

STATE OF NEW YORK

9232--A

2025-2026 Regular Sessions

IN ASSEMBLY

November 3, 2025

Introduced by M. of A. KAY -- read once and referred to the Committee on Governmental Operations -- recommitted to the Committee on Governmental Operations in accordance with Assembly Rule 3, sec. 2 -- committee discharged, bill amended, ordered reprinted as amended and recommitted to said committee

AN ACT to amend the state technology law, the uniform commercial code, the real property law and the general obligations law, in relation to authorizing remote electronic witnessing performed in conjunction with an electronic notarization, to facilitate recordation of electronically executed conveyances, and to validate electronic signatures on powers of attorney; and to repeal certain provisions of the state technology law and the uniform commercial code relating thereto

The People of the State of New York, represented in Senate and Assembly, do enact as follows:

1 Section 1. Section 302 of the state technology law, as renumbered by
2 chapter 437 of the laws of 2004, and subdivisions 3 and 5 as amended by
3 chapter 314 of the laws of 2002, is amended to read as follows:

4 § 302. Definitions. For the purpose of this article:

5 1. "Electronic" ~~[shall mean of or]~~ means relating to technology having
6 electrical, digital, magnetic, wireless, optical, electromagnetic, or
7 similar capabilities.

8 2. "Electronic record" ~~[shall mean information, evidencing any act,~~
9 ~~transaction, occurrence, event, or other activity, produced]~~ means a
10 record created, generated, sent, communicated, received, or stored by
11 electronic means ~~[and capable of being accurately reproduced in forms~~
12 ~~perceptible by human sensory capabilities]~~.

13 3. "Electronic signature" ~~[shall mean]~~ means an electronic sound,
14 symbol, or process, attached to or logically associated with ~~[an elec-~~
15 ~~tronic]~~ a record and executed or adopted by a person with the intent to
16 sign the record.

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

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4. "Person" ~~[shall mean]~~ means a natural person, corporation, business trust, trust, estate, partnership, limited liability company, incorporated or unincorporated association, joint venture, or any other legal or commercial entity, and also includes any department, agency, authority, or instrumentality of the state or its political subdivisions.

5. "[~~Governmental~~] Government entity" ~~[shall mean]~~ means any state department, board, bureau, division, commission, committee, public authority, public benefit corporation, council, office, or other governmental entity or officer of the state having statewide authority, except the state legislature, and any political subdivision of the state.

6. "Agreement" means the bargain of the parties in fact, as found in their language or inferred from other circumstances and from rules, regulations, and procedures given the effect of agreements under laws otherwise applicable to a particular transaction.

7. "Automated transaction" means a transaction conducted or performed, in whole or in part, by electronic means or electronic records, in which the acts or records of one or both parties are not reviewed by an individual in the ordinary course in forming a contract, performing under an existing contract, or fulfilling an obligation required by the transaction.

8. "Computer program" means a set of statements or instructions to be used directly or indirectly in an information processing system in order to bring about a certain result.

9. "Contract" means the total legal obligation resulting from the parties' agreement as affected by this article and other applicable law.

10. "Electronic agent" means a computer program or an electronic or other automated means used independently to initiate an action or respond to electronic records or performances in whole or in part, without review or action by an individual.

11. "Information" means data, text, images, sounds, codes, computer programs, software, databases, or the like.

12. "Information processing system" means an electronic system for creating, generating, sending, receiving, storing, displaying, or processing information.

13. "Record" means information that is inscribed on a tangible medium or that is stored in an electronic or other medium and is retrievable in perceivable form.

14. "Security procedure" means a procedure employed for the purpose of verifying that an electronic signature, record, or performance is that of a specific person or for detecting changes or errors in the information in an electronic record. The term includes a procedure that requires the use of algorithms or other codes, identifying words or numbers, encryption, or callback or other acknowledgment procedures.

15. "Transaction" means an action or set of actions occurring between two or more persons relating to the conduct of business, commercial, or governmental affairs.

§ 2. Section 304 of the state technology law, as renumbered by chapter 437 of the laws of 2004, is amended to read as follows:

§ 304. Use of electronic signatures. ~~[1.]~~ The electronic facilitator shall establish rules and regulations governing the use of electronic signatures and authentication. The electronic facilitator shall not establish rules or regulations that seek to apportion fault or impose or limit liability relating to the use of electronic signatures.

~~[2. In accordance with this section unless specifically provided otherwise by law, an electronic signature may be used by a person in lieu of a signature affixed by hand. The use of an electronic signature~~

~~shall have the same validity and effect as the use of a signature affixed by hand.]~~

§ 3. Subdivisions 3 and 4 of section 305 of the state technology law are REPEALED.

§ 4. Section 306 of the state technology law, as renumbered by chapter 437 of the laws of 2004, is amended to read as follows:

§ 306. Admissibility into evidence. 1. In a judicial or administrative proceeding, evidence of a record or signature may not be excluded solely because it is in electronic form.

2. In any legal proceeding where the provisions of the civil practice law and rules are applicable, the admissibility into evidence of an electronic record or electronic signature [may be admitted into evidence pursuant to] shall be governed by the provisions of article forty-five of the civil practice law and rules including, but not limited to section four thousand five hundred thirty-nine of such law and rules.

§ 5. Section 307 of the state technology law, as renumbered by chapter 437 of the laws of 2004, subdivision 1 as separately amended by chapter 543 of the laws of 2023 and chapter 33 of the laws of 2024, and subdivision 3 as amended by chapter 549 of the laws of 2011, is amended to read as follows:

§ 307. ~~[Exceptions. This article shall not apply:]~~ Limitations on Scope. 1. ~~[To any document providing for the disposition of an individual's person or property upon death or incompetence, or appointing a fiduciary of an individual's person or property, including, without limitation, wills, trusts, decisions consenting to orders not to resuscitate, and powers of attorney, with the exception of: (a)]~~ This article shall not apply to any written instrument or oral declaration that is a will as defined in section 1-2.19 of the estates, powers and trusts law, or to any electronic record which, if it were in writing, would be a will as defined in such section unless such electronic record is executed pursuant to part six of article three of the estates, powers and trusts law, but for the avoidance of doubt, excepting from exclusion (a) any record that effects a transfer of property upon death without the admission of a will to probate or that is specified to be non-testamentary under applicable law, including contractual beneficiary designations, transfer on death security registrations under article thirteen of the estates, powers and trusts law, and transfer on death deeds under section four hundred twenty-four of the real property law; (b) the registration of consent to making, [amending, or revoking] or amendment of revocation of, an anatomical gift under section forty-three hundred ten of the public health law; (c) [documents and forms] a record authorizing or accepting funeral, cemetery [and] or cremation services, including a designation of a person to control the disposition of a decedent's remains under section forty-two hundred one of the public health law; [and] (d) the execution of a valid power of attorney for the purpose of transferring a salvage certificate of title and the execution of an odometer and damage disclosure statement in connection with such title whenever a loss in connection with a private automobile is determined by an insurer to be a total loss or constructive total loss under section three thousand four hundred twelve of the insurance law; (e) any power of attorney excluded from the application of section 5-1501B of the general obligations law pursuant to section 5-1501C of such law; and (f) any power of attorney the governing law of which provides that such record is valid, despite the fact that it has been signed electronically or an electronic record used in its formation.

2. ~~[To any negotiable instruments and other instruments of title wherein possession of the instrument is deemed to confer title, unless an electronic version of such record is created, stored or transferred pursuant to this article in a manner that allows for the existence of only one unique, identifiable and unalterable version which cannot be copied except in a form that is readily identifiable as a copy.]~~

~~3-]~~ This article shall not apply:

(a) To a transaction governed by the uniform commercial code other than sections 1-207, 1-306, article two and article two-A of such code;

(b) To the signature of a notary on an acknowledgement or similar notarial certificate or of a witness on an attestation, if such notary or witness was not in the physical presence of both the signer and the record at the time such notary or witness purported to confirm the authenticity of the signer's signature on such record, unless such notarial act or attestation satisfies section three hundred ten of this article or other applicable law;

(c) To any other [document] record or electronic signature that the electronic facilitator has specifically excepted, pursuant to the rules and regulations of the electronic facilitator, from the application of this article.

§ 5-a. Subdivision 1 of section 307 of the state technology law, as amended by chapter 637 of the laws of 2025, is amended to read as follows:

1. ~~[To any document providing for the disposition of an individual's person or property upon death or incompetence, or appointing a fiduciary of an individual's person or property, including, without limitation, wills, unless such will is executed pursuant to part six of article three of the estates, powers and trusts law, trusts, decisions consenting to orders not to resuscitate, and powers of attorney, with the exception of: (a)]~~ This article shall not apply to any written instrument or oral declaration that is a will as defined in section 1-2.19 of the estates, powers and trusts law, or to any electronic record which, if it were in writing, would be a will as defined in such section unless such electronic record is executed pursuant to part six of article three of the estates, powers and trusts law, but for the avoidance of doubt,

excepting from exclusion (a) any record that effects a transfer of property upon death without the admission of a will to probate or that is specified to be non-testamentary under applicable law, including contractual beneficiary designations, transfer on death security registrations under article thirteen of the estates, powers and trusts law, and transfer on death deeds under section four hundred twenty-four of the real property law; (b) the registration of consent to making, [amending, or revoking] or amendment or revocation of, an anatomical gift under section forty-three hundred ten of the public health law; (c) [documents and forms] a record authorizing or accepting funeral, cemetery [and] or cremation services, including a designation of a person to control the disposition of a decedent's remains under section forty-two hundred one of the public health law; [and] (d) the execution of a valid power of attorney for the purpose of transferring a salvage certificate of title and the execution of an odometer and damage disclosure statement in connection with such title whenever a loss in connection with a private automobile is determined by an insurer to be a total loss or constructive total loss under section three thousand four hundred twelve of the insurance law; (e) any power of attorney excluded from the application of section 5-1501B of the general obligations law pursuant to section 5-1501C of such law; and (f) any power of attorney the governing

law of which provides that such record is valid, despite the fact that it has been signed electronically or an electronic record used in its formation.

§ 6. Subdivision 2 of section 308 of the state technology law, as renumbered by chapter 437 of the laws of 2004, is amended to read as follows:

2. A person [~~or an entity~~] that acts as an authenticator of electronic signatures shall not disclose to a third party any personal information reported to it by the electronic signatory other than the information necessary to authenticate the signature unless the disclosure is made pursuant to a court order or statute, or if the information or data is used solely for statistical purposes in aggregate form. For purposes of this section, "personal information" shall mean data that identifies a specific natural person, including but not limited to home and work addresses, telephone number, e-mail address, social security number, birthdate, gender, marital status, mother's maiden name, and health data.

§ 7. Section 309 of the state technology law, as renumbered by chapter 437 of the laws of 2004, is amended to read as follows:

§ 309. Use of electronic records and signatures to be voluntary and variation by agreement. 1. Nothing in this article shall require any [~~entity or~~] person to use an electronic record or an electronic signature unless otherwise provided by law.

2. With respect to a transaction, this article applies only between parties each of which has agreed to conduct such transaction by electronic means. Whether the parties agree to conduct a transaction by electronic means is determined from the context and surrounding circumstances, including the parties' conduct.

3. A party that agrees to conduct a transaction by electronic means may refuse to conduct other transactions by electronic means. The right granted by this subdivision may not be waived by agreement.

4. Except as otherwise provided in this article, the effect of any of its provisions may be varied by agreement. The presence in certain provisions of this article of the words "unless otherwise agreed", or words of similar import, does not imply that the effect of other provisions may not be varied by agreement.

5. Whether an electronic record or electronic signature has legal consequences is determined by this article and other applicable law.

§ 8. The state technology law is amended by adding a new section 310 to read as follows:

§ 310. Electronic notarial acts and witnessing. 1. (a) A law or regulation that requires a notarial act with respect to a manual or wet signature on a tangible record to enable that record to have a specified legal effect under the laws of this state may be satisfied by a comparable electronic notarial act with respect to a signed record in tangible or electronic format, if that electronic notarial act satisfies the following conditions: the electronic notarial act (i) is performed by a qualified notary public; (ii) is performed in compliance with the law of the jurisdiction in which such notary public is located at the time of the electronic notarial act, and (iii) is evidenced by the qualified notary's signature on a notarial certificate that is affixed to or logically associated with the signed record to create a record which contains the information required for such notarial act.

(b) For purposes of this section:

(i) "Communication technology" means an electronic device or process that enables a notary public to reliably identify a remotely located

1 individual and any record signed by such individual and allows for the
2 notary and individual to communicate with each other simultaneously by
3 sight and sound.

4 (ii) "Electronic notarial act" means a notarial act on or involving an
5 electronic record or performed using or with respect to an electronic
6 signature, or performed using communication technology with respect to
7 any signature on a record.

8 (iii) "Notarial act" means any permitted official action of a person
9 appointed with the title of notary public performed within the jurisdic-
10 tion of appointment under either section one hundred thirty-five of the
11 executive law or any law of another jurisdiction regulating notarial
12 acts.

13 (iv) "Qualified notary public" means an electronic notary public
14 under the law of, and located at the time of the notarial act in, this
15 state, or a notary public authorized to perform the electronic notarial
16 act and located in, and acting under the laws of, a jurisdiction identi-
17 fied in section two hundred ninety-nine of the real property law.

18 (v) "Sign" means to cause one's name, symbol or mark to be attached
19 to, affixed to or logically associated with a record for the purpose of
20 authenticating it, giving it effect as one's act, or executing or other-
21 wise adopting it.

22 2. (a) A law or regulation that requires witnessing or attestation
23 with respect to the signing of a tangible record to enable that record
24 to have a specified legal effect may be satisfied by an act of witness-
25 ing by a witness who either (i) uses communication technology to observe
26 the signer or (ii) signs an attestation on an electronic record, if the
27 witnessing satisfies the following conditions: the witness and signer
28 use communication technology provided by a qualified notary public to be
29 present with each other and with the notary during the entire course of,
30 and simultaneously with, an electronic notarial act with respect to the
31 signed record by such qualified notary in compliance with subdivision
32 one of this section, which the notarial act (1) involves the identifica-
33 tion of the signer either by the testimony under penalty of perjury of
34 the witness based on personal knowledge or by identification of the
35 signer by the electronic notary public; (2) otherwise satisfies the
36 requirements for the notarial taking of a proof by a subscribing witness
37 under sections three hundred four and three hundred six of the real
38 property law; and (3) is evidenced by the signature of the qualified
39 notary on a notarial certificate that is affixed to or logically associ-
40 ated with the signed record to create a record which contains the infor-
41 mation required for a valid proof by a witness.

42 (b) A notarial identification of the signer under subparagraph (i) of
43 paragraph (a) of this subdivision shall be deemed to satisfy any
44 requirement of sections three hundred four, three hundred nine-a and
45 three hundred nine-b of the real property law that a witness know or be
46 personally acquainted with the signer. The requirements for taking a
47 proof by subscribing witness under subparagraph (ii) of paragraph (a) of
48 this subdivision shall be satisfied if the information required by
49 section three hundred six of the real property law is set forth in the
50 form of an affidavit of the witness with notarial jurat rather than a
51 statement of matters done, known or proved by the notary public in a
52 notarial certificate of proof. The taking of a proof by a subscribing
53 witness under paragraph (a) of this subdivision may be combined with the
54 taking of an acknowledgment from the signer, and the qualified electron-
55 ic notary may sign a single notarial certificate evidencing both nota-
56 rial acts.

1 3. If a law, other than section 3-2.1 of the estates, powers and
2 trusts law, requires more than one witness of the signing of a record,
3 an acknowledgement or verification taken by the notary under subdivision
4 two of this section with respect to the signing of the electronic record
5 may satisfy both any applicable requirement for notarization of such
6 record and the requirement for an attestation by a second witness.

7 4. A witness's electronic signature logically associated with (a) the
8 signed electronic record or (b) an electronic certificate of proof by a
9 subscribing witness or electronic affidavit of witnessing or attesta-
10 tion, in accordance with subdivision two of this section, which is
11 logically associated with the signed electronic record, constitutes a
12 signature of the witness on a signed electronic record.

13 5. Compliance with subdivisions two, three and four of this section
14 shall satisfy any requirement that the signer and witness be present
15 with each other, or that the signer or witness sign the record in the
16 presence of each other, for the validity, recordation, or other legal
17 recognition of the signed and attested record.

18 6. (a) Prima facie evidence of both the authenticity of a tangible
19 reproduction of an electronically notarized electronic record that was
20 electronically signed in compliance with subdivision one of this
21 section, and of the satisfaction of any other requirement of this
22 section, may be provided by a certificate of authenticity affixed to
23 such tangible reproduction signed by a qualified notary certifying that
24 the affixed tangible record is a true, accurate, and unaltered printout
25 of an electronic record that was electronically signed and electron-
26 ically notarized in compliance with subdivision one, and, if applicable,
27 witnessed in compliance with subdivision two of this section. Such a
28 certified tangible printout of an electronically signed and notarized
29 electronic record shall have the legal effect that such record would
30 have under other applicable law, including section two hundred ninety-
31 one-i of the real property law, had it been in the format of an original
32 paper record with a wet signature that had been affixed in the physical
33 presence of the notary and, if applicable, any witness. Such a certifi-
34 cate of authenticity, the affixed printout, and the electronic record
35 to which it relates, may not be denied filing, recordation, registra-
36 tion, or admissibility as prima facie evidence under rule forty-five
37 hundred thirty-eight of the civil practice law and rules or section one
38 hundred thirty-seven of the executive law, on the ground that a tangi-
39 ble record or printout is not itself an electronic record or a digitized
40 paper document or that it lacks a digitized image of a wet signature or
41 that the electronic record to which such certificate relates lacks a
42 digitized image of a wet signature, or similar grounds that frustrate
43 the recognition of electronically notarized records as the equivalent of
44 manually notarized records.

45 (b) For the avoidance of doubt, nothing in this section (i) shall
46 cause a reproduction of an electronic will affixed to a certificate of
47 authenticity to be a valid will or render such reproduction prima facie
48 evidence that a will was executed by the purported testator absent
49 compliance with part six of article three of the estates, powers and
50 trusts law and section fourteen hundred six of the surrogate's court
51 procedure act, (ii) shall impair any power of any recording officer to
52 decline to record or register any record conveying real property for
53 cause applicable specifically to such record under a law intended to
54 protect against deed, or other forms of fraud or forgery, (iii) shall
55 obligate a person who is not expressly obligated by other applicable
56 law, or who has not otherwise agreed to do so, to accept in electronic

1 format a record that was electronically notarized or attested; (iv)
2 shall validate or give effect to a notarization or witnessing under this
3 section if the law requiring such notarization or witnessing expressly
4 excludes application of this section; or (v) shall impair any right of
5 an interested or affected person to contradict by other evidence the
6 qualifications of an electronic notary or witness, any statement in a
7 notarial certificate, or the validity, propriety, or effect of an elec-
8 tronic notarial act or witnessing under this section which would other-
9 wise be available with respect to a notarial act or act of witnessing.

10 7. The secretary of state may promulgate rules and regulations
11 concerning electronic notaries under the laws of this state necessary or
12 useful to implement the provisions of this section.

13 8. This section shall not impair the validity of any record that was
14 valid under other applicable law immediately prior to the effective date
15 of this section.

16 § 9. The state technology law is amended by adding a new section 311
17 to read as follows:

18 § 311. Legal recognition of electronic records, electronic signatures,
19 and electronic contracts. 1. A record or signature may not be denied
20 legal effect or enforceability solely because it is in electronic form.

21 2. A contract or transaction may not be denied legal effect or
22 enforceability solely because an electronic record was used in its
23 formation or performance.

24 3. Notwithstanding any provision of law to the contrary, if a law
25 requires a record to be in writing, an electronic record satisfies such
26 law.

27 4. Notwithstanding any provision of law to the contrary, if a law
28 requires a record to be signed, an electronic signature satisfies such
29 law.

30 § 10. The state technology law is amended by adding a new section 312
31 to read as follows:

32 § 312. Provision of information in writing; presentation of records.
33 1. If a transaction is subject to this article, and a law other than
34 this article requires a person to provide, send, or deliver information
35 in writing to another person, such requirement is satisfied if the
36 information is provided, sent, or delivered, as the case may be, in an
37 electronic record capable of retention by the recipient at the time of
38 receipt.

39 2. An electronic record is not capable of retention by the recipient
40 if the sender or its information processing system inhibits the ability
41 of the recipient to print or store the electronic record. If a sender or
42 its information processing system inhibits the ability of a recipient to
43 store or print an electronic record, the electronic record is not
44 enforceable against the recipient.

45 3. The requirements of this section may not be varied by agreement,
46 provided, however:

47 (a) to the extent a law other than this article requires information
48 to be provided, sent, or delivered in writing but permits such require-
49 ment to be varied by agreement, the requirement under subdivision one of
50 this section that the information be in the form of an electronic record
51 capable of retention may also be varied by agreement; and

52 (b) a requirement under a law other than this article to send, commu-
53 nicate, or transmit a record by first-class mail, postage prepaid or by
54 regular United States mail, may be varied by agreement to the extent
55 permitted by such other law.

1 § 11. The state technology law is amended by adding a new section 313
2 to read as follows:

3 § 313. Attribution and effect of electronic record and electronic
4 signature. 1. An electronic record or electronic signature is attribut-
5 able to a person if it was the act of such person. The act of the person
6 may be shown in any manner, including a showing of the efficacy of any
7 security procedure applied to determine the person to which the elec-
8 tronic record or electronic signature was attributable.

9 2. The effect of an electronic record or electronic signature attri-
10 buted to a person under subdivision one of this section is determined
11 from the context and surrounding circumstances at the time of its
12 creation, execution, or adoption, including the parties' agreement, if
13 any, and otherwise as provided by law.

14 § 12. The state technology law is amended by adding a new section 314
15 to read as follows:

16 § 314. Effect of change or error. 1. With respect to a transaction
17 subject to this article, if a change or error in an electronic record
18 occurs in a transmission between parties to the transaction, the follow-
19 ing rules apply:

20 (a) If the parties have agreed to use a security procedure to detect
21 changes or errors, and one party has conformed the procedure, but the
22 other party has not, and the nonconforming party would have detected the
23 change or error had such party also conformed, the conforming party may
24 avoid the effect of the changed or erroneous electronic record.

25 (b) In an automated transaction involving an individual, the individ-
26 ual may avoid the effect of an electronic record that resulted from an
27 error made by such individual in dealing with the electronic agent of
28 another person if the electronic agent did not provide an opportunity
29 for the prevention or correction of the error and, at the time the indi-
30 vidual learns of the error, such individual:

31 (i) promptly notifies the other person of the error and that the indi-
32 vidual did not intend to be bound by the electronic record received by
33 the other person;

34 (ii) takes reasonable steps, including steps that conform to the other
35 person's reasonable instructions, to return to the other person or, if
36 instructed by the other person, to destroy the consideration received,
37 if any, as a result of the erroneous electronic record; and

38 (iii) has not used or received any benefit or value from the consider-
39 ation, if any, received from the other person.

40 (c) If neither paragraph (a) nor paragraph (b) of this subdivision
41 applies, the change or error has the effect provided by other law,
42 including the law of mistake, and the parties' contract, if any.

43 2. Paragraphs (b) and (c) of subdivision one of this section may not
44 be varied by agreement.

45 § 13. The state technology law is amended by adding a new section 315
46 to read as follows:

47 § 315. Retention of electronic records; originals. 1. If a law
48 requires that a record be retained, such requirement is satisfied by
49 retaining an electronic record of the information contained in the
50 record which:

51 (a) accurately reflects the information set forth in the record after
52 it was first generated in its final form as an electronic record or
53 otherwise; and

54 (b) remains accessible for later reference.

2. A requirement to retain a record in accordance with subdivision one of this section shall not apply to any information the sole purpose of which is to enable the record to be sent, communicated, or received.

3. A person may satisfy the provisions of subdivision one of this section by using the services of another person if the requirements of such subdivision are met.

4. Notwithstanding any provision of law to the contrary, if a law requires a record to be presented or retained in its original form, or provides consequences if the record is not presented or retained in its original form, such law is satisfied by an electronic record retained in accordance with subdivision one of this section.

5. If a law requires retention of a check, such requirement is satisfied by retention of an electronic record of the information on the front and back of the check in accordance with subdivision one of this section.

6. A record retained as an electronic record in accordance with subdivision one of this section satisfies a law requiring a person to retain a record for evidentiary, audit, or like purposes, unless such law enacted after the effective date of this section specifically prohibits the use of an electronic record for the specified purpose.

7. This section does not preclude a government entity of this state from specifying additional requirements for the retention of a record subject to such entity's jurisdiction.

§ 14. The state technology law is amended by adding a new section 316 to read as follows:

§ 316. Automated transaction. In an automated transaction, the following rules apply:

1. A contract may be formed by the interaction of electronic agents of the parties, even if no individual was aware of or reviewed the electronic agents' actions or the resulting terms and agreements.

2. A contract may be formed by the interaction of an electronic agent and an individual, acting on the individual's own behalf or for another person, including by an interaction in which the individual performs actions that the individual is free to refuse to perform and which the individual knows or has reason to know will cause the electronic agent to complete the transaction or performance.

3. The terms of the contract are determined by the substantive law applicable to it.

§ 15. The state technology law is amended by adding a new section 317 to read as follows:

§ 317. Time and place of sending and receipt. 1. Unless otherwise agreed between the sender and the recipient, an electronic record is sent when such record:

(a) is addressed properly or otherwise directed properly to an information processing system that the recipient has designated or uses for the purpose of receiving electronic records or information of the type sent and from which the recipient is able to retrieve the electronic record;

(b) is in a form capable of being processed by such system; and

(c) enters an information processing system outside the control of the sender or of a person that sent the electronic record on behalf of the sender or enters a region of the information processing system designated or used by the recipient which is under the control of the recipient.

2. Unless otherwise agreed between a sender and the recipient, an electronic record is received when:

1 (a) such record enters an information processing system that the
2 recipient has designated or uses for the purpose of receiving electronic
3 records or information of the type sent and from which the recipient is
4 able to retrieve the electronic record; and

5 (b) such record is in a form capable of being processed by such
6 system.

7 3. Subdivision two of this section applies even if the place the
8 information processing system is located is different from the place the
9 electronic record is deemed to be received pursuant to subdivision four
10 of this section.

11 4. Unless otherwise expressly provided in the electronic record or
12 agreed between the sender and the recipient, an electronic record is
13 deemed to be sent from the sender's place of business and to be received
14 at the recipient's place of business. For purposes of this subdivision,
15 the following rules apply:

16 (a) if the sender or recipient has more than one place of business,
17 the place of business of that person is the place having the closest
18 relationship to the underlying transaction.

19 (b) if the sender or the recipient does not have a place of business,
20 the place of business is the sender's or recipient's residence.

21 5. An electronic record is received under subdivision two of this
22 section even if no individual is aware of its receipt.

23 6. Receipt of an electronic acknowledgment from an information proc-
24 essing system described in subdivision two of this section establishes
25 that a record was received but, by itself, does not establish that the
26 content sent corresponds to the content received.

27 7. If a person is aware that an electronic record purportedly sent
28 under subdivision one of this section, or purportedly received under
29 subdivision two of this section, was not actually sent or received, the
30 legal effect of the sending or receipt is determined by other applicable
31 law. Except to the extent permitted by the other law, the requirements
32 of this subdivision may not be varied by agreement.

33 § 16. The state technology law is amended by adding a new section 318
34 to read as follows:

35 § 318. Transferable records. 1. As used in this section, "transferable
36 record" means an electronic record that:

37 (a) would be a note under article three of the uniform commercial code
38 if such electronic record were in writing; and

39 (b) the issuer of the electronic record expressly has agreed it is a
40 transferable record.

41 2. A person has control of a transferable record if a system employed
42 for evidencing the transfer of interests in the transferable record
43 reliably establishes that person as the person to which the transferable
44 record was issued or transferred.

45 3. A system satisfies subdivision two of this section, and a person is
46 deemed to have control of a transferable record, if the transferable
47 record is created, stored, and assigned in such a manner that:

48 (a) a single authoritative copy of the transferable record exists
49 which is unique, identifiable, and, except as otherwise provided in
50 paragraphs (d), (e); and (f) of this subdivision, unalterable;

51 (b) the authoritative copy identifies the person asserting control as:
52 (i) the person to which the transferable record was issued; or

53 (ii) if the authoritative copy indicates that the transferable record
54 has been transferred, the person to which the transferable record was
55 most recently transferred;

1 (c) the authoritative copy is communicated to and maintained by the
2 person asserting control or its designated custodian;

3 (d) copies or revisions that add or change an identified assignee of
4 the authoritative copy can be made only with the consent of the person
5 asserting control;

6 (e) each copy of the authoritative copy and any copy of a copy is
7 readily identifiable as a copy that is not the authoritative copy; and

8 (f) any revision of the authoritative copy is readily identifiable as
9 authorized or unauthorized.

10 4. Except as otherwise agreed, a person having control of a transfera-
11 ble record is the holder, as defined in paragraph twenty-one of
12 subsection (b) of section 1-201 of the uniform commercial code, of the
13 transferable record and has the same rights and defenses as a holder of
14 an equivalent record or writing under the uniform commercial code,
15 including, if the applicable statutory requirements under subsection one
16 of section 3-302 or section 9-330 of the uniform commercial code are
17 satisfied, the rights and defenses of a holder in due course or a
18 purchaser, respectively. Delivery, possession, and indorsement are not
19 required to obtain or exercise any of the rights under this subdivision.

20 5. Except as otherwise agreed, an obligor under a transferable record
21 has the same rights and defenses as an equivalent obligor under equiv-
22 alent records or writings under the uniform commercial code.

23 6. If requested by a person against which enforcement is sought, the
24 person seeking to enforce the transferable record shall provide reason-
25 able proof that the person is in control of the transferable record.
26 Proof may include access to the authoritative copy of the transferable
27 record and related business records sufficient to review the terms of
28 the transferable record and to establish the identity of the person
29 having control of the transferable record.

30 § 17. The state technology law is amended by adding a new section 319
31 to read as follows:

32 § 319. Severability clause. If any provision of this article or its
33 application to any person or circumstance is held invalid, the invalidi-
34 ty does not affect other provisions or applications of this article
35 which can be given effect without the invalid provision or application,
36 and to this end the provisions of this article are severable.

37 § 18. The state technology law is amended by adding a new section 320
38 to read as follows:

39 § 320. Construction and application. 1. This article shall be
40 construed and applied:

41 (a) to facilitate electronic transactions consistent with other appli-
42 cable law;

43 (b) to be consistent with reasonable practices concerning electronic
44 transactions and with the continued expansion of those practices; and

45 (c) to effectuate its general purpose to make New York law uniform
46 with the law governing electronic records and signatures in the juris-
47 dictions that have enacted the uniform electronic transactions act.

48 2. Any reference to the New York electronic signatures and records act
49 or article three of the state technology law in any contract governed by
50 New York law, or in any law, rule or regulation adopted by the state of
51 New York or a government entity on or after the effective date of this
52 section, shall mean the electronic signatures and records act, as
53 amended by the chapter of the laws of two thousand twenty-six that added
54 this section and any amendments to this article after such date.

1 3. Nothing in this article shall impair the validity or enforceability
2 of any signature or record created prior to the effective date of the
3 chapter of the laws of two thousand twenty-six that added this section.

4 § 19. The state technology law is amended by adding a new section 321
5 to read as follows:

6 § 321. Relation to electronic signatures in global and national
7 commerce act. This article modifies, limits, and supersedes the federal
8 Electronic Signatures in Global and National Commerce Act, 15 U.S.C.
9 Section 7001 et seq., except that nothing in this article modifies,
10 limits, or supersedes section 7001(c) of such act or authorizes elec-
11 tronic delivery of any of the notices described in section 7003(b) of
12 such act.

13 § 20. Subsection (d) of section 7-103 of the uniform commercial code
14 is REPEALED.

15 § 21. Paragraph 3 of subsection (a) of section 12-102 of the uniform
16 commercial code, as added by chapter 579 of the laws of 2025, is amended
17 to read as follows:

18 (3) "Transferable record" [~~means an electronic record that either~~] has
19 the meaning provided for such term, as applicable, in:

20 (A) [~~is a "transferable record" under~~] Section 201(a)(1) of the Elec-
21 tronic Signatures in Global and National Commerce Act, 15 U.S.C. Section
22 7021(a)(1), as amended; or,

23 (B) [~~is governed by the law of any State that has enacted or adopted~~
24 ~~the Uniform Electronic Transactions Act substantially as approved and~~
25 ~~recommended for enactment in all the States by the National Conference~~
26 ~~of Commissioners on Uniform State Laws in 1999 and is a "transferable~~
27 ~~record" under Section 16(a) of that Act] subdivision one of section
28 three hundred eighteen of the state technology law.~~

29 § 22. Subsection (c) of section 12-103 of the uniform commercial code
30 is REPEALED.

31 § 23. Subdivision 7 of section 290 of the real property law, as added
32 by chapter 549 of the laws of 2011, is amended to read as follows:

33 7. "Electronic record" means information evidencing any act, trans-
34 action, occurrence, event or other activity, produced or stored by elec-
35 tronic means and capable of being accurately reproduced in forms percep-
36 tible by human sensory capabilities, and includes a tangible printout of
37 an electronically signed and electronically notarized electronic record
38 certified as authentic by an authorized notary public in compliance with
39 section two hundred ninety-one-i of this article.

40 § 24. Subdivision 1 of section 291-i of the real property law is
41 amended by adding a new paragraph (e) to read as follows:

42 (e)(i) where a law, rule or regulation requires, as a condition for
43 recording that a signed document be an original document, in writing or
44 another tangible medium, or have a wet signature, that requirement is
45 satisfied with respect to an electronic signature on an electronic
46 record by a tangible printout of an electronically signed electronic
47 record that complies with the requirements of this subdivision, and a
48 county clerk, city registrar, or other recording officer where applica-
49 ble, shall accept for recording such a tangible printout that is other-
50 wise eligible to be recorded under the laws of this state where:

51 (1) the electronic signature on such electronic record has been nota-
52 rized, and witnessed if applicable, in compliance with section three
53 hundred ten of article three of the state technology law.

54 (2) in the case of the notarization of an electronically signed elec-
55 tronic record, a tangible printout of the electronically notarized elec-

1 tronically signed electronic record has been certified as authentic by a
2 notary public authorized to perform such electronic notarial act.

3 (ii) a signed certification of authenticity in substantially the form
4 set forth in subdivision six of section one hundred thirty-five-c of the
5 executive law is sufficient for the purposes of this subdivision.

6 § 25. Paragraph (m) of subdivision 2 of section 5-1501 of the general
7 obligations law, as amended by chapter 340 of the laws of 2010, is
8 amended to read as follows:

9 (m) "Sign" means to place any memorandum, mark or sign, written,
10 printed, stamped, photographed, engraved or otherwise upon an instrument
11 or writing, or to use an electronic signature as that term is defined in
12 subdivision three of section three hundred two of the state technology
13 law, with the intent to execute the instrument, writing or electronic
14 record. [~~In accordance with the requirements of section three hundred~~
15 ~~seven of the state technology law, a power of attorney or any other~~
16 ~~instrument executed by the principal or agent that is recordable under~~
17 ~~the real property law shall not be executed with an electronic signa-~~
18 ~~ture.~~]

19 § 26. Subparagraphs 9 and 10 of paragraph (a) of subdivision 2 of
20 section 5-1504 of the general obligations law, as amended by chapter 323
21 of the laws of 2020, are amended and a new subparagraph 11 is added to
22 read as follows:

23 (9) the refusal by a title insurance company to underwrite title
24 insurance for a gift of real property made pursuant to a statutory short
25 form power of attorney or non-statutory power of attorney that does not
26 contain express instructions or purposes of the principal with respect
27 to gifts in the modifications section of the statutory short form power
28 of attorney or in the non-statutory power of attorney; [✗]

29 (10) the refusal of a request for a certification or an opinion of
30 counsel under paragraph (d) of subdivision one of this section[-]; or

31 (11) the refusal of a request for a notarial certificate of authentic-
32 ity of a printout under paragraph (e) of subdivision one of section two
33 hundred ninety-one-i of the real property law with respect to an elec-
34 tronically signed power of attorney in electronic format.

35 § 27. This act shall take effect on the ninetieth day after it shall
36 have become a law; provided, however, that if chapter 637 of the laws of
37 2025 shall not have taken effect on or before such date then section
38 five-a of this act shall take effect on the same date and in the same
39 manner as such chapter of the laws of 2025, takes effect.