

**NEW YORK AND NEW JERSEY RAILROAD CORPORATION**

**MINUTES**

**Thursday, April 26, 2012**

Action on Minutes	7
Report of Nominating Committee	7
Election of Officers	8

**MINUTES of the Annual Meeting of the New York and New Jersey Railroad Corporation held  
Thursday, April 26, 2012 at 225 Park Avenue South, City, County and State of New York**

**PRESENT:**

**NEW JERSEY**

Hon. David Samson, Chairman  
Hon. Raymond M. Pocino  
Hon. Anthony J. Sartor  
Hon. David S. Steiner

Patrick J. Foye, President  
Darrell B. Buchbinder, Counsel  
Karen E. Eastman, Assistant Secretary

Heavyn-Leigh American  
Susan M. Baer  
William Baroni, Jr.  
Steven J. Coleman  
Stephanie E. Dawson  
John C. Denise  
Gretchen P. DiMarco  
Michael P. Dombrowski  
John J. Drobny  
Daniel D. Duffy  
Michael G. Fabiano  
Michael A. Fedorko  
Michael B. Francois  
Cedrick T. Fulton  
Lash L. Green  
Glenn P. Guzi  
Linda C. Handel  
Mary Lee Hannell  
Andrew T. Hawthorne  
Anthony Hayes  
Alan H. Hicks  
Mark D. Hoffer  
Sara Beth Joren  
Robert A. Joseph  
Justine Karp  
Kirby King  
Louis J. LaCapra  
Cristina M. Lado  
Richard M. Larrabee  
John H. Ma  
Lisa MacSpadden  
Stephen Marinko  
Ron Marsico  
Michael G. Massiah  
Daniel G. McCarron

**NEW YORK**

Hon. Scott H. Rechler, Vice-Chairman  
Hon. Jeffrey H. Lynford  
Hon. Jeffrey A. Moerdler

James E. McCoy  
Anne Marie C. Mulligan  
Toni L. Munford  
Patrick O'Reilly  
Ann O'Rourke  
Hunter Pendarvis  
Paul A. Pietropaolo  
Jared Pilosio  
Steven P. Plate  
Richard Rebisz  
Alan L. Reiss  
Shane Robinson  
Rosalie Siegel  
Brian W. Simon  
Gerald B. Stoughton  
Robert A. Sudman  
Ralph Tragale  
David B. Tweedy  
I. Midori Valdivia  
Lillian D. Valenti  
Sheree Van Duyne  
David M. Wildstein  
Christopher R. Zeppie  
Peter J. Zipf

Guests:

Regina Egea

Speakers:

Murray Bodin  
Margaret Donovan  
Richard Hughes  
Marc Matsil  
David Tate

The public meeting was called to order by Chairman Samson at 12:54 p.m. and ended at 1:30 p.m. The Board met in executive session prior to the public session. Director Steiner was present for a portion of the public session.

### **Action on Minutes**

The Assistant Secretary submitted for approval Minutes of the meeting of March 29, 2012. She reported that copies of these Minutes were delivered to the Governors of New York (in electronic form) and New Jersey (in paper form) on March 30, 2012. She reported further that the time for action by the Governors of New York and New Jersey expired at midnight on April 16, 2012.

Whereupon, the Board of Directors unanimously approved the Minutes of the meeting of March 29, 2012, including the Minutes of the special meeting of the Committee on Operations.

The Assistant Secretary also reported on an administrative conforming change to the By-Laws to replace all references to “Freedom of Information Policy” with “Freedom of Information Code” to reflect the Port Authority’s adoption of a Freedom of Information Code, which replaced the existing Freedom of Information Policy.

### **Report of Nominating Committee**

During the course of the meeting, the Nominating Committee submitted its report, and the report was received and is included with these minutes.

## **ELECTION OF OFFICERS**

Chairman Samson announced that, in accordance with the provisions of the By-Laws, the election of officers was in order.

Director Sartor, as Chair of the Nominating Committee, submitted the following report:

"On behalf of the Nominating Committee, I desire to report that at its meeting held earlier today, in accordance with the provisions of Article VII of the By-Laws, the Committee, by unanimous action, submits the nominations for election to the offices of Chairman and Vice-Chairman of the New York and New Jersey Railroad Corporation of Directors David Samson and Scott H. Rechler, respectively. By unanimous action, the Committee also submits the nomination of Patrick J. Foye as President and William Baroni as Vice-President and Secretary."

Pursuant to the foregoing report, Directors Lynford, Moerdler, Pocino, Rechler, Samson, Sartor and Steiner voting in favor, the following were unanimously elected as officers of the New York and New Jersey Railroad Corporation: Director David Samson as Chairman, Director Scott H. Rechler as Vice-Chairman, Patrick J. Foye as President and William Baroni as Vice-President and Secretary. Counsel confirmed that sufficient affirmative votes were cast for the action to be taken, a quorum of the Board being present.

Whereupon, the meeting was adjourned.

---

Assistant Secretary