

S T A T E O F N E W Y O R K

7977--A

2009-2010 Regular Sessions

I N A S S E M B L Y

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Introduced by M. of A. HOYT, GOTTFRIED, MORELLE, DESTITO, JOHN, MAGEE, McENENY, MAGNARELLI, KOON, CHRISTENSEN, P. RIVERA, CAHILL, DeMONTE -- Multi-Sponsored by -- M. of A. BARRON, BRADLEY, BROOK-KRASNY, COLTON, COOK, GABRYSZAK, JACOBS, LIFTON, MAISEL, McDONOUGH, QUINN, SCHROEDER, STIRPE, WEISENBERG -- read once and referred to the Committee on Corporations, Authorities and Commissions -- reported and referred to the Committee on Ways and Means -- committee discharged, bill amended, ordered reprinted as amended and recommitted to said committee

AN ACT to amend the public authorities law, in relation to establishing the New York state rail authority; and to amend the executive law, in relation to participation by minority group members and women with respect to contracts of the New York state rail authority

THE PEOPLE OF THE STATE OF NEW YORK, REPRESENTED IN SENATE AND ASSEMBLY, DO ENACT AS FOLLOWS:

Section 1. The public authorities law is amended by adding a new article 2-A to read as follows:

ARTICLE 2-A
NEW YORK STATE RAIL
AUTHORITY

SECTION 400. LEGISLATIVE INTENT.

401. SHORT TITLE.

402. DEFINITIONS.

403. NEW YORK STATE RAIL AUTHORITY.

404. PURPOSES OF THE AUTHORITY AND BENEFITS THEREFROM.

405. POWERS AND RESPONSIBILITIES OF THE AUTHORITY.

406. ROLE AND RESPONSIBILITIES OF BOARD MEMBERS.

407. OFFICERS AND EMPLOYEES; TRANSFER, PROMOTION AND SENIORITY.

408. ACQUISITION OF REAL PROPERTY BY THE AUTHORITY.

409. DISPOSAL OF PROPERTY BY THE AUTHORITY.

410. CONSTRUCTION, RECONSTRUCTION AND IMPROVEMENT.

411. JURISDICTION IN CERTAIN SUITS AGAINST THE AUTHORITY.

EXPLANATION--Matter in ITALICS (underscored) is new; matter in brackets [] is old law to be omitted.

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412. ANNUAL REPORT.
413. DEPOSIT AND INVESTMENT OF MONEYS OF THE AUTHORITY.
414. NOTES OR BONDS OF THE AUTHORITY.
415. GUARANTY BY THE STATE.
416. STATE'S RIGHT TO REQUIRE REDEMPTION OF BONDS.
417. REMEDIES OF NOTEHOLDERS AND BONDHOLDERS.
418. LIABILITY OF STATE.
419. NOTES AND BONDS LEGAL INVESTMENTS FOR PUBLIC OFFICERS AND FIDUCIARIES.
420. TAX EXEMPTION.
421. TAX COVENANT.
422. AGREEMENT OF THE STATE.
423. REPORTS BY THE AUTHORITY.
424. SUBSIDIARIES OF THE AUTHORITY.
425. AUTHORITY CONTRACTS; LIMITATIONS.
426. PREVAILING WAGES.
427. EQUAL EMPLOYMENT OPPORTUNITY.
428. CONTRACTS FOR PROFESSIONAL, MAINTENANCE, CLERICAL, OR TECHNICAL SERVICES.
429. WHISTLEBLOWER ACTION.
430. LOBBYING CONTACTS.
431. ARTICLE NOT AFFECTED IF IN PART UNCONSTITUTIONAL.
432. INCONSISTENT PROVISIONS IN OTHER ACTS SUPERSEDED.

S 400. LEGISLATIVE INTENT. IT IS THE INTENT OF THE LEGISLATURE IN ESTABLISHING A NEW YORK STATE RAIL AUTHORITY THAT SUCH AUTHORITY SHALL REVIEW THE RECOMMENDATIONS PUT FORTH BY THE NEW YORK STATE SENATE HIGH SPEED RAIL TASK FORCE IN JANUARY TWO THOUSAND SIX AND USE SUCH RECOMMENDATIONS AS GUIDELINES FOR FUTURE IMPROVEMENTS, ENHANCEMENTS AND ADDITIONAL RECOMMENDATIONS TO RAIL SERVICE IN THE STATE.

S 401. SHORT TITLE. THIS ARTICLE SHALL BE KNOWN AND MAY BE CITED AS THE "NEW YORK STATE RAIL AUTHORITY ACT".

S 402. DEFINITIONS. AS USED OR REFERRED TO IN THIS ARTICLE, UNLESS A DIFFERENT MEANING CLEARLY APPEARS FROM THE CONTEXT:

1. THE TERM "AUTHORITY" SHALL MEAN THE PUBLIC AUTHORITY CREATED BY SECTION FOUR HUNDRED THREE OF THIS ARTICLE.

2. THE TERMS "BONDS" AND "NOTES" SHALL MEAN BONDS AND NOTES, RESPECTIVELY, ISSUED BY THE AUTHORITY PURSUANT TO THIS ARTICLE.

3. THE TERM "MUNICIPALITY" SHALL MEAN A COUNTY, TOWN, CITY, VILLAGE, SPECIAL DISTRICT OR OTHER POLITICAL SUBDIVISION.

4. THE TERM "REAL PROPERTY" SHALL MEAN LANDS, WATERS, RIGHTS IN LANDS OR WATERS, STRUCTURES, FRANCHISES AND INTERESTS IN LAND, INCLUDING LANDS UNDER WATER, RIPARIAN RIGHTS, RAILROAD CAPITAL FACILITIES, INCLUDING STATIONS, BRIDGES, SHOPS AND MAINTENANCE FACILITIES, PROPERTY RIGHTS IN AIR SPACE AND/OR SUBSURFACE SPACE AND ANY AND ALL OTHER THINGS AND RIGHTS USUALLY INCLUDED WITHIN THE SAID TERM AND INCLUDES ALSO ANY AND ALL INTERESTS IN SUCH PROPERTY LESS THAN FULL TITLE, SUCH AS EASEMENTS PERMANENT OR TEMPORARY, RIGHTS-OF-WAY, USES, LEASES, LICENSES AND ALL OTHER INCORPOREAL HEREDITAMENTS AND EVERY ESTATE, INTEREST OR RIGHT LEGAL OR EQUITABLE.

5. RAILS OR RAILROAD CAPITAL FACILITY SHALL BE DEFINED PURSUANT TO THE TRANSPORTATION LAW.

6. "BUSINESS PLAN" SHALL MEAN A DOCUMENT SUBMITTED BY THE AUTHORITY TO THE LEGISLATURE AND GOVERNOR WHICH SHALL INCLUDE ALL OF THE FOLLOWING: THE TYPE OF SERVICE THE AUTHORITY ANTICIPATES IT WILL DEVELOP, A DESCRIPTION OF THE PRIMARY BENEFITS THE SYSTEM WILL PROVIDE; A FORECAST OF THE ANTICIPATED PATRONAGE, OPERATING COSTS, AND CAPITAL COSTS FOR THE

1 SYSTEM; AN ESTIMATE AND DESCRIPTION OF THE TOTAL ANTICIPATED FEDERAL,
2 STATE, LOCAL, AND OTHER FUNDS THE AUTHORITY INTENDS TO ACCESS TO FUND
3 THE CONSTRUCTION AND OPERATION OF THE SYSTEM; AND THE PROPOSED CHRONOLO-
4 GY FOR THE CONSTRUCTION OF THE ELIGIBLE CORRIDORS OF THE STATEWIDE
5 HIGH-SPEED TRAIN SYSTEM. THE BUSINESS PLAN SHALL ALSO INCLUDE A
6 DISCUSSION OF ALL REASONABLY FORESEEABLE RISKS THE PROJECT MAY ENCOUN-
7 TER, INCLUDING, BUT NOT LIMITED TO, RISKS ASSOCIATED WITH THE PROJECT'S
8 FINANCES, PATRONAGE, CONSTRUCTION, EQUIPMENT, AND TECHNOLOGY, AND OTHER
9 RISKS ASSOCIATED WITH THE PROJECT'S DEVELOPMENT. THE PLAN SHALL DESCRIBE
10 THE AUTHORITY'S STRATEGIES.

11 S 403. NEW YORK STATE RAIL AUTHORITY. 1. (A) A BOARD, TO BE KNOWN AS
12 THE "NEW YORK STATE RAIL AUTHORITY" IS HEREBY CREATED. THE BOARD SHALL
13 CONSIST OF SEVENTEEN MEMBERS APPOINTED AS FOLLOWS:

- 14 (I) ELEVEN BY THE GOVERNOR WITH THE ADVICE AND CONSENT OF THE SENATE;
- 15 (II) TWO BY THE TEMPORARY PRESIDENT OF THE SENATE;
- 16 (III) TWO BY THE SPEAKER OF THE ASSEMBLY;
- 17 (IV) ONE BY THE MINORITY LEADER OF THE SENATE; AND
- 18 (V) ONE BY THE MINORITY LEADER OF THE ASSEMBLY.

19 (B) OF THE ELEVEN MEMBERS APPOINTED BY THE GOVERNOR, ONE SHALL BE
20 APPOINTED AS THE CHAIR OF THE BOARD. OF THE REMAINING TEN MEMBERS, A
21 MEMBER SHALL BE APPOINTED FROM EACH OF THE FOLLOWING REGIONS, AS ESTAB-
22 LISHED BY THE EMPIRE STATE DEVELOPMENT CORPORATION:

- 23 (I) THE CAPITAL DISTRICT;
- 24 (II) CENTRAL NEW YORK;
- 25 (III) THE FINGER LAKES REGION;
- 26 (IV) THE MID-HUDSON REGION;
- 27 (V) THE MOHAWK VALLEY;
- 28 (VI) THE SOUTHERN TIER;
- 29 (VII) WESTERN NEW YORK;
- 30 (VIII) TWO MEMBERS WITH AT LEAST FIVE YEARS EXPERIENCE IN THE PASSEN-
31 GER RAIL INDUSTRY, INCLUDING AT LEAST ONE MEMBER OF A STATEWIDE RAIL
32 PASSENGER ADVOCACY ORGANIZATION; AND
- 33 (IX) THE CHAIR OF THE METROPOLITAN TRANSIT AUTHORITY OR THE CHAIR'S
34 DESIGNEE.

35 (C) THE MEMBERS OF THE BOARD SHALL SERVE FIVE YEAR TERMS, EXCEPT THAT
36 THE INITIAL APPOINTMENTS SHALL SERVE TERMS AS FOLLOWS:

37 (I) THREE MEMBERS INITIALLY APPOINTED BY THE GOVERNOR, ONE MEMBER
38 INITIALLY APPOINTED BY THE TEMPORARY PRESIDENT OF THE SENATE, AND ONE
39 MEMBER INITIALLY APPOINTED BY THE SPEAKER OF THE ASSEMBLY SHALL SERVE A
40 ONE YEAR TERM.

41 (II) FOUR MEMBERS INITIALLY APPOINTED BY THE GOVERNOR, ONE MEMBER
42 INITIALLY APPOINTED BY THE TEMPORARY PRESIDENT OF THE SENATE, AND ONE
43 MEMBER INITIALLY APPOINTED BY THE SPEAKER OF THE ASSEMBLY SHALL SERVE A
44 TWO YEAR TERM.

45 (III) FOUR MEMBERS INITIALLY APPOINTED BY THE GOVERNOR, INCLUDING THE
46 CHAIR, THE MEMBER INITIALLY APPOINTED BY THE MINORITY LEADER OF THE
47 SENATE AND THE MEMBER INITIALLY APPOINTED BY THE MINORITY LEADER OF THE
48 ASSEMBLY SHALL SERVE A THREE YEAR TERM.

49 D. ANY VACANCIES OCCURRING PRIOR TO THE EXPIRATION OF A TERM SHALL BE
50 FILLED AS PRESCRIBED PURSUANT TO THIS SUBDIVISION FOR THE PERIOD OF THE
51 UNEXPIRED TERM. A MEMBER APPOINTED AS CHAIR SHALL REMAIN CHAIR UNTIL THE
52 EXPIRATION OF HIS OR HER TERM.

53 E. ALL MEMBERS OF THE BOARD SHALL SERVE WITHOUT SALARY OR OTHER
54 COMPENSATION, BUT SHALL BE ENTITLED TO REIMBURSEMENT FOR THEIR ACTUAL,
55 NECESSARY EXPENSES INCURRED IN THE PERFORMANCE OF THEIR OFFICIAL DUTIES.

1 2. NOTWITHSTANDING ANY INCONSISTENT PROVISIONS OF LAW, GENERAL,
2 SPECIAL OR LOCAL, NO OFFICER OR EMPLOYEE OF THE STATE, OR OF ANY CIVIL
3 DIVISION THEREOF, SHALL BE DEEMED TO HAVE FORFEITED OR SHALL FORFEIT HIS
4 OFFICE OR EMPLOYMENT BY REASON OF HIS ACCEPTANCE OF MEMBERSHIP ON THE
5 BOARD CREATED BY THIS SECTION.

6 3. THE POWER OF SUCH CORPORATION SHALL BE VESTED IN AND EXERCISED BY A
7 MAJORITY OF THE MEMBERS OF THE BOARD THEN IN OFFICE. SUCH BOARD MAY
8 DELEGATE TO ONE OR MORE OF ITS MEMBERS OR ITS OFFICERS, AGENTS AND
9 EMPLOYEES SUCH POWERS AND DUTIES AS IT MAY DEEM PROPER.

10 4. ALL MEMBERS OF THE BOARD SHALL DISCHARGE EACH OF THEIR DUTIES AS
11 BOARD MEMBERS, INCLUDING BUT NOT LIMITED TO THOSE IMPOSED BY THIS
12 SECTION, IN GOOD FAITH AND WITH THAT DEGREE OF INDEPENDENCE, DILIGENCE,
13 CARE AND SKILL WHICH AN ORDINARILY PRUDENT PERSON WOULD EXERCISE UNDER
14 SIMILAR CIRCUMSTANCES IN LIKE POSITIONS, AND IN ALL WAYS CONSISTENT WITH
15 THEIR FIDUCIARY DUTIES OF LOYALTY AND DUE CARE TO THE ORGANIZATION AND
16 OBEDIENCE TO THE AUTHORITY'S CORPORATE PURPOSES, PROVIDED, HOWEVER, THAT
17 ANY ACTION TAKEN BY A BOARD MEMBER SERVING EX OFFICIO AFTER DISCLOSURE
18 OF SUCH MEMBER'S CONFLICT OF INTEREST BASED ON HIS OR HER PUBLIC OFFICE
19 SHALL NOT BE EVIDENCE OF ANY FAILURE TO FULFILL HIS OR HER FIDUCIARY
20 DUTIES. AT THE TIME THAT THE MEMBER TAKES AND SUBSCRIBES HIS OR HER OATH
21 OF OFFICE, HE OR SHE SHALL EXECUTE AN ACKNOWLEDGMENT IN WHICH THE BOARD
22 MEMBER ACKNOWLEDGES THAT HE OR SHE UNDERSTANDS HIS OR HER ROLE, RESPON-
23 SIBILITIES, INDEPENDENCE AND FIDUCIARY DUTIES IMPOSED PURSUANT TO THIS
24 SECTION AND AN ACKNOWLEDGMENT IN WHICH THE BOARD MEMBER ACKNOWLEDGES
25 THAT HE OR SHE UNDERSTANDS HIS OR HER INDEPENDENCE AND FIDUCIARY DUTIES,
26 INCLUDING THE DUTY OF LOYALTY AND CARE TO THE ORGANIZATION AND COMMIT-
27 MENT TO THE AUTHORITY'S MISSION.

28 5. SUCH BOARD AND ITS CORPORATE EXISTENCE SHALL CONTINUE SO LONG AS IT
29 SHALL HAVE NOTES, BONDS OR OTHER OBLIGATIONS OUTSTANDING (INCLUDING
30 NOTES, BONDS OR OBLIGATIONS HEREAFTER ISSUED OR INCURRED) AND UNTIL ITS
31 EXISTENCE SHALL BE TERMINATED BY LAW. UPON THE TERMINATION OF THE EXIST-
32 ENCE OF THE AUTHORITY, ALL ITS RIGHTS AND PROPERTIES SHALL PASS TO AND
33 BE VESTED IN THE STATE.

34 S 404. PURPOSES OF THE AUTHORITY AND BENEFITS THEREFROM. THE AUTHORITY
35 IS CREATED TO AND SHALL HAVE POWER TO FINANCE, OWN, CONSTRUCT, RECON-
36 STRUCT, IMPROVE, DEVELOP, MAINTAIN AND/OR OPERATE A RAIL SYSTEM AS
37 PROVIDED BY AND SUBJECT TO THE PROVISIONS OF THIS ARTICLE TOGETHER WITH
38 FACILITIES FOR THE PUBLIC INCIDENTAL THERETO. IT IS HEREBY FOUND AND
39 DECLARED THAT SUCH PURPOSES ARE IN ALL RESPECTS FOR THE BENEFIT OF THE
40 PEOPLE OF THE STATE OF NEW YORK FOR THE INCREASE OF THEIR PLEASURE,
41 CONVENIENCE AND WELFARE, FOR THE IMPROVEMENT OF THEIR HEALTH, TO FACILI-
42 TATE TRANSPORTATION FOR THEIR RECREATION AND COMMERCE AND FOR THE COMMON
43 DEFENSE; AND THE AUTHORITY SHALL BE REGARDED AS PERFORMING A GOVERN-
44 MENTAL FUNCTION IN CARRYING OUT ITS CORPORATE PURPOSE AND IN EXERCISING
45 THE POWERS GRANTED BY THIS ARTICLE. IN CARRYING OUT THIS PURPOSE, THE
46 AUTHORITY SHALL PRODUCE SHORT-TERM GOALS TO BE CARRIED OUT BEFORE THE
47 END OF THE CALENDAR YEAR IN WHICH THIS ARTICLE BECOMES EFFECTIVE,
48 MID-TERM GOALS TO BE COMPLETED BEFORE THE END OF CALENDAR YEAR TWO THOU-
49 SAND FIFTEEN AND LONG-TERM GOALS TO BE COMPLETED BEFORE CALENDAR YEAR
50 TWO THOUSAND TWENTY-NINE. EACH OF THESE GOALS SHALL ANTICIPATE IMPROVE-
51 MENTS IN SERVICE, SPEED AND RELIABILITY.

52 S 405. POWERS AND RESPONSIBILITIES OF THE AUTHORITY. 1. EXCEPT AS
53 OTHERWISE LIMITED BY THIS ARTICLE, THE AUTHORITY SHALL HAVE POWER:

54 (A) TO SUE AND BE SUED;

55 (B) TO HAVE A SEAL AND TO ALTER THE SAME AT PLEASURE;

1 (C) TO ACQUIRE, HOLD AND DISPOSE OF PERSONAL PROPERTY AND EQUIPMENT
2 FOR ITS CORPORATE PURPOSES;
3 (D) TO ACQUIRE AND HOLD IN THE NAME OF THE STATE BY PURCHASE OR APPRO-
4 PRIATION REAL PROPERTY OR RIGHTS OR EASEMENTS THEREIN AND TO SELL,
5 EXCHANGE, OR OTHERWISE DISPOSE OF ANY REAL PROPERTY NOT NECESSARY FOR
6 ITS CORPORATE PURPOSES OR WHENEVER THE BOARD SHALL DETERMINE THAT IT IS
7 IN THE INTEREST OF THE AUTHORITY; AND UPON SUCH TERMS AND CONDITIONS AND
8 USES AS THE BOARD SHALL DETERMINE, TO LEASE OR TO GRANT PERMITS TO OCCU-
9 PY REAL PROPERTY NOT PRESENTLY REQUIRED FOR RAIL PURPOSES BUT HELD FOR
10 FUTURE USE IN CARRYING OUT ITS CORPORATE PURPOSES;
11 (E) TO MAKE BY-LAWS FOR ITS ORGANIZATION AND INTERNAL MANAGEMENT AND,
12 SUBJECT TO AGREEMENTS WITH NOTEHOLDERS OR BONDHOLDERS, RULES AND REGU-
13 LATIONS GOVERNING THE USE OF THE RAILS AND ALL OTHER PROPERTIES AND
14 FACILITIES UNDER ITS JURISDICTION, WHICH SHALL BE FILED WITH THE DEPART-
15 MENT OF STATE IN THE MANNER PROVIDED BY SECTION ONE HUNDRED TWO OF THE
16 EXECUTIVE LAW;
17 (F) TO APPOINT OFFICERS, AGENTS AND EMPLOYEES AND FIX THEIR COMPEN-
18 SATION;
19 (G) TO MAKE CONTRACTS, INCLUDING FRANCHISES, AND TO EXECUTE ALL
20 INSTRUMENTS NECESSARY OR CONVENIENT;
21 (H) SUBJECT TO AGREEMENTS WITH NOTEHOLDERS OR BONDHOLDERS, TO FIX AND
22 COLLECT SUCH FEES, RENTALS AND CHARGES FOR THE USE OF THE RAIL SYSTEM OR
23 ANY PART THEREOF NECESSARY OR CONVENIENT, WITH AN ADEQUATE MARGIN OF
24 SAFETY, TO PRODUCE SUFFICIENT REVENUE TO MEET THE EXPENSE OF MAINTENANCE
25 AND OPERATION AND TO FULFILL THE TERMS OF ANY AGREEMENTS MADE WITH THE
26 HOLDERS OF ITS NOTES OR BONDS, AND TO ESTABLISH THE RIGHTS AND PRIVI-
27 LEGES GRANTED UPON PAYMENT THEREOF;
28 (I) TO RETAIN AND EMPLOY PRIVATE CONSULTANTS ON A CONTRACT BASIS FOR
29 RENDERING PROFESSIONAL AND TECHNICAL ASSISTANCE AND ADVICE IF COST
30 EFFECTIVE TO DO SO;
31 (J) TO CONSTRUCT, RECONSTRUCT OR IMPROVE ON OR ALONG THE RAIL SYSTEM
32 IN THE MANNER HEREIN PROVIDED, SUITABLE FACILITIES FOR RESTAURANTS AND
33 OTHER FACILITIES FOR THE PUBLIC, OR TO LEASE THE RIGHT TO CONSTRUCT,
34 RECONSTRUCT OR IMPROVE AND OPERATE SUCH FACILITIES; SUCH FACILITIES
35 SHALL BE PUBLICLY OFFERED FOR LEASING FOR OPERATION, OR THE RIGHT TO
36 CONSTRUCT, RECONSTRUCT OR IMPROVE AND OPERATE SUCH FACILITIES SHALL BE
37 PUBLICLY OFFERED UNDER RULES AND REGULATIONS TO BE ESTABLISHED BY THE
38 AUTHORITY;
39 (K) TO CONSTRUCT AND MAINTAIN OVER, UNDER, ALONG OR ACROSS A RAIL
40 SYSTEM UNDER ITS JURISDICTION TELEPHONE, TELEGRAPH, TELEVISION, ELECTRIC
41 POWER AND OTHER WIRES OR CABLES, PIPE LINES, WATER MAINS AND OTHER
42 CONDUITS AND MECHANICAL EQUIPMENT, NOT INCONSISTENT WITH THE APPROPRIATE
43 USE OF THE RAIL SYSTEM, OR TO CONTRACT FOR SUCH CONSTRUCTION; AND UPON
44 SUCH TERMS AND CONDITIONS AS THE BOARD SHALL DETERMINE, TO LEASE ALL OR
45 ANY PART OF SUCH PROPERTY AND FACILITIES OR THE RIGHT TO USE THE SAME,
46 WHETHER SUCH FACILITIES ARE CONSTRUCTED BY THE AUTHORITY OR UNDER A
47 CONTRACT FOR SUCH CONSTRUCTION, OR TO LEASE THE RIGHT TO CONSTRUCT AND
48 USE SUCH FACILITIES OR TO GRANT PERMITS OR EASEMENTS FOR SUCH PURPOSES
49 TO ANY GOVERNMENTAL AGENCY OF THE STATE OR TO ANY PUBLIC CORPORATION, OR
50 TO THE UNITED STATES OF AMERICA OR ANY GOVERNMENTAL AGENCY THEREOF FOR
51 ANY PUBLIC PURPOSES OR TO INDIVIDUALS, PARTNERSHIPS AND CORPORATIONS,
52 PROVIDED, HOWEVER, THAT NO LEASE OR RENEWAL THEREOF SHALL BE GRANTED FOR
53 A PERIOD OF MORE THAN THIRTY YEARS FROM THE DATE WHEN SUCH LEASE IS
54 MADE;
55 (L) TO BORROW MONEY AND ISSUE NEGOTIABLE NOTES, BONDS OR OTHER OBLI-
56 GATIONS AND TO PROVIDE FOR THE RIGHTS OF THE HOLDERS THEREOF;

(M) TO ENTER ON ANY LANDS, WATERS, OR PREMISES FOR THE PURPOSE OF MAKING BORINGS, SOUNDINGS, AND SURVEYS;

(N) TO ACCEPT GRANTS, FEES, AND ALLOCATIONS FROM THE STATE, FROM POLITICAL SUBDIVISIONS OF THE STATE OR FROM THE FEDERAL GOVERNMENT, FOREIGN GOVERNMENTS, AND PRIVATE SOURCES;

(O) TO PROVIDE SUCH INFORMATION, ANALYSIS AND OTHER DOCUMENTS AS MAY BE REASONABLY REQUESTED BY THE LEGISLATURE AND STATE COMPTROLLER;

(P) TO ENTER INTO COOPERATIVE AGREEMENTS WITH OTHER GOVERNMENT OFFICES TO EFFICIENTLY CARRY OUT ITS WORK AND NOT DUPLICATE RESOURCES;

(Q) TO ENTER INTO COOPERATIVE AGREEMENTS WITH OTHER AUTHORITIES, MUNICIPALITIES, UTILITY COMPANIES, INDIVIDUALS, FIRMS OR CORPORATIONS, AND THE DOMINION OF CANADA AND ITS POLITICAL SUBDIVISIONS, FOR THE INTERCONNECTION OF FACILITIES AND THE EXCHANGE OR INTERCHANGE OF CONNECTED SERVICES, UPON SUCH TERMS AND CONDITIONS AS SHALL BE DETERMINED TO BE REASONABLE; AND

(R) TO DO ALL THINGS NECESSARY OR CONVENIENT TO CARRY OUT ITS PURPOSES AND EXERCISE THE POWERS EXPRESSLY GIVEN IN THIS ARTICLE.

2. EXCEPT AS OTHERWISE LIMITED BY THIS ARTICLE, THE AUTHORITY SHALL HAVE THE FOLLOWING RESPONSIBILITIES:

(A) TO CONDUCT IN-HOUSE ENGINEERING AND OTHER STUDIES RELATED TO THE SELECTION AND ACQUISITION OF RIGHTS-OF-WAY AND THE SELECTION OF A FRANCHISEE, INCLUDING, BUT NOT LIMITED TO, ENVIRONMENTAL IMPACT STUDIES, SOCIOECONOMIC IMPACT STUDIES, AND FINANCIAL FEASIBILITY STUDIES;

(B) TO EVALUATE ALTERNATIVE HIGH SPEED RAIL TECHNOLOGIES, SYSTEMS AND OPERATORS, AND SELECT AN APPROPRIATE HIGH SPEED RAIL SYSTEM WHICH MAY BUILD UPON RAIL SYSTEMS ALREADY IN EXISTENCE;

(C) TO ESTABLISH CRITERIA FOR THE AWARD OF A FRANCHISE;

(D) TO SELECT A PROPOSED FRANCHISEE, A PROPOSED ROUTE, AND PROPOSED TERMINAL SITES;

(E) TO PREPARE AND SUBMIT AN ANNUAL REPORT AS DESIGNED ABOVE;

(F) TO PREPARE A BUSINESS PLAN WHICH SHALL BE SUBMITTED AS PART OF THE AUTHORITY'S ANNUAL REPORT AND REVISED AS NEEDED;

(G) TO PREPARE A DETAILED FINANCING PLAN, INCLUDING ANY NECESSARY TAXES, FEES, OR BONDS TO PAY FOR THE CONSTRUCTION OF THE HIGH SPEED TRAIN NETWORK AND TO ENTER INTO CONTRACTS WITH PUBLIC AND PRIVATE ENTITIES FOR THE PREPARATION OF THE PLAN;

(H) TO DEVELOP A PROPOSED HIGH SPEED RAIL FINANCIAL PLAN, INCLUDING NECESSARY TAXES, BONDS, OR BOTH, OR OTHER INDEBTEDNESS, AND SUBMIT THE PLAN TO THE LEGISLATURE AND TO THE GOVERNOR;

(I) TO KEEP THE PUBLIC INFORMED OF ITS ACTIVITIES THROUGH ESTABLISHMENT OF AN AUTHORITY WEBSITE;

(J) TO INVESTIGATE, IMPLEMENT AND INTEGRATE, TO THE FULLEST EXTENT PRACTICABLE AND ECONOMICALLY FEASIBLE, RESOURCE CONSERVATION AND ENERGY EFFICIENCY MEASURES AND EQUIPMENT INTENDED TO REDUCE POWER DEMAND AND USAGE, AND TO UTILIZE GREEN TECHNOLOGIES AND ALTERNATIVE AND RENEWABLE FUELS, ALL AS INTEGRAL ELEMENTS IN ITS INVESTMENTS IN NEW FACILITIES AND EQUIPMENT FOR OPERATIONS, AND IN MARKETING AND SALE OF SERVICES TO CONSUMERS; AND

(K) TO CREATE AN AFFORDABLE, HIGH SPEED PASSENGER RAIL NETWORK ACROSS NEW YORK STATE.

S 406. ROLE AND RESPONSIBILITIES OF BOARD MEMBERS. 1. BOARD MEMBERS OF THE AUTHORITY SHALL: (A) EXECUTE DIRECT OVERSIGHT OF THE AUTHORITY'S CHIEF EXECUTIVE AND OTHER MANAGEMENT IN THE EFFECTIVE AND ETHICAL MANAGEMENT OF THE AUTHORITY; (B) UNDERSTAND, REVIEW AND MONITOR THE IMPLEMENTATION OF FUNDAMENTAL FINANCIAL AND MANAGEMENT CONTROLS AND OPERATIONAL DECISIONS OF THE AUTHORITY; (C) ESTABLISH POLICIES REGARDING

1 THE PAYMENT OF SALARY, COMPENSATION AND REIMBURSEMENTS TO, AND ESTABLISH
2 RULES FOR THE TIME AND ATTENDANCE OF, THE CHIEF EXECUTIVE AND MANAGE-
3 MENT; (D) ADOPT A CODE OF ETHICS APPLICABLE TO EACH OFFICER, DIRECTOR
4 AND EMPLOYEE THAT, AT A MINIMUM, INCLUDES THE STANDARDS ESTABLISHED IN
5 SECTION SEVENTY-FOUR OF THE PUBLIC OFFICERS LAW; (E) ESTABLISH WRITTEN
6 POLICIES AND PROCEDURES ON PERSONNEL INCLUDING POLICIES PROTECTING
7 EMPLOYEES FROM RETALIATION FOR DISCLOSING INFORMATION CONCERNING ACTS OF
8 WRONGDOING, MISCONDUCT, MALFEASANCE, OR OTHER INAPPROPRIATE BEHAVIOR BY
9 AN EMPLOYEE OR BOARD MEMBER OF THE AUTHORITY, INVESTMENTS, TRAVEL, THE
10 ACQUISITION OF REAL PROPERTY AND THE DISPOSITION OF REAL AND PERSONAL
11 PROPERTY AND THE PROCUREMENT OF GOODS AND SERVICES; (F) ADOPT A DEFENSE
12 AND INDEMNIFICATION POLICY AND DISCLOSE SUCH PLAN TO ANY AND ALL
13 PROSPECTIVE BOARD MEMBERS; AND (G) AT THE TIME THAT THE MEMBER TAKES AND
14 SUBSCRIBES HIS OR HER OATH OF OFFICE, EXECUTE AN ACKNOWLEDGMENT IN WHICH
15 THE BOARD MEMBER ACKNOWLEDGES THAT HE OR SHE UNDERSTANDS HIS OR HER ROLE
16 AND RESPONSIBILITIES IMPOSED PURSUANT TO THIS SECTION.

17 2. BOARD MEMBERS OF THE AUTHORITY, OR SUBSIDIARY THEREOF, SHALL ESTAB-
18 LISH AN AUDIT COMMITTEE TO BE COMPRISED OF NOT LESS THAN THREE INDEPEND-
19 ENT MEMBERS, WHO SHALL CONSTITUTE A MAJORITY ON THE COMMITTEE, AND WHO
20 SHALL POSSESS THE NECESSARY SKILLS TO UNDERSTAND THE DUTIES AND FUNC-
21 TIONS OF THE AUDIT COMMITTEE; PROVIDED, HOWEVER, THAT IN THE EVENT THAT
22 A BOARD HAS LESS THAN THREE INDEPENDENT MEMBERS, THE BOARD MAY APPOINT
23 NON-INDEPENDENT MEMBERS TO THE AUDIT COMMITTEE, PROVIDED THAT THE INDE-
24 PENDENT MEMBERS MUST CONSTITUTE A MAJORITY OF THE MEMBERS OF THE AUDIT
25 COMMITTEE. THE COMMITTEE SHALL RECOMMEND TO THE BOARD THE HIRING OF A
26 CERTIFIED INDEPENDENT ACCOUNTING FIRM FOR SUCH AUTHORITY, ESTABLISH THE
27 COMPENSATION TO BE PAID TO THE ACCOUNTING FIRM AND PROVIDE DIRECT OVER-
28 SIGHT OF THE PERFORMANCE OF THE INDEPENDENT AUDIT PERFORMED BY THE
29 ACCOUNTING FIRM HIRED FOR SUCH PURPOSES. MEMBERS OF THE AUDIT COMMITTEE
30 SHALL BE FAMILIAR WITH CORPORATE FINANCIAL AND ACCOUNTING PRACTICES.

31 3. BOARD MEMBERS OF THE AUTHORITY, OR SUBSIDIARY THEREOF, SHALL ESTAB-
32 LISH A GOVERNANCE COMMITTEE TO BE COMPRISED OF NOT LESS THAN THREE INDE-
33 PENDENT MEMBERS, WHO SHALL CONSTITUTE A MAJORITY ON THE COMMITTEE, AND
34 WHO SHALL POSSESS THE NECESSARY SKILLS TO UNDERSTAND THE DUTIES AND
35 FUNCTIONS OF THE GOVERNANCE COMMITTEE; PROVIDED, HOWEVER, THAT IN THE
36 EVENT THAT A BOARD HAS LESS THAN THREE INDEPENDENT MEMBERS, THE BOARD
37 MAY APPOINT NON-INDEPENDENT MEMBERS TO THE GOVERNANCE COMMITTEE,
38 PROVIDED THAT THE INDEPENDENT MEMBERS MUST CONSTITUTE A MAJORITY OF THE
39 MEMBERS OF THE GOVERNANCE COMMITTEE. IT SHALL BE THE RESPONSIBILITY OF
40 THE MEMBERS OF THE GOVERNANCE COMMITTEE TO KEEP THE BOARD INFORMED OF
41 CURRENT BEST GOVERNANCE PRACTICES; TO REVIEW CORPORATE GOVERNANCE
42 TRENDS; TO RECOMMEND UPDATES TO THE AUTHORITY'S CORPORATE GOVERNANCE
43 PRINCIPLES; TO ADVISE APPOINTING AUTHORITIES ON THE SKILLS AND EXPERI-
44 ENCES REQUIRED OF POTENTIAL BOARD MEMBERS; TO EXAMINE ETHICAL AND
45 CONFLICT OF INTEREST ISSUES; TO PERFORM BOARD SELF-EVALUATIONS; AND TO
46 RECOMMEND BY-LAWS WHICH INCLUDE RULES AND PROCEDURES FOR CONDUCT OF
47 BOARD BUSINESS.

48 S 407. OFFICERS AND EMPLOYEES; TRANSFER, PROMOTION AND SENIORITY. 1.
49 UPON BOARD CONFIRMATION, OFFICERS AND EMPLOYEES OF STATE DEPARTMENTS OR
50 AGENCIES MAY BE TRANSFERRED TO THE AUTHORITY AND OFFICERS, AGENTS AND
51 EMPLOYEES OF THE AUTHORITY MAY BE TRANSFERRED TO STATE DEPARTMENTS OR
52 AGENCIES, WITHOUT EXAMINATION AND WITHOUT LOSS OF ANY CIVIL SERVICE
53 STATUS OR RIGHTS. NO SUCH TRANSFER FROM THE AUTHORITY TO ANY STATE
54 DEPARTMENT, AGENCY OR DIVISION MAY, HOWEVER, BE MADE EXCEPT WITH THE
55 APPROVAL OF THE HEAD OF THE STATE DEPARTMENT, AGENCY OR DIVISION
56 INVOLVED AND THE DIRECTOR OF THE BUDGET AND IN COMPLIANCE WITH THE RULES

1 AND REGULATIONS OF THE STATE CIVIL SERVICE COMMISSION PROVIDED THAT,
2 BECAUSE OF THE SPECIALIZED NATURE OF TECHNICAL EXPERTISE REQUIRED FOR
3 POSITIONS AT THE AUTHORITY, NOTHING WITHIN THIS SECTION SHALL LIMIT
4 AUTHORITY HIRING TO CIVIL SERVICE LISTS.

5 2. PROMOTIONS FROM POSITIONS IN STATE DEPARTMENTS AND AGENCIES TO
6 POSITIONS IN THE AUTHORITY, AND VICE VERSA, MAY BE MADE FROM INTERDE-
7 PARTMENTAL PROMOTION LISTS RESULTING FROM PROMOTION EXAMINATIONS IN
8 WHICH EMPLOYEES OF THE AUTHORITY AND EMPLOYEES OF THE STATE ARE ELIGIBLE
9 TO PARTICIPATE.

10 3. IN COMPUTING SENIORITY FOR PURPOSES OF PROMOTION OR FOR PURPOSES OF
11 SUSPENSION OR DEMOTION UPON THE ABOLITION OF POSITIONS IN THE SERVICE OF
12 THE AUTHORITY OR IN THE SERVICE OF THE STATE, IN THE CASE OF AN EMPLOYEE
13 OF THE AUTHORITY A PERIOD OF PRIOR EMPLOYMENT IN THE SERVICE OF THE
14 STATE SHALL BE COUNTED IN THE SAME MANNER AS THOUGH SUCH PERIOD OF
15 EMPLOYMENT HAD BEEN IN THE SERVICE OF THE AUTHORITY, AND IN THE CASE OF
16 AN EMPLOYEE OF THE STATE A PERIOD OF PRIOR EMPLOYMENT IN THE SERVICE OF
17 THE AUTHORITY SHALL BE COUNTED IN THE SAME MANNER AS THOUGH SUCH PERIOD
18 OF EMPLOYMENT HAD BEEN IN THE SERVICE OF THE STATE. FOR THE PURPOSES OF
19 THE ESTABLISHMENT AND CERTIFICATION OF PREFERRED LISTS, EMPLOYEES
20 SUSPENDED FROM THE AUTHORITY SHALL BE ELIGIBLE FOR REINSTATEMENT IN THE
21 SERVICE OF THE STATE, AND EMPLOYEES SUSPENDED FROM THE SERVICE OF THE
22 STATE SHALL BE ELIGIBLE FOR REINSTATEMENT IN THE SERVICE OF THE AUTHORI-
23 TY, IN THE SAME MANNER AS THOUGH THE AUTHORITY WERE A DEPARTMENT OF THE
24 STATE.

25 S 408. ACQUISITION OF REAL PROPERTY BY THE AUTHORITY. THE AUTHORITY
26 MAY FROM TIME TO TIME DETERMINE WHAT REAL PROPERTY IS NECESSARY FOR THE
27 CONSTRUCTION, IMPROVEMENT AND OPERATION OF RAIL SYSTEMS OR PART THEREOF,
28 AND THEREUPON MAY ACQUIRE SUCH REAL PROPERTY BY CONDEMNATION PURSUANT TO
29 THE EMINENT DOMAIN PROCEDURE LAW. THE AUTHORITY MAY ALSO, AND IN ANY
30 CASE, ACQUIRE REAL PROPERTY IN THE NAME OF THE STATE BY DEED AND MAY PAY
31 SUCH PRICE THEREFOR AS SHALL BE AGREED WITH THE OWNER THEREOF.

32 S 409. DISPOSAL OF PROPERTY BY THE AUTHORITY. 1. SUPERVISION AND
33 DIRECTION. EXCEPT AS OTHERWISE PROVIDED IN THIS SECTION, THE CONTRACT-
34 ING OFFICER DESIGNATED BY THE AUTHORITY SHALL HAVE SUPERVISION AND
35 DIRECTION OVER THE DISPOSITION OF PROPERTY OF THE AUTHORITY.

36 2. CUSTODY AND CONTROL. THE CUSTODY AND CONTROL OF THE PROPERTY OF THE
37 AUTHORITY, PENDING ITS DISPOSITION, AND THE DISPOSAL OF SUCH PROPERTY,
38 SHALL BE PERFORMED BY THE AUTHORITY OR BY THE COMMISSIONER OF GENERAL
39 SERVICES WHEN SO AUTHORIZED UNDER THIS SECTION.

40 3. METHOD OF DISPOSITION. SUBJECT TO SECTION TWENTY-EIGHT HUNDRED
41 NINETY-SIX OF THIS CHAPTER, THE AUTHORITY MAY DISPOSE OF PROPERTY FOR
42 NOT LESS THAN THE FAIR MARKET VALUE OF SUCH PROPERTY BY SALE, EXCHANGE,
43 OR TRANSFER, FOR CASH, CREDIT, OR OTHER PROPERTY, WITH OR WITHOUT
44 WARRANTY, AND UPON SUCH OTHER TERMS AND CONDITIONS AS THE CONTRACTING
45 OFFICER DEEMS PROPER, AND IT MAY EXECUTE SUCH DOCUMENTS FOR THE TRANSFER
46 OF TITLE OR OTHER INTEREST IN PROPERTY AND TAKE SUCH OTHER ACTION AS IT
47 DEEMS NECESSARY OR PROPER TO DISPOSE OF SUCH PROPERTY UNDER THE
48 PROVISIONS OF THIS SECTION; PROVIDED, HOWEVER, THAT NO DISPOSITION OF
49 REAL PROPERTY, OR ANY INTEREST IN REAL PROPERTY, SHALL BE MADE UNLESS AN
50 APPRAISAL OF THE VALUE OF SUCH PROPERTY HAS BEEN MADE BY AN INDEPENDENT
51 APPRAISER AND INCLUDED IN THE RECORD OF THE TRANSACTION, AND, PROVIDED
52 FURTHER, THAT NO DISPOSITION OF ANY OTHER PROPERTY, WHICH BECAUSE OF ITS
53 UNIQUE NATURE OR THE UNIQUE CIRCUMSTANCES OF THE PROPOSED TRANSACTION IS
54 NOT READILY VALUED BY REFERENCE TO AN ACTIVE MARKET FOR SIMILAR PROPER-
55 TY, SHALL BE MADE WITHOUT A SIMILAR APPRAISAL.

1 4. SALES BY THE COMMISSIONER OF GENERAL SERVICES. WHEN IT SHALL BE
2 DEEMED ADVANTAGEOUS TO THE STATE, THE AUTHORITY MAY ENTER INTO AN AGREE-
3 MENT WITH THE COMMISSIONER OF GENERAL SERVICES WHERE UNDER SUCH COMMIS-
4 SIONER MAY DISPOSE OF PROPERTY OF THE AUTHORITY UNDER TERMS AND CONDI-
5 TIONS AGREED TO BY THE AUTHORITY AND THE COMMISSIONER OF GENERAL
6 SERVICES. IN DISPOSING OF ANY SUCH PROPERTY OF THE AUTHORITY, THE
7 COMMISSIONER OF GENERAL SERVICES SHALL BE BOUND BY THE TERMS OF THIS
8 ARTICLE AND REFERENCES TO THE CONTRACTING OFFICER SHALL BE DEEMED TO
9 REFER TO SUCH COMMISSIONER.

10 5. VALIDITY OF DEED, BILL OF SALE, LEASE, OR OTHER INSTRUMENT. A DEED,
11 BILL OF SALE, LEASE, OR OTHER INSTRUMENT EXECUTED BY OR ON BEHALF OF THE
12 AUTHORITY, PURPORTING TO TRANSFER TITLE OR ANY OTHER INTEREST IN PROPER-
13 TY OF THE AUTHORITY UNDER THIS ARTICLE SHALL BE CONCLUSIVE EVIDENCE OF
14 COMPLIANCE WITH THE PROVISIONS OF THIS ARTICLE INsofar AS CONCERNS TITLE
15 OR OTHER INTEREST OF ANY BONA FIDE GRANTEE OR TRANSFEREE WHO HAS GIVEN
16 VALUABLE CONSIDERATION FOR SUCH TITLE OR OTHER INTEREST AND HAS NOT
17 RECEIVED ACTUAL OR CONSTRUCTIVE NOTICE OF LACK OF SUCH COMPLIANCE PRIOR
18 TO THE CLOSING.

19 6. BIDS FOR DISPOSAL; ADVERTISING; PROCEDURE; DISPOSAL BY NEGOTIATION;
20 EXPLANATORY STATEMENT. (A) ALL DISPOSALS OR CONTRACTS FOR DISPOSAL OF
21 PROPERTY OF THE AUTHORITY MADE OR AUTHORIZED BY THE CONTRACTING OFFICER
22 SHALL BE MADE AFTER PUBLICLY ADVERTISING FOR BIDS EXCEPT AS PROVIDED IN
23 PARAGRAPH (C) OF THIS SUBDIVISION.

24 (B) WHENEVER PUBLIC ADVERTISING FOR BIDS IS REQUIRED UNDER PARAGRAPH
25 (A) OF THIS SUBDIVISION:

26 (I) THE ADVERTISEMENT FOR BIDS SHALL BE MADE AT SUCH TIME PRIOR TO THE
27 DISPOSAL OR CONTRACT, THROUGH SUCH METHODS, AND ON SUCH TERMS AND CONDI-
28 TIONS AS SHALL PERMIT FULL AND FREE COMPETITION CONSISTENT WITH THE
29 VALUE AND NATURE OF THE PROPERTY;

30 (II) ALL BIDS SHALL BE PUBLICLY DISCLOSED AT THE TIME AND PLACE STATED
31 IN THE ADVERTISEMENT; AND

32 (III) THE AWARD SHALL BE MADE WITH REASONABLE PROMPTNESS BY NOTICE TO
33 THE RESPONSIBLE BIDDER WHOSE BID, CONFORMING TO THE INVITATION FOR BIDS,
34 WILL BE MOST ADVANTAGEOUS TO THE STATE, PRICE AND OTHER FACTORS CONSID-
35 ERED; PROVIDED, THAT ALL BIDS MAY BE REJECTED WHEN IT IS IN THE PUBLIC
36 INTEREST TO DO SO.

37 (C) DISPOSALS AND CONTRACTS FOR DISPOSAL OF PROPERTY MAY BE NEGOTIATED
38 OR MADE BY PUBLIC AUCTION WITHOUT REGARD TO PARAGRAPHS (A) AND (B) OF
39 THIS SUBDIVISION BUT SUBJECT TO OBTAINING SUCH COMPETITION AS IS FEASI-
40 BLE UNDER THE CIRCUMSTANCES, IF:

41 (I) THE PERSONAL PROPERTY INVOLVED HAS QUALITIES SEPARATE FROM THE
42 UTILITARIAN PURPOSE OF SUCH PROPERTY, SUCH AS ARTISTIC QUALITY, ANTIQUI-
43 TY, HISTORICAL SIGNIFICANCE, RARITY, OR OTHER QUALITY OF SIMILAR EFFECT,
44 THAT WOULD TEND TO INCREASE ITS VALUE, OR IF THE PERSONAL PROPERTY IS TO
45 BE SOLD IN SUCH QUANTITY THAT, IF IT WERE DISPOSED OF UNDER PARAGRAPHS
46 (A) AND (B) OF THIS SUBDIVISION, WOULD ADVERSELY AFFECT THE STATE OR
47 LOCAL MARKET FOR SUCH PROPERTY, AND THE ESTIMATED FAIR MARKET VALUE OF
48 SUCH PROPERTY AND OTHER SATISFACTORY TERMS OF DISPOSAL CAN BE OBTAINED
49 BY NEGOTIATION;

50 (II) THE FAIR MARKET VALUE OF THE PROPERTY DOES NOT EXCEED FIFTEEN
51 THOUSAND DOLLARS;

52 (III) BID PRICES AFTER ADVERTISING THEREFOR ARE NOT REASONABLE, EITHER
53 AS TO ALL OR SOME PART OF THE PROPERTY, OR HAVE NOT BEEN INDEPENDENTLY
54 ARRIVED AT IN OPEN COMPETITION;

(IV) THE DISPOSAL WILL BE TO THE STATE OR ANY POLITICAL SUBDIVISION, AND THE ESTIMATED FAIR MARKET VALUE OF THE PROPERTY AND OTHER SATISFACTORY TERMS OF DISPOSAL ARE OBTAINED BY NEGOTIATION; OR

(V) SUCH ACTION IS OTHERWISE AUTHORIZED BY LAW.

(D) (I) AN EXPLANATORY STATEMENT SHALL BE PREPARED OF THE CIRCUMSTANCES OF EACH DISPOSAL BY NEGOTIATION OF:

(A) ANY PERSONAL PROPERTY WHICH HAS AN ESTIMATED FAIR MARKET VALUE IN EXCESS OF FIFTEEN THOUSAND DOLLARS;

(B) ANY REAL PROPERTY THAT HAS AN ESTIMATED FAIR MARKET VALUE IN EXCESS OF ONE HUNDRED THOUSAND DOLLARS, EXCEPT THAT ANY REAL PROPERTY DISPOSED OF BY LEASE OR EXCHANGE SHALL ONLY BE SUBJECT TO CLAUSES (C) AND (D) OF THIS SUBPARAGRAPH;

(C) ANY REAL PROPERTY DISPOSED OF BY LEASE, IF THE ESTIMATED ANNUAL RENT OVER THE TERM OF THE LEASE IS IN EXCESS OF FIFTEEN THOUSAND DOLLARS; AND

(D) ANY REAL PROPERTY OR REAL AND RELATED PERSONAL PROPERTY DISPOSED OF BY EXCHANGE, REGARDLESS OF VALUE, OR ANY PROPERTY ANY PART OF THE CONSIDERATION FOR WHICH IS REAL PROPERTY.

(II) EACH SUCH STATEMENT SHALL BE TRANSMITTED TO THE PERSONS ENTITLED TO RECEIVE COPIES OF THE REPORT REQUIRED UNDER SECTION TWENTY-EIGHT HUNDRED NINETY-SIX OF THIS CHAPTER NOT LESS THAN NINETY DAYS IN ADVANCE OF SUCH DISPOSAL, AND A COPY THEREOF SHALL BE PRESERVED IN THE FILES OF THE AUTHORITY.

S 410. CONSTRUCTION, RECONSTRUCTION AND IMPROVEMENT. 1. ON ASSUMING JURISDICTION OF A RAIL OR ANY PART THEREOF, OR OF A HIGHWAY CONNECTION, THE AUTHORITY SHALL PROCEED WITH THE CONSTRUCTION, RECONSTRUCTION OR IMPROVEMENT THEREOF. ALL SUCH WORK SHALL BE DONE PURSUANT TO A CONTRACT OR CONTRACTS WHICH SHALL BE LET TO THE LOWEST RESPONSIBLE BIDDER, BY SEALED PROPOSALS PUBLICLY OPENED, AFTER PUBLIC ADVERTISEMENT AND UPON SUCH TERMS AND CONDITIONS AS THE AUTHORITY SHALL REQUIRE; PROVIDED, HOWEVER, THAT THE AUTHORITY MAY REJECT ANY AND ALL PROPOSALS AND MAY ADVERTISE FOR NEW PROPOSALS, AS PROVIDED IN THIS ARTICLE, IF IN ITS OPINION, THE BEST INTERESTS OF THE AUTHORITY WILL THEREBY BE PROMOTED.

2. ALL CONTRACTS FOR THE CONSTRUCTION, RECONSTRUCTION, REHABILITATION OR IMPROVEMENT OF BUILDINGS LET BY THE AUTHORITY SHALL COMPLY WITH THE PROVISIONS OF SECTION TWO HUNDRED TWENTY OF THE LABOR LAW AND SHALL ALSO BE SUBJECT TO THE PROVISIONS OF LAW APPLICABLE TO CONTRACTS LET BY A MUNICIPAL CORPORATION, EXCEPT AS OTHERWISE PROVIDED HEREIN.

3. ALL CONTRACTS FOR THE CONSTRUCTION, RECONSTRUCTION, REHABILITATION OR IMPROVEMENT OF BUILDINGS LET BY THE AUTHORITY SHALL BE IN CONFORMITY WITH THE APPLICABLE PROVISIONS OF SECTION ONE HUNDRED THIRTY-FIVE OF THE STATE FINANCE LAW.

4. THE AUTHORITY MAY, IN ITS DISCRETION, ASSIGN CONTRACTS FOR SUPERVISION AND COORDINATION TO THE SUCCESSFUL BIDDER FOR ANY SUBDIVISION OF WORK FOR WHICH THE AUTHORITY RECEIVES BIDS. ANY CONSTRUCTION CONTRACT AWARDED BY THE AUTHORITY SHALL CONTAIN SUCH OTHER TERMS AND CONDITIONS AS THE AUTHORITY MAY DEEM DESIRABLE. THE AUTHORITY SHALL AWARD ANY CONSTRUCTION CONTRACT INVOLVING AN EXPENDITURE OF MORE THAN FIVE THOUSAND DOLLARS TO THE LOWEST BIDDER WHO, IN ITS OPINION, IS QUALIFIED TO PERFORM THE WORK REQUIRED AND WHO IS RESPONSIBLE AND RELIABLE. THE AUTHORITY MAY, HOWEVER, REJECT ANY OR ALL BIDS OR WAIVE ANY INFORMALITY IN A BID IF IT BELIEVES THAT THE PUBLIC INTEREST WILL BE PROMOTED THEREBY. THE AUTHORITY MAY REJECT ANY BID, IF, IN ITS JUDGMENT, THE BUSINESS AND TECHNICAL ORGANIZATION, PLANT, RESOURCES, FINANCIAL STANDING, OR EXPERIENCE OF THE BIDDER JUSTIFIES SUCH REJECTION IN VIEW OF THE WORK TO BE PERFORMED.

1 5. FOR THE PURPOSES OF ARTICLE FIFTEEN-A OF THE EXECUTIVE LAW ONLY,
2 THE AUTHORITY SHALL BE DEEMED A STATE AGENCY AS THAT TERM IS USED IN
3 SUCH ARTICLE, AND ALL CONTRACTS FOR PROCUREMENT, DESIGN, CONSTRUCTION,
4 SERVICES AND MATERIALS SHALL BE DEEMED STATE CONTRACTS WITHIN THE MEAN-
5 ING OF THAT TERM AS SET FORTH IN SUCH ARTICLE.

6 S 411. JURISDICTION IN CERTAIN SUITS AGAINST THE AUTHORITY. EXCLUSIVE
7 JURISDICTION IS HEREBY CONFERRED UPON THE COURT OF CLAIMS TO HEAR AND
8 DETERMINE THE CLAIMS OF ANY PERSON AGAINST THE AUTHORITY (1) FOR ITS
9 TORTIOUS ACTS AND THOSE OF ITS AGENTS, AND (2) FOR BREACH OF A CONTRACT
10 RELATING TO CONSTRUCTION, RECONSTRUCTION, IMPROVEMENT, MAINTENANCE OR
11 OPERATION, IN THE SAME MANNER AND TO THE EXTENT PROVIDED BY AND SUBJECT
12 TO THE PROVISIONS OF THE COURT OF CLAIMS ACT WITH RESPECT TO CLAIMS
13 AGAINST THE STATE, AND TO MAKE AWARDS AND RENDER JUDGMENTS THEREFOR. ALL
14 AWARDS AND JUDGMENTS ARISING FROM SUCH CLAIMS SHALL BE PAID OUT OF
15 MONEYS OF THE AUTHORITY.

16 S 412. ANNUAL REPORT. THE AUTHORITY SHALL SUBMIT TO THE GOVERNOR, TO
17 THE LEGISLATURE, TO THE COMPTROLLER AND TO THE DIRECTOR OF THE BUDGET ON
18 OR BEFORE THE FIRST DAY OF FEBRUARY OF EACH YEAR A DETAILED REPORT
19 SETTING FORTH ITS OPERATIONS AND FISCAL TRANSACTIONS DURING THE PRECED-
20 ING CALENDAR YEAR WITH A STATEMENT OF ITS FINANCIAL CONDITION AS OF THE
21 END OF SUCH YEAR AND A STATEMENT OF ALL RECEIPTS AND EXPENDITURES DURING
22 SUCH YEAR. THE AUTHORITY SHALL SUBMIT REPORTS PURSUANT TO THIS SECTION
23 IN ACCORDANCE WITH SECTION TWENTY-EIGHT HUNDRED OF THIS CHAPTER.

24 S 413. DEPOSIT AND INVESTMENT OF MONEYS OF THE AUTHORITY. ALL MONEYS
25 OF THE AUTHORITY FROM WHATEVER SOURCE DERIVED SHALL BE PAID TO THE COMP-
26 TROLLER AS AGENT OF THE AUTHORITY, WHO SHALL NOT COMMINGLE SUCH MONEYS
27 WITH ANY OTHER MONEYS. SUCH MONEYS SHALL BE DEPOSITED IN A SEPARATE
28 BANK ACCOUNT OR ACCOUNTS. THE MONEYS IN SUCH ACCOUNTS SHALL BE PAID OUT
29 ON CHECK OF THE COMPTROLLER ON REQUISITION OF THE CHAIR OF THE AUTHORITY
30 OR OF SUCH OTHER PERSON AS THE AUTHORITY MAY AUTHORIZE TO MAKE SUCH
31 REQUISITION. ALL DEPOSITS OF SUCH MONEYS SHALL, IF REQUIRED BY THE
32 COMPTROLLER OR THE AUTHORITY, BE SECURED BY OBLIGATIONS OF THE UNITED
33 STATES OR OF THE STATE OF A MARKET VALUE EQUAL AT ALL TIMES TO THE
34 AMOUNT OF THE DEPOSIT AND ALL BANKS AND TRUST COMPANIES ARE AUTHORIZED
35 TO GIVE SUCH SECURITY FOR SUCH DEPOSITS. THE COMPTROLLER AND HIS OR HER
36 LEGALLY AUTHORIZED REPRESENTATIVES ARE HEREBY AUTHORIZED AND EMPOWERED
37 FROM TIME TO TIME TO EXAMINE THE ACCOUNTS AND BOOKS OF THE AUTHORITY,
38 INCLUDING ITS RECEIPTS, DISBURSEMENTS, CONTRACTS, LEASES, SINKING FUNDS,
39 INVESTMENTS AND ANY OTHER MATTERS RELATING TO ITS FINANCIAL STANDING.

40 NOTWITHSTANDING THE PROVISIONS OF THIS SECTION, THE AUTHORITY SHALL
41 HAVE POWER TO CONTRACT WITH THE HOLDERS OF ANY OF ITS NOTES OR BONDS AS
42 TO THE CUSTODY, COLLECTION, SECURING, INVESTMENT AND PAYMENT OF ANY
43 MONEYS OF THE AUTHORITY, OR ANY MONEYS HELD IN TRUST OR OTHERWISE FOR
44 THE PAYMENT OF NOTES OR BONDS OR IN ANY WAY TO SECURE NOTES OR BONDS,
45 AND TO CARRY OUT ANY SUCH CONTRACT. MONEYS HELD IN TRUST OR OTHERWISE
46 FOR THE PAYMENT OF NOTES OR BONDS OR IN ANY WAY TO SECURE NOTES OR BONDS
47 AND DEPOSITS OF SUCH MONEYS MAY BE SECURED IN THE SAME MANNER AS MONEYS
48 OF THE AUTHORITY, AND ALL BANKS AND TRUST COMPANIES ARE AUTHORIZED TO
49 GIVE SUCH SECURITY FOR SUCH DEPOSITS.

50 MONEYS OF THE AUTHORITY NOT REQUIRED FOR IMMEDIATE USE MAY, IN THE
51 DISCRETION OF THE AUTHORITY, BE INVESTED BY THE COMPTROLLER IN OBLI-
52 GATIONS IN WHICH THE COMPTROLLER MAY INVEST PURSUANT TO SECTION NINETY-
53 EIGHT-A OF THE STATE FINANCE LAW.

54 SUBJECT TO AGREEMENTS WITH NOTEHOLDERS AND BONDHOLDERS, THE AUTHORITY
55 SHALL PRESCRIBE A SYSTEM OF ACCOUNTS.

1 S 414. NOTES OR BONDS OF THE AUTHORITY. 1. (A) SUBJECT TO THE
2 PROVISIONS OF SECTION FOUR HUNDRED FIFTEEN OF THIS ARTICLE, THE AUTHORI-
3 TY SHALL HAVE THE POWER AND IS HEREBY AUTHORIZED FROM TIME TO TIME TO
4 ISSUE ITS NEGOTIABLE NOTES AND BONDS, UP TO ONE HUNDRED FIFTY MILLION
5 DOLLARS ANNUALLY, IN CONFORMITY WITH APPLICABLE PROVISIONS OF THE
6 UNIFORM COMMERCIAL CODE IN SUCH PRINCIPAL AMOUNT AS, IN THE OPINION OF
7 THE AUTHORITY, SHALL BE NECESSARY TO PROVIDE SUFFICIENT MONEYS FOR
8 ACHIEVING THE CORPORATE PURPOSES THEREOF, TOGETHER WITH SUITABLE FACILI-
9 TIES AND APPURTENANCES, THE PAYMENT OF ALL INDEBTEDNESS TO THE STATE,
10 THE COST OF ACQUISITION OF ALL REAL PROPERTY, THE EXPENSE OF MAINTENANCE
11 AND OPERATION, INTEREST ON NOTES AND BONDS DURING CONSTRUCTION AND FOR A
12 REASONABLE PERIOD THEREAFTER, ESTABLISHMENT OF RESERVES TO SECURE NOTES
13 OR BONDS, AND ALL OTHER EXPENDITURES OF THE AUTHORITY INCIDENT TO AND
14 NECESSARY OR CONVENIENT TO CARRY OUT ITS CORPORATE PURPOSES AND POWERS.

15 (B) THE AUTHORITY SHALL HAVE POWER FROM TIME TO TIME TO ISSUE RENEWAL
16 NOTES, TO ISSUE BONDS TO PAY NOTES, AND WHENEVER IT DEEMS REFUNDING
17 EXPEDIENT, TO REFUND ANY BONDS BY THE ISSUANCE OF NEW BONDS, WHETHER THE
18 BONDS TO BE REFUNDED HAVE OR HAVE NOT MATURED, AND MAY ISSUE BONDS PART-
19 LY TO REFUND BONDS THEN OUTSTANDING AND PARTLY FOR ANY OTHER PURPOSE.
20 THE REFUNDING BONDS SHALL BE SOLD AND THE PROCEEDS APPLIED TO THE
21 PURCHASE, REDEMPTION OR PAYMENT OF THE BONDS TO BE REFUNDED.

22 (C) EXCEPT AS MAY OTHERWISE BE EXPRESSLY PROVIDED BY THE AUTHORITY,
23 EVERY ISSUE OF THE NOTES OR BONDS SHALL BE GENERAL OBLIGATIONS PAYABLE
24 OUT OF ANY MONEYS OR REVENUES OF THE AUTHORITY, SUBJECT ONLY TO ANY
25 AGREEMENTS WITH THE HOLDERS OF NOTES OR BONDS PLEDGING ANY RECEIPTS OR
26 REVENUES.

27 2. THE NOTES AND BONDS SHALL BE AUTHORIZED BY RESOLUTION OF THE BOARD,
28 SHALL BEAR SUCH DATE OR DATES AND MATURE AT SUCH TIME OR TIMES, IN THE
29 CASE OF NOTES AND ANY RENEWALS THEREOF WITHIN FIVE YEARS AFTER THEIR
30 RESPECTIVE DATES AND IN THE CASE OF BONDS NOT EXCEEDING FORTY YEARS FROM
31 THEIR RESPECTIVE DATES, AS SUCH RESOLUTION OR RESOLUTIONS MAY PROVIDE.
32 THE NOTES AND BONDS SHALL BEAR INTEREST AT SUCH RATE OR RATES, BE IN
33 SUCH DENOMINATIONS, BE IN SUCH FORM, EITHER COUPON OR REGISTERED, CARRY
34 SUCH REGISTRATION PRIVILEGES, BE EXECUTED IN SUCH MANNER, BE PAYABLE IN
35 SUCH MEDIUM OF PAYMENT, AT SUCH PLACE OR PLACES, AND BE SUBJECT TO SUCH
36 TERMS OF REDEMPTION AS SUCH RESOLUTION OR RESOLUTIONS MAY PROVIDE. BONDS
37 AND NOTES SHALL BE SOLD BY THE AUTHORITY, AT PUBLIC OR PRIVATE SALE, AT
38 SUCH PRICE OR PRICES AS THE AUTHORITY MAY DETERMINE.

39 3. ANY RESOLUTION OR RESOLUTIONS AUTHORIZING ANY NOTES OR BONDS OR ANY
40 ISSUE THEREOF MAY CONTAIN PROVISIONS, WHICH SHALL BE A PART OF THE
41 CONTRACT WITH THE HOLDERS THEREOF, AS TO

42 (A) PLEDGING ALL OR ANY PART OF THE FEES, CHARGES, GIFTS, GRANTS,
43 RENTS, REVENUES OR OTHER MONEYS RECEIVED OR TO BE RECEIVED AND LEASES OR
44 AGREEMENTS TO SECURE THE PAYMENT OF THE NOTES OR BONDS OR OF ANY ISSUE
45 THEREOF SUBJECT TO SUCH AGREEMENTS WITH BONDHOLDERS AS MAY THEN EXIST;

46 (B) THE RATES OF THE FEES OR CHARGES TO BE ESTABLISHED, AND THE
47 AMOUNTS TO BE RAISED IN EACH YEAR THEREBY AND THE USE AND DISPOSITION OF
48 THE FEES, CHARGES, GIFTS, GRANTS, RENTS, REVENUES OR OTHER MONEYS
49 RECEIVED OR TO BE RECEIVED;

50 (C) THE SETTING ASIDE OF RESERVES OR SINKING FUNDS, AND THE REGULATION
51 AND DISPOSITION THEREOF;

52 (D) LIMITATIONS ON THE PURPOSE TO WHICH THE PROCEEDS OF SALE OF ANY
53 ISSUE OF NOTES OR BONDS THEN OR THEREAFTER TO BE ISSUED MAY BE APPLIED
54 AND PLEDGING SUCH PROCEEDS TO SECURE THE PAYMENT OF THE NOTES OR BONDS
55 OR OF ANY ISSUE THEREOF;

(E) LIMITATIONS ON THE ISSUANCE OF ADDITIONAL NOTES OR BONDS; THE TERMS UPON WHICH ADDITIONAL NOTES OR BONDS MAY BE ISSUED AND SECURED; THE REFUNDING OF OUTSTANDING OR OTHER NOTES OR BONDS;

(F) THE PROCEDURE, IF ANY, BY WHICH THE TERMS OF ANY CONTRACT WITH NOTEHOLDERS OR BONDHOLDERS MAY BE AMENDED OR ABROGATED, THE AMOUNT OF NOTES OR BONDS THE HOLDERS OF WHICH MUST CONSENT THERETO, AND THE MANNER IN WHICH SUCH CONSENT MAY BE GIVEN;

(G) LIMITATIONS ON THE AMOUNT OF MONEYS TO BE EXPENDED BY THE AUTHORITY FOR OPERATING, ADMINISTRATIVE OR OTHER EXPENSES OF THE AUTHORITY;

(H) IN THE CASE OF NOTES OR BONDS NOT GUARANTEED BY THE STATE, VESTING IN A TRUSTEE OR TRUSTEES SUCH PROPERTY, RIGHTS, POWERS AND DUTIES IN TRUST AS THE AUTHORITY MAY DETERMINE WHICH MAY INCLUDE ANY OR ALL OF THE RIGHTS, POWERS AND DUTIES OF THE TRUSTEE APPOINTED BY THE BONDHOLDERS PURSUANT TO THIS ARTICLE, AND LIMITING OR ABROGATING THE RIGHT OF THE BONDHOLDERS TO APPOINT A TRUSTEE UNDER THIS ARTICLE OR LIMITING THE RIGHTS, DUTIES AND POWERS OF SUCH TRUSTEE;

(I) THE ACQUISITION OF JURISDICTION OVER, AND OF PROPERTY FOR, RAILS AND THE CONSTRUCTION, RECONSTRUCTION, IMPROVEMENT, MAINTENANCE OR OPERATION THEREOF;

(J) ANY OTHER MATTERS, OF LIKE OR DIFFERENT CHARACTER, WHICH IN ANY WAY AFFECT THE SECURITY OR PROTECTION OF THE NOTES OR BONDS.

4. WHENEVER THE AUTHORITY PLEDGES ITS REVENUES UNDER A RESOLUTION AUTHORIZED BY THIS SECTION, SUCH RESOLUTION SHALL NOT PROHIBIT THE AUTHORITY FROM FINANCING FOR ADDITIONAL CORPORATE TRANSPORTATION PURPOSES AUTHORIZED BY LAW SECURED BY AN ADDITIONAL PLEDGE OF SUCH REVENUES. SUCH ADDITIONAL PLEDGE OF REVENUES MAY, IN THE DISCRETION OF THE AUTHORITY, BE SUBORDINATE TO THE PLEDGE OF SUCH REVENUES SECURING OTHER BONDS, NOTES OR OTHER EVIDENCE OF INDEBTEDNESS OF THE AUTHORITY. PROVIDED, HOWEVER, THE AUTHORITY SHALL NOT MAKE ANY SUCH ADDITIONAL PLEDGE IF THE SECURITY OF THE BONDS, NOTES OR OTHER EVIDENCES OF INDEBTEDNESS PREVIOUSLY ISSUED WILL BE IMPAIRED AS A RESULT THEREOF. PROVIDED, HOWEVER, THE AUTHORITY SHALL NOT MAKE ANY SUCH ADDITIONAL PLEDGE IF THE SECURITY OF THE BONDS, NOTES OR OTHER EVIDENCES OF INDEBTEDNESS PREVIOUSLY ISSUED WILL BE IMPAIRED AS A RESULT THEREOF.

5. IT IS THE INTENTION HEREOF THAT ANY PLEDGE MADE BY THE AUTHORITY SHALL BE VALID AND BINDING FROM THE TIME WHEN THE PLEDGE IS MADE; THAT THE MONEYS SO PLEDGED AND THEREAFTER RECEIVED BY THE AUTHORITY SHALL IMMEDIATELY BE SUBJECT TO THE LIEN OF SUCH PLEDGE WITHOUT ANY PHYSICAL DELIVERY THEREOF OR FURTHER ACT, AND THAT THE LIEN OF ANY SUCH PLEDGE SHALL BE VALID AND BINDING AS AGAINST ALL PARTIES HAVING CLAIMS OF ANY KIND IN TORT, CONTRACT OR OTHERWISE AGAINST THE AUTHORITY IRRESPECTIVE OF WHETHER SUCH PARTIES HAVE NOTICE THEREOF. NEITHER THE RESOLUTION NOR ANY OTHER INSTRUMENT BY WHICH A PLEDGE IS CREATED NEED BE RECORDED.

6. NEITHER THE MEMBERS OF THE BOARD NOR ANY PERSON EXECUTING THE NOTES OR BONDS SHALL BE LIABLE PERSONALLY ON THE NOTES OR BONDS OR BE SUBJECT TO ANY PERSONAL LIABILITY OR ACCOUNTABILITY BY REASON OF THE ISSUANCE THEREOF.

7. THE AUTHORITY SHALL HAVE POWER OUT OF ANY FUNDS AVAILABLE THEREFOR TO PURCHASE NOTES OR BONDS, WHICH SHALL THEREUPON BE CANCELLED, AT A PRICE NOT EXCEEDING (A) IF THE NOTES OR BONDS ARE THEN REDEEMABLE, THE REDEMPTION PRICE THEN APPLICABLE PLUS ACCRUED INTEREST TO THE NEXT INTEREST PAYMENT DATE THEREON, OR (B) IF THE NOTES OR BONDS ARE NOT THEN REDEEMABLE, THE REDEMPTION PRICE APPLICABLE ON THE FIRST DATE AFTER SUCH PURCHASE UPON WHICH THE NOTES OR BONDS BECOME SUBJECT TO REDEMPTION PLUS ACCRUED INTEREST TO SAID DATE.

1 S 415. GUARANTY BY THE STATE. 1. TO THE EXTENT AUTHORIZED BY THE
2 CONSTITUTION AT THE TIME OF THE ISSUANCE OF NOTES OR BONDS, THE PUNCTUAL
3 PAYMENT OF THE NOTES AND BONDS SHALL BE, AND THE SAME HEREBY IS, FULLY
4 AND UNCONDITIONALLY GUARANTEED BY THE STATE, BOTH AS TO PRINCIPAL AND
5 INTEREST, ACCORDING TO THEIR TERMS; AND SUCH GUARANTY SHALL BE EXPRESSED
6 UPON THE FACE THEREOF BY THE SIGNATURE OR FACSIMILE SIGNATURE OF THE
7 COMPTROLLER OR A DEPUTY COMPTROLLER. IN THE EVENT THAT THE AUTHORITY
8 SHALL FAIL TO PAY WHEN DUE, THE PRINCIPAL OF, OR INTEREST ON, THE NOTES
9 OR BONDS, THE COMPTROLLER SHALL PAY THE HOLDER THEREOF, AND THEREUPON
10 THE STATE SHALL BE SUBROGATED TO THE RIGHTS OF THE NOTEHOLDERS OR BOND-
11 HOLDERS SO PAID.

12 2. THE AUTHORITY SHALL HAVE POWER TO ISSUE NOTES AND BONDS WITHOUT THE
13 GUARANTY OF THE STATE AND MAY ISSUE SUCH NOTES OR BONDS BEFORE AND AFTER
14 THE ISSUANCE OF NOTES OR BONDS SO GUARANTEED.

15 3. WHEN GUARANTEED NOTES OR GUARANTEED BONDS ARE OUTSTANDING, NOTES OR
16 BONDS SECURED BY A PLEDGE OF RECEIPTS OR REVENUES HAVING PRIORITY OVER
17 SUCH OUTSTANDING GUARANTEED NOTES OR GUARANTEED BONDS SHALL NOT BE
18 ISSUED, EXCEPT WITH THE CONSENT OF THE COMPTROLLER, AND UNLESS THE
19 AUTHORITY SHALL BY RESOLUTION FIRST FIND AND DETERMINE THAT, NOTWITH-
20 STANDING SUCH PLEDGE, THE AUTHORITY WILL HAVE ADEQUATE MEANS TO MEET ITS
21 OBLIGATIONS TO THE HOLDERS OF SUCH OUTSTANDING GUARANTEED NOTES OR
22 BONDS.

23 4. WHEN NOTES OR BONDS ARE OUTSTANDING SECURED BY A PLEDGE OF RECEIPTS
24 OR REVENUES, GUARANTEED NOTES OR BONDS EITHER UNSECURED, OR SECURED BY A
25 PLEDGE OF RECEIPTS OR REVENUES SUBORDINATE TO THE PLEDGE SECURING SUCH
26 OUTSTANDING NOTES OR BONDS, SHALL NOT BE ISSUED UNLESS THE AUTHORITY
27 SHALL FIRST FIND AND DETERMINE BY RESOLUTION THAT NOTWITHSTANDING THE
28 PLEDGE SECURING SUCH OUTSTANDING NOTES OR BONDS, THE AUTHORITY WILL HAVE
29 ADEQUATE MEANS TO MEET ITS OBLIGATIONS ON THE GUARANTEED NOTES OR BONDS
30 ABOUT TO BE ISSUED.

31 S 416. STATE'S RIGHT TO REQUIRE REDEMPTION OF BONDS. NOTWITHSTANDING
32 AND IN ADDITION TO ANY PROVISIONS FOR THE REDEMPTION OF BONDS WHICH MAY
33 BE CONTAINED IN ANY CONTRACT WITH THE HOLDERS OF THE BONDS, THE STATE
34 MAY, UPON FURNISHING SUFFICIENT FUNDS THEREFOR, REQUIRE THE AUTHORITY TO
35 REDEEM, PRIOR TO MATURITY, AS A WHOLE, ANY ISSUE OF BONDS ON ANY INTER-
36 EST PAYMENT DATE NOT LESS THAN FIFTEEN YEARS AFTER THE DATE OF THE BONDS
37 OF SUCH ISSUE AT ONE HUNDRED FOUR PER CENTUM OF THEIR FACE VALUE AND
38 ACCRUED INTEREST OR AT SUCH LOWER REDEMPTION PRICE AS MAY BE PROVIDED IN
39 THE BONDS IN CASE OF THE REDEMPTION THEREOF AS A WHOLE ON THE REDEMPTION
40 DATE. NOTICE OF SUCH REDEMPTION SHALL BE PUBLISHED IN AT LEAST TWO NEWS-
41 PAPERS PUBLISHED AND CIRCULATING RESPECTIVELY IN THE CITIES OF ALBANY
42 AND NEW YORK AT LEAST TWICE, THE FIRST PUBLICATION TO BE AT LEAST THIRTY
43 DAYS BEFORE THE DATE OF REDEMPTION.

44 S 417. REMEDIES OF NOTEHOLDERS AND BONDHOLDERS. 1. IN THE EVENT THAT
45 THE AUTHORITY SHALL DEFAULT IN THE PAYMENT OF PRINCIPAL OF OR INTEREST
46 ON ANY ISSUE OF NOTES OR BONDS AFTER THE SAME SHALL BECOME DUE, WHETHER
47 AT MATURITY OR UPON CALL FOR REDEMPTION, AND SUCH DEFAULT SHALL CONTINUE
48 FOR A PERIOD OF THIRTY DAYS, OR IN THE EVENT THAT THE AUTHORITY SHALL
49 FAIL OR REFUSE TO COMPLY WITH THE PROVISIONS OF THIS ARTICLE, OR SHALL
50 DEFAULT IN ANY AGREEMENT MADE WITH THE HOLDERS OF ANY ISSUE OF NOTES OR
51 BONDS, THE HOLDERS OF TWENTY-FIVE PER CENTUM IN AGGREGATE PRINCIPAL
52 AMOUNT OF THE NOTES OR BONDS OF SUCH ISSUE THEN OUTSTANDING, BY INSTRU-
53 MENT OR INSTRUMENTS FILED IN THE OFFICE OF THE CLERK OF THE COUNTY OF
54 ALBANY AND PROVED OR ACKNOWLEDGED IN THE SAME MANNER AS A DEED TO BE
55 RECORDED, MAY APPOINT A TRUSTEE TO REPRESENT THE HOLDERS OF SUCH NOTES
56 OR BONDS FOR THE PURPOSES HEREIN PROVIDED.

1 2. SUCH TRUSTEE MAY, AND UPON WRITTEN REQUEST OF THE HOLDERS OF TWEN-
2 TY-FIVE PER CENTUM IN PRINCIPAL AMOUNT OF SUCH NOTES OR BONDS THEN
3 OUTSTANDING SHALL, IN HIS OR ITS OWN NAME:

4 (A) BY MANDAMUS OR OTHER SUIT, ACTION OR PROCEEDING AT LAW OR IN EQUI-
5 TY ENFORCE ALL RIGHTS OF THE NOTEHOLDERS OR BONDHOLDERS, INCLUDING THE
6 RIGHT TO REQUIRE THE AUTHORITY TO COLLECT FEES, RENTALS AND CHARGES
7 ADEQUATE TO CARRY OUT ANY AGREEMENTS WITH THE HOLDERS OF SUCH NOTES OR
8 BONDS AND TO PERFORM ITS DUTIES UNDER THIS ARTICLE;

9 (B) BRING SUIT UPON SUCH NOTES OR BONDS;

10 (C) BY ACTION OR SUIT IN EQUITY, REQUIRE THE AUTHORITY TO ACCOUNT AS
11 IF IT WERE THE TRUSTEE OF AN EXPRESS TRUST FOR THE HOLDERS OF SUCH NOTES
12 OR BONDS;

13 (D) BY ACTION OR SUIT IN EQUITY, ENJOIN ANY ACTS OR THINGS WHICH MAY
14 BE UNLAWFUL OR IN VIOLATION OF THE RIGHTS OF THE HOLDERS OF SUCH NOTES
15 OR BONDS;

16 (E) DECLARE ALL SUCH NOTES OR BONDS DUE AND PAYABLE, AND IF ALL
17 DEFAULTS SHALL BE MADE GOOD THEN WITH THE CONSENT OF THE HOLDERS OF
18 TWENTY-FIVE PER CENTUM OF THE PRINCIPAL AMOUNT OF SUCH NOTES OR BONDS
19 THEN OUTSTANDING, TO ANNUL SUCH DECLARATION AND ITS CONSEQUENCES;
20 PROVIDED, HOWEVER, THAT THIS CLAUSE SHALL NOT BE APPLICABLE IN THE CASE
21 OF NOTES OR BONDS GUARANTEED BY THE STATE.

22 3. SUCH TRUSTEE, WHETHER OR NOT THE ISSUE OF BONDS OR NOTES REPRES-
23 ENTED BY SUCH TRUSTEE HAS BEEN DECLARED DUE AND PAYABLE, SHALL BE ENTI-
24 TLED AS OF RIGHT TO THE APPOINTMENT OF A RECEIVER OF ANY PART OR PARTS
25 OF THE RAILS, THE FEES, RENTALS, CHARGES OR OTHER REVENUES OF WHICH ARE
26 PLEDGED FOR THE SECURITY OF THE BONDS OR NOTES OF SUCH ISSUE AND SUCH
27 RECEIVER MAY ENTER AND TAKE POSSESSION OF SUCH PART OR PARTS OF THE
28 RAILS AND, SUBJECT TO ANY PLEDGE OR AGREEMENT WITH BONDHOLDERS, SHALL
29 TAKE POSSESSION OF ALL MONEYS AND OTHER PROPERTY DERIVED FROM OR APPLI-
30 CABLE TO THE CONSTRUCTION, OPERATION, MAINTENANCE AND RECONSTRUCTION OF
31 SUCH PART OR PARTS OF THE RAILS AND PROCEED WITH ANY CONSTRUCTION THERE-
32 ON WHICH THE AUTHORITY IS UNDER OBLIGATION TO DO AND SHALL OPERATE,
33 MAINTAIN AND RECONSTRUCT SUCH PART OR PARTS OF THE RAILS, AND COLLECT
34 AND RECEIVE ALL FEES, RENTALS, CHARGES AND OTHER REVENUES THEREAFTER
35 ARISING THEREFROM SUBJECT TO ANY PLEDGE THEREOF OR AGREEMENT WITH BOND-
36 HOLDERS OR NOTEHOLDERS RELATING THERETO AND PERFORM THE PUBLIC DUTIES
37 AND CARRY OUT THE AGREEMENTS AND OBLIGATIONS OF THE AUTHORITY UNDER THE
38 DIRECTION OF THE COURT. IN ANY SUIT, ACTION OR PROCEEDING BY THE TRUSTEE
39 THE FEES, COUNSEL FEES AND EXPENSES OF THE TRUSTEE AND OF THE RECEIVER,
40 IF ANY, SHALL CONSTITUTE TAXABLE DISBURSEMENTS AND ALL COSTS AND
41 DISBURSEMENTS ALLOWED BY THE COURT SHALL BE A FIRST CHARGE ON ANY TOLLS,
42 RENTALS AND OTHER REVENUES DERIVED FROM SUCH PART OR PARTS OF THE RAILS.

43 4. SUCH TRUSTEE SHALL IN ADDITION TO THE FOREGOING HAVE AND POSSESS
44 ALL OF THE POWERS NECESSARY OR APPROPRIATE FOR THE EXERCISE OF ANY FUNC-
45 TIONS SPECIFICALLY SET FORTH HEREIN OR INCIDENT TO THE GENERAL REPRESENTATION
46 OF BONDHOLDERS OR NOTEHOLDERS IN THE ENFORCEMENT AND PROTECTION
47 OF THEIR RIGHTS.

48 5. THE SUPREME COURT SHALL HAVE JURISDICTION OF ANY SUIT, ACTION OR
49 PROCEEDING BY THE TRUSTEE ON BEHALF OF SUCH NOTEHOLDERS OR BONDHOLDERS.
50 THE VENUE OF ANY SUCH SUIT, ACTION OR PROCEEDING SHALL BE LAID IN THE
51 COUNTY OF ALBANY.

52 6. BEFORE DECLARING THE PRINCIPAL OF NOTES OR BONDS NOT GUARANTEED BY
53 THE STATE DUE AND PAYABLE, THE TRUSTEE SHALL FIRST GIVE THIRTY DAYS'
54 NOTICE IN WRITING TO THE AUTHORITY.

55 S 418. LIABILITY OF STATE. THE STATE SHALL BE LIABLE ON NOTES OR BONDS
56 GUARANTEED PURSUANT TO THIS ARTICLE BUT SHALL NOT BE LIABLE ON NOTES OR

1 BONDS NOT GUARANTEED BY THE STATE WHICH SHALL NOT BE A DEBT OF THE
2 STATE.

3 S 419. NOTES AND BONDS LEGAL INVESTMENTS FOR PUBLIC OFFICERS AND FIDU-
4 CIARIES. THE NOTES AND BONDS ARE HEREBY MADE SECURITIES IN WHICH ALL
5 PUBLIC OFFICERS AND BODIES OF THIS STATE AND ALL MUNICIPALITIES AND
6 MUNICIPAL SUBDIVISIONS, ALL INSURANCE COMPANIES AND ASSOCIATIONS AND
7 OTHER PERSONS CARRYING ON AN INSURANCE BUSINESS, ALL BANKS, BANKERS,
8 TRUST COMPANIES, SAVINGS BANKS AND SAVINGS ASSOCIATIONS, INCLUDING
9 SAVINGS AND LOAN ASSOCIATIONS, BUILDING AND LOAN ASSOCIATIONS, INVEST-
10 MENT COMPANIES AND OTHER PERSONS CARRYING ON A BANKING BUSINESS, ALL
11 ADMINISTRATORS, GUARDIANS, EXECUTORS, TRUSTEES AND OTHER FIDUCIARIES AND
12 ALL OTHER PERSONS WHATSOEVER WHO ARE NOW OR MAY HEREAFTER BE AUTHORIZED
13 TO INVEST IN BONDS OR OTHER OBLIGATIONS OF THE STATE, MAY PROPERLY AND
14 LEGALLY INVEST FUNDS INCLUDING CAPITAL IN THEIR CONTROL OR BELONGING TO
15 THEM. THE NOTES AND BONDS ARE ALSO HEREBY MADE SECURITIES WHICH MAY BE
16 DEPOSITED WITH AND MAY BE RECEIVED BY ALL PUBLIC OFFICERS AND BODIES OF
17 THIS STATE AND ALL MUNICIPALITIES AND MUNICIPAL SUBDIVISIONS FOR ANY
18 PURPOSE FOR WHICH THE DEPOSIT OF BONDS OR OTHER OBLIGATIONS OF THIS
19 STATE IS NOW OR MAY HEREAFTER BE AUTHORIZED.

20 S 420. TAX EXEMPTION. THE PROPERTY OF THE AUTHORITY AND ITS INCOME AND
21 OPERATIONS SHALL BE EXEMPT FROM TAXATION.

22 S 421. TAX COVENANT. THE STATE COVENANTS WITH THE PURCHASERS AND WITH
23 ALL SUBSEQUENT HOLDERS AND TRANSFEREES OF NOTES AND BONDS ISSUED BY THE
24 AUTHORITY, IN CONSIDERATION OF THE ACCEPTANCE OF AND PAYMENT FOR THE
25 NOTES AND BONDS, THAT THE NOTES AND BONDS OF THE AUTHORITY ISSUED PURSU-
26 ANT TO THIS ARTICLE AND THE INCOME THEREFROM AND ALL ITS FEES, CHARGES,
27 RENTS, GIFTS, GRANTS, REVENUES, RECEIPTS AND OTHER MONEYS RECEIVED OR TO
28 BE RECEIVED, PLEDGED TO PAY OR SECURE THE PAYMENT OF SUCH NOTES OR BONDS
29 SHALL AT ALL TIMES BE FREE FROM TAXATION EXCEPT FOR ESTATE OR GIFT TAXES
30 AND TAXES ON TRANSFERS.

31 S 422. AGREEMENT OF THE STATE. THE STATE DOES PLEDGE TO AND AGREE WITH
32 THE HOLDERS OF NOTES, BONDS, OR OTHER OBLIGATIONS OF THE AUTHORITY NOT
33 GUARANTEED BY THE STATE THAT THE STATE WILL NOT LIMIT OR ALTER THE
34 RIGHTS HEREBY VESTED IN THE AUTHORITY TO ESTABLISH AND COLLECT SUCH
35 FEES, RENTALS AND CHARGES AS MAY BE CONVENIENT OR NECESSARY TO PRODUCE
36 SUFFICIENT REVENUE TO MEET THE EXPENSE OF MAINTENANCE AND OPERATION AND
37 TO FULFILL THE TERMS OF ANY AGREEMENTS MADE WITH THE HOLDERS THEREOF, OR
38 IN ANY WAY IMPAIR THE RIGHTS AND REMEDIES OF SUCH HOLDERS UNTIL SUCH
39 NOTES, BONDS, AND OTHER OBLIGATIONS, TOGETHER WITH THE INTEREST THEREON,
40 WITH INTEREST ON ANY UNPAID INSTALLMENTS OF INTEREST, AND ALL COSTS AND
41 EXPENSES IN CONNECTION WITH ANY ACTION OR PROCEEDINGS BY OR ON BEHALF OF
42 SUCH HOLDERS, ARE FULLY MET AND DISCHARGED.

43 S 423. REPORTS BY THE AUTHORITY. 1. (A) THE AUTHORITY SHALL SUBMIT TO
44 THE GOVERNOR, THE CHAIRMAN AND RANKING MINORITY MEMBER OF THE SENATE
45 FINANCE COMMITTEE, THE CHAIRMAN AND RANKING MINORITY MEMBER OF THE
46 ASSEMBLY WAYS AND MEANS COMMITTEE AND THE STATE COMPTROLLER, WITHIN
47 NINETY DAYS AFTER THE END OF ITS FISCAL YEAR, A COMPLETE AND DETAILED
48 REPORT OR REPORTS SETTING FORTH: (1) ITS OPERATIONS AND ACCOMPLISHMENTS;
49 (2) ITS FINANCIAL REPORTS, INCLUDING (I) AUDITED FINANCIALS IN ACCORD-
50 ANCE WITH ALL APPLICABLE REGULATIONS AND FOLLOWING GENERALLY ACCEPTED
51 ACCOUNTING PRINCIPLES AS DEFINED IN SUBDIVISION TEN OF SECTION TWO OF
52 THE STATE FINANCE LAW, (II) GRANT AND SUBSIDY PROGRAMS, (III) OPERATING
53 AND FINANCIAL RISKS, (IV) CURRENT RATINGS, IF ANY, OF ITS BONDS ISSUED
54 BY RECOGNIZED MUNICIPAL BOND RATING AGENCIES AND NOTICE OF CHANGES IN
55 SUCH RATINGS, AND (V) LONG-TERM LIABILITIES, INCLUDING LEASES AND
56 EMPLOYEE BENEFIT PLANS; (3) ITS MISSION STATEMENT AND MEASUREMENTS

1 INCLUDING ITS MOST RECENT MEASUREMENT REPORT; (4) A SCHEDULE OF ITS
2 BONDS AND NOTES OUTSTANDING AT THE END OF ITS FISCAL YEAR, TOGETHER WITH
3 A STATEMENT OF THE AMOUNTS REDEEMED AND INCURRED DURING SUCH FISCAL YEAR
4 AS PART OF A SCHEDULE OF DEBT ISSUANCE THAT INCLUDES THE DATE OF ISSU-
5 ANCE, TERM, AMOUNT, INTEREST RATE AND MEANS OF REPAYMENT. ADDITIONALLY,
6 THE DEBT SCHEDULE SHALL ALSO INCLUDE ALL REFINANCINGS, CALLS,
7 REFUNDINGS, DEFEASEMENTS AND INTEREST RATE EXCHANGE OR OTHER SUCH AGREE-
8 MENTS, AND FOR ANY DEBT ISSUED DURING THE REPORTING YEAR, THE SCHEDULE
9 SHALL ALSO INCLUDE A DETAILED LIST OF COSTS OF ISSUANCE FOR SUCH DEBT;
10 (5) A COMPENSATION SCHEDULE, IN ADDITION TO THE REPORT DESCRIBED IN
11 SECTION TWENTY-EIGHT HUNDRED SIX OF THIS CHAPTER, THAT SHALL INCLUDE, BY
12 POSITION, TITLE AND NAME OF THE PERSON HOLDING SUCH POSITION OR TITLE,
13 THE SALARY, COMPENSATION, ALLOWANCE AND/OR BENEFITS PROVIDED TO ANY
14 OFFICER, DIRECTOR OR EMPLOYEE IN A DECISION MAKING OR MANAGERIAL POSI-
15 TION OF SUCH AUTHORITY WHOSE SALARY IS IN EXCESS OF ONE HUNDRED THOUSAND
16 DOLLARS; (5-A) BIOGRAPHICAL INFORMATION, NOT INCLUDING CONFIDENTIAL
17 PERSONAL INFORMATION, FOR ALL DIRECTORS AND OFFICERS AND EMPLOYEES FOR
18 WHOM SALARY REPORTING IS REQUIRED UNDER SUBPARAGRAPH FIVE OF THIS PARA-
19 GRAPH; (6) THE PROJECTS UNDERTAKEN BY THE AUTHORITY DURING THE PAST
20 YEAR; (7) A LISTING AND DESCRIPTION, IN ADDITION TO THE REPORT REQUIRED
21 BY PARAGRAPH A OF SUBDIVISION THREE OF SECTION TWENTY-EIGHT HUNDRED
22 NINETY-SIX OF THIS CHAPTER OF ALL REAL PROPERTY OF SUCH AUTHORITY HAVING
23 AN ESTIMATED FAIR MARKET VALUE IN EXCESS OF FIFTEEN THOUSAND DOLLARS
24 THAT THE AUTHORITY ACQUIRES OR DISPOSES OF DURING SUCH PERIOD. THE
25 REPORT SHALL CONTAIN THE PRICE RECEIVED OR PAID BY THE AUTHORITY AND THE
26 NAME OF THE PURCHASER OR SELLER FOR ALL SUCH PROPERTY SOLD OR BOUGHT BY
27 THE AUTHORITY DURING SUCH PERIOD; (8) THE AUTHORITY'S CODE OF ETHICS;
28 (9) AN ASSESSMENT OF THE EFFECTIVENESS OF ITS INTERNAL CONTROL STRUCTURE
29 AND PROCEDURES; (10) A COPY OF THE LEGISLATION THAT FORMS THE STATUTORY
30 BASIS OF THE AUTHORITY; (11) A DESCRIPTION OF THE AUTHORITY AND ITS
31 BOARD STRUCTURE, INCLUDING (I) NAMES OF COMMITTEES AND COMMITTEE
32 MEMBERS, (II) LISTS OF BOARD MEETINGS AND ATTENDANCE, (III) DESCRIPTIONS
33 OF MAJOR AUTHORITY UNITS, SUBSIDIARIES, AND (IV) NUMBER OF EMPLOYEES;
34 (12) ITS CHARTER AND BY-LAWS; (13) A LISTING OF MATERIAL CHANGES IN
35 OPERATIONS AND PROGRAMS DURING THE REPORTING YEAR; (14) AT A MINIMUM A
36 FOUR-YEAR FINANCIAL PLAN, INCLUDING (I) A CURRENT AND PROJECTED CAPITAL
37 BUDGET, AND (II) AN OPERATING BUDGET REPORT, INCLUDING AN ACTUAL VERSUS
38 ESTIMATED BUDGET, WITH AN ANALYSIS AND MEASUREMENT OF FINANCIAL AND
39 OPERATING PERFORMANCE; (15) ITS BOARD PERFORMANCE EVALUATIONS; PROVIDED,
40 HOWEVER, THAT SUCH EVALUATIONS SHALL NOT BE SUBJECT TO DISCLOSURE UNDER
41 ARTICLE SIX OF THIS CHAPTER; (16) A DESCRIPTION OF THE TOTAL AMOUNTS OF
42 ASSETS AND/OR SERVICES BOUGHT OR SOLD WITHOUT COMPETITIVE BIDDING,
43 INCLUDING (I) THE NATURE OF THOSE ASSETS AND SERVICES, (II) THE NAMES OF
44 THE COUNTERPARTIES, AND (III) WHERE THE CONTRACT PRICE OR FAIR MARKET
45 VALUE FOR GOODS PURCHASED EXCEEDS A FAIR MARKET VALUE DETERMINED BY THE
46 AUTHORITIES BUDGET OFFICE, OR WHERE THE CONTRACT PRICE FOR GOODS SOLD IS
47 LESS THAN A FAIR MARKET VALUE, AN ATTESTATION OF THE FAIR MARKET VALUE
48 AND A DETAILED EXPLANATION EXECUTED UNDER PENALTIES OF PERJURY BY THE
49 CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER OF THE REASONS FOR
50 THE HIGH PRICE PURCHASE OR THE LOAN PRICE SALE INCLUDING THE RELATION-
51 SHIP, IF ANY, OF PERSONS ASSOCIATED WITH THE BUYER/PURCHASER AND PERSONS
52 ASSOCIATED WITH THE AUTHORITY AND/OR THE OFFICIALS WHO APPOINTED MEMBERS
53 TO THE AUTHORITY BOARD; AND (17) A DESCRIPTION OF ANY MATERIAL PENDING
54 LITIGATION IN WHICH THE AUTHORITY IS INVOLVED AS A PARTY DURING THE
55 REPORTING YEAR.

(B) THE AUTHORITY SHALL MAKE ACCESSIBLE TO THE PUBLIC, VIA ITS OFFICIAL OR SHARED INTERNET WEBSITE, DOCUMENTATION PERTAINING TO ITS MISSION, CURRENT ACTIVITIES, MOST RECENT ANNUAL FINANCIAL REPORTS, CURRENT YEAR BUDGET AND ITS MOST RECENT INDEPENDENT AUDIT REPORT UNLESS SUCH INFORMATION IS COVERED BY SUBDIVISION TWO OF SECTION EIGHTY-SEVEN OF THE PUBLIC OFFICERS LAW.

2. (A) THE AUTHORITY SHALL SUBMIT TO THE COMPTROLLER, THE DIRECTOR OF THE BUDGET AND THE CHAIRPERSONS OF THE LEGISLATIVE FISCAL COMMITTEES, FOR THEIR INFORMATION, ANNUALLY, ON OR BEFORE THE FIFTEENTH DAY OF JANUARY OF EACH CALENDAR YEAR, PERSONNEL INFORMATION SETTING FORTH PERSONAL SERVICE SCHEDULES BY SUBSIDIARY, DIVISION AND UNIT WHICH INDICATE POSITION, GRADE, SALARY AND TITLE FOR EACH EMPLOYEE AND IN SUMMARY FORM.

(B) IF THE AUTHORITY HAS PROVIDED THE INFORMATION REQUIRED BY THIS SECTION IN THE ANNUAL REPORT REQUIRED UNDER SECTION TWENTY-EIGHT HUNDRED OF THIS CHAPTER, SUCH AUTHORITY MAY COMPLY WITH THE PROVISIONS OF THIS SECTION BY REFERENCES TO SUCH INFORMATION WITH ANY NECESSARY UPDATES.

S 424. SUBSIDIARIES OF THE AUTHORITY. 1. NOTWITHSTANDING ANY LAW TO THE CONTRARY, THE AUTHORITY SHALL NOT HAVE THE POWER TO ORGANIZE ANY SUBSIDIARY CORPORATION UNLESS THE LEGISLATURE SHALL HAVE ENACTED A LAW GRANTING THE AUTHORITY SUCH POWER FOR THE ORGANIZATION OF A SPECIFIC CORPORATION, PROVIDED, HOWEVER, THAT THE AUTHORITY MAY ORGANIZE A SUBSIDIARY CORPORATION PURSUANT TO THE FOLLOWING REQUIREMENTS:

(A) THE PURPOSE FOR WHICH THE SUBSIDIARY CORPORATION SHALL BE ORGANIZED SHALL BE FOR A PROJECT OR PROJECTS WHICH THE AUTHORITY HAS THE POWER TO PURSUE PURSUANT TO ITS CORPORATE PURPOSES;

(B) THE PRIMARY REASON FOR WHICH THE SUBSIDIARY CORPORATION SHALL BE ORGANIZED SHALL BE TO LIMIT THE POTENTIAL LIABILITY IMPACT OF THE SUBSIDIARY'S PROJECT OR PROJECTS ON THE AUTHORITY OR BECAUSE STATE OR FEDERAL LAW REQUIRES THAT THE PURPOSE OF A SUBSIDIARY BE UNDERTAKEN THROUGH A SPECIFIC CORPORATE STRUCTURE; AND

(C) THE SUBSIDIARY CORPORATION SHALL MAKE THE REPORTS AND OTHER DISCLOSURES AS ARE REQUIRED OF THE AUTHORITY, UNLESS THE SUBSIDIARY CORPORATION'S OPERATIONS AND FINANCES ARE CONSOLIDATED WITH THOSE OF THE AUTHORITY.

2. IN SUCH CASES WHERE THE AUTHORITY HAS THE POWER TO ORGANIZE A SUBSIDIARY CORPORATION PURSUANT TO SUBDIVISION ONE OF THIS SECTION, THE AUTHORITY SHALL FILE, NO LESS THAN SIXTY DAYS PRIOR TO THE FORMATION OF SUCH SUBSIDIARY, NOTICE TO THE AUTHORITY'S BUDGET OFFICE, THE GOVERNOR, THE COMPTROLLER, AND THE LEGISLATURE THAT IT WILL BE CREATING A SUBSIDIARY.

3. SUBSIDIARY CORPORATIONS FORMED UNDER SUBDIVISION ONE OF THIS SECTION SHALL NOT HAVE THE AUTHORITY TO ISSUE BONDS, NOTES OR OTHER DEBTS, PROVIDED, HOWEVER, THAT SUCH SUBSIDIARY CORPORATIONS MAY ISSUE NOTES OR OTHER DEBT TO THE AUTHORITY. NO SUCH DEBT ISSUED BY THE SUBSIDIARY TO THE AUTHORITY SHALL IN TOTAL EXCEED, AT ANY TIME, A PRINCIPAL AMOUNT OF FIVE HUNDRED THOUSAND DOLLARS OR, DURING THE NINE MONTHS AFTER THE FORMATION OF THE SUBSIDIARY, ONE MILLION DOLLARS.

4. THE CERTIFICATE OF INCORPORATION OR OTHER DOCUMENT FILED TO ORGANIZE A SUBSIDIARY CORPORATION UNDER THIS SECTION SHALL STATE THAT THE AUTHORITY IS THE PERSON ORGANIZING THE CORPORATION.

5. NOTHING IN THIS SECTION SHALL BE CONSTRUED TO GRANT THE AUTHORITY THE POWER TO CREATE A SUBSIDIARY WHERE THE AUTHORITY DOES NOT OTHERWISE HAVE THE POWER TO DO SO.

6. ON OR BEFORE THE FIRST DAY OF JANUARY, TWO THOUSAND TEN, AND ANNUALLY ON SUCH DAY THEREAFTER, ANY SUBSIDIARY PUBLIC BENEFIT CORPORATION, IN COOPERATION WITH THE AUTHORITY, SHALL PROVIDE TO THE CHAIR AND RANK-

1 ING MINORITY MEMBER OF THE SENATE FINANCE COMMITTEE AND THE CHAIR AND
2 RANKING MINORITY MEMBER OF THE ASSEMBLY WAYS AND MEANS COMMITTEE, A
3 REPORT ON THE SUBSIDIARY PUBLIC BENEFIT CORPORATION. SUCH REPORT SHALL
4 INCLUDE FOR EACH SUBSIDIARY:

5 (A) THE COMPLETE LEGAL NAME, ADDRESS AND CONTACT INFORMATION OF THE
6 SUBSIDIARY;

7 (B) THE STRUCTURE OF THE ORGANIZATION OF THE SUBSIDIARY, INCLUDING THE
8 NAMES AND TITLES OF EACH OF ITS MEMBERS, DIRECTORS AND OFFICERS, AS WELL
9 AS A CHART OF ITS ORGANIZATIONAL STRUCTURE;

10 (C) THE COMPLETE BYLAWS AND LEGAL ORGANIZATION PAPERS OF THE SUBSID-
11 IARY;

12 (D) A COMPLETE REPORT OF THE PURPOSE, OPERATIONS, MISSION AND PROJECTS
13 OF THE SUBSIDIARY, INCLUDING A STATEMENT OF JUSTIFICATION AS TO WHY THE
14 SUBSIDIARY IS NECESSARY TO CONTINUE ITS OPERATIONS FOR THE PUBLIC BENE-
15 FIT FOR THE PEOPLE OF THE STATE OF NEW YORK; AND

16 (E) ANY OTHER INFORMATION THE AUTHORITY DEEMS IMPORTANT TO INCLUDE IN
17 SUCH REPORT.

18 S 425. AUTHORITY CONTRACTS; LIMITATIONS. 1. PRIOR TO THEIR PUBLICATION
19 FOR BIDS OR PROPOSALS, THE AUTHORITY SHALL SUBMIT TO THE STATE COMP-
20 TROLLER, PROPOSALS FOR CONTRACTS FOR PROCUREMENT, PUBLIC WORK,
21 CONSTRUCTION, OR REVENUE THAT INCLUDE THE PAYMENT OF MONEY, THE EXCHANGE
22 OF PERSONAL OR REAL PROPERTY, THE EXCHANGE OF SERVICES, OR ANY COMBINA-
23 TION THEREOF, WHICH IN THE AGGREGATE MAY REASONABLY BE VALUED IN EXCESS
24 OF ONE MILLION DOLLARS. IF THE COMPTROLLER WITHIN FORTY-FIVE DAYS OF
25 SUCH SUBMISSION NOTIFIES THE AUTHORITY THAT, PURSUANT TO HIS OR HER
26 AUTHORITY TO SUPERVISE THE ACCOUNTS OF PUBLIC AUTHORITIES, HE OR SHE
27 WILL REVIEW AND APPROVE SUCH CONTRACT, SUCH CONTRACT OR AGREEMENT SHALL
28 NOT BE A VALID ENFORCEABLE CONTRACT UNLESS SUCH CONTRACT SHALL FIRST BE
29 APPROVED BY THE COMPTROLLER. IN THE EVENT THAT THE COMPTROLLER NOTIFIES
30 THE AUTHORITY THAT FINAL APPROVAL SHALL BE REQUIRED AS PROVIDED BY THIS
31 SUBDIVISION, THEN THE AUTHORITY SHALL INCLUDE A PROVISION IN ALL SUCH
32 INVITATIONS TO BID OR SOLICITATIONS FOR PROPOSALS, INFORMING THE OTHER
33 PARTIES TO SUCH CONTRACTS THAT THE SAME ARE NOT VALID AND ENFORCEABLE
34 WITHOUT THE COMPTROLLER'S APPROVAL.

35 2. NOTWITHSTANDING THE PROVISIONS OF SUBDIVISION ONE OF THIS SECTION,
36 IF THE COMPTROLLER HAS NOT APPROVED OR DISAPPROVED ANY CONTRACT SUBJECT
37 TO THE PROVISIONS OF SUCH SUBDIVISION WITHIN NINETY DAYS OF SUBMISSION
38 OF SUCH CONTRACT TO HIS OR HER OFFICE, SUCH CONTRACT SHALL BE VALID AND
39 ENFORCEABLE.

40 3. IF THE COMPTROLLER DETERMINES THAT ANY CONTRACT OR CATEGORY OF
41 CONTRACTS OF THE AUTHORITY, WHICH ARE NOT SUBJECT TO THE PROVISIONS OF
42 SUBDIVISION ONE OF THIS SECTION, REQUIRE DIRECT SUPERVISION IN THE FORM
43 OF PRE-APPROVAL OF SUCH CONTRACTS, AND THE COMPTROLLER SO NOTIFIES SUCH
44 STATE AUTHORITY OF SUCH DETERMINATION, THEN NO SUCH CONTRACT OR AGREE-
45 MENT BY SUCH STATE AUTHORITY SELECTED FOR REVIEW BY THE COMPTROLLER
46 SHALL BE A VALID ENFORCEABLE CONTRACT UNLESS SUCH CONTRACT SHALL FIRST
47 BE APPROVED BY THE COMPTROLLER. IN THE EVENT THAT THE COMPTROLLER NOTI-
48 FIES THE AUTHORITY THAT APPROVAL SHALL BE REQUIRED AS PROVIDED BY THIS
49 SUBDIVISION, THEN THE AUTHORITY SHALL INCLUDE A PROVISION IN ALL SUCH
50 CONTRACTS SELECTED FOR REVIEW, INFORMING THE OTHER PARTIES TO SUCH
51 CONTRACTS THAT THE SAME ARE NOT VALID AND ENFORCEABLE WITHOUT THE COMP-
52 TROLLER'S APPROVAL.

53 4. NOTWITHSTANDING THE PROVISIONS OF SUBDIVISION THREE OF THIS
54 SECTION, IF THE COMPTROLLER HAS NOT APPROVED OR DISAPPROVED ANY CONTRACT
55 SUBJECT TO THE PROVISIONS OF SUCH SUBDIVISION WITHIN NINETY DAYS OF

1 SUBMISSION OF SUCH CONTRACT TO HIS OR HER OFFICE, SUCH CONTRACT SHALL BE
2 VALID AND ENFORCEABLE.

3 5. THIS SECTION SHALL NOT APPLY TO: (A) CONTRACTS ENTERED INTO FOR THE
4 ISSUANCE OF BONDED INDEBTEDNESS, EXCEPT CONTRACTS FOR PERSONAL SERVICES;
5 OR (B) CONTRACTS ENTERED INTO FOR THE PROCUREMENT OF GOODS AND/OR
6 SERVICES MADE TO MEET EMERGENCIES ARISING FROM UNFORESEEN CAUSES. FOR
7 THE PURPOSE OF THIS PARAGRAPH "EMERGENCY" SHALL MEAN AN URGENT AND UNEX-
8 PECTED REQUIREMENT WHERE HEALTH AND PUBLIC SAFETY OR THE CONSERVATION OF
9 PUBLIC RESOURCES IS AT RISK. THE AUTHORITY SHALL DOCUMENT IN THE
10 PROCUREMENT RECORD, SUBJECT TO REVIEW BY THE STATE COMPTROLLER, THE
11 NATURE OF THE EMERGENCY GIVING RISE TO THE PROCUREMENT; OR (C) CONTRACTS
12 OF PURCHASE OR SALE MADE ON A RECOGNIZED MARKET FOR THE GOODS, SERVICES,
13 OR COMMODITIES IN QUESTION IN ACCORDANCE WITH STANDARD TERMS AND CONDI-
14 TIONS OF SALE AT A MARKET PRICE.

15 6. THE PROVISIONS OF THIS SECTION DO NOT GRANT OR DIMINISH ANY POWER
16 OR RIGHT TO REVIEW CONTRACTS BEYOND OR FROM THAT WHICH THE COMPTROLLER
17 MAY HAVE PURSUANT TO HIS OR HER AUTHORITY TO SUPERVISE THE ACCOUNTS OF
18 PUBLIC AUTHORITIES. IF ANY PROVISIONS OF THIS SECTION OR ITS APPLICA-
19 TION TO ANY PERSON OR CIRCUMSTANCE IS HELD INVALID BY A COURT OF LAST
20 RESORT, THEN THIS SECTION SHALL BE DEEMED TO BE INVALID IN ITS ENTIRETY
21 AND SHALL BE DEEMED REPEALED.

22 S 426. PREVAILING WAGES. WHENEVER THE AUTHORITY ENTERS INTO ANY
23 CONTRACT, SUBCONTRACT, LEASE, GRANT, BOND, COVENANT OR OTHER AGREEMENT
24 FOR OR IN CONNECTION WITH ANY CONSTRUCTION, DEMOLITION, RECONSTRUCTION,
25 EXCAVATION, REHABILITATION, REPAIR, RENOVATION, ALTERATION, OR IMPROVE-
26 MENT PROJECT, SUCH PROJECT SHALL BE DEEMED TO BE A PUBLIC WORKS PROJECT
27 FOR THE PURPOSES OF ARTICLE EIGHT OF THE LABOR LAW, AND ALL OF THE
28 PROVISIONS OF ARTICLE EIGHT OF THE LABOR LAW SHALL BE APPLICABLE TO ALL
29 THE WORK INVOLVED IN THE CONSTRUCTION, DEMOLITION, RECONSTRUCTION, EXCA-
30 VATION, REHABILITATION, REPAIR, RENOVATION, ALTERATION, OR IMPROVEMENT
31 OF SUCH PROJECT. FUNDS, FINANCIAL ASSISTANCE, OR ANY OTHER BENEFITS
32 PROVIDED PURSUANT TO THIS ARTICLE SHALL NOT BE UTILIZED FOR OR IN
33 CONNECTION WITH THE CONSTRUCTION, DEMOLITION, RECONSTRUCTION, EXCA-
34 VATION, REHABILITATION, REPAIR, RENOVATION, ALTERATION, OR IMPROVEMENT
35 OF ANY PROJECT TO WHICH THE PROVISIONS OF ARTICLE EIGHT OF THE LABOR LAW
36 ARE NOT APPLICABLE.

37 S 427. EQUAL EMPLOYMENT OPPORTUNITY. ALL CONTRACTS ENTERED INTO BY THE
38 AUTHORITY PURSUANT TO THIS ARTICLE OF WHATEVER NATURE AND ALL DOCUMENTS
39 SOLICITING BIDS OR PROPOSALS THEREFOR SHALL CONTAIN OR MAKE REFERENCE TO
40 THE FOLLOWING PROVISION:

41 THE CONTRACTOR SHALL NOT DISCRIMINATE AGAINST EMPLOYEES OR APPLICANTS
42 FOR EMPLOYMENT BECAUSE OF RACE, CREED, COLOR, NATIONAL ORIGIN, SEX, AGE,
43 DISABILITY OR MARITAL STATUS, AND WILL UNDERTAKE OR CONTINUE EXISTING
44 PROGRAMS OF AFFIRMATIVE ACTION TO ENSURE THAT MINORITY GROUP PERSONS AND
45 WOMEN ARE AFFORDED EQUAL OPPORTUNITY WITHOUT DISCRIMINATION. SUCH
46 PROGRAMS SHALL INCLUDE, BUT NOT BE LIMITED TO, RECRUITMENT, EMPLOYMENT,
47 JOB ASSIGNMENT, PROMOTION, UPGRADING, DEMOTION, TRANSFER, LAYOFF, TERMI-
48 NATION, RATES OF PAY OR OTHER FORMS OF COMPENSATION, AND SELECTION FOR
49 TRAINING AND RETRAINING, INCLUDING APPRENTICESHIP AND ON-THE-JOB TRAIN-
50 ING.

51 S 428. CONTRACTS FOR PROFESSIONAL, MAINTENANCE, CLERICAL, OR TECHNICAL
52 SERVICES. 1. DEFINITIONS. AS USED IN THIS SECTION, THE FOLLOWING TERMS
53 HAVE THE FOLLOWING MEANINGS, UNLESS OTHERWISE SPECIFIED:

54 (A) "AUTHORITY" MEANS ANY PUBLIC AUTHORITY COMMISSION CREATED BY THIS
55 ARTICLE;

(B) "CONTRACT" MEANS AN ENFORCEABLE AGREEMENT, ENTERED INTO BY A CONTRACTOR AND THE AUTHORITY, WHICH EXCEEDS TWO HUNDRED FIFTY THOUSAND DOLLARS. A SINGLE CONTRACT WHICH IS DIVIDED INTO SEPARATE CONTRACTS SOLELY TO AVOID THE APPLICATION OF THIS TITLE SHALL BE DEEMED A SINGLE CONTRACT FOR PURPOSES OF THIS SECTION;

(C) "CONTRACTOR" MEANS ANY PERSON, PARTNERSHIP, FIRM, CORPORATION, ASSOCIATION, LIMITED LIABILITY COMPANY, OR OTHER ENTITY RENDERING OR PROVIDING PROFESSIONAL, MAINTENANCE, CLERICAL, OR TECHNICAL SERVICES PURSUANT TO A CONTRACT WITH A PUBLIC AUTHORITY;

(D) "SERVICES" MEANS ANY PROFESSIONAL, MAINTENANCE, CLERICAL, OR TECHNICAL SERVICES CURRENTLY PERFORMED BY MEMBERS OF THE PROFESSIONAL, MAINTENANCE, CLERICAL, AND TECHNICAL BARGAINING UNIT OF A PUBLIC AUTHORITY OR WHICH COME WITHIN THE SCOPE OF THE PROFESSIONAL PRACTICE OF THE MEMBERS OF SUCH BARGAINING UNIT;

(E) "CHANGE ORDER" MEANS A WRITTEN ORDER BY A PUBLIC AUTHORITY DIRECTING THE CONTRACTOR TO MAKE CHANGES IN A CONTRACT; AND

(F) "CONTRACT MODIFICATION" MEANS ANY WRITTEN ALTERATION TO SPECIFICATIONS, DELIVERY POINT, RATE OF DELIVERY, PERIOD OF PERFORMANCE, PRICE, QUALITY, OR OTHER PROVISIONS OF ANY CONTRACT ACCOMPLISHED BY MUTUAL ACTION OF THE PARTIES TO THE CONTRACT.

2. GUIDELINES FOR CONTRACTING FOR SERVICES. NO CONTRACT WITH A CONTRACTOR FOR SERVICES SHALL BE ENTERED INTO BY THE AUTHORITY UNLESS CONTRACTING FOR SUCH SERVICES IS:

(A) COST EFFECTIVE WHEN COMPARED TO THE COST OF HAVING THE AUTHORITY PERFORM THE WORK; OR

(B) REQUIRED FOR A SHORT DURATION, MAKING IT IMPRACTICAL TO HIRE BARGAINING UNIT EMPLOYEES TO PERFORM THE SERVICE; OR

(C) REQUIRED FOR SPECIAL EXPERTISE NOT CURRENTLY AVAILABLE IN THE BARGAINING UNIT; OR

(D) REQUIRED DUE TO AN URGENT NEED SUCH THAT THE DELAY IN HIRING EMPLOYEES WOULD FRUSTRATE THE PUBLIC INTEREST; OR

(E) REQUIRED TO AVOID A CONFLICT OF INTEREST; OR

(F) OTHERWISE REQUIRED TO BE SO CONTRACTED; OR

(G) IN COMPLIANCE WITH THE AUTHORITY'S AFFIRMATIVE ACTION EFFORTS AND WILL NOT CAUSE THE PUBLIC AUTHORITY TO FAIL TO MEET ITS AFFIRMATIVE ACTION GOALS. A CONTRACTOR MUST ALSO MEET OR EXCEED THE AUTHORITY'S GOALS FOR AFFIRMATIVE ACTION; OR

(H) IN COMPLIANCE WITH THE REQUIREMENTS OF APPLICABLE STATE, LOCAL, AND FEDERAL LAW.

3. COST BENEFIT ANALYSIS. IN DETERMINING IF A CONTRACT IS COST EFFECTIVE, THE AUTHORITY SHALL PERFORM A COST BENEFIT ANALYSIS WHICH SHALL EVALUATE, BUT NOT BE LIMITED TO, THE FOLLOWING FACTORS:

(A) REIMBURSEMENT FROM OTHER SOURCES;

(B) BOTH THE DIRECT AND INDIRECT COSTS OF PERFORMING THE WORK;

(C) WHETHER OR NOT THE CONTRACTOR PROVIDES WAGES AND SUPPLEMENTS TO ITS EMPLOYEES WHICH ARE COMPARABLE TO THOSE PAID TO SIMILAR EMPLOYEES PERFORMING SIMILAR WORK IN THE GEOGRAPHIC AREA WHERE THE WORK IS TO BE PERFORMED. A CONTRACT MAY NOT BE CONSIDERED COST EFFECTIVE IF SUCH WAGES AND SUPPLEMENTS ARE SUBSTANTIALLY BELOW THOSE CUSTOMARILY PAID IN THE AREA; AND

(D) THE QUALITY OF SERVICE BEING PROVIDED.

4. REVIEW OF CONTRACTS FOR SERVICES. (A) PRIOR TO EXECUTING A CONTRACT FOR SERVICES, THE AUTHORITY SHALL PREPARE A SPECIFIC STATEMENT WHICH SETS FORTH THE OBJECTIVE DATA SUPPORTING THE REASONS WHY THE PROPOSED CONTRACT MEETS THE REQUIREMENTS SET FORTH IN SUBDIVISION TWO OF THIS SECTION.

1 (B) (1) PRIOR TO THE SCHEDULED AWARD OF A CONTRACT FOR SERVICES, THE
2 AUTHORITY SHALL PROVIDE TO THE EMPLOYEE ORGANIZATION THAT REPRESENTS
3 PUBLIC AUTHORITY EMPLOYEES WHO WOULD OTHERWISE PERFORM SUCH SERVICES
4 WITH COPIES OF THE STATEMENT RENDERED PURSUANT TO PARAGRAPH (A) OF THIS
5 SUBDIVISION AND THE PROPOSED CONTRACT SO THAT SUCH EMPLOYEE ORGANIZATION
6 SHALL HAVE AT LEAST FIFTEEN DAYS TO OBJECT TO THE PROPOSED CONTRACT. AN
7 EMPLOYEE ORGANIZATION WHICH PROVIDES TIMELY WRITTEN NOTICE OF OBJECTION
8 AND THE REASONS THEREFOR SHALL, UNLESS THE PUBLIC AUTHORITY AGREES IN
9 WRITING TO WITHDRAW THE PROPOSED CONTRACT, BE PERMITTED TO BE HEARD BY
10 THE PUBLIC AUTHORITY ON ITS OBJECTIONS PRIOR TO THE AWARD OF THE
11 CONTRACT. WITHIN FIFTEEN DAYS OF RECEIPT OF ANY SUCH OBJECTIONS, THE
12 AUTHORITY, AFTER CONSIDERING THE OBJECTIONS OF THE EMPLOYEE ORGANIZA-
13 TION, SHALL NOTIFY THE EMPLOYEE ORGANIZATION WHETHER THE AUTHORITY WILL
14 WITHDRAW THE PROPOSED CONTRACT OR ENTER INTO THE CONTRACT. IF THE
15 AUTHORITY DECIDES TO ENTER INTO THE CONTRACT, AND THE EMPLOYEE ORGANIZA-
16 TION STILL BELIEVES THAT THE CONTRACT IS IN VIOLATION OF THE GUIDELINES
17 IN SUBDIVISION TWO OF THIS SECTION, THE EMPLOYEE ORGANIZATION SHALL HAVE
18 THE RIGHT TO BRING A PROCEEDING PURSUANT TO ARTICLE SEVENTY-EIGHT OF THE
19 CIVIL PRACTICE LAW AND RULES TO DETERMINE WHETHER OR NOT THE APPROVAL
20 WAS IN ACCORDANCE WITH THE PROVISIONS OF THIS SECTION.

21 (2) NOTWITHSTANDING THE PROVISIONS OF SUBPARAGRAPH ONE OF THIS PARA-
22 GRAPH, THE EMPLOYEE ORGANIZATION MAY BE PROVIDED LESS THAN THE REQUIRED
23 FIFTEEN DAYS TO OBJECT TO THE PROPOSED CONTRACT WHEN THE CONTRACT IS
24 REQUIRED TO RESPOND TO AN EMERGENCY WITHIN THE SCOPE OF PARAGRAPH (D) OF
25 SUBDIVISION TWO OF THIS SECTION.

26 5. CHANGE ORDERS AND CONTRACT MODIFICATIONS. IF THE AUTHORITY INTENDS
27 TO CHANGE, BY USE OF A CHANGE ORDER OR CONTRACT MODIFICATION, A CONTRACT
28 FOR SERVICES, AND SUCH CHANGE RESULTS IN CAUSING THE AMOUNT OF THE
29 CONTRACT TO EXCEED ONE HUNDRED TWENTY-FIVE PERCENT OF THE ORIGINAL
30 CONTRACT AMOUNT, THEN APPROVAL OF SUCH CHANGES SHALL BE SUBJECT TO THE
31 PROVISIONS OF SUBDIVISION FOUR OF THIS SECTION.

32 S 429. WHISTLEBLOWER ACTION. NO STATE OR LOCAL AUTHORITY SHALL FIRE,
33 DISCHARGE, DEMOTE, SUSPEND, THREATEN, HARASS OR DISCRIMINATE AGAINST AN
34 EMPLOYEE BECAUSE OF THE EMPLOYEE'S ROLE AS A WHISTLEBLOWER, INSOFAR AS
35 THE ACTIONS TAKEN BY THE EMPLOYEE ARE LEGAL.

36 S 430. LOBBYING CONTACTS. 1. DEFINITIONS. AS USED IN THIS SECTION:

37 (A) "LOBBYING" SHALL HAVE THE SAME MEANING AS DEFINED IN SECTION ONE-C
38 OF THE LEGISLATIVE LAW.

39 (B) "LOBBYING CONTACT" SHALL MEAN ANY CONVERSATION, IN PERSON OR BY
40 TELEPHONIC OR OTHER REMOTE MEANS, OR CORRESPONDENCE BETWEEN ANY LOBBYIST
41 AND ANY PERSON WITHIN THE AUTHORITY WHO CAN MAKE OR INFLUENCE A DECISION
42 ON ANY MATTER ON BEHALF OF THE AUTHORITY, AND SHALL INCLUDE, AT A MINI-
43 MUM, ALL MEMBERS OF THE GOVERNING BOARD AND ALL OFFICERS OF THE AUTHORI-
44 TY.

45 (C) "LOBBYIST" SHALL MEAN ANY PERSON WHO CONTACTS THE AUTHORITY IN AN
46 EFFORT TO OBTAIN FAVORABLE ACTION BY THE AUTHORITY ON ANY MATTER ON
47 BEHALF OF ANOTHER PERSON.

48 2. THE AUTHORITY SHALL MAINTAIN A RECORD OF ALL LOBBYING CONTACTS MADE
49 WITH THE AUTHORITY.

50 3. EVERY MEMBER, OFFICER OR EMPLOYEE OF THE AUTHORITY WHO IS THE
51 PERSON CONTACTED BY A LOBBYIST SHALL MAKE A CONTEMPORANEOUS RECORD OF
52 SUCH CONTACT CONTAINING THE DAY AND TIME OF THE CONTACT, THE IDENTITY OF
53 THE LOBBYIST, AND A GENERAL SUMMARY OF THE SUBSTANCE OF THE CONTACT.
54 SUCH PERSON SHALL NOT BE REQUIRED TO MAKE A RECORD OF THE RECEIPT OF
55 DOCUMENTARY LOBBYING CONTACTS IF THE DOCUMENT OR A COPY THEREOF IS KEPT
56 IN A FILE RELATING TO LOBBYING CONTACTS.

1 4. THE AUTHORITY SHALL ADOPT A POLICY IMPLEMENTING THE REQUIREMENTS OF
2 THIS SECTION. SUCH POLICY SHALL APPOINT AN OFFICER TO WHOM ALL SUCH
3 RECORDS SHALL BE DELIVERED. SUCH OFFICER SHALL MAINTAIN SUCH RECORDS FOR
4 NOT LESS THAN SEVEN YEARS IN A FILING SYSTEM DESIGNED TO ORGANIZE SUCH
5 RECORDS IN A MANNER SO AS TO MAKE SUCH RECORDS USEFUL TO DETERMINE
6 WHETHER THE DECISIONS OF THE AUTHORITY WERE INFLUENCED BY LOBBYING
7 CONTACTS.

8 S 431. ARTICLE NOT AFFECTED IF IN PART UNCONSTITUTIONAL. IF ANY
9 SECTION, CLAUSE OR PROVISION OF THIS ARTICLE SHALL BE UNCONSTITUTIONAL
10 OR BE INEFFECTIVE IN WHOLE OR IN PART, TO THE EXTENT THAT IT IS NOT
11 UNCONSTITUTIONAL OR INEFFECTIVE, IT SHALL BE VALID AND EFFECTIVE AND NO
12 OTHER SECTION, CLAUSE OR PROVISION SHALL ON ACCOUNT THEREOF BE DEEMED
13 INVALID OR INEFFECTIVE.

14 S 432. INCONSISTENT PROVISIONS IN OTHER ACTS SUPERSEDED. IN SO FAR AS
15 THE PROVISIONS OF THIS ARTICLE ARE INCONSISTENT WITH THE PROVISIONS OF
16 ANY OTHER ACT, GENERAL OR SPECIAL, THE PROVISIONS OF THIS ARTICLE SHALL
17 BE CONTROLLING, PROVIDED HOWEVER, THAT THE AUTHORITY SHALL COMPLY WITH
18 ALL APPLICABLE PROVISIONS OF CHAPTER SEVEN HUNDRED SIXTY-SIX OF THE LAWS
19 OF TWO THOUSAND FIVE, CONSTITUTING THE PUBLIC AUTHORITIES ACCOUNTABILITY
20 ACT OF 2005.

21 S 2. Paragraph (b) of subdivision 11 of section 310 of the executive
22 law, as amended by chapter 628 of the laws of 2003, is amended to read
23 as follows:

24 (b) the following:

25 Albany County Airport Authority;
26 Albany Port District Commission;
27 Alfred, Almond, Hornellsville Sewer Authority;
28 Battery Park City Authority;
29 Cayuga County Water and Sewer Authority;
30 (Nelson A. Rockefeller) Empire State Plaza Performing Arts
31 Center Corporation;
32 Industrial Exhibit Authority;
33 Livingston County Water and Sewer Authority;
34 Long Island Power Authority;
35 Long Island Rail Road;
36 Long Island Market Authority;
37 Manhattan and Bronx Surface Transit Operating Authority;
38 Metro-North Commuter Railroad;
39 Metropolitan Suburban Bus Authority;
40 Metropolitan Transportation Authority;
41 Natural Heritage Trust;
42 New York City Transit Authority;
43 New York Convention Center Operating Corporation;
44 New York State Bridge Authority;
45 New York State Olympic Regional Development Authority;
46 NEW YORK STATE RAIL AUTHORITY;
47 New York State Thruway Authority;
48 Niagara Falls Public Water Authority;
49 Niagara Falls Water Board;
50 Port of Oswego Authority;
51 Power Authority of the State of New York;
52 Roosevelt Island Operating Corporation;
53 Schenectady Metroplex Development Authority;
54 State Insurance Fund;
55 Staten Island Rapid Transit Operating Authority;
56 State University Construction Fund;

1 Triborough Bridge and Tunnel Authority.
2 Upper Mohawk valley regional water board.
3 Upper Mohawk valley regional water finance authority.
4 Upper Mohawk valley memorial auditorium authority.
5 Urban Development Corporation and its subsidiary corporations.
6 S 3. This act shall take effect on the one hundred eightieth day after
7 it shall have become a law, provided that any and all actions necessary
8 to implement the provisions of this act on its effective date are
9 authorized to be completed on or before such effective date; and
10 provided further that the amendments to paragraph (b) of subdivision 11
11 of section 310 of the executive law made by section two of this act
12 shall not affect the expiration of such section and shall be deemed to
13 expire therewith.