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

5019--D

Cal. No. 73

2011-2012 Regular Sessions

I N S E N A T E

May 2, 2011

Introduced by Sen. GRIFFO -- read twice and ordered printed, and when printed to be committed to the Committee on Corporations, Authorities and Commissions -- committee discharged, bill amended, ordered reprinted as amended and recommitted to said committee -- recommitted to the Committee on Corporations, Authorities and Commissions in accordance with Senate Rule 6, sec. 8 -- committee discharged, bill amended, ordered reprinted as amended and recommitted to said committee -- reported favorably from said committee, ordered to first and second report, ordered to a third reading, passed by Senate and delivered to the Assembly, recalled, vote reconsidered, restored to third reading, amended and ordered reprinted, retaining its place in the order of third reading -- again amended and ordered reprinted, retaining its place in the order of third reading

AN ACT to amend the public authorities law, in relation to the Clifton-Fine Health Care Corporation and to repeal title 5 of article 10-C of such law relating thereto

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

Section 1. The public authorities law is amended by adding a new section 3622 to read as follows:

S 3622. TERMINATION OF THE CORPORATION. 1. NOTWITHSTANDING ANY OTHER PROVISION OF LAW TO THE CONTRARY, THE BOARD SHALL WIND UP THE AFFAIRS OF THE CORPORATION ON OR BEFORE DECEMBER THIRTY-FIRST, TWO THOUSAND THIRTEEN, ON WHICH DATE THE CORPORATION SHALL CEASE TO EXIST.

2. ALL OF THE ASSETS, FUNCTIONS, POWERS, RIGHTS AND PRIVILEGES POSSESSED BY AND ALL OF THE LIABILITIES, OBLIGATIONS AND DUTIES OF THE CORPORATION, INCLUDING THE FUNCTIONS, POWERS, OBLIGATIONS AND DUTIES OF ITS BOARD, OTHER THAN THOSE APPLICABLE TO A PUBLIC BENEFIT CORPORATION BUT NOT TO A CORPORATION ORGANIZED AND EXISTING UNDER THE NOT-FOR-PROFIT CORPORATION LAW, SHALL, ON OR BEFORE DECEMBER THIRTY-FIRST, TWO THOUSAND THIRTEEN, BE TRANSFERRED AND ASSIGNED TO, ASSUMED BY AND DEVOLVED UPON

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

LBD11171-10-2

THE CLIFTON-FINE HEALTH CARE CORPORATION, A CORPORATION ORGANIZED AND EXISTING UNDER THE NOT-FOR-PROFIT CORPORATION LAW.

3. ON OR BEFORE DECEMBER THIRTY-FIRST, TWO THOUSAND THIRTEEN, THE CORPORATION AND ITS BOARD SHALL DELIVER TO THE CLIFTON-FINE HEALTH CARE CORPORATION, A CORPORATION ORGANIZED AND EXISTING UNDER THE NOT-FOR-PROFIT CORPORATION LAW, ALL OF THE CORPORATION'S BOOKS, PAPERS, RECORDS AND PROPERTY.

4. ANY BUSINESS OR OTHER MATTER UNDERTAKEN OR COMMENCED BY THE CORPORATION OR ITS BOARD PERTAINING TO OR CONNECTED WITH THE ASSETS, FUNCTIONS, POWERS, RIGHTS, PRIVILEGES, LIABILITIES, OBLIGATIONS AND DUTIES HEREBY TRANSFERRED AND ASSIGNED TO THE CLIFTON-FINE HEALTH CARE CORPORATION, A CORPORATION ORGANIZED AND EXISTING UNDER THE NOT-FOR-PROFIT CORPORATION LAW, SHALL, FROM AND AFTER SUCH TRANSFER, BE CONDUCTED AND COMPLETED BY THE CLIFTON-FINE HEALTH CARE CORPORATION, A CORPORATION ORGANIZED AND EXISTING UNDER THE NOT-FOR-PROFIT CORPORATION LAW, IN THE SAME MANNER AND UNDER THE SAME TERMS AND CONDITIONS AND WITH THE SAME EFFECT AS IF CONDUCTED AND COMPLETED BY THE CORPORATION OR ITS BOARD.

5. ALL RULES, REGULATIONS, ACTS, DETERMINATIONS AND DECISIONS OF THE CORPORATION OR ITS BOARD PERTAINING TO THE ASSETS, LIABILITIES AND FUNCTIONS HEREIN TRANSFERRED AND ASSIGNED, IN FORCE AT THE TIME OF SUCH TRANSFER, ASSIGNMENT, ASSUMPTION OR DEVOLUTION SHALL CONTINUE IN FORCE AND EFFECT AS RULES, REGULATIONS, ACTS, DETERMINATIONS AND DECISIONS OF THE CLIFTON-FINE HEALTH CARE CORPORATION, A CORPORATION ORGANIZED AND EXISTING UNDER THE NOT-FOR-PROFIT CORPORATION LAW, UNTIL DULY MODIFIED OR ABROGATED BY SUCH CORPORATION.

6. WHENEVER THE CORPORATION OR ITS BOARD ARE REFERRED TO OR DESIGNATED IN ANY LAW, CONTRACT OR DOCUMENT PERTAINING TO THE FUNCTIONS, POWERS, OBLIGATIONS AND DUTIES HEREBY TRANSFERRED TO AND ASSIGNED TO THE CLIFTON-FINE HEALTH CARE CORPORATION, A CORPORATION ORGANIZED AND EXISTING UNDER THE NOT-FOR-PROFIT CORPORATION LAW, SUCH REFERENCE OR DESIGNATION SHALL BE DEEMED TO REFER TO THE CLIFTON-FINE HEALTH CARE CORPORATION, A CORPORATION ORGANIZED AND EXISTING UNDER THE NOT-FOR-PROFIT CORPORATION LAW.

7. NO EXISTING RIGHT OR REMEDY OF ANY CHARACTER SHALL BE LOST, IMPAIRED OR AFFECTED BY REASON OF THIS SECTION OTHER THAN THOSE APPLICABLE TO A PUBLIC BENEFIT CORPORATION AND NOT TO A CORPORATION ORGANIZED AND EXISTING UNDER THE NOT-FOR-PROFIT CORPORATION LAW.

8. NO ACTION PENDING AT ANY TIME ON THE EFFECTIVE DATE OF THIS SECTION, BROUGHT BY OR AGAINST THE CORPORATION OR ITS BOARD SHALL BE AFFECTED BY ANY PROVISION OF THIS SECTION, BUT THE SAME MAY BE PROSECUTED OR DEFENDED IN THE NAME OF THE CLIFTON-FINE HEALTH CARE CORPORATION, A CORPORATION ORGANIZED AND EXISTING UNDER THE NOT-FOR-PROFIT CORPORATION LAW, AND SUCH CORPORATION SHALL, UPON APPLICATION TO THE COURT, BE SUBSTITUTED AS A PARTY.

9. ON OR BEFORE DECEMBER THIRTY-FIRST, TWO THOUSAND THIRTEEN, THE CORPORATION SHALL REPAY ALL OF ITS OUTSTANDING TAX-EXEMPT BONDS OR NOTES, IF ANY, INCLUDING ITS NOTES AND BONDS, IF ANY, AND TRANSFER ALL OF ITS RIGHTS, PROPERTIES AND ASSETS, OF WHATEVER KIND, TO THE CLIFTON-FINE HEALTH CARE CORPORATION, A CORPORATION ORGANIZED AND EXISTING UNDER THE NOT-FOR-PROFIT CORPORATION LAW.

10. NOTWITHSTANDING ANY OTHER PROVISION OF APPLICABLE LAW TO THE CONTRARY, THE TRANSFER PROVIDED FOR IN THIS SECTION SHALL REQUIRE NO FURTHER APPROVAL OR CONSENT UNDER ARTICLE TWENTY-EIGHT OF THE PUBLIC HEALTH LAW.

11. IMMEDIATELY UPON THE TRANSFER PROVIDED FOR IN THIS SECTION, THE CLIFTON-FINE HEALTH CARE CORPORATION, A CORPORATION ORGANIZED AND EXIST-

ING UNDER THE NOT-FOR-PROFIT CORPORATION LAW, SHALL ESTABLISH AND IMPLEMENT A RETIREMENT PLAN PURSUANT TO SECTION 403(B) OF THE FEDERAL INTERNAL REVENUE CODE, INCLUDING AN EMPLOYER MATCH, FOR THE BENEFIT OF THOSE ELIGIBLE EMPLOYEES EMPLOYED BY THE CORPORATION ON THE DATE OF SUCH TRANSFER. NO CORPORATION EMPLOYEES SHALL BE TERMINATED AS A DIRECT RESULT OF THE TRANSFER PROVIDED FOR IN THIS SECTION, EXCEPT FOR JUST CAUSE.

S 2. Title 5 of article 10-C of the public authorities law is REPEALED.

S 3. This act shall take effect December 31, 2013, except that section one of this act shall take effect on the thirtieth day after it shall have become a law.