

**Central New York
Regional Transportation Authority**

2020 Report to the Legislature on Subsidiaries



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The parent corporation of all of the listed subsidiaries below is the ***Central New York Regional Transportation Authority (CNYRTA)***, which was formed in 1970 to continue mass transit services in Central New York. Other counties deemed eligible by state law to become members of the CNYRTA were Oswego, Cayuga, Oneida, Jefferson, Madison and Cortland. At this time, Oswego, Cayuga and Oneida (in addition to the legislated original member Onondaga County) have elected to become member counties. Subsidiaries have been created primarily, though not exclusively, based on the counties in which the Authority provides transit services. ***The CNYRTA is located in an administrative, bus maintenance and bus storage facility at 200 Cortland Ave., Syracuse, NY 13202***, which is also the home of several of the subsidiaries as shown below.

CNY Centro, Inc.
200 Cortland Ave
Syracuse, NY 13202 315-442-3400

Senior Executive: Brian M. Schultz, Chief Executive Officer of CNYRTA and all subsidiaries

This is by far the largest subsidiary of the CNYRTA and provides extensive central support services from this location. The CNYRTA headquarters is also located at this facility.

Description of Operations:

CNY Centro in Onondaga County is the original CNYRTA bus operation, commencing service in January of 1972, taking over for the privately owned and bankrupt Syracuse Transit Corporation. CNY Centro (the fixed route operation) is the largest subsidiary and is the nucleus of the regional Centro system. In addition to traditional core regular-route services fundamental to its mission, CNY Centro provides specialized large-scale services which enhance the quality of life and help power the economic engine of the community. These types of services include an extensive network of Park-n-Ride shuttle services from remote locations in the region to the main gate of the New York State Fair and open-to-the-public mass transit services within and around the Syracuse University campus and to all Carrier Dome events. CNY Centro is a participant in the “Connective Corridor”, which is a collaborative effort between the City of Syracuse, Syracuse University, and the CNYRTA and which is supported by federal and state grants. In 2012 the Authority opened the new Centro Transit Hub. This significant event made way for the rapid acceleration of the development of the main downtown business corridor. The approximate fleet size is 137 large buses. CNY Centro staff provides all support and administrative functions (marketing & public communications, accounting, payroll & human resources, procurement, information technology, route planning, maintenance and operations oversight, training, safety and security) for its sister subsidiary operations, the largest of which is now Centro of Oneida, Inc.

Centro Call-A-Bus, Inc.
200 Cortland Ave.
Syracuse, NY 13202 315-442-3400

Call-A-Bus Manager: Joshua Gardner
Senior executive: Joseph DeGray, Senior Vice-President of Operations

Description of Operations:

Centro Call-A-Bus is the complementary paratransit service to CNY Centro's fixed route service, required by the Americans with Disabilities Act since the early 1990s. Call-A-Bus is a CNYRTA innovation that was a pioneer endeavor starting in 1974 (though not required by law until the ADA was passed sixteen years later). The demand for rides on Call-A-Bus continues to trend upward. In 2017, the Syracuse office assumed responsibilities for customer service and scheduling for all four counties (Cayuga, Oneida, Onondaga, Oswego) serviced by Call-A-Bus. The approximate fleet size is 37 vehicles; some subcontracted service is operated by qualified taxi and van operators.

Centro of Oneida, Inc.
185 Leland Ave.
Utica, NY 315-797-1121

General Manager: KC Martin
Senior executive: Joseph DeGray, Senior Vice-President of Operations

Description of Operations:

This second largest CNYRTA subsidiary (29 buses) includes two separate "divisions", one serving Utica and surrounding towns, and one serving the City of Rome. The Centro of Oneida management team, located at the Utica facility, supervises both divisions. The CNYRTA service assumptions in both Utica and Rome, at the request of the Oneida County Board of Supervisors in 2005, allowed a single management entity for both divisions, resulting in savings in personnel and administrative costs. Utica's operations are located in a leased garage / office facility at Leland and Wurz Avenues in Utica, there is a leased sales office / information center in the Radisson Hotel on Genesee Street. Through federal grants obtained by the City of Utica, a new transit hub opened in 2013, allowing reduced traffic / bus congestion on the main business corridor in Utica, facilitating continued business development of Genesee St.

The Utica division of Centro of Oneida operates 23 buses in fixed route and paratransit services and has approximately 11 salaried employees who focus mainly on operating and maintenance activities in both Utica and Rome.

The Rome division of Centro of Oneida operates six buses in fixed route and paratransit service. On November 2, 2020 a new Transit Hub was opened on in Rome, on West Liberty Street. The Hub is climate controlled for year-round use. The waiting area has seating and space of mobility

device customers. Additionally, video monitors provide live bus information for the public. A maintenance / storage building on Race St., is leased from the City of Rome for a nominal annual amount. Light vehicle repairs and servicing only are performed in Rome, with heavier maintenance performed at the Utica facility or in Syracuse at the main Centro facility, as time and space allow. The Centro system in Rome is much more user-friendly and responsive to community needs since the CNYRTA took over this operation from the City of Rome in 2005.

Centro of Oswego, Inc.
512 E. Seneca St.
Oswego, NY 13126 315-342-4400

Manager: Timothy Sinclair
Senior executive: Joseph DeGray, Senior Vice-President of Operations

Description of Operations:

Centro of Oswego, which operates 15 transit vehicles in the cities of Oswego and Fulton, as well as in several rural areas of Oswego County, provides extensive service to students at SUNY Oswego, including on-campus circulators, routes that link to the Oswego community, and connections to passenger rail and intercity buses at the Authority's Regional Transportation Center in Syracuse. Centro of Oswego also has an agreement with a local community college in Fulton for transportation of students. Centro of Oswego provides Park-n-Ride operations to the New York State Fair.

The Authority's collective Centro bus fleets and personnel are key support elements of the federally mandated nuclear emergency evacuation plans for the Oswego area, which has three nuclear power plants in the Town of Scriba, just east of the City of Oswego. The Oswego County Department of Emergency Management provides training for Centro employees on an annual basis.

Centro of Cayuga, Inc.
5 Frank Smith St.
Auburn, NY 13021 315-685-7075

Manager: Timothy Sinclair
Senior executive: Joseph DeGray, Senior Vice-President of Operations

Description of Operations:

Centro of Cayuga operates 24 transit vehicles and a network of regional and intercity routes to employment and retail centers as well as to the Authority's Regional Transportation Center in Syracuse, and has an agreement with Cayuga Community College in Auburn for transportation of students. Centro of Cayuga provides extensive Park-n-Ride operations to the New York State Fair.

Centro Parking, Inc.
200 Cortland Ave.
Syracuse, NY 13202 315-442-3300

Senior executive: Linda Biata, Vice-President of Finance

Description of Operations:

In an effort to increase locally generated revenues which can, in turn, subsidize transit services, Centro Parking was created by the Authority in 1978. As of August 1, 2019, the contract for managing two multi-level parking garages and a small valet service for State University of New York's Upstate Medical University (SUNY Upstate) was not renewed.

Centro Parking leases land from New York State located under Interstate Route 81, where it sells monthly parking spaces to individuals and institutions.

Intermodal Transportation Center, Inc.
1 Walsh Cir.
Syracuse, NY 13208 315-478-1936

Senior executive: Geoff Hoff, Vice-President of Fleet & Facilities

Description of Operations:

In 1998 the Authority, together with its subsidiary corporation Intermodal Transportation Center, Inc. (ITC, Inc.), opened the William F. Walsh Regional Transportation Center (RTC) located on Walsh Circle near the Destiny USA and the Regional Market in the City of Syracuse. Since 1998, the existence of the RTC has accounted for at least 40,000 annual transit rides provided by its fellow Centro bus operating subsidiaries.

The RTC fulfills its mission within the Central New York region, enhancing tourism and providing people with the opportunity, since 1998, to move efficiently between different "modes" of transportation in a safe, clean, positive environment. These transportation modes include intercity rail (Amtrak), intercity bus (Greyhound, Trailways and MegaBus), and regional / local mass transit (via the Authority's regional Centro bus operations). Convenient connections to Syracuse's Hancock International Airport (six miles away) are also available through local taxi operators. Parking is convenient and the food court serves hundreds of travelers each day. Upgrades to the parking lot increased the number of parking spaces from 130 to 270. In November 2020, a new revenue collection system was installed, improving security. Consequently, both improves will increase our revenue.

Designated Recipient Services, Inc.
200 Cortland Ave.
Syracuse, NY 13202 315-442-3300

This subsidiary exists to pass through specific New York State public transit funding earned by a private bus company which operates a portion of a regular route in Onondaga County, thereby qualifying it for such assistance. Designated Recipient Services, Inc. also serves the purpose of sheltering the assets of the Authority and its sister subsidiaries from potential liability caused by such private carrier. This subsidiary has neither employees nor assets.

Website for additional information about the CNYRTA and all subsidiaries:
www.centro.org

Subsidiary Organization Chart

The attached chart (Attachment #1) shows the common board structure, the general function and creation date of each subsidiary.

Management Structure Organization Chart

The attached Corporate Function organizational chart (Attachment #2) shows how the Authority is structured to conduct the affairs of both the Authority itself and its subsidiaries. The corporate and support activities are centralized in Syracuse for all subsidiaries.

Board of Members of CNYRTA and Subsidiaries

All of the subsidiaries of the Central New York Regional Transportation Authority have a common board of directors with the Central New York Regional Transportation Authority itself. A list of these members and any offices they hold is attached (Attachment #3).

By-Laws

The By-Laws of the Authority and each of its subsidiaries are identical; the Authority version is attached (Attachment #4).

Legal Organizational Papers

See the attached Enabling Legislation of the CNYRTA (Attachment #5), which among other things, allows the creation of subsidiaries to carry out its purposes in Sec. 1332 (5) which states in part:

The authority may acquire, hold own, establish, construct, effectuate, operate maintain, renovate, improve, extend or repair any of its facilities through, and cause any one or more its powers, duties, functions or activities to be exercised or performed by, one or more wholly owned subsidiary corporations of the authority and may transfer to or from any such corporation any moneys, real property or other property for any of the purposes of this title. The directors or members of each such subsidiary corporation shall be the same persons holding the offices of members of the authority. Each such subsidiary corporation and any of its property, functions and activities shall have all of the privileges,

immunities, tax exemptions and other exemptions of the authority and of the authority's property, functions and activities. Each such subsidiary corporation shall be subject to the restrictions and limitations to which the authority may be subject. Each subsidiary shall be subject to suit in accordance with section thirteen hundred forty-one of this title. The employees of any such subsidiary corporation, except those who are also employees of the authority, shall not be deemed employees of the authority.

See also the Certificates of Incorporation for each subsidiary, also enclosed. (Attachment #6)

Mission Statement / Statement of Purpose and Necessity of subsidiaries

The unified mission statement for the CNYRTA and its subsidiaries (approved in 2011 by the Authority Budget Office) is as follows:

The mission of the Central New York Regional Transportation Authority is to be responsive to the transportation needs of the Central New York community by providing services which are safe, convenient, reliable and environmentally responsible with a goal of maximizing the taxpayers' return on investment.

The enabling legislation of the Central New York Regional Transportation Authority (Article 5, Title 11-D) contains the following sections regarding purpose and necessity:

Sec. 1329 (1) The purposes of the authority shall be the continuance, further development and improvement of transportation and other services related thereto within the transportation district, by railroad, omnibus, marine and air, in accordance with the provisions of this title.

Sec. 1329 (2) It is hereby found and declared that such purposes are in all respects for the benefit of the people of the state of New York and the authority shall be regarded as performing an essential governmental function in carrying out its purposes and in exercising the powers granted by this title.

Each of the Authority's subsidiary corporations are directly related to the purpose of public transportation and services related directly thereto.

Projects

All major capital projects, such as replacement of buses and related equipment, and the construction or improvement of any transit facilities, are funded by mass transit capital grants provided by the Federal Transit Administration (FTA) of the U.S. Department of Transportation (usually 80%), the New York State Department of Transportation (usually 10% match to the 80% federal, but 100% of certain projects). These projects are considered projects of the parent public benefit corporation, the Central New York Regional Transportation Authority, pursuant to a formal Transportation Improvement Program (TIP) in the urbanized areas of Syracuse and Utica. The Authority, rather than the specific subsidiary, is the formally approved "Designated Recipient" for all federal transit funds in its region. Non-urbanized operations in Oswego, Cayuga counties, and in the city of Rome can receive federal capital funds for non-urbanized areas, as

well as 100% state dedicated funds from time to time. All urban, non-urban, state dedicated funds and other funds for capital projects are received and managed by the Authority.

Significant capital projects completed in 2020:

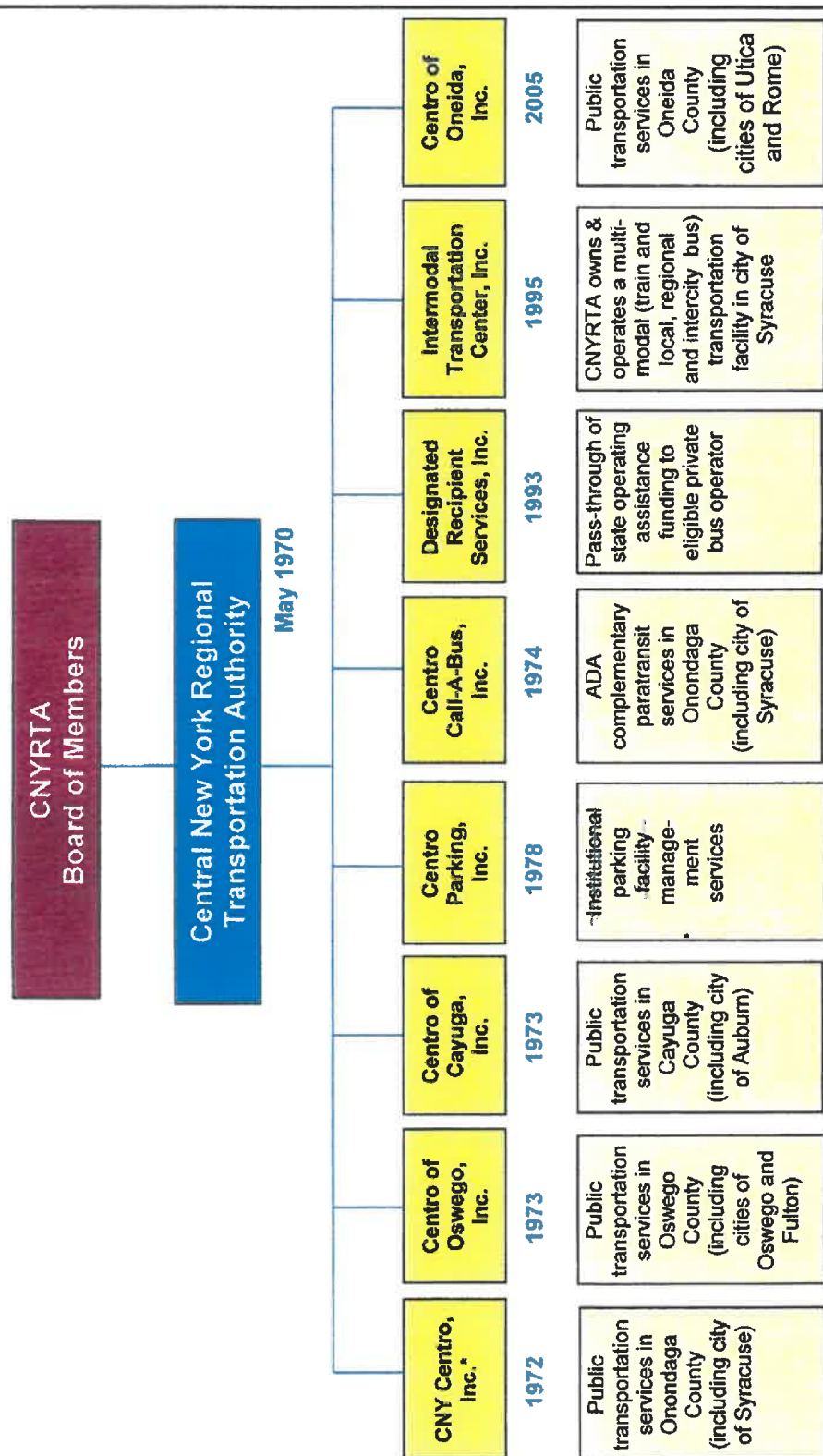
1. Replaced parking lot gates at Intermodal Transportation Center.
2. Portable CNG substation delivered in Syracuse. This serves as redundancy CNG fueling and a way to fuel during an emergency.
3. Replaced four service trucks. New service trucks will replace retiring service trucks.
4. Purchased a replacement Skid Steer loader for Centro of Oneida, Inc. garage.
5. Installed new offices and a kitchenette for employees at Centro of Oneida, Inc.
6. Repaired flood damage at the Centro of Oneida, Inc. garage and offices in Utica, NY.
7. Purchased Eight gasoline fueled paratransit vehicles.
8. Purchased a replacement Tennant Floor Scrubber for Syracuse Garage.
9. Installing UV lighting systems in recirculating heat pumps for the removal of virus particles

Significant capital projects in progress at this time:

1. Replacing fifteen Transit buses: eight, 40' diesel; three, 30' diesel; and four, 35' diesel.
2. Replacing eighteen 40' CNG transit Buses.
3. Replacing five Over-the-Road Coach Buses.
4. Repave Auburn and Oswego garage lots and drive lanes.
5. Purchasing Contactless Fare Collection System.
6. Purchasing replacement Maintenance Software.
7. Renovation and rehabilitation of CNY Centro, Inc. garage Compressed Natural Gas Fueling Station.
8. Replacement of trench drains in CNY Centro, Inc. garage.
9. Seal and restripe parking lots at CNY Centro, Inc.
10. Replacing eight diesel and gas paratransit buses with new gasoline paratransit buses.
11. Installation of post vehicle wash water strippers in Centro of Cayuga, Inc., Centro of Oneida, Inc., and Centro of Oswego, Inc., to reduce ice build-ups and safety hazards during the winter months and increase life of the asphalt.
12. Replacing tops on oil and antifreeze underground tanks. Existing tops are worn, potentially allowing water to infiltrate secondary containment.
13. Install 5-micron fuel filter system in Centro of Cayuga, Inc. and Centro of Oswego, Inc. Diesel engines require fuel filtered down to 5-microns to prevent fuel clogging in fuel injectors.
14. Rehabilitate drains inside maintenance building at Centro of Oneida, Inc. Drains allow buses to be washed.

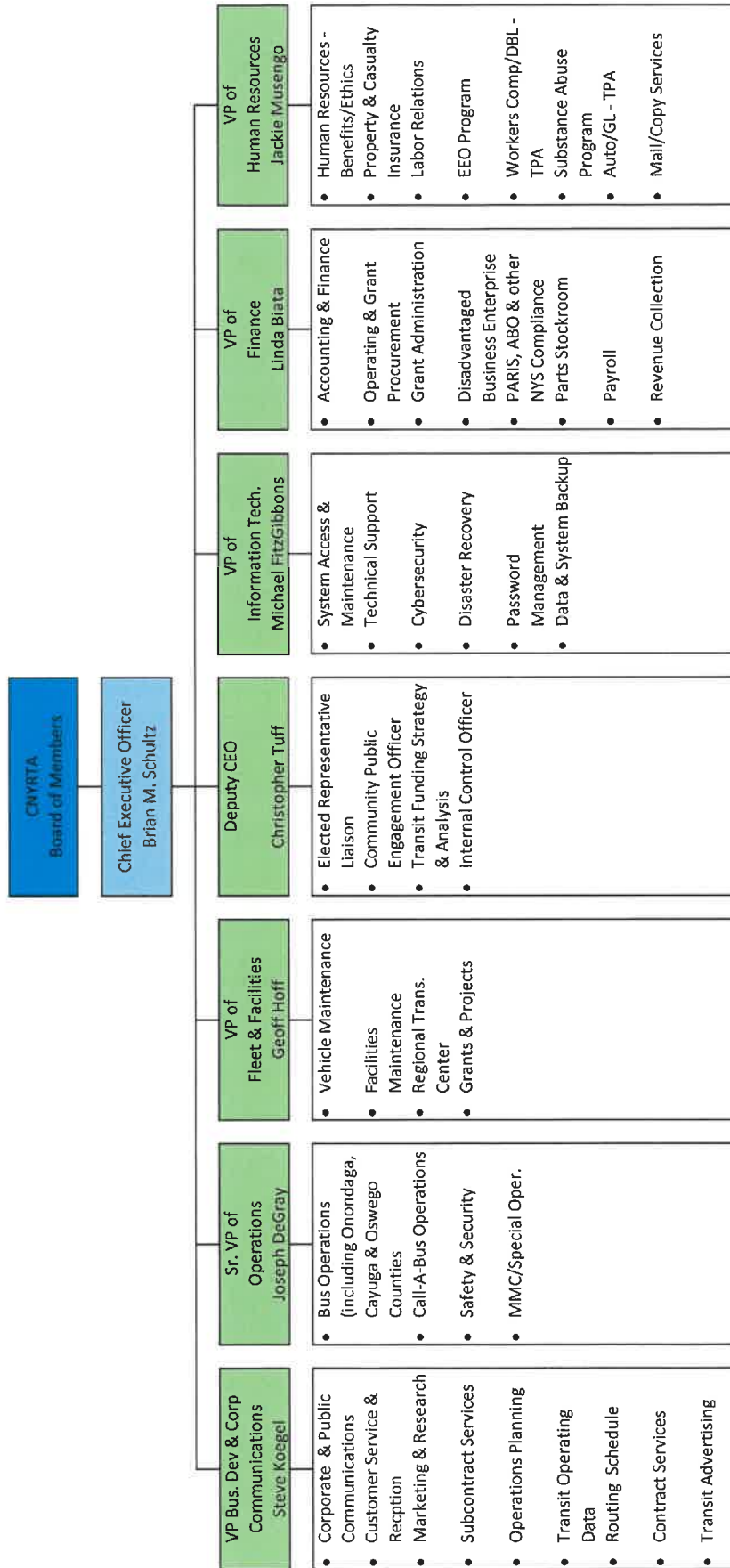
Central New York Regional Transportation Authority - CNYRTA

Subsidiary Corporation Organization Chart



* The largest subsidiary; provides support services (general supervision, payroll, marketing, scheduling, planning, accounting, HR, etc.) for all other subsidiaries

Central New York Regional Transportation Authority
General Management Organization Chart



CENTRAL NEW YORK REGIONAL TRANSPORTATION AUTHORITY
BOARD OF MEMBERS

<u>Name</u>	<u>Office Held</u>	<u>Appointing Entity</u>
Laino, Nicholas F.	Chairman	Oneida County
Cuculich, Robert F.	Vice Chairman	Onondaga County
Lattimore, Darlene DeRosa	Secretary	Cayuga County
Fitzgerald, Tina	Treasurer	Onondaga County
Hardick, Joseph A.		Onondaga County
Williams, Louella		Onondaga County
Riley, John (non-voting)		Bargaining Unit
Open Seat		City of Syracuse
Open Seat		City of Syracuse
Open Seat		City of Syracuse
Open Seat		Oneida County
Open Seat		Oswego County
Open Seat.		Onondaga County

All Board members are appointed by the Governor. The local government shown above nominates candidates for each open seat and forwards the names to the Governor. After appointment by the Governor, Members must also be confirmed by the New York State Senate. The respective formal nominating entities for CNYRTA are: City of Syracuse: Syracuse Common Council, Onondaga County: Onondaga County Legislature, Oswego County: Oswego County Legislature, Cayuga County: Cayuga County Legislature, and Oneida County: Oneida County Board of Legislators. The non-voting bargaining unit representative is nominated by the largest bargaining unit representing the CNYRTA employees, currently Amalgamated Transit Union Local 580.

As of April 1, 2020

Revised 5/31/06

BY-LAWS
OF
CENTRAL NEW YORK REGIONAL TRANSPORTATION AUTHORITY

ARTICLE I
THE CORPORATION

SECTION 1.1 DESCRIPTION

CENTRAL NEW YORK REGIONAL TRANSPORTATION AUTHORITY (the "Authority" or the "Corporation") is a public benefit corporation of the State of New York created by and having the powers and functions as set forth pursuant to Sections 1325-1348 of the Public Authorities Law of the State of New York, as amended, (the "Act").

SECTION 1.2 MEMBERSHIP

The Membership of the Corporation shall consist of as many Members as are appointed to the Authority Board by the Governor of the State of New York upon the advice and consent of the New York State Senate and hold office pursuant to the provisions of the Act. The Membership of the Corporation is hereinafter referred to as the "Board", and the individual members of the Board are hereinafter referred to as "Members".

SECTION 1.3 OFFICES

The principal office and corporate offices of the Corporation shall be located in the City of Syracuse, County of Onondaga and State of New York, or as the Board may, from time to time, determine to be necessary or appropriate for the conduct of the affairs of the Corporation.

SECTION 1.4 SEAL

The official seal of the Corporation shall be in a design, circular in form, bearing the words and dates as follows:

[seal]

SECTION 1.5 FISCAL YEAR

The fiscal year of the Corporation shall begin on the 1st day of April in each calendar year and shall end at the close of business on the 31st day of March in the following calendar year.

ARTICLE II

MEETINGS

SECTION 2.1 ANNUAL MEETING

The Annual Meeting of the Corporation shall be held no later than the last Tuesday of April in each year. Whenever a quorum is not present at the Annual Meeting, a substitute Annual Meeting shall be called in the same manner as is provided for the calling of a Special Meeting of the Corporation.

SECTION 2.2 REGULAR MEETINGS

Regular Board meetings shall be held at such places and at such times as are agreed upon by the Board.

SECTION 2.3 SPECIAL MEETINGS

Special meetings of the Board may be called at any time by the Chairperson or in his or her absence by the Vice Chairperson, or by the Executive Director, and shall be called by the Chairperson, or in his or her absence by the Vice Chairperson, or by the Executive Director, upon the request of three (3) Members then in office. It shall be the duty of the Chairperson, or in his or her absence, of the Vice Chairperson, or the Executive Director, to issue a call for a special Board meeting within a reasonable time after receipt of such request of such three (3) Members. Written notice of each special meeting shall be given by the Secretary, or in his or her absence, by the Chairperson or Vice Chairperson or by the Executive Director, specifying the time and place of such meeting, addressed to the respective Members at such address as each Member notifies the Corporation is his or her official address for the receipt of such notices, and if possible shall be deposited in the Post Office at least forty-eight hours prior to the time fixed for such meeting. Such notice shall also state the purpose of such meeting, and no business other than that stated in the notice shall be transacted at such special meeting, unless every member of the Corporation then in office is present, and it is unanimously agreed to consider matters other than those specifically provided for in the notice of such meeting. A special meeting of the Members of the Corporation may be held at any time and at any place, and any action may be taken thereat if notice and lapse of time be waived in writing by four-fifths (4/5) of the Members of the Corporation.

SECTION 2.4 WAIVER OF NOTICE

Notice of any Board meeting of the Corporation need not be given to any Member if waived in writing by him or her either before or after such meeting, or if he or she shall be present at such meeting. No notice need be given of any such meeting if all of the Members then in office shall be present thereat. Notice of an adjourned meeting need not be given to any Member present at the time of the adjournment. Nothing contained herein or in these By-Laws shall override any statute, rule or regulation enacted or promulgated in or by the State of New York or any applicable Court decision relating to the conduct of Public Meetings in the State of New York.

SECTION 2.5 CONDUCT OF MEETINGS

Except as otherwise required by the Act, a majority of whole number of Members of the Corporation shall constitute a quorum for the transaction of business. Except as otherwise required by the Act, the Corporation shall have the power to act, for the transaction of business, or the exercise of any power of the Corporation by the majority of the Members of any meeting at which a quorum is in attendance. The majority of the Members, whether or not a quorum is present, may adjourn any meeting to another time and place. New York State Public Officers Law provisions as interpreted by rule, regulation or applicable Court decision shall govern the conduct of Executive Sessions. The conduct of Board meetings shall be governed by Roberts Rules of Order.

SECTION 2.6 ORDER OF BUSINESS

The order of business at all Board meetings shall be set by the Chairperson.

ARTICLE III

COMMITTEES

SECTION 3.1 COMMITTEES

The Board may, by Resolution, designate one or more committees. The Chairperson shall appoint all committees as are deemed necessary to carry out the purposes of the Corporation.

SECTION 3.2 AUDIT AND FINANCE COMMITTEE

The Board shall establish an Audit and Finance Committee (by merging the Authority's Finance Committee into the Audit and Finance Committee). The Audit and Finance Committee shall be comprised of Independent Members as defined, from time to time, by New York statute. The Audit and Finance Committee shall, among its other responsibilities, recommend to the Board the hiring of a certified independent accounting firm for the Authority, establish the compensation to be paid to the accounting firm and provide direct oversight of the performance of any independent audit performed by the accounting firm hired for such purposes.

SECTION 3.3 GOVERNANCE COMMITTEE

The Board shall establish a Governance Committee. The Governance Committee shall be comprised of Independent Members as defined, from time to time, by New York statute. It shall be the responsibility of the members of the Governance Committee to keep the Board informed

of current best governance practices; to review corporate governance trends; to update the Authority's corporate governance principles; and to advise appointing authorities on the skills and experiences required of potential Board members.

ARTICLE IV

BOARD MEMBERS

SECTION 4.1 ROLE AND RESPONSIBILITY OF BOARD MEMBERS

The Board shall (a) execute direct oversight of the Authority's Chief Executive and other senior management in the effective and ethical management of the Authority; (b) understand, review and monitor the implementation of fundamental financial and management controls and operational decisions of the Authority; (c) establish policies regarding the payment of salary, compensation and reimbursements to, and establish rules for the time and attendance of, the Executive Director and senior management; (d) adopt a code of ethics applicable to each officer, Member, director and employee that, at a minimum, includes the standards established in Section 74 of the Public Officers Law as may be amended or superseded from time to time; (e) establish written policies and procedures regarding personnel including policies protecting employees from retaliation for disclosing information concerning acts of wrongdoing, misconduct, malfeasance, or other inappropriate behavior by an employee or Board Member of the Authority, regarding investments, travel, the acquisition of real property and the disposition of real and personal property and regarding the procurement of goods and services; and (f) adopt a defense and indemnification policy and disclose such plan to any and all prospective Board members.

The Board shall approve financial reports submitted to the State of New York and shall

designate other senior management, if any, when required by law to certify financial reports in addition to the Executive Director's and the Chief Financial Officer's required certification in writing that based on his or her knowledge that the information provided therein (a) is accurate, correct and does not contain any untrue statement of material fact; (b) does not omit any material fact which, if omitted, would cause the financial statements to be misleading in light of the circumstances under which such statements are made; and (c) fairly presents in all material respects the financial condition and results of operations of the Authority as of, and for, the periods presented in the financial statements.

SECTION 4.2 OTHER POSITIONS PROHIBITED

No Board Member, including the Chairperson, shall serve as the Executive Director, Chief Financial Officer, Comptroller, or hold any other equivalent position while also serving as a Member of the Board.

ARTICLE V

BOARD OFFICERS

SECTION 5.1 BOARD OFFICERS

The Board Officers of the Corporation shall be a Chairperson, Vice Chairperson, Treasurer and Secretary or such additional Board Officers as the Board may decide, all of whom shall be elected from among the Members duly appointed to the Authority Board by the Governor of the State of New York. Such officers shall be elected at the Annual Meeting of the Corporation. All Board Officers shall hold office until their successors are chosen and qualify in

their stead.

SECTION 5.2 DUTIES OF CHAIRPERSON

The Chairperson shall preside at all meetings of the Board. He or she may sign and acknowledge on behalf of the Corporation all contracts, notes, bonds, or other evidences of indebtedness when so authorized by Resolution of the Corporation and shall perform such other duties as may be assigned to him or her from time to time by the Board.

SECTION 5.3 DUTIES OF VICE CHAIRPERSON

The Vice Chairperson shall perform the duties of the Chairperson in the event the office of Chairperson is vacant or in the event the Chairperson is unable to perform such duties by reason of illness, disability or absence, and shall perform such other duties as the Board shall designate.

SECTION 5.4 DUTIES OF SECRETARY

The Secretary shall keep the Minutes of the meetings of the Corporation, attend to the service of notices of all meetings, regular or special; shall affix the seal to all papers or documents as may require it; shall attend to such correspondence as may be assigned; shall perform all the duties as the Corporation may designate. The Corporation may designate an Assistant Secretary who, in the absence or incapacity of the Secretary, shall perform the duties of that office.

SECTION 5.5 DUTIES OF TREASURER

The Treasurer shall act in an advisory capacity and as liaison, when necessary, between the Finance or Budget Committees of the Authority Board and the Corporate Officers; and shall perform such other duties and powers as shall from time to time be prescribed by the Board. The Corporation may designate an Assistant Treasurer who, in the absence or incapacity of the Treasurer, shall perform the duties of that office.

SECTION 5.6 AUTHORIZATION FOR OFFICIAL TRANSACTIONS

The Corporation, by Resolution, shall designate those Officers and/or employees who are authorized to sign legal and financial documents on behalf of the Corporation. A minimum of two (2) authorized signatures will be required on all such transactions unless otherwise specifically Resolved by the Board.

ARTICLE VI

CORPORATE OFFICERS

SECTION 6.1 EXECUTIVE DIRECTOR

There shall be appointed by the Corporation an Executive Director who shall serve in such capacity at the pleasure of the Board. The Executive Director shall be responsible to the Board for the administration of the Corporation's affairs. Unless the Board determines otherwise, the Executive Director shall be the Chief Executive and Chief Operating Officer of the Corporation and shall conduct the business of the Corporation. The Executive Director shall exercise supervision of all functions of the Corporation within the framework of policy

established by the Board. The Executive Director shall be responsible for the implementation of all Resolutions, orders, programs or projects of the Corporation. The Executive Director shall attend meetings of the Corporation as directed with the privilege of taking part in the discussion and shall recommend such measures as may be necessary or expedient, and shall perform such other duties and have such other powers as may be prescribed by law or by the Board. The Executive Director shall have all necessary incidental powers to perform and exercise any of the duties and functions specified above or lawfully delegated by the Board from time to time. The Executive Director shall report to the Chairman and the Other Members on the progress of all programs.

SECTION 6.2 ADDITIONAL OFFICERS

The Corporation may appoint additional officers, including without limitation a Chief Financial Officer who may also be the Vice President of Finance and Administration, to be assigned such duties and responsibilities as the Corporation from time to time determines.

ARTICLE VII

EMPLOYEES

SECTION 7.1 EMPLOYEES AND CONSULTANTS

There may be retained or employed, such other persons, firms or corporations as are desired by the Corporation and as are permitted by law.

ARTICLE VIII

BONDING

SECTION 8. BONDING

The Executive Director and such other employees as the Corporation shall from time to time determine, shall be covered by a fidelity bond or bonds conditioned upon the faithful performance of the duties of their offices, the amount and sufficiency of which shall be specified by the Corporation and the premiums therefor shall be paid by the Corporation.

ARTICLE IX

BY-LAWS

SECTION 9.1 AMENDMENTS

These By-Laws may be repealed or amended by the Board at any duly called regular meeting, provided, however, that notice in writing specifying that the By-Laws are to be repealed or specifying the portions thereof to be amended shall be mailed to each Member at least one (1) week prior to the meeting at which such changes are to be passed upon.

These By-Laws may be repealed or amended only upon a majority vote of the whole number of the Members of the Corporation.

ARTICLE X

MISCELLANEOUS PROVISIONS

SECTION 10.1 OBLIGATIONS OF THE CORPORATION

The Corporation shall continue to be a participating employer in the New York State Employees' Retirement System, on the basis of the contributory or non-contributory retirement plan and benefits provided by Retirement and Social Security Laws, Section 75-d and 75-c or related laws, and with all guaranteed retirement benefits provided by Retirement and Social Security Law Section 75-e, 75-g or 75-i and related laws.

The Corporation shall also continue to take appropriate action to cover such officers and employees with Old Age and Survivors Insurance coverage, pursuant to Article III of the Retirement and Social Security Law.

SECTION 10.2 INDEMNIFICATION

The Corporation shall save harmless and indemnify any person (or his or her estate) who shall have served as a Member, officer or employee of the Corporation or of a subsidiary of the Corporation against financial loss or litigation expense incurred in connection with any claim, demand, suit, action or proceeding, whether civil or criminal, or the defense thereof, and arising out of (a) any transaction of the Corporation or of a subsidiary of the Corporation, or (b) any act or failure to act by any such Member, officer or employee while engaged in the discharge of his or her duties on behalf of the Corporation or its subsidiaries, or the discharge of his or her duties as a fiduciary of a benefit plan for Corporation employees or employees of a subsidiary of the Corporation. In the event any such claim, demand, suit, action or proceeding shall occur, such Member, officer or employee shall be saved harmless and indemnified as herein provided, unless such individual is found by a final judicial determination not to have acted in good faith, for a

purpose which he or she reasonably believed to be in the best interests of the Corporation or of its subsidiaries, and, in criminal actions or proceedings, in addition, not to have had reasonable cause to believe that his or her conduct was lawful. The provisions of this Article shall not enlarge or diminish the rights of any other party, and shall not impair, limit or modify the rights and obligations of any insurer under any policy of insurance. Except in a criminal proceeding, the foregoing shall be conditional on (a) the prompt delivery to the Corporation of a copy of the summons, complaint, process, notice, demand letter or pleading commencing any such claim, demand, suit, action or proceeding, (b) a contemporaneous offer to name counsel to Corporation as counsel to the said Member, officer or employee in the defense of such claim, demand, suit, action or Proceeding, and (c) the full cooperation of the said Member, officer or employee, in the event the offer is accepted, in the making of such defense. The provisions of Section 18 or any other provision of the Public Officers Law or other applicable law relating to defense and indemnification are also applicable and available to the Corporation's Members, officers and employees. In the event of any conflict between the provisions of these By-Laws and those of such Section 18 of the Public Officers Law or such other law(s), the provisions which afford the greater protection to such Members, officers and employees shall control.

SECTION 10.3 GENDER REFERENCES

All references to masculine or feminine gender shall be construed to apply to the other gender, as well.

TITLE 11-D

CENTRAL NEW YORK REGIONAL TRANSPORTATION AUTHORITY

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§ 1325. Short title. This title may be cited as the "Central New York Regional Transportation Authority Act".

§ 1326. Definitions. As used or referred to in this title, unless a different meaning clearly appears from the context:

1. "Authority" shall mean the corporation created by section thirteen hundred twenty-eight of this title.
2. "Transportation district" and "district" shall mean the central New York regional transportation district created by section thirteen hundred twenty-seven of this title.
3. "Participating county" shall mean any of the counties defined in section thirteen hundred twenty-seven of this title.
4. "Federal government" shall mean the United States of America, and any officer, department, board, commission, bureau, division, corporation, agency or instrumentality thereof.
5. "Governor" shall mean the governor of the state of New York.
6. "Comptroller" shall mean the comptroller of the state of New York.
7. "Director of the budget" shall mean the director of the budget of the state of New York.
8. "State" shall mean the state of New York.
9. "State agency" shall mean any officer, department, board, commission, bureau, division, public benefit corporation, agency or instrumentality of the state.
10. "Municipality" shall mean a city, town, village or county not wholly contained within a city.
11. "Municipal corporation" shall mean a city, town, village, county not wholly contained within a city, special transportation district, public benefit corporation or other public corporation, or two or more of the foregoing acting jointly.
12. "Personal property" shall mean chattels and other tangible things of a movable or removable nature.
13. "Property" shall mean both real and personal property.
14. "Master plan" shall mean the long range regional transportation plan for the central New York area including, but not limited to that prepared by the Syracuse metropolitan transportation study and the Oswego-Fulton area transportation study and approved by the commissioner.
15. "Joint service arrangement" shall mean agreements between or among the authority and any common carrier or freight forwarder, the state, any state agency, the federal government, any other state or agency or instrumentality thereof, any public authority of this or any other state, or any political subdivision or municipality of the state, relating to property, buildings, structures, facilities, services, rates, fares, classifications, divisions, allowances or charges (including charges between operators of railroad, omnibus, marine and aviation facilities) or rules or regulations pertaining thereto, for or in connection with or incidental to transportation in part or upon railroad, omnibus, marine or aviation facilities located within the district and in part in or upon railroad, omnibus, marine or aviation facilities located outside the district.
16. "Project" shall mean any undertaking by the authority within the district including but not limited to port or harbor facilities, transportation properties, access and service roads and bridges, serving railroad, omnibus, marine and air facilities, equipment, appurtenances, airport facilities and any other improvement under authority jurisdiction within the district.
17. "Facility" shall mean, among other things, such properties, structures, appurtenances, terminals, wharves, docks, piers, railroad trackage, warehouses, elevators, equipment for handling freight, passengers and vehicles and such other works, properties, buildings or allied items necessary or desirable in connection with development,

operation, maintenance or improvement of port, airport and public transportation needs for the accommodation, safety or comfort of the public and commercial enterprise for the regional transportation district.

18. "Equipment" shall mean rolling stock, omnibuses, vehicles, air, marine or surface craft, motors, boilers, engines, and other instrumentalities used or useful therefor or in connection therewith.

19. "Omnibus facilities" shall mean motor vehicles, of the type operated by carriers subject to the jurisdiction of the public service commission, engaged in the transportation of passengers and their baggage, express and mail between points within the district or pursuant to joint service arrangements, and equipment, property, buildings, structures, improvements, loading or unloading areas, parking areas, berthing facilities or other facilities, necessary, convenient or desirable for the accommodation of such motor vehicles or their passengers, including but not limited to buildings, structures and areas notwithstanding that portions may not be devoted to any omnibus purpose other than the production of revenues available for the costs and expenses of all or any facilities of the authority.

20. "Railroad facilities" shall mean right-of-way and related trackage, rails, cars, locomotives, other rolling stock, signal, power, fuel, communication and ventilation systems, power plants, stations, terminals, storage yards, repair and maintenance shops, yards, equipment and parts, offices and other real estate or personalty used or held for or incidental to the operation, rehabilitation or improvement of any railroad operating or to operate between points within the district or pursuant to joint service arrangements, including but not limited to buildings, structures, and areas notwithstanding that portions thereof may not be devoted to any railroad purpose other than the production of revenues available for the costs and expenses of all or any facilities of the authority.

21. "Real property" shall mean lands, structures, franchise and interests in land, waters, lands under water, riparian rights and any and all things and rights included within said term and includes not only fees simple absolute but also any and all lesser interests including but not limited to easements, rights-of-way, uses, leases, licenses and all other incorporeal hereditaments and every estate, interest or right, legal or equitable, including terms for years and liens thereon by way of judgments, mortgages or otherwise.

22. "Marine and aviation facilities" shall mean equipment and craft for the transportation of passengers, mail and cargo between points from and to and within the district or pursuant to joint service arrangements, by marine craft and aircraft of all types including but not limited to hydrofoils, ferries, lighters, tugs, barges, helicopters, amphibians, seaplanes or other contrivances now or hereafter used in navigation or movement on waterways or in the navigation of or flight in airspace. It shall also mean any airport facility within the transportation district, including but not limited to any facility or real property necessary, convenient or desirable for the landing, taking off, accommodation or servicing of such aircraft, and shall include such facilities, property, structures and appurtenances as may be necessary or convenient in the operation, maintenance, development or improvement of airports including facilities, property, structures, and appurtenances, leased by the authority to persons, firms or corporations engaged in air transportation or the production or development of materials, goods or equipment for airports or air transportation or in providing facilities for the accommodation, safety or comfort of the traveling public and for purposes related or incidental to one or more

of the foregoing purposes. It shall also mean port facilities in the transportation district including but not limited to, (a) one or more docks, elevators, wharves, piers, bulkheads, slips, basins, harbors, railroad connections, side tracks or sidings, freight terminals, warehouses, bridges, tunnels, and areas for storage of cargoes, materials, goods, wares, and merchandise of any kind and for the loading, unloading, interchange or transfer of any such cargoes, materials, goods, wares and merchandise; (b) other buildings, structures, facilities or improvements necessary to accommodate steamships or other vessels and their cargoes or passengers; and (c) all real and personal property, driveways, roads, approaches, mechanical equipment and all appurtenances and facilities either on, above or under the ground which are necessary, convenient or desirable for the development, control and operation of port facilities in the transportation district.

23. "Transportation facility" shall mean any railroad, omnibus, marine or aviation or parking facility and any person, firm, partnership, association or corporation which owns, leases or operates any such facility or any other facility used for service in the transportation of passengers, United States mail or personal property as a common carrier for hire and any portion thereof and the rights, leaseholds or other interest therein together with routes, tracks, extensions, connections, parking lots, garages, warehouses, yards, storage yards, maintenance and repair shops, terminals, stations and other related facilities thereof, the devices, appurtenances, and equipment thereof and power plants and other instrumentalities used or useful therefor or in connection therewith.

24. "Commissioner" shall mean commissioner of transportation of the state of New York.

25. "Action plan" shall mean a plan for implementation and improvement of such means of public transportation and related services by omnibus, railroad and marine and aviation facilities as the authority may contemplate within the transportation district to effectuate the purposes of this act.

§ 1327. Central New York regional transportation district. 1. There is hereby created and established a transportation district to be known as the central New York regional transportation district. This district shall embrace the county of Onondaga and such of the following counties as may elect to become members by action of their governing bodies: Cayuga, Cortland, Jefferson, Madison, Oneida and Oswego. The transportation district shall also include all lands and water and all lands under water and all rivers, lakes, bays and harbors within any of the counties of said district.

§ 1328. Central New York regional transportation authority. 1. (a) There is hereby created the central New York regional transportation authority. The authority shall be a body corporate and politic constituting a public benefit corporation. It shall consist of not more than twelve members, including a chairman and shall have one non-voting member as described in paragraph (b) of this subdivision. The members shall be appointed by the governor by and with the advice and consent of the senate. The governor shall make initial appointments to the authority in such number and from lists submitted as follows: three members shall be appointed to the authority from a list of not less than six names, submitted to the governor by the common council of the city of Syracuse, five persons from a list of not less than ten names, submitted by the legislature of the county of Onondaga and two members shall be appointed from a list of not less than four names submitted by the legislature of the county of Oneida. Other counties electing to participate shall each submit to the governor a list of not less than two persons for each one hundred thousand or major fraction of the total population, as determined by the nineteen hundred seventy or any subsequent federal decennial or federal county-wide special census, of the counties outside the county of Onondaga which shall elect to participate, from which number the governor shall appoint one member for each one hundred thousand or major fraction of the total population, as determined by such federal decennial or federal county-wide special census, with a maximum of three members to represent such counties outside the county of Onondaga so electing to participate.

(b) There shall also be one non-voting member of the authority, which shall not be considered in determining a quorum. The non-voting member shall be recommended to the governor by the labor organization representing the plurality of the employees within the authority. The non-voting member shall be appointed for a term of seven years, provided, however, that if at any time during the term of appointment the non-voting member ceases to be affiliated with the labor organization representing the plurality of employees within the authority, then such labor organization may at any time during such term recommend a new member to the governor who shall serve the remainder of the term. If the local bargaining unit decertifies its existing union affiliation and certifies a new union, the union which represents the plurality of the employees may recommend a new member to the governor who shall serve the remainder of the term. The chairman of the authority, at his or her discretion, may exclude such non-voting member from attending any portion of a meeting of the authority or of any committee held for the purpose of discussing negotiations with labor organizations, pending litigation involving the labor organization, or the investigation, evaluation, or discipline of an employee.

2. The members of the authority shall continue in office until their successors are appointed and shall have qualified. One member recommended by the common council of the city of Syracuse and one member recommended by the legislature of the county of Onondaga shall be appointed for terms ending July thirty-first, nineteen hundred seventy-five; one member recommended by the common council of the city of Syracuse and two members recommended by the legislature of the county of Onondaga shall be appointed for terms ending July thirty-first, nineteen hundred seventy-six; and one member recommended by the common council of the city of Syracuse and two members recommended by the legislature of the county of Onondaga shall be appointed for terms ending July thirty-first, nineteen hundred seventy-seven. The member (or members) who is (or are) recommended by the other county legislatures or board of supervisors shall be appointed for a term (or terms) of seven

years, but all terminating on the thirty-first day of July of the seventh year. Thereafter, upon expiration of the term of a member of the authority a successor shall be appointed by the governor for a term expiring seven years after the expiration of the term of his predecessor. If a vacancy shall occur by reason of death, disqualification, resignation or removal of a member, the successor shall be appointed by the governor for the unexpired term. Persons succeeding members recommended by the appropriate legislative bodies of the city of Syracuse and the counties of Onondaga and Oneida on the authority shall be appointed by the same procedure as the original appointments. The same procedure shall be followed for the filling of vacancies of members appointed from other counties. Members of the authority shall, before entering upon the duties of their office, take the constitutional oath of office and file the same in the office of the secretary of state.

3. The members of the authority shall not receive a salary or other compensation when rendering service as a member, but each member shall be entitled to reimbursement of actual and necessary expenses incurred in the performance of his or her official duties.

4. A majority of the whole number of members of the authority shall constitute a quorum for the transaction of business or the exercise of any power of the authority. Except as otherwise specified in this act, for the transaction of any business or the exercise of any power of the authority, the authority shall have power to act by a majority of the members present at any meeting at which a quorum is in attendance.

5. The authority shall organize by the selection from its members of a chairman, vice-chairman and secretary. It shall adopt such rules as it may deem necessary and proper for the government of its own proceedings, and shall keep a record of such proceedings.

6. The authority shall be a "state agency" for the purposes of sections seventy-three and seventy-four of the public officers law.

7. Notwithstanding any inconsistent provision of this or any other law, general, special or local, no officer or employee of the state, or of any public corporation as defined in the general corporation law, shall be deemed to have forfeited or shall forfeit his office or employment or any benefits provided under the retirement and social security law or under any public retirement system maintained by the state or any of its subdivisions by reason of his acceptance of membership on or chairmanship of the authority; provided, however, a member or chairman who holds such other public office or employment shall be entitled to reimbursement for his actual and necessary expenses incurred in the performance of such services.

8. The governor may remove any member for inefficiency, neglect of duty or misconduct in office after giving him a copy of the charges against him and an opportunity to be heard, in person or by counsel in his defense, upon not less than ten days' notice. If any member shall be so removed, the governor shall file in the office of the department of state a complete statement of charges made against such member, and his findings thereon, together with a complete record of the proceedings.

9. The authority shall continue so long as it shall have bonds or other obligations outstanding and until its existence shall be terminated by law. Upon the termination of the existence of the authority, all its rights and properties shall pass to and be vested in the state.

10. Each of the counties that elect to become participating members of the transportation district may do so by resolution adopted by a majority of the membership of its governing body and such election by a county shall take effect upon the filing of a duly certified copy of

such resolution with the authority and with the secretary of state, and the mailing of a certified copy thereof to the county clerk of each county which is granted the power of election under the provisions of this act.

§ 1329. Purposes of the authority. 1. The purposes of the authority shall be the continuance, further development and improvement of transportation and other services related thereto within the transportation district, by railroad, omnibus, marine and air, in accordance with the provisions of this title.

2. It is hereby found and declared that such purposes are in all respects for the benefit of the people of the state of New York and the authority shall be regarded as performing an essential governmental function in carrying out its purposes and in exercising the powers granted by this title.

§ 1330. Formulation, filing and adoption of action plan, amendments. The authority shall formulate an action plan for transportation within the district. In formulating such plan, the authority shall consult and cooperate with the commissioner and the planning authorities in the area of its operations, and shall utilize state, local or regional transportation planning. The authority shall request and use existing studies, plans, surveys, data and other materials completed by or under development by any state agency or municipality. The authority shall file copies of such plan with the commissioner, the central New York regional planning and development board, the common council of the city of Syracuse, the county legislature of the county of Onondaga, and with the legislative body of any other county, within the district, affected by such plan, as hereinafter stated. The plan shall contain information regarding the transportation system that the authority intends to provide including information regarding the facilities connected therewith, the services the authority contemplates providing and the estimated costs and the proposed method of financing. During sixty days after the filing of the action plan with the commissioner, the central New York regional planning and development board and with the legislative body or bodies as aforesaid, said plan shall be available for public inspection at the office or offices of the authority and at such other places in the areas affected, within the district, as the authority may designate. Not earlier than thirty days after the filing of said action plan with the commissioner, the central New York regional planning and development board and such legislative body or bodies, a public hearing on said plan shall be held by the authority. Notice of such a hearing shall be given to the commissioner, the central New York regional planning and development board and the legislative body or bodies as aforesaid and by publication once a week for two weeks prior to the said hearing at the time and place fixed by the authority in newspapers of general circulation within the areas affected, to be selected by the authority. The last publication date shall not be less than five days before said hearing. Within thirty days following said public hearing, the authority shall provide a transcript of such hearing to the commissioner, the central New York regional planning and development board and the legislative body or bodies as aforesaid, together with any amendments the authority may propose to the action plan. The authority shall request approval of the action plan, including such amendments as the authority may propose, from the commissioner and the aforementioned legislative body or bodies. Any part of said plan which is disapproved by a political subdivision because it alters existing services or the financing thereof within said political subdivision shall not become operative. The commissioner may disapprove any part of said plan if he finds that it conflicts with a state-wide comprehensive master plan for transportation or the Syracuse metropolitan transportation study and the Oswego-Fulton area transportation study or, in the absence of such plans, would have an adverse effect upon sound transportation development policy and planning. Any part of such plan so disapproved by the commissioner shall not become operative. Disapproval of part or parts of the plan shall not make the entire plan inoperative. If the said legislative body or bodies fail to act within sixty days or in the case of the commissioner within ninety days after approval is requested, said failure shall be deemed approval, and the authority may adopt the action plan by a majority vote of its membership and may include changes, if any, recommended by the commissioner, said planning board or legislative body or bodies. The action plan may be amended from time to time in the same manner using the procedures outlined herein for the original adoption, except

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that a proposed amendment which is recommended by the legislative body or bodies affected thereby and approval by the commissioner may be embodied or continued by a majority vote of the authority without additional hearings thereon as required for the amendments proposed to be made.

§ 1330-a. Filing five year performance, capital and operating finance plans. 1. (a) On or before October first, nineteen hundred ninety-four, and annually thereafter on or before April first, the authority shall adopt an operational performance plan for the five-year period commencing April first. The plan shall set operational performance plan goals and objectives, including but not limited to ridership and passenger revenue goals and objectives for the period, for fixed route bus operations, and shall establish performance indicators to measure standards of service and operations. The performance indicators shall include: revenue passengers, total passengers, revenue vehicle miles, revenue vehicle hours, number of employees by department, vehicle mean distance between failures, on-time performance for total service provided, the cost per passenger, the cost per revenue vehicle mile and the operating-revenue-to-cost ratio.

(b) Quarterly reports shall be prepared for authority members on operating performance of fixed route bus operations. The first such report shall cover the three-month period commencing April first, nineteen hundred ninety-five and shall be submitted no later than thirty days after the end of the quarter. Thereafter, quarterly reports shall be submitted on the last day of October, January, April, and July of each year. The report shall compare the performance indicators for the most recent quarter and the year-to-date performance indicators with the same time period in the previous year with the annual goals established pursuant to this subdivision.

2. (a) On or before October first, nineteen hundred ninety-four, and annually thereafter on or before April first, the authority shall adopt a capital program plan for the five-year period commencing April first. The plan shall contain the capital program, separately itemized, by the following functions: regular fixed route bus service, demand responsive bus service, and any aviation facilities and any marine facilities for which it currently has or shall assume responsibility.

(b) The plan shall set goals and objectives by function for capital spending, establish standards for service and operation, describe each capital project to be initiated in each of the years covered by the plan and explain how each proposed project supports the goals and objectives and the service and operational standards established in the performance plan. The plan shall list separately by function those projects contributing to the maintenance of the system infrastructure and those intended to enhance the system. The plan shall also include an estimated cost for each project and set forth an estimate of the amount of capital funding required for each year of the plan and the expected sources of such funding. It shall also include a project schedule for the initiation and completion of each project. Each plan subsequent to the first such plan shall describe the current status of each capital project which has a total estimated cost of one hundred thousand dollars or more and which was included in the previously adopted plan.

(c) In addition to the annual update, a quarterly capital plan status report shall be provided to the authority members and shall include, but not be limited to, a description of any material change in the scope, cost, funding or time of initiation or completion of a project which has a total estimated cost of one hundred thousand dollars or more, as adopted in the plan. The first such report shall cover the three-month period commencing April first, nineteen hundred ninety-five and shall be submitted no later than thirty days after the end of the quarter. Thereafter, quarterly reports shall be submitted on the last day of October, January, April, and July of each year.

3. (a) On or before October first, nineteen hundred ninety-four, and annually thereafter on or before April first, the authority shall adopt

an operating finance plan for the five-year period commencing April first. The plan shall include the annual estimated operating cost for the following authority functions: fixed bus operations, demand responsive bus operations, and any aviation facilities and any marine facilities for which it currently has, or shall assume responsibility. The plan shall include the proposed method of financing for the level of service defined for each year of the plan and shall fully allocate the authority's general costs to each of the above separate functions. The plan shall provide a narrative describing the overall financial condition of the operating budget of the authority.

(b) In addition to the annual update, quarterly operating budget reports shall be prepared for the authority members on the financial condition of each of the authority's functions. The first such report shall cover the three-month period commencing April first, nineteen hundred ninety-five and shall be submitted no later than thirty days after the end of the quarter. Thereafter, quarterly reports shall be submitted on the last day of October, January, April, and July of each year. The reports shall include a budgetary comparison of the most recent quarter and year-to-date actual revenue and expenditures with the same time period in the previous year and with the projections for that time period based on the board approved budget. The reporting for fixed route bus operations shall be separate from the reporting for demand responsive bus service.

4. Any and all reports, including interim reports, shall be submitted to the director of the division of the budget, the commissioner of transportation and the chief executive officers of Cayuga, Onondaga, and Oswego counties, the county legislatures of Cayuga, Onondaga, and Oswego counties, the temporary president of the senate, the speaker of the assembly, the chairpersons of the senate finance committee and the assembly ways and means committee, and the chairpersons of the senate and assembly transportation committees.

§ 1331. General powers of the authority. A. Except as otherwise limited by this title, the authority shall have power:

1. To sue and be sued;
2. To have a seal and alter the same at pleasure;
3. To borrow money and issue negotiable notes, bonds or other obligations and to provide for the rights of the holders thereof;
4. To invest any funds held in reserve or sinking funds, or any monies not required for immediate use or disbursement, at the discretion of the authority, in obligations of the state or the United States government or obligations the principal and interest of which are guaranteed by the state or the United States government, or in certificates of deposit or other interest bearing depository accounts in banks or trust companies in this state if the certificate or account is secured by obligations of the United States or of the state of a market value equal at all times to the amount of the deposit;
5. To make and alter by-laws for its organization and internal management, and rules and regulations governing the exercise of its powers and fulfillment of its purposes under this title;
6. To enter into contracts and leases and to execute all instruments necessary or convenient;
7. To acquire, hold and dispose of real or personal property in the exercise of its powers;
8. To appoint a general manager, who shall serve at the pleasure of the authority, and such officers and employees as the authority may require for the performance of its duties, and to fix and determine their qualifications, duties, and compensation and to retain or employ counsel, auditors, engineers, and private consultants on a contract basis or otherwise for rendering professional, management or technical services and advice; such general manager, counsel, auditors, engineers, and private consultants, officers and employees may not be a member of the authority;
9. (a) Notwithstanding section one hundred thirteen of the retirement and social security law or any other general or special law, the authority and any of its subsidiary corporations may continue or provide to its affected officers and employees any retirement, disability, death or other benefits provided or required for railroad personnel pursuant to federal or state law. Notwithstanding any provisions of the civil service law, no officer or employee of a subsidiary corporation, of the authority, other than a public benefit subsidiary corporation, shall be a public officer or a public employee;
- (b) The authority and any of its public benefit subsidiary corporations may be a "participating employer" in the New York state employees' retirement system with respect to one or more classes of officers and employees of such authority or any such public benefit subsidiary corporation, as may be provided by resolution of such authority or any such public benefit subsidiary corporation, as the case may be, or any subsequent amendment thereof, filed with the comptroller and accepted by him pursuant to section thirty-one of the retirement and social security law. In taking any action pursuant to this paragraph (b), the authority and any of its public benefit subsidiary corporations shall consider the coverages and benefits continued or provided pursuant to paragraph (a) of this subdivision;
10. To make plans, surveys, and studies necessary, convenient or desirable to the effectuation of the purposes and powers of the authority and to prepare recommendations in regard thereto;
11. To enter upon such lands, waters or premises as in the judgment of the authority may be necessary, convenient or desirable for the purpose of making surveys, soundings, borings and examinations to accomplish any

purpose authorized by this title, the authority being liable for actual damage done;

12. The authority may conduct investigations and hearings in the furtherance of its general purposes, and in aid thereof have access to any books, records or papers relevant thereto; and if any person whose testimony shall be required for the proper performance of the duties of the authority shall fail or refuse to aid or assist the authority in the conduct of any investigation or hearing, or to produce any relevant books, records or other papers, the authority is authorized to apply for process of subpoena, to issue out of any court of general original jurisdiction whose process can reach such person, upon due cause shown;

13. To do all things necessary, convenient or desirable to carry out its purposes and for the exercise of the powers granted in this title;

14. To enter into collective bargaining agreements with labor representatives duly elected by the employees of the authority;

15. To insure or provide for the insurance of the authority's property or operations as required by law and also against such other risks as the authority may deem advisable.

B. The authority shall prepare and file with the commissioner and each county of the transportation district an annual budget consisting of projected operating revenues and expenditures for the next fiscal year.

C. The authority shall file in the office of the commissioner annual reports, after the close of each of the authority's fiscal years, which shall be open to public inspection. Such reports shall include, in addition to any information which the commissioner may require, a statement with respect to its operation including the following data:

(a) Cost breakdown of real property acquired for each system or facility acquired or operated by the authority;

(b) Cost breakdown in appropriate units of facilities acquired for each facility acquired or operated by the authority;

(c) Operating revenues for each facility acquired or operated by the authority;

(d) Operating expenses for each facility acquired or operated by the authority.

The authority shall also file copies of such reports with the legislative body or bodies of the city of Syracuse and all counties where such authority operates. In addition, the commissioner may request the authority to file interim reports with him containing such information which he may require and the authority shall file such reports.

§ 1332. Special powers of the authority. In order to effectuate the purposes of this title: 1. The authority may acquire, by purchase, gift, grant, transfer, contract or lease, or condemnation, any transportation facility, including port or related facilities wholly or partially within the transportation district or any part thereof, or the use thereof, and may enter into any joint service arrangements as hereinafter provided. Any such acquisition or joint service arrangement shall be authorized only by resolution of the authority approved by not less than a majority of the whole number of members of the authority then in office.

2. The authority may on such terms and conditions as the authority may determine necessary, convenient or desirable itself establish, construct, effectuate, operate, maintain, renovate, improve, extend or repair any such transportation facility, or may provide for such establishment, construction, effectuation, operation, maintenance, renovation, improvement, extension or repair by contract, lease, or other arrangement on such terms as the authority may deem necessary, convenient or desirable with any person, including but not limited to any common carrier or freight forwarder, the state, any state agency, the federal government, any other state or agency or instrumentality thereof, any public authority of this or any other state or any political subdivision or municipality of the state. In connection with the operation of any such transportation facility, the authority may establish, construct, effectuate, operate, maintain, renovate, improve, extend or repair or may provide by contract, lease or other arrangement for the establishment, construction, effectuation, operation, maintenance, renovation, improvement, extension or repair of any related services and activities it deems necessary, convenient or desirable, including but not limited to the transportation and storage of freight and the United States mail, feeder and connecting transportation, parking areas, transportation centers, port, stations and related facilities.

3. The authority may establish, levy and collect or cause to be established, levied and collected and, in the case of a joint service arrangement, join with others in the establishment, levy and collection of such fares, tolls, rentals, rates, charges and other fees as it may deem necessary, convenient or desirable for the use and operation of any transportation facility and related services operated by the authority or by a subsidiary corporation of the authority or under contract, lease or other arrangement, including joint service arrangements, with the authority. Any such fares, tolls, rentals, rates, charges or other fees for the transportation of passengers shall be established and changed only if approved by resolution of the authority adopted by not less than a majority of the whole number of members of the authority then in office and only after a public hearing, provided however, that fares, tolls, rentals, rates, charges or other fees for the transportation of passengers on any transportation facility which are in effect at the time that the then owner of such transportation facility becomes a subsidiary corporation of the authority or at the time that operation of such transportation facility is commenced by the authority or is commenced under contract, lease or other arrangement including joint service arrangements, with the authority may be continued in effect without such a hearing. Such fares, tolls, rentals, rates, charges and other fees shall be established as may in the judgment of the authority be necessary to maintain the combined operations of the authority and its subsidiary corporations on a self-sustaining basis. The said operations shall be deemed to be on a self-sustaining basis as required by this title, when the authority is able to pay or cause to be paid

from revenue and any other funds or property actually available to the authority and its subsidiary corporations (a) as the same shall become due, the principal of and interest on the bonds and notes and other obligations of the authority and of such subsidiary corporations, together with the maintenance of proper reserves therefor, (b) the cost and expense of keeping the properties and assets of the authority and its subsidiary corporations in good condition and repair, and (c) the capital and operating expenses of the authority and its subsidiary corporations. The authority may contract with the holders of bonds and notes with respect to the exercise of the powers authorized by this section.

4. The authority may establish and, in the case of joint service arrangements, join with others in the establishment of such schedules and standards of operations and such other rules and regulations including but not limited to rules and regulations governing the conduct and safety of the public as it may deem necessary, convenient or desirable for the use and operation of any transportation facility and related services operated by the authority or under contract, lease or other arrangement, including joint service arrangements, with the authority. Such rules and regulations governing the conduct and safety of the public shall be filed with the department of state in the manner provided by section one hundred two of the executive law. In the case of any conflict between any such rule or regulation of the authority governing the conduct or safety of the public and any local law, ordinance, rule or regulation, such rule or regulation of the authority shall prevail. Violation of any such rule or regulation of the authority governing the conduct or the safety of the public in or upon any facility of the authority shall constitute an offense and shall be punishable by fine not exceeding fifty dollars or imprisonment for not more than thirty days or both.

5. The authority may acquire, hold, own, lease, establish, construct, effectuate, operate, maintain, renovate, improve, extend or repair any of its facilities through, and cause any one or more of its powers, duties, functions or activities to be exercised or performed by, one or more wholly owned subsidiary corporations of the authority and may transfer to or from any such corporation any moneys, real property or other property for any of the purposes of this title. The directors or members of each such subsidiary corporation shall be the same persons holding the offices of members of the authority. Each such subsidiary corporation and any of its property, functions and activities shall have all of the privileges, immunities, tax exemptions and other exemptions of the authority and of the authority's property, functions and activities. Each such subsidiary corporation shall be subject to the restrictions and limitations to which the authority may be subject. Each such subsidiary corporation shall be subject to suit in accordance with section thirteen hundred forty-one of this title. The employees of any such subsidiary corporation, except those who are also employees of the authority, shall not be deemed employees of the authority.

If the authority shall determine that one or more of its subsidiary corporations should be in the form of a public benefit corporation, it shall create each such public benefit corporation by executing and filing with the secretary of state a certificate of incorporation, which may be amended from time to time by filing, which shall set forth the name of such public benefit subsidiary corporation, its duration, the location of its principal office, and any or all of the purposes of acquiring, owning, leasing, establishing, constructing, effectuating, operating, maintaining, renovating, improving, extending or repairing one or more facilities of the authority. Each such public benefit

subsidiary corporation shall be a body politic and corporate and shall have all those powers vested in the authority by the provisions of this title which the authority shall determine to include in its certificate of incorporation except the power to contract indebtedness.

Whenever any state, political subdivision, municipality, commission, agency, officer, department, board, division or person is authorized and empowered for any of the purposes of this title to cooperate and enter into agreements with the authority such state, political subdivision, municipality, commission, agency, officer, department, board, division or person shall have the same authorization and power for any of such purposes to cooperate and enter into agreements with a subsidiary corporation of the authority.

6. The authority, in its own name or in the name of the state, may apply for and receive and accept grants of property, money, services and other assistance offered or made available to it by any person, government or agency whatever, which it may use to meet capital or operating expenses and for any other use within the scope of its powers, and to negotiate for the same upon such terms and conditions as the authority may determine to be necessary, convenient or desirable. In no event, however, shall the authority submit to the United States or to the state of New York, or any agency or instrumentality of them, an application for a federal or state project unless the application shall have been first approved by the commissioner as being part of or consistent with such statewide plan, regional plan or transportation development policy and planning concept.

7. The authority may do all things it deems necessary, convenient or desirable to manage, control and direct the maintenance and operation of transportation facilities, equipment or real property operated by or under contract, lease or other arrangement with the authority. Except as hereinafter specially provided, no municipality or political subdivision, including but not limited to a county, city, village, town or school or other district shall have jurisdiction over any facilities of the authority or any of its activities or operations. In the operation, maintenance and control of any facilities devoted to purposes other than direct transportation purposes, the authority shall be subject to all local laws, resolutions, ordinances, rules and regulations of a municipality or political subdivision. Each municipality or political subdivision, including but not limited to a county, city, village, town or district in which any facilities of the authority are located shall provide for such facilities police, fire and health protection services of the same character and to the same extent as those provided for residents of such municipality or political subdivision.

The authority may agree with the state department of transportation for the execution by such department of any grade crossing elimination project or any grade crossing separation reconstruction project along any railroad facility operated by the authority or by one of its subsidiary corporations or under contract, lease or other arrangement with the authority. Any such project shall be executed as provided in the grade crossing elimination act and the railroad law, respectively, and the costs of any such project shall be borne as provided in such laws.

8. The authority may accept unconditional grants of money or property as subsidy payments for expansion of service into areas where such service would not be self-supporting. The authority may accept unconditional grants of money or property from any city, village, town or county not wholly contained within a city the whole or any part of which shall be served or to be served by a transportation facility

operated by the authority. Such grants of money or property would be for the purpose of assisting the authority in meeting its capital or operating expenses. The acceptance of any such grant shall not operate to make the authority an agency of the municipality making the grant. The provisions of this section are intended as enabling legislation only and shall not be interpreted as implying that absent their enactment an authority would lack the power to accept such grant or subsidy.

9. Notwithstanding any of the above provisions, no project may be undertaken by the authority unless such project is a part of or consistent with the action plan.

§ 1332-a. Restrictions. With respect to any statewide mass transportation operating assistance program established pursuant to section eighteen-a of the transportation law which by its terms makes available to the authority monies for operating expenses as mass transportation operating assistance service payments, no application therefor shall be made and no monies available under such program shall be accepted by the authority, notwithstanding the provision of any other law, unless the county legislature of any member county whose matching fund percentage for service payments under such section is at least eighty-five percent, authorizes the authority, by resolution adopted by a majority of the county legislature, to make such application.

§ 1333. Acquisition and disposition of real property. 1. In addition to the powers provided in section thirteen hundred thirty-one of this title to acquire transportation facilities, equipment and real property, the authority may acquire, by condemnation pursuant to the condemnation law and/or in accordance with the condemnation provisions of subdivision seven of this section, any real property it may deem necessary, convenient, or desirable to effectuate the purpose of this title, provided, however, that any such condemnation proceedings shall be brought only in the supreme court and the compensation to be paid shall be ascertained and determined by the court without a jury. Notwithstanding the foregoing provisions of this subdivision, no real property may be acquired by the authority by condemnation or by purchase for purposes other than a transportation facility unless the governing body of the city, village or town in which such real property is located shall first consent to such acquisition.

2. Nothing herein contained shall be construed to prevent the authority from bringing any proceedings to remove a cloud on title or such other proceedings as it may, in its discretion, deem proper and necessary or from acquiring any such property by negotiation or purchase.

3. Where a person entitled to an award in the proceedings to condemn any real property for any of the purposes of this title remains in possession of such property after the time of the vesting of title in the condemnor, the reasonable value of his use and occupancy of such property subsequent to such time as fixed by agreement or by the court in such proceedings or by any court of competent jurisdiction shall be a lien against such award subject only to the liens of record at the time of vesting of title in the condemnor.

4. Title to all property acquired under this act shall vest in the authority.

5. The authority may, whenever it determines that it is in the interest of the authority, dispose of any real property or property interest other than real property, which it determines is not necessary, convenient or desirable for its purposes.

6. The authority may, whenever it shall determine that it is in the interest of the authority, rent, lease or grant easements or other rights in, any land or property of the authority.

7. The authority may adopt the following condemnation procedures. A certified copy of a resolution adopted by the authority authorizing the acquisition and identifying and describing the property and franchises, if any, sought to be acquired by condemnation shall be filed in the office of the county clerk of the county in which such property is situated, held or maintained. A petition for an order vesting title to such property and franchises, if any, sought to be acquired by condemnation shall set forth a description of the said property and franchises, if any, and a prayer that title be vested in the authority, shall be presented, upon notice of the application to condemn published in five successive issues of a publication of general circulation within the county where such property and franchises, if any, are located, to a special term of the supreme court held at the time and place specified in such notice, within the judicial district in which the property being acquired or some part thereof is situated. Such proceedings shall have precedence over all other cases on the calendar of such court, any other provision of the law to the contrary notwithstanding. Upon due proof to the satisfaction of the court of the filing of the resolution as hereinafter described, such court, not later than three days after the presentation of the petition, shall thereupon enter an order vesting title to such property and franchises, if any, in the authority. Upon

such vesting of title the authority shall have the right to enter upon and take possession of such property. A notice of such acquisition shall be directed to the owners of the property and franchises, if any, so acquired and to any other person or persons having an estate, interest or easement in such property or a lien, charge or encumbrance thereon by personal service or by registered mail at the last known address within fifteen days after such vesting of title. Such notice shall set forth such resolution, the date of the submission to the court, the date of the order vesting title in such authority and such other matters as the authority may determine.

§ 1334. Cooperation and assistance of other agencies. In the interest of economy and to promote coordination of authority projects with state, local, county and regional plans and also to carry out the objective of full participation of all agencies in the development of a transportation system and facilities to meet the objectives of this act, the authority shall request and use existing studies, master plans, surveys, data and other materials completed by or under development by any state agency or any municipality or political subdivision of the state. The authority shall consult with and cooperate with the commissioner and with planning authorities in the areas of its operations and shall utilize local or state planning. When a project is contemplated by the authority, the authority shall submit a preliminary prospectus thereof to the commissioner for review and comment and shall consider the report of the commissioner in formulating detailed plans for such project. When a project is contemplated by the authority within the jurisdiction of any county planning board or the central New York regional planning and development board, the authority shall prepare and submit to such planning board or boards a preliminary prospectus thereof, describing the purpose, general location, and nature of the project contemplated, with such further data relative thereto that the authority shall consider pertinent. Within sixty days of receipt of such prospectus such planning board or boards shall prepare a report thereon, commenting on its conformity or lack of conformity with any related official plan of the state or region or any official planning agency within the region. Such report shall be considered by the authority in formulating detailed plans for such a project. At the request of the authority, each such agency, municipality or subdivision which is engaged in highway or other transportation activities or in land use or development planning, or which is charged with the duty of providing or regulating any transportation facility or any other public facility, is further authorized to provide the authority with information regarding its plans and programs affecting the transportation district so that the authority may have available to it current information with respect thereto. The officers and personnel of such agencies, municipalities or subdivisions, and of any other government or agency whatever, may serve at the request of the authority upon such advisory committees as the authority shall determine to create and such officers and personnel may serve upon such committees without forfeiture of office or employment and with no loss or diminution in the compensation, status, rights and privileges which they otherwise enjoy.

§ 1335. Notes and bonds of the authority. 1. (a) The authority shall have power and is hereby authorized from time to time to borrow money and issue its negotiable bonds and notes in such principal amount, as, in the opinion of the authority, shall be necessary to provide sufficient funds for achieving its purposes, including the acquisition, establishment, construction, effectuation, operation, maintenance, renovation, improvement, extension or repair of any transportation facility, the payment of interest on bonds and notes of the authority, establishment of reserves to secure such bonds and notes, the provision of working capital and all other expenditures of the authority and its subsidiary corporations incident to and necessary or convenient to carry out their purposes and powers;

(b) The authority shall have power, from time to time, to issue renewal notes, to issue bonds to pay notes and whenever it deems refunding expedient, to refund any bonds by the issuance of new bonds, whether the bonds to be refunded have or have not matured, and to issue bonds partly to refund bonds then outstanding and partly for any other purposes. The refunding bonds shall be sold and the proceeds applied to the purchase, redemption or payment of the bonds to be refunded;

(c) Except as may otherwise be expressly provided by the authority, every issue of its notes or bonds shall be general obligations of the authority payable out of any revenues or moneys of the authority, subject only to any agreements with the holders of particular notes or bonds pledging any particular receipts or revenues;

(d) Whether or not the notes or bonds are of such form and character as to be negotiable instruments under article eight of the uniform commercial code, the notes or bonds shall be and hereby are made negotiable instruments within the meaning of and for all the purposes of article eight of the uniform commercial code, subject only to the provisions of the notes or bonds for registration.

2. The notes and bonds shall be authorized by resolution approved by not less than a majority of the whole number of members of the authority then in office, shall bear such date or dates, and shall mature at such time or times, as specified therein and in the case of any such bond not exceeding fifty years from the date of issue, as such resolution or resolutions may provide. The notes and bonds shall bear interest at such rate or rates, be in such denominations, be in such form, either coupon or registered, carry such registration privileges, be executed in such manner, be payable in such medium of payment, at such place or places and be subject to such terms of redemption as such resolution or resolutions may provide. The notes and bonds of the authority may be sold by the authority, at public or private sale, at such price or prices as the authority shall determine. No notes or bonds of the authority may be sold by the authority at private sale, however, unless such sale and the terms thereof have been approved in writing by (a) the comptroller, where such sale is not to the comptroller, or (b) the director of the budget where such sale is to the comptroller.

3. Any resolution or resolutions authorizing any notes or bonds or any issue thereof may contain provisions, which shall be a part of the contract with the holders thereof, as to:

(a) pledging all or any part of the fares, tolls, rentals, rates, charges and other fees made or received by the authority or any of its subsidiary corporations, and other moneys received or to be received, to secure the payment of the notes or bonds or of any issue thereof, subject to such agreements with bondholders or noteholders as may then exist;

(b) pledging all or any part of the assets of the authority or of any of its subsidiary corporations to secure the payment of the notes or

bonds or of any issue of notes or bonds, subject to such agreements with noteholders or bondholders as may then exist;

(c) the use, and disposition of fares, tolls, rentals, rates, charges and other fees made or received by the authority or any of its subsidiary corporations;

(d) the setting aside of reserves or sinking funds and the regulation and disposition thereof;

(e) limitations on the purpose to which the proceeds of sale of notes or bonds may be applied and pledging such proceeds to secure the payment of the notes or bonds or of any issue thereof;

(f) limitations on the issuance of additional notes or bonds; the terms upon which additional notes or bonds may be issued and secured; the refunding of outstanding or other notes or bonds;

(g) the procedure, if any, by which the terms of any contract with noteholders or bondholders may be amended or abrogated, the amount of notes or bonds the holders of which must consent thereto, and the manner in which such consent may be given;

(h) limitations on the amount of moneys to be expended by the authority or any of its subsidiary corporations for operating, administrative or other expenses of the authority or any of its subsidiary corporations;

(i) vesting in a trustee or trustees such property, rights, powers and duties in trust as the authority may determine, which may include any or all of the rights, powers and duties of the trustee appointed by the bondholders pursuant to this title, and limiting or abrogating the right of the bondholders to appoint a trustee under this article or limiting the rights, powers and duties of such trustee;

(j) any other matters, of like or different character, which in any way affect the security or protection of the notes or bonds.

4. In addition to the powers herein conferred upon the authority to secure its notes and bonds, the authority shall have power in connection with the issuance of notes and bonds to enter into such agreements as the authority may deem necessary, convenient or desirable concerning the use or disposition of its moneys or property or the moneys or property of any of its subsidiary corporations, including the mortgaging of any such property and the entrusting, pledging or creation of any other security interest in any such moneys or property and the doing of any act (including refraining from doing any act) which the authority would have the right to do in the absence of such agreements. The authority shall have power to enter into amendments of any such agreements within the powers granted to the authority by this title and to perform such agreements. The provisions of any such agreements may be made a part of the contract with the holders of the notes and bonds of the authority.

5. It is the intention hereof that any pledge, mortgage or security instrument made by the authority shall be valid and binding from the time when the pledge, mortgage or security instrument is made; that the moneys or property so pledged, mortgaged and entrusted and thereafter received by the authority shall immediately be subject to the lien of such pledge, mortgage or security instrument without any physical delivery thereof or further act; and that the lien of any such pledge, mortgage or security instrument shall be valid and binding as against all parties having claims of any kind in tort, contract or otherwise against the authority, irrespective of whether such parties have notice thereof. Neither the resolution nor any mortgage, security instrument or other instrument by which a pledge, mortgage lien or other security is created need be recorded or filed and the authority shall not be required to comply with any of the provisions of the uniform commercial code.

6. Neither the members of the authority nor any person executing the notes or bonds shall be liable personally on the notes or bonds or be subject to any personal liability or accountability by reason of the issuance thereof.

7. The authority, subject to such agreements with noteholders or bondholders as may then exist, shall have power out of any funds available therefor to purchase notes or bonds of the authority, which shall thereupon be cancelled, at a price not exceeding (a) if the notes or bonds are then redeemable, the redemption price then applicable plus accrued interest to the next interest payment date thereon, or (b) if the notes or bonds are not then redeemable, the redemption price applicable on the first date after such purchase upon which the notes or bonds become subject to redemption plus accrued interest to such date.

8. The state shall not be liable on notes or bonds of the authority and such notes and bonds shall not be a debt of the state, and such notes and bonds shall contain on the face thereof a statement to such effect.

RETRIEVE BILL

§ 1336. Reserve funds and appropriations. 1. The authority may create and establish one or more reserve funds to be known as debt service reserve funds and may pay into such debt service reserve funds (a) any moneys appropriated and made available by the state for the purposes of such funds, (b) any proceeds of sale of notes or bonds to the extent provided in the resolution of the authority authorizing the issuance thereof, and (c) any other moneys which may be made available to the authority for the purpose of such funds from any other source or sources. The moneys held in or credited to any debt service reserve fund established under this section, except as hereinafter provided, shall be used solely for the payment of the principal of bonds of the authority secured by such debt service reserve fund as the same mature, the purchase of such bonds of the authority, the payment of interest on such bonds of the authority or the payment of any redemption premium required to be paid when such bonds are redeemed prior to maturity; provided, however, that the authority shall have power to provide that moneys in any such fund shall not be withdrawn therefrom at any time in such amount as would reduce the amount of such fund to less than the maximum amount of principal and interest maturing and becoming due in any succeeding calendar year or years not exceeding two such years on the bonds of the authority then outstanding and secured by such debt service reserve fund, except for the purpose of paying principal of and interest on such bonds of the authority secured by such debt service reserve fund maturing and becoming due and for the payment of which other moneys of the authority are not available. Any income or interest earned by, or increment to, any such debt service reserve fund due to the investment thereof may be transferred by the authority to any other fund or account of the authority and the authority shall have power to provide that any such transfer shall not reduce the amount of such debt service reserve fund below the maximum amount of principal and interest maturing and becoming due in any succeeding calendar year or years not exceeding two such years on all bonds of the authority then outstanding and secured by such debt service reserve fund.

2. The authority shall have power to provide that it shall not issue bonds at any time if the maximum amount of principal and interest maturing and becoming due in any succeeding calendar year or years not exceeding two such years on the bonds outstanding and then to be issued and secured by a debt service reserve fund will exceed the amount of such debt service reserve fund at the time of issuance, unless the authority, at the time of the issuance of such bonds, shall deposit in such debt service fund from the proceeds of the bonds so to be issued, or otherwise, an amount which, together with the amount then in such debt service reserve fund, will be not less than the maximum amount of principal and interest maturing and becoming due in any such succeeding calendar year or years not exceeding two such years on the bonds then to be issued and on all other bonds of the authority then outstanding and secured by such debt service reserve fund.

3. In computing the amount of any debt service reserve fund for the purposes of this section, securities in which all or a portion of such fund shall be invested shall be valued at par, or if purchased at less than par, at their cost to the authority.

§ 1337. Agreement of the state. The state does hereby pledge to and agree with the holders of any notes or bonds issued under this title, that the state will not limit or alter the rights hereby vested in the authority to fulfill the terms of any agreements made with the holders thereof, or in any way impair the rights and remedies of such holders until such notes or bonds, together with the interest thereon, with interest on any unpaid installments of interest, and all costs and expenses for which the authority is liable in connection with any action or proceeding by or on behalf of such holders, are fully met and discharged. The authority is authorized to include this pledge and agreement of the state in any agreement with the holders of such notes or bonds.

§ 1338. Right of state to require redemption of bonds. Notwithstanding and in addition to any provisions for the redemption of bonds which may be contained in any contract with the holders of the bonds, the state may, upon furnishing sufficient funds therefor, require the authority to redeem, prior to maturity, as a whole, any issue of bonds on any interest payment date not less than twenty years after the date of the bonds of such issue at one hundred five per centum of their face value and accrued interest or at such lower redemption price as may be provided in the bonds in case of the redemption thereof as a whole on the redemption date. Notice of such redemption shall be published in at least two newspapers published and circulating in the counties of the transportation district, at least twice, the first publication to be at least thirty days before the date of redemption.

§ 1339. Remedies of noteholders and bondholders. 1. In the event that the authority shall default in the payment of principal of or interest on any issue of notes or bonds after the same shall become due, whether at maturity or upon call for redemption, and such default shall continue for a period of thirty days, or in the event that the authority shall fail or refuse to comply with the provisions of this title or shall default in any agreement made with the holders of any issue of notes or bonds, the holders of twenty-five per centum in aggregate principal amount of the notes or bonds of such issue then outstanding, by instrument or instruments filed in the office of the clerk of any county in which the authority operates and has an office and proved or acknowledged in the same manner as a deed to be recorded, may appoint a trustee to represent the holders of such notes or bonds for the purposes herein provided.

2. Such trustee may, and upon written request of the holders of twenty-five per centum in principal amount of such notes or bonds then outstanding shall, in his or its own name;

(a) by suit, action or proceeding in accordance with the civil practice law and rules, enforce all rights of the noteholders or bondholders, including the right to require the authority to collect fares, tolls, rentals, rates, charges and other fees adequate to carry out any agreement as to, or pledge of, such fares, tolls, rentals, rates, charges and other fees and to require the authority to carry out any other agreements with the holders of such notes or bonds and to perform its duties under this title;

(b) bring suit upon such notes or bonds;

(c) by action or suit, require the authority to account as if it were the trustee of an express trust for the holders of such notes or 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 notes or bonds;

(e) declare all such notes or bonds due and payable, and if all defaults shall be made good, then, with the consent of the holders of twenty-five per centum of the principal amount of such notes or 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 or appropriate for the exercise of any functions specifically set forth herein or incident to the general representation of bondholders or noteholders in the enforcement and protection of their rights.

4. The supreme court shall have jurisdiction of any suit, action or proceedings by the trustee on behalf of such noteholders or bondholders. The venue of any such suit, action or proceeding shall be laid in the county in which the instrument or instruments are filed in accordance with subdivision one of this section.

5. Before declaring the principal of notes or bonds due and payable, the trustee shall first give thirty days' notice in writing to the governor, to the authority, to the comptroller and to the attorney general of the state.

§ 1340. Notes and bonds as legal investment. The notes and bonds of the authority are hereby made securities in which all public officers and bodies of the state and all municipalities and political subdivisions, all insurance companies and associations and other persons carrying on an insurance business, all banks, bankers, trust companies, savings banks and savings associations, including savings and loan associations, building and loan associations, investment companies and other persons carrying on a banking business, all administrators, guardians, executors, trustees and other fiduciaries, and all other persons whatsoever who are now or who may hereafter be authorized to invest in bonds or other obligations of the state, may properly and legally invest funds including capital in their control or belonging to them. Notwithstanding any other provisions of law, the bonds of the authority are also hereby made securities which may be deposited with and shall be received by all public officers and bodies of this state and all municipalities and political subdivisions for any purpose for which the deposit of bonds or other obligations of the state is now or may hereafter be authorized.

§ 1341. Exemption from taxation. It is hereby found, determined and declared that the creation of the authority and the carrying out of its purposes is in all respects for the benefit of the people of the state of New York and for the improvement of their health, welfare and prosperity and is a public purpose, and that the authority will be performing an essential governmental function in the exercise of the powers conferred upon it by this title. Without limiting the generality of the following provisions of this section, property owned by the authority and used for transportation purposes, property leased by the authority and used for transportation purposes, and property used for transportation purposes by or for the benefit of the authority exclusively pursuant to the provisions of a joint service arrangement or of a joint facilities agreement or trackage rights agreement shall all be exempt from taxation and special ad valorem levies. The authority shall be required to pay no fees, taxes or assessments, whether state or local, except special benefit assessments if said property is located in a special benefit district, including but not limited to fees, taxes or assessments on real estate, franchise taxes, sales taxes or other excise taxes, upon any of its property, or upon the uses thereof, or upon its activities in the operation and maintenance of its facilities or on any fares, tolls, rentals, rates, charges or other fees, revenues or other income received by the authority and the bonds of the authority and the income therefrom shall at all times be exempt from taxation, except for gift and estate taxes and taxes on transfers. This section shall constitute a covenant and agreement with the holders of all bonds issued by the authority. The terms "taxation" and "special ad valorem levy" shall have the same meanings as defined in section one hundred two of the real property tax law and the term "transportation purposes" shall have the same meaning as used in titles two-a and two-b of article four of such law.

§ 1342. Actions against the authority. 1. As a condition to the consent of the state to such suits against the authority, in every action against the authority for damages, for injuries to real or personal property or for the destruction thereof, or for personal injuries or death, the complaint shall contain an allegation that at least thirty days have elapsed since the demand, claim or claims upon which such action is founded were presented to a member of the authority or other officer designated for such purpose and the authority has neglected or refused to make an adjustment or payment thereof.

2. An action against the authority founded on tort, except an action for wrongful death, shall not be commenced more than one year after the cause of action therefor shall have accrued, nor unless a notice of claim shall have been served on the authority within the time limited by and in compliance with all the requirements of section fifty-e of the general municipal law. An action against the authority for wrongful death shall be commenced in accordance with the notice of claim and time limitation provisions of title eleven of article nine of this chapter.

3. The authority shall be liable, and shall assume the liability to the extent that it shall save harmless any duly appointed officer or employee of the authority, for the negligence of such officer or employee, in the operation of a vehicle or other facility of transportation owned or otherwise under the jurisdiction and control of the authority in the discharge of a duty imposed upon such officer or employee at the time of the accident, injury or damages complained of, while otherwise acting in the performance of his duties and within the scope of his employment.

4. The authority may require any person, presenting for settlement an account or claim for any cause whatever against the authority, to be sworn before a member, counsel or an attorney, officer or employee of the authority designated for such purpose, concerning such account or claim and when so sworn to answer orally as to any facts relative to such account or claim. The authority shall have power to settle or adjust all claims in favor of or against the authority.

5. The rate of interest to be paid by the authority upon any judgment for which it is liable shall not exceed four per centum per annum.

6. The provisions of this section which relate to the requirement for service of a notice of claim shall not apply to a subsidiary corporation of the authority. In all other respects, each subsidiary corporation of the authority shall be subject to the provisions of this section as if such subsidiary corporation were separately named herein, provided, however, that a subsidiary corporation of the authority which is a stock corporation shall not be subject to the provisions of this section except with respect to those causes of action arising on and after the first of the twelfth calendar month following that calendar month in which such stock corporation becomes a subsidiary corporation of the authority.

§ 1343. Agreements relating to payment in lieu of taxes. To the end that municipal corporations, counties and school districts may not suffer undue loss of taxes or assessments:

If the authority acquires property for non-transportation purposes (e.g. for future transportation purposes but not to be so used immediately) the authority except as hereinafter provided, shall pay to the participating county and/or city, town or school district where the property is located, annually, in lieu of taxes, a sum equal to the sum last paid as taxes upon the property prior to the time of its acquisition by the authority. Should such property be subsequently developed and improved but still remain unused for transportation purposes, it shall during such period of disuse for transportation be subject to assessment, at the prevailing method of determining assessments, by the county and/or city and/or school district and the authority shall, based on such assessment, annually, in lieu of taxes, pay to the county and/or city and/or school district an amount fixed by it.

If the authority acquires property for transportation purposes but subsequently uses such property for non-transportation purposes, then the authority shall be required, except as hereinafter provided, to pay annually in lieu of taxes to the participating county and/or city and/or school district wherein such property is located, an amount equal to the sum which the said county and/or city and/or school district would ordinarily be imposed as taxes, pursuant to the prevailing method of determining assessments.

Properties acquired by the authority for transportation and used as such, shall not be subject to the payment of any taxes except that the authority shall pay such property special benefit assessments on the property if it is located in an existing special benefit district.

§ 1344. Interest of members or employees of authority in contracts prohibited. It shall be a misdemeanor for a member of the authority or an officer, agent, servant or employee employed by or appointed by the authority, to be in any way or manner interested, directly or indirectly, as principal, surety or otherwise, in a contract, the expense or consideration whereof is payable out of the funds of the authority.

§ 1345. Fiscal year. The fiscal year of the authority shall begin on the first day of April.

§ 1346. Consent by the state. The commissioner of general services shall have power, in his discretion, from time to time to transfer and convey to the authority, or to one or more participating counties for the use of the authority, and for such consideration as may be determined by him to be paid to the state, unappropriated state lands and lands under water which the authority shall certify to be necessary or desirable for the corporate purposes of the authority.

§ 1347. Separability. If any provision of any section of this title or the application thereof to any person or circumstance shall be adjudged invalid by a court of competent jurisdiction, such order or judgment shall be confined in its operation to the controversy in which it was rendered, and shall not affect or invalidate the remainder of any provision of any section of this title or the application of any part thereof to any other person or circumstance and to this end the provisions of each section of this title are hereby declared to be severable.

§ 1348. Effect of inconsistent provisions. Insofar as the provisions of this title are inconsistent with the provisions of any other law, general, special or local, the provisions of this title shall be controlling.

CNYRTA Subsidiary Certificates of Incorporation

Attachment 6

CERTIFICATE OF INCORPORATION

OF

C. N. Y. CENTRO, INC.

PURSUANT TO SECTION 1332 - SUBDIVISION
5. OF THE PUBLIC AUTHORITIES LAW

The undersigned, being natural persons of at least twenty-one (21) years of age and all duly appointed members of the Central New York Regional Transportation Authority, acting as incorporators of the public benefit subsidiary corporation hereby being formed under the Public Authorities Law certify that:

FIRST: The name of the corporation is:

C. N. Y. CENTRO, INC.

SECOND: The corporation is being formed for the following purposes and shall have the following powers:

1. To acquire, own, lease, establish, construct, effectuate, operate, maintain, renovate, improve, extend, repair and manage certain real property, omnibus facilities and related facilities acquired or operated by the Central New York Regional Transportation Authority.
2. To provide, as a separate entity for the convenience of the Central New York Regional Transportation Authority, certain fiscal, managerial, and operational functions separate from other transportation facilities owned, acquired, leased, established, constructed, operated, maintained or improved by the Authority.
3. To be a body politic and corporate and to have all those powers vested in the Central New York Regional Transportation Authority by the provisions of Article 5, Title 16 of the Public Authorities Law, except the power to contract indebtedness.

THIRD: The principal office of the corporation is to be located in the City of Syracuse, County of Onondaga, State of New York.

FOURTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, we have made, subscribed and acknowledged this certificate this 19th day of August, 1971.

by Harold L. Fisher
Harold L. Fisher

by Warren H. Frank
Warren H. Frank

by Royal O'Day
Royal O'Day

by Leslie J. Parnell
Leslie J. Parnell

by Joseph F. Rice
Joseph F. Rice

by John W. Stone
John W. Stone

by Jerome M. Wilson
Jerome Wilson

by Chris J. Witting
Chris J. Witting

STATE OF NEW YORK)
COUNTY OF ONONDAGA)

SS:

On this 19th day of August, 1971, before me came
Harold L. Fisher, to me known, and known to me to
be the person described in and who executed the foregoing certifi-
cate; and he duly acknowledged to me that he executed the same.

pf Marita A. Daurin
Notary Public

STATE OF NEW YORK)
COUNTY OF ONONDAGA)

SS :

On this 19th day of August, 1971, before me came
Warren H. Frank, to me known, and known to me to be the person
described in and who executed the foregoing certificate; and he
duly acknowledged to me that he executed the same.

pf Marita A. Daurin
Notary Public

STATE OF NEW YORK)
COUNTY OF ONONDAGA)

SS :

On this 19th day of August, 1971, before me came
Royal O'Day, to me known, and known to me to be the person
described in and who executed the foregoing certificate; and he
duly acknowledged to me that he executed the same.

pf Marita A. Daurin
Notary Public

STATE OF NEW YORK)
) SS :
COUNTY OF ONONDAGA)

On this 19th day of August, 1971, before me came
Leslie J. Parnell, to me known, and known to me to be the
person described in and who executed the foregoing certificate;
and he duly acknowledged to me that he executed the same.

pf Juanita A. Downer
Notary Public

STATE OF NEW YORK)
) SS :
COUNTY OF ONONDAGA)

On this 19th day of August, 1971, before me came
Joseph F. Rice, to me known, and known to me to be the
person described in and who executed the foregoing certificate;
and he duly acknowledged to me that he executed the same.

pf Juanita A. Downer
Notary Public

STATE OF NEW YORK)
) SS :
COUNTY OF ONONDAGA)

On this 23 day of August, 1971, before me came
John W. Stone, to me known, and known to me to be the
person described in and who executed the foregoing certificate;
and he duly acknowledged to me that he executed the same.

pf Joseph C. Walsh, Jr.
Notary Public

STATE OF NEW YORK)
) SS :
COUNTY OF ONONDAGA)

On this 19th day of August, 1971, before me came
Jerome Wilson, to me known, and known to me to be the person
described in and who executed the foregoing certificate; and he
duly acknowledged to me that he executed the same.

pt Juanita A. Dawson
Notary Public

STATE OF NEW YORK)
) SS :
COUNTY OF ONONDAGA)

On this 19th day of August, 1971, before me came
Chris J. Witting, to me known, and known to me to be the person
described in and who executed the foregoing certificate; and
he duly acknowledged to me that he executed the same.

pt Juanita A. Dawson
Notary Public

E

F910224006067

CERTIFICATE OF INCORPORATION

OF

CENTRO CALL-A-BUS, INC.

Pursuant to Section 1332(5) of the Public Authorities Law

The Undersigned, being a natural person, at least twenty-one years of age, for the purpose of forming a public benefit subsidiary corporation of the Central New York Regional Transportation Authority, pursuant to the provisions of the Public Authorities Law of the State of New York, does hereby certify as follows:

FIRST: The name of said Corporation shall be CENTRO CALL-A-BUS, INC.

SECOND: The purposes of said Corporation shall be to acquire, hold, own, lease, establish, construct, affect, separate, maintain, renovate, improve, extend and repair parking, park and ride, and related transportation facilities as defined in Section 1325(23) of the Public Authorities Law particularly but not exclusively for the elderly and disabled, and particularly but not exclusively demand-responsive service. Said Corporation shall receive such monies, real property or other property from the Central New York Regional Transportation Authorities which such Authority considers necessary for the conduct of its purposes hereunder. Said Corporation, together with its property, functions and activities shall have all of the privileges, immunities, tax exemptions and other exemptions of the Central New York Regional Transportation Authority. Said Corporation shall have the general powers granted the Central New York Regional Transportation Authority pursuant to Section 1331 of the Public Authorities Law, as well as the special powers granted the Central New York Regional Transportation Authority pursuant to Section 1332 and 1333 of the Public Authorities Law, as the same affect the purposes granted to CENTRO CALL-A-BUS, INC., pursuant to this Certificate of Incorporation. Said Corporation shall be subject to such limitations as the Central New York Regional Transportation Authority may, from time to time, impose by action of its members.

CENTRO CALL-A-BUS, INC. shall be subject to the restrictions and limitations to which the Central New York Regional Transportation Authority may be subject, including suit, in accordance with Section 1341 of the Public Authorities Law.

1

CENTRO CALL-A-BUS, INC. may exercise any of its purposes granted to it hereunder, throughout the Central New York Regional Transportation District.

THIRD: The principal office of the Corporation shall be located at 200 Cortland Avenue, in the City of Syracuse, County of Onondaga and State of New York.

FOURTH: The duration of this Corporation shall be perpetual.

FIFTH: The Directors of the CENTRO CALL-A-BUS, INC. shall be the same persons holding offices of members of the Central New York Regional Transportation Authority.

DATED: April 1, , 1991

Central New York Regional
Transportation Authority
by Warren H. Frank, Executive
Director and Board Member


Warren H. Frank

STATE OF NEW YORK)
COUNTY OF ONONDAGA)

ss: April

On this 1st day of July, 1991, before me personally came Warren H. Frank, to me personally known, and known to me to be the same person described in and who executed the within instrument and he duly acknowledged to me that he executed the same.


Notary Public

BARRY M. SHULMAN
Notary Public in the State of New York
Qual. in Onondaga Co. No. 02SH898131F
My Commission Exp. March 20, 1992

RECEIVED

JUL 22 10 00 AM '91

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED JUL 24 1991
TAXS

CERTIFICATE OF INCORPORATION

OF

CENTRO CALL-A-BUS, INC.

Pursuant to Section 1332(5) of the Public Authorities Law

Handwritten signature

Handwritten: OK [unclear]

BILLED

F

SCOLARO, SHULMAN, COHEN, LAWLER & BURSTEIN, P.C.
ATTORNEYS AND COUNSELORS AT LAW
90 PRESIDENTIAL PLAZA

F

16. H4 27 1991

7-24000009

Form **2848**
(Rev. December 1995)
Department of the Treasury
Internal Revenue Service

Power of Attorney and Declaration of Representative

► For Paperwork Reduction and Privacy Act Notice, see the Instructions.

OMB No. 1545-0150

For IRS Use Only

Received by:

Name

Telephone

FAX

Date

Part I Power of Attorney (Please type or print)

1 Taxpayer Information (Taxpayer(s) must sign and date this form on page 2, line 9.)

Taxpayer name(s) and address

Centro Call-A-Bus, Inc.
200 Courtland Avenue
P.O. Box 820
Syracuse, New York 13205-0820

Social security number(s)

Daytime telephone number
(315) 442-3358

Employer identification number

Plan number (if applicable)

hereby appoint(s) the following representative(s) as attorney(s)-in-fact

2 Representative(s) (Representative(s) must sign and date this form on page 2, Part II.)

Name and address Barry M. Shulman, Esq.
Scolaro, Shulman, Cohen, Lawler & Burstein, P.C.
90 Presidential Plaza
Syracuse, New York 13202

CAF No.

Telephone No. (315) 471-8111

Fax No. (315) 471-1355

Check if new: Address ☐ Telephone No. ☐

Name and address

CAF No.

Telephone No.

Fax No.

Check if new: Address ☐ Telephone No. ☐

Name and address

CAF No.

Telephone No.

Fax No.

Check if new: Address ☐ Telephone No. ☐

to represent the taxpayer(s) before the Internal Revenue Service for the following tax matters:

3 Tax Matters

Type of Tax (Income, Employment, Excise, etc.)	Tax Form Number (1040, 941, 720, etc.)	Year(s) or Period(s)
Application for Employer Identification Number	SS-4	

4 Specific Use Not Recorded on Centralized Authorization File (CAF). - If the power of attorney is for a specific use not recorded on CAF, check this box. (See Line 4-Specific uses not recorded on CAF on page 3.) ☐

5 Acts Authorized. - The representatives are authorized to receive and inspect confidential tax information and to perform any and all acts that I (we) can perform with respect to the tax matters described on line 3, for example, the authority to sign any agreements, consents, or other documents. The authority does not include the power to receive refund checks (see line 6 below), the power to substitute another representative unless specifically added below, or the power to sign certain returns (see Line 5-Acts authorized on page 4).

List any specific additions or deletions to the acts otherwise authorized in this power of attorney: _____

Note: In general, an unenrolled preparer of tax returns cannot sign any document for a taxpayer. See Revenue Procedure 81-38, printed as Pub. 470, for more information.

Note: The tax matters partner/person of a partnership or S corporation is not permitted to authorize representatives to perform certain acts. See the instructions for more information.

6 Receipt of Refund Checks. - If you want to authorize a representative named on line 2 to receive, BUT NOT TO ENDORSE OR CASH, refund checks, initial here _____ and list the name of that representative below.

Name of representative to receive refund check(s) ► _____

Form 2848 (Rev. 12-93)

Page 2

- 7 Notices and Communications.** - Original notices and other written communications will be sent to you and a copy to the first representative listed on line 2 unless you check one or more of the boxes below.
- a If you want the first representative listed on line 2 to receive the original, and yourself a copy, of such notices or communications, check this box ☐
- b If you also want the second representative listed to receive a copy of such notices and communications, check this box ☐
- c If you do not want any notices or communications sent to your representative, check this box ☐
- 8 Retention/Revocation of Prior Power(s) of Attorney.** - The filing of this power of attorney automatically revokes all earlier power(s) of attorney on file with the Internal Revenue Service for the same tax matters and years or periods covered by this document. If you do not want to revoke a prior power of attorney, check here ☐
- YOU MUST ATTACH A COPY OF ANY POWER OF ATTORNEY YOU WANT TO REMAIN IN EFFECT.**
- 9 Signature of Taxpayer(s).** - If a tax matter concerns a joint return, both husband and wife must sign if joint representation is requested; otherwise, see the Instructions. If signed by a corporate officer, partner, guardian, tax matters partner/person, executor, receiver, administrator, or trustee on behalf of the taxpayer, I certify that I have the authority to execute this form on behalf of the taxpayer.
- ▶ IF NOT SIGNED AND DATED, THIS POWER OF ATTORNEY WILL BE RETURNED.

Steven M. Share
Signature

2/4/99
Date

Chief Financial Officer
Title (if applicable)

Steve Share

Print Name

Signature

Date

Title (if applicable)

Print Name

Part II Declaration of Representative

Under penalties of perjury, I declare that:

- I am not currently under suspension or disbarment from practice before the Internal Revenue Service;
- I am aware of regulations contained in Treasury Department Circular No. 230 (31 CFR, Part 10), as amended, concerning the practice of attorneys, certified public accountants, enrolled agents, enrolled actuaries, and others;
- I am authorized to represent the taxpayer(s) identified in Part I for the tax matter(s) specified there; and
- I am one of the following:
 - a Attorney - a member in good standing of the bar of the highest court of the jurisdiction shown below.
 - b Certified Public Accountant - duly qualified to practice as a certified public accountant in the jurisdiction shown below.
 - c Enrolled Agent - enrolled as an agent under the requirements of Treasury Department Circular No. 230.
 - d Officer - a bona fide officer of the taxpayer's organization.
 - e Full-Time Employee - a full-time employee of the taxpayer.
 - f Family Member - a member of the taxpayer's immediate family (i.e., spouse, parent, child, brother, or sister).
 - g Enrolled Actuary - enrolled as an actuary by the Joint Board for the Enrollment of Actuaries under 28 U.S.C. 1242 (the authority to practice before the Service is limited by section 10.3(d)(1) of Treasury Department Circular No. 230).
 - h Unenrolled Return Preparer - an unenrolled return preparer under section 10.7(s)(7) of Treasury Department Circular No. 230.

▶ IF THIS DECLARATION OF REPRESENTATIVE IS NOT SIGNED AND DATED, THE POWER OF ATTORNEY WILL BE RETURNED.

Designation - Insert above letter (a-h)	Jurisdiction (state) or Enrollment Card No.	Signature	Date
(a)	NY		

05031600 0 223

E-12

CERTIFICATE OF INCORPORATION
OF
CENTRO OF ONEIDA, INC.

Pursuant to Section 1332(5) of the Public Authorities Law

The undersigned, being a natural person, at least twenty-one years of age, for the purpose of forming a public benefit subsidiary corporation of the Central New York Regional Transportation Authority, pursuant to the provisions of the Public Authorities Law of the State of New York, does hereby certify as follows:

FIRST: The name of said Corporation shall be **CENTRO OF ONEIDA, INC.**

SECOND: The purpose of said Corporation shall be the continuance, further development and improvement of transportation and other services related thereto within the County of Oneida, State of New York. Said Corporation shall receive monies, real property or other property from the Central New York Regional Transportation Authority (the "Authority") which such Authority considers necessary for the conduct of said Corporation's purposes hereunder. Said Corporation, together with its property, functions and activities shall have all of the privileges, immunities, tax exemptions and other exemptions of the Central New York Regional Transportation Authority. Said Corporation shall have the general powers granted the Central New York Regional Transportation Authority pursuant to Section 1331 of the Public Authorities Law, as well as the special powers granted the Central New York Regional Transportation Authority pursuant to Sections 1332 and 1333 of the Public Authorities Law, as the same affect the purposes granted to **CENTRO OF ONEIDA, INC.** pursuant to this Certificate of Incorporation. Said Corporation shall be subject to such limitations as the Central New York Regional Transportation Authority may, from time to time, impose by action of its members.

CENTRO OF ONEIDA, INC. shall be subject to the restrictions and limitations to which the Central New York Regional Transportation Authority may be subject, including suit, in accordance with Section 1341 of the Public Authorities Law.

CENTRO OF ONEIDA, INC. may exercise any of its purposes granted to it hereunder, throughout the Central New York Regional Transportation District.

THIRD: The principal office of the Corporation shall be located at One Centro Center, in the City of Syracuse, County of Onondaga, State of New York.

FOURTH: The duration of this Corporation shall be perpetual.

CERTIFICATE OF INCORPORATION

OF

CENTRO OF OSWEGO, INC.

Pursuant to Section 1332, Subdivision 5 of the
Public Authorities Law

THE UNDERSIGNED, being natural persons of at least
twenty-one (21) years of age and all of the duly appointed
members of the Central New York Regional Transportation Authority,
a public benefit corporation, acting as incorporators of the
public benefit subsidiary corporation hereby being formed under
the Public Authorities Law, certify that:

FIRST: The name of the corporation is
CENTRO OF OSWEGO, INC.

SECOND: The corporation is being formed for the follow-
ing purposes and shall have the following powers:

1. To acquire, own, lease, establish, construct,
effectuate, operate, maintain, renovate, improve, extend, repair
and manage certain real property omnibus and related facilities
acquired or operated in Oswego County by the Central New York
Regional Transportation Authority.

2. To provide as a separate entity for the convenience
of the Central New York Regional Transportation Authority,
certain fiscal, managerial and operational functions separate
from other transportation facilities owned, acquired, leased,
established, constructed, operated, maintained or improved by
the Central New York Regional Transportation Authority.

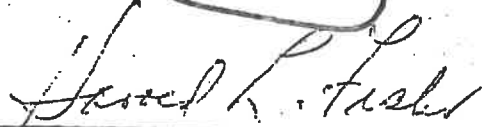
3. To be a body politic and corporate and to have all those powers vested in the Central New York Regional Transportation Authority by the provisions of Article 5, Title 16 of the Public Authorities Law, except the power to contract indebtedness.

THIRD: The principal office of the corporation is to be located in the City of Oswego, County of Oswego, State of New York.

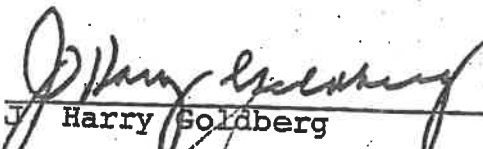
FOURTH: The duration of the corporation shall be perpetual.

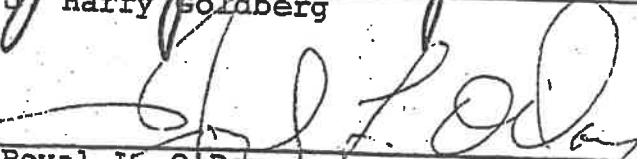
IN WITNESS WHEREOF, we have made, subscribed and acknowledged this certificate this day of , 1972.

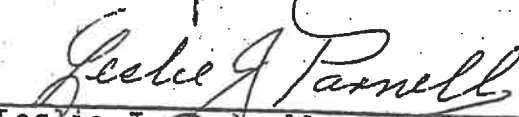

Kenneth C. Bartlett


Harold L. Fisher


Warren H. Frank


Harry Goldberg


Royal L. O'Day


Leslie J. Parnell


John W. Stone, Jr.

STATE OF NEW YORK)
)
COUNTY OF ONONDAGA)

SS:

On this 25th day of August, 1972, before me came
Kenneth G. Bartlett, to me known, and known to me to
be the person described in and who executed the foregoing certifi-
cate; and he duly acknowledged to me that he executed the same.

Juanita A. Dawson
Notary Public

STATE OF NEW YORK)
)
COUNTY OF ONONDAGA)

SS:

On this 25th day of August, 1972, before me came
Harold L. Fisher, to me known, and known to me to
be the person described in and who executed the foregoing certifi-
cate; and he duly acknowledged to me that he executed the same.

Juanita A. Dawson
Notary Public

STATE OF NEW YORK)
)
COUNTY OF ONONDAGA)

SS:

On this 25th day of August, 1972, before me came
Warren H. Frank, to me known, and known to me to
be the person described in and who executed the foregoing certifi-
cate; and he duly acknowledged to me that he executed the same.

Juanita A. Dawson
Notary Public

STATE OF NEW YORK)
)
COUNTY OF ONONDAGA)

SS:

On this 26th day August, 1972, before me came
J. Harry Goldberg, , to me known, and known to me to
be the person described in and who executed the foregoing certifi-
cate; and he duly acknowledged to me that he executed the same.

Marita A. Tawnum
Notary Public

STATE OF NEW YORK)
)
COUNTY OF ONONDAGA)

SS:

On this 25th day August, 1972, before me came
Royal L. O'Day , to me known, and known to me to
be the person described in and who executed the foregoing certifi-
cate; and he duly acknowledged to me that he executed the same.

Marita A. Tawnum
Notary Public

STATE OF NEW YORK)
)
COUNTY OF ONONDAGA)

SS:

On this 26th day August, 1972, before me came
Leslie J. Parnell , to me known, and known to me to
be the person described in and who executed the foregoing certifi-
cate; and he duly acknowledged to me that he executed the same.

Marita A. Tawnum
Notary Public

STATE OF NEW YORK)
COUNTY OF ONONDAGA)

SS:

On this 25th day August, 1972, before me came
John W. Stone Jr., , to me known, and known to me to
be the person described in and who executed the foregoing certifi-
cate; and he duly acknowledged to me that he executed the same.

Juanita A. Dawson
Notary Public

CERTIFICATE OF INCORPORATION

OF

CENTRO OF CAYUGA, INC.

Pursuant to Section 1332, Subdivision 5 of the
Public Authorities Law

THE UNDERSIGNED, being natural persons of at least
twenty-one (21) years of age and all of the duly appointed
members of the Central New York Regional Transportation Authority,
a public benefit corporation, acting as incorporators of the
public benefit subsidiary corporation hereby being formed under
the Public Authorities Law, certify that:

FIRST: The name of the corporation is

CENTRO OF CAYUGA, INC.

SECOND: The corporation is being formed for the following
purposes and shall have the following powers:

1. To acquire, own, lease, establish, construct,
effectuate, operate, maintain, renovate, improve, extend, repair
and manage certain real property omnibus and related facilities
acquired or operated in Cayuga County by the Central New York
Regional Transportation Authority.

2. To provide as a separate entity for the convenience
of the Central New York Regional Transportation Authority, certain
fiscal, managerial and operational functions separate from other
transportation facilities owned, acquired, leased, established,
constructed, operated, maintained or improved by the Central New
York Regional Transportation Authority.

3. To be a body politic and corporate and to have all
those powers vested in the Central New York Regional Transportation

Authority by the provisions of Article 5, Title 16 of the Public Authorities Law, except the power to contract indebtedness.

THIRD: The principal office of the Corporation is to be located in the City of Auburn, County of Cayuga, State of New York.

FOURTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, we have made, subscribed and acknowledged this certificate this 23rd day of February, 1973.

Kenneth G. Bartlett
Kenneth G. Bartlett

Harold L. Fisher
Harold L. Fisher

Warren H. Frank
Warren H. Frank

J. Harry Goldberg
J. Harry Goldberg

Royce E. O'Day
Royce E. O'Day

Leslie J. Parnell
Leslie J. Parnell

John W. Stone, Jr.
John W. Stone, Jr.

STATE OF NEW YORK)
COUNTY OF ONONDAGA)

SS:

On this 23rd day of February, 1973, before me came
Kenneth G. Bartlett, to me known, and known to me to
be the person described in and who executed the foregoing certifi-
cate; and he duly acknowledged to me that he executed the same.

Frederic A. Towne
Notary Public

STATE OF NEW YORK)
COUNTY OF ONONDAGA)

SS:

On this 23rd day of February, 1973, before me came
Harold L. Fisher, to me known, and known to me to
be the person described in and who executed the foregoing certifi-
cate; and he duly acknowledged to me that he executed the same.

Frederic A. Towne
Notary Public

STATE OF NEW YORK)
COUNTY OF ONONDAGA)

SS:

On this 23rd day of February, 1973, before me came
Warren H. Frank, to me known, and known to me to
be the person described in and who executed the foregoing certifi-
cate; and he duly acknowledged to me that he executed the same.

Frederic A. Towne

STATE OF NEW YORK)
COUNTY OF ONONDAGA)

SS:

On this 23rd day February, 1973, before me came
J. Harry Goldberg,
to me known, and known to me to
be the person described in and who executed the foregoing certifi-
cate; and he duly acknowledged to me that he executed the same.

Phanita G. Brown
Notary Public

STATE OF NEW YORK)
COUNTY OF ONONDAGA)

SS:

On this 23rd day February, 1973, before me came
Royal L. O'Day
to me known, and known to me to
be the person described in and who executed the foregoing certifi-
cate; and he duly acknowledged to me that he executed the same.

Phanita G. Brown
Notary Public

STATE OF NEW YORK)
COUNTY OF ONONDAGA)

SS:

On this 23rd day February, 1973, before me came
Leslie J. Parnell
to me known, and known to me to
be the person described in and who executed the foregoing certifi-
cate; and he duly acknowledged to me that he executed the same.

Phanita G. Brown

STATE OF NEW YORK)
COUNTY OF ONONDAGA)

SS:

On this *23rd* day *February*, 19*73*, before me came
John W. Stone Jr. , to me known, and known to me to
be the person described in and who executed the foregoing certifi-
cate; and he duly acknowledged to me that he executed the same.

Francis A. Dawson
Notary Public

CERTIFICATE OF INCORPORATION

OF

CENTRO PARKING, INC.

Pursuant to Section 1332(5) of the Public Authorities Law

The undersigned, being a natural person, at least twenty-one years of age, for the purpose of forming a public benefit subsidiary corporation of the Central New York Regional Transportation Authority, pursuant to the provisions of the Public Authorities Law of the State of New York, does hereby certify as follows:

FIRST: The name of said corporation shall be CENTRO PARKING, INC.

SECOND: The purposes of said corporation shall be to acquire, hold, own, lease, establish, construct, affect, operate, maintain, renovate, improve, extend and repair parking, park and ride, and related transportation facilities as defined in Section 1325(23) of the Public Authorities Law. Said corporation shall receive such monies, real property or other property from the Central New York Regional Transportation Authority which such Authority considers necessary for the conduct of its purposes hereunder. Said corporation, together with its property functions and activities shall have all of the privileges, immunities, tax exemptions and other exemptions of the Central New York Regional Transportation Authority. Said corporation shall have the general powers granted the Central New York Regional Transportation Authority pursuant to Section 1331 of the Public Authorities Law, as well as the

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special powers granted the Central New York Regional Transportation Authority pursuant to Section 1332 and 1333 of the Public Authorities Law, as the same affect the purposes granted to CENTRO PARKING, INC., pursuant to this Certificate of Incorporation. Said corporation shall be subject to such limitations as the Central New York Regional Transportation Authority may, from time to time, impose by action of its members.

CENTRO PARKING, INC. shall be subject to the restrictions and limitations to which the Central New York Regional Transportation Authority may be subject, including suit, in accordance with Section 1341 of the Public Authorities Law. CENTRO PARKING, INC. shall not have the power to contract indebtedness.

CENTRO PARKING, INC. may exercise any of its purposes granted to it hereunder, throughout the Central New York regional transportation district.

THIRD: The principal office of the corporation shall be located at 508 Midtown Plaza, in the City of Syracuse, County of Onondaga and State of New York.

FOURTH: The fiscal year for this corporation shall commence on April 1st and end on March 31st of each year.

FIFTH: The duration of this corporation shall be perpetual.

SIXTH: The Directors of CENTRO PARKING, INC. shall be the same persons holding the offices of members of the Central New York

Regional Transportation Authority.

DATED: OCTOBER 23, 1978

BARRY M. SHULMAN, Incorporator

c/o : SHULMAN & WHITELOW
One Lincoln Center ** Suite 1290
Syracuse, New York 13202
Telephone: (315) 471-8111

STATE OF NEW YORK *
CITY OF SYRACUSE * S.S.
COUNTY OF ONONDAGA *

On the 23rd day of October, 1978, before me personally appeared BARRY M. SHULMAN, to be known and known to me to be the individual described in and who executed the foregoing instrument, and he duly acknowledged to me that he executed the same.



NOTARY PUBLIC

DIANE LAYLOR
Notary Public in the State of New York
Qualified in Onondaga Co No. 4630107
My Commission Expires March 30, 1980

12

CERTIFICATE OF INCORPORATION
OF

E-12

INTERMODAL TRANSPORTATION CENTER, INC.

F 950 801000116

Pursuant to Section 1332(5) of the Public Authorities Law

The undersigned, being a natural person, at least twenty-one years of age, for the purpose of forming a public benefit subsidiary corporation of the Central New York Regional Transportation Authority, pursuant to the provisions of the Public Authorities Law of the State of New York, does hereby certify as follows:

FIRST: The name of said Corporation shall be INTERMODAL TRANSPORTATION CENTER, INC.

SECOND: The purpose of said Corporation is to develop an Intermodal Transportation Center in Central New York and to be a processing agent for certain mass transportation capital subsidy moneys from the United States Department of Transportation, the New York State Department of Transportation, and other public and private sources. Said Corporation shall receive monies, real property or other property from the Central New York Regional Transportation Authority which such Authority considers necessary for the conduct of said Corporation's purposes hereunder. Said Corporation, together with its property, functions and activities shall have all of the privileges, immunities, tax exemptions and other exemptions of Central New York Regional Transportation Authority. Said Corporation shall have the general powers granted the Central New York Regional Transportation Authority pursuant to Section 1331 of the Public Authorities Law, as well as the special powers granted the Central New York Regional Transportation Authority pursuant to Sections 1332 and 1333 of the Public Authorities Law, as the same affect the purposes granted to INTERMODAL TRANSPORTATION CENTER, INC. pursuant to this Certificate of Incorporation. Said Corporation shall be subject to such limitations as the Central New York Regional Transportation Authority may, from time to time, impose by action of its members.

INTERMODAL TRANSPORTATION CENTER, INC. shall be subject to the restrictions and limitations to which the Central New York Regional Transportation Authority may be subject, including suit, in accordance with Section 1341 of the Public Authorities Law.

INTERMODAL TRANSPORTATION CENTER, INC. may exercise any of its purposes granted to it hereunder, throughout the Central

New York Regional Transportation District.

THIRD: The principal office of the Corporation shall be located at 200 Cortland Avenue, in the City of Syracuse, County of Onondaga and the State of New York.

FOURTH: The duration of this Corporation shall be perpetual.

FIFTH: The Directors of INTERMODAL TRANSPORTATION CENTER, INC. shall be the same persons holding the offices of Members of the Central New York Regional Transportation Authority.

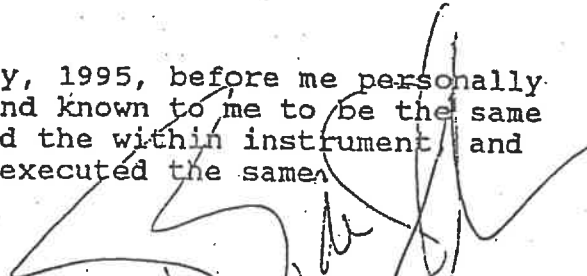
DATED: July 21, 1995

CENTRAL NEW YORK REGIONAL
TRANSPORTATION AUTHORITY
By: Vincent A. Cook, Chairman


Vincent A. Cook, Chairman

STATE OF NEW YORK
COUNTY OF ONONDAGA

On this 21st day of July, 1995, before me personally came Vincent A. Cook, to me known and known to me to be the same person described in and who executed the within instrument, and he duly acknowledged to me that he executed the same.


Notary Public

BARRY M. SHULMAN
Notary Public in the State of New York
Qualified in Onon. Co. No. 02SH8981315
My Commission Expires March 30, 1996

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CERTIFICATE OF INCORPORATION

OF

INTERMODAL TRANSPORTATION CENTER, INC.

Pursuant to Section 1332(5) of the Public Authorities Law

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STATE OF NEW YORK
DEPARTMENT OF STATE

FILED AUG 01 1995

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BY:

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BILLED

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SCOLARO, SHULMAN, COHEN, LAWLER & BURSTEIN, P.C.

ATTORNEYS AND COUNSELORS AT LAW

90 PRESIDENTIAL PLAZA

CORNER OF TOWNSEND AND HARRISON STREETS

SYRACUSE, NEW YORK 13202

TELEPHONE (315) 471-8111

Aug 1 10 03 AM '95

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N.Y. S. DEPARTMENT OF STATE
DIVISION OF CORPORATIONS AND STATE RECORDS

162 WASHINGTON AVEN
ALBANY, NY 12231

FILING RECEIPT

ENTITY NAME : INTERMODAL TRANSPORTATION CENTER, INC.

DOCUMENT TYPE : DOMESTIC (NOT-FOR-PROFIT) CORPORATIO TYPE: A COUNTY: ONON

SERVICE COMPANY : EMPIRE CORPORATE & INFORMATION SERVICES SERVICE CODE: 12

FILED: 08/01/1995 DURATION: PERPETUAL CASH #: 950801000113 FILM #: 9508010001

ADDRESS FOR PROCESS

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REGISTERED AGENT



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SCOLARO SHULMAN COHEN LAWLER & BURSTEIN, P.C., 70 PRESIDENTIAL PLAZA CORNER OF TOWNSEND AND HARRISON STREETS SYRACUSE, NY 13202	FILING : 75.00 TAX : 0.00 CERT : 0.00 COPIES : 10.00 HANDLING : 0.00		CASH : 0.00 CHECK : 0.00 BILLED : 85.00	
			REFUND : 0.00	

5-1025 (11/87)

CERTIFICATE OF INCORPORATION

OF

DESIGNATED RECIPIENT SERVICES, INC.

F930119000169

Pursuant to Section 1332(5) of the Public Authorities Law

The undersigned, being a natural person, at least twenty-one years of age, for the purpose of forming a public benefit subsidiary corporation of the Central New York Regional Transportation Authority, pursuant to the provisions of the Public Authorities Law of the State of New York, does hereby certify as follows:

FIRST: The name of said Corporation shall be DESIGNATED RECIPIENT SERVICES, INC.

SECOND: The purpose of said Corporation is to be a processing agent for certain mass transportation operating and capital subsidy moneys from the United States Department of Transportation and the New York State Department of Transportation. Said Corporation shall receive such monies, real property or other property from the Central New York Regional Transportation Authority which such Authority considers necessary for the conduct of said Corporation's purposes hereunder. Said Corporation, together with its property, functions and activities shall have all of the privileges, immunities, tax exemptions and other exemptions of the Central New York Regional Transportation Authority. Said Corporation shall have the general powers granted the Central New York Regional Transportation Authority pursuant to Section 1331 of the Public Authorities Law, as well as the special powers granted the Central New York Regional Transportation Authority pursuant to Sections 1332 and 1333 of the Public Authorities Law, as the same affect the purposes granted to DESIGNATED RECIPIENT SERVICES, INC. pursuant to this Certificate of Incorporation. Said Corporation shall be subject to such limitations as the Central Regional Transportation Authority may, from time to time, impose by action of its members.

DESIGNATED RECIPIENT SERVICES, INC. shall be subject to the restrictions and limitations to which the Central New York Regional Transportation Authority may be subject, including suit, in accordance with Section 1341 of the Public Authorities Law.

DESIGNATED RECIPIENT SERVICES, INC. may exercise any of its purposes granted to it hereunder, throughout the Central New York Regional Transportation District.

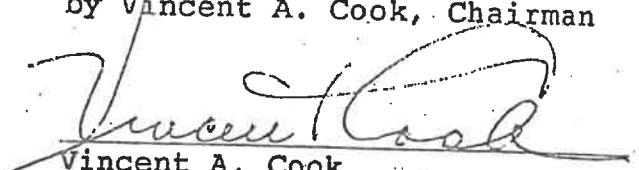
THIRD: The principal office of the Corporation shall be located at 200 Cortland Avenue, in the City of Syracuse, County of Onondaga and State of New York.

FOURTH: The duration of this Corporation shall be perpetual.

FIFTH: The Directors of DESIGNATED RECIPIENT SERVICES, INC. shall be the same persons holding the offices of Members of the Central New York Regional Transportation Authority.

DATED: January 6, 1993

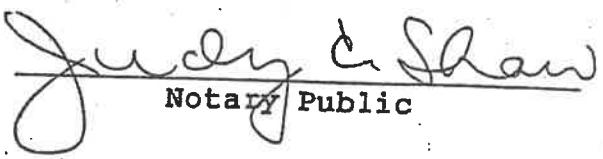
CENTRAL NEW YORK REGIONAL
TRANSPORTATION AUTHORITY
by Vincent A. Cook, Chairman


Vincent A. Cook

STATE OF NEW YORK)
COUNTY OF ONONDAGA)

On this 6th day of January, 1993, before me personally came VINCENT A. COOK, to me known and known to me to be the same person described in and who executed the within instrument, and he duly acknowledged to me that he executed the same.

JUDY C. SHAW
Notary Public, State of New York
No. 4867784
Qualified in Onondaga & Madison Counties
My Commission Expires June 4, 1994


Notary Public

f930119000169

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STATE OF NEW YORK
DEPARTMENT OF STATE

FILED JAN 19 1993

CERTIFICATE OF INCORPORATION

Val
Orondaga

OF

filed
No fee

DESIGNATED RECIPIENT SERVICES, INC.

Pursuant to Section 1332(5) of the Public Authorities Law

BILLED

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Dec 30 1988

SCOLARO, SHULMAN, COHEN, LAWLER & BURSTEIN, P. C.
ATTORNEYS AND COUNSELORS AT LAW

80 PRESIDENTIAL PLAZA

SYRACUSE NEW YORK 13204

FILING RECEIPT

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CORPORATION NAME: DESIGNATED RECIPIENT SERVICES, INC.

DOCUMENT TYPE : SEC. 1332(5) OF THE PUBLIC AUTHORITIES LAW COUNTY: ONON

SERVICE COMPANY : EMPIRE CORPORATE SERVICES

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FILED: 01/19/1993 DURATION: PERPETUAL CASH#: 930119000179 FILM#: 930119000169

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REGISTERED AGENT



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FILER	FEES	10.00	PAYMENTS	10.0
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SCOLARO SHULMAN COHEN LAWLER &	FILING :	0.00	CASH :	0.0
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DOS-1025 (11/89)

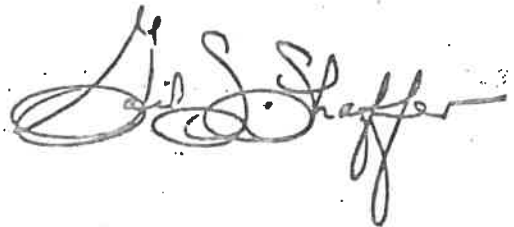
State of New York }
Department of State } ss:

004563

I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.

Witness my hand and seal of the Department of State on

JAN 19 1993

A handwritten signature in cursive script, appearing to read "D. S. Schaffer", written in dark ink.

Secretary of State