

November 9, 2001

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
450 Fifth Street, N.W.
Judiciary Plaza
Washington, D.C. 20549

Public Avail. Date: 12/11/01 0122200205
Act Section Rule
1934 14(a) 14a-8

Re: Bridge Bancorp, Inc. - Omission of Shareholder Proposal

Ladies and Gentlemen:

Bridge Bancorp Inc., a New York corporation (the "Company"), is filing this letter under Rule 14a-8(d) promulgated under the Securities Exchange Act of 1934, as amended. The Company is a one bank holding company with its sole subsidiary being The Bridgehampton National Bank (the "Bank"). This letter seeks permission to omit a proposal (the "Proposal") from the Company's 2001 proxy materials for its 2001 Annual Meeting of Stockholders (the "Annual Meeting"). The Proposal was made by Frederick J. Tedeschi (the "Proponent") and received by the Company on October 11, 2001. A copy of the transmittal letter and the Proposal are annexed to this letter as Attachment A. In accordance with Rule 14a-8(d), six copies of these materials are enclosed.

The Proposal provides as follows:

WHEREAS, discrimination by reason of age, sex, gender, color, religion or place of birth is abhorrent to the American ideals and the American way of life and,

WHEREAS, every person should be desirous of eliminating any such discrimination and,

WHEREAS, the Bridge Bancorp Inc. and the Bridgehampton National Bank in their by-laws have for many years prohibited any person who has reached the age of seventy (70) years from serving on the Board of Directors of those respective corporations and,

WHEREAS, it is the movant's strong feeling that such a policy constitutes a discrimination against such persons of the age of seventy (70) years and therefore is discrimination against the aged,

NOW, THEREFORE, be it resolved that both the Bridge Bancorp Inc. and the Bridgehampton National Bank repeal any and all such age restrictions whether it be in their by-laws and/or other rules of corporate conduct and any provision of the by-laws of Bridge

Bancorp Inc. and Bridgehampton National Bank that prohibits persons seventy (70) years of age or older from serving on their respective Boards of Directors be and the same is hereby repealed and declared null and void.

The Company believes it may exclude the Proposal from its 2001 proxy materials for the Annual Meeting under Rule 14a-8(i)(3) because the Proposal contains materially false and misleading statements, thereby violating Rule 14a-9, as more fully discussed below.

A. Background

The Proponent is an attorney over the age of 70 and a shareholder of the Company. Proponent has previously stated in communications with the Company that he has no interest "at this time" in seeking to become a member of the Board of Directors of the Company, or its sole subsidiary, the Bank. The Company takes Proponent at his word and is therefore not asserting grounds for exclusion of the Proposal based on Rules 14a-8(i)(4) (redress of a personal claim or grievance) or 14a-8(i)(8) (election for membership on the board).

Prior to Proponent's submission of the Proposal, he had communicated with the Office of the Comptroller of the Currency (the "OCC"), the federal banking regulator having jurisdiction over the Bank, by a letter dated March 21, 2001, which is annexed as Attachment B. The OCC was still processing a response to Proponent's March 21, 2001 letter, when Proponent, apparently as part of such process, confirmed in a telephone conversation in April, 2001 with the President of the Company and Bank, that the Company and Bank by-law provisions were still in effect. See April 5, 2001 letter from the OCC, which presumably bears Proponent's handwritten responses, annexed as Attachment C. While Proponent was still awaiting a response from the OCC, he sent the Bank a letter dated May 18, 2001 which is annexed as Attachment D.

By letter dated June 12, 2001, annexed as Attachment E, the OCC asked the Bank to respond to the Proponent's initial, March 21, 2001 letter (Attachment B as supplemented by Attachment C). In preparing to respond, the Company asked its outside legal counsel, Goetz & Mady-Grove, to evaluate Proponent's discrimination claims. Goetz & Mady-Grove by letter dated May 25, 2001, annexed as Attachment F, opined that since Directors were not employees they were not subject to federal and state anti-discrimination statutes. On the basis of outside counsel's opinion, the Bank responded to Proponent with a copy to the OCC, by letter dated June 19, 2001, annexed as Attachment G which was also faxed to the OCC with the telecopy transmittal sheet annexed as Attachment G-1. The Bank's response was that regulating the age of the Company's and Bank's Directors was not illegal discrimination under applicable law.

The OCC in turn responded to Proponent in a letter dated July 24, 2001 (annexed as Attachment H) in which it advised Proponent that his "discrimination" complaint was not covered under federal banking law and was therefore outside the OCC's jurisdiction. The OCC also wrote

Proponent another letter dated September 6, 2001 (annexed as Attachment I), which, although referring to an additional letter of Proponent dated August 21, 2001, was actually, according to OCC personnel, written to respond to Proponent's resubmitting his March 21, 2001 letter (Attachment B) to the OCC. The OCC's response in this additional letter reflects their perception that Proponent was seeking election to the Bank's board, as evidenced by the OCC's advice to Proponent, "As stated in their letter to you of June 19, 2001, the Bank's by-laws prohibit your application. Banks are private businesses and as such have a right to set their own policies and procedures. If you are not pleased with their policies (not subject to any federal banking laws or regulations), you should seek other institutions who may have the same restrictions."

Prior to transmittal of the Proposal, the Company also received a further letter from the Proponent dated September 24, 2001 annexed as Attachment J. The Company did not reply to this letter before it received the Proposal.

While the correspondence preceding submission of the Proposal speaks for itself, the Company has been consistent in maintaining its position that it was not engaged in any illegal discrimination against persons aged 70 or older since applicable federal and state anti-age discrimination laws did not apply to Directors because they were not employees. The Company also attempted to explain in its June 19, 2001 letter (attachment G) that it had a reasonable basis for imposing such age qualifications with respect to Directors by advising Proponent of New York State laws regulating the by-laws of state chartered savings banks, which required that such by-laws impose age restrictions on initial election (70) and continued service (75). New York Banking Law Section 246.

Proponent's response to the Company's communications can be characterized as acknowledging the Company's position, but still maintaining, without citation to support of any authority whatsoever other than his feeling, that the Bank was discriminating. Proponent continues to maintain his position without citing any legal authority.

B. False and Misleading Statements

The Company's by-law provision providing for maximum age qualification for election or reelection of Directors is not unusual. Additional qualifications for directors are permitted to be specified in the certificate of incorporation or by-laws of New York corporations such as the Company by New York Business Corporation Law Section 701. A study of 1187 companies of various types and sizes by the Investor Responsibility Research Center, Inc. disclosed that 37.5% of the Financial Companies had director retirement policies. Table 68, Board Practices/Board Pay 2001: The Structure and Compensation of Boards of Directors at S&P 1,500 Companies, Investor Responsibility Research Center, Inc., 2001 ("IRRC Study"). In further research of a larger group of companies, the IRRC surveyed 386 companies which had mandatory retirement ages for directors, with age 70 being the most common mandatory retirement age, as indicated in the annexed

Attachment K, a list of companies with director retirement policies as reported by the IRRC. Source, IRRC Data. The Company's view is that its by-law provision serves a beneficial corporate purpose in providing for the periodic re-invigoration of its Board of Directors with new blood on a regular basis. The Company submits that the Proponent's characterization of such a beneficial corporate practice as abhorrent discrimination is false and misleading.

The Proposal contains numerous misstatements and misleading implications that render it materially false and misleading. Rule 14a-8(i)(3) permits the Company to exclude the Proposal from its Proxy Materials if it is contrary to the Commission's proxy rules and regulations, "including Rule 14a-9, which prohibits false or misleading statements in proxy soliciting materials." In that connection, we point out that Note (b) to Rule 14a-9 provides the following examples of what may be false and misleading within the meaning of the Rule:

"Material which directly or indirectly impugns character, integrity or personal reputation, or directly or indirectly makes charges concerning improper, illegal or immoral conduct...without factual foundation."

Several of the Proponent's statements contained in the first, second and fourth "WHEREAS" clauses of the Proposal are false and misleading within the meaning of Rule 14a-9, for the following reasons. The statement contained in the first "WHEREAS" clause that "Discrimination by reason of age, sex, gender, color, religion or place of birth is abhorrent to the American ideals" and the statement contained in the second "WHEREAS" clause that "every person should be desirous of eliminating any such discrimination" are clearly intended to be supporting statements for the Proponent's resolution. The Proposal's recitation in these WHEREAS clauses of various forms of discrimination, in addition to the specific allegation of age discrimination, is misleading because it implies that the Company is discriminating on these grounds in addition to age when the Proposal's only assertion of discrimination against the Company is actually based solely upon age. The utilization of the phrase "abhorrent to American ideals" is further misleading, especially since the reasonable regulation of the qualifications of Directors is an accepted practice of corporate America, authorized by statute (sec. New York Business Corporation Law Section 701) and not an "abhorrent" practice. While in the fourth "WHEREAS" clause, Proponent states that it has "strong feeling" that the by-laws constitute discrimination, such a statement is the classic too little, too late in terms of qualifying the Proposal's earlier inflammatory illegal discrimination language.

The statement in the fourth "WHEREAS" clause [that the policy] is therefore "discrimination against the aged" is also false since the Company's by-law provisions as they impact Directors are not illegal and thus accusing the Company of such discrimination "makes charges concerning improper, illegal....conduct.....without factual foundation" within the meaning of Note (b) to Rule 14a-9.

By stating that every person should be desirous of eliminating any such discrimination,

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Proponent misleadingly links or, alternatively obfuscates, the legally permissible and salutary intent of the Company in providing for periodic reinvigoration of its Board of Directors by retirement with impermissible discrimination based on "sex, gender, color, religion or place of birth".

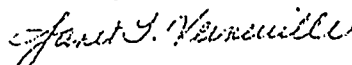
Despite the Company's attempt to explain to the Proponent the basis for legally making age distinctions, the Proponent fails to make such distinction in the Proposal. While Proponent is entitled to remain misinformed, the Company believes that, in fairness, Staff should not permit unsupported and unfounded allegations of what many shareholders will view as illegal discrimination on the part of the Company to be included in the Company's own Proxy Materials.

C. Conclusion

In conclusion, the Company requests that the Staff confirm at its earliest convenience that it will not recommend any enforcement action if the Proposal is excluded from the Company's 2001 proxy materials for the Annual Meeting. If you do not concur with such exclusion, then, at a minimum, the Proposal should be substantially rewritten to eliminate the materially false or misleading statements included therein. By separate letter, the Proponent is being notified of the Company's intention to omit the Proposal from its proxy materials and is being provided with a copy of this letter. A copy of such notification letter is annexed as Attachment L.

Please call the undersigned at (631) 537-1000 ext. 245 if you should have any questions or need additional information.

Sincerely,



Janet T. Verneuille, CPA
Senior Vice President
and Secretary

enclosures

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December 11, 2001

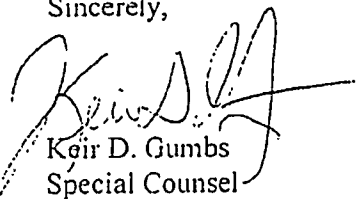
**Response of the Office of Chief Counsel
Division of Corporation Finance**

Re: Bridge Bancorp, Inc.
Incoming letter dated November 9, 2001

The proposal seeks to repeal and declare null and void any restrictions that prohibit persons who have reached the age of seventy years from serving on Bridge Bancorp's board of directors.

We are unable to concur in your view that Bridge Bancorp may exclude the proposal under rule 14a-8(i)(3). Accordingly, we do not believe that Bridge Bancorp may omit the proposal from its proxy materials in reliance on rule 14a-8(i)(3).

Sincerely,



Keir D. Gumbs
Special Counsel