Legal Name, Address, and Subsidiaries

Metropolitan Transportation Authority
2 Broadway, New York, NY 10004

Contact: Lamond W. Kearse, Chief Compliance Officer
2 Broadway, 16th Floor, New York, NY 10004

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”).

MTA carries out these responsibilities directly and through its subsidiaries and affiliates, which are also public benefit corporations. The following entities, listed by their legal names, are subsidiaries of MTA.¹

- The Long Island Rail Road Company
- Metro-North Commuter Railroad Company
- Staten Island Rapid Transit Operating Authority
- MTA Bus Company
- MTA Capital Construction Company
- First Mutual Transportation Assurance Company
- Metropolitan Suburban Bus Authority²

¹Triborough 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.

² Metropolitan Suburban Bus Authority (“MTA Long Island Bus”) ceased operations effective December 31, 2011, and is engaged now only in wind-down activities.
The Chairman and Chief Executive Officer of the MTA, pursuant to statute, serves as the Chairman and Chief Executive Officer of each of the MTA subsidiaries. Also pursuant to statute, the 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, 2015.

Thomas F. Prendergast
Chairman and Chief Executive Officer

Fernando Ferrer
Vice Chairman

Andrew Albert Ira Greenberg James L. Sedore, Jr.
Jonathan A. Ballan Jeffrey A. Kay Vincent Tessitore, Jr.
John H. Banks III Susan G. Metzger Polly Trottenberg
Robert C. Bickford Charles G. Moerdler Ed Watt
Norman E. Brown John J. Molloy Carl V. Wortendyke
Allen P. Cappelli Mitchell H. Pally Neal Zuckerman

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

<table>
<thead>
<tr>
<th>Report Section</th>
<th>Legal Name</th>
<th>Popular Name</th>
<th>Address</th>
<th>Contact</th>
</tr>
</thead>
<tbody>
<tr>
<td>Section I.</td>
<td>The Long Island Rail Road Company</td>
<td>MTA Long Island Rail Road</td>
<td>93-02 Sutphin Blvd. Jamaica, NY 11435</td>
<td>Richard Gans VP-General Counsel &amp; Secretary</td>
</tr>
<tr>
<td>Section II.</td>
<td>Metro-North Commuter Railroad Company</td>
<td>MTA Metro-North Railroad</td>
<td>420 Lexington Ave. New York, NY 10170</td>
<td>Susan H. Sarch Acting General Counsel</td>
</tr>
<tr>
<td>Section III.</td>
<td>Staten Island Rapid Transit Operating Authority</td>
<td>MTA Staten Island Railway</td>
<td>60 Bay Street Staten Island, NY 10301</td>
<td>Binu Thomas Director, Operational Support</td>
</tr>
<tr>
<td>Section IV.</td>
<td>MTA Bus Company</td>
<td>MTA Bus</td>
<td>2 Broadway New York, NY 10004</td>
<td>Elizabeth Cooney VP &amp; General Counsel</td>
</tr>
<tr>
<td>Section V.</td>
<td>MTA Capital Construction Company</td>
<td>MTA Capital Construction</td>
<td>2 Broadway New York, NY 10004</td>
<td>Evan M. Eisland Senior VP &amp; General Counsel</td>
</tr>
<tr>
<td>Section VI.</td>
<td>First Mutual Transportation Assurance Company</td>
<td>N/A</td>
<td>2 Broadway New York, NY 10004</td>
<td>Laureen Coyne President</td>
</tr>
<tr>
<td>Section VII.</td>
<td>Metropolitan Suburban Bus Authority</td>
<td>MTA Long Island Bus</td>
<td>2 Broadway New York, NY 10004</td>
<td>Elizabeth Cooney VP &amp; General Counsel</td>
</tr>
</tbody>
</table>

**Organizational Charts, By-Laws, and Certificates of Incorporation**

Organizational Charts for the above Subsidiary Corporations are contained in Attachment A, the By-Laws are contained in Attachment B, and the Certificates of Incorporation are contained in Attachment C.
The Long Island Rail Road Company

A Subsidiary of the Metropolitan Transportation Authority

Legal Name, Address, and Contact Information

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

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

Structure and Organization

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

Patrick Nowakowski
President, LIRR

William Norwich
Chief of Staff

David J. Kubicek
Senior VP-Operations

Elisa C. Picca
Executive VP

Richard Gans
VP-General Counsel & Secretary

Kathleen Meilick
Senior VP-Administration

Bruce Pohlot
Senior VP - Engineering

Mark Young
VP-Management & Finance and CFO

Michael Fyffe
Director-Diversity Management

Lori Ebbinghausen
Chief Safety Officer
Purpose and 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 Long Island Rail Road 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 provides approximately 298,000 rides each weekday and almost 86 million rides per year. LIRR is the only commuter passenger railroad in the United States to operate 24 hours a day, seven days a week, with significant off-peak, weekend, and holiday service. LIRR has 1,165 rail cars and 124 stations on almost 700 miles of track, extending from three major New York City terminals (Penn Station, Atlantic Terminal, and Hunterspoint Avenue) through a major transfer hub at Jamaica Station in Queens to the easternmost tip of Long Island. Traditionally serving a Manhattan-bound market, LIRR has undertaken extensive efforts to augment its reverse-commute and off-peak service to meet the needs of residents and businesses in Nassau and Suffolk counties.

The majority of the LIRR’s rolling stock consists of modern M-7 electric rail cars and a diesel fleet with locomotives, bi-level coaches, and “dual-mode” locomotives that operate in both diesel and electrified territory, enabling many customers to travel between Long Island and Manhattan without changing trains. In addition, LIRR has renovated Jamaica Station, the transfer point for the Port Authority of NYNJ’s AirTrain to JFK International Airport, and has constructed a new...
station pavilion at Atlantic Terminal in Brooklyn. To modernize its communications, the railroad continues to expand its fiber-optic communications system and has consolidated antiquated control towers serving the Jamaica area into a single modern center.

**Projects Summary**

LIRR’s capital projects enhance the reliability of the railroad’s rolling stock, stations, track, line structures, communications systems and signals, shops and yards, and power systems. Capital improvements also support future East Side Access service to Grand Central Terminal. For further details, see the Projects Overview section below or access the MTA Capital Programs Dashboard on the MTA website at [http://web.mta.info/capitaldashboard/CPDHome.html](http://web.mta.info/capitaldashboard/CPDHome.html).

**Statement of Justification**

As one of the nation’s busiest commuter railways 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 as a whole. 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 the JFK International Airport. For many Long Island residents LIRR offers the only regional transit connection and provides an energy-efficient alternative to automobile travel.

**Projects Overview**

Major capital projects currently underway or in planning include the following:

**Expansion of System Capacity**

*East Side Access Readiness.* During 2015, the LIRR advanced the infrastructure investments and initiatives required for future East Side Access service to Grand Central Terminal. Designs...
progressed and selected elements were moved into construction. Major projects include expanding track and yard capacity along LIRR’s busiest rail corridors: the Main Line, Babylon, and Port Washington branches. Also critical is reconfiguration of track-level infrastructure in Jamaica, along with the construction of a new platform at Jamaica Station to serve the future Cross-Borough Scoot Service between Jamaica Station and Atlantic Terminal in Brooklyn. The LIRR remains committed to additional East Side Access-related investments in future capital programs to provide enhanced operational capacity, corresponding with future increases in service.

**Purchases of Rolling Stock**

*M-9 Program.* Development of the new M-9 cars is currently underway, with pilot tests slated for early 2017. The program commenced in September 2013 when LIRR and Metro-North jointly obtained MTA Board approval to award the M-9 Car Procurement Contract to Kawasaki Rail Car, Inc. The company was contracted to design, test, furnish, and deliver up to 92 LIRR self-powered married-pair cars on a base order and up to 584 LIRR and Metro-North cars on future options. The base order replaces an equal number of M-3 vehicles, while option cars will be used to replace both railroads’ M-3 cars, to accommodate ridership growth, and to supplement LIRR’s expanded service into Grand Central Terminal. The project is currently in the Final Design Review (“FDR”) phase with Kawasaki and its subcontractors. Completion of the FDR’s will be followed by System Qualification Tests and First Article Inspections. Pilot car testing is currently scheduled to begin in January 2017, with production delivery starting in January 2018.

**Station Renovations and Improvements**

*Wantagh Station Platform Replacement.* Design for the Wantagh Station platform replacement was completed in August 2015, and construction is scheduled to begin in the first quarter of 2016. The work entails replacement of the station’s platform and associated platform-level components, including platform waiting room, lighting, escalator, and platform canopy system. The project also includes the installation of a new elevator, making this station wheelchair accessible.
Flushed—Main Street Station Improvements. Design for the Flushing—Main Street Station improvements was completed in May 2015, and construction is anticipated to commence in the first quarter of 2016. This project undertakes extensive station upgrades, including installation of two new hydraulic elevators, as well as new staircases, new platform railings and lighting, new platform shelter sheds, a new ticket office, CCTV cameras, new signage, and a new station plaza area.

Hicksville Station Improvements. Design for rehabilitation and improvements at the Hicksville Station was completed in May 2015, with construction scheduled to begin in 2016. Work includes installation of two new hydraulic elevators, replacement of both station platforms and repairs to the supporting platform substructure, and replacement of escalators and staircases, platform canopies, and platform waiting rooms. The project also includes replacement of platform lighting, CCTV cameras, signage, and other improvements.

Escalator Replacement Program. The replacement of six escalators at Babylon Branch stations is underway, with “beneficial use” scheduled for the third quarter of 2016. The six stations are the Rockville Centre, Baldwin, Freeport, Amityville, Copiague, and Lindenhurst stations. The new all-weather, heavy-duty escalators will be equipped with safety enhancements that include three flat steps at the top and bottom landings, as well as the capacity to measure horizontal impact to comb plates, detect obstructions between steps and skirts, sense handrail speed variations, and provide for remote monitoring. Escalators will also be equipped with sleep-mode technology to improve energy efficiency and equipment lifespan.

Track and Line Structures

Track. During 2015, the LIRR continued the regular maintenance and upgrading of its track system. Construction work is ongoing to replace portions of the Atlantic Branch half-ties, while the pocket track initiatives at Massapequa and Great Neck continue to progress. In Phase I of the Double Track Main Line, the segment between Central Islip and Ronkonkoma is under construction. Work began in December 2013 and is ongoing, with the “beneficial use” of Phase I scheduled for the third quarter of 2016.
**Jamaica Capacity Improvements.** This project represents Phase I of an effort that will increase Jamaica Station throughput in conjunction with the East Side Access service expansion. The infrastructure investments included in this LIRR capital program will begin to address the additional operational requirements associated with East Side Access: providing train service to two Manhattan terminals, operating dedicated Brooklyn-to-Jamaica service, and providing diesel fleet operations between Long Island City Yard and Long Island. Phase I of the Jamaica Capacity Improvements Project includes the Johnson Avenue Yard design-build effort, where construction work is currently underway. The next major project milestone is the award of the construction contract for the new Platform F and associated infrastructure.

**Line Structures.** Construction progressed during 2015 on the renewal and/or replacement of LIRR bridges and viaducts. These line structure projects cover the renewal of railroad bridges in Queens, Nassau, and Suffolk counties, as well as bridge painting. They include rehabilitation work at the Broadway Bridge on the Port Washington Branch and at the 150th Street Bridge in Jamaica. In addition, two deteriorated highway bridges were demolished in 2015: Ellison Avenue Bridge (in Westbury) and Colonial Road Bridge (in Great Neck). Construction of new highway bridges at both locations is currently underway.

**Communication and Signals**

**Communications.** The LIRR continued its multi-program build-out of the fiber optic network in 2015, which entails the installation of fiber and fiber optic hardware throughout the LIRR system. Another ongoing communications project is upgrading radio system hardware to meet new requirements for narrow-band radio communication. The improvement of the fiber optic network, the replacement of the Private Branch Exchange ("PBX") wayside phones, and the replacement of communication poles are all in the construction phase, with work continuing to progress during 2015.

**Signals.** LIRR’s signal projects include renewal of signal components systemwide, and a project to signalize the current “dark territory” on the Montauk Branch between Speonk and Montauk, along with an effort to migrate towards Centralized Train Control ("CTC"). Construction work continues on the Speonk to Montauk signalization project.
Positive Train Control

Overview. Throughout 2015, LIRR advanced its Positive Train Control ("PTC") program, as required by The Rail Safety Improvement Act of 2008 ("PTC Act"). The act originally required full implementation of PTC for all LIRR main line trackage and rolling stock by December 31, 2015. That deadline was revised by Congress, and is now December 31, 2018. PTC systems are designed to prevent train-to-train collisions, overspeed derailments, train incursions into work zones, and the movement of a train through a wrongly positioned switch. LIRR’s existing train-control systems provide substantial portions of the PTC requirements. LIRR is currently adding the Advanced Civil Speed Enforcement System ("ACSES") to its signaling and train-control systems to provide those protections required by the PTC Act that are not fully covered by the existing system.

Program Highlights. Progress toward PTC implementation in 2015 includes the following: advanced the ACSES hardware design by the “PTC System Integrator,” a consortium of Bombardier and Siemens; implemented initial prototypes of PTC subsystems; advanced the detailed fit-out of the two PTC pilot segments on the Montauk and Port Washington branches, including Amtrak interface; completed FCC filing requirements for historic preservation on the pilot sections; and advanced interoperability requirements through a series of joint technical meetings with Amtrak. In parallel with the ACSES system, LIRR is also implementing a Roadway Worker Protection System ("RWPS"), which will provide for control of work zone protections by the workers in charge at the work site.

Force Account Progress. LIRR force account crews continued preparation of the existing communication and signal systems for PTC equipment and advanced the installation of the new signal, communications, power equipment, and cabling. LIRR’s signal department upgraded the existing Automatic Speed Control ("ASC") systems to provide PTC enforcement of civil speed restrictions. In addition, LIRR is providing new ASC signaling for the Speonk to Montauk sections to lower the PTC risk index for that line. The supplier is anticipated to complete design and deliveries by March 2016.
Shops and Yards

Program highlights for 2015 included roof rehabilitation work and the installation of a lightning protection system at the Hillside Facility; component renewal at a number of LIRR employee facilities; and the preliminary design for the Mid-Suffolk Yard. Planning and development for the track extension project at the Port Washington Yard is ongoing.

Power Stations

The largest investment in the power category involves the replacement of traction power substations in Queens and Nassau counties, many of which were built in the late 1940s and have been identified for priority replacement under the “Traction Power Load Study.” In this program, substations at Hillside, Kew Gardens, Richmond Hill, and Port Washington will be replaced. The Hillside Substation achieved “beneficial use” in June 2015, while the Kew Gardens Substation achieved “beneficial use” in October 2015. Construction of the Richmond Hill and Port Washington substations is scheduled to begin in 2016. Other projects within the power asset category include the Substation Pilot Wire and Relay Replacement project, with “beneficial use” scheduled for the first quarter of 2016, and the Atlantic Avenue Tunnel Lighting Replacement project, with “beneficial use” scheduled for the second quarter of 2016.

Miscellaneous Projects

Support Projects. These projects provide for the support and management of the Capital Program and projects with program-wide applicability, such as systemwide environmental remediation, protective liability coverage, independent engineering services, value engineering services, and scope development.

Superstorm Sandy Restoration and Resiliency

LIRR suffered massive damage to its railroad system, property, and infrastructure as a result of Superstorm Sandy, which struck the New York area on October 29, 2012. Major areas of damage included: the West Side Yard, the Long Island City Yard,
and the East River Tunnels, as well as the Long Beach Branch systems, including communications, signals, power equipment, and power substations. Restoration work continued during 2015, along with a number of resiliency projects. The resiliency projects aim to fortify the LIRR system against future storms, flooding, and storm surge, especially those tunnels and train yards near the East and Hudson rivers.
Metro-North Commuter Railroad Company
A Subsidiary of the Metropolitan Transportation Authority

Legal Name, Address, and Contact Information

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

Contact: Susan H. Sarch, Acting General Counsel
420 Lexington Avenue, 11th Floor, New York, NY 10170

Structure and Organization

The President of Metro-North Commuter Railroad Company and senior management reporting to the President are listed below.

Joseph J. Giulietti
President, Metro-North

Catherine Rinaldi
Executive Vice President

Robert Rodriguez
Director, Diversity and EEO

Joseph Streany
Acting Chief Safety Officer

Ralph Agritelley
VP, Labor Relations

Michael Shiffer
VP, Planning

John Kesich
Sr. VP, Operations

Susan H. Sarch
Acting General Counsel

John Kennard
VP, Capital Programs

Kim Porcelain
VP, Finance & Information Systems

Susan Doering
VP, Customer Service & Stations

Glen Hayden
VP, Engineering

Katherine Betries-Kendall
VP, Human Resources

Sean Ryan
Chief Security Officer

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3 Justin R. Vonashek was named Metro-North’s VP, Safety Systems, on December 14, 2015. He reports to the president in this new position effective January 4, 2016.
Metro-North Com­muter Rail­road Com­pa­ny (“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 was orig­i­nally owned by the New York Ce­nal Rail­road run­ning out of Grand Central Ter­mi­nal. Metro-North’s New Haven Line was orig­i­nally owned by the New York, New Haven & Hart­ford Rail­road, which began in the 1830s as horse-drawn cars con­nect­ing Har­lem and Lower Man­hat­tan.

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 pre­s­er­ve and en­hance the qual­ity of life and eco­nom­ic health of the re­gion through the safe and ef­ficient pro­vi­sion of trans­port­a­tion ser­vice of the high­est qual­ity.

With 382 route miles and 789 miles of track, Metro-North serves 123 sta­tions dis­trib­uted in seven coun­ties in New York State (Dutchess, Putnam, West­che­ster, Bron­x, New York (Man­hat­tan), Rock­land, and Or­ange) and two coun­ties in the State of Con­necticut (New Haven and Fair­field). Total Metro-North system an­nu­al rail rid­ership is proj­ect­ed to reach around 86 million in 2015.

Three main lines east of the Hud­son River, the Har­lem, and the New Haven lines, op­er­ate out of Grand Central Ter­mi­nal in New York City. Two lines west of the Hud­son River, the Port Jervis Line and the Pas­cack Val­ley Line, op­er­ate out of New Jersey Trans­it’s ter­mi­nal in Hob­oken, New Jersey, and con­nect with ser­vice out of Penn Sta­tion, New York, via the Secaucus Trans­fer. The Hud­son Line ex­tends 74 miles from Grand Central Ter­mi­nal to Poughkeepsie; the Har­lem Line runs 82 miles to Wassaic; and the New Haven Line, which also has three branch
lines (the New Canaan, Danbury, and Waterbury lines), extends 72 miles to New Haven. The New Haven Line and the three branch lines are supported by funding from the State of Connecticut and the Connecticut Department of Transportation (“CDOT”). The Port Jervis Line runs 95 miles from Hoboken to Port Jervis, with 30 of those miles in New Jersey. The Pascack Valley Line extends 31 miles from Hoboken to Spring Valley, with 25 of those miles being in New Jersey.

Metro-North also manages the Hudson Rail Link feeder bus service in the Bronx and the Haverstraw-Ossining and Newburgh-Beacon ferries, all of which connect with the Hudson Line. Together, these services are expected to carry approximately 540,000 riders in 2015.

Projects Summary

Metro-North’s capital projects include purchase and testing of new rail cars, rehabilitation of rail stations, design and installation of a new Positive Train Control (“PTC”) system, and expansion of the Harmon Shop and Yard used to maintain rolling stock. For further details, see the Projects Overview section below or access the MTA Capital Programs Dashboard on the MTA website 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 region and the cessation thereof would be detrimental to the City of New York, the counties surrounding New York City, and the states of New York and Connecticut.
Projects Overview

Purchases of Rolling Stock

*M-8 Cars (Joint Project with CDOT).* Delivery on the order of Metro-North’s M-8 electric cars concluded in 2015. This project, jointly funded with the CDOT, entailed the design, manufacture, testing, and delivery of 405 new M-8 electric multiple-unit cars for the New Haven Line. The initial award for a total of 300 cars was made on August 21, 2006; options for a total of 80 cars were awarded, with an additional 25 single cars purchased in July 2011 and delivered in mid-2015. An additional three cars were ordered in late 2014 to replace cars damaged in a 2013 derailment; these cars will be delivered in the first half of 2016.

*M-3 Replacement Program.* During the second quarter of 2012, both Metro-North and LIRR sent out technical specifications and requests for proposals (“RFP’s”) to firms for the design, manufacture, testing, and delivery of M-9 rail cars to replace the current fleet of M-3 cars. Three manufacturers made final proposals, and LIRR awarded a base contract in September 2013. Metro-North has an option under this contract and is finalizing the size and composition of the fleet it will order for the replacement of the M-3 cars.

Harlem Line Stations

The work presently being designed as part of the Harlem Line Station Improvements (Phase I) under the 2010-2014 Capital Program and planned for construction under the 2015-2019 Capital Program includes but is not limited to:

*Botanical Gardens Station.* Structural improvements on the concrete platforms, canopy structures, and roofing. Specifically, the work will include expanding the canopy on the inbound platform; rehabilitating overpass stairs and windows; reconstructing the inbound plaza area; painting all exposed structural steel; and providing other improvements to station amenities. Design is underway, with construction scheduled to begin in 2017.
Williams Bridge Station. Structural improvements on the concrete platforms; expansion of canopies on the inbound and outbound platforms; replacement of the outbound shelter and the addition of an inbound shelter; replacement of the outbound ramp; painting all exposed structural steel; installation of new elevators; and other improvements, including customer and station amenities. Design is underway, with construction scheduled to begin in 2017.

Woodlawn Station. Structural improvements on concrete platforms, canopy structures, and roofing. The work will include repair or replacement of existing stairs to platform from grade; the addition of new elevators as required; the elimination of canopy gaps on the inbound and outbound platforms; painting of all exposed structural steel; and other improvements in customer and station amenities. Design is underway, with construction scheduled to begin in 2017.

Wakefield, Mount Vernon, Bronxville, Tuckahoe, and Fleetwood Stations. Designs for the rehabilitation and improvement of these five stations (Phase II) are included in the 2010-2014 Capital Program, with construction to be undertaken in the 2020-2024 Capital Program (assuming funding is approved) and should immediately follow the completion of the Phase I stations on the Harlem Line (see above).

Fordham Station. Construction to increase safety, access, and pedestrian conditions on the northbound platform at the Fordham Station was ongoing in 2015 and is expected to be completed by the first quarter of 2016. An earlier study found that the majority of the station’s 6,500 daily customers are now reverse-commuters traveling north to Westchester and Connecticut. To accommodate this northbound traffic, the existing outbound platform is being widened using land acquired from Fordham University. Additional improvements include the rehabilitation of stairs and new lighting and communications elements, including public address systems, signage, tactile warning surfaces, information monitors, and other passenger amenities. This project is funded in part by a Federal Jobs/Access Reverse Commute (“JARC”) grant. A new accessible walkway to Webster Avenue is substantially completed and available for customer use. The outbound platforms are under construction and much of the work on the inbound side is complete. When completed, a new stairway will connect the outbound platform
to Fordham Road, bypassing the station building. The wider platforms will provide a safer, more efficient, and more pleasant boarding area for Metro-North customers.

North White Plains Parking Garage. The station’s new, expanded parking garage opened in October 2015. A result of planning studies begun in 2013, the purpose of this design/build project was to accommodate the projected future demand for station parking. The expansion, constructed on property owned by Metro-North at the southeast corner of Bond Street and Haarlem Avenue, added approximately 400 new parking spaces for a total of about 1,750 spaces. The project was funded by a Federal Congestion Management and Air Quality grant.

New Haven Line Stations

Mount Vernon East, Pelham, Larchmont, Mamaroneck, and Harrison Stations. The rehabilitation of critically deteriorated elements at these five New Haven Line stations was largely completed in 2015. The work included platform superstructures, overpasses and underpasses, canopies, stairs, ramps, benches, and platform amenities. Rehabilitation at the Larchmont and Mamaroneck stations were funded in part by a federal JARC grant. The only remaining project is the construction of a bicycle shelter on the outbound side of Mamaroneck station as part of the JARC award. The shelter is expected to be completed by the first quarter of 2016.

Positive Train Control

PTC Overview. On October 16, 2008, Congress passed into law The Rail Safety Improvement Act of 2008 ("PTC Act") which required, among other things, the implementation by December 2015 of a Positive Train Control ("PTC") system on all nonexempt commuter railroad mainline tracks. That deadline was subsequently extended by Congress to December 31, 2018. The revised act requires submission of revised PTC implementation plans by January 27, 2016, expanded reporting requirements, annual Federal Railroad Administration ("FRA") compliance reviews, and a "Report to Congress" by July 1, 2018.

Metro-North PTC Program. PTC is a system designed to prevent train-to-train collisions, overspeed derailments, train incursions into work zones, and the movement of a train through a
wrongly positioned switch. Metro-North has taken a number of initiatives to comply with the mandate. These include advanced system designs; preparation of FRA-approved PTC implementation plans; development plans; and initial safety plans. In addition, Metro-North has made a partial acquisition of spectrum; acquired and begun installation of early-phase materials; and, as a joint procurement with LIRR, awarded a contract for a PTC system integrator. Metro-North in-house teams will perform installation, testing, and commissioning of the equipment. In a pilot program, Metro-North will begin procuring and installing PTC equipment on specified segments of its territories in order to test the central office, wayside, and onboard systems. These installations will be on the New Haven Line from Bridgeport to New Haven and on a small segment on the Hudson Line. The FRA must then certify the pilot and the required PTC safety plans. Such certification is required before Metro-North implements a phased installation of PTC on the remaining system. During the pilot program, Metro-North will also develop the functionality of a roadway worker protection system, not required by the current law. Metro-North will then have the option of rolling out this additional safety system throughout its territories.

West of Hudson Signal Improvements

This project includes installation of a new automatic train control system using cab signaling to replace the existing wayside signal system for the Port Jervis Line between Suffern, NY, and Sparrowbush, NY. This initiative will enhance safety and reliability on the line, while also increasing the ability to handle additional future train capacity. Metro-North awarded contracts for the pre-wired signal equipment and for the wayside cable installation in 2012, and all signal houses and cases are set. The wayside cable installation is complete. Force account testing and commissioning is ongoing. The commissioning consists of five segments, as well as an interface with New Jersey Transit at the Suffern location. New Jersey Transit’s PTC contract will provide the PTC equipment needed for Metro-North’s portion of the line. In 2015, Metro-North completed the installation of all houses and cases on their foundations. Power was installed to all locations in the first segment, which is now 30 percent complete. The forecasted project completion date is 2020.
**Croton-Harmon Shop and Yard Rehabilitation**

*Croton-Harmon Phase V.* The Harmon Shop Replacement Program Phase V project is a continuation of Metro-North’s multi-phase Croton-Harmon Shop and Yard Rehabilitation Program. Phase V is a two-stage program to design and construct a new Electric Car Shop with a Consist Shop Facility (Stage 1) and a new Running Repair and Support Shop (Stage 2) to replace the existing Harmon Old Main Shop Building.

**Phase V Project, Stage 1.** This stage was funded in the 2010-2014 Capital Program and included the demolition and replacement of the eastern portion of the Old Main Shop Building with a two-track, 10-car double-ended Consist Shop Facility for periodic inspection and scheduled maintenance. The portion of the existing shop to be demolished will be from the existing Track 146 to the east wall of Track 132. The new Consist Shop Facility will include a ground floor, a partial mezzanine, and a second floor. Stage 1 is scheduled to be completed in the first quarter of 2018. Based on favorable bids, phasing and operational efficiencies, and cost avoidances, Metro-North is advancing the construction of the Electric Multiple Unit (“EMU”) Annex-Wheel Shop and related shop functions in Stage 1. The designated Stage 1-2 EMU Annex is also scheduled for completion in the first quarter of 2018.

**Phase V Project, Stage 2.** Preliminary design of Stage 2 was included in the 2010-2014 Capital Program and began in May 2014. Stage 2 will replace the remaining, western portion of the Old Main Shop Building. When both stages are complete, they will provide a single enlarged facility for maintaining the electric car fleets on Metro-North’s Harlem and Hudson lines. Optional work in Stage 2 (including a blow shed, load-test cell, coach-locomotive shop, pedestrian overpass, and coach shop elevator) will be considered for funding in the 2020-2024 MTA Capital Program.

**Superstorm Sandy Restoration and Resiliency**

When Superstorm Sandy hit the New York region on October 29, 2012, Metro-North was able to restore limited service within two days after the storm and full service (with the exception of certain Connecticut branch lines) within one week. However, the storm surge flooded over 50 percent of Metro-North’s Hudson Line, resulting in long-term damage requiring significant
repairs. Metro-North identified over $440 million in restoration and resiliency repairs to be funded under the federal Sandy Emergency Relief Program. This work is critical to restore Metro-North’s infrastructure to a “state of good repair” and to improve overall system resiliency against future natural disasters. Multiple restoration and resiliency projects are currently underway, and all work is expected to be complete by 2019.
Staten Island Rapid Transit Operating Authority
A Subsidiary of the Metropolitan Transportation 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: Binu Thomas, Director, Operational Support
60 Bay Street, Fifth Floor, Staten Island, NY 10301

Structure and 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.

Douglas Connett
Vice President and Chief Officer

Dwayne Anglero  Neil Breitkopf  Samuil Kolta  Binu Thomas  Vacant
Assistant Chief  Director, Finance  Senior Director, Capital and  Director, Operational  Assistant Chief
Officer, Operations  and Procurement  Engineering  Operational Support  Officer, Maintenance
Purpose and 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. The system includes 63 R44 cars, 14.3 miles of line (one way), 23 stations (including the Richmond County Ballpark), and two main terminals, the St. George Terminal and the Tottenville Terminal.

SIRTOA’s railway line has been grade-separated from intersecting roads since 1966. Although it is considered a standard railroad, only freight service along the western portion of the North Shore connects to the national railway system. Because it uses subway cars and third-rail electrification and is run by the MTA, most residents consider it to be a de facto line of the New York City subway system, though there is no direct rail link between SIRTOA and the subway system. The line is included on official New York City Subway maps.

Like the rest of the subway system, SIRTOA runs twenty-four hours a day, with service continuing overnight after most day peak traffic has ceased. The railway also provides express service to the St. George Terminal and the Tottenville Terminal during rush hours.
Projects Summary

In addition to regular operations and maintenance, SIRTOA’s capital projects include the repair and improvement of station security, station structural components and bridges, as well as the initial phases of rehabilitation of the St. George Interlocking. For further details, please reference the Projects Overview section below or access the MTA Capital Programs Dashboard on the MTA website 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.

Projects Overview

Major capital projects currently underway include the following:

Arthur Kill Station

This project, which is currently under construction, will provide a new station at Arthur Kill Road in the Tottenville section of Staten Island to replace the existing Nassau and Atlantic stations. The new facility will include station security features, a 150-car parking lot, passenger drop-off and pick-up areas, design elements recommended by MTA Arts for Transit, and landscaping to enhance the station’s visual attributes.
Station Security

Completed during 2015, the station security project installed security cameras and customer-assistance intercoms in all station off-hours waiting areas. Cameras and intercoms are monitored and recorded at a central location. As part of this project, additional security measures have been implemented at the St. George Terminal in accordance with the latest recommendations from the federal Office of Domestic Preparedness.

Structural Repairs at Eight Stations

This project completed critical repairs at eight stations throughout SIRTOA’s railway system. It carried out essential component repairs and improvements at the Stapleton, Grasmere, Dongan Hills, Annadale, Huguenot, Grant City, Great Kills, and Tompkinsville stations. It also included the rebuilding of the Grasmere Station house. All phases of the project were completed in 2015.

St. George Terminal Interlocking

A major rehabilitation of the interlocking is currently underway at the St. George Terminal. The project will include the repair and replacement of tracks and switches; signal modernization; and drainage improvements.

New Prince’s Bay Station

Installation of a new power substation at the Prince’s Bay Station was begun in 2015 and is currently under construction.

Three Additional Substations

Three traction power substations are currently in design for the Tottenville, New Dorp, and Clifton stations. This project is being undertaken in order to support future service requirements.
Radio System

The UHF radio replacement and upgrade, which is required to meet the new band usage, is currently underway. This project involves several wayside repeater facilities in various locations along the railway system.

Superstorm Sandy Restoration and Resiliency

SIRTOA’s facilities suffered significant damage from the unprecedented storm surge during Superstorm Sandy in October 2012. The Clifton Maintenance Shop and the St. George Interlocking, both situated at low elevation near New York Harbor, were badly flooded. Following a major reconstruction effort, both of these facilities have resumed a large portion of their normal operations. Extensive restoration work, which continued during 2015, is still required to return the railway to its prior level of operations and maintenance.
MTA Bus Company
A Subsidiary of the Metropolitan Transportation Authority

Legal Name, Address, and Contact Information

MTA Bus Company
2 Broadway, New York, NY 10004

Contact: Elizabeth Cooney, Vice President & General Counsel
2 Broadway, New York, NY 10004

Structure and Organization

The President of the MTA Bus Company is also the Senior Vice President of the Department of Buses for MTA New York City Transit. Senior management reporting to the President of MTA Bus Company are listed below.

Darryl C. Irick
President, MTA Bus Company

Craig Cipriano
Executive VP, Business Strategies & Operations Support

John Kivlehan
VP & Chief of Bus Operations

Heidi Lemanski
Chief of Staff

George Menguina
VP & Chief Facilities Officer

Elizabeth Cooney
VP & General Counsel

Stephen Vidal
VP, Transportation, Safety & Training & Operations Planning

John Higgins
Chief Maintenance Officer

Robert Picarelli
Chief Officer, Internal Studies & Operations Improvement

Frank Annicaro
Chief Officer

Central Maintenance Facility
Purpose and Mission

The MTA Bus Company ("MTA Bus") was created as a public benefit corporation subsidiary of MTA in 2004 to integrate bus routes and 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 one of the largest bus fleets in North America, serving more than 405,000 riders daily and employing more than 3,700 people. With a fleet of approximately 1,280 buses, the agency operates 47 local bus routes serving the Bronx, Brooklyn, and Queens. In addition, the agency operates 35 express bus routes between Manhattan, the Bronx, Brooklyn, and Queens. MTA Bus’s round-the-clock service complements subway, train, and bus services provided by other MTA agencies.

Since assuming control of the private bus operations in 2004, MTA Bus has taken many steps to improve customer service. Capital funding has enabled the retirement of unreliable vehicles beyond their useful life and reduced the fleet average age to 8.43 years. Through evaluations of customer demand and operating constraints, MTA Bus has addressed a number of fundamental areas, making improvements in running times, crowding, service frequency, hours of service, and route structure. These efforts have increased average ridership from the first month of full consolidation (March 2007) to the most current data (September 2015) by 13 percent for weekdays, 31 percent for Saturdays, and 47 percent for Sundays. A centralized Road Operations Unit, Training Center, and Command Center have helped ensure consistent service. The agency also has instituted new maintenance practices, including scheduled operation inspections, frequently scheduled overhauls of undercarriage components, in-chassis engine adjustments, and other measures that have increased its mean distance between failures.
Projects Summary

MTA Bus inherited a bus fleet and maintenance network in need of significant operating and capital improvements. The fleet consisted of 15 different bus models with an average age of more than 13 years, and its eight depots varied in condition and age, with several built prior to 1950. MTA Bus continues the upgrading and integration of its vehicles and facilities. For further details, see the Projects Overview section below or access the MTA Capital Programs Dashboard on the MTA website 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 more than 405,000 daily riders, many of whom have no other transit options. The agency’s round-the-clock service is coordinated with the transportation services provided by other MTA agencies. MTA Bus is a vital link in regional transportation, an energy-efficient alternative to automobile travel, and a key contributor to the metropolitan area’s economy.

Projects Overview

Fuel Capacity Improvement at Baisley Park, JFK, and LaGuardia Depots

On June 27, 2015, MTA Bus awarded a contract for new aboveground fuel tanks at the Baisley Park, JFK, and LaGuardia depots. The existing fueling capacities at these depots are inadequate for the fleets they serve. Currently, the Baisley Park and LaGuardia depots each have three 4,000-gallon fuel tanks, and the JFK Depot has four 4,000-gallon tanks. This capacity dictates daily oil deliveries, and there is no redundancy for tank repair or spare capacity to cover supply
disruptions or market shortages. The new tanks will provide adequate capacity to support both the current fleet and projected growth. In addition, the tanks will have at least a three-day fuel supply to maintain service in case of any emergency, unforeseen circumstances that may prevent timely delivery, or other disruptions in the fuel supply chain. The project also includes the installation of new fueling lanes with dispensers at the LaGuardia Depot. This will decrease the queuing time and improve efficiency in servicing and fueling the current fleet. Substantial completion is forecast for December 31, 2016.

**Electric Service and Emergency Generators**

This project consists of two components. The first component involves the installation of a new electrical service sized to accommodate all the loads at the JFK, LaGuardia, and Baisley Park depots. The second component involves the purchase and installation of an emergency generator at the JFK, LaGuardia, Baisley Park, and Eastchester depots and two portable generators at the Far Rockaway and Yonkers depots. The emergency generators will provide the capability of maintaining these depots in full operation in case of power outages. In 2015, concrete pads were completed at all locations. Generators were delivered to the JFK, Baisley Park, and LaGuardia depots, with connections, testing, and commissioning underway. Two generators for Eastchester are expected to be delivered in January 2016. Substantial completion at all locations is scheduled by end-of-year 2016.

**Roof and Ventilation at the Eastchester Depot**

A major roof replacement at the 34,000-square-foot Maintenance Building reached substantial completion on February 20, 2015. The project entailed the removal of the existing roof, which had exceeded its useful life, along with asbestos abatement. It also included new ventilation and heating systems. General specifications for the new ventilation system included tempered air; required air changes; a building management system; and carbon monoxide, carbon dioxide, and temperature monitors to control the speed of the fans.
Security Improvements

This two-part project will install CCTV, intrusion-detection systems, and access-control systems at MTA Bus depots. The first project installed the security equipment at Eastchester and LaGuardia depots and is forecast to reach substantial completion by the end of 2015. The contract for the second project, at the Far Rockaway and Baisley Park depots, was awarded February 20, 2015. Substantial completion is forecast for May 31, 2016.

Purchase Service Vehicles

The objective of this project is to replace vehicles beyond their useful lives. This includes, but is not limited to, snow-fighters, service and utility trucks, wreckers, and cutaway vans. Vehicle delivery began in mid-2014, and all vehicles had been delivered and the project in close-out as of September 30, 2015.

Superstorm Sandy Restoration

While most MTA Bus depots were quickly repaired and operational after Superstorm Sandy struck the area on October 29, 2012, the Far Rockaway Depot suffered significant damage. The storm surge caused major destruction to the depot’s maintenance areas, inventory storerooms, offices, and equipment. Federal funds from the Federal Transit Administration were made available as reimbursement for most of the repairs. The design phase of the full depot restoration is complete, and construction is scheduled to begin the first half of 2016.
MTA Capital Construction Company
A Subsidiary of the Metropolitan Transportation Authority

Legal Name, Address, and Contact Information

MTA Capital Construction Company
2 Broadway, New York, NY 10004

Contact: Evan M. Eisland, Senior Vice President & General Counsel
2 Broadway, New York, NY 10004

Structure and Organization

The President of the MTA Capital Construction Company and senior management reporting to the President are listed below.

Dr. Michael Horodniceanu
President, MTA Capital Construction

Anthony D’Amico
Executive VP & CFO

Jeannie Kwon
Chief of Staff

Evan M. Eisland
Senior VP & General Counsel

Uday Durg
Chief Engineer

Eve Michel
VP, Development & Chief Architect

Anil Parikh
Senior VP & Program Executive,
Second Avenue Subway

Shawn Kildare
Senior VP & Program Executive,
7 Line Extension

Uday Durg
Senior VP & Program Executive,
Lower Manhattan

Richard Mulieri
Senior Director, Public Affairs

Thomas Reed
VP & Chief Capital Security Program

William Goodrich
Executive VP & Senior Program Executive, East Side Access
Purpose and Mission

MTA Capital Construction Company ("MTACC") was created as an MTA subsidiary in 2003. MTACC is responsible for administration of the planning, design, and construction of major MTA projects. Current projects include three major MTA system expansion projects (East Side Access, Second Avenue Subway, and the Cortlandt Street No. 1 Line Station Reconstruction), as well as the MTA-wide capital security projects.

Operations

MTACC coordinates major construction projects from design through completion. The company has a core staff that works with other professionals at the MTA agencies, as well as with the nation's leading construction consulting firms.

Projects Summary

MTACC is currently supervising three major system expansion projects. The three expansion projects are: (1) The East Side Access project, a 3.5-mile commuter rail connection between MTA Long Island Rail Road’s Main and Port Washington lines in Queens to a new terminal beneath Grand Central Terminal; (2) Phase I of the Second Avenue Subway Line, which will provide service from 96th Street to 63rd Street as an extension of the Q train; and (3) Cortlandt Street No. 1 Line Station Reconstruction.

Recently completed projects include the No. 7 Subway Line Extension and the Fulton Center. The No. 7 Subway Line Extension, extending the subway from Times Square on West 41st Street to a new terminal at West 34th Street and Eleventh Avenue near the Javits Convention Center, opened to the public on September 13, 2015. In addition to the expansion projects, the last of the MTACC’s Lower Manhattan Recovery Projects, The Fulton Center, opened to the public on
November 10, 2014. For further details, see the Projects Overview section below or access the MTA Capital Programs Dashboard at http://web.mta.info/capitaldashboard/CPDHome.html.

Statement of Justification

MTA Capital Construction provides an essential service to the nation’s largest transit system and to the city and public it serves. It coordinates the many operations and phases required to complete major capital construction projects on an enormous scale in a safe and timely manner. Its oversight functions ensure the design, engineering, and fiscal integrity of projects that are vital to the regional economy and that will benefit New York City for decades to come.

Projects Overview

East Side Access

The East Side Access project consists of construction of a 3.5-mile commuter rail connection between MTA Long Island Rail Road’s Main and Port Washington lines in Queens to a new terminal being constructed beneath Grand Central Terminal. The new connection will increase MTA Long Island Rail Road’s capacity into Manhattan, dramatically shorten travel time for Long Island and eastern Queens commuters traveling to the east side of Manhattan, and provide for a new commuter rail station in Sunnyside, Queens.

Second Avenue Subway

When fully completed, the Second Avenue Subway will provide customers with a new service running some 8.5 miles along the length of Manhattan’s East Side, generally under Second Avenue, from 125th Street in Harlem to Hanover Square in Lower Manhattan. The project is being carried out in four phases. MTA Capital Construction is currently building Phase I, which includes tunnels from 105th Street and Second Avenue to 63rd Street and Third Avenue, with new stations along Second Avenue at 96th, 86th, and 72nd streets, as well as new entrances to,
and newly opened portions of, the existing Lexington Avenue/63rd Street Station. Phase II will extend the line north from 96th Street to 125th Street. Phase III will extend the line south to Houston Street. Phase IV will extend the new subway line south to Hanover Square.

**Cortlandt Street No. 1 Line Station Reconstruction**

The Cortlandt Street No. 1 Line Station Reconstruction project will replace the original station, which was severely damaged when the World Trade Center Towers collapsed on September 11, 2001. The reconstruction was broken into two phases, and MTACC is progressing Phase II. Phase I involved structural steel and concrete work to expand the northern end of the station; demolition of platforms; platform columns and roof steel; and the removal of track shielding, which was installed under an earlier Port Authority of New York and New Jersey (PANYNJ) contract for protection during underpinning and arch roof construction. Phase II consists of additional demolition and repairs; complete station fit-out, including mechanical, electrical and plumbing, architectural, structural, platform and track reconstruction; signal work; fire protection; communication systems; and vertical transportation.

**No. 7 Subway Line Extension**

The extension, which opened for revenue service on September 13, 2015, provides a transit link to the Javits Convention Center and is expected to help transform the surrounding manufacturing and industrial neighborhood into a mixed-use community. The scope of the project includes the construction of a new terminal station at 34th Street and Eighth Avenue, extending the line from its previous terminal at Times Square. This project is a critical part of the redevelopment of the Hudson Yards area of Manhattan, which extends generally from West 28th Street on the south to West 43rd Street on the north, and from Eighth Avenue on the east to Hudson River Park on the west.

**Lower Manhattan Recovery Projects: Fulton Center**

Officially opened to the public on November 10, 2014, the Fulton Center integrates five subway stations serving the 2, 3, 4, 5, A, C, J, Z, and R lines via a bright, modern, efficient facility. A major work of architecture and transportation engineering, the new structure was designed as a high-profile public space, retail destination, and centerpiece of the Lower Manhattan redevelopment.
The other Lower Manhattan Recovery Project, the new South Ferry Terminal Station, was placed into customer service in March of 2009. The station subsequently suffered extensive damage from Superstorm Sandy on October 29, 2012, and is currently undergoing repairs.
First Mutual Transportation Assurance Company

A Subsidiary of the Metropolitan Transportation Authority

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

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

Contact: Laureen Coyne, President
2 Broadway, 21st Floor, New York, NY 10004

**Structure and 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.

**Purpose and 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, the projects undertaken by First Mutual Transportation Assurance Company 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, First Mutual Transportation Assurance Company 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.

Projects Overview

Response to the 12/01/13 Metro-North Derailment

The derailment of a Metro-North train in the North Bronx on December 1, 2013, resulted in injuries to over 75 passengers, including four who died at the scene, as well as major property and equipment damage. After cooperating fully with the National Transportation Safety Board (“NTSB”), Metro-North and the MTA have undertaken a number of safety-related projects in response to the NTSB investigation, which concluded in November 2014. As the captive insurance company for the MTA and its agencies, including Metro-North, FMTAC continues to assess damages and claims for both liability and property damage. Metro-North maintains a self-insured retention and in excess of the retention, it is insured by FMTAC as well as multiple insurance and reinsurance carriers in both foreign and domestic markets.
MTA Subsidiary Public Benefit Corporations Report 2015

Section VII. Metropolitan Suburban Bus Authority (MTA Long Island Bus)

Metropolitan Suburban Bus Authority (MTA Long Island Bus)
A Subsidiary of the Metropolitan Transportation Authority

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: Elizabeth Cooney, Vice President & General Counsel, MTA Bus Company
2 Broadway, New York, NY 10004

Structure and Organization

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

Darryl C. Irick
President, MTA Bus Company

Craig Cipriano
Executive VP

Elizabeth Cooney
VP & General Counsel
Purpose and 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 Subsidiaries’ Organizational Charts
Justin R. Vonashek was named Metro-North’s VP, Safety Systems, on December 14, 2015. He reports to the president in this new position effective January 4, 2016.
MTA Bus Company

Darryl C. Irick  
President, MTA Bus Company

Craig Cipriano  
Executive VP, Business Strategies & Operations Support

Heidi Lemanski  
Chief of Staff

Elizabeth Cooney  
VP & General Counsel

John Higgins  
Chief Maintenance Officer

John Kivlehan  
VP & Chief of Bus Operations

George Menduina  
VP & Chief Facilities Officer

Stephen Vidal  
VP, Transportation, Safety & Training & Operations Planning

Frank Annicaro  
Chief Officer, Central Maintenance Facility

Elizabeth Cooney  
VP & General Counsel

Robert Picarelli  
Chief Officer, Internal Studies & Operations Improvement
Laureen Coyne
President

Patrick Kane
Vice President

Phyllis Rachmuth
Vice President & Secretary
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.
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 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.
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 CAPITAL CONSTRUCTION COMPANY

ARTICLE 1. OFFICES

The principal office of the MTA Capital Construction 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 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 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.
ARTICLE 1. OFFICES

The principal office of the Metropolitan Suburban Bus 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 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.
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 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.
MTA
SUBSIDIARIES
CERTIFICATES
OF
INCORPORATION
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 FEB 8 1980

Basil G. Paterson
Secretary of State
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.
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 )
COUNTY OF NEW YORK )

: ss. :

On this 7th 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. 03-292-400
Qualified in New York County
Commission Expires March 30, 1987
CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION
OF
THE LONG ISLAND RAIL ROAD COMPANY

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED FEB 8 - 1980
AMT OF CHECK $100.00
FILING FEE $100.00
TAX $ 0
COPY $ 0
CERT $ 0
REFUND $ 0

BY: ____________________________

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

[Signature]
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. McAlevey
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 adminis-
trative 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 discus-
sion 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 provoca-
tive 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 neces-
sary, 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 follow-
ing purposes, powers, duration and office:

(1) Purposes: Acquiring, owning, leasing,
establishing, constructing, effectuating,
operating, maintaining, renovating, im-
proving, 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 in-
debtedness;

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

Page 108 of 146
(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

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.

APR 10 1991

Witness my hand and seal of the Department of State

Secretary of State
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 having been amended by a
certificate of incorporation filed by the Department of State,
February 8, 1960, 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:
   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 17, 1991.

METROPOLITAN TRANSPORTATION AUTHORITY
THE LONG ISLAND RAIL ROAD COMPANY

By:

347 Madison Avenue
New York, New York

STATE OF NEW YORK )
COUNTY OF NEW YORK)

On this 17th day of March, 1991, before me personally came DANIEL T. SCANNELL known to me and known by me to be Vice 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.

Notary Public

RICHARD K. KNAPPEN
Notary Public, State of New York
No. 26-5292540
Qualified in Kings County
Commission Expires June 15, 1992
<table>
<thead>
<tr>
<th>Certificate of Amendment of Certificate of Incorporation of The Long Island Rail Road Company</th>
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<tbody>
<tr>
<td>THOMAS M. TARANTO</td>
</tr>
<tr>
<td>Attorney for</td>
</tr>
<tr>
<td>Jamaica Station, Jamaica, N.Y. 11439</td>
</tr>
<tr>
<td>(718) 990-8297</td>
</tr>
<tr>
<td>Service of a copy of this within to hereby admitted.</td>
</tr>
<tr>
<td>Dated,</td>
</tr>
<tr>
<td>Attorney for</td>
</tr>
</tbody>
</table>
Airborne

August 1, 2003

Mr. Daniel Shapiro
Director, Division of Corporations
New York State, Department of State
41 State Street
Albany, NY 12231

Re: Certificate of Incorporation
Pursuant to Public Authorities Law § 1266(5) of the
MTA Capital Construction Company

Dear Mr. Shapiro:

Enclosed is the original and one copy of the Certificate of Incorporation pursuant to § 1266(5) of the Public Authorities Law of the MTA Capital Construction Company, a public benefit corporation and subsidiary of the Metropolitan Transportation Authority ("MTA").

Under Public Authorities Law § 1266(5), the MTA is authorized to establish such a corporation by filing the Certificate of Incorporation with your office. The MTA is exempt from the payment of the filing fee. Please file the Certificate and stamp and return the enclosed copy to me as a receipt.

If you have any questions, identify any problem, or wish to otherwise discuss this filing, please call me at (212) 878-7317.

Your prompt attention to this matter will be greatly appreciated.

Thank you,

Robin Bergstrom
Associate Counsel

Enc.

cc: Catherine Rinaldi, MTA General Counsel
    Veronique Hakim, NYCTA Special Counsel
State of New York  

Department of State

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

September 17, 2003

Secretary of State

DOS-200 (Rev. 03/02)
CERTIFICATE OF INCORPORATION

MTA CAPITAL CONSTRUCTION COMPANY

The undersigned, Metropolitan Transportation Authority, for the purpose 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 Capital Construction 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:

   2 Broadway
   New York, New York 10004

4. The purposes of the corporation are:

The acquiring, owning, leasing, establishing, constructing, effectuating, operating, maintaining, renovating, improving, extending or repairing of the facilities of the MTA and its subsidiaries and its affiliate agencies, including all organizations whose members or board are the same as the members of the MTA, 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 acknowledged this certificate of incorporation this July 29, 2003.

Metropolitan Transportation Authority

By

Peter Kalikow, Chairman
STATE OF NEW YORK  
) ss.  
CITY OF NEW YORK  
)

On this 29th day of July, 2003, before me personally came Peter Kalikow, 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.

Victoria Clement  
Notary Public

VICTORIA CLEMENT  
Notary Public, State of New York  
No: 01GL4950836  
Qualified in Bronx County  
Commission Expires May 3, 2027

2
CERTIFICATE OF PUBLIC BENEFIT CORPORATION

OF

MTA CAPITAL CONSTRUCTION COMPANY

PURSUANT TO SECTION 1266-5 OF THE PUBLIC AUTHORITIES LAW

FILED BY: METROPOLITAN TRANSPORTATION AUTHORITY
347 MADISON AVENUE
NEW YORK, NY 10017-3739

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED AUG 07 2003

BY: [Signature]

930
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.
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
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 16th 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. 60-9620426  
Qualified in Westchester County  
Commission Expires March 30, 1984
FILING RECEIPT

MISCALLOUSE 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

FES AND/OR TAX PAID AS FOLLOWS:

AMOUNT OF CHECK $________

AMOUNT OF MONEY ORDER $________

AMOUNT OF CASH $________

$________ DOLLAR FEE TO COUNTY

DOLLAR FEE TO COUNTY

FILER NAME AND ADDRESS

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

TOTAL PAYMENT $ 0000000.00

REFUND OF $ 0000000.00 TO FOLLOW

G030-518 (1/78)

BASIL A PATERSON - SECRETARY OF STATE

Page 126 of 146
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

JAN 2 1974

[Signature]

Acting Secretary of State
CERTIFICATE OF INCORPORATION
OF
METROPOLITAN SUBURBAN BUS 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 METROPOLITAN
   SUBURBAN BUS AUTHORITY

2. The purpose for which this corporation is formed
   are as follows, to wit:

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

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 M of the Public
     Authorities Law, as amended from time to
time, except the power to contract indebted-
     ness.

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 County and City of New York.

IN WITNESS WHEREOF, the undersigned has executed, signed and acknowledged this certificate of incorporation this day of November, 1972.

METROPOLITAN TRANSPORTATION AUTHORITY

[Signature]

William J. Ronan, Chairman
1700 Broadway
New York, New York 10019

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

On this 17th day of November, 1972, 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.

[Signature]

Notary Public

[Signature]

Richard F. Gammel
Notary Public State of New York
[Notary Public's Seal]

Oswego 21, New York
Commission Expires March 25, 1975
CERTIFICATE OF INCORPORATION
OF
METROPOLITAN SUBURBAN BUS AUTHORITY

Under Section 1226, subdivision 3, of the
Public Authorities Law.

STATE OF NEW YORK
DEPARTMENT OF STATE

TAX NUMBER
FILING FEES

FILED NOV 2. 1972.

Robert H. Prince, Secretary and Counsel Metropolitan Transportation Authority
1700 Broadway
New York, New York 10019.
STATE OF NEW YORK
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS AND STATE RECORDS
ALBANY

FILING RECEIPT - MISC.

TYPE OF CERTIFICATE
INCORPORATION
CORPORATION NAME

METROPOLITAN SUBURBAN BUS AUTHORITY

DATE FILED
JAN 9 1974

LOCATION OF PRIN. OFFICE

FILM NO.

FILER AND ADDRESS
METROPOLITAN TRANSPORTATION AUTHORITY
ATT: RICHARD K. BERNARD, FIRST ASSISTANT COUNSEL
1700 BROADWAY
NEW YORK, N.Y. 10019

DOLLAR FEE TO COUNTY

FEES AND/OR TAX PAID AS FOLLOWS:

$ 3.50

CASH

FILING
$ 3.50

TAX

CERTIFIED COPY
$ 3.50

CERTIFICATE

TOTAL $ 3.50

REFUND OF $ 3.50 TO FOLLOW

John J. Ghezzi
acting sec. of state
CERTIFICATE OF INCORPORATION

OF

METROPOLITAN SUBURBAN BUS 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 METROPOLITAN
   SUBURBAN BUS AUTHORITY

2. The purpose for which this corporation is formed
   are as follows, to wit:

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

3. The powers of this corporation are as follows, to wit:

   ________________________________
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 )

COUPNY 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.

[Signature]
Attorney General
**STATE OF NEW YORK**
**DEPARTMENT OF STATE**
**DIVISION OF CORPORATIONS AND STATE RECORDS**
**ALBANY**

**FILING RECEIPT**

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**J O H N P. L O M E N Z O**
**SECRETARY OF STATE**

**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
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

Special Deputy Superintendent

http://www.ins.state.ny.us
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.

[Signature]
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. Lovin
Superintendent of Insurance

By
First Deputy Superintendent

and
Special Deputy Superintendent
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