

8677

2011-2012 Regular Sessions

I N A S S E M B L Y

October 27, 2011

Introduced by M. of A. CUSICK -- read once and referred to the Committee on Corporations, Authorities and Commissions

AN ACT to amend chapter 154 of the laws of 1921 constituting the Port of New York Authority, in relation to oversight of such authority

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

- 1 Section 1. Short title. This act shall be known and may be cited as
2 the "Port Authority of New York and New Jersey Oversight Act".
3 S 2. Chapter 154 of the laws of 1921 constituting the Port of New York
4 Authority is amended by adding a new section 1-a to read as follows:
5 S 1-A. 1. THE LEGISLATURE FINDS AND DECLARES THAT:
6 A. BECAUSE THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY ("THE PORT
7 AUTHORITY") PERFORMS MANY CRITICAL TRANSPORTATION AND INFRASTRUCTURE
8 FUNCTIONS, THERE IS A NEED FOR LEGISLATIVE OVERSIGHT TO ENSURE TRANSPAR-
9 ENCY AND ACCOUNTABILITY AT THE PORT AUTHORITY;
10 B. WHILE THIS STATE HAS RECENTLY IMPLEMENTED A SIGNIFICANT SET OF
11 OVERSIGHT MEASURES FOR OTHER PUBLIC AUTHORITIES, THESE OVERSIGHT MEAS-
12 URES DO NOT EXTEND TO THE PORT AUTHORITY BECAUSE IT IS AN INTERSTATE
13 AUTHORITY; AND
14 C. IT IS IN THE BEST INTEREST OF THE PUBLIC THAT THE STATES OF NEW
15 YORK AND NEW JERSEY ENACT SUBSTANTIVELY IDENTICAL LEGISLATION IN ORDER
16 TO PROVIDE OVERSIGHT TO THE PRACTICES OF THE PORT AUTHORITY TO ENSURE
17 THE PROPER FUNCTIONING OF THE PORT AUTHORITY AS AN OPEN, TRANSPARENT,
18 AND ACCOUNTABLE INTERSTATE AUTHORITY.
19 2. A. THE BOARD OF COMMISSIONERS SHALL:
20 (1) EXECUTE DIRECT OVERSIGHT OF THE AUTHORITY'S CHIEF EXECUTIVE AND
21 OTHER SENIOR MANAGEMENT IN THE EFFECTIVE AND ETHICAL MANAGEMENT OF THE
22 AUTHORITY;
23 (2) UNDERSTAND, REVIEW, AND MONITOR THE IMPLEMENTATION OF FUNDAMENTAL
24 FINANCIAL AND MANAGEMENT CONTROLS AND OPERATIONAL DECISIONS OF THE
25 AUTHORITY;

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

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1 (3) ESTABLISH POLICIES REGARDING THE PAYMENT OF SALARY, COMPENSATION,
2 AND REIMBURSEMENTS TO, AND ESTABLISH RULES FOR THE TIME AND ATTENDANCE
3 OF, THE CHIEF EXECUTIVE AND SENIOR MANAGEMENT;

4 (4) ADOPT A CODE OF ETHICS APPLICABLE TO EACH OFFICER, DIRECTOR, AND
5 EMPLOYEE THAT, AT A MINIMUM, INCLUDES RULES GOVERNING CONFLICTS OF
6 INTEREST;

7 (5) ESTABLISH WRITTEN POLICIES FOR: PROTECTING EMPLOYEES FROM RETALI-
8 ATION FOR DISCLOSING INFORMATION CONCERNING ACTS OF WRONGDOING, MISCON-
9 DUCT, MALFEASANCE, OR OTHER INAPPROPRIATE BEHAVIOR BY AN EMPLOYEE OR
10 BOARD MEMBER OF THE AUTHORITY; INVESTMENTS; TRAVEL; THE ACQUISITION OF
11 REAL PROPERTY AND THE DISPOSITION OF REAL AND PERSONAL PROPERTY; AND THE
12 PROCUREMENT OF GOODS AND SERVICES;

13 (6) ADOPT A DEFENSE AND INDEMNIFICATION POLICY AND DISCLOSE SUCH PLAN
14 TO ANY AND ALL PROSPECTIVE BOARD MEMBERS; AND

15 (7) AT THE TIME THAT THE MEMBER TAKES AND SUBSCRIBES THE OATH OF
16 OFFICE, OR WITHIN SIXTY DAYS AFTER THE EFFECTIVE DATE OF THIS ACT IF THE
17 MEMBER HAS ALREADY TAKEN AND SUBSCRIBED THE OATH OF OFFICE, EXECUTE AN
18 ACKNOWLEDGMENT, ISSUED BY THE INDEPENDENT BUDGET OFFICE AFTER CONSULTA-
19 TION WITH THE OFFICE OF THE ATTORNEYS GENERAL OF NEW YORK AND NEW
20 JERSEY, IN WHICH THE BOARD MEMBER ACKNOWLEDGES THAT THE MEMBER UNDER-
21 STANDS HIS OR INDEPENDENCE AND FIDUCIARY DUTIES, INCLUDING HIS OR HER
22 DUTY OF LOYALTY AND CARE TO THE ORGANIZATION AND COMMITMENT TO THE
23 AUTHORITY'S MISSION.

24 B. THE BOARD OF COMMISSIONERS SHALL ESTABLISH AN AUDIT COMMITTEE TO BE
25 COMPRISED OF NOT LESS THAN THREE BOARD MEMBERS, WHO SHALL CONSTITUTE A
26 MAJORITY ON THE COMMITTEE, AND WHO SHALL POSSESS THE NECESSARY SKILLS TO
27 UNDERSTAND THE DUTIES AND FUNCTIONS OF THE AUDIT COMMITTEE. THE COMMIT-
28 TEE SHALL RECOMMEND TO THE BOARD THE HIRING OF AN INDEPENDENT FIRM OF
29 CERTIFIED PUBLIC ACCOUNTANTS FOR THE AUTHORITY, ESTABLISH THE COMPEN-
30 SATION TO BE PAID TO THE ACCOUNTING FIRM, AND PROVIDE DIRECT OVERSIGHT
31 OF THE ANNUAL INDEPENDENT FINANCIAL AUDIT PERFORMED BY THE ACCOUNTING
32 FIRM HIRED FOR SUCH PURPOSES. MEMBERS OF THE AUDIT COMMITTEE SHALL BE
33 FAMILIAR WITH CORPORATE FINANCIAL AND ACCOUNTING PRACTICES AND SHALL BE
34 OR BECOME FINANCIALLY LITERATE.

35 C. THE BOARD OF COMMISSIONERS SHALL ESTABLISH A GOVERNANCE COMMITTEE
36 TO BE COMPRISED OF NOT LESS THAN THREE BOARD MEMBERS, WHO SHALL CONSTI-
37 TUTE A MAJORITY ON THE COMMITTEE, AND WHO SHALL POSSESS THE NECESSARY
38 SKILLS TO UNDERSTAND THE DUTIES AND FUNCTIONS OF THE GOVERNANCE COMMIT-
39 TEE. IT SHALL BE THE RESPONSIBILITY OF THE MEMBERS OF THE GOVERNANCE
40 COMMITTEE TO KEEP THE BOARD INFORMED OF CURRENT BEST GOVERNANCE PRAC-
41 TICE; TO REVIEW CORPORATE GOVERNANCE TRENDS; TO UPDATE THE AUTHORITY'S
42 CORPORATE GOVERNANCE PRINCIPLES; TO ADVISE APPOINTING AUTHORITIES ON THE
43 SKILLS AND EXPERIENCE REQUIRED OF POTENTIAL BOARD MEMBERS; TO EXAMINE
44 ETHICAL AND CONFLICT OF INTEREST ISSUES; TO PERFORM BOARD SELF-EVALUA-
45 TIONS; TO INVESTIGATE TERM LIMITS, REAPPOINTMENTS AND BOARD RESPONSIBIL-
46 ITIES; TO DEVELOP BY-LAWS WHICH INCLUDE RULES AND PROCEDURES FOR CONDUCT
47 OF BOARD BUSINESS; AND TO MAKE RECOMMENDATIONS FOR NEW COMMISSIONERS.

48 D. THE BOARD OF COMMISSIONERS SHALL ESTABLISH A FINANCE COMMITTEE TO
49 BE COMPRISED OF NOT LESS THAN THREE BOARD MEMBERS, WHO SHALL CONSTITUTE
50 A MAJORITY ON THE COMMITTEE, AND WHO SHALL POSSESS THE NECESSARY SKILLS
51 TO UNDERSTAND THE DUTIES AND FUNCTIONS OF THE COMMITTEE. IT SHALL BE THE
52 RESPONSIBILITY OF THE MEMBERS OF THE FINANCE COMMITTEE TO OVERSEE AND
53 APPROVE THE DEBT THAT THE AUTHORITY OR SUBSIDIARY COMMISSIONS ISSUE.

54 3. THE AUTHORITY SHALL SUBMIT TO THE GOVERNORS OF NEW YORK AND NEW
55 JERSEY, THE TEMPORARY PRESIDENT OF THE SENATE AND THE SPEAKER OF THE
56 ASSEMBLY OF THE NEW YORK STATE LEGISLATURE, THE PRESIDENT AND MINORITY

1 LEADER OF THE SENATE AND THE SPEAKER AND MINORITY LEADER OF THE GENERAL
2 ASSEMBLY OF THE NEW JERSEY LEGISLATURE, THE NEW YORK STATE COMPTROLLER,
3 AND THE STATE TREASURER OF NEW JERSEY WITHIN NINETY DAYS AFTER THE END
4 OF ITS FISCAL YEAR, A COMPLETE AND DETAILED REPORT OR REPORTS SETTING
5 FORTH:

6 A. ITS OPERATIONS AND ACCOMPLISHMENTS;

7 B. ITS FINANCIAL REPORTS, INCLUDING (1) AUDITED FINANCIALS IN ACCORD-
8 ANCE WITH GENERALLY ACCEPTED ACCOUNTING PRINCIPLES (GAAP) AND THE
9 ACCOUNTING STANDARDS ISSUED BY THE GOVERNMENTAL ACCOUNTING STANDARDS
10 BOARD (GASB), (2) GRANT AND SUBSIDY PROGRAMS, (3) OPERATING AND FINAN-
11 CIAL RISKS, (4) CURRENT RATINGS AND NOTICE OF CHANGES, AND (5) LONG-TERM
12 LIABILITIES, INCLUDING LEASES AND EMPLOYEE BENEFIT PLANS;

13 C. ITS MISSION STATEMENT;

14 D. A SCHEDULE OF ITS BONDS AND NOTES OUTSTANDING AT THE END OF ITS
15 FISCAL YEAR, TOGETHER WITH A STATEMENT OF THE AMOUNTS REDEEMED AND
16 INCURRED DURING SUCH FISCAL YEAR AS PART OF A SCHEDULE OF DEBT ISSUANCE
17 THAT INCLUDES THE DATE OF ISSUANCE, TERM, AMOUNT, INTEREST RATE AND
18 MEANS OF REPAYMENT. ADDITIONALLY, THE DEBT SCHEDULE SHALL ALSO INCLUDE
19 ALL REFINANCINGS, CALLS, REFUNDINGS, DEFEASEMENTS AND INTEREST RATE
20 EXCHANGE OR OTHER SUCH AGREEMENTS, AND FOR ANY DEBT ISSUED DURING THE
21 REPORTING YEAR, THE SCHEDULE SHALL ALSO INCLUDE A DETAILED LIST OF COSTS
22 OF ISSUANCE FOR SUCH DEBT;

23 E. BIOGRAPHICAL INFORMATION AND TITLE OF COMMISSIONERS AND SENIOR
24 MANAGEMENT, INCLUDING COMPENSATION AND BENEFITS PAID TO COMMISSIONERS IN
25 ANY AMOUNT AND TO SENIOR STAFF IN EXCESS OF ONE HUNDRED THOUSAND
26 DOLLARS;

27 F. THE PROJECTS UNDERTAKEN BY THE AUTHORITY DURING THE PAST YEAR;

28 G. A LISTING AND DESCRIPTION OF ALL REAL PROPERTY OF THE AUTHORITY
29 HAVING AN ESTIMATED FAIR MARKET VALUE EQUAL TO TEN PERCENT OR MORE OF
30 THE AUTHORITY'S TOTAL ASSETS OR TWO HUNDRED FIFTY THOUSAND DOLLARS,
31 WHICHEVER IS LESS, OR OF A SIGNIFICANT VALUE, AS DETERMINED BY THE
32 AUTHORITY BUDGET OFFICE, THAT THE AUTHORITY ACQUIRES OR DISPOSES OF
33 DURING SUCH PERIOD. THE REPORT SHALL CONTAIN THE PRICE RECEIVED OR PAID
34 BY THE AUTHORITY AND THE NAME OF THE PURCHASER OR SELLER FOR ALL SUCH
35 PROPERTY OF A SIGNIFICANT VALUE, AS DETERMINED BY THE AUTHORITY BUDGET
36 OFFICE, SOLD OR BOUGHT BY THE AUTHORITY DURING SUCH PERIOD;

37 H. ITS CODE OF ETHICS;

38 I. AN ASSESSMENT OF THE EFFECTIVENESS OF ITS INTERNAL CONTROL STRUC-
39 TURE AND PROCEDURES;

40 J. THE STATUTORY BASIS OF THE AUTHORITY;

41 K. A DESCRIPTION OF THE AUTHORITY AND ITS BOARD STRUCTURE, INCLUDING
42 (1) NAMES OF COMMITTEES AND COMMITTEE MEMBERS, (2) LISTS OF BOARD MEET-
43 INGS AND ATTENDANCE, (3) DESCRIPTIONS OF MAJOR AUTHORITY UNITS, AND
44 SUBSIDIARIES, AND (4) NUMBER OF EMPLOYEES;

45 L. ITS CHARTER AND BY-LAWS;

46 M. A LISTING OF MATERIAL CHANGES IN OPERATIONS AND PROGRAMS;

47 N. AT A MINIMUM A FOUR-YEAR FINANCIAL PLAN, INCLUDING (1) A CURRENT
48 AND PROJECTED CAPITAL BUDGET, AND (2) AN OPERATING BUDGET REPORT,
49 INCLUDING AN ACTUAL VERSUS ESTIMATED BUDGET, WITH AN ANALYSIS AND MEAS-
50 UREMENT OF FINANCIAL AND OPERATING PERFORMANCE;

51 O. ITS BOARD PERFORMANCE EVALUATIONS;

52 P. A DESCRIPTION OF THE TOTAL NUMBER OF ASSETS OR SERVICES OR BOTH
53 BOUGHT OR SOLD WITHOUT COMPETITIVE BIDDING, INCLUDING (1) THE NATURE OF
54 THOSE ASSETS AND SERVICES, (2) THE NAMES OF THE BUYERS OR LESSEES, AND
55 (3) WHERE THE CONTRACT PRICE OR FAIR MARKET VALUE EXCEEDS A VALUE DETER-

1 MINED BY THE AUTHORITY BUDGET OFFICE, AN ATTESTATION OF THE FAIR MARKET
2 VALUE BY THE CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER; AND
3 Q. A DESCRIPTION OF ANY PENDING LITIGATION IN WHICH THE AUTHORITY IS
4 INVOLVED AS A PARTY.

5 THE AUTHORITY SHALL MAKE ACCESSIBLE TO THE PUBLIC, VIA ITS OFFICIAL OR
6 SHARED INTERNET WEB SITE, DOCUMENTATION PERTAINING TO ITS MISSION,
7 CURRENT ACTIVITIES, MOST RECENT ANNUAL FINANCIAL REPORTS, CURRENT YEAR
8 BUDGET AND ITS MOST RECENT INDEPENDENT AUDIT REPORT UNLESS SUCH INFORMA-
9 TION IS EXEMPT PURSUANT TO LAW.

10 S 3. Subdivision 2 of article XV-A of section 1 of chapter 154 of the
11 laws of 1921 constituting the Port of New York Authority, as added by
12 chapter 275 of the laws of 1992, is amended to read as follows:

13 2. As used in this act:

14 a. "Board" means the board of commissioners of the Port Authority of
15 New York and New Jersey.

16 b. "COMMITTEE" OR "COMMITTEES" MEANS THE AUDIT COMMITTEE, THE GOVER-
17 NANCE COMMITTEE, AND THE FINANCE COMMITTEE REQUIRED TO BE ESTABLISHED BY
18 THE BOARD OF COMMISSIONERS IN ACCORDANCE WITH PARAGRAPHS B, C, AND D OF
19 SUBDIVISION 2 OF SECTION ONE-A OF THIS ACT.

20 c. "EXECUTIVE SESSION" MEANS THAT PORTION OF A MEETING NOT OPEN TO THE
21 GENERAL PUBLIC.

22 d. "Meeting" means any gathering, whether corporeal or by means of
23 communication equipment, which is attended by, or open to, the board,
24 held with the intent, on the part of the board members present, to
25 discuss or act as a unit upon the specific public business of the
26 authority. "Meeting" does not mean a gathering (1) attended by less than
27 an effective majority of the board, or (2) attended by or open to all
28 the members of three or more similar public bodies at a convention or
29 similar gathering.

30 [c.] E. "Public business" mean matters which relate in any way,
31 directly or indirectly, to the performance of the functions of the port
32 authority of New York and New Jersey or the conduct of its business.

33 S 4. Subdivision 3 of article XV-A of section 1 of chapter 154 of the
34 laws of 1921 constituting the Port of New York Authority, as added by
35 chapter 275 of the laws of 1992, is amended to read as follows:

36 3. [The board shall adopt and promulgate appropriate rules and regu-
37 lations concerning the right of the public to be present at meetings of
38 the authority. The board may incorporate in its rules and regulations
39 conditions under which it may exclude the public from a meeting or a
40 portion thereof.

41 Any rules or regulations adopted hereunder shall become a part of the
42 minutes of the port authority of New York and New Jersey and shall be
43 subject to the approval of the governor of New Jersey and the governor
44 of New York.] EVERY MEETING OF THE BOARD, INCLUDING MEETINGS OF COMMIT-
45 TEES, SHALL BE OPEN TO THE GENERAL PUBLIC, EXCEPT THAT AN EXECUTIVE
46 SESSION OF SUCH BODY MAY BE CALLED AND BUSINESS TRANSACTED THEREAT IN
47 ACCORDANCE WITH SUBDIVISION FOUR OF SECTION ONE-B OF THIS ACT. THE BOARD
48 SHALL MAKE OR CAUSE TO BE MADE ALL REASONABLE EFFORTS TO ENSURE THAT
49 MEETINGS ARE HELD IN FACILITIES THAT PERMIT BARRIER-FREE PHYSICAL ACCESS
50 TO THE PHYSICALLY HANDICAPPED. IF AND WHEN THE BOARD USES VIDEO CONFER-
51 ENCING OR SIMILAR TECHNOLOGY TO CONDUCT ITS MEETING, IT SHALL PROVIDE AN
52 OPPORTUNITY FOR THE PUBLIC TO ATTEND, LISTEN, AND OBSERVE AT ANY SITE AT
53 WHICH A MEMBER PARTICIPATES.

54 S 5. Chapter 154 of the laws of 1921 constituting the Port of New York
55 Authority is amended by adding four new sections 1-b, 1-c, 1-d and 1-e
56 to read as follows:

1 S 1-B. 1. AS USED IN THIS SECTION, "COMMITTEE" OR "COMMITTEES" MEANS
2 THE AUDIT COMMITTEE, THE GOVERNANCE COMMITTEE, AND THE FINANCE COMMITTEE
3 REQUIRED TO BE ESTABLISHED BY THE BOARD OF COMMISSIONERS IN ACCORDANCE
4 WITH PARAGRAPHS B, C, AND D OF SUBDIVISION 2 OF SECTION ONE-A OF THIS
5 ACT.

6 2. AT EVERY MEETING OF THE BOARD AND AT EVERY MEETING OF EACH COMMIT-
7 TEE, THE PUBLIC SHALL BE ALLOTTED A PERIOD OF TIME, NOT LESS THAN THIRTY
8 MINUTES, TO SPEAK ON ANY TOPIC ON THE AGENDA. THE PUBLIC SPEAKING PERIOD
9 SHALL TAKE PLACE BEFORE ANY ACTION BY THE BOARD OR THE COMMITTEE THAT IS
10 MEETING.

11 3. THE AUTHORITY SHALL MAKE AVAILABLE TO THE PUBLIC MEETING AGENDAS
12 AND PUBLIC DOCUMENTS PROVIDED TO THE BOARD OF COMMISSIONERS AT LEAST
13 FIVE BUSINESS DAYS BEFORE EVERY MEETING OF THE BOARD AND EVERY MEETING
14 OF EACH COMMITTEE. PUBLIC NOTICE OF THE TIME AND PLACE OF A MEETING
15 SHALL BE GIVEN TO THE NEWS MEDIA, SHALL BE CONSPICUOUSLY POSTED IN ONE
16 OR MORE DESIGNATED AREAS AT LEAST SEVENTY-TWO HOURS BEFORE SUCH MEETING
17 AND SHALL BE CONSPICUOUSLY POSTED VIA ITS OFFICIAL INTERNET WEB SITE AT
18 LEAST FIVE BUSINESS DAYS BEFORE THE MEETING.

19 THE PORT AUTHORITY SHALL MAKE AVAILABLE TO THE PUBLIC SUCH DOCUMENTS
20 IN AT LEAST THREE WAYS:

21 A. THE AGENDA AND PUBLIC DOCUMENTS PERTAINING TO THE BOARD OR COMMIT-
22 TEE MEETINGS SHALL BE AVAILABLE FOR PUBLIC INSPECTION AT AN OFFICE OF
23 THE AUTHORITY;

24 B. THE AGENDA AND PUBLIC DOCUMENTS PERTAINING TO THE BOARD OR COMMIT-
25 TEE MEETINGS SHALL BE MAILED TO MEMBERS OF THE PUBLIC ON A PUBLIC NOTICE
26 MAILING LIST THE AUTHORITY SHALL KEEP AND MAINTAIN; AND

27 C. THE AGENDA AND PUBLIC DOCUMENTS PERTAINING TO THE BOARD OR COMMIT-
28 TEE MEETINGS SHALL BE POSTED ON ITS OFFICIAL INTERNET WEB SITE.

29 4. UPON A MAJORITY VOTE OF ITS TOTAL MEMBERSHIP, TAKEN IN AN OPEN
30 MEETING PURSUANT TO A MOTION IDENTIFYING THE GENERAL AREA OR AREAS OF
31 THE SUBJECT OR SUBJECTS TO BE CONSIDERED, THE BOARD OR A COMMITTEE MAY
32 CONDUCT AN EXECUTIVE SESSION FOR THE BELOW ENUMERATED PURPOSES ONLY,
33 PROVIDED, HOWEVER, THAT NO ACTION BY FORMAL VOTE SHALL BE TAKEN TO
34 APPROPRIATE MONEYS AT AN EXECUTIVE SESSION:

35 A. MATTERS WHICH WILL IMPERIL THE PUBLIC SAFETY IF DISCLOSED;

36 B. ANY MATTER WHICH MAY DISCLOSE THE IDENTITY OF A LAW ENFORCEMENT
37 AGENT OR INFORMER;

38 C. INFORMATION RELATING TO CURRENT OR FUTURE INVESTIGATION OR PROSE-
39 CUTION OF A CRIMINAL OFFENSE WHICH WOULD IMPERIL EFFECTIVE LAW ENFORCE-
40 MENT IF DISCLOSED;

41 D. DISCUSSIONS REGARDING PROPOSED, PENDING OR CURRENT LITIGATION;

42 E. COLLECTIVE BARGAINING NEGOTIATIONS;

43 F. THE MEDICAL, FINANCIAL, CREDIT, OR EMPLOYMENT HISTORY OF A PARTIC-
44 ULAR PERSON OR CORPORATION, OR MATTERS LEADING TO THE APPOINTMENT,
45 EMPLOYMENT, PROMOTION, DEMOTION, DISCIPLINE, SUSPENSION, DISMISSAL, OR
46 REMOVAL OF A PARTICULAR PERSON OR CORPORATION;

47 G. THE PREPARATION, GRADING, OR ADMINISTRATION OF EXAMINATIONS; AND

48 H. THE PROPOSED ACQUISITION, SALE, OR LEASE OF REAL PROPERTY OR THE
49 PROPOSED ACQUISITION OF SECURITIES, OR SALE OR EXCHANGE OF SECURITIES
50 HELD BY THE AUTHORITY, BUT ONLY WHEN PUBLICITY WOULD SUBSTANTIALLY
51 AFFECT THE VALUE THEREOF.

52 ATTENDANCE AT AN EXECUTIVE SESSION SHALL BE PERMITTED TO ANY MEMBER OF
53 THE BOARD OR COMMITTEE, AS THE CASE MAY BE, AND ANY OTHER PERSON AUTHOR-
54 IZED BY THE BOARD OR COMMITTEE.

55 5. MINUTES SHALL BE TAKEN AT ALL OPEN MEETINGS OF THE AUTHORITY WHICH
56 SHALL CONSIST OF A RECORD OR SUMMARY OF ALL MOTIONS, PROPOSALS, RESOL-

1 UTIONS AND ANY OTHER MATTER FORMALLY VOTED UPON AND THE VOTE THEREON.
2 MINUTES SHALL BE TAKEN AT EXECUTIVE SESSIONS OF ANY ACTION THAT IS TAKEN
3 BY FORMAL VOTE WHICH SHALL CONSIST OF A RECORD OR SUMMARY OF THE FINAL
4 DETERMINATION OF SUCH ACTION, AND THE VOTE THEREON; PROVIDED, HOWEVER,
5 THAT SUCH SUMMARY NEED NOT INCLUDE ANY MATTER WHICH IS NOT REQUIRED TO
6 BE MADE PUBLIC BY EITHER NEW YORK'S FREEDOM OF INFORMATION LAW OR NEW
7 JERSEY'S OPEN PUBLIC RECORDS ACT. MINUTES OF MEETINGS SHALL BE AVAILABLE
8 TO THE PUBLIC WITHIN TWO WEEKS FROM THE DATE OF SUCH MEETING.

9 6. THE STATES OF NEW YORK AND NEW JERSEY CONSENT TO SUITS, ACTIONS, OR
10 PROCEEDINGS AS PROVIDED HEREIN AGAINST THE AUTHORITY AND TO APPEALS
11 THEREFROM AND REVIEWS THEREOF. ANY AGGRIEVED PERSON IN THE STATE OF NEW
12 YORK SHALL HAVE STANDING TO ENFORCE THE PROVISIONS OF THIS SECTION
13 AGAINST THE AUTHORITY BY THE COMMENCEMENT OF AN ACTION IN SUPREME COURT
14 FOR DECLARATORY JUDGMENT AND INJUNCTIVE RELIEF. IN ANY SUCH ACTION, THE
15 COURT SHALL HAVE THE POWER, IN ITS DISCRETION, UPON GOOD CAUSE SHOWN, TO
16 DECLARE ANY ACTION OR PART THEREOF TAKEN IN VIOLATION OF THIS SECTION
17 VOID IN WHOLE OR IN PART. AN UNINTENTIONAL FAILURE TO FULLY COMPLY WITH
18 THE NOTICE PROVISIONS REQUIRED BY THIS SECTION SHALL NOT ALONE BE
19 GROUNDS FOR INVALIDATING ANY ACTION TAKEN AT A MEETING COVERED BY THE
20 PROVISIONS OF THIS SECTION.

21 THE PROVISIONS OF THIS SECTION SHALL NOT AFFECT THE VALIDITY OF THE
22 AUTHORIZATION, ACQUISITION, EXECUTION, OR DISPOSITION OF A BOND ISSUE OR
23 NOTES. IN ANY PROCEEDING BROUGHT PURSUANT TO THIS SECTION, COSTS AND
24 REASONABLE ATTORNEY FEES MAY BE AWARDED BY THE COURT, IN ITS DISCRETION,
25 TO THE SUCCESSFUL PARTY. THE STATUTE OF LIMITATIONS WITH RESPECT TO AN
26 ACTION TAKEN AT EXECUTIVE SESSION SHALL COMMENCE TO RUN FROM THE DATE
27 THE MINUTES OF SUCH EXECUTIVE SESSION HAVE BEEN MADE AVAILABLE TO THE
28 PUBLIC.

29 S 1-C. 1. AS USED IN THIS SECTION:

30 A. "ADMINISTRATOR" MEANS THE OFFICER OR EMPLOYEE OF THE AUTHORITY WHO
31 SHALL BE APPOINTED BY ACT OF THE BOARD OF COMMISSIONERS TO BE RESPONSIB-
32 BLE FOR THE DISPOSITION OF PROPERTY.

33 B. "AUTHORITY" OR "PORT AUTHORITY" MEANS THE PORT AUTHORITY OF NEW
34 YORK AND NEW JERSEY.

35 C. "DISPOSE" OR "DISPOSAL" MEANS TRANSFER OF TITLE OR ANY OTHER INTER-
36 EST IN PERSONAL OR REAL PROPERTY.

37 D. "PROPERTY" MEANS PERSONAL PROPERTY, REAL ESTATE, OR BOTH, OR ANY
38 INTEREST IN SUCH PROPERTY AND SHALL INCLUDE, WITHOUT LIMITATION, ANY
39 INTEREST IN REAL ESTATE IN WHICH THE AUTHORITY HOLDS THE FEE SIMPLE
40 INTEREST, TO THE EXTENT THAT SUCH INTEREST MAY BE CONVEYED TO ANOTHER
41 PERSON FOR ANY PURPOSE.

42 2. THE AUTHORITY SHALL NOT IN ANY WAY DISPOSE OF ANY PROPERTY OF THE
43 AUTHORITY UNLESS SUCH PROPERTY HAS BEEN LISTED ON A REPORT PREPARED IN
44 ACCORDANCE WITH SUBDIVISION FOUR OF THIS SECTION, PROVIDED, HOWEVER,
45 THAT PERSONAL PROPERTY WITH A FAIR MARKET VALUE OF LESS THAN FIFTEEN
46 THOUSAND DOLLARS MAY BE SOLD AT AUCTION WITHOUT HAVING BEEN LISTED ON
47 SUCH A REPORT IF SUCH ITEM OF PERSONAL PROPERTY IS REPORTED IN THE NEXT
48 REPORT MADE PURSUANT TO SUBDIVISION FOUR OF THIS SECTION.

49 3. THE AUTHORITY SHALL:

50 A. MAINTAIN ADEQUATE INVENTORY CONTROLS AND ACCOUNTABILITY SYSTEMS FOR
51 ALL PROPERTY UNDER ITS CONTROL;

52 B. CONTINUOUSLY SURVEY SUCH PROPERTY TO DETERMINE WHICH PROPERTY SHALL
53 BE DISPOSED OF;

54 C. PRODUCE A WRITTEN REPORT OF SUCH PROPERTY IN ACCORDANCE WITH SUBDI-
55 VISION FOUR OF THIS SECTION;

56 D. PERFORM THE CARE AND HANDLING OF SUCH PROPERTY; AND

1 E. TRANSFER OR DISPOSE OF SUCH PROPERTY AS PROMPTLY AS POSSIBLE.

2 4. THE AUTHORITY SHALL PUBLISH, NOT LESS FREQUENTLY THAN QUARTERLY, A
3 REPORT LISTING ALL PROPERTY OF THE AUTHORITY THAT THE AUTHORITY INTENDS
4 TO DISPOSE OF. SUCH REPORT SHALL CONSIST OF A LIST OF ALL SUCH PROPERTY
5 HELD BY THE AUTHORITY AT THE END OF THE PERIOD COVERED BY THE REPORT,
6 AND ALL SUCH PROPERTY DISPOSED OF DURING SUCH PERIOD. THE REPORT SHALL
7 CONTAIN AN ESTIMATE OF FAIR MARKET VALUE FOR ALL SUCH PROPERTY HELD BY
8 THE AUTHORITY AT THE END OF THE PERIOD AND THE PRICE RECEIVED BY THE
9 AUTHORITY AND THE NAME OF THE PURCHASER FOR ALL SUCH PROPERTY SOLD BY
10 THE AUTHORITY DURING SUCH PERIOD. LOW VALUE PERSONAL PROPERTY MAY BE
11 LISTED IN SUITABLE GROUPS OR LOTS. SUCH REPORT SHALL CONTAIN OR BE
12 ACCOMPANIED BY A LISTING AND DESCRIPTION OF ANY NEGOTIATED DISPOSALS OF
13 PROPERTY HAVING AN ESTIMATED FAIR MARKET VALUE OF MORE THAN FIFTEEN
14 THOUSAND DOLLARS, IN THE CASE OF REAL PROPERTY, OR FIVE THOUSAND
15 DOLLARS, IN THE CASE OF ANY OTHER PROPERTY, OTHER THAN DISPOSALS FOR
16 WHICH AN EXPLANATORY STATEMENT HAS BEEN TRANSMITTED UNDER THIS SECTION.

17 THE AUTHORITY SHALL DELIVER COPIES OF SUCH REPORT TO THE GOVERNORS OF
18 NEW YORK AND NEW JERSEY, THE TEMPORARY PRESIDENT OF THE SENATE AND THE
19 SPEAKER OF THE ASSEMBLY OF THE NEW YORK STATE LEGISLATURE, THE PRESIDENT
20 AND MINORITY LEADER OF THE SENATE AND THE SPEAKER AND MINORITY LEADER OF
21 THE GENERAL ASSEMBLY OF THE NEW JERSEY LEGISLATURE, THE INDEPENDENT
22 BUDGET OFFICER, AND WHOEVER SHALL HAVE REQUESTED COPIES OF SUCH REPORTS.

23 5. EXCEPT AS OTHERWISE PROVIDED IN THIS SECTION, THE ADMINISTRATOR OF
24 THE AUTHORITY SHALL HAVE SUPERVISION AND DIRECTION OVER THE DISPOSITION
25 OF PROPERTY OF SUCH AUTHORITY. SUCH PROPERTY SHALL BE DISPOSED OF TO
26 SUCH EXTENT, AT SUCH TIME, IN SUCH AREAS, AT SUCH TERMS AND CONDITIONS,
27 AND IN SUCH MANNER, AS MAY BE PRESCRIBED IN OR PURSUANT TO THIS SECTION.

28 6. THE AUTHORITY MAY DISPOSE OF PROPERTY FOR NOT LESS THAN THE FAIR
29 MARKET VALUE OF SUCH PROPERTY BY SALE, EXCHANGE, LEASE, PERMIT, OR
30 TRANSFER, FOR CASH, CREDIT, OR OTHER PROPERTY, WITH OR WITHOUT WARRANTY,
31 AND UPON SUCH OTHER TERMS AND CONDITIONS AS THE ADMINISTRATOR DEEMS
32 PROPER, AND IT MAY EXECUTE SUCH DOCUMENTS FOR THE TRANSFER OF TITLE OR
33 OTHER INTEREST IN PROPERTY AND TAKE SUCH OTHER ACTION AS IT DEEMS NECES-
34 SARY OR PROPER TO DISPOSE OF SUCH PROPERTY UNDER THE PROVISIONS OF THIS
35 SECTION. PROVIDED, HOWEVER, THAT NO SALE OF REAL PROPERTY, ANY INTEREST
36 IN REAL PROPERTY, OR ANY OTHER PROPERTY WHICH BECAUSE OF ITS UNIQUE
37 NATURE IS NOT SUBJECT TO NORMAL MARKET PRICING SHALL BE MADE UNLESS AN
38 APPRAISAL OF THE VALUE OF SUCH PROPERTY HAS BEEN MADE AND INCLUDED IN
39 THE RECORD OF THE TRANSACTION.

40 7. A DEED, BILL OF SALE, LEASE, OR OTHER INSTRUMENT EXECUTED BY OR ON
41 BEHALF OF THE AUTHORITY PURPORTING TO TRANSFER TITLE OR ANY OTHER INTER-
42 EST IN PROPERTY OF THE AUTHORITY UNDER THIS SECTION SHALL BE CONCLUSIVE
43 EVIDENCE OF COMPLIANCE WITH THE PROVISIONS OF THIS SECTION INsofar AS
44 CONCERNS TITLE OR OTHER INTEREST OF ANY BONA FIDE GRANTEE OR TRANSFEREE
45 FOR VALUE AND WITHOUT NOTICE OF LACK OF SUCH COMPLIANCE.

46 8. A. ALL DISPOSALS OR CONTRACTS FOR DISPOSAL OF PROPERTY OF THE
47 AUTHORITY MADE OR AUTHORIZED BY THE ADMINISTRATOR SHALL BE MADE AFTER
48 PUBLICLY ADVERTISING FOR BIDS EXCEPT AS PROVIDED IN PARAGRAPH C OF THIS
49 SUBDIVISION.

50 B. WHENEVER PUBLIC ADVERTISING FOR BIDS IS REQUIRED UNDER THIS
51 SUBSECTION: (1) THE ADVERTISEMENT FOR BIDS SHALL BE MADE AT SUCH TIME
52 PREVIOUS TO THE DISPOSAL OR CONTRACT, THROUGH SUCH METHODS, AND ON SUCH
53 TERMS AND CONDITIONS AS SHALL PERMIT THAT FULL AND FREE COMPETITION
54 WHICH IS CONSISTENT WITH THE VALUE AND NATURE OF THE PROPERTY INVOLVED;
55 (2) ALL BIDS SHALL BE PUBLICLY DISCLOSED AT THE TIME AND PLACE STATED IN
56 THE ADVERTISEMENT; AND (3) THE AWARD SHALL BE MADE WITH REASONABLE

1 PROMPTNESS BY NOTICE TO THE RESPONSIBLE BIDDER WHOSE BID, CONFORMING TO
2 THE INVITATION FOR BIDS, WILL BE MOST ADVANTAGEOUS TO THE AUTHORITY,
3 PRICE AND OTHER FACTORS CONSIDERED; PROVIDED, THAT ALL BIDS MAY BE
4 REJECTED WHEN IT IS IN THE PUBLIC INTEREST TO DO SO.

5 C. DISPOSALS AND CONTRACTS FOR DISPOSAL MAY BE NEGOTIATED WITHOUT
6 REGARD TO PARAGRAPHS A AND B OF THIS SUBDIVISION BUT SUBJECT TO OBTAIN-
7 ING SUCH COMPETITION AS IS FEASIBLE UNDER THE CIRCUMSTANCES, IF:

8 (1) THE PERSONAL PROPERTY INVOLVED IS OF A NATURE AND QUANTITY WHICH,
9 IF DISPOSED OF UNDER PARAGRAPHS A AND B OF THIS SUBDIVISION, WOULD
10 ADVERSELY AFFECT THE STATE OR LOCAL MARKET FOR SUCH GOODS, AND THE ESTI-
11 MATED FAIR MARKET VALUE OF SUCH PROPERTY AND OTHER SATISFACTORY TERMS OF
12 DISPOSAL CAN BE OBTAINED BY NEGOTIATION;

13 (2) THE ESTIMATED FAIR MARKET VALUE OF THE PROPERTY INVOLVED DOES NOT
14 EXCEED FIFTEEN THOUSAND DOLLARS;

15 (3) BID PRICES AFTER ADVERTISING THEREFOR ARE NOT REASONABLE, AS TO
16 EITHER ALL OR SOME PART OF THE PROPERTY, OR HAVE NOT BEEN INDEPENDENTLY
17 ARRIVED AT IN OPEN COMPETITION;

18 (4) WITH RESPECT TO REAL PROPERTY ONLY, THE CHARACTER OR CONDITION OF
19 THE PROPERTY, THE NATURE OF THE INTEREST TO BE CONVEYED OR OTHER UNUSUAL
20 CIRCUMSTANCES MAKE IT IMPRACTICAL TO ADVERTISE PUBLICLY FOR COMPETITIVE
21 BIDS, AND THE FAIR MARKET VALUE OF THE PROPERTY AND OTHER SATISFACTORY
22 TERMS OF DISPOSAL CAN BE OBTAINED BY NEGOTIATION; OR

23 (5) THE DISPOSAL WILL BE TO THE STATE OF NEW YORK OR NEW JERSEY, ANY
24 MUNICIPALITY OR POLITICAL SUBDIVISIONS THEREOF, OR TAX-SUPPORTED AGEN-
25 CIES THEREIN, AND THE ESTIMATED FAIR MARKET VALUE OF THE PROPERTY AND
26 OTHER SATISFACTORY TERMS OF DISPOSAL ARE OBTAINED BY NEGOTIATION.

27 D. (1) AN EXPLANATORY STATEMENT SHALL BE PREPARED OF THE CIRCUMSTANCES
28 OF EACH DISPOSAL BY NEGOTIATION OF: (I) ANY PERSONAL PROPERTY WHICH HAS
29 AN ESTIMATED FAIR MARKET VALUE IN EXCESS OF FIFTEEN THOUSAND DOLLARS;
30 (II) ANY REAL PROPERTY THAT HAS AN ESTIMATED FAIR MARKET VALUE IN EXCESS
31 OF ONE HUNDRED THOUSAND DOLLARS, EXCEPT THAT ANY REAL PROPERTY DISPOSED
32 OF BY LEASE OR EXCHANGE SHALL ONLY BE SUBJECT TO CLAUSES (III) THROUGH
33 (V) OF THIS SUBPARAGRAPH; (III) ANY REAL PROPERTY DISPOSED OF BY LEASE
34 FOR A TERM OF FIVE YEARS OR LESS, IF THE ESTIMATED FAIR ANNUAL RENT IS
35 IN EXCESS OF ONE HUNDRED THOUSAND DOLLARS FOR ANY OF SUCH YEARS; (IV)
36 ANY REAL PROPERTY DISPOSED OF BY LEASE FOR A TERM OF MORE THAN FIVE
37 YEARS, IF THE TOTAL ESTIMATED RENT OVER THE TERM OF THE LEASE IS IN
38 EXCESS OF ONE HUNDRED THOUSAND DOLLARS; OR (V) ANY REAL PROPERTY OR REAL
39 AND RELATED PERSONAL PROPERTY DISPOSED OF BY EXCHANGE, REGARDLESS OF
40 VALUE, OR ANY PROPERTY ANY PART OF THE CONSIDERATION FOR WHICH IS REAL
41 PROPERTY.

42 (2) EACH SUCH STATEMENT SHALL BE TRANSMITTED TO THE PERSONS ENTITLED
43 TO RECEIVE COPIES OF THE REPORT REQUIRED UNDER THIS SECTION NOT LESS
44 THAN NINETY DAYS IN ADVANCE OF SUCH DISPOSAL, AND A COPY THEREOF SHALL
45 BE PRESERVED IN THE FILES OF THE AUTHORITY MAKING SUCH DISPOSAL.

46 S 1-D. 1. THE AUTHORITY SHALL NOT:

47 A. ISSUE ANY BOND, NOTE, OR OTHER DEBT OBLIGATION, OR

48 B. INCLUDE IN ANY COVENANT, BOND DOCUMENT, OR ANY OTHER INSTRUMENT ANY
49 PROVISION HAVING THE EFFECT OF EXTENDING THE TERM OF ANY BOND, NOTE, OR
50 OTHER DEBT OBLIGATION OR PERMITTING THE REFUNDING OR REFINANCING OF ANY
51 DEBT OBLIGATION FOR A TERM LONGER THAN THE TERM OF SUCH DEBT OBLIGATION
52 IN EFFECT ON THE EFFECTIVE DATE OF THIS SECTION, UNLESS SUCH ISSUANCE,
53 INCURRENCE, EXTENSION, REFUNDING, OR REFINANCING IS PERMITTED BY SUCH
54 STATUTORY LIMIT. NOTWITHSTANDING ANY OTHER PROVISION OF LAW, BONDS OR
55 NOTES MAY NOT BE SOLD IN A PRIVATE SALE BY THE AUTHORITY, UNLESS SUCH
56 SALE AND THE TERMS AND CONDITIONS THEREOF HAVE BEEN APPROVED IN WRITING

1 BY THE COMPTROLLER OF THE STATE OF NEW YORK AND THE STATE TREASURER OF
2 NEW JERSEY.

3 S 1-E. 1. AS USED IN THIS SECTION:

4 A. "AUTHORITY" OR "PORT AUTHORITY" MEANS THE PORT AUTHORITY OF NEW
5 YORK AND NEW JERSEY.

6 B. "CENTRAL PROCUREMENT OFFICER" OR "PROCUREMENT OFFICER" MEANS THE
7 INDEPENDENT PORT AUTHORITY CENTRAL PROCUREMENT OFFICER APPOINTED IN
8 ACCORDANCE WITH THIS SECTION.

9 C. "CONTRACTOR" MEANS ANY BIDDER, OFFEROR, OR PROPOSER FOR A PROCURE-
10 MENT CONTRACT AND SHALL INCLUDE ANY SUBCONTRACTOR OR OTHER REPRESENTATIVE OR PERSON WITH A FINANCIAL INTEREST ON BEHALF OF SUCH PERSON.

11 D. "IMPROPER LOBBYING INFLUENCE" MEANS ANY ATTEMPT TO INFLUENCE ANY
12 DETERMINATION OF AN EMPLOYEE OR REPRESENTATIVE OF THE AUTHORITY, IN
13 ORDER TO ACHIEVE PREFERENTIAL, UNEQUAL OR FAVORED CONSIDERATION OF A
14 PROPOSAL SUBMITTED FOR A PROCUREMENT CONTRACT AWARD, BASED ON CONSIDER-
15 ATIONS OTHER THAN THE MERITS OF THE PROPOSAL.

16 E. "LOBBYING" MEANS ANY ATTEMPT TO INFLUENCE ANY ACTION BY, OR COMMU-
17 NICATION DIRECTLY OR SOLICITING OTHERS TO COMMUNICATE WITH, ANY OFFICER,
18 EMPLOYEE, AGENT, CONSULTANT, OR ANY OTHER PERSON HAVING ANY POWER OR
19 AUTHORITY RELATED TO THE PROCUREMENT OF GOODS OR SERVICES IN SUPPORT,
20 CONSTRUCTION, PURCHASE, SALE OR LEASE OF REAL PROPERTY; THE ACQUISITION
21 OR GRANTING OF ANY OTHER INTEREST IN REAL PROPERTY; OR AUTHORITY FUNC-
22 TIONS OR OPERATIONS.

23 F. "PENDENCY OF A PROCUREMENT CONTRACT AWARD" MEANS THE PROCESSING
24 PERIOD FOR LETTING A PROCUREMENT CONTRACT, COMMENCING WITH THE EARLIEST
25 PUBLISHED WRITTEN NOTICE, ADVERTISEMENT OR SOLICITATION OF EXPRESSIONS
26 OF INTEREST OR PROPOSALS, AND ENDING WITH THE AUTHORITY'S FINAL CONTRACT
27 APPROVAL.

28 G. "PROCUREMENT CONTRACT" MEANS A WRITTEN CONTRACT LET BY THE AUTHORI-
29 TY FOR THE ACQUISITION OF GOODS OR SERVICES IN SUPPORT, CONSTRUCTION,
30 PURCHASE, SALE OR LEASE OF REAL PROPERTY; THE ACQUISITION OR GRANTING OF
31 OTHER INTEREST IN REAL PROPERTY OR OF AUTHORITY FUNCTIONS OR OPERATIONS.

32 H. "PROPOSAL" MEANS ANY PROPOSAL, QUOTATION, OFFER OR RESPONSE TO THE
33 AUTHORITY'S COMPETITIVE SOLICITATION OF SUBMISSIONS RELATING TO AN AWARD
34 OF A PROCUREMENT CONTRACT OR TO ANY UNSOLICITED PROPOSAL, QUOTATION,
35 OFFER OR SUBMISSION OF ANY POTENTIAL PROCUREMENT CONTRACT.

36 2. FOR PURPOSES OF THIS SECTION, "LOBBYING" SHALL NOT INCLUDE:

37 A. NONPROFIT MAKING AGENCIES FOR THE BLIND, AND QUALIFIED CHARITABLE
38 NONPROFIT AGENCIES FOR OTHER SEVERELY DISABLED PERSONS;

39 B. PARTICIPANTS, INCLUDING THOSE APPEARING ON BEHALF OF A CLIENT, IN A
40 PUBLICLY NOTICED CONFERENCE PURSUANT TO A REQUEST FOR BIDS OR PROPOSALS;

41 C. PERSONS WHO HAVE BEEN TENTATIVELY AWARDED A CONTRACT OR REPRESENT
42 PERSONS WHO HAVE BEEN TENTATIVELY AWARDED A CONTRACT AND ARE ENGAGED IN
43 COMMUNICATIONS WITH THE AUTHORITY SOLELY FOR THE PURPOSE OF NEGOTIATING
44 THE TERMS OF THE CONTRACT AFTER BEING NOTIFIED OF SUCH AWARD;

45 D. PERSONS OR THE REPRESENTATIVES OF PERSONS WHO:

46 (1) ARE A PARTY TO A PROTEST, APPEAL, OR OTHER PROCEEDING (INCLUDING
47 THE APPARENT SUCCESSFUL BIDDER OR CONTRACTOR AND HIS OR HER REPRESENTATIVE); OR
48

49 (2) REQUEST A REVIEW OF A PROCUREMENT DECISION;

50 E. THE SUBMISSION OF A BID OR PROPOSAL (WHETHER SUBMITTED ORALLY OR IN
51 WRITING) IN RESPONSE TO A REQUEST FOR BIDS OR PROPOSALS AS LONG AS THAT
52 PERSON IS AN OFFICIAL CONTACT ON THE PROPOSAL;

53 F. PROSPECTIVE BIDDERS OR PROPOSERS OR THEIR REPRESENTATIVES SUBMIT-
54 TING QUESTIONS TO A DESIGNATED AGENCY OR MUNICIPAL CONTACT SET FORTH IN
55 A REQUEST FOR BIDS OR PROPOSALS; AND
56

1 G. OFFICERS AND EMPLOYEES OF STATEWIDE ELECTED OFFICIALS INCLUDING
2 INDIVIDUALS WHO ACT AS PAID OR UNPAID ADVISORS OR CONSULTANTS TO STATE-
3 WIDE ELECTED OFFICIALS, EXCEPT MEMBERS OF AN ADVISORY COMMISSION, A
4 BOARD, OR AN AUTHORITY. FOR PURPOSES OF THIS PARAGRAPH, "AUTHORITY"
5 MEANS A PUBLIC AUTHORITY, A STATE AUTHORITY, OR A PUBLIC BENEFIT CORPO-
6 RATION CREATED BY OR EXISTING UNDER ANY LAW OF NEW YORK OR NEW JERSEY.

7 3. THE BOARD OF COMMISSIONERS, BY MAJORITY VOTE, SHALL APPOINT AN
8 INDEPENDENT CENTRAL PROCUREMENT OFFICER. THE CENTRAL PROCUREMENT OFFICER
9 SHALL WORK WITHIN THE CENTRAL PROCUREMENT OFFICE AND SHALL HAVE PRIMARY
10 RESPONSIBILITY FOR THE PREVENTION OF IMPROPER LOBBYING INFLUENCE IN
11 PROCUREMENT CONTRACTS. THE CENTRAL PROCUREMENT OFFICER IS AUTHORIZED TO
12 ADOPT OTHER PROCEDURAL CONTROLS OR RULES IN ADDITION TO THOSE ESTAB-
13 LISHED IN THIS SECTION IN CONSULTATION WITH THE CHAIRMAN OF THE AUTHORI-
14 TY. THE SALARY, STAFF AND OFFICE SPACE ALLOTTED TO THE CENTRAL PROCURE-
15 MENT OFFICER SHALL BE ESTABLISHED BY THE BOARD OF COMMISSIONERS, AND
16 SHALL BE CONSISTENT WITH THE TERMS ESTABLISHED FOR THE INSPECTOR GENERAL
17 AND INDEPENDENT BUDGET OFFICER. THE CENTRAL PROCUREMENT OFFICER SHALL
18 SERVE FOR A TERM OF FIVE YEARS.

19 THE CENTRAL PROCUREMENT OFFICER MAY BE REMOVED FROM OFFICE FOR CAUSE
20 BY THE BOARD OF COMMISSIONERS, AFTER A PUBLIC HEARING.

21 4. A. ALL PROPOSALS FOR PROCUREMENT CONTRACTS MUST INCLUDE THE NAME,
22 ADDRESS, TELEPHONE NUMBER, PLACE OF PRINCIPAL EMPLOYMENT, AND OCCUPATION
23 OF ALL PERSONS WHO WILL CONTACT THE AUTHORITY ON BEHALF OF THE CONTRAC-
24 TOR. THESE PERSON SHALL BE AUTHORIZED TO CONTACT THE AUTHORITY ON BEHALF
25 OF THE CONTRACTOR.

26 B. THE CENTRAL PROCUREMENT OFFICER SHALL REQUIRE THAT ALL REPRESENT-
27 TATIVES OF THE AUTHORITY WHO CONTACT CONTRACTORS OR THEIR REPRESENT-
28 TATIVES WITH REGARD TO A PROPOSAL, OR ARE CONTACTED BY CONTRACTORS OR
29 THEIR REPRESENTATIVES WITH REGARD TO A PROPOSAL, MUST REPORT SUCH
30 CONTACT TO THE CENTRAL PROCUREMENT OFFICER, INCLUDING THE NAME, DATE,
31 TIME, AND CONTENT OF THE CALL.

32 THE CENTRAL PROCUREMENT OFFICER SHALL CREATE A LISTING OF ALL PERSONS
33 WHO CONTACT ANY REPRESENTATIVE OF THE AUTHORITY WITH REGARD TO A
34 PROPOSAL OR PROCUREMENT CONTRACT AND A LISTING OF ALL PERSONS WHO WERE
35 CONTACTED BY ANY REPRESENTATIVE OF THE AUTHORITY WITH REGARD TO A
36 PROCUREMENT CONTRACT. SUCH REPORTS MUST INCLUDE THE NAME OF THE PERSON
37 WHO CONTACTED THE AUTHORITY, THE PERSON WHOM THE CONTACTOR IS REPRESENT-
38 ING, AND THE DATE AND TIME OF THE CONTACT, INCLUDING A BRIEF DESCRIPTION
39 OF THE CONTENT OF THE CALL.

40 C. IF ANY PERSON CONTACTS ANY REPRESENTATIVE OF THE AUTHORITY AND HIS
41 OR HER NAME IS NOT INCLUDED ON THE PROPOSAL AS REQUIRED IN THIS SECTION,
42 IT SHALL BE CONSIDERED IMPROPER LOBBYING INFLUENCE. THE CENTRAL PROCURE-
43 MENT OFFICER SHALL REPORT SUCH VIOLATION TO THE INSPECTOR GENERAL IMME-
44 DIATELY. ADDITIONALLY, NO STATE OFFICER OR EMPLOYEE SHALL ENGAGE IN
45 LOBBYING OR LOBBYING ACTIVITIES AS PROVIDED FOR IN THIS CHAPTER. SUCH
46 ACTION SHALL BE IMPROPER LOBBYING INFLUENCE.

47 D. DURING THE PENDENCY OF THE PROCUREMENT CONTRACT AWARD THERE SHALL
48 BE NO CONTACT BETWEEN A CONTRACTOR OR HIS OR HER REPRESENTATIVE AND THE
49 AUTHORITY EXCEPT FOR INFORMATIONAL OR TECHNICAL INFORMATION. GUIDELINES
50 FOR SUCH PERMITTED CONTACT SHALL BE ESTABLISHED BY THE INSPECTOR GENER-
51 AL. ALL OTHER CONTACT DURING THIS PERIOD SHALL CONSTITUTE IMPROPER
52 LOBBYING INFLUENCE. COMMUNICATION WITH THE AUTHORITY BY PERSONS OR
53 CONTRACTORS WHO HAVE BEEN TENTATIVELY AWARDED A CONTRACT OR REPRESENT
54 PERSONS WHO HAVE BEEN TENTATIVELY AWARDED A CONTRACT SOLELY FOR THE
55 PURPOSE OF NEGOTIATING THE TERMS OF THE CONTRACT AFTER BEING NOTIFIED OF

1 SUCH AWARD IS NOT PROHIBITED. SUCH CONTRACT MUST BE PROCESSED IN ACCORD-
2 ANCE WITH THE PROVISIONS OF THIS SUBDIVISION.

3 E. THE CENTRAL PROCUREMENT OFFICER UPON BEING NOTIFIED OF OR DISCOVER-
4 ING ATTEMPTED IMPROPER LOBBYING INFLUENCE SHALL IMMEDIATELY INVESTIGATE
5 SUCH ALLEGATION AND SHALL GIVE THE CONTRACTOR AN OPPORTUNITY TO BE HEARD
6 IN RESPONSE TO SUCH ALLEGATION. THE CENTRAL PROCUREMENT OFFICER OR ANY
7 REPRESENTATIVE OF THE AUTHORITY SHALL REPORT ANY ALLEGATIONS OF IMPROPER
8 LOBBYING INFLUENCE OR ATTEMPTED IMPROPER LOBBYING INFLUENCE IMMEDIATELY
9 TO THE INSPECTOR GENERAL AND THE CHAIRMAN OF THE AUTHORITY. IF IMPROPER
10 LOBBYING INFLUENCE OR ATTEMPTED IMPROPER LOBBYING INFLUENCE IS FOUND TO
11 HAVE OCCURRED, THEN THE AUTHORITY MAY IMPOSE SUCH SANCTION AS IT SHALL
12 DEEM APPROPRIATE, INCLUDING BUT NOT LIMITED TO THE ELIMINATION OF THE
13 PROPOSAL FROM CONSIDERATION. ANY DETERMINATION MADE BY THE AUTHORITY
14 SHALL BE REPORTED TO THE INSPECTOR GENERAL.

15 5. ALL RECORDS AND DOCUMENTS REQUIRED TO BE RETAINED BY THE AUTHORITY
16 IN THIS SECTION SHALL BE AVAILABLE FOR REVIEW BY THE PUBLIC.

17 6. THE CENTRAL PROCUREMENT OFFICER SHALL SUBMIT AN ANNUAL REPORT TO
18 THE INSPECTOR GENERAL BY JANUARY FIRST THAT REPORTS ON THE VARIOUS
19 PROCUREMENT CONTRACTS ENTERED INTO BY THE AUTHORITY, A LIST OF THE VARI-
20 OUS CONTRACTORS AND THEIR REPRESENTATIVES THAT CONTACTED THE AUTHORITY
21 WITH REGARD TO PROCUREMENT CONTRACTS, THE INSTANCES OF ANY ATTEMPTED OR
22 FOUND CASES OF IMPROPER LOBBYING INFLUENCE AND OTHER RELATED MATERIAL
23 AND INFORMATION THE CENTRAL PROCUREMENT OFFICER FINDS RELEVANT.

24 7. THE AUTHORITY, PRIOR TO MAKING AN AWARD OF A PROCUREMENT CONTRACT,
25 SHALL MAKE A DETERMINATION OF RESPONSIBILITY OF THE PROPOSED AWARDEE.
26 THE AUTHORITY SHALL ENSURE THAT EACH PROPOSAL FOR PROCUREMENT CONTRACTS
27 REQUIRES CONTRACTORS TO DISCLOSE FINDINGS OF NON-RESPONSIBILITY MADE
28 WITHIN THE PREVIOUS FIVE YEARS BY ANY AUTHORITY WHERE SUCH PRIOR FINDING
29 OF NON-RESPONSIBILITY WAS DUE TO INTENTIONAL PROVISION OF FALSE OR
30 INCOMPLETE INFORMATION TO AN AUTHORITY. IN MAKING A DETERMINATION OF
31 RESPONSIBILITY, THE AUTHORITY SHALL TAKE INTO ACCOUNT ANY SUCH PRIOR
32 FINDING AND SHALL NOT AWARD A CONTRACT TO SUCH CONTRACTOR. THE FAILURE
33 OF THE CONTRACTOR TO TIMELY DISCLOSE ACCURATE AND COMPLETE INFORMATION
34 OR TO OTHERWISE COOPERATE WITH THE AUTHORITY SHALL BE CONSIDERED BY THE
35 AUTHORITY IN ITS DETERMINATION OF THE RESPONSIBILITY OF SUCH CONTRACTOR.

36 8. EVERY PROCUREMENT CONTRACT SHALL CONTAIN A CERTIFICATION BY THE
37 AWARDEE THAT ALL INFORMATION PROVIDED TO THE AUTHORITY IS COMPLETE,
38 TRUE, AND ACCURATE AND SHALL CONTAIN A PROVISION AUTHORIZING THE AUTHOR-
39 ITY TO TERMINATE SUCH PROCUREMENT CONTRACT IN THE EVENT SUCH CERTIF-
40 ICATION IS FOUND TO BE INTENTIONALLY FALSE OR INTENTIONALLY INCOMPLETE.

41 9. ANY MEMBER, OFFICER, EMPLOYEE, OR REPRESENTATIVE OF THE AUTHORITY
42 WHO FAILS TO COMPLY WITH THIS SECTION SHALL BE SUBJECT TO APPROPRIATE
43 DISCIPLINARY ACTION BY THE AUTHORITY AND WHEN APPROPRIATE, DISCIPLINARY
44 ACTION SHALL BE TAKEN BY THE INSPECTOR GENERAL.

45 10. ANY PERSON OR ORGANIZATION THAT, WITH RESPECT TO ANY PROCUREMENT
46 OR WITH RESPECT TO PROPOSALS SUBMITTED TO THE AUTHORITY, ENGAGES IN
47 LOBBYING AND ANY PERSON OR ORGANIZATION THAT RETAINS, EMPLOYS, OR DESIG-
48 NATES ANY PERSON OR ORGANIZATION TO CARRY ON LOBBYING ACTIVITIES ON
49 BEHALF OF SUCH PERSON OR ORGANIZATION SHALL BE SUBJECT TO THE LOBBYING
50 REGISTRATION LAWS OF NEW YORK AND NEW JERSEY.

51 11. EVERY PERSON OR ORGANIZATION SUBJECT TO THE PROVISIONS OF NEW YORK
52 AND NEW JERSEY'S LOBBYING LAWS OR THIS SECTION AS A LOBBYIST OR CLIENT
53 BECAUSE OF ACTS RELATING TO PROCUREMENTS OR PROPOSALS TO THE AUTHORITY
54 SHALL FILE A COPY OF EACH DOCUMENT REQUIRED TO BE FILED UNDER THIS
55 SECTION WITH THE AUTHORITY.

1 12. THE CENTRAL PROCUREMENT OFFICE SHALL RECEIVE AND FILE DOCUMENTS
2 REQUIRED TO BE FILED UNDER THIS SECTION. THE AUTHORITY SHALL CATALOGUE
3 SUCH FILINGS BY THE NAME OF THE LOBBYIST, THE NAME OF THE CLIENT, AND BY
4 THE CONTRACT WHOM THE LOBBYIST HAS ATTEMPTED TO INFLUENCE ACTION ON
5 BEHALF OF THE CLIENT. THE AUTHORITY SHALL MAKE INFORMATION FURNISHED BY
6 LOBBYISTS AND CLIENTS AVAILABLE TO THE PUBLIC FOR INSPECTION AND COPYING
7 IN ELECTRONIC AND PAPER FORMATS. ACCESS TO SUCH INFORMATION SHALL ALSO
8 BE MADE AVAILABLE FOR REMOTE COMPUTER USERS THROUGH THE INTERNET
9 NETWORK.

10 13. NO CLIENT SHALL RETAIN OR EMPLOY ANY LOBBYIST FOR COMPENSATION,
11 THE RATE OR AMOUNT OF WHICH COMPENSATION IN WHOLE OR PART IS CONTINGENT
12 OR DEPENDENT UPON THE ACCEPTANCE OF OR DECISION REGARDING ANY PROPOSAL
13 OR PROCUREMENT CONTRACT BY THE AUTHORITY. THE METHODOLOGY BY WHICH
14 COMPENSATION IS DETERMINED MUST BE INCLUDED IN THE REPORTS REQUIRED.

15 S 6. This act shall take effect upon the enactment into law by the
16 state of New Jersey of legislation having an identical effect with this
17 act, but if the state of New Jersey shall have already enacted such
18 legislation, this act shall take effect immediately; provided that the
19 board of commissioners of the port authority of New York and New Jersey
20 shall notify the legislative bill drafting commission upon the occur-
21 rence of the enactment of the legislation provided for in sections two,
22 three, four and five of this act in order that the commission may main-
23 tain an accurate and timely effective data base of the official text of
24 the laws of the state of New York in furtherance of effectuating the
25 provisions of section 44 of the legislative law and section 70-b of the
26 public officers law.