance Law, except this company is not authorized to transact any type of insurance business that a captive insurance company may not be authorized to transact pursuant to Section 7003(a) of the Insurance Law.**

**In Witness Whereof, we have hereunto set our hands and affixed the official seal of this Department at the City of Albany, New York, this 5th day of December, 1997.**



**Neil D. Levin**  
**Superintendent of Insurance**

**By**   
**First Deputy Superintendent**

**and**   
**Special Deputy Superintendent**

**GRAND CENTRAL MADISON OPERATING COMPANY**

**STATE OF NEW YORK**  
**DEPARTMENT OF STATE**

I hereby certify that the annexed copy for MTA GRAND CENTRAL MADISON CONCOURSE OPERATING COMPANY, File Number 211222002941 has been compared with the original document in the custody of the Acting Secretary of State and that the same is true copy of said original.

WITNESS my hand and official seal of the  
Department of State, at the City of Albany,  
on December 22, 2021.



*Brendan C. Hughes*

Brendan C. Hughes  
Executive Deputy Secretary of State

**CERTIFICATE OF INCORPORATION**

**OF**

**MTA GRAND CENTRAL MADISON CONCOURSE OPERATING COMPANY**

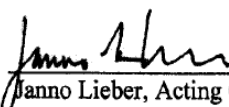
**Under Section 1266, Subdivision 5, of the Public Authorities Law**

The undersigned, Metropolitan Transportation Authority, acting pursuant to Section 1266, Subdivision 5 of the Public Authorities Law of the State of New York, does hereby certify and set forth:

1. The name of the corporation is MTA Grand Central Madison Concourse Operating Company.
2. The duration of the corporation is as long as the Metropolitan Transportation Authority shall continue and no longer, subject to earlier dissolution by action of the Metropolitan Transportation Authority.
3. The location of the corporation's principal office shall be 2 Broadway, New York, New York 10004.
4. The purpose of the corporation is operating and maintaining the infrastructure and structures supporting Long Island Rail Road access into Grand Central Terminal, all in accordance with the provisions of New York law, including Title 11 of Article 5 and any successor provisions of the Public Authorities Law.
5. The powers of the corporation are those powers vested in the Metropolitan Transportation Authority by the provisions of New York law, including Title 11 of Article 5 and any successor provisions of the Public Authorities Law, as amended from time to time, except the power to contract indebtedness.

IN WITNESS WHEREOF, the undersigned has executed, signed and executed this certificate of amendment on December 20, 2021.

Metropolitan Transportation Authority

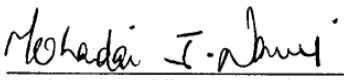
By:   
Janno Lieber, Acting Chair + CEO

STATE OF NEW YORK            )  
  )  
COUNTY OF NEW YORK        )

ss.:

On this 20<sup>th</sup> day of December 2021, before me personally came Janno Lieber, known to me and known by me to be Acting Chair of the Metropolitan Transportation Authority, and he acknowledged to me that he has executed the above instrument for the purposes therein stated.

Mohandei J. Narine  
Notary Public, State of New York  
Reg. No. 01NA6292701  
Qualified in Queens County  
Commission Expires 12/25

  
Notary Public

Filed with the NYS Department of State on 12/22/2021  
Filing Number: 211222002941 DOS ID: 6355376



**CERTIFICATE OF INCORPORATION**  
**OF**  
**MTA GRAND CENTRAL MADISON CONCOURSE OPERATING COMPANY**

**Under Section 1266, Subdivision 5, of the Public Authorities Law  
as a Public Benefit Corporation**

Filed by: Diane M. Nardi  
Deputy General Counsel  
MTA Construction and Development Company  
2 Broadway, 8<sup>th</sup> Floor  
New York, New York 10004