

2813--A

2009-2010 Regular Sessions

I N S E N A T E

March 3, 2009

Introduced by Sens. AUBERTINE, GRIFFO, LITTLE -- read twice and ordered printed, and when printed to be committed to the Committee on Energy and Telecommunications -- reported favorably from said committee and committed to the Committee on Finance -- committee discharged, bill amended, ordered reprinted as amended and recommitted to said committee

AN ACT to amend the public authorities law and the executive law, in relation to establishing the North Country power authority, and providing for its powers and duties

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

1 Section 1. Article 5 of the public authorities law is amended by
2 adding a new title 1-B to read as follows:
3 TITLE 1-B
4 NORTH COUNTRY POWER AUTHORITY
5 SECTION 1021. SHORT TITLE.
6 1021-A. DECLARATION OF LEGISLATIVE FINDINGS AND PURPOSES.
7 1021-B. DEFINITIONS.
8 1021-C. NORTH COUNTRY POWER AUTHORITY SERVICE AREA; EXTENSION
9 OF SERVICE AREA.
10 1021-D. NORTH COUNTRY POWER AUTHORITY.
11 1021-E. POWERS AND DUTIES OF THE AUTHORITY.
12 1021-F. DEPOSIT AND INVESTMENT OF MONEYS OF THE AUTHORITY.
13 1021-G. CONFLICTS OF INTEREST.
14 1021-H. SALE OF SURPLUS POWER.
15 1021-I. SUBSIDIARIES.
16 1021-J. AUDIT AND ANNUAL REPORTS.
17 1021-K. BONDS, NOTES AND OTHER OBLIGATIONS OF THE AUTHORITY.
18 1021-L. STATE AND MUNICIPALITIES NOT LIABLE ON BONDS OR NOTES
19 OR OTHER OBLIGATIONS.
20 1021-M. AGREEMENT OF THE STATE.

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

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1021-N. EXEMPTION OF THE AUTHORITY FROM TAXATION.
1021-O. ACTIONS AGAINST THE AUTHORITY.
1021-P. EQUAL EMPLOYMENT OPPORTUNITY.
1021-Q. LIMITATION OF LIABILITY; INDEMNIFICATION.
1021-R. POWER TO COMPEL ATTENDANCE OF WITNESSES.
1021-S. REPORTING REQUIREMENTS.
1021-T. WEBSITE.
1021-U. GOVERNANCE.
1021-V. SUBSIDIARIES.
1021-W. WHISTLEBLOWER.
1021-X. LOBBYING CONTACTS.
1021-Y. PREVAILING WAGE.
1021-Z. PERIODIC REVIEW BY LEGISLATURE FOR CONTINUATION OR
TERMINATION.
1021-AA. SEVERABILITY.

S 1021. SHORT TITLE. THIS TITLE SHALL BE KNOWN AND MAY BE CITED AS THE
"NORTH COUNTRY POWER AUTHORITY ACT".

S 1021-A. DECLARATION OF LEGISLATIVE FINDINGS AND PURPOSES. THE LEGIS-
LATURE HEREBY FINDS AND DECLARES THAT AFFORDABLE AND RELIABLE ELECTRIC
POWER IS AN ESSENTIAL INGREDIENT TO THE QUALITY OF LIFE IN THE NORTH
COUNTRY. TOWNS AND VILLAGES THROUGHOUT FRANKLIN AND ST. LAWRENCE COUN-
TIES HAVE BEEN EXPERIENCING LIMITED ECONOMIC EXPANSION FOR A CONSIDER-
ABLE TIME. EXCESSIVE AND ESCALATING COSTS OF ELECTRICITY IN MANY OF THE
MUNICIPALITIES IN SUCH COUNTIES POSE A SEVERE AND PROLONGED THREAT TO
THE ECONOMIC WELL-BEING, HEALTH AND SAFETY OF THE RESIDENTS AND TO
SUSTAINING EXISTING COMMERCE AND INDUSTRY, AS WELL AS UNDERMINING THE
POTENTIAL FOR DEVELOPING NEW AND EXPANDED BUSINESSES AND MORE JOBS FOR
THE CITIZENS OF THE STATE'S NORTHERNMOST COUNTIES. THE COST OF POWER IS
A MAJOR ONGOING EXPENSE TO BOTH HOUSEHOLDS AND BUSINESSES.

THE COST TO THE NATURAL ENVIRONMENT IS ANOTHER FACTOR, AT RISK TODAY
AND FOR THE FORESEEABLE FUTURE, AS CLEAN ENERGY AND ENERGY CONSERVATION
BECOME EVER MORE IMPORTANT TO MAINTAINING ACCEPTABLE ENVIRONMENTAL QUAL-
ITY. THE SERVICE AREA COVERS A LARGE GEOGRAPHIC AREA, CREATING AN OPPOR-
TUNITY FOR AFFORDING CAREFUL PROTECTION OF THE ENVIRONMENT, WHICH IS
INTEGRAL TO PUBLIC MANAGEMENT OF THE AREA'S CRITICAL POWER DELIVERY
SYSTEM. SIMULTANEOUSLY, LOWER COST AND MORE RELIABLE TRANSMISSION,
DISTRIBUTION AND GENERATION OF ELECTRICITY WOULD HELP CREATE ECONOMIC
STIMULUS FOR THE AREA AND PROVIDE A WELCOME BENEFIT TO RESIDENTS AND
BUSINESSES.

ENVIRONMENTALLY RESPONSIBLE ENERGY SYSTEMS ARE NECESSARY IN THE NORTH
COUNTRY TO PROTECT AGAINST DEGRADATION OF THE ENVIRONMENT WHICH MIGHT
OTHERWISE RESULT FROM THE GENERATION, DELIVERY AND CONSUMPTION OF ELEC-
TRIC POWER. ELECTRICAL UTILITIES MUST ENDEAVOR DIRECTLY TO CONSERVE AND
PROTECT NATURAL RESOURCES THROUGH THEIR INVESTMENT IN AND INSTALLATION
AND OPERATION OF GENERATION AND DELIVERY TECHNOLOGY. ELECTRICAL UTILI-
TIES MUST ALSO ENCOURAGE RESIDENTIAL AND BUSINESS CONSUMERS TO ENGAGE IN
SUSTAINABLE ENERGY EFFICIENCY PROGRAMS TO REDUCE CONSUMPTION. PROGRAMS
TO BE CONSIDERED SHOULD INCLUDE BUT NOT BE LIMITED TO: ALTERNATIVE AND
RENEWABLE FUEL RESOURCES SUCH AS SOLAR, WIND, HYDRO AND BIOFUEL ENERGY;
GREEN TECHNOLOGY TO MINIMIZE ADVERSE IMPACTS ON LAND, WATER AND AIR; AND
IMPROVED PROGRAMS IN THE AREAS OF EFFICIENCY, DISTRIBUTED GENERATION,
NET METERING AND DEMAND RESPONSE. NEW TECHNOLOGIES AND RESOURCES IN THE
POWER INDUSTRY MUST BE CONSIDERED FOR IMPLEMENTATION AS THEY BECOME
AVAILABLE IN ORDER TO MAXIMIZE ENERGY SUSTAINABILITY BY ELECTRICITY
ENTERPRISES AND CONSUMERS.

1 A NUMBER OF TOWNS AND VILLAGES IN THE COUNTIES OF ST. LAWRENCE AND
2 FRANKLIN NOW FACE A NEED FOR ECONOMIC DEVELOPMENT. THEY HAVE ALSO EXPE-
3 RIENCED HIGH RATES AND LOW RELIABILITY FOR ELECTRIC SERVICE. SUCH MUNI-
4 CIPALITIES HAVE COME TOGETHER IN A WORKING ALLIANCE TO ADDRESS THEIR
5 POWER SUPPLY CONCERNS AND TO FORMULATE POWER PLANS, BUT THAT ALLIANCE
6 LACKS THE KINDS OF LEGAL AND FINANCIAL POWERS TO SUCCESSFULLY ACCOMPLISH
7 THE OPERATIONAL AND FINANCIAL STEPS NECESSARY TO MOVE FORWARD THAT ONLY
8 A PUBLIC POWER AUTHORITY CAN ACHIEVE. ASSURING AN ADEQUATE SUPPLY OF
9 ELECTRICITY IN A RELIABLE, EFFICIENT, ECONOMIC AND ENVIRONMENTALLY SOUND
10 MANNER IS HEREBY DETERMINED TO BE A MATTER OF STATE CONCERN WITHIN THE
11 MEANING OF PARAGRAPH THREE OF SUBDIVISION (A) OF SECTION THREE OF ARTI-
12 CLE NINE OF THE STATE CONSTITUTION.

13 SUCH MATTERS OF STATE CONCERN CAN BEST BE DEALT WITH BY ESTABLISHING A
14 SINGLE-PURPOSE AUTHORITY DEDICATED TO THE PROVISION OF ELECTRICITY, WITH
15 LIMITED POWERS AND TRANSPARENT GOVERNANCE, TO SERVE DEFINED AREAS OF
16 FRANKLIN AND ST. LAWRENCE COUNTIES. SUCH AUTHORITIES EXIST IN THE STATE
17 AND NATION, AND CONSTITUTE A MUNICIPAL POWER INDUSTRY THAT IS WELL
18 ESTABLISHED AND HIGHLY REGARDED. SUCH PUBLIC POWER AUTHORITY WOULD,
19 FIRST AND FOREMOST, FURTHER THE PUBLIC INTEREST EXCLUSIVELY, SERVING ITS
20 CITIZENS, INCLUDING ECONOMICALLY DISTRESSED COMMUNITIES, WITH THE FUNDA-
21 MENTAL GOOD THAT ELECTRICITY CONSTITUTES THROUGH MANAGEMENT OF A PUBLIC
22 DISTRIBUTION AND TRANSMISSION SYSTEM. AMONG BENEFITS PROJECTED OVER THE
23 LONG TERM WOULD BE LOWER ELECTRIC RATES, HIGHER INVESTMENT AND BETTER
24 PERFORMANCE OF ALL COMPONENTS OF THE ELECTRICAL DELIVERY SYSTEM.

25 MOREOVER, IN SUCH CIRCUMSTANCES, THE SUPPLANTING OF INVESTOR OWNED,
26 PRIVATE, FOR-PROFIT UTILITY CORPORATIONS BY SUCH AN AUTHORITY WILL
27 RESULT IN AN IMPROVED SYSTEM AND A SAFER, MORE EFFICIENT, RELIABLE AND
28 ECONOMICAL SUPPLY OF ELECTRIC ENERGY. READILY AVAILABLE CLEAN AND LOWER
29 COST ELECTRICITY WILL IMPROVE THE ECONOMIC DEVELOPMENT POTENTIAL OF THE
30 SERVICE AREA. THE LEGISLATURE FURTHER FINDS THAT SUCH AN AUTHORITY WOULD
31 BE AN APPROPRIATE STEWARD OF THE ENVIRONMENT IN MEETING ITS POWER
32 RESPONSIBILITIES, PLACING A PRIORITY ON THE SAFEKEEPING AND PRESERVATION
33 OF THE ENVIRONMENT, INCLUDING ALTERNATIVE, CLEAN AND RENEWABLE ENERGY
34 SOURCES AS NEW TECHNOLOGIES EVOLVE AND NEW OPPORTUNITIES APPEAR.

35 S 1021-B. DEFINITIONS. AS USED OR REFERRED TO IN THIS TITLE, UNLESS A
36 DIFFERENT MEANING CLEARLY APPEARS FROM THE CONTEXT:

37 1. "ACQUIRE" MEANS, WITH RESPECT TO ANY RIGHT, TITLE OR INTEREST IN OR
38 TO ANY PROPERTY, EITHER THE ACT OF TAKING BY THE EXERCISE OF THE POWER
39 OF EMINENT DOMAIN, OR THE ACQUISITION BY PURCHASE OR OTHERWISE.

40 2. "ACT" MEANS THE NORTH COUNTRY POWER AUTHORITY ACT, BEING THIS
41 TITLE.

42 3. "AUTHORITY" MEANS THE NORTH COUNTRY POWER AUTHORITY ESTABLISHED BY
43 SECTION ONE THOUSAND TWENTY-ONE-D OF THIS TITLE.

44 4. "COMPTROLLER" MEANS THE STATE COMPTROLLER.

45 5. "DIRECTORS" MEAN THE BOARD OF DIRECTORS OF THE AUTHORITY.

46 6. "FEDERAL GOVERNMENT" MEANS THE UNITED STATES OF AMERICA AND ANY
47 AGENCY OR INSTRUMENTALITY, CORPORATE OR OTHERWISE, OF THE UNITED STATES
48 OF AMERICA.

49 7. "FINAL DETERMINATION" OR "FINALLY DETERMINED" MEANS A JUDICIAL
50 DECISION (A) BY THE HIGHEST COURT OF COMPETENT JURISDICTION, OR (B) BY A
51 COURT OF COMPETENT JURISDICTION FROM WHICH NO APPEAL HAS BEEN TAKEN AND
52 THE TIME WITHIN WHICH TO APPEAL HAS EXPIRED.

53 8. "NCPA" MEANS THE NORTH COUNTRY POWER AUTHORITY, ITS SUBSIDIARIES
54 AND THEIR SUCCESSORS AND ASSIGNS.

55 9. "MUNICIPALITY" MEANS ANY COUNTY, CITY, TOWN, VILLAGE, MUNICIPAL
56 CORPORATION, SCHOOL DISTRICT OR OTHER POLITICAL SUBDIVISION OF THE

1 STATE, INCLUDING ANY AGENCY, AUTHORITY OR PUBLIC CORPORATION OF THE
2 STATE OR ANY OF THE FOREGOING, OR ANY COMBINATION THEREOF, OTHER THAN
3 THE AUTHORITY.

4 10. "PROPERTY" MEANS THE POWER TRANSMISSION, DISTRIBUTION AND GENER-
5 ATION SYSTEM OR SYSTEMS OF THE AUTHORITY, WHETHER COMPLETED FACILITIES
6 OR PROJECTS IN CONSTRUCTION, WHETHER SITUATED WITHIN OR WITHOUT THE
7 TERRITORIAL LIMITS OF THE SERVICE AREA, INCLUDING THE PLANTS, WORKS,
8 STRUCTURES, POLES, LINES, CONDUITS, MAINS, SYSTEMS, INSTRUMENTALITIES OR
9 PARTS THEREOF AND APPURTENANCES THERETO, LANDS, FRANCHISES AND INTEREST
10 IN LAND, INCLUDING LANDS UNDER WATER AND RIPARIAN RIGHTS, SPACE RIGHTS
11 AND AIR RIGHTS, CONTRACT RIGHTS, SUBSTATIONS, TRANSMISSION FACILITIES,
12 SUBTRANSMISSION FACILITIES, AND DISTRIBUTION FACILITIES, OR ANY OTHER
13 PROPERTY INCIDENTAL TO AND INCLUDED IN SUCH SYSTEM OR PART THEREOF, AND
14 ANY IMPROVEMENTS, EXTENSIONS OR BETTERMENTS. THE TERM "PROPERTY" SHALL
15 ALSO INCLUDE ANY AND ALL INTERESTS IN REAL PROPERTY LESS THAN FULL
16 TITLE, SUCH AS EASEMENTS, RIGHTS OF WAY, USES, LEASES, LICENSES AND ALL
17 OTHER INCORPOREAL HEREDITAMENTS AND EVERY ESTATE, INTEREST OR RIGHT,
18 LEGAL OR EQUITABLE, INCLUDING TERMS FOR YEARS AND LIENS THEREON BY WAY
19 OF JUDGMENTS, MORTGAGES OR OTHERWISE, AND ALSO ALL CLAIMS FOR DAMAGES
20 RELATED TO SUCH REAL ESTATE.

21 11. "REVENUES" MEANS ALL RATES, RENTS, FEES, CHARGES, PAYMENTS AND
22 OTHER INCOME AND RECEIPTS DERIVED BY THE AUTHORITY FROM THE OPERATION OF
23 THE PROPERTIES OF THE AUTHORITY OTHER THAN THE PROCEEDS OF THE SALES OF
24 ITS SECURITIES, INCLUDING, BUT NOT LIMITED TO, INVESTMENT PROCEEDS AND
25 PROCEEDS OF INSURANCE, CONDEMNATION, AND SALES OR OTHER DISPOSITION OF
26 ASSETS, TOGETHER WITH ALL FEDERAL, STATE OR MUNICIPAL AID.

27 12. "SECURITY" MEANS ANY BOND, NOTE OR OTHER OBLIGATION ISSUED BY THE
28 AUTHORITY.

29 13. "STATE" MEANS THE STATE OF NEW YORK.

30 14. "STATE AGENCY" MEANS ANY BOARD, AUTHORITY, AGENCY, DEPARTMENT,
31 COMMISSION, PUBLIC CORPORATION, BODY POLITIC OR INSTRUMENTALITY OF THE
32 STATE.

33 S 1021-C. NORTH COUNTRY POWER AUTHORITY SERVICE AREA; EXTENSION OF
34 SERVICE AREA. THE SERVICE AREA OF THE NORTH COUNTRY POWER AUTHORITY
35 SHALL INCLUDE ALL THE TERRITORY LOCATED WITHIN SO MUCH OF THE COUNTY OF
36 FRANKLIN AS CONSTITUTES THE TOWNS OF BOMBAY, FORT COVINGTON, MOIRA AND
37 WESTVILLE: AND SO MUCH OF THE COUNTY OF ST. LAWRENCE AS CONSTITUTES THE
38 TOWNS OF BRASHER, CANTON, COLTON, DEKALB, EDWARDS, FOWLER, GOUVERNEUR,
39 HERMON, LISBON, LOUISVILLE, MADRID, NORFOLK, PIERREPONT, POTSDAM,
40 RUSSELL, STOCKHOLM, AND WADDINGTON AND THE VILLAGES OF CANTON, NORWOOD,
41 AND POTSDAM OR SUCH SUCH PORTIONS THEREOF AS SHALL BE DETERMINED BY THE
42 DIRECTORS, BUT THE SERVICE AREA SHALL EXCLUDE THE PORTIONS OF SAID MUNI-
43 CIPALITIES IN FRANKLIN AND ST. LAWRENCE COUNTIES WHICH ARE SERVED AS OF
44 THE EFFECTIVE DATE OF THIS TITLE BY ANOTHER EXISTING NON-PROFIT MUNICI-
45 PAL ELECTRIC UTILITY. THE SERVICE AREA OF THE NORTH COUNTRY POWER
46 AUTHORITY SHALL INCLUDE SUCH OTHER TERRITORIES, AS SHALL BE DETERMINED
47 BY THE DIRECTORS, WHOLLY WITHIN FRANKLIN OR ST. LAWRENCE COUNTY, AND
48 ADJACENT TO ONE OR MORE OF THE ABOVE-REFERENCED MUNICIPALITIES, IN WHICH
49 RATE PAYERS RELY ON UNINTERRUPTED ELECTRIC SERVICE FROM POWER FACILITIES
50 OF THE AUTHORITY LOCATED WITHIN SAID MUNICIPALITIES. A MAP OF THE
51 SERVICE AREA SHALL BE FILED IN THE OFFICES OF THE COUNTY CLERKS OF
52 FRANKLIN AND ST. LAWRENCE COUNTIES.

53 THE SERVICE AREA OF THE NORTH COUNTRY POWER AUTHORITY MAY BE EXTENDED
54 AT ANY TIME TO INCLUDE ADDITIONAL TERRITORY WITHIN FRANKLIN OR ST.
55 LAWRENCE COUNTIES BY THE DIRECTORS IN ACCORDANCE WITH THE FOLLOWING
56 PROCEDURE. WHENEVER THE DIRECTORS DETERMINE THAT THE TERRITORY INCLUDED

1 WITHIN THE SERVICE AREA SHOULD BE EXTENDED, CONSISTENT WITH THE
2 PROVISIONS OF THIS TITLE, THE DIRECTORS SHALL ADOPT A RESOLUTION PROPOS-
3 ING THE ADDITIONAL TERRITORY, WHOLLY WITHIN FRANKLIN OR ST. LAWRENCE
4 COUNTY, TO BE INCLUDED, WHICH MAY BE ALL THE TERRITORY WITHIN ONE OR
5 MORE NAMED MUNICIPALITIES OR, BY ADEQUATE DESCRIPTION, A PORTION OF ANY
6 SUCH MUNICIPALITY OR MUNICIPALITIES. THE DIRECTORS SHALL FIX THE DATES,
7 HOURS AND PLACES FOR THREE PUBLIC HEARINGS BEFORE SUCH DIRECTORS UPON
8 THE QUESTION OF SUCH EXTENSION AND CAUSE NOTICE THEREOF AND OF THE ADDI-
9 TIONAL TERRITORY TO BE INCLUDED WITHIN THE SERVICE AREA TO BE PUBLISHED
10 IN TWO NEWSPAPERS OF GENERAL CIRCULATION IN THE COUNTY NOT LESS THAN
11 TWENTY NOR MORE THAN THIRTY DAYS BEFORE SUCH DATE. AT LEAST ONE OF SUCH
12 HEARING SHALL BE HELD WITHIN THE BOUNDS OF THE PROPOSED ADDITIONAL
13 TERRITORY. AT SUCH TIME THE DIRECTORS SHALL HEAR ALL PERSONS, TAXPAYERS
14 OR OFFICIALS WHO MAY WISH TO BE HEARD AND SHALL FINALLY DETERMINE THE
15 ADDITIONAL TERRITORY, IF ANY, TO BE INCLUDED IN SUCH EXTENSION. SUCH
16 DETERMINATION SHALL BE MADE BY RESOLUTION OF THE DIRECTORS ADOPTED BY A
17 TWO-THIRDS VOTE OF ALL DIRECTORS THEN IN OFFICE. A MAP OF THE SERVICE
18 AREA, AS EXTENDED, SHALL THEREUPON BE FILED IN THE OFFICES OF THE COUNTY
19 CLERKS OF FRANKLIN AND ST. LAWRENCE COUNTIES.

20 S 1021-D. NORTH COUNTRY POWER AUTHORITY. 1. A CORPORATION KNOWN AS THE
21 NORTH COUNTRY POWER AUTHORITY IS HEREBY ESTABLISHED FOR THE PUBLIC
22 PURPOSES DECLARED IN SECTION ONE THOUSAND TWENTY-ONE-A OF THIS TITLE AND
23 CHARGED WITH THE DUTIES AND HAVING THE POWERS PROVIDED IN THIS TITLE.
24 THE AUTHORITY SHALL BE A BODY CORPORATE AND POLITIC CONSTITUTING A
25 PUBLIC BENEFIT CORPORATION, A POLITICAL SUBDIVISION OF THE STATE, EXER-
26 CISING GOVERNMENTAL AND PUBLIC POWERS, PERPETUAL IN DURATION, CAPABLE OF
27 Suing AND BEING SUED AND HAVING A SEAL, AND WHICH SHALL HAVE THE POWERS
28 AND DUTIES ENUMERATED IN THIS TITLE, TOGETHER WITH SUCH OTHERS AS MAY BE
29 CONFERRED UPON IT BY LAW.

30 2. THE AUTHORITY SHALL BE GOVERNED BY A BOARD OF DIRECTORS CONSISTING
31 OF NINE DIRECTORS, TO BE RESIDENTS OF THE SERVICE AREA, AND TO BE
32 APPOINTED BY THE GOVERNOR. SEVEN SUCH DIRECTORS SHALL BE APPOINTED UPON
33 DESIGNATION OF THE SUPERVISORS AND MAYORS OF THE MUNICIPALITIES WITHIN
34 THE FOLLOWING REGIONS, WITH THE DESIGNATIONS TO BE MADE IN THE FOLLOWING
35 MANNER: THE VILLAGE OF POTSDAM WILL DESIGNATE ONE DESIGNEE TO BE
36 FORWARDED TO THE GOVERNOR; THE VILLAGE OF CANTON AND THE TOWN OF CANTON
37 WILL JOINTLY DESIGNATE ONE DESIGNEE TO BE FORWARDED TO THE GOVERNOR; THE
38 TOWNS OF BOMBAY, BRASHER, FORT COVINGTON, MOIRA AND WESTVILLE WILL
39 JOINTLY DESIGNATE ONE DESIGNEE TO BE FORWARDED TO THE GOVERNOR; THE
40 TOWNS OF FOWLER AND GOUVERNEUR WILL JOINTLY DESIGNATE ONE DESIGNEE TO BE
41 FORWARDED TO THE GOVERNOR; THE TOWNS OF LISBON, LOUISVILLE, MADRID,
42 NORFOLK AND WADDINGTON WILL JOINTLY DESIGNATE ONE DESIGNEE TO BE
43 FORWARDED TO THE GOVERNOR; THE TOWNS OF POTSDAM, STOCKHOLM, COLTON AND
44 THE VILLAGE OF NORWOOD WILL JOINTLY DESIGNATE ONE DESIGNEE TO BE
45 FORWARDED TO THE GOVERNOR; AND THE TOWNS OF DEKALB, EDWARDS, HERMON,
46 RUSSELL AND PIERREPONT WILL JOINTLY DESIGNATE ONE DESIGNEE TO BE
47 FORWARDED TO THE GOVERNOR. EVERY DECADE THE DIRECTORS SHALL EXAMINE THE
48 POPULATION OF THE SEVEN REGIONS, AND IF NEEDED, ADJUST THE MAKE-UP OR
49 DEMARCATION OF THE REGIONS, FOR THE NECESSITY OR CONVENIENCE OF PERFORM-
50 ING ITS FUNCTIONS AND ADMINISTERING ITS AFFAIRS AND TO MAINTAIN A
51 REASONABLE EQUALITY OF POPULATION BETWEEN THE REGIONS. THE GOVERNOR
52 SHALL SELECT ONE OF THE DIRECTORS TO SERVE AS CHAIR, AND SUCH CHAIR
53 SHALL SERVE AT THE PLEASURE OF THE GOVERNOR. THE TERM OF OFFICE OF A
54 DIRECTOR, INCLUDING THE DIRECTOR SERVING AS CHAIR, SHALL BE FIVE YEARS,
55 BUT IN THE FIRST INSTANCE SUCH DIRECTORS SHALL BE APPOINTED TO HOLD
56 OFFICE AS FOLLOWS: THREE FOR ONE YEAR; THREE FOR THREE YEARS; AND THREE

FOR FIVE YEARS. UPON RESIGNATION OF A DIRECTOR, OR A VACANCY OCCURRING IN ANY OTHER MANNER, SUCH VACANCY SHALL BE FILLED BY APPOINTMENT FOR THE UNEXPIRED TERM. IN OTHER RESPECTS, ALL VACANCIES SHALL BE FILLED IN THE MANNER CORRESPONDING TO THE ORIGINAL APPOINTMENT. EACH DIRECTOR SHALL CONTINUE TO HOLD OFFICE AND SERVE UNTIL A SUCCESSOR IS APPOINTED, QUALIFIED AND ASSUMES OFFICE.

3. EACH DIRECTOR SHALL BE ENTITLED TO RECEIVE A PER DIEM PAYMENT FOR EVERY DAY OF ACTUAL SERVICE TO THE NCPA, THE AMOUNT OF SAID PER DIEM TO BE DETERMINED BY THE DIRECTORS, BUT NOT TO EXCEED FIVE THOUSAND DOLLARS PER ANNUM, ANNUALLY ADJUSTED FOR INFLATION ACCORDING TO THE CONSUMER PRICE INDEX. EACH DIRECTOR SHALL ALSO BE ENTITLED TO REIMBURSEMENT FOR ACTUAL AND REASONABLE DIRECT EXPENSES, AS MAY BE AUTHORIZED BY THE DIRECTORS, IN EACH CASE UPON APPROPRIATE DOCUMENTATION BY THE SUBMITTING DIRECTOR. NO DIRECTOR OR ANY ENTITY, THE MAJORITY OF WHICH IS OWNED OR CONTROLLED BY ANY DIRECTOR, SHALL RECEIVE ANY ADDITIONAL COMPENSATION FROM NCPA OR BE EMPLOYED BY NCPA IN ANY OTHER CAPACITY BY WHATEVER MEANS.

4. FIVE DIRECTORS SHALL CONSTITUTE A QUORUM FOR THE TRANSACTION OF BUSINESS, AND THE AFFIRMATIVE VOTE OF FIVE DIRECTORS AT A MEETING SHALL BE NECESSARY TO THE VALIDITY OF ANY RESOLUTION, ORDER OR DETERMINATION. THE DIRECTORS, IN BY-LAWS OR BY RESOLUTION, MAY ALLOW FOR ATTENDANCE AT A MEETING OF THE DIRECTORS BY SPEAKER PHONE OR ANY OTHER ELECTRONIC MEANS BY WHICH ALL MEETING PARTICIPANTS CAN HEAR ONE ANOTHER.

5. THE DIRECTORS SHALL APPOINT AN EXECUTIVE COMMITTEE OF NOT LESS THAN THREE DIRECTORS AND SHALL DELEGATE SUCH DUTIES AND RESPONSIBILITIES OF THE DIRECTORS TO THE EXECUTIVE COMMITTEE AS IT MAY DETERMINE FROM TIME TO TIME, EXCEPT THAT THE DIRECTORS SHALL NOT DELEGATE TO THE EXECUTIVE COMMITTEE THE POWER TO AUTHORIZE THE ISSUANCE OF SECURITIES. THE DIRECTORS MAY APPOINT SUCH ADDITIONAL COMMITTEES WITH SUCH DUTIES AND RESPONSIBILITIES AS THEY MAY DETERMINE FROM TIME TO TIME.

6. THE DIRECTORS SHALL FROM TIME TO TIME SELECT SUCH OFFICERS AND EMPLOYEES, INCLUDING A CHIEF EXECUTIVE OFFICER AND SUCH ENGINEERING, MANAGEMENT AND LEGAL OFFICERS, AND OTHER PROFESSIONAL EMPLOYEES, INCLUDING BUT NOT LIMITED TO ACCOUNTING, PLANNING, CONSTRUCTION, FINANCE, APPRAISAL, BANKING AND TRUSTEE SERVICES, AS THE DIRECTORS MAY REQUIRE FOR THE PERFORMANCE OF THEIR DUTIES AND SHALL PRESCRIBE THE DUTIES AND COMPENSATION OF EACH SUCH OFFICER AND EMPLOYEE.

7. NEITHER THE PUBLIC SERVICE COMMISSION NOR ANY OTHER BOARD OR COMMISSION OF LIKE CHARACTER, SHALL HAVE JURISDICTION OVER THE AUTHORITY IN THE MANAGEMENT AND CONTROL OF ITS PROPERTIES OR OPERATIONS EXCEPT AS PROVIDED IN THIS TITLE WITH REGARD TO RATES AND SERVICES OR OTHERWISE.

8. THE AUTHORITY AND ITS CORPORATE EXISTENCE SHALL CONTINUE UNTIL TERMINATED BY LAW, SUBJECT TO THE PROVISIONS OF SUBDIVISION NINE OF THIS SECTION AND SECTION ONE THOUSAND TWENTY-ONE-S OF THIS TITLE, PROVIDED, HOWEVER, THAT NO SUCH LAW SHALL TAKE EFFECT SO LONG AS THE AUTHORITY SHALL HAVE SECURITIES OUTSTANDING, UNLESS ADEQUATE PROVISION HAS BEEN MADE FOR THE PAYMENT THEREOF.

9. IN THE EVENT THAT THE AUTHORITY DOES NOT COMMENCE EITHER ONE OR MORE OF TRANSMITTING, DELIVERING AND GENERATING ELECTRIC POWER WITHIN TEN YEARS OF THE EFFECTIVE DATE OF THIS TITLE, THE AUTHORITY SHALL CEASE TO EXIST AND THE PROVISIONS OF THIS TITLE SHALL BE OF NO FURTHER FORCE AND EFFECT, SUBJECT TO THE PROVISIONS OF SECTION ONE THOUSAND TWENTY-ONE-M OF THIS TITLE AND THE TERMS OF ANY BONDS, NOTES OR OTHER DEBT OBLIGATIONS THEN OUTSTANDING.

S 1021-E. POWERS AND DUTIES OF THE AUTHORITY. THE POWERS CONFERRED BY THIS TITLE SHALL BE EXERCISED BY THE DIRECTORS, SUBJECT TO THE TERMS OF

THIS TITLE. IN THE EXERCISE OF THOSE POWERS, EITHER DIRECTLY OR THROUGH ITS OFFICERS AND EMPLOYEES, THE DIRECTORS MAY DO THE FOLLOWING THINGS, AMONG OTHERS, AND THE FOLLOWING LIST OF POWERS SHALL NOT BE DEEMED COMPLETE OR EXCLUSIVE, OR TO DENY THE EXISTENCE OF OTHER POWERS, WHETHER SIMILAR OR DIFFERENT, SO LONG AS THEY ARE REASONABLY NECESSARY FOR ACCOMPLISHING THE PURPOSES DECLARED AND INDICATED IN THIS TITLE:

1. TO MAKE AND ALTER BY-LAWS FOR THE REGULATION OF ITS AFFAIRS AND CONDUCT OF ITS ACTIVITIES, TO SCHEDULE ANNUAL, REGULAR AND SPECIAL MEETINGS OF THE DIRECTORS, AS THE CONDUCT OF THE BUSINESS OF THE AUTHORITY MAY WARRANT, AND TO ADOPT AND AMEND AN OFFICIAL SEAL;

2. TO DEVELOP, ACQUIRE, CONSTRUCT, RECONSTRUCT, REHABILITATE AND IMPROVE FACILITIES FOR THE TRANSMISSION, DISTRIBUTION OR GENERATION OF ELECTRIC POWER OR ANY CONNECTED SERVICE;

3. TO DETERMINE THE LOCATION, TYPE, SIZE, CONSTRUCTION, LEASE, PURCHASE, OWNERSHIP, ACQUISITION, USE AND OPERATION OF ANY FACILITIES OR OTHER STRUCTURE OR PROPERTY, WITHIN OR WITHOUT THE SERVICE AREA;

4. TO INVESTIGATE, IMPLEMENT AND INTEGRATE, TO THE FULLEST EXTENT PRACTICABLE AND ECONOMICALLY FEASIBLE, SUCH RESOURCE CONSERVATION AND ENERGY EFFICIENCY MEASURES AND EQUIPMENT INTENDED TO REDUCE POWER DEMAND AND USAGE, UTILIZE GREEN TECHNOLOGIES, ALTERNATIVE AND RENEWABLE FUELS, DISTRIBUTED GENERATION, NET METERING AND DEMAND RESPONSE PROGRAMS, ALL AS INTEGRAL ELEMENTS IN ITS INVESTMENTS IN NEW PLANT AND EQUIPMENT FOR TRANSMISSION, DISTRIBUTION AND GENERATION OF POWER, AND IN ITS MARKETING AND SALE OF ELECTRICITY TO CONSUMERS;

5. TO ACQUIRE ON BEHALF OF AND IN THE NAME OF THE AUTHORITY, WHETHER BY AGREEMENT WITH AND PURCHASE FROM THE OWNER OR OWNERS, OR BY ARBITRATION, OR WITHIN THE SERVICE AREA BY EMINENT DOMAIN, PURSUANT TO THE PROCEDURES SET FORTH IN THE EMINENT DOMAIN PROCEDURE LAW, OR BY LEASE, THE WHOLE OR ANY PART OF ANY EXISTING FACILITIES OR OF ANY OTHER PROPERTY TO BE USED IN CONNECTION WITH POWER TRANSMISSION, DISTRIBUTION OR GENERATION BY THE AUTHORITY AS SET OUT IN THIS TITLE; PROVIDED, HOWEVER, THAT THE AUTHORITY SHALL NOT ACQUIRE REAL PROPERTY OF A MUNICIPALITY OR A POLITICAL SUBDIVISION OF THE STATE UNLESS SUCH MUNICIPALITY OR POLITICAL SUBDIVISION SHALL CONSENT THERETO; AND IN CONNECTION WITH THE PURCHASE OF SUCH PROPERTIES THE AUTHORITY MAY ASSUME ANY OBLIGATIONS OF THE OWNER OF SUCH PROPERTIES AND, TO THE EXTENT REQUIRED BY THE TERMS OF ANY INDENTURES OR OTHER INSTRUMENTS UNDER WHICH SUCH OBLIGATIONS WERE ISSUED, THE AUTHORITY MAY ASSUME AND AGREE TO PERFORM COVENANTS AND OBSERVE RESTRICTIONS CONTAINED IN SUCH INSTRUMENTS; AND FURTHERMORE THE OWNER OF ANY PROPERTIES, WHICH THE AUTHORITY IS AUTHORIZED TO ACQUIRE, IS HEREBY AUTHORIZED TO SELL OR OTHERWISE TRANSFER THE SAME TO THE AUTHORITY. IN THE EXERCISE OF THE POWER OF EMINENT DOMAIN, AS PROVIDED IN THIS SUBDIVISION, THE PROPERTY BEING ACQUIRED SHALL BE DEEMED, WHEN SO DETERMINED BY THE AUTHORITY, TO BE FOR A PUBLIC USE;

6. TO TRANSMIT, DISTRIBUTE AND GENERATE ELECTRIC POWER AND ANY CONNECTED SERVICES WITHIN THE SERVICE AREA, TO FIX RATES AND CHARGES FOR THE FURNISHING OR RENDITION OF ELECTRIC POWER OR OF ANY CONNECTED SERVICE, AND TO COLLECT REVENUES;

7. TO MAINTAIN, OPERATE AND MANAGE, AND CONTRACT FOR THE MAINTENANCE, OPERATION AND MANAGEMENT OF PROPERTIES OF THE AUTHORITY;

8. TO APPLY TO THE APPROPRIATE AGENCIES AND OFFICIALS OF THE FEDERAL, STATE AND LOCAL GOVERNMENTS FOR SUCH LICENSES, PERMITS OR APPROVALS FOR ITS PLANS AND PROJECTS AS IT MAY DEEM NECESSARY OR ADVISABLE, AND UPON SUCH TERMS AND CONDITIONS AS IT MAY DEEM APPROPRIATE TO ACCEPT, IN ITS DISCRETION, SUCH LICENSES, PERMITS OR APPROVALS AS MAY BE TENDERED TO IT BY SUCH AGENCIES AND OFFICIALS;

1 9. TO ENTER UPON SUCH LANDS, WATERS OR PREMISES AS IN THE JUDGMENT OF
2 THE AUTHORITY SHALL BE NECESSARY FOR THE PURPOSE OF MAKING SURVEYS,
3 SOUNDINGS, BORINGS AND EXAMINATIONS TO ACCOMPLISH ANY PURPOSE AUTHORIZED
4 BY THIS TITLE, THE AUTHORITY BEING LIABLE ONLY FOR ACTUAL DAMAGES DONE;

5 10. TO ENTER INTO COOPERATIVE AGREEMENTS WITH OTHER AUTHORITIES, MUNI-
6 CIPALITIES, UTILITY COMPANIES, INDIVIDUALS, FIRMS OR CORPORATIONS, AND
7 THE DOMINION OF CANADA AND ITS POLITICAL SUBDIVISIONS, FOR THE INTERCON-
8 NECTION OF FACILITIES AND THE EXCHANGE OR INTERCHANGE OF ELECTRIC POWER
9 OR CONNECTED SERVICES, UPON SUCH TERMS AND CONDITIONS AS SHALL BE DETER-
10 MINED TO BE REASONABLE;

11 11. TO EXECUTE CONTRACTS, BORROW MONEY, ISSUE BONDS, NOTES AND OTHER
12 OBLIGATIONS AS PROVIDED IN SECTION ONE THOUSAND TWENTY-ONE-K OF THIS
13 TITLE, AND SELL THE SAME IN SUCH AMOUNTS AND AT SUCH PRICES, INTEREST
14 RATES AND OTHER FINANCIAL TERMS AS MAY BE DETERMINED BY THE DIRECTORS;

15 12. TO ENTER INTO AGREEMENTS TO PURCHASE POWER FROM THE POWER AUTHORI-
16 TY OF THE STATE OF NEW YORK, THE STATE, ANY STATE AGENCY, ANY MUNICI-
17 PALITY, ANY PRIVATE ENTITY OR ANY OTHER AVAILABLE SOURCE AT SUCH PRICE
18 OR PRICES AS MAY BE NEGOTIATED, INCLUDING THE POWER TO ENTER INTO ANY
19 AGREEMENT OR ANY NEGOTIATION FOR THE PURCHASE OF POWER FROM THE DOMINION
20 OF CANADA, OR ANY POLITICAL SUBDIVISION, PUBLIC AUTHORITY OR PRIVATE
21 CORPORATION THEREIN;

22 13. TO MAKE ANY PLANS, STUDIES OR INVESTIGATIONS WHICH IT MAY DEEM
23 NECESSARY, CONVENIENT OR DESIRABLE TO ENABLE IT EFFECTUALLY TO CARRY OUT
24 THE PROVISIONS OF THIS TITLE;

25 14. WITHIN NINETY DAYS OF THE FIRST SALE OF ELECTRIC POWER OR ANY
26 CONNECTED SERVICE, TO PROMULGATE REGULATIONS GRANTING TO RESIDENTIAL
27 CUSTOMERS THE PROTECTIONS AFFORDED BY ARTICLE TWO OF THE PUBLIC SERVICE
28 LAW AND SECTION ONE HUNDRED THIRTY-ONE-S OF THE SOCIAL SERVICES LAW;

29 15. TO ASSUME SUCH RIGHTS AND RESPONSIBILITIES OF THE ALLIANCE FOR
30 MUNICIPAL POWER, A JOINT STUDY COMMISSION ESTABLISHED BY INTER-MUNICIPAL
31 AGREEMENT AMONG THE TWENTY-FOUR TOWNS AND VILLAGES WITHIN THE SERVICE
32 AREA OF THE AUTHORITY, WHICH FURTHER THE NCPA PURPOSES AND POWERS AS
33 DETERMINED BY THE NCPA DIRECTORS IN ACCORDANCE WITH THE PROVISIONS OF
34 THIS TITLE; AND

35 16. TO DO WHATEVER MAY BE NECESSARY TO GIVE EFFECT TO THE PURPOSES OF
36 THIS TITLE, AND IN GENERAL TO HAVE AND EXERCISE ALL OTHER POWERS NECES-
37 SARY OR INCIDENTAL TO THE PURPOSES OF THIS TITLE.

38 S 1021-F. DEPOSIT AND INVESTMENT OF MONEYS OF THE AUTHORITY. 1. ALL
39 MONEYS OF THE AUTHORITY, FROM WHATEVER SOURCE DERIVED, EXCEPT AS OTHER-
40 WISE AUTHORIZED OR PROVIDED IN THIS TITLE, SHALL UPON RECEIPT BE DEPOS-
41 ITED FORTHWITH IN A BANK OR BANKS DESIGNATED BY THE DIRECTORS, TO BE
42 SELECTED IN ACCORDANCE WITH SUCH STANDARDS AS THE DIRECTORS SHALL SET
43 FORTH IN THE BY-LAWS OR INVESTMENT GUIDELINES OF THE AUTHORITY, WHICH
44 STANDARDS SHALL TAKE INTO ACCOUNT THE CREDITWORTHINESS AND CAPITAL POSI-
45 TION OF THE DEPOSITARY BANK OR BANKS. THE MONEYS IN SUCH ACCOUNTS MAY BE
46 INVESTED IN OBLIGATIONS OF THE STATE OR THE UNITED STATES, OR GUARANTEED
47 BY EITHER IN ACCORDANCE WITH PRACTICES THAT THE DIRECTORS SHALL SET
48 FORTH IN THE BY-LAWS OR INVESTMENT GUIDELINES OF THE AUTHORITY. THE
49 MONEYS IN SUCH ACCOUNTS SHALL BE WITHDRAWN ON THE ORDER OF SUCH PERSON
50 OR PERSONS AS THE DIRECTORS SHALL AUTHORIZE IN THE BY-LAWS OF THE
51 AUTHORITY AND SHALL BE APPLIED TO THE USE OF THE AUTHORITY AS THE DIREC-
52 TORS SHALL AUTHORIZE IN THE BY-LAWS OF THE AUTHORITY.

53 2. THE AUTHORITY SHALL HAVE POWER TO CONTRACT WITH HOLDERS OF ANY OF
54 ITS BONDS OR NOTES OR OTHER OBLIGATIONS, OR ANY TRUSTEE THEREFOR, AS TO
55 THE CUSTODY, COLLECTION, SECURING, INVESTMENT AND PAYMENT OF ANY MONEYS
56 OF THE AUTHORITY AND OF ANY MONEYS HELD IN TRUST OR OTHERWISE FOR THE

PAYMENT OF BONDS OR NOTES OR OTHER OBLIGATIONS, AND TO CARRY OUT ANY SUCH CONTRACT. MONEYS HELD IN TRUST OR OTHERWISE FOR THE PAYMENT OF BONDS OR NOTES OR OTHER OBLIGATIONS OR IN ANY WAY TO SECURE BONDS OR NOTES OR OBLIGATIONS AND DEPOSITS OF SUCH MONEYS SHALL BE SECURED IN FULL IN DIRECT OBLIGATIONS OF THE FEDERAL GOVERNMENT THE PAYMENT OF WHICH IS GUARANTEED BY THE UNITED STATES OF AMERICA. SUCH INVESTMENTS SHALL BE HELD ON DEPOSIT ONLY IN BANKS HAVING A MINIMUM CREDIT RATING AND A MINIMUM ACCUMULATED CAPITAL, AS THE DIRECTORS SHALL SPECIFY IN THE BY-LAWS OR INVESTMENT GUIDELINES OF THE AUTHORITY.

3. SUBJECT TO AGREEMENTS WITH NOTEHOLDERS AND BONDHOLDERS OR ANY TRUSTEE THEREFOR, THE AUTHORITY SHALL PRESCRIBE A UNIFORM SYSTEM OF ACCOUNTS IN ACCORDANCE WITH GENERALLY ACCEPTED ACCOUNTING PRINCIPLES.

4. THE DIRECTORS SHALL ADOPT INVESTMENT GUIDELINES AND STANDARDS TO IMPLEMENT THE FOREGOING PROVISIONS OF THIS SECTION, WHICH GUIDELINES AND STANDARDS SHALL BE REVIEWED ANNUALLY BY THE DIRECTORS AND SHALL BE MADE AVAILABLE TO STATE AND MUNICIPAL OFFICIALS AND TO THE PUBLIC.

S 1021-G. CONFLICTS OF INTEREST. ELIGIBILITY FOR APPOINTMENT AS A DIRECTOR, OFFICER OR EMPLOYEE OF THE AUTHORITY SHALL BE SUBJECT TO THE PROVISIONS OF SECTION TWENTY-EIGHT HUNDRED TWENTY-FIVE OF THIS CHAPTER. IN ADDITION TO THE REQUIREMENTS OF SUCH SECTION:

1. IF ANY DIRECTOR, OFFICER OR EMPLOYEE OF THE AUTHORITY SHALL HAVE AN INTEREST, EITHER DIRECT OR INDIRECT, IN ANY CONTRACT TO WHICH THE AUTHORITY IS OR IS TO BE A PARTY, SUCH INTEREST SHALL BE DISCLOSED TO THE AUTHORITY IN WRITING AND SHALL BE SET FORTH IN THE MINUTES OF THE AUTHORITY. THE DIRECTOR, OFFICER OR EMPLOYEE HAVING SUCH INTEREST SHALL NOT PARTICIPATE IN ANY ACTION BY THE AUTHORITY WITH RESPECT TO SUCH CONTRACT.

2. NO DIRECTOR, OFFICER OR EMPLOYEE OF THE AUTHORITY SHALL BE DEEMED TO HAVE SUCH AN INTEREST SOLELY BY REASON OF THE OWNERSHIP OF TWO PERCENT OR LESS OF THE SECURITIES OF A CORPORATION WHICH IS OR IS TO BE A PARTY TO A CONTRACT WITH THE AUTHORITY, INCLUDING WITHOUT LIMITATION THE HOLDING COMPANY OF ANY BANKING INSTITUTION IN WHICH THE FUNDS OF THE AUTHORITY ARE, OR ARE TO BE DEPOSITED, OR WHICH IS OR IS TO BE ACTING AS TRUSTEE OR PAYING AGENT UNDER ANY BOND OR NOTE RESOLUTION, TRUST INDENTURE OR SIMILAR INSTRUMENT TO WHICH THE AUTHORITY IS A PARTY.

3. NOTHING IN THIS SECTION SHALL BE DEEMED OR CONSTRUED TO LIMIT THE RIGHT OF ANY DIRECTOR, OFFICER OR EMPLOYEE OF THE AUTHORITY TO ACQUIRE AN INTEREST IN THE SECURITIES OF THE AUTHORITY.

S 1021-H. SALE OF SURPLUS POWER. WHENEVER ANY ELECTRIC POWER WHICH THE AUTHORITY MAY ACQUIRE OR GENERATE CREATES A SURPLUS OVER THE AMOUNT OF ELECTRIC POWER REQUIRED BY THE RESIDENTS OF THE SERVICE AREA, THE AUTHORITY MAY SELL SUCH SURPLUS IN TERRITORY OUTSIDE THE SERVICE AREA TO PERSONS, OR PUBLIC OR PRIVATE CORPORATIONS. IN ACQUIRING ANY FACILITY OR PROPERTY WHICH ALSO SERVES ANY MUNICIPALITY OR TERRITORY OUTSIDE THE SERVICE AREA, THE AUTHORITY, IF IT DEEMS IT ADVANTAGEOUS AND ECONOMICAL SO TO DO, MAY, WITH THE CONSENT OF THE DIRECTORS, SERVE ANY SUCH MUNICIPALITY OR TERRITORY OR SELL ELECTRIC POWER TO PERSONS, OR PUBLIC OR PRIVATE CORPORATIONS IN SUCH TERRITORY OR TO SUCH MUNICIPALITY.

S 1021-I. SUBSIDIARIES. 1. THE AUTHORITY SHALL HAVE THE RIGHT TO EXERCISE AND PERFORM ALL OR PART OF ITS POWERS AND FUNCTIONS THROUGH ONE OR MORE WHOLLY OWNED SUBSIDIARIES BY ACQUIRING THE VOTING SHARES THEREOF OR BY RESOLUTION OF THE DIRECTORS DIRECTING ANY OF ITS DIRECTORS, OFFICERS OR EMPLOYEES TO ORGANIZE A SUBSIDIARY CORPORATION PURSUANT TO THE BUSINESS CORPORATION LAW, THE NOT-FOR-PROFIT CORPORATION LAW OR THE TRANSPORTATION CORPORATIONS LAW. SUCH RESOLUTION SHALL PRESCRIBE THE PURPOSE FOR WHICH ANY SUCH SUBSIDIARY CORPORATION IS TO BE FORMED.

1 2. THE AUTHORITY MAY TRANSFER TO ANY SUBSIDIARY CORPORATION ANY
2 MONEYS, PROPERTY (REAL, PERSONAL OR MIXED) OR FACILITIES IN ORDER TO
3 CARRY OUT THE PURPOSES OF THIS TITLE. EACH SUCH SUBSIDIARY CORPORATION
4 SHALL HAVE ALL THE PRIVILEGES, IMMUNITIES, TAX EXEMPTIONS AND OTHER
5 EXEMPTIONS OF THE AUTHORITY TO THE EXTENT THE SAME ARE NOT INCONSISTENT
6 WITH THE STATUTE OR STATUTES PURSUANT TO WHICH SUCH SUBSIDIARY WAS
7 INCORPORATED. EACH SUCH SUBSIDIARY SHALL ALSO BE SUBJECT TO THE PUBLIC
8 SERVICE LAW AND THE STATE ENVIRONMENTAL QUALITY REVIEW ACT TO THE SAME
9 EXTENT AS THEY APPLY TO THE NCPA.

10 3. ANY SUCH SUBSIDIARIES OF NCPA SHALL BE SUBJECT TO THE SAME REPORT-
11 ING, AUDITING AND REVIEW REQUIREMENTS APPLICABLE TO NCPA PURSUANT TO THE
12 PROVISIONS OF THIS TITLE.

13 S 1021-J. AUDIT AND ANNUAL REPORTS. 1. THE ACCOUNTS OF THE AUTHORITY
14 SHALL BE SUBJECT TO THE SUPERVISION OF THE COMPTROLLER AND AN ANNUAL
15 AUDIT SHALL BE PERFORMED BY AN INDEPENDENT CERTIFIED PUBLIC ACCOUNTANT
16 SELECTED BY THE DIRECTORS AND SHALL BE MADE AVAILABLE TO THE MUNICI-
17 PALITIES SERVED BY THE NCPA AND TO THE PUBLIC.

18 2. THE AUTHORITY SHALL SUBMIT A DETAILED ANNUAL REPORT PURSUANT TO AND
19 AS SPECIFIED IN SECTION TWENTY-EIGHT HUNDRED OF THIS CHAPTER, AND A COPY
20 OF SUCH REPORT SHALL BE FILED WITH THE COUNTY EXECUTIVES OF THE COUNTIES
21 OF FRANKLIN AND ST. LAWRENCE, AND WITH THE MAYORS AND SUPERVISORS OF THE
22 MUNICIPALITIES WITHIN THE SERVICE AREA AND SHALL BE MADE AVAILABLE TO
23 THE MUNICIPALITIES SERVED BY THE NCPA AND TO THE PUBLIC.

24 S 1021-K. BONDS, NOTES AND OTHER OBLIGATIONS OF THE AUTHORITY. 1. THE
25 AUTHORITY SHALL HAVE POWER AND IS HEREBY AUTHORIZED FROM TIME TO TIME TO
26 ISSUE ITS BONDS, NOTES OR OTHER OBLIGATIONS, FOR THE PURPOSE OF FINANC-
27 ING ANY CAPITAL PROJECT AUTHORIZED BY THIS TITLE, INCLUDING BUT NOT
28 LIMITED TO, THE ACQUISITION OF ANY REAL OR PERSONAL PROPERTY OR FACILI-
29 TIES DEEMED NECESSARY BY THE AUTHORITY, DEVELOPMENT AND PROFESSIONAL
30 EXPENSES, AND FUNDING ANY CAPITAL OR OTHER RESERVE FUNDS ESTABLISHED IN
31 CONNECTION WITH THE AUTHORITY'S OPERATIONS OR ISSUANCES, IN SUCH PRINCI-
32 PAL AMOUNT AS THE DIRECTORS SHALL DETERMINE NECESSARY TO PERFORM ITS
33 CORPORATE DUTIES AND FURTHER ITS PURPOSES AS AUTHORIZED IN THIS TITLE.
34 THE MAXIMUM MATURITY OF ANY SUCH BOND SHALL NOT EXCEED FORTY YEARS FROM
35 ITS DATE OF ISSUANCE. THE MAXIMUM MATURITY OF ANY SUCH NOTE OR OBLI-
36 GATION SHALL NOT EXCEED FIVE YEARS FROM ITS DATE OF ISSUANCE.

37 2. EXCEPT AS MAY BE OTHERWISE EXPRESSLY PROVIDED BY THE AUTHORITY, THE
38 ISSUANCE OF BONDS, NOTES OR OTHER OBLIGATIONS, UP TO ONE HUNDRED SEVEN-
39 TY-FIVE MILLION DOLLARS ANNUALLY, SHALL BE GENERAL OBLIGATIONS OF THE
40 AUTHORITY PAYABLE OUT OF ANY MONEYS OR REVENUES OF THE AUTHORITY,
41 SUBJECT ONLY TO ANY AGREEMENTS WITH THE HOLDERS OF PARTICULAR BONDS,
42 NOTES OR OTHER OBLIGATIONS PLEDGING ANY PARTICULAR MONEYS OR REVENUES.

43 3. THE AUTHORITY SHALL HAVE POWER FROM TIME TO TIME, WHENEVER IT DEEMS
44 REFUNDING EXPEDIENT, TO REFUND ANY BONDS, NOTES OR OTHER OBLIGATIONS BY
45 THE ISSUANCE OF NEW BONDS, NOTES OR OTHER OBLIGATIONS, UP TO ONE HUNDRED
46 SEVENTY-FIVE MILLION DOLLARS ANNUALLY, WHETHER THE BONDS, NOTES OR OTHER
47 OBLIGATIONS TO BE REFUNDED HAVE OR HAVE NOT MATURED, AND MAY ISSUE
48 BONDS, NOTES OR OTHER OBLIGATIONS PARTLY TO REFUND BONDS, NOTES OR OTHER
49 OBLIGATIONS THEN OUTSTANDING AND PARTLY FOR ANY OTHER PURPOSE DESCRIBED
50 IN THIS SECTION. REFUNDING BONDS, NOTES OR OTHER OBLIGATIONS MAY BE
51 EXCHANGED FOR THE BONDS, NOTES OR OTHER OBLIGATIONS TO BE REFUNDED, WITH
52 SUCH CASH ADJUSTMENTS AS MAY BE AGREED, OR MAY BE SOLD WITH THE PROCEEDS
53 APPLIED TO THE PURCHASE OR PAYMENT OF THE BONDS TO BE REFUNDED.

54 4. BONDS MAY BE ISSUED EITHER IN A SERIES WITH MULTIPLE DISCRETE MATU-
55 RITY DATES OR AS TERM BONDS WITH A SINGLE MATURITY DATE. THE BONDS,
56 NOTES OR OTHER OBLIGATIONS SHALL BE AUTHORIZED BY RESOLUTION OF THE

1 DIRECTORS AND SHALL BEAR SUCH DATE OR DATES, MATURE AT SUCH TIME OR
2 TIMES, BEAR INTEREST AT SUCH RATE OR RATES, PAYABLE ANNUALLY OR SEMI-AN-
3 NNUALLY, BE IN SUCH DENOMINATIONS, BE IN SUCH FORM, CARRY SUCH REGISTRA-
4 TION PRIVILEGES, BE EXECUTED IN SUCH MANNER, BE PAYABLE IN LAWFUL MONEY
5 OF THE UNITED STATES OF AMERICA AT SUCH PLACE OR PLACES, AND BE SUBJECT
6 TO SUCH TERMS OF REDEMPTION, AS SUCH RESOLUTION OR RESOLUTIONS MAY
7 PROVIDE. IN THE EVENT THAT TERM BONDS, NOTES OR OTHER OBLIGATIONS ARE
8 ISSUED, THE RESOLUTION AUTHORIZING THE SAME MAY MAKE SUCH PROVISIONS FOR
9 THE ESTABLISHMENT AND MANAGEMENT OF ADEQUATE SINKING FUNDS FOR THE
10 PAYMENT THEREOF, AS THE AUTHORITY MAY DEEM NECESSARY.

11 5. THE BONDS, NOTES OR OTHER OBLIGATIONS OF THE AUTHORITY MAY BE SOLD
12 AT PUBLIC OR PRIVATE SALE FOR SUCH PRICE OR PRICES AS THE AUTHORITY
13 SHALL DETERMINE. FOR A PRIVATE SALE OF ITS SECURITIES, THE AUTHORITY
14 SHALL OBTAIN THE WRITTEN APPROVAL OF THE TERMS OF SUCH SALE FROM THE
15 COMPTROLLER IF SUCH SALE IS TO A PARTY OTHER THAN THE COMPTROLLER, OR
16 FROM THE DIRECTOR OF THE BUDGET WHERE SUCH SALE IS TO THE COMPTROLLER,
17 IN EITHER CASE PRIOR TO CLOSING THE ISSUANCE TRANSACTION.

18 6. ANY RESOLUTION AUTHORIZING ANY ISSUANCE OF BONDS, NOTES OR OTHER
19 OBLIGATIONS MAY CONTAIN PROVISIONS, WHICH SHALL BE A PART OF THE
20 CONTRACT BETWEEN THE AUTHORITY AND THE HOLDERS OF THE ISSUED SECURITIES,
21 AS TO:

22 (A) PLEDGING ALL OR ANY PART OF THE REVENUES OF THE AUTHORITY OR ITS
23 PROJECTS OR ANY REVENUE PRODUCING CONTRACT OR CONTRACTS MADE BY THE
24 AUTHORITY WITH ANY INDIVIDUAL, PARTNERSHIP, LIMITED LIABILITY COMPANY,
25 CORPORATION OR ASSOCIATION TO SECURE THE PAYMENT OF THE BONDS, NOTES OR
26 OTHER OBLIGATIONS, SUBJECT TO SUCH AGREEMENTS WITH HOLDERS OF SECURITIES
27 OF THE AUTHORITY;

28 (B) PLEDGING, ASSIGNING OR CREATING A LIEN ON ALL OR ANY PART OF
29 ASSETS OF THE AUTHORITY, INCLUDING MORTGAGES AND OBLIGATIONS SECURITY
30 MORTGAGES, TO SECURE THE PAYMENT OF THE BONDS, SUBJECT TO SUCH AGREE-
31 MENTS WITH HOLDERS OF SECURITIES OF THE AUTHORITY;

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

34 (D) ESTABLISHMENT OF SPECIAL FUNDS FOR DEPOSIT OF MONEYS RECEIVED FROM
35 THE PROCEEDS OF THE ISSUANCE OF SECURITIES AS THE DIRECTORS SHALL DETER-
36 MINE, CONSISTENT WITH THE AUTHORIZING RESOLUTION AND THE PROVISIONS OF
37 THIS TITLE;

38 (E) LIMITATIONS ON THE PURPOSE TO WHICH THE PROCEEDS OF SALE OF ANY
39 ISSUANCE OF BONDS, NOTES OR OTHER OBLIGATIONS THEN OR THEREAFTER TO BE
40 ISSUED MAY BE APPLIED AND PLEDGING SUCH PROCEEDS TO SECURE THE PAYMENT
41 OF THE BONDS, NOTES OR OTHER OBLIGATIONS;

42 (F) LIMITATIONS OF THE ISSUANCE OF ADDITIONAL BONDS, NOTES OR OTHER
43 OBLIGATIONS; THE TERMS UPON WHICH ADDITIONAL BONDS, NOTES OR OTHER OBLI-
44 GATIONS MAY BE ISSUED AND SECURED; AND THE REFUNDING OF OUTSTANDING
45 BONDS, NOTES OR OTHER OBLIGATIONS;

46 (G) THE PROCEDURE, IF ANY, BY WHICH THE TERMS OF ANY CONTRACT WITH
47 BONDHOLDERS MAY BE AMENDED OR ABROGATED, THE AMOUNT OF BONDS THE HOLDERS
48 OF WHICH MUST CONSENT THERETO, AND THE MANNER IN WHICH SUCH CONSENT MAY
49 BE GIVEN;

50 (H) PROVIDING FOR THE APPOINTMENT AND POWERS OF A TRUSTEE FOR HOLDERS
51 OF SECURITIES, AND THE RIGHTS, POWERS AND DUTIES OF SUCH TRUSTEE AS THE
52 DIRECTORS MAY DETERMINE;

53 (I) LIMITATIONS ON THE AMOUNT OF MONEYS DERIVED FROM A PROJECT TO BE
54 EXPENDED FOR OPERATING, ADMINISTRATIVE OR OTHER EXPENSES OF THE AUTHORI-
55 TY;

1 (J) DEFINING THE ACTS OR OMISSIONS TO ACT WHICH SHALL CONSTITUTE A
2 DEFAULT IN THE DUTIES OF THE AUTHORITY TO HOLDERS OF ITS OBLIGATIONS AND
3 PROVIDING THE RIGHTS AND REMEDIES OF SUCH HOLDERS IN THE EVENT OF A
4 DEFAULT; AND

5 (K) ANY OTHER PROVISIONS NOT INCONSISTENT WITH THOSE ENUMERATED IN
6 THIS SUBDIVISION AND NECESSARY TO EFFECT ITS ISSUANCES OF BONDS, NOTES
7 OR OTHER OBLIGATIONS AND THE RIGHTS OF THE HOLDERS OF ITS SECURITIES, OR
8 OTHERWISE IN FURTHERANCE OF ITS CORPORATE PURPOSES.

9 7. NOTWITHSTANDING ANY OTHER PROVISION OF THIS TITLE, ANY SUCH RESOL-
10 UTION OR RESOLUTIONS SHALL CONTAIN A COVENANT BY THE AUTHORITY THAT IT
11 WILL AT ALL TIMES MAINTAIN RATES, FEES OR CHARGES SUFFICIENT TO PAY, AND
12 THAT ANY CONTRACTS ENTERED INTO BY THE AUTHORITY FOR THE SALE, TRANS-
13 MISSION OR DISTRIBUTION OF POWER SHALL CONTAIN RATES, FEES OR CHARGES
14 SUFFICIENT TO PAY THE COSTS OF OPERATION AND MAINTENANCE OF THE PROJECT,
15 THE PRINCIPAL OF AND INTEREST ON ANY OBLIGATIONS ISSUED PURSUANT TO SUCH
16 RESOLUTION AS THE SAME SEVERALLY BECOME DUE AND PAYABLE, AND TO MAINTAIN
17 ANY DEBT SERVICE COVERAGE RATIOS AND ANY RESERVES REQUIRED BY THE TERMS
18 OF SUCH RESOLUTION OR RESOLUTIONS.

19 8. IT IS THE INTENT OF THIS TITLE THAT ANY PLEDGE OF REVENUES OR OTHER
20 MONEYS OR OF A REVENUE PRODUCING CONTRACT OR CONTRACTS MADE BY THE
21 AUTHORITY SHALL BE VALID AND BINDING FROM THE TIME WHEN THE PLEDGE IS
22 MADE; THAT THE REVENUES OR OTHER MONEYS OR PROCEEDS OF ANY CONTRACT OR
23 CONTRACTS SO PLEDGED AND THEREAFTER RECEIVED BY THE AUTHORITY SHALL
24 IMMEDIATELY BE SUBJECT TO THE LIEN OF SUCH PLEDGE WITHOUT ANY PHYSICAL
25 DELIVERY THEREOF OR FURTHER ACT; AND THAT THE LIEN OF ANY SUCH PLEDGE
26 SHALL BE VALID AND BINDING AS AGAINST ALL PARTIES HAVING CLAIMS OF ANY
27 KIND IN TORT, CONTRACT OR OTHERWISE AGAINST THE AUTHORITY IRRESPECTIVE
28 OF WHETHER SUCH PARTIES HAVE NOTICE THEREOF. NEITHER THE RESOLUTION NOR
29 ANY OTHER INSTRUMENT BY WHICH A PLEDGE IS CREATED NEED BE RECORDED.

30 9. NEITHER THE DIRECTORS OF THE AUTHORITY NOR ANY PERSON EXECUTING
31 THE BONDS, NOTES OR OTHER OBLIGATIONS SHALL BE LIABLE PERSONALLY ON THE
32 BONDS, NOTES OR OTHER OBLIGATIONS OR BE SUBJECT TO ANY PERSONAL LIABIL-
33 ITY OR ACCOUNTABILITY BY REASON OF THE ISSUANCE THEREOF.

34 10. THE AUTHORITY SHALL HAVE THE POWER OUT OF ANY FUNDS AVAILABLE
35 THEREFOR TO PURCHASE BONDS, NOTES OR OTHER OBLIGATIONS. THE AUTHORITY
36 MAY HOLD, PLEDGE, CANCEL OR RESELL SUCH BONDS, NOTES OR OTHER OBLI-
37 GATIONS, SUBJECT TO AND IN ACCORDANCE WITH AGREEMENTS WITH BONDHOLDERS.

38 11. ANY BONDS, NOTES OR OTHER OBLIGATIONS ISSUED BY THE AUTHORITY ARE
39 HEREBY MADE SECURITIES IN WHICH ALL PUBLIC OFFICERS AND BODIES OF THIS
40 STATE AND ALL MUNICIPALITIES AND MUNICIPAL SUBDIVISIONS, ALL INSURANCE
41 COMPANIES AND ASSOCIATIONS AND OTHER PERSONS CARRYING ON AN INSURANCE
42 BUSINESS, ALL BANKS, BANKERS, TRUST COMPANIES, SAVINGS BANKS AND SAVINGS
43 ASSOCIATIONS, INCLUDING SAVINGS AND LOAN ASSOCIATIONS, BUILDING AND LOAN
44 ASSOCIATIONS, INVESTMENT COMPANIES AND OTHER PERSONS CARRYING ON A BANK-
45 ING BUSINESS, AND ALL OTHER PERSONS WHATSOEVER WHO ARE AUTHORIZED TO
46 INVEST IN BONDS, NOTES OR OTHER OBLIGATIONS OF THE STATE, MAY PROPERLY
47 AND LEGALLY INVEST FUNDS INCLUDING CAPITAL IN THEIR CONTROL OR BELONGING
48 TO THEM; SUBJECT TO THE PROVISIONS OF ANY OTHER GENERAL OR SPECIAL LAW
49 TO THE CONTRARY.

50 12. THE AUTHORITY IS AUTHORIZED TO OBTAIN FROM ANY DEPARTMENT OR AGEN-
51 CY OF THE UNITED STATES OF AMERICA OR THE STATE OR ANY NONGOVERNMENTAL
52 INSURER OR FINANCIAL INSTITUTION ANY INSURANCE, GUARANTY OR OTHER CREDIT
53 SUPPORT DEVICE, TO THE EXTENT AVAILABLE, AS TO, OR FOR THE PAYMENT OR
54 REPAYMENT OF INTEREST OR PRINCIPAL, OR BOTH, OR ANY PART THEREOF, ON ANY
55 BONDS, NOTES OR OTHER OBLIGATIONS ISSUED BY THE AUTHORITY AND TO ENTER
56 INTO ANY AGREEMENT OR CONTRACT WITH RESPECT TO ANY SUCH INSURANCE OR

1 GUARANTY, EXCEPT TO THE EXTENT THAT THE SAME WOULD IN ANY WAY IMPAIR OR
2 INTERFERE WITH THE ABILITY OF THE AUTHORITY TO PERFORM AND FULFILL THE
3 TERMS OF ANY AGREEMENT MADE WITH THE HOLDERS OF OUTSTANDING BONDS, NOTES
4 OR OTHER OBLIGATIONS OF THE AUTHORITY.

5 13. IN ADDITION TO THE POWERS CONFERRED IN THIS SECTION UPON THE
6 AUTHORITY TO SECURE ITS BONDS, NOTES OR OTHER OBLIGATIONS, THE AUTHORITY
7 SHALL HAVE THE POWER IN CONNECTION WITH THE ISSUANCE OF BONDS, NOTES OR
8 OTHER OBLIGATIONS TO ENTER INTO SUCH AGREEMENTS AS THE AUTHORITY MAY
9 DEEM NECESSARY, CONVENIENT OR DESIRABLE CONCERNING THE USE OR DISPOSI-
10 TION OF ITS REVENUES OR OTHER MONEYS OR PROPERTY, AND FOR THE ACQUISSI-
11 TION, ALTERATION OR DISPOSITION OF ITS PROPERTY, REAL AND PERSONAL,
12 INCLUDING THE MORTGAGING OF ANY OF ITS PROPERTIES AND THE ENTRUSTING,
13 PLEDGING OR CREATION OF ANY OTHER SECURITY INTEREST IN ANY SUCH REVEN-
14 UES, MONEYS OR PROPERTIES AND THE DOING OF ANY ACT, INCLUDING REFRAINING
15 FROM DOING ANY ACT, WHICH THE AUTHORITY WOULD HAVE THE RIGHT TO DO IN
16 THE ABSENCE OF SUCH AGREEMENTS. THE AUTHORITY SHALL HAVE THE POWER TO
17 ENTER INTO AMENDMENTS OF ANY SUCH AGREEMENTS WITHIN THE POWERS GRANTED
18 TO THE AUTHORITY BY THIS TITLE AND TO PERFORM SUCH AGREEMENTS. THE
19 PROVISIONS OF ANY SUCH AGREEMENTS MAY BE MADE A PART OF THE CONTRACT
20 WITH THE HOLDERS OF BONDS, NOTES OR OTHER OBLIGATIONS OF THE AUTHORITY.

21 14. ALL BONDS, NOTES AND OTHER OBLIGATIONS ISSUED BY THE AUTHORITY
22 UNDER THE PROVISIONS OF THIS TITLE ARE HEREBY DECLARED TO HAVE ALL THE
23 QUALITIES AND INCIDENTS OF NEGOTIABLE INSTRUMENTS UNDER THE APPLICABLE
24 LAWS OF THE STATE.

25 S 1021-L. STATE AND MUNICIPALITIES NOT LIABLE ON BONDS OR NOTES OR
26 OTHER OBLIGATIONS. THE SECURITIES OF THE AUTHORITY SHALL NOT BE A DEBT
27 OF THE STATE OR OF ANY MUNICIPALITY, AND NEITHER THE STATE NOR ANY MUNI-
28 CIPALITY SHALL BE LIABLE THEREON. THE AUTHORITY SHALL NOT HAVE THE POWER
29 TO PLEDGE THE CREDIT, THE REVENUES OR THE TAXING POWER OF THE STATE OR
30 OF ANY MUNICIPALITY, AND NEITHER THE CREDIT, THE REVENUES NOR THE TAXING
31 POWER OF THE STATE OR OF ANY MUNICIPALITY SHALL BE OR SHALL BE DEEMED TO
32 BE PLEDGED TO THE PAYMENT OF ANY SECURITIES OF THE AUTHORITY. EACH
33 EVIDENCE OF INDEBTEDNESS OF THE AUTHORITY, INCLUDING THE SECURITIES OF
34 THE AUTHORITY, SHALL CONTAIN A CLEAR AND EXPLICIT STATEMENT OF THE
35 PROVISIONS OF THIS SECTION.

36 S 1021-M. AGREEMENT OF THE STATE. THE STATE DOES HEREBY PLEDGE TO AND
37 AGREE WITH THE HOLDERS OF ANY BONDS, NOTES OR OTHER OBLIGATIONS ISSUED
38 BY THE AUTHORITY UNDER THIS TITLE, THAT THE STATE WILL NOT LIMIT OR
39 ALTER THE RIGHTS HEREBY VESTED IN THE AUTHORITY TO ESTABLISH AND COLLECT
40 THE REVENUES AND OTHER CHARGES REFERRED TO IN THIS TITLE AND TO FULFILL
41 THE TERMS OF ANY AGREEMENTS MADE WITH OR FOR THE BENEFIT OF THE HOLDERS
42 OF THE SECURITIES, OR IN ANY WAY IMPAIR THE RIGHTS AND REMEDIES OF THE
43 BONDHOLDERS UNTIL SUCH SECURITIES ARE FULLY MET AND DISCHARGED. THE
44 AUTHORITY IS AUTHORIZED TO INCLUDE THIS PLEDGE OF THE STATE IN ALL
45 AGREEMENTS BY THE AUTHORITY WITH THE HOLDERS OF ITS SECURITIES.

46 S 1021-N. EXEMPTION OF THE AUTHORITY FROM TAXATION. 1. IT IS HEREBY
47 FOUND AND DECLARED THAT THE OPERATION OF THE AUTHORITY IS PRIMARILY FOR
48 THE BENEFIT OF THE PEOPLE OF THE PARTICIPATING MUNICIPALITIES, COUNTIES
49 AND THE STATE, FOR THE IMPROVEMENT OF THEIR HEALTH, WELFARE AND PROSPER-
50 ITY, AND IS A PUBLIC PURPOSE, AND THE AUTHORITY SHALL BE REGARDED AS
51 PERFORMING AN ESSENTIAL GOVERNMENTAL FUNCTION IN CARRYING OUT THE
52 PROVISIONS OF THIS TITLE.

53 2. THE PROPERTY OF THE AUTHORITY, AND ITS INCOME AND OPERATIONS SHALL
54 BE EXEMPT FROM TAXATION OR ASSESSMENTS OF EVERY KIND AND NATURE; NOR
55 SHALL THE AUTHORITY BE REQUIRED TO PAY ANY FILING OR RECORDING FEE OR
56 TRANSFER TAX OF ANY KIND ON ACCOUNT OF INSTRUMENTS FILED OR RECORDED BY

IT OR ON ITS BEHALF, PROVIDED THAT NOTHING IN THIS SECTION SHALL PREVENT THE AUTHORITY FROM ENTERING INTO AGREEMENTS TO MAKE PAYMENTS IN LIEU OF TAXES WITH THE GOVERNING BODIES OF MUNICIPALITIES OR OTHER LOCAL GOVERNMENT TAXING ENTITIES. MORTGAGES MADE OR FINANCED (DIRECTLY OR INDIRECTLY) BY THE AUTHORITY SHALL BE EXEMPT FROM THE MORTGAGE RECORDING TAXES IMPOSED BY ARTICLE ELEVEN OF THE TAX LAW.

3. THE SECURITIES ISSUED BY THE AUTHORITY, THEIR TRANSFER AND THE INCOME THEREFROM SHALL, AT ALL TIMES, BE FREE FROM TAXATION BY THE STATE OR ANY MUNICIPALITY, EXCEPT FOR ESTATE AND GIFT TAXES.

S 1021-O. ACTIONS AGAINST THE AUTHORITY. 1. ANY ACTION, SUIT OR PROCEEDING TO WHICH THE AUTHORITY MAY BE A PARTY IN WHICH ANY QUESTION ARISES AS TO THE VALIDITY OF THIS TITLE OR THE VALUATION OF STOCK OR ASSETS ACQUIRED BY THE AUTHORITY BY THE EXERCISE OF THE POWER OF EMINENT DOMAIN SHALL BE PREFERRED OVER ALL OTHER CIVIL CAUSES IN ALL COURTS OF THE STATE, EXCEPT ELECTION MATTERS, AND SHALL BE HEARD AND DETERMINED IN PREFERENCE TO ALL OTHER CIVIL BUSINESS PENDING THEREIN, EXCEPT ELECTION MATTERS, IRRESPECTIVE OF POSITION ON THE CALENDAR. THE SAME PREFERENCE SHALL BE GRANTED UPON APPLICATION OF COUNSEL TO THE AUTHORITY IN ANY ACTION OR PROCEEDING QUESTIONING THE VALIDITY OF THIS TITLE OR THE VALUATION OF STOCK OR ASSETS ACQUIRED BY THE AUTHORITY BY THE EXERCISE OF THE POWER OF EMINENT DOMAIN IN WHICH SUCH COUNSEL MAY BE ALLOWED TO INTERVENE. THE VENUE OF ANY SUCH ACTION OR PROCEEDING SHALL BE LAID IN THE SUPREME COURT FOR THE COUNTY IN WHICH THE PRINCIPAL OFFICE OF THE AUTHORITY IS LOCATED.

2. IN THE EVENT ANY PARTY SHALL APPEAL AN AWARD OF COMPENSATION FOR THE TAKING BY THE AUTHORITY OF STOCK OR ASSETS, SUCH PARTY SHALL POST A BOND IN SUCH AMOUNT, IF ANY, AS THE SUPREME COURT SHALL DEEM APPROPRIATE TO ADEQUATELY PROTECT THE INTERESTS OF THE OTHER PARTY UNDER ALL THE CIRCUMSTANCES.

3. AN ACTION AGAINST THE AUTHORITY FOUNDED ON TORT SHALL NOT BE COMMENCED MORE THAN ONE YEAR AND NINETY DAYS AFTER THE CAUSE OF ACTION THEREFOR SHALL HAVE ACCRUED, NOR UNLESS A NOTICE OF CLAIM SHALL HAVE BEEN SERVED ON THE AUTHORITY WITHIN THE TIME LIMITED BY, AND IN COMPLIANCE WITH ALL THE REQUIREMENTS OF SECTION FIFTY-E OF THE GENERAL MUNICIPAL LAW, EXCEPT THAT AN ACTION AGAINST THE AUTHORITY FOR WRONGFUL DEATH SHALL BE COMMENCED IN ACCORDANCE WITH THE NOTICE OF CLAIM AND TIME LIMITATION PROVISIONS OF TITLE ELEVEN OF ARTICLE NINE OF THIS CHAPTER.

S 1021-P. EQUAL EMPLOYMENT OPPORTUNITY. ALL CONTRACTS ENTERED INTO BY THE AUTHORITY PURSUANT TO THIS TITLE OF WHATEVER NATURE AND ALL DOCUMENTS SOLICITING BIDS OR PROPOSALS THEREFOR SHALL CONTAIN OR MAKE REFERENCE TO THE FOLLOWING PROVISION:

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

S 1021-Q. LIMITATION OF LIABILITY; INDEMNIFICATION. 1. THE DIRECTORS, OFFICERS AND EMPLOYEES OF THE AUTHORITY, WHILE ACTING WITHIN THE SCOPE OF THEIR AUTHORITY AS DIRECTORS, OFFICERS OR EMPLOYEES, SHALL NOT BE SUBJECT TO ANY PERSONAL OR CIVIL LIABILITY RESULTING FROM THE EXERCISE, CARRYING OUT OR ADVOCACY OF ANY OF THE AUTHORITY'S PURPOSES OR POWER

1 UNLESS THE CONDUCT OF THE DIRECTORS, OFFICERS OR EMPLOYEES IS FINALLY
2 DETERMINED BY A COURT OF COMPETENT JURISDICTION TO CONSTITUTE INTEN-
3 TIONAL WRONGDOING OR RECKLESSNESS.

4 2. THE PROVISIONS OF SECTION EIGHTEEN OF THE PUBLIC OFFICERS LAW SHALL
5 APPLY TO DIRECTORS, OFFICERS AND EMPLOYEES OF THE AUTHORITY IN
6 CONNECTION WITH ANY AND ALL CLAIMS, DEMANDS, SUITS, ACTIONS OR
7 PROCEEDINGS WHICH MAY BE MADE OR BROUGHT AGAINST ANY OF THEM ARISING OUT
8 OF ANY DETERMINATIONS MADE OR ACTIONS TAKEN OR OMITTED TO BE TAKEN IN
9 COMPLIANCE WITH ANY ACTIONS TAKEN PURSUANT TO THE POWERS OF THIS TITLE.

10 3. AS USED IN THIS SECTION, THE TERMS "DIRECTOR", "OFFICER" AND
11 "EMPLOYEE" SHALL INCLUDE A FORMER DIRECTOR, OFFICER OR EMPLOYEE AND HIS
12 OR HER ESTATE OR JUDICIALLY APPOINTED PERSONAL REPRESENTATIVE.

13 S 1021-R. POWER TO COMPEL ATTENDANCE OF WITNESSES. FOR THE PURPOSE OF
14 EXERCISING ITS POWERS AND PERFORMING ITS DUTIES PURSUANT TO THIS TITLE
15 AND OF SECURING SUCH INFORMATION AS IT MAY DEEM NECESSARY, THE AUTHORITY
16 SHALL HAVE THE POWER TO COMPEL THE ATTENDANCE OF WITNESSES AND THE
17 PRODUCTION OF DOCUMENTS. THE POWER HEREBY CONFERRED UPON THE AUTHORITY
18 MAY BE EXERCISED BY ANY ONE OR MORE OF THE DIRECTORS IF HE, SHE OR THEY
19 ARE AUTHORIZED SO TO ACT ON BEHALF OF THE AUTHORITY BY RESOLUTION OR BY
20 LAW. A SUBPOENA ISSUED UNDER THIS SECTION SHALL BE REGULATED BY THE
21 CIVIL PRACTICE LAW AND RULES.

22 S 1021-S. REPORTING REQUIREMENTS. IN ADDITION TO REPORTING THE INFOR-
23 MATION REQUIRED BY SUBDIVISIONS ONE AND TWO OF SECTION TWENTY-EIGHT
24 HUNDRED OF THE PUBLIC AUTHORITIES LAW THE AUTHORITY SHALL SUBMIT A
25 DETAILED REPORT OR REPORTS SETTING FORTH (1) ITS FINANCIAL REPORTS,
26 INCLUDING (I) AUDITED FINANCIALS IN ACCORDANCE WITH ALL APPLICABLE REGU-
27 LATIONS AND FOLLOWING GENERALLY ACCEPTED ACCOUNTING PRINCIPLES AS
28 DEFINED IN SUBDIVISION TEN OF SECTION TWO OF THE STATE FINANCE LAW, (II)
29 GRANT AND SUBSIDY PROGRAMS, (III) OPERATING AND FINANCIAL RISKS, (IV)
30 CURRENT RATINGS, IF ANY, OF ITS BONDS ISSUED BY RECOGNIZED MUNICIPAL
31 BOND RATING AGENCIES AND NOTICE OF CHANGES IN SUCH RATINGS, AND (V)
32 LONG-TERM LIABILITIES, INCLUDING LEASES AND EMPLOYEE BENEFIT PLANS; (2)
33 ITS MISSION STATEMENT AND MEASUREMENTS INCLUDING ITS MOST RECENT MEAS-
34 UREMENT REPORT; (3) BIOGRAPHICAL INFORMATION, NOT INCLUDING CONFIDENTIAL
35 PERSONAL INFORMATION, FOR ALL DIRECTORS AND OFFICERS AND EMPLOYEES; (4)
36 A COPY OF THE LEGISLATION THAT FORMS THE STATUTORY BASIS OF THE AUTHORI-
37 TY; (5) A DESCRIPTION OF THE AUTHORITY AND ITS BOARD STRUCTURE, INCLUD-
38 ING (I) NAMES OF COMMITTEES AND COMMITTEE MEMBERS, (II) LISTS OF BOARD
39 MEETINGS AND ATTENDANCE, (III) DESCRIPTIONS OF MAJOR AUTHORITY UNITS,
40 SUBSIDIARIES, AND (IV) NUMBER OF EMPLOYEES; (6) ITS CHARTER, IF ANY, AND
41 BY-LAWS; (7) A LISTING OF MATERIAL CHANGES IN OPERATIONS AND PROGRAMS
42 DURING THE REPORTING YEAR; (8) AT A MINIMUM A FOUR-YEAR FINANCIAL PLAN,
43 INCLUDING (I) A CURRENT AND PROJECTED CAPITAL BUDGET, AND (II) AN OPER-
44 ATING BUDGET REPORT, INCLUDING AN ACTUAL VERSUS ESTIMATED BUDGET, WITH
45 AN ANALYSIS AND MEASUREMENT OF FINANCIAL AND OPERATING PERFORMANCE; (9)
46 ITS BOARD PERFORMANCE EVALUATIONS; PROVIDED, HOWEVER, THAT SUCH EVALU-
47 ATIONS SHALL NOT BE SUBJECT TO DISCLOSURE UNDER ARTICLE SIX OF THE
48 PUBLIC OFFICERS LAW; (10) A DESCRIPTION OF THE TOTAL AMOUNTS OF ASSETS
49 AND/OR SERVICES BOUGHT OR SOLD WITHOUT COMPETITIVE BIDDING, INCLUDING
50 (I) THE NATURE OF THOSE ASSETS AND SERVICES, (II) THE NAMES OF THE COUN-
51 TERPARTIES, AND (III) WHERE THE CONTRACT PRICE OR FAIR MARKET VALUE FOR
52 GOODS PURCHASED EXCEEDS A FAIR MARKET VALUE OR WHERE THE CONTRACT PRICE
53 FOR GOODS SOLD IS LESS THAN A FAIR MARKET VALUE, AN ATTESTATION OF THE
54 FAIR MARKET VALUE AND A DETAILED EXPLANATION EXECUTED UNDER PENALTIES OF
55 PERJURY BY THE CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER OF
56 THE REASONS FOR THE HIGH PRICE PURCHASE OR THE LOAN PRICE SALE INCLUDING

THE RELATIONSHIP, IF ANY, OF PERSONS ASSOCIATED WITH THE BUYER OR PURCHASER AND PERSONS ASSOCIATED WITH THE AUTHORITY AND/OR THE OFFICIALS WHO APPOINTED MEMBERS TO THE AUTHORITY BOARD; (11) A DESCRIPTION OF ANY MATERIAL PENDING LITIGATION IN WHICH THE AUTHORITY IS INVOLVED AS A PARTY DURING THE REPORTING YEAR; AND (12) ITS ANNUAL INDEPENDENT AUDIT REPORT.

S 1021-T. WEBSITE. 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.

S 1021-U. GOVERNANCE. 1. BOARD MEMBERS (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 THE PAYMENT OF SALARY, COMPENSATION AND REIMBURSEMENTS TO, AND ESTABLISH RULES FOR THE TIME AND ATTENDANCE OF, THE CHIEF EXECUTIVE AND MANAGEMENT; (D) ADOPT A CODE OF ETHICS APPLICABLE TO EACH OFFICER, DIRECTOR AND EMPLOYEE THAT, AT A MINIMUM, INCLUDES THE STANDARDS ESTABLISHED IN SECTION SEVENTY-FOUR OF THE PUBLIC OFFICERS LAW; (E) ESTABLISH WRITTEN POLICIES AND PROCEDURES ON PERSONNEL INCLUDING POLICIES PROTECTING EMPLOYEES FROM RETALIATION FOR DISCLOSING INFORMATION CONCERNING ACTS OF WRONGDOING, MISCONDUCT, MALFEASANCE, OR OTHER INAPPROPRIATE BEHAVIOR BY AN EMPLOYEE OR BOARD MEMBER OF THE AUTHORITY, INVESTMENTS, TRAVEL, THE ACQUISITION OF REAL PROPERTY AND THE DISPOSITION OF REAL AND PERSONAL PROPERTY AND THE PROCUREMENT OF GOODS AND SERVICES; (F) ADOPT A DEFENSE AND INDEMNIFICATION POLICY AND DISCLOSE SUCH PLAN TO ANY AND ALL PROSPECTIVE BOARD MEMBERS; (G) AT THE TIME THAT THE MEMBER TAKES AND SUBSCRIBES HIS OR HER OATH OF OFFICE, OR WITHIN SIXTY DAYS AFTER THE EFFECTIVE DATE OF THIS PARAGRAPH IF THE MEMBER HAS ALREADY TAKEN AND SUBSCRIBED HIS OR HER OATH OF OFFICE, EXECUTE AN ACKNOWLEDGMENT, IN THE FORM PRESCRIBED BY THE AUTHORITY'S BUDGET OFFICE, IN WHICH THE BOARD MEMBER ACKNOWLEDGES THAT HE OR SHE UNDERSTANDS HIS OR HER ROLE AND RESPONSIBILITIES IMPOSED PURSUANT TO THIS SECTION.

2. BOARD MEMBERS OF THE AUTHORITY, OR SUBSIDIARY THEREOF, SHALL ESTABLISH AN AUDIT COMMITTEE TO BE COMPRISED OF NOT LESS THAN THREE INDEPENDENT MEMBERS, WHO SHALL CONSTITUTE A MAJORITY ON THE COMMITTEE, AND WHO SHALL POSSESS THE NECESSARY SKILLS TO UNDERSTAND THE DUTIES AND FUNCTIONS OF THE AUDIT COMMITTEE; PROVIDED, HOWEVER, THAT IN THE EVENT THAT A BOARD HAS LESS THAN THREE INDEPENDENT MEMBERS, THE BOARD MAY APPOINT NON-INDEPENDENT MEMBERS TO THE AUDIT COMMITTEE, PROVIDED THAT THE INDEPENDENT MEMBERS MUST CONSTITUTE A MAJORITY OF THE MEMBERS OF THE AUDIT COMMITTEE. THE COMMITTEE SHALL RECOMMEND TO THE BOARD THE HIRING OF A CERTIFIED INDEPENDENT ACCOUNTING FIRM FOR SUCH AUTHORITY, ESTABLISH THE COMPENSATION TO BE PAID TO THE ACCOUNTING FIRM AND PROVIDE DIRECT OVERSIGHT OF THE PERFORMANCE OF THE INDEPENDENT AUDIT PERFORMED BY THE ACCOUNTING FIRM HIRED FOR SUCH PURPOSES. MEMBERS OF THE AUDIT COMMITTEE SHALL BE FAMILIAR WITH CORPORATE FINANCIAL AND ACCOUNTING PRACTICES.

3. BOARD MEMBERS OF THE AUTHORITY, OR SUBSIDIARY THEREOF, SHALL ESTABLISH A GOVERNANCE COMMITTEE TO BE COMPRISED OF NOT LESS THAN THREE INDEPENDENT MEMBERS, WHO SHALL CONSTITUTE A MAJORITY ON THE COMMITTEE, AND WHO SHALL POSSESS THE NECESSARY SKILLS TO UNDERSTAND THE DUTIES AND FUNCTIONS OF THE GOVERNANCE COMMITTEE; PROVIDED, HOWEVER, THAT IN THE EVENT THAT A BOARD HAS LESS THAN THREE INDEPENDENT MEMBERS, THE BOARD

1 MAY APPOINT NON-INDEPENDENT MEMBERS TO THE GOVERNANCE COMMITTEE,
2 PROVIDED THAT THE INDEPENDENT MEMBERS MUST CONSTITUTE A MAJORITY OF THE
3 MEMBERS OF THE GOVERNANCE COMMITTEE. IT SHALL BE THE RESPONSIBILITY OF
4 THE MEMBERS OF THE GOVERNANCE COMMITTEE TO KEEP THE BOARD INFORMED OF
5 CURRENT BEST GOVERNANCE PRACTICES; TO REVIEW CORPORATE GOVERNANCE
6 TRENDS; TO RECOMMEND UPDATES TO THE AUTHORITY'S CORPORATE GOVERNANCE
7 PRINCIPLES; TO ADVISE APPOINTING AUTHORITIES ON THE SKILLS AND EXPERI-
8 ENCES REQUIRED OF POTENTIAL BOARD MEMBERS; TO EXAMINE ETHICAL AND
9 CONFLICT OF INTEREST ISSUES; TO PERFORM BOARD SELF-EVALUATIONS; AND TO
10 RECOMMEND BY-LAWS WHICH INCLUDE RULES AND PROCEDURES FOR CONDUCT OF
11 BOARD BUSINESS.

12 S 1021-V. SUBSIDIARIES. 1. NOTWITHSTANDING ANY LAW TO THE CONTRARY, NO
13 STATE AUTHORITY SHALL HEREAFTER HAVE THE POWER TO ORGANIZE ANY SUBSID-
14 IARY CORPORATION UNLESS THE LEGISLATURE SHALL HAVE ENACTED A LAW GRANT-
15 ING SUCH STATE AUTHORITY SUCH POWER FOR THE ORGANIZATION OF A SPECIFIC
16 CORPORATION, PROVIDED, HOWEVER, THAT A STATE AUTHORITY MAY ORGANIZE A
17 SUBSIDIARY CORPORATION PURSUANT TO THE FOLLOWING REQUIREMENTS:

18 (A) THE PURPOSE FOR WHICH THE SUBSIDIARY CORPORATION SHALL BE ORGAN-
19 IZED SHALL BE FOR A PROJECT OR PROJECTS WHICH THE STATE AUTHORITY HAS
20 THE POWER TO PURSUE PURSUANT TO ITS CORPORATE PURPOSES;

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

26 (C) THE SUBSIDIARY CORPORATION SHALL MAKE THE REPORTS AND OTHER
27 DISCLOSURES AS ARE REQUIRED OF STATE AUTHORITIES, UNLESS THE SUBSIDIARY
28 CORPORATION'S OPERATIONS AND FINANCES ARE CONSOLIDATED WITH THOSE OF THE
29 AUTHORITY OF WHICH IT IS A SUBSIDIARY.

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

36 3. SUBSIDIARY CORPORATIONS FORMED UNDER SUBDIVISION ONE OF THIS
37 SECTION SHALL NOT HAVE THE AUTHORITY TO ISSUE BONDS, NOTES OR OTHER
38 DEBTS, PROVIDED, HOWEVER, THAT SUCH SUBSIDIARY CORPORATIONS MAY ISSUE
39 NOTES OR OTHER DEBTS TO THE PUBLIC AUTHORITY OF WHICH IT IS A SUBSID-
40 IARY. NO SUCH DEBT ISSUED BY THE SUBSIDIARY TO ITS PARENT AUTHORITY
41 SHALL IN TOTAL EXCEED, AT ANY TIME, A PRINCIPAL AMOUNT OF FIVE HUNDRED
42 THOUSAND DOLLARS OR, DURING THE NINE MONTHS AFTER THE FORMATION OF THE
43 SUBSIDIARY, ONE MILLION DOLLARS.

44 4. THE CERTIFICATE OF INCORPORATION OR OTHER DOCUMENT FILED TO ORGAN-
45 IZE A SUBSIDIARY CORPORATION UNDER THIS SECTION SHALL STATE THAT THE
46 STATE AUTHORITY IS THE PERSON ORGANIZING THE CORPORATION.

47 5. PROVIDED, HOWEVER, THAT NOTHING IN THIS SECTION SHALL BE CONSTRUED
48 TO GRANT AN AUTHORITY THE POWER TO CREATE A SUBSIDIARY WHERE THE AUTHOR-
49 ITY DOES NOT OTHERWISE HAVE THE POWER TO DO SO.

50 6. ON OR BEFORE THE FIRST DAY OF JANUARY, TWO THOUSAND TEN, AND ANNU-
51 ALLY ON SUCH DAY THEREAFTER, ANY SUBSIDIARY PUBLIC BENEFIT CORPORATION,
52 IN COOPERATION WITH ITS PARENT PUBLIC BENEFIT CORPORATION, SHALL PROVIDE
53 TO THE CHAIR AND RANKING MINORITY MEMBER OF THE SENATE FINANCE COMMITTEE
54 AND THE CHAIR AND RANKING MINORITY MEMBER OF THE ASSEMBLY WAYS AND MEANS
55 COMMITTEE, A REPORT ON THE SUBSIDIARY PUBLIC BENEFIT CORPORATION. SUCH
56 REPORT SHALL INCLUDE FOR EACH SUBSIDIARY:

1 (A) THE COMPLETE LEGAL NAME, ADDRESS AND CONTACT INFORMATION OF THE
2 SUBSIDIARY;

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

6 (C) THE COMPLETE BYLAWS AND LEGAL ORGANIZATION PAPERS OF THE SUBSID-
7 IARY;

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

12 (E) ANY OTHER INFORMATION THE SUBSIDIARY PUBLIC BENEFIT CORPORATION
13 DEEMS IMPORTANT TO INCLUDE IN SUCH REPORT.

14 S 1021-W. WHISTLEBLOWER. 1. THE DIRECTOR OF THE AUTHORITY, AFTER
15 CONSULTATION WITH THE ATTORNEY GENERAL, SHALL DEVELOP AND RECOMMEND TO
16 THE LEGISLATURE A WHISTLEBLOWER ACCESS AND ASSISTANCE PROGRAM WHICH
17 SHALL INCLUDE, BUT NOT BE LIMITED TO:

18 (A) ESTABLISHING TOLL-FREE TELEPHONE AND FACSIMILE LINES AVAILABLE TO
19 EMPLOYEES;

20 (B) OFFERING ADVICE REGARDING THE EMPLOYEE'S RIGHTS UNDER APPLICABLE
21 STATE AND FEDERAL LAWS AND ADVICE AND OPTIONS AVAILABLE TO ALL PERSONS;
22 AND

23 (C) OFFERING AN OPPORTUNITY FOR EMPLOYEES TO IDENTIFY CONCERNS REGARD-
24 ING ANY ISSUE AT THE AUTHORITY.

25 2. ANY COMMUNICATIONS BETWEEN AN EMPLOYEE AND THE AUTHORITY PURSUANT
26 TO THIS SECTION SHALL BE HELD STRICTLY CONFIDENTIAL BY THE AUTHORITY,
27 UNLESS THE EMPLOYEE SPECIFICALLY WAIVES IN WRITING THE RIGHT TO CONFID-
28 ENTIALITY.

29 3. THE AUTHORITY SHALL NOT FIRE, DISCHARGE, DEMOTE, SUSPEND, THREATEN,
30 HARASS OR DISCRIMINATE AGAINST AN EMPLOYEE BECAUSE OF THE EMPLOYEE'S
31 ROLE AS A WHISTLEBLOWER, INsofar AS THE ACTIONS TAKEN BY THE EMPLOYEE
32 ARE LEGAL.

33 S 1021-X. LOBBYING CONTACTS. 1. DEFINITIONS. AS USED IN THIS SECTION:

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

36 (B) "LOBBYING CONTACT" SHALL MEAN ANY CONVERSATION, IN PERSON OR BY
37 TELEPHONIC OR OTHER REMOTE MEANS, OR CORRESPONDENCE BETWEEN ANY LOBBYIST
38 AND ANY PERSON WITHIN A STATE AUTHORITY WHO CAN MAKE OR INFLUENCE A
39 DECISION ON ANY MATTER ON BEHALF OF THE STATE AUTHORITY, AND SHALL
40 INCLUDE, AT A MINIMUM, ALL MEMBERS OF THE GOVERNING BOARD AND ALL OFFI-
41 CERS OF THE STATE AUTHORITY.

42 (C) "LOBBYIST" SHALL MEAN ANY PERSON WHO CONTACTS A STATE AUTHORITY IN
43 AN EFFORT TO OBTAIN FAVORABLE ACTION BY THE AUTHORITY ON ANY MATTER ON
44 BEHALF OF ANOTHER PERSON.

45 2. THE AUTHORITY SHALL MAINTAIN A RECORD OF ALL LOBBYING CONTACTS MADE
46 WITH SUCH AUTHORITY.

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

54 4. THE AUTHORITY SHALL ADOPT A POLICY IMPLEMENTING THE REQUIREMENTS OF
55 THIS SECTION. SUCH POLICY SHALL APPOINT AN OFFICER TO WHOM ALL SUCH
56 RECORDS SHALL BE DELIVERED. SUCH OFFICER SHALL MAINTAIN SUCH RECORDS FOR

1 NOT LESS THAN SEVEN YEARS IN A FILING SYSTEM DESIGNED TO ORGANIZE SUCH
2 RECORDS IN A MANNER SO AS TO MAKE SUCH RECORDS USEFUL TO DETERMINE
3 WHETHER THE DECISIONS OF THE AUTHORITY WERE INFLUENCED BY LOBBYING
4 CONTACTS.

5 S 1021-Y. PREVAILING WAGE. WHENEVER THE AUTHORITY ENTERS INTO ANY
6 CONTRACT, SUBCONTRACT, LEASE, GRANT, BOND, COVENANT OR OTHER AGREEMENT
7 FOR OR IN CONNECTION WITH ANY CONSTRUCTION, DEMOLITION, RECONSTRUCTION,
8 EXCAVATION, REHABILITATION, REPAIR, RENOVATION, ALTERATION, OR IMPROVE-
9 MENT PROJECT, SUCH PROJECT SHALL BE DEEMED TO BE A PUBLIC WORKS PROJECT
10 FOR THE PURPOSES OF ARTICLE EIGHT OF THE LABOR LAW, AND ALL OF THE
11 PROVISIONS OF ARTICLE EIGHT OF THE LABOR LAW SHALL BE APPLICABLE TO ALL
12 THE WORK INVOLVED IN THE CONSTRUCTION, DEMOLITION, RECONSTRUCTION, EXCA-
13 VATION, REHABILITATION, REPAIR, RENOVATION, ALTERATION, OR IMPROVEMENT
14 OF SUCH PROJECT. FUNDS, FINANCIAL ASSISTANCE, OR ANY OTHER BENEFITS
15 PROVIDED PURSUANT TO THIS ARTICLE SHALL NOT BE UTILIZED FOR OR IN
16 CONNECTION WITH THE CONSTRUCTION, DEMOLITION, RECONSTRUCTION, EXCA-
17 VATION, REHABILITATION, REPAIR, RENOVATION, ALTERATION, OR IMPROVEMENT
18 OF ANY PROJECT TO WHICH THE PROVISIONS OF ARTICLE EIGHT OF THE LABOR LAW
19 ARE NOT APPLICABLE.

20 S 1021-Z. PERIODIC REVIEW BY LEGISLATURE FOR CONTINUATION OR TERMI-
21 NATION. BEGINNING IN THE YEAR TWO THOUSAND FIFTY, AND NOT MORE THAN ONCE
22 EVERY TEN YEARS THEREAFTER, THE LEGISLATURE OF THE STATE OF NEW YORK
23 SHALL CONDUCT A COMPREHENSIVE REVIEW, NOT TO EXCEED THREE MONTHS FROM
24 COMMENCEMENT TO CONCLUSION, OF THE STRUCTURE, ACTIVITIES AND OPERATIONS
25 OF THE NCPA, AND THE NCPA SHALL PROVIDE SUCH RECORDS, REPORTS AND TESTI-
26 MONY AS THE LEGISLATURE MAY REQUEST TO ASSIST IN THE CONDUCT OF THIS
27 REVIEW. UPON THE CONCLUSION OF EACH SUCH COMPREHENSIVE REVIEW, THE
28 LEGISLATURE MAY IN ITS DISCRETION DETERMINE TO TERMINATE THE AUTHORITY
29 BY ENACTMENT INTO LAW, AND SIGNATURE BY THE GOVERNOR OF A STATUTE
30 REPEALING THIS TITLE AS OF A DATE CERTAIN, SUBJECT TO THE PROVISIONS OF
31 SECTION ONE THOUSAND TWENTY-ONE-M OF THIS TITLE AND THE TERMS OF ANY
32 BONDS, NOTES OR OTHER DEBT OBLIGATIONS THEN OUTSTANDING. SUCH STATUTE
33 SHALL, AMONG OTHER THINGS, ASSIGN THE AUTHORITY'S RIGHTS AND RESPONSI-
34 BILITIES AND DISPOSE OF ITS ASSETS TO THE STATE OR A SUBDIVISION THERE-
35 OF. IN THE EVENT THAT THE LEGISLATURE DOES NOT SO DETERMINE AND SO
36 ENACT, THE CORPORATE EXISTENCE OF THE AUTHORITY SHALL CONTINUE INDEFI-
37 NITELY IN ACCORDANCE WITH THE PROVISIONS OF THIS TITLE.

38 S 1021-AA. SEVERABILITY. THE PROVISIONS OF THIS TITLE ARE SEVERABLE,
39 AND IF ANY CLAUSE, SENTENCE, PARAGRAPH, ACTION OR PART OF THIS TITLE, OR
40 THE APPLICATION THEREOF TO ANY PERSON OR CIRCUMSTANCE, SHALL BE ADJUDGED
41 BY ANY COURT OF COMPETENT JURISDICTION TO BE INVALID OR UNENFORCEABLE,
42 SUCH JUDGMENT SHALL NOT AFFECT, IMPAIR OR INVALIDATE THE REMAINDER OF
43 THIS TITLE OR THE APPLICATION OF SUCH PROVISION TO ANY OTHER PERSON OR
44 CIRCUMSTANCE, BUT SHALL BE CONFINED IN ITS OPERATION TO THE CLAUSE,
45 SENTENCE, PARAGRAPH, SECTION OR PART THEREOF OR PERSON OR CIRCUMSTANCE
46 DIRECTLY INVOLVED IN THE CONTROVERSY IN WHICH SUCH JUDGMENT SHALL HAVE
47 BEEN RENDERED.

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

51 (b) the following:

52 Albany County Airport Authority;
53 Albany Port District Commission;
54 Alfred, Almond, Hornellsville Sewer Authority;
55 Battery Park City Authority;
56 Cayuga County Water and Sewer Authority;

1 (Nelson A. Rockefeller) Empire State Plaza Performing Arts
2 Center Corporation;
3 Industrial Exhibit Authority;
4 Livingston County Water and Sewer Authority;
5 Long Island Power Authority;
6 Long Island Rail Road;
7 Long Island Market Authority;
8 Manhattan and Bronx Surface Transit Operating Authority;
9 Metro-North Commuter Railroad;
10 Metropolitan Suburban Bus Authority;
11 Metropolitan Transportation Authority;
12 Natural Heritage Trust;
13 New York City Transit Authority;
14 New York Convention Center Operating Corporation;
15 New York State Bridge Authority;
16 New York State Olympic Regional Development Authority;
17 New York State Thruway Authority;
18 NORTH COUNTRY POWER AUTHORITY;
19 Niagara Falls Public Water Authority;
20 Niagara Falls Water Board;
21 Port of Oswego Authority;
22 Power Authority of the State of New York;
23 Roosevelt Island Operating Corporation;
24 Schenectady Metroplex Development Authority;
25 State Insurance Fund;
26 Staten Island Rapid Transit Operating Authority;
27 State University Construction Fund;
28 Triborough Bridge and Tunnel Authority.
29 Upper Mohawk valley regional water board.
30 Upper Mohawk valley regional water finance authority.
31 Upper Mohawk valley memorial auditorium authority.
32 Urban Development Corporation and its subsidiary corporations.
33 S 3. This act shall take effect immediately; provided that the amend-
34 ments to paragraph (b) of subdivision 11 of section 310 of the executive
35 law made by section two of this act shall not affect the expiration of
36 such section and shall expire and be deemed repealed therewith.