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2011-2012 Regular Sessions

I N A S S E M B L Y

(PREFILED)

January 5, 2011

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

AN ACT to amend chapter 899 of the laws of 1984, relating to the creation of the Roosevelt Island operating corporation, in relation to the management of such corporation

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

1 Section 1. Chapter 899 of the laws of 1984, relating to the creation
2 of the Roosevelt Island operating corporation, subdivision 2 of section
3 3 as amended by chapter 766 of the laws of 2005, subdivision 5 of
4 section 3 as amended by chapter 55 of the laws of 1992, section 8 as
5 amended by chapter 770 of the laws of 1988, paragraph 2 of subdivision a
6 of section 8 as amended by chapter 804 of the laws of 1990 and section
7 10-a as added by chapter 493 of the laws of 2002, is amended to read as
8 follows:

9 Section 1. LEGISLATIVE DECLARATION. The legislature hereby finds,
10 determines and declares that: (a) the city of New York and the New York
11 state urban development corporation have entered into a lease and
12 related agreements providing for the urban development corporation to
13 use its statutory powers to create on Roosevelt Island a new community
14 which would retain and heighten the benefits of urban living while
15 preserving a sense of scale and open space for Roosevelt Island resi-
16 dents and New York city as a whole; (b) the urban development corpo-
17 ration [has] AND ITS SUCCESSORS HAVE constructed the first [phase] PHAS-
18 ES of the island's development, including public facilities, pursuant to
19 a general development plan for Roosevelt Island, [which plan is being]
20 updated [and] FROM TIME TO TIME, WHICH PLAN contemplates significant
21 future development on the island, including the provision of additional
22 housing, commercial, civic, recreational and other facilities; (c) [it
23 is in the public interest for] the urban development corporation [to

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

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1 transfer] HAS TRANSFERRED all of its rights and obligations with respect
2 to the development, operation and supervision of both such existing and
3 such proposed development to a public benefit corporation which [shall
4 be] HAS BEEN under the supervision of the commissioner of housing and
5 community renewal; and (d) it is in the public interest that [such a]
6 THE public benefit corporation plan, design, develop, operate, maintain
7 and manage Roosevelt Island, [that such corporation] AND have vested in
8 it such powers as are necessary or convenient to effectuate those func-
9 tions and that the division of housing and community renewal be author-
10 ized to assist such corporation in the performance of its duties with
11 respect to Roosevelt Island.

12 S 2. DEFINITIONS. As used in this act, the following terms shall have
13 the following meanings:

14 1. "City" shall mean the city of New York.

15 2. "Commissioner" shall mean the commissioner of housing and community
16 renewal.

17 3. "COMMUNITY ELECTION" SHALL MEAN AN ELECTION HELD ON ROOSEVELT
18 ISLAND FOR THE PURPOSE OF ELECTING THE PUBLIC MEMBERS TO THE ROOSEVELT
19 ISLAND OPERATING CORPORATION AS REQUIRED BY SECTION THREE OF THIS ACT.
20 COMMUNITY ELECTIONS ARE TO BE HELD AT THE SAME TIME AS A GENERAL
21 ELECTION EVERY THIRD YEAR OR SUCH OTHER TIME AS SHALL BE ESTABLISHED IN
22 THE BY-LAWS. SUCH COMMUNITY ELECTION SHALL BE CONDUCTED IN ACCORDANCE
23 WITH PROCEDURES ESTABLISHED IN THE BY-LAWS. THE CORPORATION SHALL
24 SELECT AN ENTITY TO BE RESPONSIBLE FOR CONDUCTING, MONITORING AND CERTI-
25 FYING THE ELECTION, EXCEPT IN THE INITIAL ELECTION. FOR THE INITIAL
26 ELECTION, THE EXISTING BOARD SHALL SELECT AN ENTITY EXPERIENCED IN
27 CONDUCTING SHAREHOLDER ELECTIONS TO BE RESPONSIBLE FOR CONDUCTING, MONI-
28 TORING AND CERTIFYING THE ELECTION.

29 4. "Corporation" shall mean the Roosevelt Island operating corporation
30 created by section three of this act.

31 [4.] 5. "Development subleases" shall mean (a) the sublease dated
32 August [first, nineteen hundred eighty] 1, 1980 between the urban devel-
33 opment corporation and the city, (b) the ground lease, dated October
34 [thirtieth, nineteen hundred seventy-two] 30, 1972, between the urban
35 development corporation and North Town Phase II Houses, Inc., (c) the
36 ground lease, dated April [twenty-fifth, nineteen hundred seventy-three]
37 25, 1973, between the urban development corporation and North Town Phase
38 III Houses, Inc., [and] (d) the restated ground lease, dated November
39 [thirtieth, nineteen hundred seventy-seven] 30, 1977, between the urban
40 development corporation and Rivercross Tenants' Corporation, (E) THE
41 GROUND LEASE BETWEEN THE CORPORATION AND MANHATTAN PARK DATED AUGUST 4,
42 1986, (F) THE GROUND LEASE BETWEEN THE CORPORATION AND RELATED AND
43 HUDSON COMPANIES DATED DECEMBER 21, 2001, (G) THE SUBLEASE BETWEEN THE
44 CORPORATION AND MEPT OCTAGON, LLC DATED NOVEMBER 3, 2004, AND (H) ALL
45 OTHER RELATED LEASES.

46 [5.] 6. "Division" shall mean the New York state division of housing
47 and community renewal.

48 [6.] 7. "Lease" shall mean the lease, dated December [twenty-third,
49 nineteen hundred sixty-nine] 23, 1969, as heretofore or hereafter
50 amended, among the city of New York, the New York state urban develop-
51 ment corporation and the Roosevelt Island development corporation,
52 pursuant to which the city leased substantially all of Roosevelt Island
53 to the New York state urban development corporation for development
54 substantially in accordance with the development plan referred to there-
55 in.

[7.] 8. "RESIDENT" SHALL MEAN, FOR THE PURPOSE OF THIS ACT, A PERSON OVER THE AGE OF EIGHTEEN RESIDING ON ROOSEVELT ISLAND FOR A PERIOD OF NOT LESS THAN ONE YEAR IMMEDIATELY PRECEDING ANY ELECTION HELD TO SELECT MEMBERS TO THE ROOSEVELT ISLAND OPERATING CORPORATION BOARD INCLUDING ANY ELECTION HELD TO FILL A VACANCY TO THE ROOSEVELT ISLAND OPERATING CORPORATION BOARD AS REQUIRED BY SUBDIVISION TWO OF SECTION THREE OF THIS ACT.

9. "Roosevelt Island" shall mean the island located in the East River, city and county of New York, extending from approximately fiftieth street to eighty-sixth street in Manhattan.

[8.] 10. "Safe affordable housing for everyone, inc." shall mean the New York corporation organized under article [six-A] 6-A of the private housing finance law and under the supervision and control of the commissioner.

[9.] 11. "Tramway franchise" shall mean the franchise for the Roosevelt Island tramway granted by the city to the urban development corporation on February [nineteenth, nineteen hundred seventy-four] 19, 1974.

[10.] 12. "Urban development corporation" shall mean the New York state urban development corporation AND ANY SUCCESSOR AGENCY.

S 3. ESTABLISHMENT OF CORPORATION; ORGANIZATION OF BOARD. 1. To effectuate the purposes and provisions of this act, there is hereby created the "Roosevelt Island operating corporation", which shall be a body corporate and politic constituting a public benefit corporation and a political subdivision of the state of New York.

2. The board of directors of the corporation shall be composed of nine members. One member shall be the commissioner, who shall serve as the chair; one member shall be the director of the budget; and THERE SHALL BE seven public members [shall be appointed by the governor with the advice and consent of the senate. Of the seven public members, two members, one of whom shall], TWO OF WHOM SHALL BE APPOINTED BY THE MAYOR OF THE CITY; AT LEAST ONE OF THE MAYOR'S APPOINTEES SHALL be a resident of Roosevelt Island[, shall be appointed upon the recommendation of the mayor of the city; and four additional members shall be residents of Roosevelt Island. Each member]. THE REMAINING FIVE PUBLIC MEMBERS SHALL BE RESIDENTS AND SHALL BE ELECTED IN A COMMUNITY ELECTION. THE INITIAL COMMUNITY ELECTION SHALL BE HELD ON THE DATE OF THE FIRST GENERAL ELECTION NEXT SUCCEEDING THE EFFECTIVE DATE OF THE CHAPTER OF THE LAWS OF TWO THOUSAND ELEVEN WHICH AMENDED THIS SUBDIVISION, AND THE FIRST MEETING OF EACH NEWLY ELECTED BOARD FOR THE PURPOSE OF ASSUMING THE OFFICE ITSELF SHALL BE HELD WITHIN TEN DAYS FOLLOWING SUCH ELECTION. EX-OFFICIO MEMBERS SHALL SERVE AS LONG AS THEY SHALL HOLD OFFICE, PUBLIC MEMBERS APPOINTED BY THE MAYOR SHALL SERVE AT THE PLEASURE OF THE MAYOR, OTHER MEMBERS shall serve for a term of [four] THREE years and until [his or her] A successor shall have been appointed and shall have qualified[, except that (a) two of the initial public members appointed by the governor, one of whom is a resident of Roosevelt Island, and the Roosevelt Island resident member appointed upon the recommendation of the mayor of the city shall serve for terms of two years each, and (b) the commissioner and the director of the budget shall serve so long as they continue to hold their respective offices]. Any action taken by the directors of the corporation shall be taken by majority vote of the directors then in office. VACANCIES THAT OCCUR IN THE BOARD'S FIVE ELECTED MEMBERS SHALL BE FILLED BY A RESIDENT APPOINTED BY THE MAYOR ON AN INTERIM BASIS UNTIL THE FOLLOWING COMMUNITY ELECTION. The elected public officials who represent Roosevelt Island shall be representatives to the board of directors of the corporation entitled to receive notice

1 of and attend all meetings of such board AND BE PROVIDED WITH ALL INFOR-
2 MATION RECEIVED BY THE MEMBERS FOR ALL AGENDA ITEMS but shall not be
3 entitled to vote. Failure to give such notice shall not [effect] AFFECT
4 the validity of any action taken at a meeting of such board. ALL MEET-
5 INGS OF THE BOARD OF DIRECTORS OR ANY COMMITTEE OF THE BOARD SHALL BE
6 SUBJECT TO THE OPEN MEETINGS LAW.

7 3. [The governor may fill any vacancy which occurs on the board of
8 directors of the corporation in a manner consistent with the original
9 appointment.] Any RESIDENT MAY FILE NOTICE OF HIS OR HER CANDIDACY AS A
10 PUBLIC MEMBER WITH THE BOARD OF DIRECTORS NOT MORE THAN 30 DAYS NOR LESS
11 THAN 15 DAYS PRIOR TO THE DATE SET FOR THE COMMUNITY ELECTION, OR AS
12 OTHERWISE PROVIDED IN BY-LAWS ADOPTED BY THE BOARD OF DIRECTORS AFTER
13 THE FIRST COMMUNITY ELECTION.

14 4. ANY PUBLIC member of the corporation may be removed [by the gover-
15 nor] for cause, UPON A TWO-THIRDS VOTE OF THE REMAINING BOARD MEMBERS,
16 but not without an opportunity to be heard, in person or by counsel, in
17 his OR HER defense, upon not less than ten days' written notice.

18 [4.] 5. The commissioner and the director of the budget may each
19 designate an officer or employee of his OR HER respective division to
20 represent such member at meetings of the corporation. Such designation
21 shall be by written notice filed with the chairman or the secretary of
22 the corporation by the member making the designation, and may be revoked
23 at any time by similar notice. Any representative so designated shall
24 have the power to attend and to vote at any meeting of the corporation
25 from which the member making the designation is absent with the same
26 force and effect as if the member making the designation were present
27 and voting. No such designation shall limit the right of the member
28 making the designation to attend and vote in person at any meeting of
29 the corporation.

30 [5.] 6. A member of the corporation who is not an officer or employee
31 of the state or the city shall not receive a salary or other compen-
32 sation, but shall be entitled to reimbursement for actual and necessary
33 expenses incurred in the performance of official duties as a member. A
34 member of the corporation who is not an officer or employee of the state
35 or the city may engage in private employment, or in a profession or
36 business, unless otherwise prohibited by law from doing so. Notwith-
37 standing any other provision of law, general, special, or local, no
38 officer or employee of the state or any civil division thereof shall be
39 deemed to have forfeited, or shall forfeit such office of employment
40 because of acceptance of membership in the corporation, or by virtue of
41 being an officer, employee or agent thereof.

42 S 4. POWERS OF CORPORATION. The corporation's powers shall be limited
43 to carrying out the development, management and operation of Roosevelt
44 Island. In carrying out such development, management and operation, the
45 corporation shall have the power to:

- 46 1. Sue and be sued;
- 47 2. Have a seal and alter the same at pleasure;
- 48 3. Make and alter by-laws for its organization and internal management
49 and make rules and regulations governing the use of its property and
50 facilities;
- 51 4. Make and execute contracts and all other instruments necessary or
52 convenient for the exercise of its powers and functions under this act;
53 PROVIDED, HOWEVER, THAT THE CORPORATION SHALL BE CONSIDERED A CORPO-
54 RATION AS THAT TERM IS USED IN SECTION 2879 OF THE PUBLIC AUTHORITIES
55 LAW;

1 5. Acquire in the name of the corporation by purchase, grant or gift,
2 or by the exercise of the power of eminent domain pursuant to the
3 eminent domain procedure law, or otherwise, real or personal property,
4 or any interest therein deemed necessary or desirable for the develop-
5 ment, management or operation of Roosevelt Island, including, without
6 limitation, leasehold interest, air and subsurface rights, easements and
7 lands under water at the site of Roosevelt Island or in the general
8 vicinity thereof, and to subject such property or interest therein to a
9 purchase money or other lien or security interest in connection with the
10 acquisition and development thereof, provided that the corporation shall
11 have no authority or power to issue any notes, bonds or other debt obli-
12 gations, whether for the purpose of financing the development of Roose-
13 velt Island or otherwise;

14 6. Hold and dispose of real or personal property for its corporate
15 purposes;

16 7. Appoint officers, agents and employees, prescribe their duties and
17 fix their compensation in accordance with a staffing and compensation
18 plan [submitted to and] approved by the [director of the budget] BOARD
19 OF DIRECTORS; AND SHALL HIRE A GENERAL MANAGER WITH BROAD, GENERAL MANA-
20 GERAL EXPERIENCE, WHO SHALL BE RESPONSIBLE TO THE BOARD FOR CARRYING
21 OUT THE POLICIES OF THE BOARD;

22 8. Engage the services of private consultants on a contract basis for
23 rendering professional and technical assistance advice;

24 9. Procure insurance against any loss in connection with its activ-
25 ities, properties and other assets, in such amount and from such insur-
26 ers as it deems desirable;

27 10. Charge and collect fees, rents and other charges for the occupancy
28 or other use of real or personal property or facilities owned, operated,
29 managed or regulated by the corporation;

30 11. Accept any gifts or grants of money or property, or financial or
31 other aid in any form, from the federal government, the state, or the
32 city (or any instrumentality of any such government) or from any other
33 source and, subject to the provisions of this act and other applicable
34 law, to comply with any conditions of such assistance and execute any
35 contracts or other instruments in connection therewith;

36 12. Invest any funds of the corporation, or any other monies under its
37 custody and control not required for immediate use or disbursement, at
38 the discretion of the corporation, in obligations of the state or the
39 United States government or obligations the principal and interest of
40 which are guaranteed by the state or the United States government, or in
41 any other obligations in which the comptroller of the state is author-
42 ized to invest pursuant to section [ninety-eight] 98 of the state
43 finance law;

44 13. Enter into such agreements with the state, the urban development
45 corporation and the city as the parties thereto deem appropriate to
46 effectuate the provisions of this act;

47 14. Assume and perform the obligations and responsibilities of the
48 urban development corporation under the lease, the tramway franchise,
49 and all other contracts, leases, and agreements heretofore entered into
50 by the urban development corporation relating to the development,
51 management and operation of Roosevelt Island (except that the corpo-
52 ration shall not assume any of the rights, duties and responsibilities
53 of the urban development corporation in relation to any bonds or notes
54 issued, or mortgages or security agreements held, by the urban develop-
55 ment corporation or any of its subsidiaries) and exercise all of the
56 rights of the urban development corporation with respect thereto; [and]

1 15. SUPPLEMENT ANY OF THE SERVICES PROVIDED BY OTHER GOVERNMENTAL
2 AGENCIES IN SUCH A WAY THAT WILL MAKE THE SERVICES TO RESIDENTS OF
3 ROOSEVELT ISLAND BETTER AND MORE COMPLETE THAN OTHERWISE POSSIBLE; AND

4 16. Do and perform all other acts necessary or convenient to carry out
5 the foregoing in connection with the development, management or opera-
6 tion of Roosevelt Island.

7 S 5. RULES AND REGULATIONS; APPROVAL OF DEVELOPMENT PLAN AMENDMENTS;
8 APPLICABILITY OF LOCAL LAWS. 1. The corporation shall promulgate such
9 rules and regulations as it shall deem appropriate to provide an oppor-
10 tunity for residents of Roosevelt Island to comment upon any major
11 amendment of the development plan for Roosevelt Island referred to in
12 the lease at a public hearing held prior to its adoption by the corpo-
13 ration.

14 2. [Any amendment of the development plan for Roosevelt Island
15 referred to in the lease shall be subject to the review and approval of
16 the director of the budget, and the corporation] THE CORPORATION shall
17 not enter into any agreement for the design or construction of any
18 improvement provided for in any [such] amendment TO THE DEVELOPMENT PLAN
19 FOR ROOSEVELT ISLAND prior to [such] approval BY THE BOARD OF DIRECTORS.

20 3. The requirements of all local laws, ordinances, codes, charters or
21 regulations shall be applicable to the construction, alteration or
22 improvement of any building or structure on Roosevelt Island[, provided
23 that the corporation may, in lieu of such compliance, determine that the
24 requirements of the New York state uniform fire prevention and building
25 code, formulated by the state fire prevention and building code council
26 pursuant to article eighteen of the executive law, shall be applicable
27 to such work. In the event of such compliance with the New York state
28 uniform fire prevention and building code, the city shall have no power
29 to modify any drawings, plans or specifications for such work or for the
30 plumbing, heating, lighting or other mechanical branches thereof, or to
31 require that any person, firm or corporation employed on any such work
32 perform the same except as provided by such plans and specifications or
33 obtain any additional authority, approval, permit or certificate from
34 the city in connection therewith].

35 S 6. POWERS AND DUTIES OF URBAN DEVELOPMENT CORPORATION; LEASE AND
36 TRAMWAY FRANCHISE. 1. The corporation shall perform all obligations of
37 the urban development corporation or any of its subsidiaries with
38 respect to the development, management and operation of Roosevelt
39 Island, including, without limitation, all such obligations arising
40 under the lease and the tramway franchise.

41 2. The urban development corporation, the division and the corporation
42 shall each use their best efforts to obtain any required consents to the
43 assignment of the lease and the tramway franchise from the urban devel-
44 opment corporation to the corporation and to any other assumption by the
45 corporation of the obligations of the urban development corporation or
46 any of its subsidiaries under any other contracts, leases, agreements or
47 instruments entered into by the urban development corporation, or any
48 such subsidiary, relating to the development, management or operation of
49 Roosevelt Island (other than any bonds or notes issued, or mortgages or
50 security agreements held, by the urban development corporation or any of
51 its subsidiaries) and, upon obtaining such consents, the corporation and
52 the urban development corporation shall enter into such agreements and
53 take such actions as shall be necessary to effectuate such assignments
54 and assumptions, provided that in order to permit the urban development
55 corporation to recover the investment which it has heretofore made in
56 the development of Roosevelt Island, such agreements shall provide

1 appropriate assurances satisfactory to the urban development corporation
2 (a) for the prompt payment directly to the urban development corporation
3 of (i) all sums from time to time due from lessees under the development
4 subleases and (ii) all sums received by the corporation from the city in
5 connection with the termination of the lease, and (b) for the amending
6 or supplementing of the development subleases to the extent, if any,
7 necessary to protect the rights of the holders of any mortgages on the
8 leasehold interests created thereunder. Nothing in this act shall (a)
9 constitute or authorize an assignment by the urban development corpo-
10 ration (or any subsidiary thereof) of any mortgage or security interest
11 held by the urban development corporation (or any such subsidiary) on
12 any real or personal property or interest therein on Roosevelt Island or
13 any rights or obligations of the urban development corporation (or any
14 such subsidiary) arising under any such mortgage or security agreement,
15 (b) relieve the urban development corporation of any of its obligations
16 under any bonds heretofore issued by the urban development corporation,
17 or (c) otherwise affect the interests of the holders of any such bonds.

18 3. All revenues (other than state appropriations) derived from the
19 contracts, leases, agreements or instruments assigned to or assumed by
20 the corporation pursuant to subdivision two of this section shall be
21 applied first to the payment of those obligations assigned to or assumed
22 by the corporation.

23 4. The urban development corporation and the corporation are hereby
24 authorized to enter into such agreements with the city as the corpo-
25 ration shall determine to be appropriate to amend, reform or supplement
26 the lease (including the development plan referred to therein) and the
27 tramway franchise in order to carry out the purposes of this act. The
28 provisions of any general, special or local law notwithstanding, the
29 city is hereby authorized[, upon the approval of the board of estimate
30 of the city,] to enter into any such agreements with the corporation and
31 the urban development corporation.

32 S 7. EQUAL EMPLOYMENT OPPORTUNITIES. 1. The corporation shall not
33 discriminate against employees or applicants for employment because of
34 race, creed, color, national origin, sex, age, disability or marital
35 status, and will undertake or continue programs of affirmative action to
36 ensure that minority group persons and women are afforded equal employ-
37 ment opportunity without discrimination. Such action shall be taken with
38 reference, but not be limited, to recruitment, employment, job assign-
39 ment, promotion, upgrading, demotion, transfer, layoff, termination,
40 rate of pay or other forms of compensation, and selections for training
41 or retraining, including apprenticeship and on-the-job training. SUBJECT
42 TO ANY COLLECTIVE BARGAINING AGREEMENT IN EFFECT, ALL PERSONS WHO HAVE
43 COMPLETED A PROBATIONARY PERIOD WITH AND ARE THEN EMPLOYED BY THE CORPO-
44 RATION AS OF JANUARY FIRST NEXT SUCCEEDING THE EFFECTIVE DATE OF THE
45 CHAPTER OF THE LAWS OF TWO THOUSAND ELEVEN WHICH AMENDED THIS SECTION
46 MAY APPLY FOR AND SHALL BE GIVEN PREFERENCE IN FILLING POSITIONS ON THE
47 REVISED TABLE OF ORGANIZATION CREATED BY THE CORPORATION.

48 2. The corporation shall request each employment agency, labor union,
49 or authorized representative of workers with which it has a collective
50 bargaining or other agreement or understanding, to furnish a written
51 statement that such employment agency, labor union or representative
52 shall not discriminate because of race, creed, color, national origin,
53 sex, age, disability or marital status and that such union or represen-
54 tative will cooperate in the implementation of the corporation's obli-
55 gations hereunder.

1 3. The corporation shall state, in all solicitations or advertisements
2 for employees placed by or on behalf of the corporation, that all quali-
3 fied applicants will be afforded equal employment opportunity without
4 discrimination because of race, creed, color, national origin, sex, age,
5 disability or marital status.

6 4. The corporation shall seek meaningful participation by minority
7 business enterprises in the programs of the corporation and shall
8 actively and affirmatively promote and assist their participation in the
9 corporation's programs, so as to facilitate the award of a fair share of
10 contracts to such enterprises. For purposes hereof, "minority business
11 enterprise" shall mean any business enterprise which is at least
12 [fifty-one] 51 per centum owned by, or in the case of publicly owned
13 business, at least [fifty-one] 51 per centum of the stock of which is
14 owned by, citizens or permanent resident aliens who are Black, Hispanic,
15 Asian, American Indian or women, and such ownership interest is real,
16 substantial and continuing.

17 S 8. [a.] NOTICE OF CLAIMS. 1. The state shall indemnify and hold
18 harmless the corporation, urban development corporation and safe afford-
19 able housing for everyone, inc., and pursuant to section [seventeen] 17
20 of the public officers law, their respective officers, directors and
21 employees, from and against any and all liability, claim, loss, damage,
22 suit or judgment and any and all costs and expenses (including, but not
23 limited to, counsel fees and disbursements) that such corporations or
24 their officers, directors or employees may suffer or incur, whether
25 before or after the date hereof, as a result of either (a) the develop-
26 ment, management or operation of Roosevelt Island or (b) the performance
27 or non-performance by the division of any of its obligations or duties
28 with respect to Roosevelt Island. All of the provisions of section
29 [seventeen] 17 of the public officers law which are not inconsistent
30 with this section shall apply to the officers, directors, and employees
31 of such corporations, including the provisions relating to the defense
32 by the attorney general or private counsel of any civil action and the
33 payment of legal costs incurred in connection with the defense of any
34 such action. Any member, officer or employee of such corporations seek-
35 ing to be saved harmless or indemnified or to claim any other benefits
36 available pursuant to this section or section [seventeen] 17 of the
37 public officers law shall comply with the procedural requirements of
38 such section [seventeen] 17. As used in this section the terms
39 "member", "officer" and "employee" shall include a former member, offi-
40 cer or employee, his estate or judicially appointed personal represen-
41 tative.

42 2. A notice of claim, served in accordance with the provisions of
43 section [fifty-e] 50-E of the general municipal law, shall be a condi-
44 tion precedent to the commencement of an action against the corporation,
45 its officers, directors and employees. No such action shall be commenced
46 more than one year after it has accrued, except that an action against
47 the corporation for wrongful death shall be commenced within the notice
48 of claim and time limitation provisions of title [eleven] 11 of article
49 [nine] 9 of the public authorities law.

50 [b. 1.] 3. Notwithstanding the provisions of section [one hundred
51 thirteen] 113 of the retirement and social security law and any other
52 general, special or local law, the Roosevelt Island operating corpo-
53 ration shall provide to persons employed by the Roosevelt Island operat-
54 ing corporation any retirement, disability, death or other benefits
55 provided or required pursuant to any agreement with a labor union of
56 which its employees are members, and the Roosevelt Island operating

1 corporation is hereby authorized to retroactively or in the future make
2 such contributions as may be necessary to provide such benefits.

3 [2.] 4. For purposes of the retirement and social security law,
4 persons employed by the Roosevelt Island operating corporation and to
5 whom the Roosevelt Island operating corporation provides any retirement,
6 disability, death and other benefits required pursuant to any agreement
7 with a labor union of which its employees are members, shall be deemed
8 not to be employees of the Roosevelt Island operating corporation. Such
9 other persons who are employees of the Roosevelt Island operating corpo-
10 ration as of the effective date of this act shall be eligible to receive
11 credit under the retirement and social security law for previous service
12 with the entities (or where applicable, their subsidiaries) made subject
13 to section [seventeen] 17 of the public officers law by subdivision [a]
14 ONE of this section.

15 S 9. ANNUAL BUDGET AND REPORT. 1. On or before September [fifteenth,
16 nineteen hundred eighty-four] 15, 1984 and on each September fifteenth
17 thereafter, the [chairman] GENERAL MANAGER of the corporation shall make
18 and deliver to the director of the budget for his OR HER review AND TO
19 THE BOARD OF DIRECTORS a proposed budget for the operation of the corpo-
20 ration for the next fiscal year of the state. The [chairman] CHAIR of
21 the corporation shall also deliver a copy of such budget to the [chair-
22 man] CHAIR of the senate finance committee and the [chairman] CHAIR of
23 the assembly ways and means committee at the same time that the budget
24 is delivered to the director of the budget. The budget shall include the
25 total amount needed for corporate purposes, including the funds required
26 by the corporation for operation of Roosevelt Island facilities and
27 improvements, the source of all funds that the corporation expects to
28 receive and such other information as the director of the budget shall
29 require OR AS MAY BE REQUIRED BY THE BOARD OF DIRECTORS. The governor
30 shall recommend in his OR HER annual budget such appropriations to the
31 corporation for its CAPITAL NEEDS AND operations WHICH ARE IDENTIFIED IN
32 THE AUDITS CONDUCTED PURSUANT TO SECTION SEVENTEEN OF THIS ACT as he OR
33 SHE deems necessary. THE BOARD OF DIRECTORS SHALL MEET THE REQUIREMENTS
34 OF SUBDIVISION TWO OF THIS SECTION WITH RESPECT TO NOTICE AND A PUBLIC
35 HEARING BEFORE A VOTE ON THE BUDGET MAY BE HELD.

36 2. THE GENERAL MANAGER SHALL PUBLISH IN A PAPER OF GENERAL CIRCULATION
37 WITHIN THE COMMUNITY A DATE FOR A PUBLIC HEARING AND A NOTICE THAT THE
38 PROPOSED BUDGET IS AVAILABLE FOR PUBLIC INSPECTION. SUCH PUBLIC HEARING
39 ON THE BUDGET SHALL BE HELD WITHIN 30 DAYS, BUT NOT LESS THAN 15 DAYS,
40 AFTER THE DATE OF PUBLICATION. THE BOARD OF DIRECTORS SHALL APPROVE THE
41 BUDGET PRIOR TO THE BEGINNING OF THE FISCAL YEAR.

42 3. The [corporation] GENERAL MANAGER shall submit to the director of
43 the budget, [chairman] CHAIR of the senate finance committee [and chair-
44 man], THE CHAIR of the assembly ways and means committee AND THE BOARD
45 OF DIRECTORS, within ninety days after the end of its fiscal year, a
46 complete and detailed report setting forth (a) [its] THE CORPORATION'S
47 operations and accomplishments, and (b) its receipts and expenditures
48 during such fiscal year in accordance with categories and classifica-
49 tions established by the corporation, [with the approval of the director
50 of the budget,] for its operating and capital outlay purposes. THE
51 GENERAL MANAGER SHALL MAKE AVAILABLE FOR PUBLIC INSPECTION A COPY OF
52 SUCH REPORT.

53 S 10. FUTURE MANAGEMENT STUDY. The [corporation] BOARD OF DIRECTORS
54 shall [also] APPOINT A COMMITTEE OF ROOSEVELT ISLAND RESIDENTS TO study
55 the future operation and management of Roosevelt Island AT LEAST ONCE

1 IN EACH DECADE. [Such study shall be completed by December thirty-
2 first, nineteen hundred eighty-five.]

3 S 10-a. Open space development prohibited. Notwithstanding any other
4 provision of this act, or any other law to the contrary, on or after the
5 effective date of this section, no further development or construction
6 for other than park purposes shall be permitted on any real property
7 which is identified as open space areas in the general development plan
8 as amended May 10, 1990 and approved by the board of estimate of the
9 city of New York on August 17, 1990 and referred to in the lease defined
10 in subdivision [six] SEVEN of section two of this act, and on such real
11 property shall remain open space areas for the duration of the lease
12 [unless such development or construction includes the reconstruction,
13 restoration, rehabilitation or preservation of the historic landmarks
14 located in such open space areas and furthers the use of the areas
15 surrounding the historic landmarks as open space areas]. Open space
16 areas, as used in this section shall INCLUDE, BUT NOT be limited to
17 Lighthouse park, Octagon park, Blackwell park, and South Point park.

18 S 11. LIABILITY FOR COMMUNITY OBLIGATIONS; TAX EXEMPTION. 1. The
19 obligations of the corporation shall not be debts of the state, and the
20 state shall not be liable thereon, and such obligations shall not be
21 payable out of any funds other than those of the corporation.

22 2. It is hereby found, determined and declared that the creation of
23 the corporation and the carrying out of its purposes is in all respects
24 for the benefit of the people of the state and is a public purpose, and
25 that the corporation will be performing an essential governmental func-
26 tion in the exercise of the powers conferred upon it by this act. The
27 corporation and its operations, property and moneys shall be free and
28 exempt from taxation of every kind by the city and the state and any
29 subdivision thereof. Except as hereinabove provided and except as may
30 otherwise specifically be provided, nothing contained in this act shall
31 confer exemption from any tax, assessment or fee upon any person, firm,
32 corporation or other entity, or upon the obligations of any of them.

33 3. ANY EXPENDITURES OF THE CORPORATION SHALL BE IN ACCORDANCE WITH THE
34 ADOPTED BUDGET OR A MODIFICATION APPROVED BY THE BOARD OF DIRECTORS.
35 EXPENDITURES SHALL BE MADE BY CHECK, SIGNED AS PROVIDED BY THE BY-LAWS.

36 S 12. DIVISION OF HOUSING AND COMMUNITY RENEWAL; ASSISTANCE AND
37 SERVICES. The corporation may from time to time request the division to
38 perform such services and render such technical assistance to the corpo-
39 ration with respect to the development, management or operation of
40 Roosevelt Island as the corporation deems necessary or convenient and
41 may provide for the reimbursement to the division by the corporation of
42 the reasonable cost of such services. The division is hereby authorized
43 to perform such services and render such technical assistance as may be
44 agreed upon between the division and the corporation pursuant to this
45 section. In addition, the commissioner is hereby authorized to represent
46 the corporation in any negotiations with the city concerning amendments
47 or supplements to or reformations of the lease and tramway franchise as
48 contemplated by section six of this act.

49 S 13. OPERATION OF MOTOR VEHICLES. In addition to any other power
50 conferred upon it by this act, the corporation is hereby authorized to
51 prescribe rules and regulations governing the operation (including the
52 parking, standing or stopping) of vehicles on Roosevelt Island; provided
53 however, that such rules and regulations shall not UNREASONABLY restrict
54 access to any city facilities situated on Roosevelt Island nor unreason-
55 ably restrict parking by city of New York employees, their visitors and
56 invitees IN THE IMMEDIATE VICINITY OF SUCH CITY FACILITIES. The

1 violation of such rules or regulations shall be an offense punishable
2 upon a first conviction thereof by a fine of not more than [fifty] 50
3 dollars, upon a second within a period of [eighteen] 18 months by a fine
4 of not more than [one hundred fifty] 150 dollars, and upon a third or
5 subsequent conviction thereof within a period of [eighteen] 18 months by
6 a fine of not more than [one hundred fifty] 150 dollars, or by imprison-
7 ment for not more than [thirty] 30 days, or by both such fine and such
8 imprisonment. For purposes of enforcement and administration of such
9 rules and regulations, including but not limited to conferring jurisdic-
10 tion with respect thereto upon the applicable courts and administrative
11 tribunals, all provisions of law relating to, and rules or regulations
12 of, the New York city department of transportation not inconsistent with
13 this act shall be applicable.

14 S 14. SEPARABILITY OF PROVISIONS. If any section, clause or provision
15 of this act or the application thereof shall be adjudged invalid, such
16 judgment shall not affect or invalidate any other section, clause or
17 provision of this act.

18 S 15. TRANSFER OF FUNDS. 1. Notwithstanding the provisions of any
19 general or special law, the director of the budget is authorized to
20 transfer to the corporation from funds appropriated to the division for
21 the fiscal year beginning April [first, nineteen hundred eighty-four] 1,
22 1984, the amount he determines necessary to carry out the provisions of
23 this act, including providing for Roosevelt Island operations, capital
24 improvement program and any other appropriate management expenses.

25 2. Notwithstanding the provisions of any general or special law, no
26 part of such appropriations shall be available for the purposes desig-
27 nated until a certificate of approval of availability shall have been
28 issued by the director of the budget and a copy of such certificate is
29 filed with the state comptroller, the [chairman] CHAIR of the senate
30 finance committee and the [chairman] CHAIR of the assembly ways and
31 means committee. Such certificate may be amended from time to time,
32 subject to the approval of the director of the budget, and a copy of
33 each such amendment shall be filed with the state comptroller, the
34 [chairman] CHAIR of the senate finance committee and the [chairman]
35 CHAIR of the assembly ways and means committee.

36 S 16. TRANSITIONAL RULE. IMMEDIATELY AFTER THE EFFECTIVE DATE OF THE
37 CHAPTER OF THE LAWS OF TWO THOUSAND ELEVEN WHICH AMENDED THIS SECTION,
38 AND UNTIL THE PUBLIC MEMBERS OF THE BOARD OF DIRECTORS HAVE BEEN ELECTED
39 IN A COMMUNITY ELECTION, THE EXISTING BOARD OF DIRECTORS SHALL MAKE NO
40 CONTRACT, COMMITMENT OR OBLIGATION WITH A DURATION OF MORE THAN THREE
41 MONTHS.

42 S 17. AUDITS. ON OR BEFORE THE NINETIETH DAY FOLLOWING THE COMPLETION
43 OF THE FIRST COMMUNITY ELECTION PURSUANT TO SECTION THREE OF THIS ACT,
44 THE BOARD OF DIRECTORS, IN CONSULTATION WITH THE COMMISSIONER AND THE
45 DIRECTOR OF THE BUDGET, SHALL CONTRACT FOR TWO AUDITS. THE FIRST AUDIT
46 SHALL CONSIST OF A THOROUGH FINANCIAL AUDIT OF THE CORPORATION, INCLUD-
47 ING, THE PERIOD THREE YEARS PRIOR TO THE EFFECTIVE DATE OF THIS SECTION
48 TO THE PRESENT, AND SHALL ASSESS THE ABILITY OF THE CORPORATION TO MEET
49 ITS FUTURE OBLIGATIONS AND LIABILITIES WITH ANTICIPATED REVENUES. THE
50 SECOND AUDIT SHALL CONSIST OF AN INDEPENDENT ENGINEERING STUDY OF THE
51 PHYSICAL STRUCTURES, IMPROVEMENTS AND INFRASTRUCTURE WHICH THE CORPO-
52 RATION IS RESPONSIBLE TO OPERATE OR MAINTAIN INCLUDING A REVIEW OF ALL
53 EXISTING STUDIES OR OTHER DOCUMENTS AND SHALL IDENTIFY ANY MAINTENANCE
54 OR REPAIRS WHICH ARE REQUIRED OR COULD REASONABLY BE EXPECTED AND THE
55 COST OF SUCH MAINTENANCE OR REPAIRS.

1 S 18. CERTIFICATIONS. WITHIN 60 DAYS OF THE RECEIPT OF THE FINANCE
2 AUDIT REQUIRED BY SECTION SEVENTEEN OF THIS ACT, THE DIRECTOR OF THE
3 BUDGET SHALL REPORT TO THE GOVERNOR, THE TEMPORARY PRESIDENT OF THE
4 SENATE AND THE SPEAKER OF THE ASSEMBLY ON THE FISCAL CONDITION OF THE
5 CORPORATION, ITS REVENUE NEEDS TO MEET CURRENT AND FUTURE OBLIGATIONS
6 AND RECOMMENDATIONS FOR FUNDING ALTERNATIVES. ALSO WITHIN 60 DAYS OF
7 RECEIPT OF THE PHYSICAL AUDIT REQUIRED BY SECTION SEVENTEEN OF THIS ACT,
8 THE COMMISSIONER SHALL PROVIDE A REPORT TO THE GOVERNOR, THE TEMPORARY
9 PRESIDENT OF THE SENATE AND THE SPEAKER OF THE ASSEMBLY CONCERNING THE
10 PHYSICAL CONDITION OF ROOSEVELT ISLAND AND ITS INFRASTRUCTURE AND
11 IMPROVEMENTS FOR WHICH THE ISLAND IS RESPONSIBLE, AN ANALYSIS OF THE
12 CAPITAL FUNDING NEEDS OF THE CORPORATION AND RECOMMENDATIONS FOR FUNDING
13 ALTERNATIVES.

14 S 19. BONDS OF THE CORPORATION. 1. THE CORPORATION SHALL HAVE THE
15 POWER AND IS HEREBY AUTHORIZED FROM TIME TO TIME TO ISSUE BONDS UP TO
16 THE AGGREGATE PRINCIPAL AMOUNT OF TWENTY-FIVE MILLION DOLLARS OUTSTAND-
17 ING AT ANY ONE TIME. THE CORPORATION SHALL FURTHER HAVE POWER FROM TIME
18 TO TIME AND WHENEVER IT DEEMS REFUNDING EXPEDIENT, TO REFUND ANY BONDS
19 BY THE ISSUANCE OF NEW BONDS, WHETHER THE BONDS TO BE REFUNDED HAVE OR
20 HAVE NOT MATURED, AND MAY ISSUE BONDS PARTLY TO REFUND BONDS THEN
21 OUTSTANDING AND PARTLY FOR ANY OTHER PURPOSE DESCRIBED IN THIS ACT.
22 BONDS OF THE CORPORATION SHALL BE REVENUE OBLIGATIONS PAYABLE FROM AND
23 SECURED SOLELY BY SUCH REVENUES AS THE CORPORATION DETERMINES ARE AVAIL-
24 ABLE THEREFOR AND UPON SUCH TERMS AND CONDITIONS AS SPECIFIED BY THE
25 CORPORATION IN THE RESOLUTION UNDER WHICH THE BONDS ARE ISSUED.

26 2. THE CORPORATION MAY ALSO ENTER INTO LOAN AGREEMENTS, LINES OF CRED-
27 IT AND OTHER SECURITY AGREEMENTS AND OBTAIN FOR OR ON ITS BEHALF LETTERS
28 OF CREDIT, INSURANCE, GUARANTEES OR OTHER CREDIT ENHANCEMENTS TO THE
29 EXTENT NOW OR HEREAFTER AVAILABLE, IN EACH CASE FOR SECURING ITS BONDS
30 OR TO PROVIDE DIRECT PAYMENT OF ANY COSTS WHICH THE CORPORATION IS
31 AUTHORIZED TO PAY.

32 3. (A) BONDS SHALL BE AUTHORIZED BY RESOLUTION OF THE BOARD OF DIREC-
33 TORS, BE IN SUCH DENOMINATIONS AND BEAR SUCH DATE OR DATES AND MATURE AT
34 SUCH TIME OR TIMES, AS SUCH RESOLUTION MAY PROVIDE, PROVIDED THAT BONDS
35 AND RENEWALS THEREOF SHALL MATURE WITHIN 30 YEARS FROM THE DATE OF
36 ORIGINAL ISSUANCE OF ANY SUCH BONDS. ANY SUCH RESOLUTION MAY DELEGATE
37 TO AN OFFICER OR COMMITTEE OF THE CORPORATION, AND ANY SUCH COMMITTEE
38 MAY DELEGATE TO AN OFFICER, THE POWER TO ISSUE SUCH BONDS FROM TIME TO
39 TIME AND TO FIX THE DETAILS OF ANY SUCH ISSUES OF BONDS BY AN APPROPRI-
40 ATE CERTIFICATE OF SUCH AUTHORIZED OFFICER.

41 (B) BONDS SHALL BE SUBJECT TO SUCH TERMS OF REDEMPTION, BEAR INTEREST
42 AT SUCH RATE OR RATES, BE PAYABLE AT SUCH TIMES, BE IN SUCH FORM, EITHER
43 COUPON OR REGISTERED, CARRY SUCH REGISTRATION PRIVILEGES, BE EXECUTED IN
44 SUCH MANNER, BE PAYABLE IN SUCH MEDIUM OF PAYMENT AT SUCH PLACE OR PLAC-
45 ES, AND BE SUBJECT TO SUCH TERMS AND CONDITIONS AS SUCH RESOLUTION MAY
46 PROVIDE. NOTWITHSTANDING ANY OTHER PROVISION OF LAW, THE BONDS OF THE
47 CORPORATION ISSUED PURSUANT TO THIS SECTION SHALL BE SOLD TO THE BIDDER
48 OFFERING THE LOWEST TRUE INTEREST COST, TAKING INTO CONSIDERATION ANY
49 PREMIUM OR DISCOUNT NOT LESS THAN 4 NOR MORE THAN 15 DAYS, SUNDAY
50 EXCEPTED, AFTER A NOTICE OF SUCH SALE HAS BEEN PUBLISHED AT LEAST ONCE
51 IN A NEWSPAPER OF GENERAL CIRCULATION IN THE AREA SERVED BY THE CORPO-
52 RATION, WHICH SHALL STATE THE TERMS OF THE SALE. THE TERMS OF THE SALE
53 MAY NOT CHANGE UNLESS NOTICE OF SUCH CHANGE IS PUBLISHED IN SUCH NEWSPA-
54 PER AT LEAST ONE DAY PRIOR TO THE DATE OF THE SALE AS SET FORTH IN THE
55 ORIGINAL NOTICE OF SALE. ADVERTISEMENTS SHALL CONTAIN A PROVISION TO THE
56 EFFECT THAT THE CORPORATION, IN ITS DISCRETION, MAY REJECT ANY OR ALL

1 BIDS MADE PURSUANT TO SUCH ADVERTISEMENTS, AND IN THE EVENT OF SUCH
2 REJECTION, THE CORPORATION IS AUTHORIZED TO READVERTISE FOR BIDS IN THE
3 FORM AND MANNER ABOVE DESCRIBED AS MANY TIMES AS, IN ITS JUDGMENT, MAY
4 BE NECESSARY TO EFFECT SATISFACTORY SALE.

5 (C) NOTWITHSTANDING THE PROVISIONS OF PARAGRAPH (B) OF THIS SUBDIVI-
6 SION, WHENEVER IN THE JUDGMENT OF THE AUTHORITY THE INTERESTS OF THE
7 CORPORATION WILL BE SERVED THEREBY, THE MEMBERS OF THE BOARD OF DIREC-
8 TORS, ON THE WRITTEN RECOMMENDATION OF THE CHAIRPERSON MAY AUTHORIZE THE
9 SALE OF SUCH BONDS AT PRIVATE OR PUBLIC SALE ON A NEGOTIATED BASIS OR ON
10 EITHER A COMPETITIVE OR NEGOTIATED BASIS. THE CORPORATION SHALL SET
11 GUIDELINES GOVERNING THE TERMS AND CONDITIONS OF ANY SUCH PRIVATE OR
12 PUBLIC SALES. THE PRIVATE OR PUBLIC BOND SALE GUIDELINES SET BY THE
13 CORPORATION SHALL INCLUDE, BUT NOT BE LIMITED TO, A REQUIREMENT THAT
14 WHERE THE INTERESTS OF THE CORPORATION WILL BE SERVED BY A PRIVATE OR
15 PUBLIC SALE OF BONDS, THE CORPORATION SHALL SELECT UNDERWRITERS TAKING
16 INTO ACCOUNT, AMONG OTHER THINGS, QUALIFICATIONS OF UNDERWRITERS AS TO
17 EXPERIENCE, THEIR ABILITY TO STRUCTURE AND SELL CORPORATION BOND ISSUES,
18 ANTICIPATED COSTS TO THE AUTHORITY, THE PRIOR EXPERIENCE OF THE AUTHORI-
19 TY WITH THE FIRM, IF ANY, THE CAPITALIZATION OF SUCH FIRMS, PARTIC-
20 IPATION OF QUALIFIED MINORITY AND WOMEN-OWNED BUSINESS ENTERPRISE FIRMS
21 IN SUCH PRIVATE OR PUBLIC SALES OF BONDS OF THE CORPORATION AND THE
22 EXPERIENCE AND ABILITY OF FIRMS UNDER CONSIDERATION TO WORK WITH MINORI-
23 TY AND WOMEN-OWNED BUSINESS ENTERPRISES SO AS TO PROMOTE AND ASSIST
24 PARTICIPATION BY SUCH ENTERPRISES.

25 (D) THE CORPORATION SHALL HAVE THE POWER FROM TIME TO TIME TO AMEND
26 SUCH PRIVATE BOND SALE GUIDELINES IN ACCORDANCE WITH THE PROVISIONS OF
27 THIS SUBDIVISION.

28 (E) NO PRIVATE OR PUBLIC BOND SALE ON A NEGOTIATED BASIS SHALL BE
29 CONDUCTED BY THE CORPORATION WITHOUT PRIOR APPROVAL OF THE STATE COMP-
30 TROLLER. THE CORPORATION SHALL ANNUALLY PREPARE AND APPROVE A BOND SALE
31 REPORT WHICH SHALL INCLUDE THE PRIVATE OR PUBLIC BOND SALE GUIDELINES AS
32 SPECIFIED IN THIS SUBDIVISION, AMENDMENTS TO SUCH GUIDELINES SINCE THE
33 LAST PRIVATE OR PUBLIC BOND SALE REPORT, AN EXPLANATION OF THE BOND SALE
34 GUIDELINES AND AMENDMENTS, AND THE RESULTS OF ANY SALE OF BONDS
35 CONDUCTED DURING THE FISCAL YEAR. SUCH BOND SALE REPORT MAY BE A PART OF
36 ANY OTHER ANNUAL REPORT THAT THE CORPORATION IS REQUIRED TO MAKE.

37 (F) THE CORPORATION SHALL ANNUALLY SUBMIT ITS BOND SALE REPORT TO THE
38 DIRECTOR OF THE BUDGET, STATE COMPTROLLER AND COPIES THEREOF TO THE
39 SENATE FINANCE COMMITTEE AND THE ASSEMBLY WAYS AND MEANS COMMITTEE.

40 (G) THE CORPORATION SHALL MAKE AVAILABLE TO THE PUBLIC COPIES OF ITS
41 BOND SALE REPORT UPON REASONABLE REQUEST THEREOF.

42 (H) NOTHING CONTAINED IN THIS SUBDIVISION SHALL BE DEEMED TO ALTER,
43 AFFECT THE VALIDITY OF, MODIFY THE TERMS OF, OR IMPAIR ANY CONTRACT OR
44 AGREEMENT MADE OR ENTERED INTO IN VIOLATION OF, OR WITHOUT COMPLIANCE
45 WITH, THE PROVISIONS OF THIS SUBDIVISION.

46 4. ANY RESOLUTION OR RESOLUTIONS AUTHORIZING BONDS OR ANY ISSUE OF
47 BONDS BY THE CORPORATION MAY CONTAIN PROVISIONS WHICH MAY BE A PART OF
48 THE CONTRACT WITH THE HOLDERS OF THE BONDS THEREBY AUTHORIZED AS TO:

49 (A) PLEDGING ALL OR PART OF THE REVENUES, TOGETHER WITH ANY OTHER
50 MONIES OR PROPERTY OF THE CORPORATION TO SECURE THE PAYMENT OF THE
51 BONDS, OR ANY COSTS OF ISSUANCE THEREOF, INCLUDING BUT NOT LIMITED TO,
52 ANY CONTRACTS, EARNINGS OR PROCEEDS OF ANY GRANT TO THE CORPORATION
53 RECEIVED FROM ANY PRIVATE OR PUBLIC SOURCE SUBJECT TO SUCH AGREEMENTS
54 WITH BONDHOLDERS AS MAY THEN EXIST;

55 (B) THE SETTING ASIDE OF RESERVES AND THE CREATION OF SINKING FUNDS
56 AND THE REGULATION AND DISPOSITION THEREOF;

1 (C) LIMITATIONS ON THE PURPOSE TO WHICH THE PROCEEDS FROM THE SALE OF
2 BONDS MAY BE APPLIED;

3 (D) THE RATES, RENTS, FEES AND OTHER CHARGES TO BE FIXED AND COLLECTED
4 BY THE CORPORATION AND THE AMOUNT TO BE RAISED IN EACH YEAR THEREBY AND
5 THE USE AND DISPOSITION OF REVENUES;

6 (E) LIMITATIONS ON THE RIGHT OF THE CORPORATION TO RESTRICT AND REGU-
7 LATE THE USE OF THE PROJECT OR PART THEREOF IN CONNECTION WITH WHICH
8 BONDS ARE ISSUED;

9 (F) LIMITATIONS ON THE ISSUANCE OF ADDITIONAL BONDS, THE TERMS UPON
10 WHICH ADDITIONAL BONDS MAY BE ISSUED AND SECURED AND THE REFUNDING OF
11 OUTSTANDING OR OTHER BONDS;

12 (G) THE PROCEDURE, IF ANY, BY WHICH THE TERMS OF ANY CONTRACT WITH
13 BONDHOLDERS MAY BE AMENDED OR ABROGATED, INCLUDING THE PROPORTION OF
14 BONDHOLDERS WHICH MUST CONSENT THERETO, AND THE MANNER IN WHICH SUCH
15 CONSENT MAY BE GIVEN;

16 (H) THE CREATION OF SPECIAL FUNDS INTO WHICH ANY REVENUES OR MONIES
17 MAY BE DEPOSITED;

18 (I) THE TERMS AND PROVISIONS OF ANY TRUST, MORTGAGE, DEED OR INDENTURE
19 SECURING THE BONDS UNDER WHICH THE BONDS MAY BE ISSUED;

20 (J) VESTING IN A TRUSTEE OR TRUSTEES SUCH PROPERTIES, RIGHTS, POWERS
21 AND DUTIES IN TRUST AS THE AUTHORITY MAY DETERMINE WHICH MAY INCLUDE ANY
22 OR ALL OF THE RIGHTS, POWERS AND DUTIES OF THE TRUSTEES APPOINTED BY THE
23 BONDHOLDERS PURSUANT TO THIS ACT OR LIMITING THE RIGHTS, DUTIES AND
24 POWERS OF SUCH TRUSTEE;

25 (K) DEFINING THE ACTS OR OMISSIONS TO ACT WHICH MAY CONSTITUTE A
26 DEFAULT IN THE OBLIGATIONS AND DUTIES OF THE CORPORATION TO THE BOND-
27 HOLDERS AND PROVIDING FOR THE RIGHTS AND REMEDIES OF THE BONDHOLDERS IN
28 THE EVENT OF SUCH DEFAULT, INCLUDING AS A MATTER OF RIGHT APPOINTMENT OF
29 A RECEIVER, PROVIDED, HOWEVER, THAT SUCH ACTS OR OMISSIONS TO ACT WHICH
30 MAY CONSTITUTE A DEFAULT AND SUCH RIGHTS AND REMEDIES SHALL NOT BE
31 INCONSISTENT WITH THE GENERAL LAWS OF THE STATE AND OTHER PROVISIONS OF
32 THIS ACT;

33 (L) LIMITATIONS ON THE POWER OF THE CORPORATION TO SELL OR OTHERWISE
34 DISPOSE OF ANY PROJECT OR ANY PART THEREOF OR OTHER PROPERTY;

35 (M) LIMITATIONS ON THE AMOUNT OF REVENUES AND OTHER MONIES TO BE
36 EXPENDED OR OPERATING, ADMINISTRATIVE OR OTHER EXPENSES OF THE CORPO-
37 RATION;

38 (N) THE PAYMENT OF THE PROCEEDS OF BONDS, REVENUES AND OTHER MONIES TO
39 A TRUSTEE OR OTHER DEPOSITORY, AND FOR THE METHOD OF DISBURSEMENT THERE-
40 OF WITH SUCH SAFEGUARDS AND RESTRICTIONS AS THE CORPORATION MAY DETER-
41 MINE; AND

42 (O) ANY OTHER MATTERS OF LIKE OR DIFFERENT CHARACTER WHICH IN ANY WAY
43 AFFECT THE SECURITY OR PROTECTION OF THE BONDS OR THE RIGHTS AND REME-
44 DIES OF THE BONDHOLDERS.

45 5. IN ADDITION TO THE POWERS HEREIN CONFERRED UPON THE CORPORATION TO
46 SECURE ITS BONDS, THE CORPORATION SHALL HAVE THE POWER IN CONNECTION
47 WITH THE ISSUANCE OF BONDS TO ADOPT RESOLUTIONS AND ENTER INTO SUCH
48 TRUST INDENTURES, AGREEMENTS OR OTHER INSTRUMENTS AS THE CORPORATION MAY
49 DEEM NECESSARY, CONVENIENT OR DESIRABLE CONCERNING THE USE OR DISPOSI-
50 TION OF ITS REVENUES OR OTHER MONIES OR PROPERTY, INCLUDING THE MORTGAG-
51 ING OF ANY PROPERTY AND THE ENTRUSTING, PLEDGING OR CREATION OF ANY
52 OTHER SECURITY INTEREST IN ANY SUCH REVENUES, MONIES OR PROPERTY AND THE
53 DOING OF ANY ACT, INCLUDING REFRAINING FROM DOING ANY ACT WHICH THE
54 CORPORATION WOULD HAVE THE RIGHT TO DO IN THE ABSENCE OF SUCH RESOL-
55 UTIONS, TRUST INDENTURES, AGREEMENTS OR OTHER INSTRUMENTS. THE CORPO-
56 RATION SHALL HAVE POWER TO ENTER INTO AMENDMENTS OF ANY SUCH RESOL-

UTIONS, TRUST INDENTURES, AGREEMENTS OR OTHER INSTRUMENTS WITHIN THE POWERS GRANTED TO THE CORPORATION BY THIS ACT AND TO PERFORM SUCH RESOLUTIONS, TRUST INDENTURES, AGREEMENTS OR OTHER INSTRUMENTS. THE PROVISIONS OF ANY SUCH RESOLUTIONS, TRUST INDENTURES, AGREEMENTS OR OTHER INSTRUMENTS MAY BE MADE A PART OF THE CONTRACT WITH THE HOLDERS OF BONDS OF THE CORPORATION.

6. ANY PROVISION OF THE UNIFORM COMMERCIAL CODE TO THE CONTRARY NOTWITHSTANDING, ANY PLEDGE OF OR OTHER SECURITY INTEREST IN REVENUES, MONIES, ACCOUNTS, CONTRACT RIGHTS, GENERAL INTANGIBLES OR OTHER PERSONAL PROPERTY MADE OR CREATED BY THE CORPORATION SHALL BE VALID, BINDING AND PERFECTED FROM THE TIME WHEN SUCH PLEDGE IS MADE OR OTHER SECURITY INTEREST ATTACHES WITHOUT ANY PHYSICAL DELIVERY OF THE COLLATERAL OR FURTHER ACT, AND THE LIEN OF ANY SUCH PLEDGE OR OTHER SECURITY INTEREST SHALL BE VALID, BINDING AND PERFECTED AGAINST ALL PARTIES HAVING CLAIMS OF ANY KIND IN TORT, CONTRACT OR OTHERWISE AGAINST THE CORPORATION IRRESPECTIVE OF WHETHER OR NOT SUCH PARTIES HAVE NOTICE THEREOF. NO INSTRUMENT BY WHICH SUCH A PLEDGE OR SECURITY INTEREST IS CREATED NOR ANY FINANCING STATEMENT NEED BE RECORDED OR FILED.

7. WHETHER OR NOT THE BONDS OF THE CORPORATION ARE OF SUCH FORM AND CHARACTER AS TO BE NEGOTIABLE INSTRUMENTS UNDER THE TERMS OF THE UNIFORM COMMERCIAL CODE, THE BONDS ARE HEREBY MADE NEGOTIABLE INSTRUMENTS WITHIN THE MEANING OF AND FOR ALL THE PURPOSES OF THE UNIFORM COMMERCIAL CODE, SUBJECT ONLY TO THE PROVISIONS OF THE BONDS FOR REGISTRATION.

8. NEITHER THE DIRECTORS NOR THE OFFICERS OF THE CORPORATION NOR ANY PERSON EXECUTING ITS BONDS SHALL BE LIABLE PERSONALLY ON ITS BONDS OR BE SUBJECT TO ANY PERSONAL LIABILITY OR ACCOUNTABILITY BY REASON OF THE ISSUANCE THEREOF.

9. SUBJECT TO SUCH AGREEMENTS WITH BONDHOLDERS AS MAY THEN EXIST, THE CORPORATION SHALL HAVE POWER OUT OF ANY FUNDS AVAILABLE THEREFOR TO PURCHASE BONDS OF THE CORPORATION, IN LIEU OF REDEMPTION, AT A PRICE NOT EXCEEDING, IF THE BONDS ARE THEN REDEEMABLE, THE REDEMPTION PRICE THEN APPLICABLE PLUS ACCRUED INTEREST TO THE NEXT INTEREST PAYMENT DATE, OR, IF THE BONDS ARE NOT THEN REDEEMABLE, THE REDEMPTION PRICE APPLICABLE ON THE FIRST DATE AFTER SUCH PURCHASE UPON WHICH THE BONDS BECOME SUBJECT TO REDEMPTION PLUS ACCRUED INTEREST TO THE NEXT INTEREST PAYMENT DATE. BONDS SO PURCHASED SHALL THEREUPON BE CANCELED.

10. THE CORPORATION SHALL HAVE POWER AND IS HEREBY AUTHORIZED TO ISSUE NEGOTIABLE BOND ANTICIPATION NOTES IN CONFORMITY WITH APPLICABLE PROVISIONS OF THE UNIFORM COMMERCIAL CODE AND IN ACCORDANCE WITH SECTION 21.00 OF THE LOCAL FINANCE LAW, AS AMENDED FROM TIME TO TIME.

S 20. AGREEMENTS OF THE STATE. THE STATE OF NEW YORK DOES HEREBY PLEDGE TO AND AGREE WITH THE HOLDERS OF THE BONDS THAT THE STATE WILL NOT LIMIT OR IMPAIR THE RIGHTS HEREBY VESTED IN THE CORPORATION TO ACQUIRE, CONSTRUCT, MAINTAIN, RECONSTRUCT AND OPERATE ITS PROPERTIES, TO ESTABLISH AND COLLECT RENTALS, FEES AND OTHER CHARGES AND TO FULFILL THE TERMS OF ANY AGREEMENTS MADE WITH THE HOLDERS OF THE BONDS, OR IN ANY WAY IMPAIR THE RIGHTS AND REMEDIES OF THE BONDHOLDERS, UNTIL THE BONDS, TOGETHER WITH INTEREST THEREON, INCLUDING INTEREST ON ANY UNPAID INSTALLMENTS OF INTEREST AND ALL COSTS AND EXPENSES IN CONNECTION WITH ANY ACTION OR PROCEEDING BY OR ON BEHALF OF THE BONDHOLDERS, ARE FULLY MET AND DISCHARGED.

S 21. STATE AND CITY NOT LIABLE ON BONDS. THE BONDS AND OTHER OBLIGATIONS OF THE CORPORATION SHALL NOT BE A DEBT OF THE STATE OF NEW YORK OR THE CITY OF NEW YORK, AND NEITHER THE STATE NOR THE CITY SHALL BE LIABLE THEREON, NOR SHALL THEY BE PAYABLE OUT OF ANY FUNDS OTHER THAN

1 THOSE OF THE AUTHORITY. ALL SUCH BONDS AND NOTES OF THE CORPORATION
2 SHALL CONTAIN ON THE FACE THEREOF A STATEMENT TO THAT EFFECT.

3 S 22. BONDS; LEGAL INVESTMENT FOR FIDUCIARIES. THE BONDS ARE HEREBY
4 MADE SECURITIES IN WHICH ALL PUBLIC OFFICERS AND BODIES OF THIS STATE
5 AND ALL MUNICIPALITIES AND MUNICIPAL SUBDIVISIONS, ALL INSURANCE COMPA-
6 NIES AND ASSOCIATIONS AND OTHER PERSONS CARRYING ON AN INSURANCE BUSI-
7 NESS, ALL BANKS, BANKERS, TRUST COMPANIES, SAVINGS BANKS AND SAVINGS
8 ASSOCIATIONS, INCLUDING SAVINGS AND LOAN ASSOCIATIONS, INVESTMENT COMPA-
9 NIES AND OTHER PERSONS CARRYING ON A BANKING BUSINESS AND ALL OTHER
10 PERSONS WHATSOEVER, EXCEPT AS HEREINAFTER PROVIDED, WHO ARE NOW OR MAY
11 HEREAFTER BE AUTHORIZED TO INVEST IN BONDS OR OTHER OBLIGATIONS OF THE
12 STATE, MAY PROPERLY AND LEGALLY INVEST FUNDS INCLUDING CAPITAL IN THEIR
13 CONTROL OR BELONGING TO THEM; PROVIDED THAT, NOTWITHSTANDING THE
14 PROVISIONS OF ANY OTHER GENERAL OR SPECIAL LAW TO THE CONTRARY, SUCH
15 BONDS SHALL NOT BE ELIGIBLE FOR THE INVESTMENT OF FUNDS, INCLUDING CAPI-
16 TAL, TRUSTS, ESTATES OR GUARDIANSHIPS UNDER THE CONTROL OF INDIVIDUAL
17 ADMINISTRATORS, GUARDIANS, EXECUTORS, TRUSTEES AND OTHER INDIVIDUAL
18 FIDUCIARIES. THE BONDS ARE ALSO HEREBY MADE SECURITIES WHICH MAY BE
19 DEPOSITED WITH AND MAY BE RECEIVED BY ALL PUBLIC OFFICERS AND BODIES OF
20 THIS STATE AND ALL MUNICIPALITIES AND MUNICIPAL SUBDIVISIONS FOR ANY
21 PURPOSE FOR WHICH THE DEPOSIT OF BONDS OR OTHER OBLIGATIONS OF THIS
22 STATE IS NOW OR MAY HEREAFTER BE AUTHORIZED.

23 S 23. TAX EXEMPTION AND TAX CONTRACT BY THE STATE. 1. IT IS HEREBY
24 DETERMINED THAT THE CREATION OF THE CORPORATION AND THE CARRYING OUT OF
25 ITS CORPORATE PURPOSES IS IN ALL RESPECTS FOR THE BENEFIT OF THE PEOPLE
26 OF THE STATE OF NEW YORK AND IS A PUBLIC PURPOSE. ACCORDINGLY, THE
27 CORPORATION SHALL BE REGARDED AS PERFORMING AN ESSENTIAL GOVERNMENTAL
28 FUNCTION IN THE EXERCISE OF THE POWERS CONFERRED UPON IT BY THIS ACT,
29 AND THE CORPORATION SHALL NOT BE REQUIRED TO PAY ANY FEES, TAXES,
30 SPECIAL AD VALOREM LEVIES OR ASSESSMENTS OF ANY KIND, WHETHER STATE OR
31 LOCAL, INCLUDING BUT NOT LIMITED TO FEES, TAXES, SPECIAL AD VALOREM
32 LEVIES OR ASSESSMENTS ON REAL PROPERTY, FRANCHISE TAXES, SALES TAXES OR
33 OTHER TAXES, UPON OR WITH RESPECT TO ANY PROPERTY OWNED BY IT OR UNDER
34 ITS JURISDICTION, CONTROL OR SUPERVISION, OR UPON THE USES THEREOF, OR
35 UPON OR WITH RESPECT TO ITS ACTIVITIES OR OPERATIONS IN FURTHERANCE OF
36 THE POWERS CONFERRED UPON IT BY THE ACT, OR UPON OR WITH RESPECT TO ANY
37 RENTALS, RATES, CHARGES, FEES, REVENUES OR OTHER INCOME RECEIVED BY THE
38 CORPORATION.

39 2. ANY BONDS ISSUED PURSUANT TO THIS ACT TOGETHER WITH THE INCOME
40 THEREFROM SHALL AT ALL TIMES BE EXEMPT FROM TAXATION.

41 3. THE STATE HEREBY COVENANTS WITH THE PURCHASERS AND WITH ALL SUBSE-
42 QUENT HOLDERS AND TRANSFEREES OF BONDS ISSUED BY THE CORPORATION PURSU-
43 ANT TO THIS ACT, IN CONSIDERATION OF THE ACCEPTANCE OF AND PAYMENT FOR
44 THE BONDS, THAT THE BONDS OF THE CORPORATION ISSUED PURSUANT TO THIS ACT
45 AND THE INCOME THEREFROM AND ALL REVENUES, MONIES, AND OTHER PROPERTY
46 PLEDGED TO PAY OR TO SECURE THE PAYMENT OF SUCH BONDS SHALL AT ALL TIMES
47 BE FREE FROM TAXATION.

48 S 24. REMEDIES FOR BONDHOLDERS. 1. IN THE EVENT THAT THE CORPORATION
49 SHALL DEFAULT IN THE PAYMENT OF PRINCIPAL OR INTEREST ON ANY ISSUE OF
50 BONDS AFTER THE SAME SHALL BECOME DUE, WHETHER AT MATURITY OR UPON CALL
51 REDEMPTION, AND SUCH DEFAULT SHALL CONTINUE FOR A PERIOD OF 30 DAYS, OR
52 IN THE EVENT THAT THE CORPORATION SHALL FAIL OR REFUSE TO COMPLY WITH
53 THE PROVISIONS OF THIS ACT, OR SHALL DEFAULT IN ANY AGREEMENT MADE WITH
54 THE HOLDERS OF ANY ISSUE OF BONDS, THE HOLDERS OF 25 PER CENTUM IN
55 AGGREGATE PRINCIPAL AMOUNT OF THE BONDS OF SUCH ISSUE THEN OUTSTANDING,
56 BY INSTRUMENT OR INSTRUMENTS FILED IN THE OFFICE OF THE CLERK OF THE

COUNTY IN WHICH THE PRINCIPAL OFFICE OF THE CORPORATION IS LOCATED, AND PROVED OR ACKNOWLEDGED IN THE SAME MANNER AS A DEED TO BE RECORDED, MAY APPOINT A TRUSTEE TO REPRESENT THE HOLDERS OF SUCH BONDS FOR THE PURPOSES HEREIN PROVIDED.

2. SUCH TRUSTEE MAY, AND UPON WRITTEN REQUEST OF THE HOLDERS OF 25 PER CENTUM IN PRINCIPAL AMOUNT OF SUCH BONDS THEN OUTSTANDING SHALL, IN HIS, HER OR ITS OWN NAME:

(A) BY SUIT, ACTION OR PROCEEDING IN ACCORDANCE WITH THE CIVIL PRACTICE LAW AND RULES, ENFORCE ALL RIGHTS OF THE HOLDERS OF THE CORPORATION'S BONDS, AND INCLUDE THE RIGHT TO REQUIRE THE CORPORATION TO COLLECT FEES AND CHARGES AND INTEREST ADEQUATE TO CARRY OUT ANY AGREEMENTS AS TO, OR PLEDGE OR ASSIGNMENT OF OR LIEN UPON, SUCH FEES AND CHARGES AND INTEREST, ON PROPERTIES AND TO REQUIRE THE CORPORATION TO CARRY OUT ANY OTHER AGREEMENTS WITH THE HOLDERS OF SUCH BONDS TO PERFORM ITS DUTIES UNDER THIS ACT;

(B) BRING SUIT UPON SUCH BONDS;

(C) BY ACTION OR SUIT, REQUIRE THE CORPORATION TO ACCOUNT AS IF IT WERE THE TRUSTEE OF AN EXPRESS TRUST FOR THE HOLDERS OF SUCH BONDS;

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

(E) DECLARE ALL SUCH BONDS DUE AND PAYABLE, AND IF ALL DEFAULTS SHALL BE MADE GOOD, THEN WITH THE CONSENT OF THE HOLDERS OF THE 25 PER CENTUM OF THE PRINCIPAL AMOUNT OF SUCH BONDS THEN OUTSTANDING, TO ANNUL SUCH DECLARATION AND ITS CONSEQUENCES.

3. SUCH TRUSTEE SHALL IN ADDITION TO THE FOREGOING HAVE AND POSSESS ALL OF THE POWERS NECESSARY AND APPROPRIATE FOR THE EXERCISE OF ANY FUNCTIONS SPECIFICALLY SET FORTH IN THIS ACT OR INCIDENT TO THE GENERAL REPRESENTATION OF THE HOLDERS OF THE CORPORATION'S BONDS IN THE ENFORCEMENT AND PROTECTION OF THEIR RIGHTS.

4. THE SUPREME COURT SHALL HAVE JURISDICTION OF ANY SUIT, ACTION OR PROCEEDING BY THE TRUSTEE ON BEHALF OF SUCH HOLDERS OF THE CORPORATION'S BONDS. THE VENUE OF ANY SUCH SUIT, ACTION OR PROCEEDING SHALL BE LAID IN THE CITY IN WHICH THE PRINCIPAL OFFICE OF THE CORPORATION IS LOCATED.

S 25. This act shall take effect [thirty days] ON THE THIRTIETH DAY after it shall have become a law.

S 2. This act shall take effect immediately.